

**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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## 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 others 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 the Algoma University Student Union (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 1st day of October 2024.

Chair: \_\_\_\_\_  
Kelli-Ann Lemieux  
Board of Governors

Secretary: \_\_\_\_\_  
Paul Quesnele  
Board of Governors