

Open Board of Governors

Algoma University - Board of Governors
CC 201 - SSM Campus / Virtual
2025-04-28 19:00 - 2025-04-28 20:00 EDT

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1. CALL TO ORDER

1.1. 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.

1.2. Chair's Opening Remarks

1.3. Declarations of Conflicts of Interest

2. CONSENT AGENDA

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

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6. BUSINESS ARISING - N/A

7. ITEMS FOR DECISION / DISCUSSION

7.1. Board of Governors By-law Revisions.....29

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.

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7.2. Appointment of Board Officer: Vice-Chair

MOTION: That the Board of Governors elects Arjun Batra to fill the vacancy in the Vice-Chair role for a period effective immediately through June 30, 2025, as recommended by the Governance Committee.

7.3. Election of Committee Co-Chairs: Risk & Finance Committee

MOTION: That the Board of Governors elects Margaret Mah and Rajat Marwah as Co-Chairs of the Risk & Finance Committee for a period effective immediately through June 30, 2025, as recommended by the Governance Committee.

8. NEW BUSINESS

8.1. Departing Governor

The Board acknowledges the departure and contribution of Jake Pastore who was appointed by the Lieutenant Governor in Council.

9. INFORMATION ITEMS - N/A

10. TERMINATION

MOTION: That the Board of Governors terminate the meeting.



Open Board of Governors Minutes

Algoma University - Board of Governors

3/31/2025 7:15 PM EDT

@ EW 205 (Doc Brown Lounge) - SSM Campus / Virtual

Attendance

Present:

Members: Arjun Batra (remote), Robert Battisti, Cecilia Bruno, Jonathon Cutz, Ian Grant (remote), Sonja Kosuta (remote), Kate Lamb (remote), Margaret Mah (remote), Rajat Marwah (remote), Jake Giacomo Pastore, Minion Paul (remote), Paul Quesnele, Donna Rogers, Nikki Shaw, Mario Turco

Guests: Craig Fowler, Lauri Green (remote), Istvan Imre, Jenna Mannone

Secretariat Office: Samantha Giuliani, Shannon Kelly, Nadya Ladouceur

Absent:

Members: Domanique Camara, Taylor Sayers

Secretariat Office: Faviola Graceni

1. CALL TO ORDER (Presenters: Robert Battisti)

The open session was called to order at 8:00 p.m.

1.1. Chair's Opening Remarks

The Chair noted that the Board of Governors meeting began in Closed Session where an acknowledgement of traditional territories was provided to commence the meeting.

The Chair welcomed K. Lamb, M. Mah and Dr. N. Shaw as new Board members and also welcomed back C. Bruno who was re-appointed by the Lieutenant Governor in Council for a second term and officially welcomed Dr. Donna Rogers, Interim President.

1.2. Declarations of Conflicts of Interest

None declared.

2. CONSENT AGENDA (Presenters: Robert Battisti)

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

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

2.1. OPEN Agenda for Board Meeting

2.2. OPEN Minutes for Previous Meeting

2.2.1. January 27, 2025

2.2.2. E-Votes

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

2.2.2.2. E-Vote: Election of Rob Battisti as Chair

3. APPROVAL OF MOTIONS MADE IN CLOSED SESSION

Motion: *That the Board approve the motions made in the closed session.*

Motion moved by Nikki Shaw and motion seconded by Sonja Kosuta.

Carried with one abstention.

The Acting Chair noted that the Board met previously in closed sessions on December 9, February 6, March 12 and 31. During these sessions, the Board approved motions pertaining to the following matters deemed as confidential in nature by By-law No. 1: Matters involving personnel, matters involving sensitive financial data or strategies, and matters involving third-party contracts, negotiations, or partnerships where disclosure may compromise the University's interests.

4. REPORT FROM THE INTERIM PRESIDENT (Presenters: Donna Rogers)

The Interim President noted that she met with Minister Nolan Quinn of the newly named Ministry of Colleges, Universities, Research Excellence and Security last week to advocated for increased government funding, and discuss the Minister's priorities in the upcoming term.

The Chancellor commended the Interim President for her dedicated service to the University and her willingness to take on this role as well as her previous serve as Interim Vice-President Academic and Research.

