

Open Board of Governors

Algoma University - Board of Governors

Hybrid Meeting Observers can view the [livestream on YouTube](#)

2025-03-31 19:15

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1. CALL TO ORDER

NOTE: As the Board meeting began in Closed Session, an Acknowledgement of Traditional Territories was provided then.

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MOTION : that Board of Governors terminate the meeting.	



Open Board of Governors Minutes

Algoma University - Board of Governors

1/27/2025 5:45 PMEST

@ Virtual Meeting

Attendance

Present:

Members: Arjun Batra (remote), Robert Battisti (remote), Domanique Camara (remote), Jonathon Cutz (remote), Kelli-Ann Lemieux (remote), Rajat Marwah (remote), Jake Giacomo Pastore (remote), Minion Paul (remote), Paul Quesnele (remote), Taylor Sayers (remote), Mario Turco (remote), Asima Vezina (remote)

Guests: Craig Fowler (remote), Donna Rogers (remote), Kramer Rousseau (remote)

Secretariat Office : Shannon Kelly (remote), Nadya Ladouceur (remote)

Absent:

Members: Ian Grant, Sonja Kosuta

1. MEMBER'S MEETING (VIRTUAL MEETING) (Presenters: Kelli-Ann Lemieux)

1.1. Call to Order

The Chair called the Members' meeting to order at 5:58 pm.

1.2. Declaration of Conflicts of Interest

None.

1.3. Appointment of External Governors

1.3.1. Margaret Mah

Motion:

That the Board of Governors appoint Margaret Mah as an External Member from January 27, 2025 to June 30, 2027.

Motion moved by Rajat Marwah and motion seconded by Robert Battisti.
Carried with one opposed and one abstention.

1.3.2. Kate Lamb

Motion:

That the Board of Governors appoint Kate Lamb as an External Member from January 27, 2025 to June 30, 2027.

Motion moved by Rajat Marwah and motion seconded by Jonathon Cutz.
Carried with one opposed and one abstention.

A Governor moved to table the motions until a residency policy is created.
The motion was not seconded.

1.4. Termination of Member's Meeting

Motion:

That the Member's Meeting be terminated.

Motion moved by Jake Giacomo Pastore and motion seconded by Sonja Kosuta.
Carried.

2. CALL TO ORDER - OPEN SESSION (VIRTUAL MEETING) (Presenters: Kelli-Ann Lemieux)

The Chair called the meeting to order at 6:03 pm.

2.1. Acknowledgement of Traditional Territories

As the Board of Governors began in Closed Session for this meeting, an acknowledgement of traditional territories was provided in that session to commence the meeting.

2.2. Chair's Opening Remarks

The Chair welcomed everyone to the first meeting of 2025 and expressed excitement about the addition of two new board members. The Chair noted the important role of the board in staying responsive to the ongoing political and environmental changes.

2.3. Declarations of Conflicts of Interest

None.

3. CONSENT AGENDA (Presenters: Kelli-Ann Lemieux)

Motion:

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

Motion moved by Arjun Batra and motion seconded by Sonja Kosuta. Carried.

3.1. OPEN Agenda for Board Meeting

- 3.2. OPEN Minutes for Previous Meeting
- 3.3. E-Vote: Election of Internal Governors Policy and Procedures
- 3.4. E-Vote: Delay of Risk & Finance Committee Dissolution to End of Cycle
- 3.5. APPROVAL OF MOTIONS MADE IN CLOSED SESSION

Motion:

That the Board approve the motions made in the closed session.

Motion moved by Robert Battisti and motion seconded by Sonja Kosuta. Carried.

4. REPORT FROM THE PRESIDENT (Presenters: Asima Vezina)

The report was treated as read.

5. PRESENTATIONS - N/A

6. BUSINESS ARISING - N/A

7. ITEMS FOR DECISION / DISCUSSION

7.1. Reserve Management Policy (Presenters: Kramer Rousseau)

Motion:

that the Board of Governors approve the revisions to the Reserve Management Policy as recommended by the Risk & Finance Committee.

Motion moved by Rajat Marwah and motion seconded by Robert Battisti.
Carried.

The Chair of the Risk and Finance Committee noted the important role the Reserve Management policy plays in ensuring the University's long term financial sustainability, supporting capital projects that address the evolving needs of students, faculty, staff and the community.

K. Rousseau provided an overview of the key changes to the policy, noting the increase of the Operating Reserve Ratio from 30 to 90 days to align with the Financial Accountability Framework set by the provincial government as well as the division of the Future Capital Reserve into three separate categories.

7.2. Fiscal 25-26 Budget Principles and Guidelines (Presenters: Kramer Rousseau)

K. Rousseau presented the 2025-2026 budget principles, noting the transition to an incremental based budgeting approach, a pause in the call out for additional initiatives under the Academic Initiatives funding through the RCM model, as well as the need to complete further analysis to provide a more detailed forecast of the impact of IRCC's restrictions on international students.

8. NEW BUSINESS - N/A
9. INFORMATION ITEMS - N/A
10. TERMINATION (Presenters: Kelli-Ann Lemieux)

Motion:

That the Board of Governors meeting be terminated at 6:14 pm.

Motion moved by Minion Paul and motion seconded by Domanique Camara. Carried.

Members' E-Vote: Senate Member on the Board, Dr. Nikki Shaw

Approval Details

Motion: Kelli-Ann Lemieux
Second: Margaret Mah

Open Date: 2/13/2025 5:20 PM EST
Close Date: 2/20/2025 11:15 AM EST

Approval Description

MOTION: That the Board of Governors ratify the nomination of Dr. Nikki Shaw as the Senate Member on the Board of Governors, as elected by Senate for such role, for a term starting on February 17, 2025 and ending on June 30, 2027, subject to a satisfactory police records check.

Approval Results

Vote **Passed**

15/16 (**93.75%**) Voted "Yes".

0/16 (**0%**) Voted "No".

0/16 (**0%**) Voted "Abstain".

1/16 (**6.25%**) No vote placed.

Voter	Final Vote	Electronic Vote Date	Signature
Asima Vezina	NONE		
Domanique Camara	YES	2/19/2025	
Jake Giacomo Pastore	YES	2/18/2025	
Taylor Sayers	YES	2/18/2025	
Cecilia Bruno	YES	2/18/2025	
Jonathon Cutz	YES	2/18/2025	
Arjun Batra	YES	2/18/2025	
Rajat Marwah	YES	2/16/2025	
Robert Battisti	YES	2/15/2025	

Mario Turco	YES	2/14/2025	
Ian Grant	YES	2/14/2025	
Minion Paul	YES	2/14/2025	
Sonja Kosuta	YES	2/13/2025	
Kate Lamb	YES	2/13/2025	
Margaret Mah	YES	2/13/2025	
Kelli-Ann Lemieux	YES	2/13/2025	

E-Vote: Election of Rob Battisti as Chair

Approval Details

Motion: Margaret Mah
Second: Arjun Batra

Open Date: 3/1/2025 8:08 AM EST
Close Date: 3/3/2025 4:51 PM EST

Approval Description

MOTION: To elect Rob Battisti as Chair of the Board of Governors effective March 1, 2025 to June 30, 2025, to fill the vacancy in the office of the Chair.

Approval Results

Vote **Passed** - Carried.

14/16 (**87.5%**) Voted "Yes".

0/16 (**0%**) Voted "No".

1/16 (**6.25%**) Voted "Abstain".

1/16 (**6.25%**) No vote placed.

Voter	Final Vote	Electronic Vote Date	Signature
Sonja Kosuta	NONE		
Rajat Marwah	YES	3/3/2025	
Cecilia Bruno	YES	3/3/2025	
Taylor Sayers	YES	3/2/2025	
Robert Battisti	ABSTAIN	3/2/2025	
Domanique Camara	YES	3/1/2025	
Mario Turco	YES	3/1/2025	
Minion Paul	YES	3/1/2025	
Nikki Shaw	YES	3/1/2025	
Donna Rogers	YES	3/1/2025	

Jonathon Cutz	YES	3/1/2025	
Jake Giacomo Pastore	YES	3/1/2025	
Kate Lamb	YES	3/1/2025	
Ian Grant	YES	3/1/2025	
Arjun Batra	YES	3/1/2025	
Margaret Mah	YES	3/1/2025	



Interim President and Vice-Chancellor's Report to the Board of Governors

March 2025

Message from Interim President and Vice-Chancellor Dr. Donna Rogers

Boozhoo, Bonjour, Hello

Spring is a season of renewal, growth, and transformation. As the days grow longer and nature awakens, it serves as a reminder that change is not only inevitable but also full of possibility.

I would like to thank Rob Battisti for assuming the role of Chair of Algoma's Board of Governors (the Board) following the announcement of Kelli-Ann Lemieux's leave of absence. Rob is a skilled and steady leader who brings a wealth of experience and a strong commitment to Algoma University. I am confident that his leadership will help guide us through this period of change and opportunity.

As Board members know, Dr. István Imre was appointed Vice-President Academic and Research (VPAR) earlier this month, and Martin Bayer will officially join the Algoma University community as our new Vice-President, Nyaagaaniid, Anishinaabe Initiatives, Equity, Diversity & Inclusion, starting tomorrow.

Recently, Algoma University has been navigating the financial challenges affecting all post-secondary institutions. Federal cuts to international student permits, along with chronic provincial underfunding of colleges and universities, have only added to the uncertainty.

Algoma University's operating budget is close to being finalized for the Board's approval. I would like to share with the Board that all budgeting decisions are being guided by the need to protect Algoma University's sustainability while focusing on academic excellence, strengthening core programs, preserving talent, and prioritizing employee well-being.

2025–26 Budget Outlook and Planning

Like many universities across Canada, Algoma U is facing challenges that require careful decision-making. Between the federal government's cuts to international student enrolment and the province's sustained underfunding, universities and colleges are in a tough spot. We must be agile, responsive, and adaptable, and that's the approach Algoma University is taking.

As I shared in my 2025 Outlook Report with the Algoma University community, the University's finances are projected to remain stable for the remainder of the 2024-25 fiscal year, with a projected budget surplus. Although the University is not currently projecting a deficit, we anticipate a reduction in revenue for the 2025-26 fiscal year, caused by an anticipated 50%

reduction in full-time international student enrolment for 2025–26, as well as the PACE program PACE Project Management program.

New Streamlined Department Budgets

As part of our efforts to protect Algoma University's long-term future, we are implementing a series of budget adjustments across all departments. These measures focus on optimizing resources, improving efficiencies, and aligning spending with institutional priorities. Through these efforts, the internal Finance team is forecasting \$15 million in cost savings, ensuring a more sustainable financial foundation for the University moving forward.

Temporary Voluntary Exit Incentive Program

As announced last week, to support the University's cost-saving efforts, the Human Resources Executive Committee of the Board of Governors has approved a temporary Voluntary Exit Incentive Program (VEIP). This employee-initiated program will allow eligible employees to voluntarily resign or retire from the University during the 2025 calendar year.

Eligible employees who choose to participate in the VEIP will receive a lump-sum retiring allowance, calculated and prorated based on their years of service, up to a maximum of one year's base salary (excluding benefits). The allowance will be prorated according to the employee's length of service. It is important to emphasize that the VEIP is entirely voluntary, and the decision to apply rests solely with the employee.

New Master's Programs

Algoma University is expanding its graduate studies portfolio by introducing three innovative master's programs in Brampton and Sault Ste. Marie. Launching in Fall 2025, the Master of Global Business and Economy (MGBE), Master of Science in Business Analytics (MSBA), and Master of Science in Computer Science (MScCS) will provide students with advanced, industry-aligned expertise in global business, data analytics, and computing.

These unique program offerings will help meet the rising demand for skilled professionals in finance, policy analysis, consulting, international business, data analytics, market research, software development, IT, and computing research—supporting industry readiness and regional economic growth across the province.

Launch of the new Student Information System (SIS)

On March 10, 2025, the Student Information System Project Team officially launched the new Student Information System (SIS), marking a significant milestone in modernizing student services. This new system streamlines key processes, including course registration, academic



planning, and student records management. The transition represents a significant step forward in enhancing the student experience and improving operational efficiency.

Research and Innovation

Since January, the Office of Research and Innovation (ORI) has been focusing on their mandate to enhance grant success, support Indigenous research, advance data management and commercialization, foster partnerships, and address research space needs.

I am pleased to report that the ORI has hit the ground running and has relaunched several internal funding competitions, including the Northern Heritage Fund Corporation (NOHFC)–Workforce Development Program, Algoma University Promising Research Grant (AUPRG), SSHRC Institutional Grant (SIG), Algoma University Student Conference Fund (AUSCF), and has supported the administration of the Canada Graduate Student Scholarships Master's (CGS-M) program, as well as the submission of over ten external funding proposals.

ORI has also conducted a comprehensive review of internal practices and processes to identify opportunities for improvement, with a focus on strategic priorities and institutional/regulatory compliance. I would like to extend my sincere gratitude to Crystal Williams, Manager of the Research Office, and Dr. Brett Goodwin, Associate Vice-President Research and Graduate Studies, who are leading the development of the ORI.

I want to extend my sincere thanks to all Algoma University Board members for their dedication to our great institution.

Chi-miigwech, merci, and thank you for all you do for Algoma University.

Respectfully submitted,

Donna M. Rogers, Ph.D.
Interim President and Vice-Chancellor
Algoma University

Algoma University Sexual Violence Annual Report

Open Agenda: 31 MAR 2025

PURPOSE:

PREPARED BY:

☐ Approval ☒ Discussion ☒ Information

Emilene Dumoulin, Manager, Student Wellbeing
Nour Alkhyaat, Lead, Labour and Employee Relations

1.0 ACTION

This report is for information only. As per legislation, the Board is to receive an annual report related to Sexual Violence as per the Sexual Violence and Harassment Action Plan Act, 2016.

2.0 EXECUTIVE SUMMARY

The Sexual Violence on Campus - Annual Report 2023-2024 provides an overview of reported incidents and complaints related to sexual violence at Algoma University from May 1, 2023 to April 30, 2024. The report highlights the increase in reported incidents and attributes this to enhanced efforts by the Sexual Violence Task Force, which has focused on creating a safe and welcoming reporting process and increasing education and awareness regarding sexual violence prevention.

This report is brought to the Board to ensure transparency and oversight of ongoing efforts in addressing sexual violence on campus and to reaffirm the University's commitment to prevention, response and support initiatives.

3.0 ALIGNMENT WITH UNIVERSITY STRATEGY

This item is aligned with the following Strategic Direction(s) from the [2023-2026 Strategic Plan](#):

#4: Continue to Build Inclusive and Inspiring Teaching, Learning, and Working Environments ▾

4.0 ANALYSIS

Academic year	On Campus	Off Campus AU sanctioned activity	Off Campus Non-Sanctioned activity	Online
2022-2023	1		1	1
2023-2024	11	1	3	

The increase in reported incidents likely reflects:

- Improved reporting mechanisms and trust in the reporting process.
- Greater education and awareness efforts by the Sexual Violence Task Force.
- Stronger policy enforcement and campus-wide engagement.

Key Initiatives:

- Expansion of education and training for students, faculty and staff.
- Increased visibility of support services available on campus
- Strengthened partnerships with community organizations offering survivor support.
- Ongoing review of policies and procedures to ensure alignment with best practices.

5.0 RISK IMPLICATIONS

Potential risks associated with sexual violence incidents include:

- Impact on student, staff and faculty well-being and retention.
- Reputational risk to the University.
- Compliance risk with provincial laws and University policies.
- Legal and financial liability if cases are mishandled.

Mitigation Strategies

- Continued implementation of education and awareness campaigns.
- Strengthening confidential reporting and response mechanisms.
- Ensuring compliance with provincial legislation and best practices.
- Regularly updating and reviewing policies and procedures.

6.0 FINANCIAL IMPLICATIONS

There are no financial implications.

7.0 COMMUNICATIONS STRATEGY (*OPTIONAL*)

There is no required communications strategy.

8.0 ATTACHMENTS

1. Sexual Violence on Campus - Annual Report 2023-24 (Full Report)

Algoma University

Sexual Violence Annual Report 2023-24 and Five-Year Analysis Plan

Introduction

Algoma University remains committed to addressing and preventing sexual violence on campus through proactive education, awareness initiatives, and survivor-centered support services. This report highlights the events, training, awareness campaigns, and reporting statistics for the 2023-24 academic year while also establishing a framework for a five-year analysis to track trends and inform future improvements.

Events & Initiatives

Throughout the 2023-24 academic year, Algoma University hosted several events in collaboration with the Sexual Violence Task Force (SVTF), student unions, the Wellness Team, and other departments. These initiatives focused on raising awareness, fostering dialogue, and providing essential education on sexual violence prevention.

Key Events:

- **“Consent is Mandatory” Bingo:** Hosted at the beginning of each semester to promote conversations about consent in an engaging manner.
- **International Women’s Day (March 8, 2024):** Discussions on gender equity and workshops on healthy relationships, workplace sexual harassment, and consent.
- **Moose Hide Campaign:** A university-wide event to raise awareness about violence against women and children, including a solidarity walk across all campuses.

Training & Education

Algoma University provided training for key student leaders, faculty, and staff to ensure informed and supportive responses to disclosures of sexual violence.

Key Training Initiatives:

- **Residence Assistants & Student Varsity Athletes Training:** Focused on wellness resources, responding to disclosures, and understanding consent and gender-based violence.
- **Annual Staff & Faculty Training:** Educated employees on how to respond appropriately when an incident of sexual violence is reported.
- **Bystander Intervention Training:** Offered to students to empower them in preventing and intervening in harmful situations.

Awareness Campaigns & Resources

Increasing awareness and accessibility to resources remains a core focus.

- **Orientation Programming:** The Sexual and Gender-Based Violence Prevention and Support Coordinator delivered "Understanding Consent and Healthy Relationships" presentations at the start of each term.
- **Sexual Violence Website Updates:** Regular updates ensure students, faculty, and staff can easily access support and reporting mechanisms.
- **Sexual Assault Awareness Month (May 2024):** Social media campaigns, survivor support initiatives, and consent education materials were widely shared.
- **Consent & Support Resources:** Distribution of consent cards, safer sex kits, and harm reduction kits across campuses.
- **Free Period Products Program:** Ensuring equitable access to menstrual products across all sites.

Reporting & Support Services

The following statistics reflect the number of incidents and complaints of sexual violence reported by students, along with the support services accessed.

Incident Reporting (May 1, 2023 – April 30, 2024)

Academic year	On Campus	Off Campus AU sanctioned activity	Off Campus Non-Sanctioned activity	Online
2023-2024	11	1	3	

Support Services Accessed:

- **15 students** received services from the Sexual and Gender-Based Violence Prevention and Support Coordinator.
- **9 students** accessed on-campus counselling services.
- **12 safety plans** were developed to ensure student well-being.
- **1 student** reported an incident to police services.
- **Multiple safety alarms** were distributed.

Note: The increase in reported incidents may reflect improved awareness, education, and a safer reporting environment.

Five-Year Analysis Plan (2023-2028)

To ensure ongoing progress and effective prevention strategies, a five-year analysis will track trends, gaps, and areas for improvement. The plan includes:

- 1. Annual Data Collection & Review:**
 - Track reported incidents, locations, and response measures.
 - Analyze utilization of support services and safety measures.
- 2. Trend Analysis & Identified Gaps:**
 - Examine patterns in reporting (e.g., increase/decrease, barriers to reporting).
 - Identify underrepresented student groups needing tailored interventions.
- 3. Enhancing Orientation & Prevention Programs:**
 - Strengthen first-year and international student orientation programs.
 - Expand bystander intervention and consent education.
- 4. Campus & Community Collaborations:**
 - Work closely with student unions and external partners to improve reporting accessibility.
 - Ensure continued survivor-centered approaches in policy development.
- 5. Evaluation & Policy Adjustments:**
 - Regularly assess the effectiveness of prevention programs.
 - Update sexual violence policies based on emerging trends and best practices.

Conclusion

Algoma University remains dedicated to fostering a campus culture of safety, respect, and consent. Through continued education, awareness, and survivor support, the institution strives to reduce incidents of sexual violence and ensure a supportive environment for all members of the university community. The implementation of the five-year analysis will provide valuable insights to strengthen prevention strategies and enhance reporting mechanisms.

Moving forward, Algoma University will continue to prioritize transparency, accountability, and collaboration in addressing sexual violence on campus.

Presidential Search and Appointment Policies and Procedures

Open Agenda: 31 MAR 2025

PURPOSE:

PREPARED BY:

☒ Approval ☐ Discussion ☐ Information

Paul Quesnele, Board Secretary, University Secretary

Faviola Graceni, Policy and Privacy Manager

1.0 ACTION

MOTION: That the Board of Governors approve the Presidential Search and Appointment Policy, Procedures and related documents, as recommended by the Board's Human Resources Committee.

2.0 EXECUTIVE SUMMARY

The Board's Human Resources Committee (BHRC) has been working through the development of a Presidential Succession Planning Framework. This would include important functions such as presidential delegations of authority (acting and interim), succession planning, search and appointment, and performance review.

At this stage, the Presidential Search and Appointment Policy and Procedures and related documents for the permanent role are ready for approval by the Board of Governors. These documents have been developed upon a thorough review of best practices in universities across Ontario and Canada.

3.0 ALIGNMENT WITH UNIVERSITY STRATEGY

This item is aligned with the following Strategic Direction(s) from the [2023-2026 Strategic Plan](#):

#4: Continue to Build Inclusive and Inspiring Teaching, Learning, and Working Environments ▾

4.0 ANALYSIS

The Board's Human Resources Committee (BHRC) has provided review and feedback on the documents presented for approval:

1. Policy - Presidential Search and Appointment
2. Procedures - Presidential Search and Appointment
3. Mandate - Presidential Search Advisory Group

Key Considerations

The documents incorporate past and current practices of the Board and the University regarding the search, appointment, and reappointment of the President. Additionally, they align with best practices observed across the higher education sector in Ontario and Canada, particularly regarding the delegation of certain

responsibilities and, at times, decision-making authority, from the Board to the Board's Human Resources Committee to ensure an efficient and effective process.

