

## **Open Board of Governors**

Algoma University - Board of Governors

CC 201 - SSM Campus / Virtual

2024-09-26 16:30 - 17:15 EDT

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### **1. CALL TO ORDER**

#### **1.1. Acknowledgement of Traditional Territories**

The Chair will provide a personalized Land Acknowledgement.

#### **1.2. Chair's Opening Remarks**

#### **1.3. Declarations of Conflicts of Interest**

### **2. CONSENT AGENDA**

MOTION : That all items listed under the 'Consent Agenda' be approved as recommended.

#### **2.1. OPEN Agenda for Board Meeting**

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### **3. REPORT FROM THE PRESIDENT**

Materials to follow.

### **4. PRESENTATIONS - N/A**

### **5. BUSINESS ARISING - N/A**

### **6. ITEMS FOR DECISION / DISCUSSION - N/A**

### **7. NEW BUSINESS**

#### **7.1. Lieutenant Governor in Council (LGIC) Appointed Member: Giacomo L.**

##### **Pastore**

Giacomo L. Pastore (Jake Pastore), has been appointed as a member of the Algoma University Board of Governors to serve at the pleasure of the Lieutenant Governor in Council (LGIC) from September 13, 2024 to July 29, 2027 (OC: 1191/2024).

#### **7.2. Departing Governors**

The Board acknowledges the contributions of Governors who have departed from the Board: Elaine Pitcher - External Member Julia Duncan - Non-Teaching Employees Member

### **8. INFORMATION ITEMS**

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## 9. MOVE INTO CLOSED SESSION

MOTION : That Board of Governors move into the Closed Session.

## 10. CLOSED SESSION PREPARATIONS

All guests and members of the media are asked to vacate the boardroom at the end of the open session.



# Open Board of Governors Minutes

Algoma University - Board of Governors  
Thursday, June 20, 2024 at 5:15 PM EDT  
@ CC 201 - SSM Campus / Virtual

## Attendance

### Present:

Members: Arjun Batra (remote), Robert Battisti, Cecilia Bruno, Paul Dupuis, Sonja Kosuta (remote), Kelli-Ann Lemieux, Rose Linklater, Mike Moraca, Dionisio Nyaga, Elaine Pitcher, Paul Quesnele, Taylor Sayers (remote), Mario Turco, Asima Vezina, Isaac Withers  
Guests: Dorinda Diotte, Craig Fowler (remote), Mohamed El Kahlout, Michele Piercey-Normore, Rachel Tatasciore (remote)  
External Guests: Anna Brown, Lightcast Professional Services (remote)  
Secretariat: Samantha Giuliani, Shannon Kelly (remote), Nadya Ladouceur

1. CALL TO ORDER (Presenters: Mike Moraca)
  - 1.1. Acknowledgement of Traditional Territories

The acknowledgement of traditional territories was provided at the start of the Annual General Meeting to commence the meeting.

- 1.2. Declarations of Conflicts of Interest

None.

2. CONSENT AGENDA (Presenters: Mike Moraca)

### Motion:

That all items listed under the 'Consent Agenda' be approved.

Motion moved by Elaine Pitcher and motion seconded by Robert Battisti. Carried.

- 2.1. OPEN Agenda for Board Meeting
  - 2.2. OPEN Minutes for Previous Meeting
3. REPORT FROM THE PRESIDENT - N/A
4. PRESENTATIONS

- 4.1. Algoma University Campus Economic Impact Report (Presenters: Craig Fowler, Colin Wilson, Director of Strategic Advancement, Anna Brown, VP Education Professional Services (Lightcast Professional Services))

Anna Brown from Lightcast provided an overview of the University's economic impact analysis and investment analysis conducted for FY 2022-23, indicating that the economic impact analysis measures how the university affects the local economy and the investment analysis assesses how stakeholders benefit over time. Speaking to the economic impact, Brown indicated that the total income added to the region of Sault Ste. Marie (SSM) was \$145.4 million or 3.8% of the region's GDP with 1,645 jobs supported in the region or 1 out of 24 jobs, and presented the projected impact for FY 2025-26 with 3,000 students in SSM. The impact would grow from \$145.4 million to \$200.6 million, which represents about a 38% increase. Elaborating on the investment analysis for Ontario, Brown noted a benefit/cost ratio of 1.6 from a student perspective, 4.6 from a taxpayer's perspective and 16.3 from a social perspective. For SSM, these ratios are respectively 2.1, 4.8 and 7.1.