5. PRESENTATIONS - N/A

6. BUSINESS ARISING - N/A

7. ITEMS FOR DECISION / DISCUSSION - N/A

7.1. Annual Sexual Violence Report (Presenters: Lauri Green)

L. Green provided a brief overview of the 2023-24 Annual Sexual Violence Report, noting that an increase of reported incidents from the previous year which was mainly attributed to the establishment, awareness and built trust in reporting mechanisms.

7.2. Presidential Search & Appointment Policy

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.*

Motion moved by Sonja Kosuta and motion seconded by Minion Paul. Carried with one abstention.

The Chair of the Human Resources Committee noted that the policy was developed based on sector best practice and was reviewed and recommended by the Human Resources Committee.

A Board member inquired about the President's term length and renewal limit in the proposed policy inquiring if this had been a past practice of the University to which it was noted that this was put forward based on sector best practice and that the University had not had established a formalized past practice for such. A governor disagreed with this approach, expressing support for longer appointments.

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.*

Motion moved by Sonja Kosuta and motion seconded by Minion Paul. Carried with one opposition and one abstention.

7.3. Board Human Resources Committee (BHRC) Terms of Reference Revisions

Motion: *That on the recommendation of the Board's Human Resources Committee (BHRC), the Board of Governors approve the revisions to the BHRC terms of reference.*

Motion moved by Sonja Kosuta and motion seconded by Nikki Shaw.

Carried with one opposition and two abstentions.

In response to a question about the purpose of the proposed revisions, it was clarified that the changes were being proposed to support the presidential search process in alignment with the Presidential Search and Appointment Policy and procedures.

7.4. Notice of Motion: Board of Governors By-law Revisions

The Chair introduced a notice of motion pertaining to revisions to the Board of Governors By-laws for approval at the April Board meeting in accordance with the notice of motion provisions in the by-laws.

7.5. Code of Conduct for Governors Revisions

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.*

Motion moved by Mario Turco and motion seconded by Kate Lamb.

Carried.

The Interim Chair of the Governance Committee introduced the motion, noting that the proposed revisions were made to enhance clarity, ensure compliance with the revised Board By-law No. 1 and meet requirements of the Ontario's Not-for-Profit Corporations Act as well as maintain trust, mitigate risk and promote a culture of integrity.

7.6. Board Committee Policy

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

Motion moved by Sonja Kosuta and motion seconded by Ian Grant.

Carried with four abstentions.

The Chair of the Governance Committee introduced the changes to the Board Committee Policy and Procedures to noting the intention to provide overall clarity in roles, responsibilities and decision making processes pertaining to Board committees.

In response to a question about the role of the Board in delegating authority to committees, it was clarified that the policy provides a framework for establishing and reviewing the terms of reference for Board committees, noting that a delegation of authority would be included in such and approved by the Board.

8. NEW BUSINESS - N/A

9. INFORMATION ITEMS

9.1. Visual Art 18-month Status Report

In response to a question about the unmet need for a studio technician specified in the report, the President noted that the studio is in the process of relocating and that these are considered lagging indicators.

10. TERMINATION (Presenters: Robert Battisti)

Motion: *That Board of Governors terminate the meeting at 8:27 pm.*

Motion moved by Nikki Shaw and motion seconded by Mario Turco.

Carried.

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

April 2025

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

Boozhoo, Bonjour, Hello,

With the Spring term now on the horizon, we remain focused on delivering high-quality academic experiences, supporting student success, and preparing for the opportunities ahead.

Today's Board meeting coincides with Canada's federal election—an important moment that will undoubtedly shape the post-secondary landscape moving forward. We will be prioritizing outreach to newly elected officials, advocating for Algoma University and the unique needs of our students, particularly in light of ongoing provincial funding challenges and changes to international student policies.

Our goal is to ensure that the voices of our communities in Sault Ste. Marie, Brampton, and Timmins are heard and reflected in decisions that impact post-secondary institutions in Ontario and across the country.