In summary the policy, procedures and related documents outline:

- The search and appointment process will begin when a vacancy arises or the President does not seek another term.
- The BHRC will lead the search and appointment process on behalf of the Board, streamlining operations which ensure efficiency and timelines. The search process will be a closed process completed in accordance with the Board's Code of Conduct provisions on privacy, confidentiality and conflict of interest.
- The BHRC will establish a Presidential Search Advisory Group ("Advisory Group") with diverse Board representation to define strategic needs and selection criteria in consultation with the university community. The Advisory Group will report to the BHRC; and the BHRC will report to the Board of Governors.
- External consultants, and University resource personnel (Board Secretary and Chief Human Resources Officer) will also support the Advisory Group as necessary, particularly during the candidate identification, vetting, and shortlisting processes, ensuring equitable hiring practices.
- The Advisory Group will ensure that fair and unbiased interviews are conducted and will recommend two candidates to the BHRC for recommendation to the Board of Governors.
- The Board of Governors makes the final appointment decision, and the university community is informed accordingly.
- Reappointments follow established procedures with findings reported to the Board for approval.
- The BHRC will report to the Board on its activities in accordance with its Terms of Reference and the policy and procedures.
- The Procedures of the policy provide step-by-step guidance on implementing the policy.
- Within the Mandate of the Presidential Search Advisory Group, the composition combines past board practices of a similar group and best practices from the sector. The proposed composition includes one Senate Member of the Board as a voting member on the Advisory Group, which enhances governance effectiveness and perspective.

Important Highlights Regarding Delegation to BHRC:

Within the proposed Policy and Procedures, the BHRC is being delegated decision making authority on behalf of the Board for the items below. Proposed changes to the HR Committee's Terms of Reference have also been proposed for Board approval to ensure they align with these items:

1. Establish the Advisory Group in accordance with the policy and the mandate of the Presidential Search Advisory Group, including revisions of the Mandate that may be necessary. (see section 5.3.3 of the Policy)
2. Set a timeline and budget for the search, appointment and reappointment of the President in accordance with University policies and procedures. (see section 3.1.1 of the Procedures)
3. Develop and approve a list of prequalified consultants in accordance with University policies and legislation to use for selecting consultants that will assist the search process. (see section 3.4.1 of the Procedures)
4. Approve the scope of work of the consultants including the final selection of consultants. (see section 3.4.3 and 3.4.4 of the Procedures)

As previously mentioned, it is common in the Ontario higher education sector for Boards to delegate decision-making authority to their Human Resources Committee (or equivalent) for the President's search, appointment, and performance review processes. A review of 20 post-secondary institutions found that 16 provided information on these delegations, with 12 institutions specifically granting authority to their Human Resources Committee (or equivalent) for these processes, reinforcing this governance best practice.

Despite the above delegation, we would like to highlight that the policy and procedures make it clear that, ultimately, the Board holds final decision-making authority over key items including the approval of:

1. The overall policy and procedures.
2. The position profile and selection criteria for the President (see section 3.5.3 of the Procedures)
3. The final candidate appointment (see section 5.4.1 of the Policy and section 5.4.5).
4. The Board reserves the right to intervene or modify the process at any stage if necessary. If the recommended candidates are not suitable, the Board can restart the search and determine whether to retain or reconstitute the Presidential Search Advisory Group. (see section 2.4 and section 3.8.3 of the Procedures).

5.0 RISK IMPLICATIONS

Given the current vacancy in the permanent President and Vice-Chancellor role at Algoma University, there is a need to put into motion the processes for search and appointment of this role. There were no previous policy or procedural documents for these important processes.

The proposed delegations of authority to the BHRC may raise concerns that the Board is limited in its oversight and awareness on such matters. To address such, provisions have been added to the Terms of Reference to ensure that reporting is provided to the Board of Governors to keep the Board informed of matters reviewed and approved by the Committee.

Furthermore, in its annual process of approving Committee membership, the Board will need to ensure that the BHRC is composed of members with knowledge and expertise to support the functions of the Committee including the areas of delegated authority.

6.0 FINANCIAL IMPLICATIONS

The development of a budget for the Presidential Search process is required in accordance with University policies and procedures.

7.0 ATTACHMENTS

1. DRAFT Policy - Presidential Search and Appointment
2. DRAFT Procedures - Presidential Search and Appointment
3. DRAFT Mandate - Presidential Search Advisory Group

POLICY - PRESIDENT SEARCH AND APPOINTMENT

Category:	Board of Governors
Sub-category	President and Vice-Chancellor
Policy number:	TBD
Policy owner & office:	Human Resources Committee of the Board
Approver:	Board of Governors
Date last approved:	YYYY-MM-DD
Note:	The electronic version of the policy on algomau.ca/policies-and-procedures prevails over all other electronic or printed copies. This policy supersedes any related previous versions.

1. PURPOSE

- 1.1. The Algoma University Act, 2008 (“the Act”), Section 26(1), grants the Board of Governors (the ‘Board’) the authority to appoint the President of the University, determining the process and term.
- 1.2. This policy establishes a clear framework for the search, appointment, and reappointment of the President, ensuring compliance with the Act and all relevant legislation. It ensures a transparent, fair, and merit-based process that reflects the University’s special mission, strategic direction, and values.

2. SCOPE

- 2.1. This policy defines the rules, procedures and responsibilities established by the Board for the search, appointment and reappointment of the President at the University.
- 2.2. This policy and related procedures apply specifically to the permanent appointment of the President. It governs the roles of the President, Governors of the Board or its committees, Board advisory groups and their members, employees and consultants involved in the implementation of this policy and its related procedures.
- 2.3. This policy and related procedures do not apply to the appointment of an Acting or Interim President.

3. EXCEPTIONS TO POLICY

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

4. DEFINITIONS

Appointment: means the process by which the President will be voted into office by the Board of Governors.

Board: means the Board of Governors of Algoma University.

Board Secretary: means the University Secretary.

Board's Human Resources Committee (BHRC): means the Human Resources Committee of the Board and it refers to the External Members such committee only. External Members are defined in By-law No.1 of the Board of Governors. The same definition applies to this policy.

Consultants: means external professionals or firms hired to provide expert advice, guidance or services in a specific area, as determined in this policy, its procedures or any other reference materials.

Permanent: means an individual appointed to the President role through a formal and comprehensive selection process and is expected to serve for a period of time determined by the Board of Governors in alignment with the Algoma University Act or relevant policies.

President: means the President and Vice-Chancellor of Algoma University.

5. POLICY

5.1. Principles Governing the Search, Appointment and Reappointment Processes

5.1.1. Aligning with section 1.1 of this policy, the Board is responsible for the search, appointment, reappointment and termination of the President. The Board has delegated this authority to its Human Resources Committee (the 'BHRC') with specific duties and responsibilities outlined in the BHRC's Terms of Reference. Despite this delegation, the Board reserves the right to intervene or make modifications at any stage if necessary to ensure fairness, compliance, and its integrity.

5.1.2. The BHRC will implement its duties and responsibilities in compliance with relevant legislation, university policies, and procedures, ensuring alignment with University's objectives, values, and the following:

5.1.2.1. The Chair of the Board, or their designate as determined by the Chair, will serve as the sole public spokesperson during the search, selection and appointment processes.

5.1.2.2. The BHRC may be supported by consultants, legal counsel, the Chief Human Resources Officer, the Board Secretary or advisory groups as needed, following Board and university policies and procedures.

5.1.2.3. The processes will support advancing equity and providing equal employment opportunities to all individuals and will incorporate input from the University community where possible.

5.1.3. In circumstances where the President is unable or unwilling to complete their term, or if a recommendation is not made within the required timeframe outlined in sections 5.3 and 5.5 of this policy, the search and appointment processes will immediately commence.

5.1.4. Confidentiality and Records

5.1.4.1. All individuals involved in the search, appointment and reappointment processes must adhere to the confidentiality provisions outlined in the Board's *Policy - Code of Conduct for Governors*, and including signing a confidentiality agreement. These confidentiality obligations extend beyond the duration of the review process

and apply to all individuals involved in these processes, regardless of whether they are employees or consultants.

- 5.1.4.2. All meetings, materials and deliberations throughout the search, appointment and re-appointment processes are strictly confidential and any breach of confidentiality will be managed in accordance with related Board and university policies and procedures.
- 5.1.4.3. All records produced during these processes will be filed with the Board Secretary immediately upon the conclusion of the processes. No copies will be made or retained and the Board Secretary will ensure records are retained and destroyed in accordance with legal or university policy requirements.

5.1.5. Conflict of Interest

- 5.1.5.1. All individuals involved in the search, appointment and reappointment processes must adhere to the conflict of interest provisions outlined in the Board's *Policy - Code of Conduct for Governors* and promptly disclose any conflict of interest to the Board Secretary following the established procedures. All related activities will be conducted in a manner that prevents any actual, potential, or perceived conflicts of interest.
- 5.1.5.2. A conflict of interest occurs when a current or past relationship with a candidate, or any other situation, could unfairly influence judgment or create the appearance of bias.
- 5.1.5.3. An individual who has agreed to participate in and support the President search process is no longer eligible to submit their candidacy for the position.

5.2. Term of Office

- 5.2.1. The President's term of office will be normally for a period of up to five years and may be renewed once for a period of up to five years, in accordance with section 5.5. of this policy.
- 5.2.2. While the President would usually not serve for more than two (2) consecutive terms, an extension for up to two (2) years maximum may be granted in extenuating circumstances, as determined by the Board of Governors.
- 5.2.3. The initial terms and conditions of employment for the President, and any changes thereafter, are determined by the Board of Governors, in accordance with section 4.2 of the *Procedures - President Search & Appointment* and applicable legislation.

5.3. Search Process

- 5.3.1. In the event of a vacancy in the position of the President, and/or after it has been determined that the President will not be standing for reappointment, the Board will initiate the search process for a new President in accordance with this policy and relevant procedures.
- 5.3.2. No less than 12 months and no more than 18 months before the end of the President's term, or when necessary, the BHRC will lead the search for a new President.

- 5.3.3. In accordance with the *Policy - Board Committees*, the BHRC will establish a Presidential Search Advisory Group (the “Advisory Group”) to support the search process for the President, with its composition, authority, and responsibilities outlined in the Mandate for the Advisory Group. The Advisory Group will provide its recommendations to the BHRC. The BHRC will review such recommendations, and if they are in support of such, they will present the recommendations to the Board of Governors.
- 5.3.4. The Chair of the BHRC, or their designate as determined by the Chair, will serve as the Chair for the Advisory Group. The Board Secretary will serve as the Secretary for the Advisory Group.
- 5.3.5. The Board Secretary will support the search process and all involved parties, including coordinating the Advisory Group’s membership to ensure alignment with the mandate and compliance with the procedures of this policy.
- 5.3.6. The Presidential search will be a closed process, conducted with complete confidentiality at the discretion of the Board of Governors.

5.4. Initial Appointment

- 5.4.1. The initial appointment of the President will be made after the successful candidate has been selected, approved by the Board of Governors, and the negotiation of employment terms.
- 5.4.2. The Presidential Search Advisory Group will recommend two suitable candidates to the BHRC, in order of preference, with clear rationale and supporting documentation.
- 5.4.3. The Advisory Group will strive to present unanimous recommendations, although in instances where this may not be possible, the candidate must receive approval from at least 80% of the Advisory Group, with at least 60% of them being External Governors of the Board. Each voting member of the Advisory Group is entitled to one vote only. The Board Secretary, Chief Human Resources Officer and consultants will serve as non-voting members. The use of proxy voting is not permitted.
- 5.4.4. The BHRC will review the recommendations from the Advisory Group, and determine whether such recommendations will proceed to the Board of Governors for appointment.
- 5.4.5. If neither candidate is recommended to the Board, or appointed by the Board, the Advisory Group will be notified with rationale, and may be asked to present an alternative candidate. If no alternative is available, the search will be considered unsuccessful, and at the Board’s discretion, the search may be repeated.
- 5.4.6. The Chair and Vice-Chair(s) of the Board, with support from the BHRC, will lead the negotiation of employment and contract terms with the successful candidate, coordinating with legal counsel as necessary. Additionally, a legal review of the contract template will be conducted for each presidential search.

5.5. Reappointment

- 5.5.1. The President will notify the Chair of the Board, in writing, at least 18 months before the end of their term of office whether they intend to stand for reappointment, in

accordance with section 5.2 of this Policy.

5.5.2. If the President seeks reappointment, the BHRC will lead the process. Before a decision is made, the BHRC will lead a comprehensive performance review upon receiving the President's written intent. This review will build on past annual evaluations, take a broader assessment of the President's performance, and replace the standard review in the fourth year of the term.

5.5.3. The Board will decide on the reappointment based on the BHRC's recommendation, following the procedures of this policy.

5.6. Academic Tenure

5.6.1. The Board may grant the President a tenured faculty appointment and will determine the appropriate faculty rank.

5.7. Roles and Responsibilities

5.7.1. The Board oversees the enforcement of this policy and its procedures, providing guidance to the BHRC as needed.

5.7.2. The BHRC implements the search, appointment and reappointment processes in accordance with its Terms of reference, and this policy and its procedures.

5.7.3. The Board Secretary, Advisory Groups and consultants will carry out assigned duties.

6. REFERENCES

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

- 6.1. Procedures - President Search and Appointment
- 6.2. Pre-Qualified List of Consultants
- 6.3. President Job Description
- 6.4. Relevant People and Culture Policies

7. APPENDIXES

- 7.1. None.

8. INTERPRETATION, COMPLIANCE & REVIEW

- 8.1. This policy was developed and adheres to Algoma University's Policy on Policy Development and its appendixes.
- 8.2. The policy owner and the Policy Office at the University have the authority to address questions related to the interpretation and application of this policy and to monitor adherence to the policy.
- 8.3. Compliance with this policy is expected by all and at all times. Non-compliance with this policy may result in disciplinary action, up to and including termination or other determined consequences. Any instance of non-compliance with this policy should be reported immediately to the Policy Owner or Policy Office who will follow established

procedures to assess and determine actions required.

- 8.4. Amendments to the policy may occur in response to changing circumstances or legislation, with regular reviews conducted according to the determined frequency at a minimum.
- 8.5. Algoma University recognizes the value of using existing best practice, guidelines, and frameworks established by other Universities and acknowledges their role in informing our own policies.

DRAFT

PROCEDURES - PRESIDENT SEARCH AND APPOINTMENT

Related Policy:	Policy - President Search and Appointment
Policy Owner:	Human Resource Committee of the Board
Procedure Owner (if different):	Human Resource Committee of the Board
Procedures Effective:	MMM-DD-YYYY Procedures come in effect
Last Review of Procedures:	MMM-DD-YYYY Procedures were last reviewed

1. PURPOSE

- 1.1. The purpose of these procedures is to define how the President, the Board, Board committees, Board advisory groups, and all faculty, staff and consultants will carry out their responsibilities in the search, appointment and reappointment of the President and Vice-Chancellor at Algoma University.

2. ROLES AND RESPONSIBILITIES

- 2.1. The Board's Human Resources Committee (BHRC) within its delegated authority and responsibilities will lead the search, appointment and reappointment processes.
- 2.2. The Presidential Search Advisory Group (the 'Advisory Group') supports the Presidential search process in collaboration with consultants and the Board Secretary.
- 2.3. The Board Chair, or their designate as determined by the Chair, acts as the official spokesperson for matters related to the presidential, search, appointment and reappointment.
- 2.4. The Board reviews, intervenes, modifies or makes final decisions on the search, appointment, reappointment, term extensions and dismissal of the President in accordance with legislation, its By-laws, policies and procedures.
- 2.5. The Board Secretary supports the BHRC, the Advisory Group and consultants in governance and compliance with this policy and procedures, as well managing documentation and record-keeping.

3. PRESIDENTIAL SEARCH

3.1. Oversight

- 3.1.1. The BHRC and in accordance with University policies and procedures, will set a timeline and budget for the search, appointment, and reappointment of the President.

- 3.1.2. If necessary, the Board will appoint an Interim President as per By-law and policy.

3.2. Search Process

- 3.2.1. The search process begins when there will be a permanent vacancy or if the President will not seek another term.
- 3.2.2. The process will start between 12 to 18 months before the end of the President's term or as soon as possible if an unexpected permanent vacancy occurs.
- 3.2.3. In accordance with the policy, the BHRC will establish the Presidential Search Advisory Group to support the search process.

3.3. Presidential Search Advisory Group

- 3.3.1. The Advisory Group's Mandate will be drafted, reviewed and approved by the BHRC on behalf of the Board. It will be reviewed and updated at least three (3) months before the Advisory Group is established or as needed.
- 3.3.2. With the exception of decision-making, which will be done in accordance with section 5.4 of the *Policy - President Search and Appointment*, the Advisory Group will adhere to the Board's governance practices and requirements outlined in the *Board Committees Policy* regarding quorum, meeting procedures, reporting, etc.
- 3.3.3. The Advisory Group's composition is outlined in its Mandate and may be adjusted by the BHRC as necessary. Its composition will aim to reflect diverse perspectives from the University community.
- 3.3.4. All members will complete orientation and training on relevant policies and procedures, including the *Presidential Search and Appointment*, *Code of Conduct for Governors*, confidentiality, privacy, conflict of interest, equity and inclusion, and human resources, etc.
- 3.3.5. The Advisory Group will be dissolved upon appointment of the new President.

3.4. Support & Consultants

- 3.4.1. The BHRC, with support from the Board Secretary, will develop and review every-two years (or as necessary) a list of pre-qualified consultants, a Request for Supplier Qualifications (RFSQ) list, which it can use to call on in any future requests for services, in accordance with applicable University policies and procedures and the Broader Public Sector Accountability Act, 2010. The list of pre-qualified consultants will be used to select consultants that will assist the search process.
- 3.4.2. Consultants must have expertise in equitable hiring practices and familiarize themselves with the University's special mission, equity, diversity, inclusion and indigenization priorities and strategies.
- 3.4.3. The BHRC will define the scope of work for the consultants which may include, but are not limited to:
 - 3.4.3.1. Consulting with the BHRC and Advisory Group throughout the entire process.
 - 3.4.3.2. Developing a search strategy, communication plan, candidate profile/brief and candidate assessment process.

- 3.4.3.3. Drafting and posting job advertisements.
- 3.4.3.4. Assisting in interview preparation and reference checks.
- 3.4.3.5. Supporting contract negotiations and post-search follow-ups.
- 3.4.4. The BHRC will approve the final selection of consultants.

3.5. Position Profile and Criteria

- 3.5.1. The Advisory Group and consultants will prepare a list of criteria and the position profile which will align with occupational requirements necessary to carry out the position.
- 3.5.2. The Advisory Group will engage the university community (faculty, staff, students and others) to determine the strategic needs and the selection criteria to be used. Members of the University community may be consulted on the qualities, attributes and experience required for the position of President.
- 3.5.3. The BHRC will present the criteria and position profile to the Board for approval.

3.6. Candidate Identification, Longlisting and Shortlisting

- 3.6.1. The Advisory Group and consultants will develop a strategy to attract diverse candidates that will be identified through internal and external advertising, calls for nominations or applications, and direct outreach as deemed appropriate.
- 3.6.2. The consultants will create a longlist of candidates based on the selection criteria and position profile. They will then assess each candidate's suitability through a thorough vetting process, gathering all relevant information. To further evaluate candidates, the consultants may also conduct informal interviews with longlisted candidates. For each longlisted candidate, the consultants will prepare a submission package summarizing their credentials and relevant details.
- 3.6.3. The Advisory Group will review the longlist of candidates and their submission packages, and then determine the shortlist of candidates who will move forward in the process.
- 3.6.4. If the longlist reveals significant underrepresentation of one or more designated groups based on the University's IEDI Strategy, the Advisory Group may take additional steps to recruit candidates from those groups before finalizing the shortlist.

3.7. Interview & Selection

- 3.7.1. The Advisory Group will conduct interviews and may hold second-round interviews as needed.
- 3.7.2. Interviews will be fair, unbiased, and compliant with the Ontario Human Rights Code.
- 3.7.3. The Advisory Group will make recommendations to the BHRC in accordance with section 5.4 of the *Policy - President Search & Appointment*.

3.8. Board Approval & Appointment

- 3.8.1. The BRHC will review the candidate recommendations, and if they are in support of such, they will present the recommendations to the Board of Governors.

- 3.8.2. The Board will review the recommendations and make its decision in accordance with section 5.4 of the *Policy - President Search & Appointment*.
- 3.8.3. If no suitable candidate is found, the Board may choose to restart the search and determine whether to retain or reconstitute the Advisory Group.

4. APPOINTMENT OF THE PRESIDENT

4.1. New Appointment

- 4.1.1. When the Board makes a Presidential appointment, the candidate, Senate, and University community will be informed according to established communication procedures.
- 4.1.2. The consultants, in collaboration with the BHRC and the Chief Human Resources Officer, will develop a transition plan for the incoming President. This may include support from the outgoing President and other key individuals to ensure a smooth transition.

4.2. Negotiation of Compensation and Terms of Contract

- 4.2.1. The Chair and Vice-Chair(s) of the Board, supported by the BHRC, the Chief Human Resources Officer, legal counsel, and if necessary consultants, will negotiate the President's employment terms, including compensation and contract details. These terms must comply with the Broader Public Sector Executive Compensation Act, 2014 (BPSECA) and the Broader Public Sector Accountability Act, 2010 (BPSAA).