Board members clarified that an economic investment analysis was conducted in the past for Brampton and, because of that, Brampton was not included in the analysis provided at the meeting. Governors requested access to the Brampton and Timmins data, which it was noted could be made available. Governors noted the importance of taking into account the impact that the University has on the community that cannot be quantified, namely its social impact. Governors inquired about a comparison of the benefit to cost ratio between the 2020 data and the 2022 data, and it was noted that the University has a growing economic impact and investment over time. It was suggested that the SSM community should be reminded of the student economic impact in the community prior to the students' return in the fall.

## 5. BUSINESS ARISING

## 6. ITEMS FOR DECISION / DISCUSSION

- 6.1. Establishment of a Faculty of Computer Science and Technology (Presenters: Michele Piercey-Normore)

### **Motion:**

That the Board of Governors approve the establishment of the Faculty of Computer Science & Technology, as recommended by the Algoma University Senate.

Motion moved by Dionisio Nyaga and motion seconded by Paul Dupuis. Carried.

M. Piercey-Normore presented the proposal for the establishment of the Faculty of Computer Science & Technology, noting the significant growth in its undergraduate degrees and the development of masters and certificate programs which will further that growth.

- 6.2. International Student Refund Policy Update (Presenters: Rachel Tatasciore, Controller, Finance and Planning)

**Motion:**

That the Board of Governors approve the amendments made to the International Student Refund Policy, as recommended by the Risk & Finance Committee.

Motion moved by Rose Linklater and motion seconded by Dionisio Nyaga. Carried.

R. Tatasciore provided an overview to the amended policy noting that it was in compliance with government guidelines, mitigates risks and ensures transparency and fairness to students, noting that the University sought legal support to inform the changes.

A Board Member inquired about the removal of administrative fees from the policy and inquired if they would remain the same, it was noted that fees were moved into the procedure document on the advice of legal counsel and that the administrative fees would remain consistent. Governors recommended diversifying methods of communication to inform international students on tuition fees and refund policy to avoid confusion, ensure transparency, and protect the students' rights and the university's reputation. The President indicated that these recommendations would be brought back to the teams involved and reiterated that the motion brought forward was to ensure AU has the proper policies in place.

- 6.3. Board and Committee Calendars 2024-25 & 2025-26 (Presenters: Paul Quesnele, Elaine Pitcher)

**Motion:**

That the Board of Governors approves the Board and Committee Calendars for 2024-25 and 2025-26 as recommended by the Nominating and Governance Committee.

Motion moved by Elaine Pitcher and motion seconded by Robert Battisti. Carried.

The Nominating and Governance Committee Chair introduced the Board calendars and thanked the Secretariat Office, noting that this annual process ensures material is distributed in a timely fashion to give Governors time to prepare for meetings. It was further noted that the approval of calendars for the next two Board cycles was to give advance notice and increase attendance at Board meetings and retreats.

The Secretary indicated that the Secretariat Office would follow the same process as last year to send invitations through the board portal. Governors were asked to RSVP as they receive the invites and then review their RSVP a week prior to a Board meeting/retreat.

7. NEW BUSINESS

7.1. Departing Governors (Presenters: Kelli-Ann Lemieux, Mike Moraca)

The Chair acknowledged the contributions of departing Governors Paul Dupuis, Rose Linklater, and Isaac Withers while the Vice-Chair offered a farewell to the Board Chair, Mike Moraca. They expressed their gratitude for their leadership and dedication to the University. Departing Governors were each given a Thunderbird carved out of soapstone by local Indigenous artist Phil Jones to thank them for their service to the Algoma University Board of Governors.

8. INFORMATION ITEMS - N/A

9. MOVE TO CLOSED SESSION (Presenters: Mike Moraca)

**Motion:**

That Board of Governors move into Closed Session.

Motion moved by Isaac Withers and motion seconded by Mike Moraca. Carried.