Office of Research and Innovation (ORI)

Over the past several months, the ORI has conducted a comprehensive review of internal University practices and processes to identify opportunities for improvement, focusing on strategic priorities and institutional regulatory compliance. This review also included faculty engagement sessions aimed at gaining a deeper understanding of faculty needs and their research experiences. Building on this foundational work, and under the strategic oversight of the new AVP, Research and Graduate Studies, the ORI has initiated project plans to enhance several key operational areas.

Current initiatives include a revised project intake form for new grant submissions, individualized support for faculty to increase grant success rates, a professional development workshop series addressing research support needs, the creation of departmental key data collection frameworks, and the development of our EDI action plan. The ORI also continues to develop key target metrics to measure impact and guide ongoing process improvements for the next fiscal year.

Since January, the ORI has re-launched several internal funding competitions, including the Northern Ontario Heritage Fund Corporation (NOHFC) Workforce Development Program, Algoma University Promising Research Grant, Social Sciences and Humanities Research Council (SSHRC) Institutional Grant, Student Conference Fund, and the Algoma University

Research Fund. The ORI has also supported the administration of the Canada Graduate Scholarships–Master’s program and the submission of over ten external funding proposals.

National Centre of Excellence for Immersive Technology (NCOE)

The National Centre of Excellence for Immersive Technology team continues progressing strongly in education and industry engagement. Extended Reality (XR) courses are now available, with pathways to attract various audiences to engage with the NCOE and help us commercialize our product offerings. The team is working on registration processes and expanding corporate learning initiatives with industry partners. The Bodyswaps project remains active, providing students with immersive career tools and mock interview experiences that enhance employability skills.

On the innovation front, the team has recently submitted a Federal Economic Development (FedDev) application worth \$10.5M to support the new XR Accelerator program, set to launch in June 2025. This program will offer student internships with startups in the immersive tech sector.

Additionally, the Centre is preparing to open its Innovation Showcase space in May. To help establish its reputation and visibility, we will participate in high-profile events, including the Ontario Centre of Innovation (OCI) Discovery X and the Ministry of Economic Development, Job Creation and Trade (MEDJCT) Space Cluster meeting.

New Master’s Programs

We have made significant strides in the School of Graduate Studies, particularly in marketing our new master’s programs. Targeted promotional emails have been sent to current students and alumni, and one-page program overviews were distributed during the March Open House on the Sault Ste. Marie campus. The International Viewbook has also been updated to reflect these offerings. Social media advertising is currently being explored in collaboration with the Graduate Admissions and Marketing & Communications teams.

People & Culture Updates

The Ontario Secondary School Teachers’ Federation has served notice to bargain for a new collective agreement, with the current agreement set to expire on June 30. People & Culture anticipates bringing a bargaining mandate to the HR Executive Committee in May 2025.

Looking ahead, the team is preparing to launch an Employee Engagement Survey in May. This initiative will help establish a baseline of engagement across the University. As senior leadership, we are committed to sharing the results with staff and faculty and working collaboratively through any issues identified. The search for a new Chief Financial Officer is also actively underway.



Recruitment Updates

We are pleased to report a significant increase in domestic student confirmations for the upcoming academic year. To date, we have 323 confirmed new domestic students, more than double the 142 confirmations recorded at this time last year—a major milestone in our enrolment efforts.

A key driver of this growth is our Social Work program, which alone accounts for 164 of the confirmed students. This surge reflects the success of programming that is both in high demand and closely aligned with our strategic commitment to future-focused academic offerings.

Our recent Open House events were a resounding success across both campuses. Brampton hosted its Open House on March 8, drawing a record-breaking 100 prospective students, while the Sault Ste. Marie event on March 29 welcomed 140 prospective students.

Student Awards

This March, we proudly celebrated student excellence and community support at both the Brampton and Sault Ste. Marie campuses. On March 4, we held our inaugural Brampton Student Awards, followed by the 31st Annual Student Awards in Sault Ste. Marie on March 6.

In total, nearly \$20 million in scholarships and bursaries were awarded across 845 awards—100 in Brampton and 745 in Sault Ste. Marie. These awards represent more than financial assistance; they are an investment in our students' futures and a testament to the generosity of our donors and supporters.