4.3. Reappointment Procedures

- 4.3.1. If the President seeks reappointment, the reappointment will be done in accordance with section 5.5 of the *Policy - President Search and Appointment*.
- 4.3.2. In accordance with section 5.5.2 of the policy, the BHRC will report its findings and recommendations to the Board.
- 4.3.3. The Board will decide whether to approve or reject the recommendations. If not approved, the Board will determine next steps in accordance with relevant policies and legal considerations.

5. EXTENSION OF THE PRESIDENT'S TERM IN EXCEPTIONAL CASES

- 5.1. If exceptional circumstances justify extending the President's term beyond the standard two terms, the BHRC will:
 - 5.1.1. Prepare a report outlining the justification, evidence, and potential impact.
 - 5.1.2. Consult legal counsel, the President, senior executives, Senate, or other stakeholders as needed.
 - 5.1.3. Present findings and a recommendation to the Board, including the proposed extension duration (up to two additional years) and any conditions.

- 5.1.4. The Board will vote on the recommendation. If approved, the President and University community will be formally notified, and any necessary contract amendments will be negotiated in accordance with 4.2 of this policy.

6. Documentation and Forms

- 6.1. None

7. Monitoring and Evaluation

- 7.1. The BHRC will review these procedures and the policy every three years.

8. Training and Communication

- 8.1. BHRC members will familiarize themselves with the policy and procedures. New BHRC members will do the same upon their appointment.

9. References

- 9.1. Presidential Search Advisory Group Mandate
- 9.2. Policy - President Search and Appointment
- 9.3. Pre-Qualified List of Consultants to support the President, Search, Appointment and Performance Review Policy
- 9.4. President Job Description
- 9.5. Board Human Resource Committee Terms of Reference

10. Approval

- 10.1. Approved by POSITION/TITLE, DEPARTMENT through Minutes/Email etc
- 10.2. Specify the process for obtaining approval for the process from the appropriate authorities.
- 10.3. MMM-DD-YYYY

11. Distribution

- 11.1. To be distributed to the BHRC via the Board portal.

MANDATE - PRESIDENTIAL SEARCH ADVISORY GROUP

Related Policy:	President Search and Appointment
Policy Owner:	Human Resource Committee of the Board
Procedure Owner (if different):	Human Resource Committee of the Board
Procedures Effective:	MMM-DD-YYYY Procedures come in effect
Last Review of Procedures:	MMM-DD-YYYY Procedures were last reviewed

1. PURPOSE

- 1.1. This document defines the mandate and composition of the Presidential Search Advisory Group. The Presidential Search Advisory Group will assist the Board's Human Resources Committee (BHRC) in fulfilling its responsibility to recruit a President for Algoma University in accordance with the University's governance policies, procedures and practices.

2. DUTIES & RESPONSIBILITIES

- 2.1. The Presidential Search Advisory Group (the "Advisory Group") is established to support the search process for the President. Its members responsibilities include but are not limited to:
 - 2.1.1. Collaborate and support the consultants throughout the entire process.
 - 2.1.2. Comply with legislation, governance and university policies, including code of conduct, confidentiality, conflict of interest, meetings, equity and inclusion, president search and appointment, etc.
 - 2.1.3. Complete necessary orientation and training as required.
 - 2.1.4. For approval by the BHRC, with the consultants, develop a search work plan with clear timelines to ensure the process is completed by the deadline set by the BHRC.
 - 2.1.5. Engage with the university community to determine the strategic needs and selection criteria to be used in the search.
 - 2.1.6. Support the development of a position profile and selection criteria aligned with position requirements.
 - 2.1.7. Support the development of a candidate search strategy, including outreach and advertising.
 - 2.1.8. Shortlist and interview candidates in an equitable, unbiased manner.
 - 2.1.9. Make recommendations to the BHRC in accordance with section 4 of this mandate.

3. AUTHORITY

- 3.1. The Advisory Group serves in an advisory capacity and formulates recommendations to the BHRC.

4. DECISION MAKING & QUORUM

- 4.1. The Advisory Group will make decisions by consensus where possible.
- 4.2. Formal recommendations will be made in accordance with section 5.4 of the *Policy - President Search and Appointment*.
- 4.3. To establish quorum, the Advisory Group will follow the Board's governance practices and requirements outlined in the *Board By-law No.1 and Board Committees Policy*.

5. COMPOSITION

- 5.1. The Presidential Search Advisory Group will be composed of the following:

VOTING MEMBERS

- 4 External Members of the BHRC, including the Chair and Vice-Chair of the Board
- 4 External Members of the Board (at least 1 member from an Indigenous background)
- 2 Student Governors (1 AUSU & 1 SASA)
- 1 Senate Member of the Board
- 1 Teaching Staff Governor
- 1 Non-Teaching Staff Governor

NON-VOTING SUPPORT MEMBERS:

- Board Secretary
- Chief Human Resources Officer
- Consultants

- 5.2. The composition of the Advisory Group is determined by the BHRC and may be adjusted as necessary.
- 5.3. Advisory Group composition will be managed as follows:
- 5.3.1. In accordance with section 3.3 of the *Procedures - President Search & Appointment*
- 5.3.2. Voting Members of the Advisory Group (the 'Member') will serve in an individual volunteer capacity to bring their perspectives, and not as representatives of the constituencies they are part of. Each member is required to exercise their own judgment in the best interests of the University.
- 5.3.3. Membership on the Advisory Group will automatically end if the individual's mandate on the Board or Senate expires, or if their relationship with the University ends.

- 5.3.4. If a member is unable to continue their role before the interview process begins, the BHRC will determine whether a replacement is needed. If required, a new member will be appointed or elected following the same process as the departing member, subject to Board approval. If a vacancy occurs immediately before or during the interview process, a replacement will not be sought.
- 5.3.5. A member who fails to participate in all interviews will be excluded from the recommendation process for the appointment of the President.
- 5.3.6. The Advisory Group will remain functional as long as external Board Governors comprise at least 60% of its total membership. If withdrawals cause the proportion of external Board Governors to drop below this threshold, the Advisory Group will cease to function and the Board will then determine the next course of action at its discretion.

6. DURATION OF THE ADVISORY GROUP

- 6.1. The Advisory Group is established at the initiation of a presidential search and will be dissolved upon the appointment of the new President by the Board of Governors.

7. MEETINGS

- 7.1. Meetings will be held on a regular basis as determined by the search timeline. Meetings will follow Board governance practices, in accordance with the *Policy - Board Meetings*. The expectation is that members of the Advisory Group will attend all meetings. The Board Secretary will serve as the Secretary for the Advisory Group and will ensure documentation and maintenance of all records.

8. MANDATE REVIEW

- 8.1. The Human Resource Committee of the Board will review and update the Mandate for the Advisory Group at minimum within three (3) months in advance of the establishment of the committee or as necessary.

Human Resources Committee Terms of Reference

Open Agenda: 31 MAR 2025

PURPOSE:

PREPARED BY:

☒ Approval ☐ Discussion ☐ Information

Paul Quesnele, Board Secretary, University Secretary

Faviola Graceni, Policy and Privacy Manager

1.0 ACTION

MOTION: That the Board of Governors approve the revised Terms of Reference of the Board's Human Resources Committee.

2.0 EXECUTIVE SUMMARY

The Board's Human Resources Committee (BHRC) Terms of Reference have been updated to reflect the authorities delegated to the BHRC by the Board concerning the President. These revisions align with the Presidential Search and Appointment Policy, Procedures, and related documents. The proposed delegated authorities were developed through a thorough review and are consistent with best practices at universities across Ontario and Canada.

The delegation is limited to procedural matters that pose low risk, and provisions have been added to the BHRC's Terms of Reference to ensure regular reporting to the Board of Governors on the Committee's decisions. Additionally, the Terms of Reference have been incorporated into the newly proposed Board Committee Terms of Reference Template, on the assumption that the template will be approved by the Board.

3.0 ALIGNMENT WITH UNIVERSITY STRATEGY

This item is aligned with the following Strategic Direction(s) from the [2023-2026 Strategic Plan](#):

#4: Continue to Build Inclusive and Inspiring Teaching, Learning, and Working Environments ▾

4.0 ANALYSIS

Under the proposed Presidential Search and Appointment Policy, Procedures, and related documents, the BHRC is delegated decision-making authority on behalf of the Board. A review of governance practices in Ontario and Canadian higher education institutions revealed that it is common for Boards to delegate authority to their Human Resources Committee (or equivalent) for matters related to the President's search, appointment, and performance review. Of the 20 post-secondary institutions reviewed, 16 provided information on such delegations, and 12 specifically granted authority to their Human Resources Committee (or equivalent) for these processes, reinforcing this as a governance best practice.

Additionally, our research found that Human Resources Committee Terms of Reference typically do not include highly prescriptive details on delegated authorities. Instead, specific delegations are outlined in separate

policies to avoid the need for frequent revisions and to reduce the risk of inconsistencies across documents. To align with this best practice, we have taken a similar approach.

To ensure consistency between the BHRC's Terms of Reference and the policy documents governing the President's appointment and review, revisions to the Terms of Reference are also being proposed for Board approval. The revised Terms of Reference establish that, concerning the President, the BHRC has the authority to:

1. Recommend to the Board for approval policies and processes, including any necessary revisions, governing the President Succession Plan Framework. This includes acting and interim appointments, search, appointment, reappointment, and performance review of the President.
2. Recommend to the Board for approval, oversee and implement, and/or approve on behalf of the Board (where authorized), matters related to the search, appointment, reappointment, and performance review processes for the President in accordance with approved policies.
3. Support the Chair of the Board in reviewing and determining the initial conditions of employment and any changes to the President's compensation.
4. The revised Terms of Reference outline that the BHRC will report to the Board on its activities, decisions and progress in achieving its work plans.

The revised Terms of Reference also require the BHRC to report to the Board on its activities, decisions, and progress in achieving its work plans.

While the BHRC has been delegated certain decision-making authorities, it is important to note that the President-related policies and procedures clearly state that the Board retains final decision-making authority over key matters.

5.0 RISK IMPLICATIONS

The proposed delegations of authority to the HR Committee may raise concerns that a smaller group of Board members is being given decision-making authority instead of the full Board. To address this, the Committee's delegated authority has been limited to procedural matters that do not carry high risk.

6.0 FINANCIAL IMPLICATIONS

There are no financial implications related to the revised BHRC Terms of Reference.

7.0 ATTACHMENTS

1. Draft BHRC Terms of Reference

Terms of Reference: Human Resources Committee

1. PURPOSE

The Board's Human Resources Committee (BHRC) was established as a standing committee by the Board of Governors (the 'Board') as provided for in By-law No.1. The objectives of this Committee are to provide oversight and guidance on compensation, labour relations, executive performance, and human resources related matters.

2. AUTHORITY

The Board has delegated to the BHRC the authority to oversee and monitor human resources matters and any other matters assigned to them by the Board. They have also been delegated authority to provide advice, review and recommend matters for approval, or approve certain matters on behalf of the Board outlined under "Duties and Responsibilities" in these Terms of Reference. The BHRC will provide high level reporting on the decisions made on behalf of the Board to keep the Board informed of such matters.

Professional Advisors: The BHRC has the authority, with the consent of the Chair of the Board, to retain professional advisors as it deems appropriate to fulfilling its obligations under these Terms of Reference.

3. DUTIES AND RESPONSIBILITIES

Without restricting the generality of its role, and within its delegated authorities, the BHRC will have the following duties and responsibilities:

3.1. President

In relation to the President, the BHRC shall:

- Recommend to the Board for approval policies and processes, including any necessary revisions, governing the President Succession Plan Framework. This includes acting and interim appointments, search, appointment, reappointment, and performance review of the President.
- Recommend to the Board for approval, oversee and implement, and/or approve on behalf of the Board (where authorized), matters related to the search, appointment, reappointment, and performance review processes for the President in accordance with approved policies.
- Support the Chair of the Board in reviewing and determining the initial conditions of employment and any changes to the President's compensation.

3.2. Other Duties

- Develop an annual work plan.
- Initiate, investigate, and provide recommendations to the Board on agenda items.



- Provide regular reports to the Board on the Committee's activities, decisions, and progress in achieving its work plans.
- Provide advice and support to the Board Chair and University President as necessary.
- To request and receive human resources reports on a regular basis to keep the committee informed of key human resources and/or labour issues.
- 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.
- 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.
- To provide management with a general mandate prior to the commencement of negotiations of any collective bargaining agreement.
- To receive informal reports from management on the status of negotiations and provide advice, as appropriate, and to update the Board accordingly.
- To provide the Board with advice in relation to the ratification of any tentative agreement.
- To initiate, investigate and make recommendations to the Board on agenda matters.

4. COMPOSITION

Chair of the Board, Vice-Chair of the Board, President, and the chairs of the Board's Committees (all of which would be external members). The Chief Human Resources Officer shall be a resource to the committee as necessary. The Board Secretary will be the Secretary of the BHRC.

5. COMMITTEE CHAIR

Vice-Chair of the Board.

6. GOVERNANCE

The BHRC will adhere to the Board's governance practices and requirements outlined in the *Board Committee Policy* and *By-law No.1* regarding quorum, meeting schedules and procedures etc.

7. REVISION & APPROVAL HISTORY

- Reviewed by the BHRC:
- Approved by the Board of Governors:

Terms of Reference: Human Resources Committee

1. PURPOSE

The Board's Human Resources Committee (BHRC) was established as a standing committee by the Board of Governors (the 'Board') as provided for in By-law No.1. The objectives of this Committee are to provide oversight and guidance on compensation, labour relations, executive performance, and human resources related matters.

2. AUTHORITY

The Board has delegated to the BHRC the authority to oversee and monitor human resources matters and any other matters assigned to them by the Board. They have also been delegated authority to provide advice, review and recommend matters for approval, or approve certain matters on behalf of the Board outlined under "Duties and Responsibilities" in these Terms of Reference. The BHRC will provide high level reporting on the decisions made on behalf of the Board to keep the Board informed of such matters.

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Without restricting the generality of its role, and within its delegated authorities, the BHRC will have the following duties and responsibilities:

3.1. President

In relation to the President, the BHRC shall:

- Recommend to the Board for approval policies and processes, including any necessary revisions, governing the President Succession Plan Framework. This includes acting and interim appointments, search, appointment, reappointment, and performance review of the President.
- Recommend to the Board for approval, oversee and implement, and/or approve on behalf of the Board (where authorized), matters related to the search, appointment, reappointment, and performance review processes for the President in accordance with approved policies.
- Support the Chair of the Board in reviewing and determining the initial conditions of employment and any changes to the President's compensation.

3.2. Other Duties

- Develop an annual work plan.
- Initiate, investigate, and provide recommendations to the Board on agenda items.



- Provide regular reports to the Board on the Committee's activities, decisions, and progress in achieving its work plans.
- Provide advice and support to the Board Chair and University President as necessary.
- ~~To recommend to the board the annual performance objectives for the President and to review progress as required.~~
- ~~To develop and recommend to the board the terms and conditions of employment of the President.~~
- To request and receive human resources reports on a regular basis to keep the committee informed of key human resources and/or labour issues.
- 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.
- 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.
- To provide management with a general mandate prior to the commencement of negotiations of any collective bargaining agreement.
- To receive informal reports from management on the status of negotiations and provide advice, as appropriate, and to update the Board accordingly.
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4. COMPOSITION

Chair of the Board, Vice-Chair of the Board, President, and the chairs of the Board's Committees (all of which would be external members). The Chief Human Resources Officer ~~One senior financial staff representative~~ shall be a resource to the committee as necessary. The Board Secretary will be the Secretary of the BHRC.

5. COMMITTEE CHAIR

Vice-Chair of the Board.

6. GOVERNANCE

The BHRC will adhere to the Board's governance practices and requirements outlined in the *Board Committee Policy* and *By-law No. 1* regarding quorum, meeting schedules and procedures etc.

7. REVISION & APPROVAL HISTORY

- Reviewed by the BHRC:
- Approved by the Board of Governors:

Notice of Motion: Board of Governors By-law Revisions

Closed Agenda: 31 MAR 2025

PURPOSE:

PREPARED BY:

☐ Approval ☒ Discussion ☐ Information

Paul Quesnele, University Secretary

Faviola Graceni, Manager, Policy & Privacy

1.0 ACTION

As per section 17.2 of By-law No. 1, to enact, amend or repeal any by-law of the Board notice of motion shall be given at the meeting of the Board next preceding the meeting at which the motion is to be presented.

The will act as the notice of motion for the following which will be presented to the Board during the Open Session on April 28, 2025:

MOTION: *that the Board of Governors approve the revised Board of Governors By-laws.*

- *By-law No. 1:*
 - *Addition of a preamble to add language to reaffirm the University's commitment to its special mission and I-EDI in the way that it is governed.*
 - *Addition of and revision to definitions to enhance clarity of the By-laws.*
- *By-law No. 2*
 - *Revision of eligibility criteria for internal Governors positions with the intent of limiting structural conflicts of interest.*

2.0 EXECUTIVE SUMMARY

Over the last few years, the Board of Governors has conducted an extensive review of the Board By-laws. Key objectives of this review included:

- Ensuring compliance with the *Algoma University Act, 2008*, the *Ontario Not-for-Profit Corporations Act, 2010 (ONCA)*, and other relevant legislation;
- Incorporating recommendations from the Governance Committee Position Paper, AOGO report, Board meeting minutes, and strategic retreats;
- Aligning with governance best practices and standards across the higher education sector; and
- Streamlining the By-laws by moving procedural details into policies for greater flexibility.

On August 21, 2024, substantive By-law changes were presented to the Board for feedback following a thorough review by the Secretariat Office, Governance Committee, and legal counsel. In September 2024, it was determined that the Governance Committee would scale back revisions at that time to focus on meeting ONCA compliance requirements. The Governance Committee committed to monthly reviews of the by-law revisions that were not approved in August 2024 due to the prioritization of ONCA-compliant by-law revisions, and to bring forward such recommendations to the Board gradually throughout the year.

The Governance Committee incorporated the originally proposed August 2024 By-law revisions into its work plan in a gradual manner. The first round of these recommendations is now being presented for Board approval. The Governance Committee re-reviewed the By-law revisions at their February and March meetings. During this review, the committee provided minor additional feedback to improve clarity in Section 6 of By-law No. 2. These revisions have been incorporated and did not require further legal review or approval.

3.0 ALIGNMENT WITH UNIVERSITY STRATEGY

This item is aligned with the following Strategic Direction(s) from the [2023-2026 Strategic Plan](#):

#4: Continue to Build Inclusive and Inspiring Teaching, Learning, and Working Environments ▾

While this item does not directly relate to a specific pillar of the strategic plan, the creation of strong governance practices supports effective decision making and implementation of key activities and initiatives crucial to achieving the strategic direction of the University.

4.0 ANALYSIS

Proposed Changes for Review

By-Law No. 1:

- **Section 1 - Preamble:** Based on Board feedback it was recommended that a preamble is included to illustrate the Board's commitment to the University's Special Mission and IEDI practices.
- **Section 3 - Definitions:** It is being proposed that following definitions are added and/or updated to increase clarity, ensure consistency in the interpretation of the Board By-laws and align with Algoma University Act, 2008:

New Definitions:

- **Board Cycle:** definition added to provide clarity and codify the timeline of the Board cycle.
- **External Member:** definition utilized to clarify which members of the board this applies to.
- **Fiscal Year:** definition added to provide clarity and codify the timeline of the fiscal year.
- **Governor:** added to provide consistency in the official title of Board members. If approved, the By-laws will need to be updated to reflect this language to remedy inconsistency between the use of this term and "board member".
- **Governors-at-Large:** added to define and provide a formalized term for external Governors who are appointed directly by the Board of Governors rather than through constituency nomination, to provide independent oversight and expertise.
- **Internal Member:** definition utilized to clarify which members of the board this applies to in accordance with section 4.4.1 of By-law No.1.
- **Secretariat:** definition added to reflect the implementation of the Secretariat Office given its support function to the Board.

Revised Definitions:

- **Non-teaching Employee:** revised to provide clarity in who qualifies as such and to denote commonly utilized verbiage of "Non-teaching staff" as an equivalent term.
- **Secretary:** this definition has been revised to align with the current practice of having the University Secretary serve as the Secretary to the Board of Governors. This is consistent with best practice throughout the post-secondary sector.
- **Special Resolution:** Updated to align with ONCA and add that in addition to such being passed by a two-thirds majority at an annual or general meeting that it may also be consented to by each member entitled to vote at a meeting of the members

By-law No. 2:

- **Section 2 - Eligibility Criteria:** It is being recommended that provisions are added into eligibility requirements for Internal Board members that do not allow individuals who hold an executive committee or council position within their constituency's Union or Association, nor be a bargaining team member, to be eligible to serve on the Board as Teaching Staff Governor, Non-Teaching Staff Governor, Student Governor, or Senate Member on the Board. The proposed revisions would help to avoid putting Governors in a position of conflict of interest (real, perceived or structural), where their duties owed to their union/association may make it difficult for them to uphold their fiduciary duties required as Board

members. This approach will reduce potential conflicts of interest and minimize potential reputational and legal risk in the Board's decision making practices.

- **Section 6 - Transitional Provisions For Current Student Governors:** This would ensure that current Student Governors who may be members of executive committees of SASA or AUSU would have an allowance to continue serving to the end of their terms. This transition provision would not apply to any subsequent terms or future Student Governors.

5.0 RISK IMPLICATIONS

Clear By-law language and strong governance practices help reduce overall risk to the University in its governing practices.

The implementation of the updated language regarding eligibility is time sensitive, as internal elections for Non-Teaching Staff and Teaching Staff are planned for the first quarter of the 2025/26 fiscal year. It would be ideal to have the eligibility requirements clarified in advance of such.

