

Algoma University

## Board of Governors By-Laws 7.4

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

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. INTERPRETATION

“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”)

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

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

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

“President” means the President of the University

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

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

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

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

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### III. COMPOSITION OF THE BOARD

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

- 1) The Board of Governors shall consist of not less than 12 and not more than 30 members as follows:
  - a) The President of the University who shall be a member by virtue of office.
  - b) The Chancellor of the University, if one is so appointed by the Board.
  - c) Three members appointed by the Lieutenant Governor in Council who shall not be a student, a member of the teaching staff, nor a non-teaching employee of the Board.
  - d) One person elected by the teaching staff of the University from among themselves.
  - e) One fulltime faculty member elected by the Senate
  - f) One student elected by the students of the University from among themselves
  - g) One person elected by the students represented by the Anishinaabe Students Association from among themselves
  - h) One person elected by the non-teaching employees of the University from among themselves.
  - i) One person recommended by the Municipality of Sault Ste. Marie
  - j) One person recommended by the Algoma University Alumni Association
  - k) Such other persons as may be directed by the Board who shall be appointed by the Board.
- 2) At least 60 percent of the members of the Board shall be external members.
- 3) 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.
- 4) The term of office for an elected or appointed member of the Board shall not be more than three years.
- 5) The term of office for a member of the Board who represents students shall be one year.
- 6) If, during his or her term of office, a member of the Board elected or appointed under paragraph c, d, e, f, g, h, i, or j of subsection III (1) ceases to be eligible for election or appointment to the Board under the same paragraph, he or she thereby ceases to be a member of the Board.
- 7) Despite Subsection III (6), if a student member of the Board graduates during his/her term of office, he or she may continue to sit as a member of the Board for the remainder of his/her one-year term.

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- 8) A member of the Board is eligible for reappointment or re-election.
- 9) 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.
- 10) A vacancy on the Board occurs if,
  - a) a member resigns or ceases to be eligible for appointment or election to the Board before the end of their term;
  - b) a member is incapable of continuing to act as a member and the Board by resolution declares the membership to be vacated; or
  - c) the Board by resolution declares a membership to be vacated for failure to attend three consecutive regularly scheduled meetings.
- 11) 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.
- 12) A person who fills a vacancy under subsection III (11) shall hold office for the remainder of the term of the member he/she is replacing. A person elected or appointed under subsection III (11) may be re-elected or reappointed upon the expiry of the term that he/she was elected or appointed to complete, but is eligible for further re-election or reappointment only after one year's absence from the Board.
- 13) 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.

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#### 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 his or her place and, if both the Chair and Vice-Chair are unable to act, the Board may appoint an external member to act temporarily in their place.
- 3) The Secretary, who shall be Secretary of the Board, shall be appointed by the Board, and shall hold office during the pleasure of the Board. Unless otherwise determined by the Board, in the absence of the Secretary, an Acting Secretary designated by the Secretary to so act, shall perform the duties of the Secretary of the Board. To be consistent with Board by-laws, the University President will act as the Secretary to the Board unless the Board of Governors decides otherwise.
- 4) Three or more officers of the Board shall be appointed annually. One of these officers shall be the

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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) 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 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 ten months of the fiscal year- end. At every annual meeting, in addition to any other business that may be transacted, the report of the Board of Governors, the financial statement (if available), and the report of the auditors shall be presented. If these reports are not available the reports will be present at the first meeting of the Board of Governor once the audit is complete and reviewed by the Finance committee of the Board. The election of the Chair and Vice-Chair shall also be conducted, by ballot if a vote is required.
- 3) Notice in writing of the time and place of each regular meeting shall be sent to each member of the Board by prepaid post or by electronic transmission addressed to the member's address, as it appears in the records of the Board, and such notice shall be given at least seven days before the time of the 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) Special meetings of the Board shall be held at the call of the President, Chair, or, in the event of the Chair's absence or inability to act, at the call of the Vice-Chair and may also be called at the written request of not fewer than five members of the Board. Such meetings may be held at any time and at any place in the City of Sault Ste. Marie or its environs.
- a) Notice in writing of the time and place of each special meeting shall be sent to each member of the Board by prepaid post or by electronic transmission addressed to the member's address as it appears in the records of the Board, with transmission of such notice initiated at least seventy-two hours before the time of the meeting. Such notice shall specify in reasonable detail the purpose for which the meeting is called.
  - b) A special meeting of the Board may be held at any time and at any place without notice if all members of the Board are present thereat or have given consent that the meeting occur.
  - c) On matters of an urgent nature, the Chair may authorize the Secretary to conduct a telephone or electronic poll of all Board members for the guidance of the Executive Committee in acting on behalf of the Board.