## Members' E-Vote: Student Member - Minion Paul

### Approval Details

Motion: Arjun Batra  
Second: Kelli-Ann Lemieux

Open Date: 07/17/2024 3:26 PM Eastern Daylight Time  
Close Date: 07/19/2024 11:22 AM Eastern Daylight Time

### Approval Description

MOTION: To elect Minion Paul as the Student Member from July 18, 2024 to June 30, 2025, subject to a satisfactory criminal records check.

### Approval Results

Vote **Passed**

12/12 (**100%**) Voted "Yes".

0/12 (**0%**) Voted "No".

0/12 (**0%**) Voted "Abstain".

0/12 (**0%**) No vote placed.

Voter	Final Vote	Electronic Vote Date	Signature
Asima Vezina	YES	07/19/2024	
Julia Duncan	YES	07/19/2024	
Taylor Sayers	YES	07/18/2024	
Rajat Marwah	YES	07/18/2024	
Cecilia Bruno	YES	07/18/2024	
Elaine Pitcher	YES	07/18/2024	
Mario Turco	YES	07/18/2024	
Dionisio Nyaga	YES	07/17/2024	
Sonja Kosuta	YES	07/17/2024	
Robert Battisti	YES	07/17/2024	
Kelli-Ann Lemieux	YES	07/17/2024	
Arjun Batra	YES	07/17/2024	

## Members' E-Vote: Non-Teaching Staff Member - Julia Duncan

### Approval Details

Motion: Dionisio Nyaga  
Second: Arjun Batra

Open Date: 07/03/2024 5:32 PM Eastern Daylight Time  
Close Date: 07/05/2024 11:30 AM Eastern Daylight Time

### Approval Description

MOTION: To elect Julia Duncan as an Non-Teaching Employees Member for a one-year term starting July 1, 2024 and ending June 30, 2025, subject to a satisfactory criminal records check.

### Approval Results

Vote **Passed**

11/11 (**100%**) Voted "Yes".

0/11 (**0%**) Voted "No".

0/11 (**0%**) Voted "Abstain".

0/11 (**0%**) No vote placed.

Voter	Final Vote	Electronic Vote Date	Signature
Cecilia Bruno	YES	07/05/2024	
Sonja Kosuta	YES	07/04/2024	
Mario Turco	YES	07/04/2024	
Asima Vezina	YES	07/04/2024	
Taylor Sayers	YES	07/04/2024	
Elaine Pitcher	YES	07/04/2024	
Robert Battisti	YES	07/04/2024	
Kelli-Ann Lemieux	YES	07/03/2024	
Rajat Marwah	YES	07/03/2024	
Arjun Batra	YES	07/03/2024	
Dionisio Nyaga	YES	07/03/2024	

## Notice of Motion: Repeal and Enact By-laws

Open Agenda: 26 SEP 2024

### PURPOSE:

### PREPARED BY:

☐ Approval ☐ Discussion ☒ Information

Paul Quesnele, University Secretary

Faviola Graceni, Manager of Policy and Privacy

## 1.0 ACTION

The proposed bylaw revisions subject to the August 21, 2024 notice are no longer being pursued at the direction of the Governance Committee.

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

This will act as the notice of motion to:

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

The following motion will be presented to the Board during the Special Board Meeting scheduled for October 1, 2024 at 5:30pm.

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

## 2.0 EXECUTIVE SUMMARY

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

The goal of 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

In alignment with the goals above, the Office of the Secretariat led the process for revising the By-laws, and coordinated with legal counsel to review and confirm compliance with legislation.

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
- viii. 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
- i. **Section 9. Conflict of Interest** was replaced with new proposed content that complies with ONCA and AU Act
- j. 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

7.4Version 1

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Highlighted in Yellow are ONCA requirements

Highlighted in Blue are Algoma University Act requirements

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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;

**“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.~~

**“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 member of the Board~~ who is not a student of the University or an employee of the University

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

**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)¶~~
- ~~j) ¶~~
- ~~k) The President of the University who shall be a member by virtue of office.¶~~
- ~~l) 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 theirhis 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.