6.0 FINANCIAL IMPLICATIONS

There are no financial implications.

7.0 COMMUNICATIONS STRATEGY (*OPTIONAL*)

There is no required communications strategy at this time.

8.0 ATTACHMENTS

- A. By-Law No. 1 - Proposed Revisions (MARKUP)
- B. By-Law No. 1 - Proposed Revisions (clean)
- C. By-Law No. 2 - Proposed Revisions (MARKUP)
- D. By-Law No. 2 - Proposed Revisions (clean)

Former Proposed By-Law Revisions from August 2024 (for context)

1. [BOG 21 AUG 2024 - Open Board Book](#)

Algoma University

Board of Governors By-law No. 1

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

Version 2

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Enacted October 1, 2024

Updated 31 March 2025

1. PREAMBLE

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

2. OBJECTS/MISSION

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

3. DEFINITIONS & INTERPRETATION

- 3.1. Definitions: In the By-laws

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

Board Cycle: means July 1 to June 30;

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

Fiscal Year: means May 1 to April 30;

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

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

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

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

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

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

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

Secretary: means the University Secretary or designate;

Secretariat: means Office of the Secretariat;

Senate: means the senate of the University

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

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

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

Teaching staff: means professors, associate professors, assistant professors, lecturers, associates, instructors, tutors and all 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 may also be referred to as Faculty.

University: means Algoma University as established by tThe *Algoma University Act, 2008*

3.2. Interpretation:

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

4. COMPOSITION OF THE BOARD

- 4.1. There shall be one class of members of the University. Membership in the University shall be restricted to those individuals who are also sitting members of the Board. Membership in the corporation is not transferable and shall automatically cease upon the individual ceasing to be a Governor.
- 4.2. For the purposes of this By-law, membership Board cycle means the twelve-month period beginning on July 1 and ending June 30.
- 4.3. In accordance with the Act and the By-Laws, the Board shall by Special Resolution determine the number of Members for each Board Cycle. All members shall be voting members having one (1) vote unless otherwise listed.
- 4.4. In accordance with Section 8 (1) of the Act, the Board of Governors shall consist of not less than 12 and not more than 30 members as follows:
 - 4.4.1. Internal Members
 - 4.4.1.1. President and Vice-Chancellor
 - 4.4.1.2. Teaching Staff Governor
 - 4.4.1.3. Student Governor who is a member of the Algoma University Student Union (AUSU)
 - 4.4.1.4. Non-Teaching Staff Governor
 - 4.4.1.5. Other members appointed by the Board as per the Act, Section 8(1) sub-section 7
 - 4.4.1.5.1. Senate Member
 - 4.4.1.5.2. Student Governor who is a member of the Shingwauk Anishinaabe Students Association (SASA)
 - 4.4.2. External Members
 - 4.4.2.1. Chancellor
 - 4.4.2.2. Lieutenant Governor in Council Members
 - 4.4.2.3. Other members appointed by the Board as per the Act, Section 8(1) sub-section 7 from the Community at Large.
- 4.5. At least 60 percent of the members of the Board shall be external members.
- 4.6. 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.
- 4.7. The term of office for an elected or appointed Governor shall not be more than three years.
- 4.8. The term of office for a Governor who represents students shall be one year.

- 4.9. 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.
- 4.10. 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.
- 4.11. A Governor is eligible for reappointment or re-election.
- 4.12. 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.
- 4.13. Eligibility criteria for all governor positions within the Board will be determined in accordance with By-law No.2.
- 4.14. 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.
- 4.15. 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.
- 4.16. 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.
- 4.17. A vacancy on the Board occurs if,
- 4.17.1. the Governor's term expires;
 - 4.17.2. the Governor resigns or dies;
 - 4.17.3. a member resigns or ceases to be eligible for appointment or election to the Board before the end of their term;
 - 4.17.4. a member is incapable of continuing to act as a member and the Board by resolution declares the membership to be vacated;
 - 4.17.5. 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
 - 4.17.6. the Board by Special Resolution declares a Governor to be removed from the Board.
- 4.18. If a vacancy occurs on the Board, the Board shall:
- 4.18.1. determine whether or not to fill the vacancy, and
 - 4.18.2. 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.

- 4.19. 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.
- 4.20. 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.
- 4.21. 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.
- 4.22. 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.

5. OFFICERS OF THE BOARD

- 5.1. 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.
- 5.2. 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.
- 5.3. 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.
- 5.4. 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.
- 5.5. The Secretary shall attend all meetings of the Board and shall:
 - 5.5.1. enter or cause to be entered in books for that purpose, Minutes of all proceedings.
 - 5.5.2. provide copies of such Minutes to all Board members as soon as possible.
 - 5.5.3. 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.
 - 5.5.4. Be responsible for arrangements for meetings.
 - 5.5.5. Be the custodian of the Minutes Book, papers, records, documents, and other instruments of the Board.
 - 5.5.6. Be responsible for the dissemination of decisions or instructions by the Board to all parties concerned unless otherwise directed by the Board, and

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

6. POWERS AND DUTIES OF THE BOARD

- 6.1. Except for matters specifically assigned to the senate under section 24 of the Algoma University Act, 2008, the Board is responsible for governing and managing the affairs of the University and has the necessary powers to do so, including the power,
- 6.1.1. 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;
 - 6.1.2. to appoint and remove a Chancellor;
 - 6.1.3. to appoint and remove the President;
 - 6.1.4. to appoint, promote, suspend, and remove members of the teaching staff and non-teaching employees of the University, subject to subsection 5.2;
 - 6.1.5. to fix the number, duties, and salaries and other benefits of the teaching staff and the non-teaching employees of the University;
 - 6.1.6. 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;
 - 6.1.7. to approve the annual budget of the University and to monitor its implementation;
 - 6.1.8. 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;
 - 6.1.9. 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;
 - 6.1.10. to define the following terms: staff, manager, professor, associate professor, assistant professor, lecturer, associate, instructor, and tutor;
 - 6.1.11. to conclusively determine which body within the University has jurisdiction over any matter, and
 - 6.1.12. to make by-laws, resolutions, and rules for the conduct of its affairs.
 - 6.1.13. required as being necessary and incidental to their exercise in order to uphold the Objects of the University and achieve its Special Mission.
- 6.2. 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.
- 6.3. **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.

- 6.4. **Confidentiality:** Governors must abide by their duty of confidentiality with respect to Board matters in accordance with the By-laws, policies or other requirements or other requirements set out by legislation.
- 6.5. **Annual Attestations:** Members of the Board are required to sign annual attestations as set out in Board policies or legislation.
- 6.6. 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.

7. MEETINGS OF THE BOARD

- 7.1. 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.
- 7.2. 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:
 - 7.2.1. the report of the Board Chair;
 - 7.2.2. the report of the President & Vice-Chancellor;
 - 7.2.3. the financial statement and report of the auditor;
 - 7.2.4. the appointment of the auditors;
 - 7.2.5. the election of the Chair and Vice-Chair shall also be conducted by ballot if a vote is required;
 - 7.2.6. 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.
- 7.3. 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.
- 7.4. Notice so given or made shall be deemed to have been given or made and to have been received at the time that the electronic transmission was sent, or within five (5) calendar days if sent by prepaid post, to Governors.

- 7.5. 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.
- 7.5.1. 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.
- 7.5.2. 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.
- 7.5.3. 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.
- 7.5.4. 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.
- 7.6. Electronic meetings of the Board shall adhere to all rules established by the Board. These rules may include reasonable limitations on the requirements for the participation of Governors.
- 7.7. Items of business shall normally be presented to the Board by the following:
- 7.7.1. The Chair of the Board
- 7.7.2. The Chairs of Committees
- 7.7.3. The President
- 7.7.4. 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.
- 7.8. 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.

- 7.9. The Board shall only be accessed through scheduled meetings or by written request in accordance with the established policies governing Board access.
- 7.10. 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.
- 7.11. 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.
- 7.12. 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.
- 7.13. 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.
- 7.14. 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.
- 7.15. 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.
- 7.16. 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.
- 7.17. 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;
 - 7.17.1. Matters pertaining to proprietary information, trade secrets, or intellectual property rights of the University;
 - 7.17.2. Matters involving sensitive financial data or strategies;
 - 7.17.3. Personnel matters;
 - 7.17.4. Legal matters, including pending litigation, solicitor-client privileged information, or discussions regarding legal strategy;
 - 7.17.5. Matters involving third-party contracts, negotiations, or partnerships where disclosure

may compromise the University's interests;

- 7.17.6. 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.

- 7.18. 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.
- 7.19. 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.

- 7.20. 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
- 7.20.1. remove an item from the agenda
 - 7.20.2. conclude the discussion
 - 7.20.3. adjourn the meeting
 - 7.20.4. 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.

- 7.21. 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.
- 7.22. 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.

- 7.22.1. At a minimum, Minutes must show all resolutions, by-laws, and motions dealt with, including names of movers and seconders.
- 7.22.2. 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.
- 7.22.3. 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.
- 7.22.4. 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.
- 7.22.5. A copy of the approved Minutes of the open session of the Board will be made publicly available.

8. COMMITTEES OF THE BOARD

- 8.1. The Board shall establish standing committees to oversee governance, administration, strategic planning, financial and risk management, human resource matters, board practices and functions, and other relevant areas as deemed necessary for the University. The composition, duties and responsibilities of such committees shall be established by the Board by policy from time to time.
- 8.2. Subject to the provisions of these By-laws and to any restrictions imposed by the Board, each committee of the Board shall conduct its affairs in a manner consistent with the practices and procedures of the Board.
- 8.3. Standing committees must convene at least once annually and report to the Board accordingly. The Board may also establish additional ad-hoc committees as it may deem necessary.
- 8.4. The Board shall appoint an Executive Committee which will act solely to address urgent matters when all attempts to convene the full Board have been exhausted and a decision must be made within a specific timeframe.
- 8.5. Committee recommendations are advisory and do not bind the Board unless specifically delegated to do so by the Board.
- 8.6. The Board may also establish additional committees with membership as may be appropriate to advise on operational and other matters. Such committees shall report as necessary, but at least annually to the Board through the president.
- 8.7. The Chair of the Board and the President shall serve as Ex Officio and voting members on all committees, in addition to any prescribed membership, unless otherwise determined by the Board.

- 8.8. Except on the Board-Senate Liaison Committee, only an External Member may serve as Chair of the Board Committee.
- 8.9. 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.
- 8.10. Committees shall have access to the Board in accordance with subsection 6.9. of By-law No.1.
- 8.11. 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.

9. INDEMNIFICATION OF BOARD MEMBERS AND OFFICERS

- 9.1. 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.

10. CONFLICT OF INTEREST

- 10.1. 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.
- 10.2. A Governor or officer who:
 - 10.2.1. is a party to a material contract or transaction or proposed material contract or transaction with the University; or
 - 10.2.2. 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.
- 10.3. The disclosure required by subsection 9.2 must be made, in the case of a Governor:
 - 10.3.1. at the meeting at which a proposed contract or transaction is first considered;
 - 10.3.2. if the Governor was not then interested in a proposed contract or transaction, at the first meeting after the Governor becomes so interested;

- 10.3.3. 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
- 10.3.4. 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.
- 10.4. The disclosure required by subsection 9.2 must be made, in the case of an officer who is not a Governor:
 - 10.4.1. 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;
 - 10.4.2. if the officer becomes interested after a contract is made or transaction is entered into, forthwith after the officer becomes so interested; or
 - 10.4.3. if an individual who is interested in a contract or transaction later becomes an officer, forthwith after the individual becomes an officer.
- 10.5. 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.
- 10.6. 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.
- 10.7. 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.
- 10.8. 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.
- 10.9. 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.
- 10.10. 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:

- 10.10.1. disclosure of the interest was made in accordance with this section;
 - 10.10.2. the Board approved the contract or transaction; and
 - 10.10.3. the contract or transaction was reasonable and fair to the University when it was approved.
- 10.11. The provisions of article 9 of this By-law are in addition to any Board-approved conflict of interest policy.
- 10.12. 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.
- 10.13. 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.
- 10.14. 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.

11. CHIEF EXECUTIVE OFFICER

- 11.1. The President, as the Chief Executive Officer of Algoma University, shall be charged with the general management and supervision of the affairs and operations of the University and shall have such other powers and duties as may from time to time be assigned to the President by the Board.
- 11.2. The President is empowered to delegate presidential authority during the period of any temporary absence to any other officer or employee of the University.
- 11.3. In the event of a vacancy in the Office of the President or in the event of an extended absence of the President where delegation by the President through subsection 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.
- 11.4. The Board may, in the absence of the President, and shall in the event of a vacancy in the office of the President, appoint an Interim President upon such terms and conditions as the Board may prescribe.

12. DELEGATION OF AUTHORITY

- 12.1. Subject to any policies or directions which the Board may from time to time impose, during the interval between meetings of the Board, the Executive Committee will, when it is not reasonable or possible to call a meeting of the Board, 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.

- 12.2. The Board may delegate specific discretionary powers or authority to a committee, by By-law, by resolution, or by provisions contained in the terms of reference of the committee concerned.

13. CORPORATE SEAL AND EXECUTION OF INSTRUMENTS

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

14. BANKING AND INVESTMENTS

- 14.1. The property and revenue of the University shall be applied solely to achieving the objects of the University.
- 14.2. The Board shall appoint one or more public accountants licensed under the Public Accounting Act, 2004 to audit the accounts, trust funds, and transactions of the University at least once a year. Auditing services shall be tendered at regular intervals. Either auditing firms shall be changed or a third party audit shall be conducted at minimum every six years.
- 14.3. The banking affairs of Algoma University shall be transacted with such banks, or other corporations carrying on a banking business, as the Board may from time to time designate by resolution, and all such banking affairs shall be transacted on behalf of the Board by such persons as the Board may designate by resolution and to the extent therein provided.
- 14.4. The Board may designate by resolution authority to manage the investments owned or held in the name of Algoma University and to purchase, transfer, exchange, sell or otherwise dispose of securities in accordance with policy approved by the Board.

15. BORROWING AUTHORITY

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

sums and at such prices as the Board may, by resolution, decide and mortgage, charge hypothecate or pledge all or any part of the property of the University to secure any such bonds, debentures and obligations.

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

16. PARLIAMENTARY AUTHORITY

- 16.1. Robert's Rules of Order (latest edition) shall govern meetings of the 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.

17. DISSOLUTION OF CORPORATION

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

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

- 18.1. The Board may pass, repeal, or amend a By-law not contrary to the Act, the Articles, or the Not-for-Profit Corporations Act, which shall be in effect only until the next annual meeting of the members and subject to the confirmation of the membership at said meeting.
- 18.2. Notice of motion to enact, amend or repeal any By-law of the Board shall be given at the meeting of the Board next preceding the meeting at which the motion is to be presented.
- 18.3. Any such enactment, amendment or repeal must be approved at a meeting of the Board by a two-thirds majority of the Governors present and voting at a duly constituted meeting of the Board.
- 18.4. The Members may confirm, reject, amend or otherwise deal with any By-law submitted to the meeting for confirmation, but no act done or right acquired under any such By-law is prejudicially affected by any such rejection, amendment or other dealing.
- 18.5. Any action taken under subsection 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 31st day of March 2025.

Chair: _____
Robert Battisti
Board of Governors

Secretary: _____
Paul Quesnele
Board of Governors

Confidential Draft

Algoma University

Board of Governors By-law No. 1

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

Version 21

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Enacted October 1, 2024

Updated Month, Day, 2025

1. PREAMBLE

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

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

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

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

3. DEFINITIONS & INTERPRETATION

3.1. Definitions: In the By-laws: ~~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

Board Cycle: means July 1 to June 30;

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

Fiscal Year: means May 1 to April 30;

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

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

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

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

~~**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.~~

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

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

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

Secretary: means the University Secretary or designate;

Secretariat: means Office of the Secretariat;

Senate: means the senate of the University

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

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

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

Teaching staff: means professors, associate professors, assistant professors, lecturers, associates, instructors, tutors and all 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 may also be 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 ~~t~~*The Algoma University Act, 2008*

3.2. Interpretation:

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

4. COMPOSITION OF THE BOARD

- 4.1. There shall be one class of members of the University. Membership in the University shall be restricted to those individuals who are also sitting members of the Board. Membership in the corporation is not transferable and shall automatically cease upon the individual ceasing to be a Governor.
- 4.2. For the purposes of this By-law, membership Board cycle means the twelve-month period beginning on July 1 and ending June 30.
- 4.3. In accordance with the Act and the By-Laws, the Board shall by Special Resolution determine the number of Members for each Board Cycle. All members shall be voting members having one (1) vote unless otherwise listed.
- 4.4. In accordance with Section 8 (1) of the Act, the Board of Governors shall consist of not less than 12 and not more than 30 members as follows:
 - 4.4.1. Internal Members
 - 4.4.1.1. President and Vice-Chancellor
 - 4.4.1.2. Teaching Staff Governor
 - 4.4.1.3. Student Governor who is a member of the Algoma University Student Union (AUSU)

- 4.4.1.4. Non-Teaching Staff Governor
- 4.4.1.5. Other members appointed by the Board as per the Act, Section 8(1) sub-section 7
 - 4.4.1.5.1. Senate Member
 - 4.4.1.5.2. Student Governor who is a member of the Shingwauk Anishinaabe Students Association (SASA)
- 4.4.2. External Members
 - 4.4.2.1. Chancellor
 - 4.4.2.2. Lieutenant Governor in Council Members
 - 4.4.2.3. Other members appointed by the Board as per the Act, Section 8(1) sub-section 7 from the Community at Large.
- 4.5. At least 60 percent of the members of the Board shall be external members.
- 4.6. 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.
- 4.7. The term of office for an elected or appointed Governor shall not be more than three years.
- 4.8. The term of office for a Governor who represents students shall be one year.
- 4.9. 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.
- 4.10. 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.
- 4.11. A Governor is eligible for reappointment or re-election.
- 4.12. 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.
- 4.13. Eligibility criteria for all governor positions within the Board will be determined in accordance with By-law No.2.
- 4.14. 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.
- 4.15. 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.
- 4.16. 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.

- 4.17. A vacancy on the Board occurs if,
 - 4.17.1. the Governor's term expires;
 - 4.17.2. the Governor resigns or dies;
 - 4.17.3. a member resigns or ceases to be eligible for appointment or election to the Board before the end of their term;
 - 4.17.4. a member is incapable of continuing to act as a member and the Board by resolution declares the membership to be vacated;
 - 4.17.5. 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
 - 4.17.6. the Board by Special Resolution declares a Governor to be removed from the Board.
- 4.18. If a vacancy occurs on the Board, the Board shall:
 - 4.18.1. determine whether or not to fill the vacancy, and
 - 4.18.2. 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.
- 4.19. 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.
- 4.20. 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.
- 4.21. 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.
- 4.22. 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.

5. OFFICERS OF THE BOARD

- 5.1. 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.
- 5.2. 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.

- 5.3. 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.
- 5.4. 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.
- 5.5. The Secretary shall attend all meetings of the Board and shall:
 - 5.5.1. enter or cause to be entered in books for that purpose, Minutes of all proceedings.
 - 5.5.2. provide copies of such Minutes to all Board members as soon as possible.
 - 5.5.3. 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.
 - 5.5.4. Be responsible for arrangements for meetings.
 - 5.5.5. Be the custodian of the Minutes Book, papers, records, documents, and other instruments of the Board.
 - 5.5.6. Be responsible for the dissemination of decisions or instructions by the Board to all parties concerned unless otherwise directed by the Board, and
 - 5.5.7. Perform such other duties as may from time to time be prescribed by the Board or required by law.

6. POWERS AND DUTIES OF THE BOARD

- 6.1. Except for matters specifically assigned to the senate under section 24 of the Algoma University Act, 2008, the Board is responsible for governing and managing the affairs of the University and has the necessary powers to do so, including the power,
 - 6.1.1. 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;
 - 6.1.2. to appoint and remove a Chancellor;
 - 6.1.3. to appoint and remove the President;
 - 6.1.4. to appoint, promote, suspend, and remove members of the teaching staff and non-teaching employees of the University, subject to subsection 5.2;
 - 6.1.5. to fix the number, duties, and salaries and other benefits of the teaching staff and the non-teaching employees of the University;
 - 6.1.6. 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;

- 6.1.7. to approve the annual budget of the University and to monitor its implementation;
 - 6.1.8. 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;
 - 6.1.9. 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;
 - 6.1.10. to define the following terms: staff, manager, professor, associate professor, assistant professor, lecturer, associate, instructor, and tutor;
 - 6.1.11. to conclusively determine which body within the University has jurisdiction over any matter, and
 - 6.1.12. to make by-laws, resolutions, and rules for the conduct of its affairs.
 - 6.1.13. required as being necessary and incidental to their exercise in order to uphold the Objects of the University and achieve its Special Mission.
- 6.2. 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.
- 6.3. **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.
- 6.4. **Confidentiality:** Governors must abide by their duty of confidentiality with respect to Board matters in accordance with the By-laws, policies or other requirements or other requirements set out by legislation.
- 6.5. **Annual Attestations:** Members of the Board are required to sign annual attestations as set out in Board policies or legislation.
- 6.6. 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.

7. MEETINGS OF THE BOARD

- 7.1. 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.
- 7.2. 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:

- 7.2.1. the report of the Board Chair;
 - 7.2.2. the report of the President & Vice-Chancellor;
 - 7.2.3. the financial statement and report of the auditor;
 - 7.2.4. the appointment of the auditors;
 - 7.2.5. the election of the Chair and Vice-Chair shall also be conducted by ballot if a vote is required;
 - 7.2.6. 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.
- 7.3. 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.
- 7.4. Notice so given or made shall be deemed to have been given or made and to have been received at the time that the electronic transmission was sent, or within five (5) calendar days if sent by prepaid post, to Governors.
- 7.5. 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.
- 7.5.1. 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.
 - 7.5.2. 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.
 - 7.5.3. 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.
 - 7.5.4. 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.