Recent University Achievements

New Partnership: Algoma University and Sheridan College have recently signed a Memorandum of Agreement establishing a seamless pathway for Sheridan graduates to enter Algoma's Master of Computer Science program. Through this five-year agreement, eligible graduates of Sheridan's Honours Bachelor of Computer Science and Honours Bachelor of Computer Science (Mobile Computing) programs will receive direct admission, provided they meet academic requirements.

Innovation through AR / XR: Earlier this month, students and community members gathered at the George Leach Centre for an immersive learning experience focused on Great Lakes water protection. Presented through a Special Topics Biology course, the event featured *Biinaagami*—an 8m x 11m floor map developed by Canadian Geographic, enhanced by interactive Augmented Reality (AR) elements that brought environmental and cultural insights to life.

Study abroad programs: We also welcomed back eight students who participated in a transformative study abroad program in Colombia. This experiential learning opportunity



explored themes of peace, decolonial studies, racial and gender justice, and environmental governance. Led by the Faculty of Cross-Cultural Studies and the Institute of Peoples, Territories and Pedagogies for Peace, the course *Decolonizing Learning: Peace, Gender, and Territorial Rights* offered interdisciplinary insights into global justice and diplomacy.

Northern Ontario Business Case Competition: The Faculty of Business and Economics successfully hosted the 19th annual Northern Ontario Business Case Competition. Twelve teams competed in a high-pressure, real-world case study centred around 'Indigenous Business and Intellectual Property Rights in a Sustainable World.' Eleven teams from Algoma University's Sault Ste. Marie and Brampton campuses and one from Sault College participated.

Information Technology Updates

I can report that Colleague is now live. Over 2,000 students have created course plans, and over 1,000 have completed full registration. We do have some modules pending complete integration in finance, but the teams are manually working through them until a complete integration is successful. Cybersecurity training is also progressing well, with engagement across all seven modules, aiming to a higher adoption rate as we proceed into the next fiscal.

April Forums

Algoma's April Forums served as a vital platform for institutional updates and open dialogue with faculty and staff. Three virtual sessions were held across all three campuses, with over 330 participants in total.

The Forums were well-attended and the conversations productive, with thoughtful questions posed by faculty and staff.

To continue improving these sessions, the Communications team has distributed a follow-up survey to all participants, inviting feedback and suggestions. I am committed to reviewing this input and incorporating relevant improvements for the next Forums in August.

I am grateful to all my colleagues who have contributed to all these successful events and endeavours. And of course I extend my sincere thanks to all Algoma University Board members for your continued dedication to our 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

2025-26 Budget:
Protecting Algoma University's
Long-Term Future



Budget 2025-26: *Protect Algoma University's Sustainability & Long-Term Future*

Guiding Budget Principles

- Focus on academic excellence and student success
- Strengthen core programs
- Support and attract new students
- Preserve talent
- Prioritize faculty and staff well-being

Protection Strategies

Maximizing Core Strengths

- Sustainable academic programs
- Faculty and staff excellence
- First Nations, Métis, and Inuit partnerships
- Special Mission
- Makwa Waakaa'igan
- Professional and Continuing Education
- Small class sizes
- Personalized learning environment
- Research activities
- Bursaries and Scholarships
- Academic competitions
- Academic and community partnerships

Creating New Opportunities

- Three new master's programs
 - Master of Global Business and Economics
 - Master of Business Analytics
 - Master of Science in Computer Science
- Two new graduate certificate expansions
 - Cybersecurity
 - AI and Data Science
- EAF Funding from the Ministry of Colleges and Universities to streamline operations and achieve higher efficiencies.