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- 11) A Governor ~~member of the Board~~ is eligible for reappointment or re-election.
- 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. ~~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.
- 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.
- 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 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

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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~~<sup>his or her</sup> 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;

- i) 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
  - l) 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 be held 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 **sixteen 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.~~

- 3) 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 Senate 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

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- 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.
  - 10) 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.
  - 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.
  - 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.

- 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.
- 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.
- 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. ~~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.
- 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;
  - 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.~~
- 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.

- 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.
- 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 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) ~~A The 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

- 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.

~~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.¶¶~~

¶¶

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

- 2) 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~~¶

¶

- 1) ~~Meetings of committees may be called whenever it is deemed necessary by the Chair of the committee, the Chair of the Board, the President, or by petition of a majority of committee members. All standing committees must meet at least once per year.~~¶
- 2) ~~Notice of meeting shall be mailed or otherwise delivered to members of the committee by the secretary of the committee concerned in accordance with the procedure approved by the committee.~~¶
- 3) ~~The inadvertent failure to give notice to any member of the committee or any irregularity in connection with the giving of notice shall not invalidate the proceedings at a meeting of the committee.~~¶
- 4) ~~The agenda shall be prepared by the secretary of the committee and shall be approved by the Chair. All matters for inclusion in the agenda must be in the hands of the secretary at least three business days prior to the day of the meeting at which they are to be presented, and only matters which have then been placed in the hands of the secretary shall be included in the agenda. The Chair shall be notified of items received subsequently and a motion to adopt the agenda made and passed when the meeting opens shall be sufficient to include such new matters.~~¶
- 5) ~~All questions at a meeting shall be decided by a majority of the votes of the members present and voting. Each member of a committee present at a meeting, including the Chair or Acting Chair, shall be entitled to one vote and any motion on which there is an equality of votes shall be deemed to have been defeated.~~¶

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

- ~~(i) where the member, or a family member, either¶¶~~

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

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

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

~~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~~

Highlighted in Yellow are ONCA requirements

Highlighted in Blue are Algoma University Act requirements

~~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 ~~Interim~~~~Acting~~ 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 ~~By~~-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 Act*~~*Corporations 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.
- 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.

Highlighted in Yellow are ONCA requirements

Highlighted in Blue are Algoma University Act requirements

- 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.
- 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.
- 5) 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) Any such 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.

Highlighted in Yellow are ONCA requirements

Highlighted in Blue are Algoma University Act requirements

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

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

Chair \_\_\_\_\_ Secretary \_\_\_\_\_ ¶

## ~~APPENDICES: COMMITTEE TERMS OF REFERENCE~~



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

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

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

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

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

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

### **TERMS OF REFERENCE**

#### **Duties and Responsibilities**

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

#### **Composition**

- a) Chair
  - b) Vice-Chair, who shall chair the committee
  - c) Past Chair – non-voting member
  - d) President
  - e) Two external members of the Board
  - f) One of either the Senate fulltime faculty member or the teaching staff member on the Board
- One staff representative on the Board – voting October 2016

## **APPENDIX B: THE FINANCE COMMITTEE**

### **TERMS OF REFERENCE**

#### **Duties and Responsibilities**

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

#### **Composition**

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

## **APPENDIX C: THE NOMINATING AND GOVERNANCE COMMITTEE**

### **TERMS OF REFERENCE**

#### **Duties and Responsibilities**

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

#### **Composition**

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

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

### ~~TERMS OF REFERENCE~~

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

#### ~~1) Objectives:~~

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

#### ~~2) Membership:~~

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

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

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

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

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

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

¶  
**3) ~~Term of Office:~~**¶

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

**4) ~~Quorum:~~**¶

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

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

- ¶
- ~~(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¶¶~~

## **APPENDIX E: BOARD SENATE LIAISON COMMITTEE**

### **TERMS OF REFERENCE**

#### **Duties and Responsibilities**

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

#### **Composition**

- a) Three Board members including the Chair of the Board of Governors and two external members of the Board who are not currently on Senate.
- a) Three Senate members including the Speaker of Senate and two other fulltime faculty members of Senate who are not currently on the Board of Governors.
- b) Meetings to be chaired by the Board Chair and the Speaker of Senate or their designates on an alternating basis.