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

7.7. Items of business shall normally be presented to the Board by the following:

7.7.1. The Chair of the Board

7.7.2. The Chairs of Committees

7.7.3. The President

7.7.4. 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.

7.8. 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.

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

7.10. 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.

7.11. 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.

7.12. 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.

7.13. 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.

7.14. 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.

- 7.15. 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.
- 7.16. 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.
- 7.17. 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;
 - 7.17.1. Matters pertaining to proprietary information, trade secrets, or intellectual property rights of the University;
 - 7.17.2. Matters involving sensitive financial data or strategies;
 - 7.17.3. Personnel matters;
 - 7.17.4. Legal matters, including pending litigation, solicitor-client privileged information, or discussions regarding legal strategy;
 - 7.17.5. Matters involving third-party contracts, negotiations, or partnerships where disclosure may compromise the University's interests;
 - 7.17.6. 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.

- 7.18. 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.
- 7.19. 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.

- 7.20. 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

- 7.20.1. remove an item from the agenda
- 7.20.2. conclude the discussion
- 7.20.3. adjourn the meeting
- 7.20.4. 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.

- 7.21. 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.

- 7.22. 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.

- 7.22.1. At a minimum, Minutes must show all resolutions, by-laws, and motions dealt with, including names of movers and seconders.
- 7.22.2. 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.
- 7.22.3. 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.
- 7.22.4. 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.
- 7.22.5. A copy of the approved Minutes of the open session of the Board will be made publicly available.

8. COMMITTEES OF THE BOARD

- 8.1. The Board shall establish standing committees to oversee governance, administration, strategic planning, financial and risk management, human resource matters, board practices and functions, and other relevant areas as deemed necessary for the University. The composition, duties and responsibilities of such committees shall be established by the Board by policy from time to time.
- 8.2. Subject to the provisions of these By-laws and to any restrictions imposed by the Board, each committee of the Board shall conduct its affairs in a manner consistent with the practices and procedures of the Board.
- 8.3. Standing committees must convene at least once annually and report to the Board accordingly. The Board may also establish additional ad-hoc committees as it may deem necessary.
- 8.4. The Board shall appoint an Executive Committee which will act solely to address urgent matters when all attempts to convene the full Board have been exhausted and a decision must be made within a specific timeframe.
- 8.5. Committee recommendations are advisory and do not bind the Board unless specifically delegated to do so by the Board.
- 8.6. The Board may also establish additional committees with membership as may be appropriate to advise on operational and other matters. Such committees shall report as necessary, but at least annually to the Board through the president.
- 8.7. The Chair of the Board and the President shall serve as Ex Officio and voting members on all committees, in addition to any prescribed membership, unless otherwise determined by the Board.
- 8.8. Except on the Board-Senate Liaison Committee, only an External Member may serve as Chair of the Board Committee.
- 8.9. 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.
- 8.10. Committees shall have access to the Board in accordance with subsection 6.9. of By-law No.1.
- 8.11. 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.

9. INDEMNIFICATION OF BOARD MEMBERS AND OFFICERS

- 9.1. 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.

10. CONFLICT OF INTEREST

- 10.1. 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.
- 10.2. A Governor or officer who:
 - 10.2.1. is a party to a material contract or transaction or proposed material contract or transaction with the University; or
 - 10.2.2. 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.
- 10.3. The disclosure required by subsection 9.2 must be made, in the case of a Governor:
 - 10.3.1. at the meeting at which a proposed contract or transaction is first considered;
 - 10.3.2. if the Governor was not then interested in a proposed contract or transaction, at the first meeting after the Governor becomes so interested;
 - 10.3.3. 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
 - 10.3.4. 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.
- 10.4. The disclosure required by subsection 9.2 must be made, in the case of an officer who is not a Governor:
 - 10.4.1. 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;
 - 10.4.2. if the officer becomes interested after a contract is made or transaction is entered into, forthwith after the officer becomes so interested; or
 - 10.4.3. if an individual who is interested in a contract or transaction later becomes an officer, forthwith after the individual becomes an officer.
- 10.5. 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.

- 10.6. 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.
- 10.7. 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.
- 10.8. 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.
- 10.9. 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.
- 10.10. 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:
 - 10.10.1. disclosure of the interest was made in accordance with this section;
 - 10.10.2. the Board approved the contract or transaction; and
 - 10.10.3. the contract or transaction was reasonable and fair to the University when it was approved.
- 10.11. The provisions of article 9 of this By-law are in addition to any Board-approved conflict of interest policy.
- 10.12. 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.
- 10.13. 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.
- 10.14. 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.

11. CHIEF EXECUTIVE OFFICER

- 11.1. The President, as the Chief Executive Officer of Algoma University, shall be charged with the general management and supervision of the affairs and operations of the University and shall have such other powers and duties as may from time to time be assigned to the President by the Board.
- 11.2. The President is empowered to delegate presidential authority during the period of any temporary absence to any other officer or employee of the University.
- 11.3. In the event of a vacancy in the Office of the President or in the event of an extended absence of the President where delegation by the President through subsection 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.
- 11.4. The Board may, in the absence of the President, and shall in the event of a vacancy in the office of the President, appoint an Interim President upon such terms and conditions as the Board may prescribe.

12. DELEGATION OF AUTHORITY

- 12.1. Subject to any policies or directions which the Board may from time to time impose, during the interval between meetings of the Board, the Executive Committee will, when it is not reasonable or possible to call a meeting of the Board, 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.
- 12.2. The Board may delegate specific discretionary powers or authority to a committee, by By-law, by resolution, or by provisions contained in the terms of reference of the committee concerned.

13. CORPORATE SEAL AND EXECUTION OF INSTRUMENTS

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

14. BANKING AND INVESTMENTS

- 14.1. The property and revenue of the University shall be applied solely to achieving the objects of the University.

- 14.2. The Board shall appoint one or more public accountants licensed under the Public Accounting Act, 2004 to audit the accounts, trust funds, and transactions of the University at least once a year. Auditing services shall be tendered at regular intervals. Either auditing firms shall be changed or a third party audit shall be conducted at minimum every six years.
- 14.3. The banking affairs of Algoma University shall be transacted with such banks, or other corporations carrying on a banking business, as the Board may from time to time designate by resolution, and all such banking affairs shall be transacted on behalf of the Board by such persons as the Board may designate by resolution and to the extent therein provided.
- 14.4. The Board may designate by resolution authority to manage the investments owned or held in the name of Algoma University and to purchase, transfer, exchange, sell or otherwise dispose of securities in accordance with policy approved by the Board.

15. BORROWING AUTHORITY

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

16. PARLIAMENTARY AUTHORITY

- 16.1. Robert's Rules of Order (latest edition) shall govern meetings of the 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.

17. DISSOLUTION OF CORPORATION

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

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

- 18.1. The Board may pass, repeal, or amend a By-law not contrary to the Act, the Articles, or the Not-for-Profit Corporations Act, which shall be in effect only until the next annual meeting of the members and subject to the confirmation of the membership at said meeting.
- 18.2. Notice of motion to enact, amend or repeal any By-law of the Board shall be given at the meeting of the Board next preceding the meeting at which the motion is to be presented.
- 18.3. Any such enactment, amendment or repeal must be approved at a meeting of the Board by a two-thirds majority of the Governors present and voting at a duly constituted meeting of the Board.
- 18.4. The Members may confirm, reject, amend or otherwise deal with any By-law submitted to the meeting for confirmation, but no act done or right acquired under any such By-law is prejudicially affected by any such rejection, amendment or other dealing.
- 18.5. Any action taken under subsection 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 31st day of ~~March 2025~~ ~~October 2024~~.

Chair: _____
~~Robert Battisti~~ ~~Kelli Ann Lemieux~~
Board of Governors

Secretary: _____
Paul Quesnele
Board of Governors

Algoma University

Board of Governors By-law No. 2

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

Version 2

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Enacted October 1, 2024

Updated 31 March, 2025

1. DEFINITIONS & INTERPRETATION

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

2. ELIGIBILITY CRITERIA

- 2.1. In accordance with the *Act* and the *Not-for-Profit Corporations Act*, an individual is not eligible to hold a position as Governor if any of the following apply:

- 2.1.1. they are under 18 years of age;
- 2.1.2. they have the status of bankrupt;
- 2.1.3. they have been found to be incapable of managing property under the *Substitute Decisions Act, 1992*, or *Mental Health Act*;
- 2.1.4. they have been found to be incapable by any court in Canada or elsewhere;
- 2.1.5. except for an individual who is Governor by virtue of their office, they have been found, by resolution of the Members at a Special Meeting, to have committed a material breach of a policy or procedure of the University or their fiduciary or other legal duties and responsibilities to the University;
- 2.1.6. they hold a position as Governor and/or are a member of a Board of Directors of any other degree-granting university, college or other institution of higher learning;
- 2.1.7. they have failed to comply with any other applicable qualifications set forth in legislation for governors of a university of Ontario and/or this By-law.

- 2.2. In addition, any Teaching Staff Governor must meet each of the following eligibility criteria:

- 2.2.1. be teaching staff, as defined in the *Act*, Part I
- 2.2.2. be in full-time employment in good standing;
- 2.2.3. not hold a position on the executive committee or council within their constituency's Union or Association, nor be a member of the bargaining team representing their constituency; and
- 2.2.4. have a minimum of two years of continuous service at the University.

- 2.3. In addition, any Non-teaching Staff Governors must meet each of the following eligibility criteria:

- 2.3.1. be non-teaching staff, as defined in the By-law No. 1;
- 2.3.2. be in full-time employment in good standing;
- 2.3.3. be a member of the staff bargaining unit;
- 2.3.4. not hold a position on the executive committee or council within their constituency's Union or Association, nor be a member of the bargaining team representing their constituency; and
- 2.3.5. have a minimum of two years of continuous service at the University.

- 2.4. In addition, a Student Governor who is a member of AUSU must meet each of the following eligibility criteria:

- 2.4.1. be a registered full-time student, as defined in the Academic Calendar, pursuing a degree, diploma, or certificate from an undergraduate or graduate program at the University (excluding students from affiliated institutions);
- 2.4.2. be in and maintain satisfactory academic standing and non-academic conduct, as defined in the Academic Calendar and student conduct policies;
- 2.4.3. be a member of AUSU;
- 2.4.4. not hold a position on the executive committee or council within their constituency's Union or Association, nor be a member of the bargaining team representing their constituency; and

- 2.4.5. stay in the same constituency from which they were elected until their term ends, unless permitted otherwise by the *Act*.
- 2.5. In addition, a Student Governor who is a member of SASA must meet the following eligibility criteria:
 - 2.5.1. meet the eligibility criteria for being a member of Shingwauk Anishinaabe Students' Association
 - 2.5.2. be a registered full-time student, as defined in the Academic Calendar, pursuing a degree, diploma, or certificate from an undergraduate or graduate program at the University (excluding students from affiliated institutions);
 - 2.5.3. be in and maintain satisfactory academic standing and non-academic conduct, as defined in the Academic Calendar and student conduct policies;
 - 2.5.4. not hold a position on the executive committee or council within their constituency's Union or Association, nor be a member of the bargaining team representing their constituency; and
 - 2.5.5. stay in the same constituency from which they were elected until their term ends, unless permitted otherwise by the *Act*.
- 2.6. In addition, the Senate Member must meet the following eligibility criteria:
 - 2.6.1. be a member of the teaching staff, as defined in the Act, Part I;
 - 2.6.2. be in full-time employment in good standing;
 - 2.6.3. be a current member of Senate and have served on the Senate for a minimum of one year; and
 - 2.6.4. have a minimum of two years of continuous service at the University; and
 - 2.6.5. not hold a position on the executive committee or council within their constituency's Union or Association, nor be a member of the bargaining team representing their constituency.
- 2.7. In the event a Governor, at the time they stand for election or during their Term, ceases to meet any of the eligibility criteria in this By-law, such Governor thereby ceases to be a Governor. The resulting vacancy shall be addressed in accordance with By-law No. 1.

3. RECRUITMENT OF GOVERNORS

- 3.1. In accordance with the *Act*, this By-law and any other established policies, the Governance Committee of the Board, or its successor Committee, will have overall responsibility and authority for the recruitment of future Governors to the Board.
- 3.2. The Governance Committee of the Board has the following responsibilities in the recruitment process for both appointed and elected positions:
 - 3.2.1. Recommending the timelines for Board appointments or elections;
 - 3.2.2. Disseminating information about the recruitment of Governors
 - 3.2.3. Providing application forms and instructions on recruitment processes;
 - 3.2.4. Running the elections for the Internal Governor positions, with the exception of the Senate Member. The Senate Member will be elected in accordance with election procedures of the Senate;
 - 3.2.5. Verifying the eligibility of all candidates;
 - 3.2.6. Interpreting recruitment procedures;
 - 3.2.7. Recommending to the Board the ratification of election results for Internal Governors or appointment of External Governors;
 - 3.2.8. Recommending updates and/or revisions to Board election policy and procedures;
 - 3.2.9. In addition, for elected Internal Governor positions:

- 3.2.9.1. Convening a mandatory information session for all interested candidates prior to the application deadline;
 - 3.2.9.2. Establishing campaign guidelines, including campaign expense regulations if required;
 - 3.2.9.3. Investigating and reporting to the Board any irregularities and/or infractions of the election procedures and recommending sanctions, if required; and
 - 3.2.9.4. Verifying and reporting the election results as required.
- 3.3. The Governance Committee may delegate its responsibilities regarding recruitment to the Secretary, and the Secretary will administer and report on such delegated responsibilities to the Governance Committee.
- 3.4. The Secretary will not vote in any election.

4. NOMINATION

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

5. ELECTION, VOTING & RATIFICATION

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

6. TRANSITIONAL PROVISION FOR CURRENT STUDENT GOVERNOR

- 6.1. Notwithstanding the eligibility criteria for the Student Governor (AUSU) set forth in Article 2.4 the incumbent Student Governor serving at the time of the enactment or update of this By-law No.2, who concurrently hold an executive position within their constituency's union and did so at the time of their appointment as Student Governor for Board Cycle 2024-2025 and 2025-2026, shall be exempt from the eligibility criteria stipulated in Article 2.4.4.
- 6.2. Notwithstanding the eligibility criteria for the Student Governor (SASA) set forth in Article 2.5 the incumbent Student Governor serving at the time of the enactment or update of this By-law No.2, who concurrently hold an executive position within their constituency's union and did so at the time of their appointment as Student Governor for Board Cycle 2024-2025, shall be exempt from the eligibility criteria stipulated in Article 2.5.4.
- 6.3. These exemptions shall apply solely to such incumbent Student Governors and shall not extend to any subsequent terms or future Student Governors.

Passed by the Board of Governors of Algoma University on the 31st day of March 2025.

Chair: _____
Robert Battisti
Board of Governors

Secretary: _____
Paul Qesnele
Board of Governors

Confidential Draft

Algoma University

Board of Governors By-law No. 2

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

Version 21

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Enacted October 1, 2024

Updated March 31, 2025

1. DEFINITIONS & INTERPRETATION

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

2. ELIGIBILITY CRITERIA

- 2.1. In accordance with the *Act* and the *Not-for-Profit Corporations Act*, an individual is not eligible to hold a position as Governor if any of the following apply:

- 2.1.1. they are under 18 years of age;
- 2.1.2. they have the status of bankrupt;
- 2.1.3. they have been found to be incapable of managing property under the *Substitute Decisions Act, 1992*, or *Mental Health Act*;
- 2.1.4. they have been found to be incapable by any court in Canada or elsewhere;
- 2.1.5. except for an individual who is Governor by virtue of their office, they have been found, by resolution of the Members at a Special Meeting, to have committed a material breach of a policy or procedure of the University or their fiduciary or other legal duties and responsibilities to the University;
- 2.1.6. they hold a position as Governor and/or are a member of a Board of Directors of any other degree-granting university, college or other institution of higher learning;
- 2.1.7. they have failed to comply with any other applicable qualifications set forth in legislation for governors of a university of Ontario and/or this By-law.

- 2.2. In addition, any Teaching Staff Governor must meet each of the following eligibility criteria:

- 2.2.1. be teaching staff, as defined in the *Act*, Part I
- 2.2.2. be in full-time employment in good standing;
- 2.2.3. not hold a position on the executive committee or council within their constituency's Union or Association, nor be a member of the bargaining team representing their constituency; and
- 2.2.4. have a minimum of two years of continuous service at the University.

- 2.3. In addition, any Non-teaching Staff Governors must meet each of the following eligibility criteria:

- 2.3.1. be non-teaching staff, as defined in the By-law No. 1;
- 2.3.2. be in full-time employment in good standing;
- 2.3.3. be a member of the staff bargaining unit;
- 2.3.4. not hold a position on the executive committee or council within their constituency's Union or Association, nor be a member of the bargaining team representing their constituency; and and
- 2.3.5. have a minimum of two years of continuous service at the University.

- 2.4. In addition, a Student Governor who is a member of AUSU must meet each of the following eligibility criteria:

- 2.4.1. be a registered full-time student, as defined in the Academic Calendar, pursuing a degree, diploma, or certificate from an undergraduate or graduate program at the University (excluding students from affiliated institutions);
- 2.4.2. be in and maintain satisfactory academic standing and non-academic conduct, as defined in the Academic Calendar and student conduct policies;
- 2.4.3. be a member of AUSU;
- 2.4.4. not hold a position on the executive committee or council within their constituency's Union or Association, nor be a member of the bargaining team representing their constituency; and

- 2.4.5. stay in the same constituency from which they were elected until their term ends, unless permitted otherwise by the *Act*.

2.5. In addition, a Student Governor who is a member of SASA must meet the following eligibility criteria:

- 2.5.1. meet the eligibility criteria for being a member of Shingwauk Anishinaabe Students' Association
- 2.5.2. be a registered full-time student, as defined in the Academic Calendar, pursuing a degree, diploma, or certificate from an undergraduate or graduate program at the University (excluding students from affiliated institutions);
- 2.5.3. be in and maintain satisfactory academic standing and non-academic conduct, as defined in the Academic Calendar and student conduct policies;
- 2.5.4. not hold a position on the executive committee or council within their constituency's Union or Association, nor be a member of the bargaining team representing their constituency; and
- 2.5.5. stay in the same constituency from which they were elected until their term ends, unless permitted otherwise by the *Act*.

2.6. In addition, the Senate Member must meet the following eligibility criteria:

- 2.6.1. be a member of the teaching staff, as defined in the Act, Part I;
- 2.6.2. be in full-time employment in good standing;
- 2.6.3. be a current member of Senate and have served on the Senate for a minimum of one year; ~~and~~
- 2.6.4. have a minimum of two years of continuous service at the University; and
- 2.6.5. not hold a position on the executive committee or council within their constituency's Union or Association, nor be a member of the bargaining team representing their constituency.

2.7. In the event a Governor, at the time they stand for election or during their Term, ceases to meet any of the eligibility criteria in this By-law, such Governor thereby ceases to be a Governor. The resulting vacancy shall be addressed in accordance with By-law No. 1.

3. RECRUITMENT OF GOVERNORS

- 3.1. In accordance with the *Act*, this By-law and any other established policies, the Governance Committee of the Board, or its successor Committee, will have overall responsibility and authority for the recruitment of future Governors to the Board.
- 3.2. The Governance Committee of the Board has the following responsibilities in the recruitment process for both appointed and elected positions:
 - 3.2.1. Recommending the timelines for Board appointments or elections;
 - 3.2.2. Disseminating information about the recruitment of Governors
 - 3.2.3. Providing application forms and instructions on recruitment processes;
 - 3.2.4. Running the elections for the Internal Governor positions, with the exception of the Senate Member. The Senate Member will be elected in accordance with election procedures of the Senate;
 - 3.2.5. Verifying the eligibility of all candidates;
 - 3.2.6. Interpreting recruitment procedures;
 - 3.2.7. Recommending to the Board the ratification of election results for Internal Governors or appointment of External Governors;
 - 3.2.8. Recommending updates and/or revisions to Board election policy and procedures;
 - 3.2.9. In addition, for elected Internal Governor positions:

- 3.2.9.1. Convening a mandatory information session for all interested candidates prior to the application deadline;
 - 3.2.9.2. Establishing campaign guidelines, including campaign expense regulations if required;
 - 3.2.9.3. Investigating and reporting to the Board any irregularities and/or infractions of the election procedures and recommending sanctions, if required; and
 - 3.2.9.4. Verifying and reporting the election results as required.
- 3.3. The Governance Committee may delegate its responsibilities regarding recruitment to the Secretary, and the Secretary will administer and report on such delegated responsibilities to the Governance Committee.
- 3.4. The Secretary will not vote in any election.

4. NOMINATION

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

5. ELECTION, VOTING & RATIFICATION

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

6. TRANSITIONAL PROVISION FOR CURRENT STUDENT GOVERNORS

- 6.1. Notwithstanding the eligibility criteria for the Student Governor (AUSU) set forth in Article 2.4 the incumbent Student Governor serving at the time of the enactment or update of this By-law No.2, who concurrently hold an executive position within their constituency's union and did so at the time of their appointment as Student Governor for Board Cycle 2024-2025 and 2025-2026, shall be exempt from the eligibility criteria stipulated in Article 2.4.4.
- 6.2. Notwithstanding the eligibility criteria for the Student Governor (SASA) set forth in Article 2.5 the incumbent Student Governor serving at the time of the enactment or update of this By-law No.2, who concurrently hold an executive position within their constituency's union and did so at the time of their appointment as Student Governor for Board Cycle 2024-2025, shall be exempt from the eligibility criteria stipulated in Article 2.5.4.
- 6.3. These exemptions shall apply solely to such incumbent Student Governors and shall not extend to any subsequent terms or future Student Governors.