- 5) Items of business shall normally be presented to the Board by the following:

The Chair of the Board  
The Chairs of Committees  
The President  
The Board Representative to the senate who shall report at each Board meeting.

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

- 6) 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.

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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.

- 7) No member of the Board may appoint or send a designate or proxy to act or vote on the member's behalf on the Board, except that an Acting President duly appointed under by-law XI (2) or XI (3) below may participate and vote on behalf of the President.
- 8) 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.
- 9) 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.

- 10) 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.
- 11) 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.
- 12) 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.
- 13) Subject to limitations of space, meetings of the Board shall be open to attendance by the public except during a confidential session so designated for the consideration of confidential business, such as matters concerning personnel, financial acquisition or disposal of property, and other confidential matters of the University, the disclosure of which might be prejudicial to an individual or to the best interests of the University. Prior notice of meetings shall be given.
- 14) 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.
- 15) Members of the Board shall observe strictly the confidential nature of business dealt with in closed session and it shall be their responsibility to ensure that such information is not divulged to unauthorized persons. At the commencement of a closed session the Chair shall remind members of their obligations in respect to confidentiality.

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

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

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

- 16) 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**.

- 17) 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.
- 18) A record of the proceedings of each meeting of the Board shall be kept in a book provided for that purpose and the full Minutes of every meeting shall be submitted at the next meeting of the Board, and after adoption by the Board, the Minutes shall be signed by the Chair (or the Acting Chair) and the Secretary (or Acting Secretary), and such Minutes shall be open to inspection by any member of the Board at any time during regular office hours in the office of the Secretary of the Board, but such inspection shall not be permitted by other persons.
  - a) At a minimum, Minutes must show all resolutions, by-laws, and motions dealt with, including names of movers and seconders.
  - b) Save and except where it is otherwise herein provided, the action of the Board upon any matter coming before it shall be evidenced by by-law or resolution and the entry thereof in the Minutes of the Board shall be prima facie evidence of the action taken.
  - c) A copy of the Minutes of each meeting of the Board, as drafted by the Secretary of the Board, shall be sent to each member of the Board as soon as possible after such meeting, but amendments to the Minutes may be made only at a meeting of the Board where the Minutes are presented for adoption.
  - d) The Secretary shall be responsible for safeguarding the confidentiality of Board Minutes but shall have discretion to furnish extracts or summaries therefrom to authorized officers of the University or in satisfaction of a reasonable request.
  - e) The Secretary shall forward to the Library, for public examination, a copy of the approved Minutes of the open session of the Board.

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## VII. COMMITTEES OF THE BOARD

- 1) 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.
- 2) The Board may, from time to time, establish and appoint such other standing committees as it sees fit and determine the composition, duties and responsibilities of any committees so established.
  - a) The membership of the standing committees of the Board and the appointment of the Chairs and Vice-Chairs, with the exception of the Anishinaabe Peoples' Council and the senate member alternating as Chair of the Board-Senate Liaison Committee, shall be determined by the Board at each annual meeting, on the recommendation of the Nominating and Governance Committee. The Board may fill vacancies in the membership of committees as necessary in the succeeding twelve months.
  - b) Standing committees may appoint subcommittees to carry out specific tasks on behalf of the committee and make recommendations thereto.
  - c) 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.
- 3) 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.
- 4) 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.

- 5) 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.
- 6) Except on the Anishinaabe Peoples' Council and the Board-Senate Liaison Committee, only a member of the Board may serve as Chair of a Board Committee.
- 7) 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.

#### **VIII. MEETINGS OF COMMITTEES OF THE BOARD**

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

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## **IX. INDEMNIFICATION OF BOARD MEMBERS AND OFFICERS**

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

## **X. CONFLICT OF INTEREST**

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

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

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

- 6) Where a member believes that he/she has a conflict of interest not specifically covered by the guidelines, the member has an obligation to declare such conflict. Where the Board is of the opinion that a conflict of interest exists and has not been declared, the Board may declare by a resolution carried by a majority of the members present at the meeting that a conflict of interest exists, and a member of the Board thus found to be in conflict shall refrain from voting on or otherwise participating in the decision-making with respect to any such matter in open session, and absent him/herself from any related in camera session where such matter is discussed.
- 7) 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.

## XI. 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 respected:
    - a) Vice President Academic and Research
    - b) Vice President Finance and Administration
    - c) Academic Dean
    - d) Registrar

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

## **XII. DELEGATION OF AUTHORITY**

- 1) Subject to any 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.

## **XIII. 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.

## **XIV. 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.

#### **XV. 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.

#### **XVI. 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 Corporations Act, this by-law, Special Resolutions.

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

- 1) 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.
- 2) 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.

- 3) 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
- g) 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.
- b) The Chair of the Board shall chair the Committee.