## **APPENDIX F: HUMAN RESOURCES SUBCOMMITTEE**

### **TERMS OF REFERENCE**

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

#### **Duties and Responsibilities**

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

#### **Composition**

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

## ~~APPENDIX G: AD-HOC COLLECTIVE BARGAINING COMMITTEE~~

### ~~TERMS OF REFERENCE~~

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

#### ~~Duties and Responsibilities~~

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

#### ~~Composition~~

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

~~Committee.~~

# **Algoma University**

## **Board of Governors By-law No. 1**

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

### **Version 1**

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Created Month, Day, 2024

## 1. 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 University 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 ~~SecretaryUniversity~~ ~~Secretary~~ in the manner identified by the ~~SecretaryUniversity~~ ~~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 ~~SecretaryUniversity~~ ~~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 ~~SecretaryUniversity~~ ~~Secretary~~ will notify nominees of their eligibility status. The ~~SecretaryUniversity~~ ~~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 ~~SecretaryUniversity~~ ~~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 ~~SecretaryUniversity~~ ~~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 ~~SecretaryUniversity~~ ~~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.¶¶~~

Passed by the Board of Governors of Algoma University 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.


- 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 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.


Passed by the Board of Governors of Algoma University on the \_\_\_\_ day of \_\_\_\_ 2024.

Chair: \_\_\_\_\_

Secretary: \_\_\_\_\_

 <https://algomau.ca/news/algoma-university-honoured-with-inaugural-global-education-for-peace-...>

 Megan Parlowe

 3 min read

## Algoma University honoured with inaugural Global Education for Peace Award

(SAULT STE. MARIE – ON, September 23, 2024): On the International Day of Peace, Algoma University was honoured as the recipient of the inaugural Global Education for Peace Award, presented by the STAR Scholars Network, a transnational organization supporting a new generation of scholars working across borders on social impact. The award honours and recognizes higher education institutions worldwide that promote global peace, integrate global perspectives in the curriculum, and foster a sense of global citizenship amongst their students.

The [Global Education for Peace Award](#) highlighted Algoma University's efforts to foster global citizenship, reconciliation, and cross-cultural understanding. This recognition was especially meaningful as the international community celebrated the 25th anniversary of the United Nations General Assembly's Declaration on a Culture of Peace.

"This award acknowledges the dedication and vision of our university: leading meaningful change for generations to come. Our goal, across all disciplines, is to graduate student leaders who are the future change makers. We want our graduates to have the skills and diverse world views and perspectives to create a more inclusive, socially equitable and peaceful approach in contributing to a better world," said President and Vice-chancellor Asima Vezina, PhD. "At Algoma University, we believe that education plays a crucial role in fostering dialogue and promoting peace, and collectively, across the University, we are honoured to be recognized on a global platform for these efforts."

The STAR Scholars Network firmly believes that institutions like Algoma University are vital in cultivating a culture of peace. The Global Education for Peace Award celebrated these efforts to inspire change and foster a vision of a peaceful future. Dr. Alean Al-Krenawi, PhD, Professor and Special Advisor to the President, was the driving force behind this prestigious award, emphasizing the significance of this special recognition and the many colleagues he works with for their efforts locally, nationally and globally.

"This award reflects the heart of what Algoma University stands for— creating spaces for learning that foster mutual respect, cultural understanding, and peace," said Dr. Al-Krenawi. "As educators, we are responsible for equipping future generations with the tools to resolve conflicts through dialogue and cooperation. This recognition strengthens our resolve to continue leading the way in peace and cross-cultural education and building bridges across communities and cultures."

Dr. Al-Krenawi will also participate as a keynote speaker at the highly anticipated 2024 STAR Global Conference hosted by Kathmandu University in Nepal. The conference, set to take place in December 2024, brings together thought leaders, scholars, and practitioners from across the globe to discuss critical issues in research and higher education. His keynote address will explore the role of higher education institutions in driving social change and cultivating cultures of peace across borders, reflecting the visionary work being done at Algoma University.

To learn more about this award, please visit <https://starscholars.org/algoma/>

To learn more about the conference, please visit <https://stargc2024.kusoed.edu.np/>

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