Passed by the Board of Governors of Algoma University on the 31st day of ~~March~~ **October** 2025~~4~~.

Chair: _____
Robert Battisti ~~Kelli Ann Lemieux~~
Board of Governors

Secretary: _____
Paul Quesnele
Board of Governors

Confidential Draft

CODE OF CONDUCT ADJUSTMENTS

Open Agenda: 31 MAR 2025

PURPOSE:

PREPARED BY:

☒ Approval ☐ Discussion ☐ Information

Faviola Graceni, Manager, Policy & Privacy

Paul Quesnele, University Secretary

1.0 ACTION

MOTION: that on the recommendation of the Governance Committee, the Board of Governors approve the revisions to the Code of Conduct for Governors Policy and Procedures.

These revisions are necessary to align with the procedural requirements outlined in ONCA Section 51 and By-Law No. 1, Sections 3.17.6 and 3.22, which address disciplinary action and/or removal of a Governor from the Board. Additionally, a minor modification has been made to the Code of Conduct Policy to reference the updated procedures.

2.0 EXECUTIVE SUMMARY

Over the past year, the Governance Committee has conducted a comprehensive review of the Board's By-Laws and policies. A key objective of this review was to ensure that the By-Laws contain essential governance provisions, while procedural and operational details are addressed through policies.

In June 2024, the Committee received a work plan outlining the development of new policies based on the proposed By-Law revisions. One of the proposed policies was a Conflict Resolution Policy, intended to define procedures for managing disputes/conflicts involving Governors, including disciplinary action and removal of a Governor from the Board as a result. Having such procedures is required by both the Ontario Not-for-Profit Corporations Act (ONCA) and By-Law No. 1. However, after reviewing existing Board policies, By-Law No. 1 requirements, and governance practices at other universities in Ontario and Canada, we determined that a separate Conflict Resolution Policy was unnecessary as instances of conflict involving Governors which would not constitute a Code of Conduct matter or would be out of the scope of the Code of Conduct would be rare.

Our review of the Code of Conduct procedures to assess compliance with ONCA and By-Law No. 1 identified minor gaps that need to be addressed. The proposed revisions have been made to close these gaps.

The Governance Committee has reviewed, provided feedback, and recommended the proposed revisions for the Board's approval.

3.0 ANALYSIS

As outlined in the summary, initially, we had considered a standalone policy focused on Conflict Resolution for the Board to meet ONCA and By-law No.1 requirements, however, after a thorough review of governance practices at other universities, it was determined that meeting this requirement would be best incorporated within the Code of Conduct for Governors' Procedures, rather than in a separate policy.

The proposed changes have been tracked for the Board's review. These updates clarify the process for handling complaints and breaches involving Governors and for issuing disciplinary action and/or removing a Governor, as required by ONCA Section 51 and By-Law No. 1, Sections 3.17.6 and 3.22.

Key Revisions

- **Section 5 of the Procedures** has been updated, with changes marked for reference. While much of the content remains unchanged, revisions have been made for clarity and to ensure compliance with **ONCA and the Board's By-Law No. 1**. The procedures now specify the following:
 - that conflicts involving hate, racism, sexual violence, and harassment will be addressed through existing university policies, rather than separate Board policies. This aligns with Ministry of Colleges and Universities requirements for managing complaints related to these issues. Given that established university procedures apply, the development of Board-specific policies was deemed unnecessary.
 - Governors facing disciplinary action and/or removal will be provided with an opportunity to address the Board, if they wish to do so, at least 5 business days in advance of the Board making a decision.
- **A minor modification to the Policy** - Code of Conduct for Governors was also made to reference the revised procedures.

4.0 RISK IMPLICATIONS

There are no risk implications.

6.0 FINANCIAL IMPLICATIONS

There are no financial implications.

7.0 COMMUNICATIONS STRATEGY

Once approved, the policy will be publicly available on Algoma University's policy page on the University's website. It will also be available on the Board portal. Members of the Board will also be oriented to the requirements of this policy and its procedures during Orientation and as necessary.

8.0 ATTACHMENTS

1. Procedures - Code of Conduct for Governors - Clean
2. Procedures - Code of Conduct for Governors - Marked Up
3. Policy - Code of Conduct for Governors - Marked Up
4. Policy - Code of Conduct for Governors - Clean

Procedures - Code of Conduct for Governors

Related Policy: BO9 Code of Conduct for Governors

Policy Owner: Board Governance Committee

Procedure Owner (if different): Board Governance Committee

Procedures Effective: 2024-10-01

Last Review of Procedures: 2025-03-10

1. Purpose

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

2. Roles and Responsibilities

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

3. Procedures - Code of Conduct

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

4. Procedures - Conflict of Interest

4.1. Disclosure of Conflict of Interest

- 4.1.1. Section 5.3 of the Code of Conduct defines the requirements for the disclosure of Conflict of Interest.

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

4.2. Management of a Conflict of Interest

- 4.2.1. Once the form is submitted to the Secretary, the Secretary will inform the Board Chair.
- 4.2.2. Upon disclosure of a conflict of interest the Board Chair or the Secretary will ensure the requirements defined in section 5.3 of the Code of Code of Conduct are met as appropriate for the circumstance to manage the conflict.

- 4.2.3. In circumstances where potential conflict of interest has been disclosed, the Chair of the Board and the Secretary will discuss the matter with the Governor considered to have a conflict for determination of whether a conflict exists.
- 4.2.4. In circumstances that can not be readily resolved or managed by the options outlined in section 5.3 of the Code of Conduct, or that require further consideration, the Board Chair and the Secretary will request the Board to consider the matter and determine what, if any, action should be taken by the Governor or by the Board.
- 4.2.5. Additional options for action to manage a conflict of interest include asking the Governor of the Board or its committees:
 - 4.2.5.1. to remove themselves from the circumstances which create a Private Interest that gives rise to the conflict of interest;
 - 4.2.5.2. to take a temporary leave of absence from the Board and/or its committees if circumstances allow. The length of the temporary leave will be at the discretion of the Board or its delegates;
 - 4.2.5.3. to resign from their position with the Board or its committees as a last resort.
- 4.2.6. The procedures for managing disclosed conflict of interests do not apply to any alleged breach of the Conflict of Interest provisions of the policy.

5. Procedures - Breach of Conduct & Failure to Comply

5.1. Reporting a Code of Conduct Complaint

- 5.1.1. Governors of the Board or its committees are required to report any potential or actual breaches of the Code of Conduct in writing to the Board Chair and the Secretary as soon as they become aware.
- 5.1.2. Complaints will be considered a potential breach until determined otherwise by an investigation.
- 5.1.3. Complaints, including identity of the individual making the complaint, will remain confidential unless disclosure is legally required.
- 5.1.4. Complaints brought forward against a Governor that relate to hate/racism, sexual violence and/or workplace violence and harassment will be handled in accordance with applicable university policies.
- 5.1.5. All other complaints or actual breaches of the Governor Code of Conduct will be managed in accordance with ONCA section 51, By-law No.1 and the following procedures.

5.2. Managing a Complaint or Potential Breach of the Code of Conduct

- 5.2.1. The Board Chair (or their delegate) will:
 - 5.2.1.1. Assess the complaint details and determine if further review is necessary;
 - 5.2.1.2. Seek legal counsel or consultation with relevant Board Committees, if necessary;

- 5.2.1.3. Confirm if there is an actual breach of the Code of Conduct and if confirmed assess the nature and seriousness of the breach.
- 5.2.1.4. Notify the Governor involved within 15 business days of the complaint and/or breach. The notice will give sufficient detail regarding the complaint or breach to allow the Governor to review and respond.
- 5.2.1.5. Inform the Board of the complaint or breach, present findings along with the Governor's response, and any recommendations for further action.

5.3. Board Review and Decision

- 5.3.1. The Board will assess all available information related to the complaint or breach.
- 5.3.2. The Board will decide on an appropriate action, which may include formal written warnings, suspension or removal from the Board, and will communicate its decision in a manner that guarantees receipt. Any disciplinary action or decision to remove a Governor will be done in good faith and in accordance with ONCA Section 51 as follows:
 - 5.3.2.1. The Governor will be notified of the Board's decision in writing using a method of communication that guarantees receipt within 15 business days of the disciplinary action coming into effect.
 - 5.3.2.2. The Governor will be provided with an opportunity to address the Board, if the Governor wishes to do so, at least 5 business days in advance of the Board making a decision. The Governor may present their response to the Board orally, in writing, or another formal manner permitted by the Board.
 - 5.3.2.3. After reviewing the Governor's response, the Board will decide to either uphold the initial course of action or modify it based on the response provided and will communicate its final decision in writing.
- 5.3.3. If the Board determines that removal of the Governor is necessary, the removal will be done in accordance with By-law No.1 section 3.17.6 which requires a special resolution to be passed.
- 5.3.4. Governors will be bound by the Board's final decision, although as allowed by law they may appeal the Board's decision through a lawyer.
- 5.3.5. All records related to a complaint or breach of the Code of Conduct will be maintained by the Secretary in confidence, including but not limited to the original complaint, correspondence related to the case, evidence collected, and any reports issued.

6. Documentation and Forms

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

7. Training and Communication

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

8. References

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

9. Approval

- 9.1. Approved by Governance Committee of the Board through Minutes on 2024-10-01

10. Distribution

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

Conflict of Interest Examples

Examples of Types of Conflicts/Scenarios for Board of Governors

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

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

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

Actual, Potential and Perceived	Pre-existing relationships	A Board member or their related persons have pre-existing relationships with key individuals or entities of the university, such as members of management, auditors, advisors to the Board or other Governors.	Pre-existing relationships could pose an actual, potential or perceived conflict of interest if they influence or are perceived to influence the Governor's decision-making ability.
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Procedures - Code of Conduct for Governors

Related Policy: BO9 Code of Conduct for Governors

Policy Owner: Board Governance Committee

Procedure Owner (if different): Board Governance Committee

Procedures Effective: 2024-10-01

Last Review of Procedures: 2025-03-10 ~~2025-02-05~~ ~~2024-10-01~~

1. Purpose

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

2. Roles and Responsibilities

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

3. Procedures - Code of Conduct

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

4. Procedures - Conflict of Interest

4.1. Disclosure of Conflict of Interest

- 4.1.1. Section 5.3 of the Code of Conduct defines the requirements for the disclosure of Conflict of Interest.

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

4.2. Management of a Conflict of Interest

- 4.2.1. Once the form is submitted to the Secretary, the Secretary will inform the Board Chair.
- 4.2.2. Upon disclosure of a conflict of interest the Board Chair or the Secretary will ensure the requirements defined in section 5.3 of the Code of Code of Conduct are met as appropriate for the circumstance to manage the conflict.

- 4.2.3. In circumstances where potential conflict of interest has been disclosed, the Chair of the Board and the Secretary will discuss the matter with the Governor considered to have a conflict for determination of whether a conflict exists.
- 4.2.4. In circumstances that can not be readily resolved or managed by the options outlined in section 5.3 of the Code of Conduct, or that require further consideration, the Board Chair and the Secretary will request the Board to consider the matter and determine what, if any, action should be taken by the Governor or by the Board.
- 4.2.5. Additional options for action to manage a conflict of interest include asking the Governor of the Board or its committees:
 - 4.2.5.1. to remove themselves from the circumstances which create a Private Interest that gives rise to the conflict of interest;
 - 4.2.5.2. to take a temporary leave of absence from the Board and/or its committees if circumstances allow. The length of the temporary leave will be at the discretion of the Board or its delegates;
 - 4.2.5.3. to resign from their position with the Board or its committees as a last resort.
- 4.2.6. The procedures for managing disclosed conflict of interests do not apply to any alleged breach of the Conflict of Interest provisions of the policy.

5. Procedures - Breach of Conduct & Failure to Comply

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

- 5.1.1. Governors of the Board or its committees are required to report in writing any potential or actual breaches of the Code of Conduct in writing to the Board Chair and the Secretary as soon as they become aware of any complaints regarding a breach of the Code of Conduct and/or any actual breach of the Code of Conduct.
- 5.1.2. Any complaints regarding a breach of the Code of Conduct by a Governor will be considered a potential breach until determined otherwise by an investigation.
- 5.1.3. Complaints, including the identity of the individual making the complaint, will remain confidential will confidential, not be disclosed unless disclosure is legally required. required by law or in a legal proceeding.
- 5.1.4. Complaints brought forward against a Governor that relate to hate/racism, sexual violence and/or workplace violence and harassment will be handled in accordance with applicable university policies.
- 5.1.5. All other complaints or actual breaches of the Governor Code of Conduct will be managed in accordance with ONCA section 51, By-law No.1, the Code of Conduct for Governors policy and its procedures.

5.2. Managing a Complaint or Potential Breach of the Code of Conduct

- 5.2.1. The Board Chair (or their delegate) will:

- ~~5.2.1.1. The~~ In line with legislation, upon notification of a complaint or actual breach, the Board Chair (or their delegates), as applicable, will Assess the complaint details and determine if further review is necessary;
- 5.2.1.2. Seek legal counsel or consultation with relevant Board Committees, if necessary;
- 5.2.1.3. Confirm if there is an actual breach of the Code of Conduct and if confirmed assess the nature and seriousness of the breach. ~~f needed, legal counsel review the circumstance and details, will conduct a preliminary review as necessary, and Nwill nnotifyotify~~
- 5.2.1.4. Notify the Governor involved within 15 business days of the complaint and/or breach. The notice will provide reasons for the complaint or actual breach and will give sufficient detail regarding the complaint or breach to allow the Governor to review and respond.
- ~~5.2.1.5. ¶~~
- ~~5.2.1.6. Inform the Board of the complaint or breach, and will present findingsreport to the Board, along with the or its delegates the results of the preliminary review and Governor's response, and any may make recommendations for further action to the Board. regarding compliance, additional investigation that may be required, and who may conduct any additional investigations (internal or external individuals). ¶~~
- ~~5.2.1.7. Prior to making a decision the Board will: ¶~~
- ~~5.2.1.8. At least 5 days in advance of the Board making a decision, the Board will Ppproviderode. Provide the Governor with anthe opportunity to address the Board, if the Governor wishes to do so, at least 5 business days in advance of the Board making a decision. The Governor may present their response to the Board orally, in writing, or another formal manner permitted by the Board. ¶~~

5.3. Board Review and Decision

- 5.3.1. The Board will assess all available information related to the complaint or breach.
- 5.3.2. The Board will decide~~will and decide~~ on an appropriate action, which may include formal written warnings, suspension or removal from the Board, and will communicate its decision in a manner that guarantees receipt. Any disciplinary action or decision to remove a Governor will be done in good faith and in accordance with ONCA Section 51 as follows:
 - 5.3.2.1. The Governor will be notified of the Board's decision in writing using a method of communication that guarantees receipt within 15 business days of the disciplinary action coming into effect.
 - 5.3.2.2. The Governor will be provided with an opportunity to address the Board, if the Governor wishes to do so, at least 5 business days in advance of the Board making a decision. The Governor may present their response to the Board orally, in writing, or another formal manner permitted by the Board.

5.3.2.3. After reviewing the Governor's response, the Board will decide to either uphold the initial course of action or modify it based on the response provided and will communicate its final decision in writing. ▀

5.3.3. If the Board determines that removal of the Governor is necessary, the removal will be done in accordance with By-law No.1 section 3.17.6 which requires a special resolution to be passed.

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~~5.3.5. Governors will beThe decisions of the Board isare final and the Governor(s) involved are bound by and required to abide by the Board's finalse decisions, although as allowed by law they may appeal the Board's decision through a lawyer.~~

5.3.6. All records related to a complaint or breach of the Code of Conduct will be maintained by the Secretary in confidence, including but not limited to the original complaint, correspondence related to the case, evidence collected, and any reports issued.

~~Failure to comply with Code of Conduct ¶~~

~~5.3.7. When a potential violation of the Code of Conduct by a Board member is identified, it must be reported promptly to the Board Secretary and Chair of the Board of Governors. ¶~~

~~5.3.8. Upon receiving a report of non compliance, the Chair of the Board of Governors will conduct a preliminary review to assess the nature and seriousness of the alleged violation and may consult with legal counsel, Governance Committee or others as deemed necessary. ¶~~

~~5.3.9. If the Chair determines that the violation is minor and does not warrant further disciplinary action, the Chair may issue a formal written warning to the Governor in question. The warning will outline the nature of the violation, the expected corrective action, and the consequences of any future non-compliance. A record of the warning will be kept with the Board's Secretary in the Board's official records. ¶~~

~~5.4. In cases where the violation is deemed more serious or severe or if there is a repeated pattern of non-compliance, the Chair may suspend the Governor's participation in the Board for a specified period and will refer the matter to the full Board. The Board will review the nature of the violation, the steps taken so far and any recommendations for further action and may take appropriate action, which could include further suspension or removal from the Board. The Board's decision for non-compliance will be handled in accordance with applicable legislation and Board By-laws.~~

6. Documentation and Forms

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

7. Training and Communication

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

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- 9.1. Approved by Governance Committee of the Board through Minutes on 2024-10-01

10. Distribution

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Conflict of Interest Examples

Examples of Types of Conflicts/Scenarios for Board of Governors

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

Category	Type of Conflict	Example	Description
Actual	Financial Interest	A Board member has a significant financial stake in a company bidding for a university contract.	The Board member may influence the decision to award the contract to the company, which could result in personal financial gain.
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Perceived	Personal Relationships	A Board member's close friend is applying for a senior administrative position at the university.	The Board member has no involvement or relationship with the hiring committee but may be perceived by others as having the capacity to unduly influence the hiring process to favor their friend..
Actual	Consulting Agreements	A Board member has a paid consulting agreement with a company that partners with the university on research projects.	The Board member may push for more collaborations or funding for projects involving this company, benefiting their consulting relationship.

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

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

POLICY - CODE OF CONDUCT FOR GOVERNORS

Category:	Board of Governors
Sub-category	To be decided
Policy number:	BO9
Policy owner & office:	Board Governance Committee
Approver:	Board of Governors
Date last approved:	2024-10--01
Note:	The electronic version of the policy on algomau.ca/policies-and-procedures prevails over all other electronic or printed copies. This policy supersedes any related previous versions.

1. PURPOSE

- 1.1. The primary mission of the Board of Governors is to achieve excellence in good governance and ensure performance and accountability in managing the University's affairs. The purpose of the Code of Conduct policy is to establish expected standards of conduct and ethics for all Governors. This policy helps the Board fulfill its primary mission; fosters trust in the Board's and the University's governing practices; promotes responsible decision-making; and advances the University's values, mission, and vision.
- 1.2. It ensures compliance with the duties and responsibilities of governors defined in the Algoma University Act, By-law No. 1 Section 9, the Ontario-Not-for-Profit Corporations Act (ONCA) Section 41, Board policies and procedures, and all other obligations imposed on a Governor by legislation.

2. SCOPE

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

3. EXCEPTIONS TO POLICY

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

4. DEFINITIONS

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

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

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

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

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

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

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

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

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

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

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

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

Related Person/Entity: means:

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

Secretary: means University Secretary or designate.

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

5. POLICY

5.1. General Provisions

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

5.2. Governor Power, Roles, Duties and Expectations

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

5.3. Conflict of Interest

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

5.3.5. Disclosure of Conflict of Interest

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

5.3.6. Management of Conflict of Interest

- 5.3.6.1. Governors disclosing a conflict of interest will:
 - 5.3.6.1.1. Be counted in the quorum, if present, at any meeting of the Board or its committees, at which the matter is being considered;
 - 5.3.6.1.2. Not be entitled to vote on related matter unless otherwise permitted by the law or the Board;
 - 5.3.6.1.3. Absent themselves from any meeting (or portion thereof) at which the matter is discussed, unless, where permissible by law, is requested by the Board to remain for a time prior to the vote to provide relevant information.
- 5.3.6.2. As set out in the Act, Despite 5.3.6, a Governor who is also a member of the

Teaching Staff, or a Non-teaching Staff, or Student of the University may participate in discussions and voting on general conditions of employment for all University employees or students, unless the discussion and voting pertains to specific circumstances of an employee or student as an isolated issue, separate and apart from consideration of other employees or students.

- 5.3.6.3. Governors who are also members of the bargaining team are required to absent themselves from discussions and voting of labor issues pertaining directly to their bargaining unit or on matters pertaining to their contract or compensation.
- 5.3.6.4. To ensure impartiality and to avoid any potential conflicts of interest, employees of the university will not be eligible to stand for nomination to the Board as an External Member, unless their employment relationship with the university has been terminated for a minimum of two years prior to the date of their application to stand for nomination.
- 5.3.6.5. To ensure impartiality and to avoid any potential conflicts of interest, active Governors of the Board will not be eligible to seek employment at the university until at least one year has passed since their term as a Governor ended.
- 5.3.6.6. Disclosed conflicts will be managed following established procedures.
- 5.3.6.7. Breaches or complaints regarding conflict of interest will be managed following established procedures.
- 5.3.6.8. See Conflict of Interest Examples for a list with examples of possible conflict of interest situations or scenarios.

5.4. Confidentiality

- 5.4.1. Governors of the Board or its committees have the duty to maintain the confidentiality of any information discussed, shared, or accessed in their capacity as governors, regardless of whether this information was entrusted to Governors during Board meetings, committee meetings, or other official and non-official Board activities. This duty is set by the Act, By-laws and legislation.
- 5.4.2. Topics or matters discussed during meetings that are open to the public are not considered confidential and may be shared as necessary. However, preparatory discussions or conversations leading up to the public meetings are considered confidential and must remain private, unless explicitly stated otherwise.
- 5.4.3. Proceedings in closed and in-camera meetings of the Board or its committees are confidential. Circulation of materials is restricted to Governors and those invited to attend as guests for the confidential items discussed. Individuals invited to attend closed and in-camera sessions are bound by the duty of confidentiality and will be required to sign a confidentiality acknowledgment before or at the start of the meeting, see Reference E.
- 5.4.4. Resolutions passed in closed and in-camera meetings, even when recorded in the minutes of public meetings as required by legislation, do not release Board Members and other authorized attendees from their duty to keep confidential the

information and discussions shared ahead of or during those closed and in-camera meetings. This duty of confidentiality covers both verbal and written communications, including electronic or physical documents and materials, and pertains to all details concerning the University, its affairs and any affiliated third parties.

- 5.4.5. Governors must not disclose or release confidential information to any individuals unless authorized to do so by the University, its Board, or designated representatives.
- 5.4.6. Governors must uphold the University's obligations under the Freedom of Information and Protection of Privacy Act and other applicable legislation.
- 5.4.7. Aligning with 5.4.6, Governors:
 - 5.4.7.1. Must use obtained confidential information only for legitimate purposes related to the governance and operations of the University and must not use it for any unauthorized activities.
 - 5.4.7.2. Are responsible for taking appropriate measures to protect confidential information from unauthorized access, theft, loss, or damage. This includes safeguarding physical documents, securing electronic devices and communications, and exercising discretion when discussing confidential matters in public or private settings.
 - 5.4.7.3. Are required to only use the Board management portal for accessing and handling Board information, materials and documents. They must also refrain from sharing their login access to the portal with anyone else and from storing materials and documents outside of the Board management portal.
- 5.4.8. The duty of confidentiality shall remain in effect during the Governor's terms on the Board and shall continue indefinitely following the conclusion of their terms, regardless of the reason for their departure from the Board.
- 5.4.9. Breaches or complaints regarding confidentiality will be managed following established procedures.

5.5. Breach of Code of Conduct

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

5.6. Roles and Responsibilities

5.6.1. Governors:

- 5.6.1.1. Must comply with this policy and its procedures.

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

5.6.2. Chair of the Board of Governors:

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

5.6.3. Board Secretary & Secretariat Office:

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

6. REFERENCES

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

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

7. APPENDIXES

N/A

8. INTERPRETATION, COMPLIANCE & REVIEW

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

POLICY - CODE OF CONDUCT FOR GOVERNORS

Category:	Board of Governors
Sub-category	To be decided
Policy number:	BO9
Policy owner & office:	Board Governance Committee
Approver:	Board of Governors
Date last approved:	2024-10--01
Note:	The electronic version of the policy on algomau.ca/policies-and-procedures prevails over all other electronic or printed copies. This policy supersedes any related previous versions.

1. PURPOSE

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

3. EXCEPTIONS TO POLICY

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

4. DEFINITIONS

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

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- the individual takes part in a decision in the course of carrying out their University responsibilities, where they know or ought to know that the decision may result in an actual or perceived Private Interest to them or to a Related Person/Entity; or
- the individual uses their position with the University to influence or seek to influence a University decision which they know or ought to know may result in an actual or perceived Private Interest to them or to a Related Person/Entity; or
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- A. a Close Relative;
- B. a Corporation of which the Governor or Close Relative of the Governor:
 - i. is a director or officer; or
 - ii. has direct or indirect material ownership, control, or direction of securities; or
 - iii. a partnership of which the Governor or a Close Relative of the Governor is a partner, other than a limited partnership in which any such person is a limited partner; or
 - iv. a trust or estate in which the Governor or a Close Relative of the Governor serves as a trustee or in a similar capacity or has a beneficial interest.

Secretary: means University Secretary or designate.

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5. POLICY

5.1. General Provisions

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

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5.3.5. Disclosure of Conflict of Interest

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

5.3.6. Management of Conflict of Interest

- 5.3.6.1. Governors disclosing a conflict of interest will:
 - 5.3.6.1.1. Be counted in the quorum, if present, at any meeting of the Board or its committees, at which the matter is being considered;
 - 5.3.6.1.2. Not be entitled to vote on related matter unless otherwise permitted by the law or the Board;
 - 5.3.6.1.3. Absent themselves from any meeting (or portion thereof) at which the matter is discussed, unless, where permissible by law, is requested by the Board to remain for a time prior to the vote to provide relevant information.
- 5.3.6.2. As set out in the Act, Despite 5.3.6, a Governor who is also a member of the

Teaching Staff, or a Non-teaching Staff, or Student of the University may participate in discussions and voting on general conditions of employment for all University employees or students, unless the discussion and voting pertains to specific circumstances of an employee or student as an isolated issue, separate and apart from consideration of other employees or students.

- 5.3.6.3. Governors who are also members of the bargaining team are required to absent themselves from discussions and voting of labor issues pertaining directly to their bargaining unit or on matters pertaining to their contract or compensation.
- 5.3.6.4. To ensure impartiality and to avoid any potential conflicts of interest, employees of the university will not be eligible to stand for nomination to the Board as an External Member, unless their employment relationship with the university has been terminated for a minimum of two years prior to the date of their application to stand for nomination.
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- 5.4.2. Topics or matters discussed during meetings that are open to the public are not considered confidential and may be shared as necessary. However, preparatory discussions or conversations leading up to the public meetings are considered confidential and must remain private, unless explicitly stated otherwise.
- 5.4.3. Proceedings in closed and in-camera meetings of the Board or its committees are confidential. Circulation of materials is restricted to Governors and those invited to attend as guests for the confidential items discussed. Individuals invited to attend closed and in-camera sessions are bound by the duty of confidentiality and will be required to sign a confidentiality acknowledgment before or at the start of the meeting, see Reference E.
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 - 5.4.7.1. Must use obtained confidential information only for legitimate purposes related to the governance and operations of the University and must not use it for any unauthorized activities.
 - 5.4.7.2. Are responsible for taking appropriate measures to protect confidential information from unauthorized access, theft, loss, or damage. This includes safeguarding physical documents, securing electronic devices and communications, and exercising discretion when discussing confidential matters in public or private settings.
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5.5. Breach of Code of Conduct

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

5.6. Roles and Responsibilities

5.6.1. Governors:

- 5.6.1.1. Must comply with this policy and its procedures.

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

5.6.2. Chair of the Board of Governors:

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

5.6.3. Board Secretary & Secretariat Office:

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

6. REFERENCES

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

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

7. APPENDIXES

N/A

8. INTERPRETATION, COMPLIANCE & REVIEW

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

Policy and Procedures - Board Committees

OPEN AGENDA: 31 MAR 2025

PURPOSE:

PREPARED BY:

☒ Approval

☐ Discussion

☐ Information

Faviola Graceni, Manager Policy & Privacy
Paul Quesnele, University Secretary

1.0 ACTION

MOTION: That the Board of Governors approve the Board Committees Policy and Procedures, as recommended by the Governance Committee.

2.0 EXECUTIVE SUMMARY

The Governance Committee reviewed and provided feedback on the Board Committees policy and procedures at the December 4, 2024 and February 5, 2025 meetings as well as online using the Board Feedback - Board Policies Form. We received feedback to make some modifications to the Policy document only which have been incorporated and tracked for your review in the Marked-Up version of the documents (8.0 Attachments).

As a reminder, this set of policy and procedures were drafted in follow up to the revisions of By-law No. 1, where procedural clauses concerning committee functions were removed from the By-laws to be transferred into a standalone policy instead. This was done with the goal of ensuring clear guidance, flexibility and alignment with governance best practices. The policy applies to all Board standing and ad-hoc committees, as well as other bodies the Board may establish including task forces, advisory councils, temporary working groups, etc.

3.0 ALIGNMENT WITH UNIVERSITY STRATEGY

This item is aligned with the following Strategic Direction(s) from the [2023-2026 Strategic Plan](#):

#4: Continue to Build Inclusive and Inspiring Teaching, Learning, and Working Environments ▾

4.0 ANALYSIS

Over the last year, the Governance Committee conducted an extensive review of the Board By-laws. A key objective was to simplify the By-laws by shifting procedural details into policies and procedures, allowing for greater flexibility and alignment with governance best practices. As a result, the prescriptive content initially included in By-law version 7.4, section VII, was removed from By-law No.1 and has been included in this policy and its procedures.

The proposed policy and procedures reflect current Board and committee practices regarding the establishment, composition and meeting management of committees.

The Policy Office received feedback from the Governance Committee on the following:

- **Consistent terminology:** The term "other bodies" has been defined in the policy's definitions section, and necessary revisions have been made for consistency.

- **Error correction:** Identified typos have been fixed.
- **Clarification of roles:** The responsibilities of the Governance Committee and Board Chair in proposing the slate of Board Committee memberships have been clarified in sections 5.3.2.4 and 5.3.2.7.

5.0 RISK IMPLICATIONS

There are no risk implications.

6.0 FINANCIAL IMPLICATIONS

There are no material financial implications.

7.0 COMMUNICATIONS STRATEGY

Upon approval of the Policy - Board Committees and associated documents, the policy will be available on the Algoma University policy page and in the Board Portal. It would also be incorporated into future Board Orientations.

8.0 ATTACHMENTS

- A. Policy - Board Committees - Marked Up
- B. Procedures - Board Committees - Market Up
- C. Policy - Board Committees - Clean
- D. Procedures - Board Committees - Clean

POLICY - BOARD COMMITTEES

Category:	Governance
Sub-category	Board of Governors
Policy number:	TBD
Policy owner & office:	Board Governance Committee
Approver:	Board of Governors
Date last approved:	YYYY-MM-DD
Note:	The electronic version of the policy on algomau.ca/policies-and-procedures prevails over all other electronic or printed copies. This policy supersedes any related previous versions.

1. PURPOSE

- 1.1. ~~The primary mission of the Board of Governors is to achieve excellence in good governance and ensure performance and accountability in managing the University's affairs.~~ The purpose of the Board Committees Policy is to outline the structure, role and responsibilities of various committees, or similar bodies, established by the Board of ~~Governors~~ **Directors** under the authority of the Algoma University Act Section 17, Board By-law No. 1 Section 7, and other applicable legislation. This policy also ensures there is clear guidance on the duties and areas of focus for each committee.

2. SCOPE

- 2.1. This policy applies to all committees established by the Algoma University Board of Governors, including standing committees, ad-hoc committees, task forces, advisory councils, and any other temporary working groups. It governs the creation, structure, roles, responsibilities, and operational procedures of these committees to ensure effective governance, alignment with the university's strategic goals, and clear accountability.
- 2.2. This policy and its procedures define the rules and processes for the establishment, composition and dissolution of committees; the role of committees in supporting the Board; meeting procedures; and the authority, reporting requirements and limitations of committees.
- 2.3. This policy applies to all Board members, committee members, and administrative personnel involved in committee operations.

3. EXCEPTIONS TO POLICY

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

In Red - language transferred from By-law 7.4 into the policy and procedures

In black - content that aligns with current practices of the Board and its Committees and university sector best practices

4. DEFINITIONS

Ad-Hoc Committee: means a committee of the Board that is established on an as needed basis, and that meets on an as needed basis.

Chair of the Board: means Chair of the Board of Governors.

Committee: means a standing or ad-hoc committee or other body that is established by the Board of Governors of Algoma University.

Committee Chair: means Chair of the specific committee.

Committee Member: means a Board Governor, or an individual who is not a Board Governor, appointed to serve on a Committee.

External Member: means a Board Governor, who is not the President, Chancellor, or a student, staff or faculty member of the University.

Other Bodies: means bodies established by the Board to address time-limited projects, which may include but is not limited to task forces, advisory councils, or other temporary working groups.

Standing Committee: means a committee of the Board that meets on a regular basis.

5. POLICY

5.1. Authority & Establishment of Committees

- 5.1.1. The Algoma University Act and By-law No.1 section 7, give the Board of Governors the power to establish committees and assign or delegate them such duties and responsibilities as may be directed by the Board, including authorizing them to act on behalf of the Board in matters specified in the By-laws, Committee's Terms of Reference or relevant policies.
- 5.1.2. The Board has appointed Standing and Ad-hoc Committees it deems coherent in supporting effective board decision-making. A list of Committees of the Board can be found in the reference section of this policy.
- 5.1.3. The Board may also establish such additional committees it deems appropriate to advise on operational and other matters.
- 5.1.4. The Board may from time to time establish other bodies ~~such as task forces, advisory councils, or other temporary working groups~~ to address time-limited projects. The Board will establish written role descriptions and mandates for such other bodies, from a recommendation of a standing committee or a Board's delegate.
- 5.1.5. The Board and its standing committees may appoint working groups but may not delegate decision-making authority to a working group. All working group members shall hold such office at the pleasure of the Board or the appointing standing committee. Vacancies occurring in the membership of a working group may be filled by the Board or the appointing Standing Committee at its earliest convenience.
- 5.1.6. Any committee or other-similar body established by the Board may be terminated by the Board.

In Red - language transferred from By-law 7.4 into the policy and procedures

In black - content that aligns with current practices of the Board and its Committees and university sector best practices

5.2. General Principles

- 5.2.1. ~~The Terms of Reference for each committee or other ~~othersimilar~~ body, including those outlined in 5.1.4, shall be established by the Board.~~
- 5.2.2. Committees of the Board, or ~~othersimilar~~ bodies, are established according to the following general principles:
 - 5.2.2.1. ~~Committees shall operate to reinforce the wholeness of the Board of Governors as a collective.~~
 - 5.2.2.2. The purview of the Committees is primarily based on the organizational needs of the university and alignment with its strategic plan, as approved by the Board of Governors.
 - 5.2.2.3. The Committee structure will enhance the accountability of the President to the Board of Governors by ensuring that Committees do not exercise authority over University staff.
 - 5.2.2.4. This policy sets out the operating rules applicable to all Committees, except and unless otherwise specifically provided for in a Committee's terms of reference.

5.3. Roles & Responsibilities

5.3.1. Accountability and Decision Making

- 5.3.1.1. ~~Committees provide in-depth concentration in key areas of Board responsibility and support the Board's work by reviewing, monitoring and recommending policies or alternatives for the Board's consideration. They also review matters under the Algoma University Act, 2010 and make recommendations to the Board for discussion or approval, except where the Board has otherwise specifically delegated decision-making or other authority to a committee.~~
- 5.3.1.2. ~~Committees are established primarily to make recommendations to the Board and they may not commit the Board in any matter unless explicitly authorized to do so. ¶~~
- 5.3.1.3. ~~Committees report to the Board only, unless otherwise directed.~~
- 5.3.1.4. ~~Committees do not speak or act on behalf of the Board unless granted authority for specific purposes.~~
- 5.3.1.5. ~~In accordance with By-law No.1 section 7, under limited and explicit circumstances, the Executive Committee may act when the Board cannot meet.~~
- 5.3.1.6. ~~Committees provide in depth concentration in key areas of Board responsibility and support the Board's work by reviewing, monitoring and recommending policies or alternatives for the Board's consideration. They also review matters under the Algoma University Act, 2008 and make recommendations to the Board for discussion or approval, except where the Board has otherwise specifically delegated decision making or other authority to a committee. ¶~~

5.3.2. Composition

- 5.3.2.1. ~~Board committees are composed of a majority of Board Governors.~~

In Red - language transferred from By-law 7.4 into the policy and procedures

In black - content that aligns with current practices of the Board and its Committees and university sector best practices

- 5.3.2.2. The Chair of the Board has the authority to assign members to committees as necessary, based on the procedures of this policy and the Terms of Reference for each committee. All committee members shall hold such office at the pleasure of the Board.
- 5.3.2.3. The Chair of the Board and President shall serve as ex-officio and voting members on all committees, in addition to any prescribed membership, unless otherwise determined by the Board.
- 5.3.2.4. The Governance Committee typically develops a proposed slate of committee membership for approval by the ~~Chair of the Board or the Board of Governors~~.
- 5.3.2.5. The Board shall elect a Chair and Vice-Chair for each Committee.
- 5.3.2.6. ~~Vacancies occurring in the membership of a committee will be filled at the earliest convenience.~~ Committee may continue to exercise all or any of its powers, as long as a quorum is maintained.
- 5.3.2.7. ~~Committee membership will be reviewed and adjusted as needed when the Board membership changes. The Chair of the Board shall be empowered to appoint members to committees from time to time.~~
- 5.3.2.8. Each committee's Terms of Reference outlines its membership.

5.3.3. **Committee Chairs**

- 5.3.3.1. The committee chair presides at meetings and in the event that they are unable to attend a specific meeting, then the committee vice-chair if available, or another committee member will act as chair for that meeting.
- 5.3.3.2. As per By-law No. 1, except on the Board-Senate Liaison Committee, only an External Member may serve as Chair of the Board Committee.

5.4. **Committee Functions**

5.4.1. **Meetings**

- 5.4.1.1. ~~In accordance with the Policy - Board Meetings, all meetings of the Committees of the Board, or other similar bodies, will be closed to the public.~~
- 5.4.1.2. Committee meetings, agenda, meeting materials and reporting will be organized and managed in accordance with the procedures of this policy.
- 5.4.1.3. ~~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.~~

5.4.2. **Committee Support**

- 5.4.2.1. The Board Secretary and the Office of the Secretariat supports the operations of Board Committees.
- 5.4.2.2. Committees may request additional and reasonable support for the assembly, assessment, and reporting of information, including (with the approval of the

Chair of the Board) access to independent counsel, subject to reasonable limits on resources available to the Board of Governors for these matters.

6. REFERENCES

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

- 6.1. Procedures - Board Committees
- 6.2. List of Board Committees
- 6.3. Committee Terms of Reference
- 6.4. By-law No. 1
- 6.5. Algoma University Act, 2008

7. APPENDIXES

- 7.1. N/A

INTERPRETATION, COMPLIANCE & REVIEW

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

PROCEDURES - BOARD COMMITTEES

Related Policy:	Policy - Board Committees
Policy Owner:	Governance Committee of the Board of Governors
Procedure Owner (if different):	If different from the Policy Owner, list the procedure owner(s) here
Procedures Effective:	MMM-DD-YYYY Procedures come in effect
Last Review of Procedures:	MMM-DD-YYYY Procedures were last reviewed

1. Purpose

- 1.1. The purpose of these procedures is to establish clear guidelines for Board committees agenda setting, meeting frequency, quorum requirements, and decision-making processes, including voting procedures and the use of electronic resolutions. Additionally, it defines the roles of committee members, the reporting structure to the Board, and the process for maintaining accurate records and minutes of committee activities.

2. Roles and Responsibilities

- 2.1. The Governance Committee and the Board Secretary are responsible for maintaining and ensuring adherence to these procedures across all committees.
- 2.2. Each committee chair is accountable for complying with the policy and its associated procedures.

3. Procedure

3.1. Composition

- 3.1.1. Committee members are assigned membership on a committee based on:
 - 3.1.1.1. their related expertise and qualifications, and diverse perspectives;
 - 3.1.1.2. ability to meaningfully contribute to the committee's mandate;
 - 3.1.1.3. principles of governor independence; and
 - 3.1.1.4. governance related interest.

3.2. Agendas and Meeting Materials

- 3.2.1. Aligning with Policy - Board Meetings, items for consideration by the Board of Governors are reviewed by the appropriate committee prior to each meeting of the Board (with rare exceptions).

- 3.2.2. For committee meetings, the Committee Chair and the Board Secretary (or delegate) are responsible for determining the agenda for each committee meeting, through a process facilitated by the Board Secretary (or delegate).
- 3.2.3. Any committee member who intends to introduce a matter at a committee meeting will follow the requirements outlined in By-law No. 1 section 6.
- 3.2.4. Agendas and supporting materials are distributed via the secure board portal to Committee members at least seven calendar days in advance of a regular meeting, and at least three calendar days in advance of a special meeting as much as possible.

3.3. Meetings of Committees

3.3.1. Frequency

- 3.3.1.1. In general, 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.
- 3.3.1.2. Committees will meet approximately 2-3 weeks before each regularly scheduled Board of Governors meeting (or as necessary). Additional meetings may be held at the call of a Committee Chair.
- 3.3.1.3. Governors are expected to prepare for and attend all meetings of the committees on which they serve.

3.3.2. Meeting Schedule & Notice of Regular Meetings

- 3.3.2.1. Committee meetings are typically scheduled in advance of the board cycle along with the annual schedule of Board meetings.

3.3.3. Special Meetings

- 3.3.3.1. Special meetings of a committee may be called to address an issue of immediate concern and may be held at any time at the call of the Committee Chair, or in case of the committee chair's inability for any reason to perform the committee chair's functions, at the call of the Committee Vice-Chair, the Board Chair or the President.

3.3.4. Means of Meeting

- 3.3.4.1. In accordance with By-law No. 1, committee meetings may be held in person or other electronic means deemed appropriate.
- 3.3.4.2. A committee member participating in any committee meeting by any of these means is deemed to be present at the meeting.

3.3.5. Quorum

3.3.5.1. In alignment with By-law No. 1, subsection 6.11, quorum for each committee will consist of a majority of committee members, and that majority must include at least half of the external members.

3.3.6. Voting

3.3.6.1. All questions at a committee meeting will be decided by a majority of the votes cast.

3.3.6.2. Each member of the committee is entitled to one vote. The Committee chair may vote on all motions and if regarding any motion there is a tie, that motion is deemed to be defeated. The committee chair does not have a second or casting vote.

3.3.6.3. No committee member may appoint or send a designate to act or vote on the member's behalf on a committee.

3.3.7. Electronic Voting

3.3.7.1. Committees will follow the procedures for electronic voting outlined in the Board Meetings procedure.

3.3.8. Minutes & Recordkeeping

3.3.8.1. The Board Secretary ensures there are minutes of the proceedings of all meetings of committees, and records of all decisions of the committee made outside of a meeting.

3.3.9. Recommendations & Reporting to the Board

3.3.9.1. Committee chairs report on discussion and any action taken at the next regularly scheduled meeting of the Board of Governors.

3.3.9.2. Chairs will use a standard format for recommended actions or decisions that includes clear rationale, financial implications, and risk assessment.

3.3.9.3. The Board of Governors considers recommendations arising from committee meetings at the upcoming scheduled meeting of the Board of Governors.

3.3.9.4. Recommendations arising from special committee meetings are considered by the Board of Governors as soon as practicable following the special committee meeting.

4. Documentation and Forms

4.1. None

5. Training and Communication

5.1. All existing and new committee members will be informed of the policy and its procedures.

6. References

6.1. Policy - Board Committees

7. Approval

7.1. Approved by POSITION/TITLE, DEPARTMENT through Minutes/Email on
MMM-DD-YYYY

8. Distribution

8.1. To be posted on AU internal and external policy repositories, the Board document management software, and incorporated into Board Orientation packages as necessary.

POLICY - BOARD COMMITTEES

Category:	Governance
Sub-category	Board of Governors
Policy number:	TBD
Policy owner & office:	Board Governance Committee
Approver:	Board of Governors
Date last approved:	YYYY-MM-DD
Note:	The electronic version of the policy on algomau.ca/policies-and-procedures prevails over all other electronic or printed copies. This policy supersedes any related previous versions.

1. PURPOSE

- 1.1. The purpose of the Board Committees policy is to outline the structure, role and responsibilities of various committees, or similar bodies, established by the Board of Governors under the authority of the Algoma University Act Section 17, Board By-law No. 1 Section 7, and other applicable legislation. This policy also ensures there is clear guidance on the duties and areas of focus for each committee.

2. SCOPE

- 2.1. This policy applies to all committees established by the Algoma University Board of Governors, including Standing Committees, Ad Hoc Committees, Task Forces, Advisory Councils, and other temporary working groups. It governs the creation, structure, roles, responsibilities, and operational procedures of these committees to ensure effective governance, alignment with the university's strategic goals, and clear accountability.
- 2.2. This policy and its procedures define the rules and processes for the establishment, composition and dissolution of committees; the role of committees in supporting the Board; meeting procedures; and the authority, reporting requirements and limitations of committees.
- 2.3. This policy applies to all Board members, committee members, and administrative personnel involved in committee operations.

3. EXCEPTIONS TO POLICY

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

4. DEFINITIONS

Ad-Hoc Committee: means a committee of the Board that is established on an as needed basis, and that meets on an as needed basis.

Board Chair: means Chair of the Board of Governors.

Committee: means a standing or ad-hoc committee or other similar body that is established by the Board of Governors of Algoma University.

Committee Chair: means Chair of the specific committee.

Committee Member: means a Board Governor, or an individual who is not a Board Governor, appointed to serve on a Committee.

External Member: means a Board Governor, who is not the President, Chancellor, or a student, staff or faculty member of the University.

Other Bodies: means bodies established by the Board to address time-limited projects, which may include but is not limited to task forces, advisory councils, or other temporary working groups.

Standing Committee: means a committee of the Board that meets on a regular basis.

5. POLICY

5.1. Authority & Establishment of Committees

- 5.1.1. The Algoma University Act and By-law No.1 section 7, give the Board of Governors the power to establish committees and assign or delegate them such duties and responsibilities as may be directed by the Board, including authorizing them to act on behalf of the Board in matters specified in the B-laws, Committee's Terms of Reference or relevant policies.
- 5.1.2. The Board has appointed Standing and Ad-hoc Committees it deems coherent in supporting effective board decision-making. A list of Committees of the Board can be found in the reference section of this policy.
- 5.1.3. The Board may also establish such additional committees it deems appropriate to advise on operational and other matters.
- 5.1.4. The Board may from time to time establish other bodies to address time-limited projects. The Board will establish written role descriptions and mandates for such other bodies, from a recommendation of a standing committee or a Board's delegate.
- 5.1.5. The Board and its Standing Committees may appoint working groups but may not delegate decision-making authority to a working group. All working group members shall hold such office at the pleasure of the Board or the appointing Standing Committee. Vacancies occurring in the membership of a working group may be filled by the Board or the appointing Standing Committee at its earliest convenience.
- 5.1.6. Any committee or other body established by the Board may be terminated by the Board.

5.2. General Principles

- 5.2.1. The Terms of Reference for each committee or other body, including those outlined in 5.1.4, shall be established by the Board.
- 5.2.2. Committees of the Board, or other bodies, are established according to the following general principles:
 - 5.2.2.1. Committees shall operate to reinforce the wholeness of the Board of Governors as a collective.
 - 5.2.2.2. The purview of the Committees is primarily based on the organizational needs of the university and alignment with its strategic plan, as approved by the Board of Governors.
 - 5.2.2.3. The Committee structure will enhance the accountability of the President to the Board of Governors by ensuring that Committees do not exercise authority over University staff.
 - 5.2.2.4. This policy sets out the operating rules applicable to all Committees, except and unless otherwise specifically provided for in a Committee's terms of reference.

5.3. Roles & Responsibilities

5.3.1. Accountability and Decision Making

- 5.3.1.1. Committees provide in-depth concentration in key areas of Board responsibility and support the Board's work by reviewing, monitoring and recommending policies or alternatives for the Board's consideration. They also review matters under the Algoma University Act, 2010 and make recommendations to the Board for discussion or approval, except where the Board has otherwise specifically delegated decision-making or other authority to a committee.
- 5.3.1.2. Committees report to the Board only, unless otherwise directed.
- 5.3.1.3. Committees do not speak or act on behalf of the Board unless granted authority for specific purposes.
- 5.3.1.4. In accordance with By-law No.1 section 7, under limited and explicit circumstances, the Executive Committee may act when the Board cannot meet.

5.3.2. Composition

- 5.3.2.1. Board Committees are composed of a majority of Board Governors.
- 5.3.2.2. The Board Chair has the authority to assign members to committees as necessary, based on the procedures of this policy and the Terms of Reference for each committee. All committee members shall hold such office at the pleasure of the Board.
- 5.3.2.3. The Chair of the Board and President shall serve as ex-officio and voting members on all committees, in addition to any prescribed membership, unless otherwise determined by the Board.

- 5.3.2.4. The Governance Committee typically develops a proposed slate of committee membership for approval by the Board of Governors.
- 5.3.2.5. The Board shall elect a Chair and Vice-Chair for each Committee.
- 5.3.2.6. Vacancies occurring in the membership of a committee will be filled at the earliest convenience. Committee may continue to exercise all or any of its powers, as long as a quorum is maintained.
- 5.3.2.7. Committee membership will be reviewed and adjusted as needed when the Board membership changes. The Chair of the Board shall be empowered to appoint members to committees from time to time.
- 5.3.2.8. Each committee's Terms of Reference outlines its membership.

5.3.3. Committee Chairs

- 5.3.3.1. The Committee Chair presides at meetings and in the event that they are unable to attend a specific meeting, then the Committee Vice-Chair if available, or another Committee member will act as Chair for that meeting.
- 5.3.3.2. As per By-law No. 1, except on the Board-Senate Liaison Committee, only an External Member may serve as Chair of the Board Committee.

5.4. Committee Functions

5.4.1. Meetings

- 5.4.1.1. In accordance with the Policy - Board Meetings, all meetings of the Committees of the Board, or other bodies, will be closed to the public.
- 5.4.1.2. Committee meetings, agenda, meeting materials and reporting will be organized and managed in accordance with the procedures of this policy.
- 5.4.1.3. 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.

5.4.2. Committee Support

- 5.4.2.1. The Board Secretary and the Office of the Secretariat supports the operations of Board Committees.
- 5.4.2.2. Committees may request additional and reasonable support for the assembly, assessment, and reporting of information, including (with the approval of the Board Chair) access to independent counsel, subject to reasonable limits on resources available to the Board of Governors for these matters.

6. REFERENCES

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

- 6.1. Procedures - Board Committees
- 6.2. List of Board Committees
- 6.3. Committee Terms of Reference
- 6.4. By-law No. 1
- 6.5. Algoma University Act, 2008

7. APPENDIXES

- 7.1. N/A

INTERPRETATION, COMPLIANCE & REVIEW

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

PROCEDURES - BOARD COMMITTEES

Related Policy: Policy - Board Committees

Policy Owner: Governance Committee of the Board of Governors

Procedure Owner (if different): If different from the Policy Owner, list the procedure owner(s) here

Procedures Effective: MMM-DD-YYYY Procedures come in effect

Last Review of Procedures: MMM-DD-YYYY Procedures were last reviewed

1. Purpose

- 1.1. The purpose of these procedures is to establish clear guidelines for Board committees agenda setting, meeting frequency, quorum requirements, and decision-making processes, including voting procedures and the use of electronic resolutions. Additionally, it defines the roles of committee members, the reporting structure to the Board, and the process for maintaining accurate records and minutes of committee activities.

2. Roles and Responsibilities

- 2.1. The Governance Committee and the Board Secretary are responsible for maintaining and ensuring adherence to these procedures across all committees.
- 2.2. Each committee chair is accountable for complying with the policy and its associated procedures.

3. Procedure

3.1. Composition

- 3.1.1. Committee members are assigned membership on a committee based on:
 - 3.1.1.1. their related expertise and qualifications, and diverse perspectives;
 - 3.1.1.2. ability to meaningfully contribute to the committee's mandate;
 - 3.1.1.3. principles of governor independence; and
 - 3.1.1.4. governance related interest.

3.2. Agendas and Meeting Materials

- 3.2.1. Aligning with Policy - Board Meetings, items for consideration by the Board of Governors are reviewed by the appropriate committee prior to each meeting of the Board (with rare exceptions).

- 3.2.2. For committee meetings, the Committee Chair and the Board Secretary (or delegate) are responsible for determining the agenda for each committee meeting, through a process facilitated by the Board Secretary (or delegate).
- 3.2.3. Any committee member who intends to introduce a matter at a committee meeting will follow the requirements outlined in By-law No. 1 section 6.
- 3.2.4. Agendas and supporting materials are distributed via the secure board portal to Committee members at least seven calendar days in advance of a regular meeting, and at least three calendar days in advance of a special meeting as much as possible.

3.3. Meetings of Committees

3.3.1. Frequency

- 3.3.1.1. In general, 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.
- 3.3.1.2. Committees will meet approximately 2-3 weeks before each regularly scheduled Board of Governors meeting (or as necessary). Additional meetings may be held at the call of a Committee Chair.
- 3.3.1.3. Governors are expected to prepare for and attend all meetings of the committees on which they serve.

3.3.2. Meeting Schedule & Notice of Regular Meetings

- 3.3.2.1. Committee meetings are typically scheduled in advance of the board cycle along with the annual schedule of Board meetings.

3.3.3. Special Meetings

- 3.3.3.1. Special meetings of a committee may be called to address an issue of immediate concern and may be held at any time at the call of the Committee Chair, or in case of the committee chair's inability for any reason to perform the committee chair's functions, at the call of the Committee Vice-Chair, the Board Chair or the President.

3.3.4. Means of Meeting

- 3.3.4.1. In accordance with By-law No. 1, committee meetings may be held in person or other electronic means deemed appropriate.
- 3.3.4.2. A committee member participating in any committee meeting by any of these means is deemed to be present at the meeting.

3.3.5. Quorum

- 3.3.5.1. In alignment with By-law No. 1, subsection 6.11, quorum for each committee will consist of a majority of committee members, and that majority must include at least half of the external members.

3.3.6. Voting

- 3.3.6.1. All questions at a committee meeting will be decided by a majority of the votes cast.
- 3.3.6.2. Each member of the committee is entitled to one vote. The Committee chair may vote on all motions and if regarding any motion there is a tie, that motion is deemed to be defeated. The committee chair does not have a second or casting vote.
- 3.3.6.3. No committee member may appoint or send a designate to act or vote on the member's behalf on a committee.

3.3.7. Electronic Voting

- 3.3.7.1. Committees will follow the procedures for electronic voting outlined in the Board Meetings procedure.

3.3.8. Minutes & Recordkeeping

- 3.3.8.1. The Board Secretary ensures there are minutes of the proceedings of all meetings of Committees, and records of all decisions of the Committee made outside of a meeting.

3.3.9. Recommendations & Reporting to the Board

- 3.3.9.1. Committee Chairs report on discussion and any action taken at the next regularly scheduled meeting of the Board of Governors.
- 3.3.9.2. Chairs will use a standard format for recommended actions or decisions that includes clear rationale, financial implications, and risk assessment.
- 3.3.9.3. The Board of Governors considers recommendations arising from committee meetings at the upcoming scheduled meeting of the Board of Governors.
- 3.3.9.4. Recommendations arising from special committee meetings are considered by the Board of Governors as soon as practicable following the special committee meeting.

4. Documentation and Forms

- 4.1. None

5. Training and Communication

- 5.1. All existing and new committee members will be informed of the policy and its procedures.

6. References

- 6.1. Policy - Board Committees

7. Approval

- 7.1. Approved by POSITION/TITLE, DEPARTMENT through Minutes/Email on MMM-DD-YYYY

8. Distribution

- 8.1. To be posted on AU internal and external policy repositories, the Board document management software, and incorporated into Board Orientation packages as necessary.

Visual Arts program 18 month status report

DUE: October 2024

DATE SUBMITTED: 28, 10, 2024

PREPARED FOR:

Vice President, Academic and Research
Algoma University Quality Assurance Committee

PREPARED BY:

[Andrea Pinheiro, Associate Professor]

1.0 ACTION

IQAP Article 3.6

- Step 19: 18 month status report (p. 38)
The department will prepare a report on the status of the Implementation Plan 18 months following the Senate's approval of the FAR. The CAO or designate will monitor the completion of the status report. The Department will submit the status report to the Office of the CAO who will then submit it to QualCom for review. QualCom may request additional information or action from the Department
- Step 20: Senate approval of 18 month status report:
When QualCom is satisfied with the 18-Month Status Report, QualCom will forward a recommendation to the Senate for approval of the report.

IQAP Article 3.7.1 (p. 39)

- The Office of the CAO will post the approved 18 month status report to the university website. The Office of the CAO will forward the Senate-approved 18 month status report to the Board of Governors for information.

2.0 PROGRESS ON THE IMPLEMENTATION PLAN

Briefly describe the status of each recommendation. If the status is incomplete, provide a rationale. Please provide the rationale if there were any alterations to the original Implementation Plan.

Recommendation 1	Revise curriculum to make course titles more specific, and to ensure students acquire a sufficient grounding in Art History/Theory to support their studio-based degrees. Consider reducing the number of discipline specific courses at the third and fourth-year levels, in favor of interdisciplinary courses. The Review Committee recommends looking at comparable models from Indigenous epistemology in contemporary art and specifically adapting mutual and hybrid learning outcomes from Anishnaabe Inendamowin when revising PLOs
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Status:	<i>in progress)</i>
Details:	In progress. New courses have been added in Art History and Theory. 3rd and 4th year discipline specific courses have been reduced or replaced by Special Topics in specific areas that allow for some skill building. More time is needed to revise PLOs due to lack of full time faculty and the extra time constraints due to the partial move (packing and unpacking of the studios, move and new space planning). The addition of Art History and Theory online options drastically increased overall enrollment as the new offerings allowed more students to access VISA courses as elective options. Overall FTE went from 201 in 17 courses in 2022/23 to 431 over 19 courses in 2023/24.
Recommendation 2	Strengthen existing community relationships to continue partnerships with CityStudio, the Art Gallery of Algoma, and Sault Museum and develop partnerships with other Northern Ontario institutions (Nipissing, Lakehead) to share visiting artists and collaborate on enrichment experiences for students
Status:	<i>complete and ongoing</i>
Details:	In progress and ongoing. The program has been working to further develop multiple partnerships. City Studio was a strong partner for 1 year but does not seem to be operating at the same level in subsequent years, despite this we continue to collaborate with the City of Sault Ste. Marie on our public art courses. The program has presented year end exhibitions for Thesis students at the Art Gallery of Algoma and is working to further the partnership through additional means. The year end group exhibition for students in 1st, 2nd and 3rd year has been held at the Sault Museum for the past three years. The Museum has asked that the university purchase an institutional membership to support this partnership; (approximately \$1200) which also includes providing access and visits to the museum and its collections as well as hosting student internship placements for other university programs, however despite the Faculty of Humanities supporting a vote in favour of purchasing this membership the payment has yet to be made from the Dean's office as agreed up in the spring of 2024. Faculty will continue to follow up with the dean's office. The Visual Art program has also developed a partnership with the Sault Area Hospital. In the summer of 2023 a group of students started a mural in the long term care wing of the Sault Hospital. In the winter term of 2024 a full semester course was delivered which resulted in students creating a mural as well as working with local artists to install images of artwork in patient rooms all while learning to create artworks which are compatible with patients living with dementia and Alzheimer's. The SAH has requested that we collaborate with them to deliver additional courses to enhance patient and staff experience following the positive feedback from the first course. The program also worked with the International Mobility Office to deliver a GSO funded course in Finland in October 2024 titled Special Topics in Studio -

	Nuclear Waste Storage and Memory: A Cross-Cultural Exploration. In this course students learn about nuclear waste and the roles of artists in contributing to cultural memory of the waste sites, compare Finland's plans for waste storage with those currently being developed in Canada, as well as participating in 16mm filmmaking workshops and connecting with students from Aalto and Turku University.
Recommendation 3	Improve website infrastructure and include a gallery of student work, pictures of the studio facilities, and an "Alumni Profiles" page to highlight alumni achievement and offer prospective students clear examples of the possibilities that are open to BFA grads
Status:	<i>in progress</i>
Details:	In progress. With only one full time faculty this component is moving slowly due to lack of extra time and additional constraints due to the partial move (packing and unpacking of the studios, move and new space planning - see below). We are reaching out to a number of our alumni to conduct interviews and create alumni profiles that can be highlighted on the visual Art website.

3.0 ADDITIONAL INFORMATION

Please use the space below to report on anything the Department/Program believes is appropriate to bring to the Algoma University Senate concerning this program. Please outline and explain any circumstances that have altered the original Implementation Plan and any significant developments or initiatives that have arisen since the program review.

In the spring of 2023 the Visual Art Program was notified that Visual Art would need to be relocated to an alternate studio space due to the university needing our current spaces to build a level 2 biology lab. At that time we viewed various spaces available for lease. In late fall of 2023 the VISA and MUSC programs we encouraged to develop a plan for a School of the Arts that would involve the programs developing shared curriculum and would see both programs located in the Canal District of Sault Ste Marie and local developer Tony Porco was amenable to providing leased space and eventually a purpose built space for Visual Art in close vicinity to the current location of the Music Program. Work on School of the Arts visioning took place for a couple of months but was halted due to only partial support from the music program and the need of a longer term lease from the property owner. At that point (early winter 2024) planning for new VISA space was switched to the location previously selected at 1416 Wellington Street East. The program worked with the architects over the spring and summer to develop a suitable floor plan. A lease was secured and building permits applied for the renovations. The studios were disassembled and packed up into temporary storage over the summer months. In late summer (August 2024) the program was notified that the new spaces would not be ready for fall 2024 but would be ready for winter 2024. Over the past two months the program has asked for regular updates on renovation progress from Physical Plant and the Project manager for the move so that we can effectively plan for winter term courses (multiple of the planned courses would require the use of the printmaking studio). After our most recent request for an update (October 15th) we were informed by the project manager to inquire with the VPAR and the Dean (Humanities currently does not have a dean) for an update. To date (October 28th) we do not have any update regarding where our courses will be delivered for

winter 2024. This uncertainty in terms of studio space for the program is creating significant challenges in terms of being able to finalize winter rosters, conduct hiring for winter courses, and maintain student morale. At present we have a really excellent group of first year students with more Visual Art majors and BFA students than in many recent years whom we truly hope to be able to retain.

Implementation Plan (from Senate-approved Final Assessment Report)

For reference purposes only

Nr.	Recommendation	Responsible for Leading Follow-Up	Timeline for Addressing Recommendation	Required Resources
1.	Revise curriculum to make course titles more specific, and to ensure students acquire a sufficient grounding in Art History/Theory to support their studio-based degrees. Consider reducing the number of discipline specific courses at the third and fourth-year levels, in favor of interdisciplinary courses. The Review Committee recommends looking at comparable models from Indigenous epistemology in contemporary art and specifically adapting mutual and hybrid learning outcomes from Anishnaabe Inendamowin when revising PLOs	VISA faculty	Already underway and ongoing, aim to have 8 new or revised courses by end of 2023	Time - a course release for the sole FT faculty of the VISA program to allow for course development and program revision duties. Support in the form of Studio Tech would also help reduce workload as a significant amount of Pinheiro's time is spent supporting students in the studio.
2.	Strengthen existing community relationships to continue partnerships with CityStudio, the Art Gallery of Algoma, and Sault Museum and develop partnerships with other Northern Ontario institutions (Nipissing, Lakehead) to share visiting artists and collaborate on enrichment experiences for students	VISA faculty	Continue immediately and work on ongoing.	Time (same as above)
3.	Improve website infrastructure and include a gallery of student work, pictures of the studio facilities, and an "Alumni Profiles" page to highlight alumni achievement and offer prospective students clear examples of	VISA faculty and Communication s Office	Begin immediately and aim to be completed by end of summer 2023.	Time and support from the Communications office, small budget for honorariums for alumni.

	the possibilities that are open to BFA grads			Additional summer student position to help facilitate these initiatives.
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For reference purposes only