Protection Strategies (cont)

Targeted Cost–Saving Measures

- Ongoing controlled hiring
- Streamlined department budgets
- Voluntary Exit Incentive Program
- Winding down the LEAP program
- Leaving vacant positions unfilled



Maximizing Core Strengths



Creating New Opportunities



Sustained Support for Student Success

- Algoma Mentorship Program
- Academic Advising and Tutoring
- Immigration Services
- Learning Centre
- Accessibility Services
- Student Mental Health Program
- Student Emergency Relief Fund
- Student Math and Writing Labs
- Bursaries
- Scholarships
- Student Leadership Development Conference
- Food Pantries

Ontario University Sector: Financial Context

2025-26	Sector Wide Financial Uncertainty	<ul style="list-style-type: none">• University sector deficits growing• Frozen domestic tuition and gov. funding• International student restrictions
2025-26	Algoma PAL allocation resulting in budget reductions	<ul style="list-style-type: none">• Budget 2,358 PAL at 50% conversion• 57% Reduction in enrolment levels

Ontario University Sector: Financial Context

Ontario Public Universities	2024-25 Forecast	2025-26 Budget
Ontario Public Universities facing deficit	11/23	12/23
Combined Operating Deficit	\$300M	\$359M

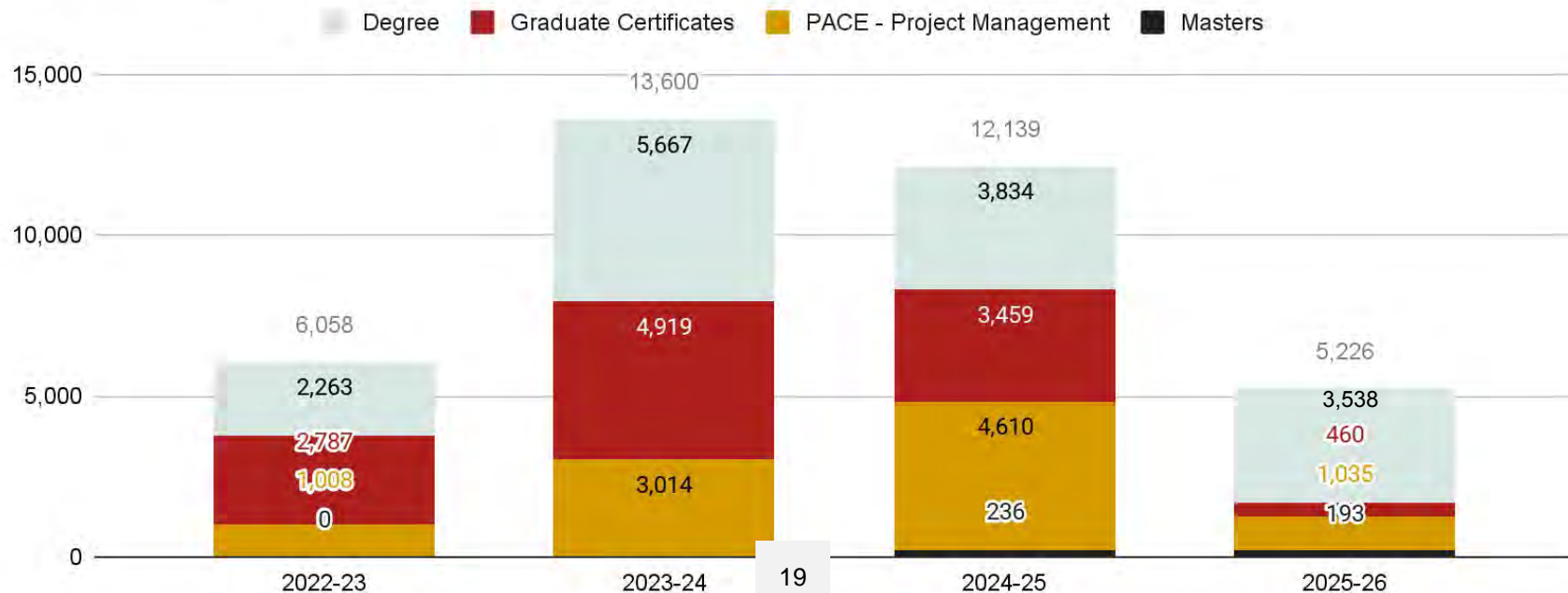
Top Five Pressures on Operating Budgets:

- | | |
|--|--|
| <ul style="list-style-type: none">● Frozen Domestic Tuition● Fixed Gov. Operating Funding● International Visa caps | <ul style="list-style-type: none">● General compensation expenses● Compensation post-Bill 124 |
|--|--|

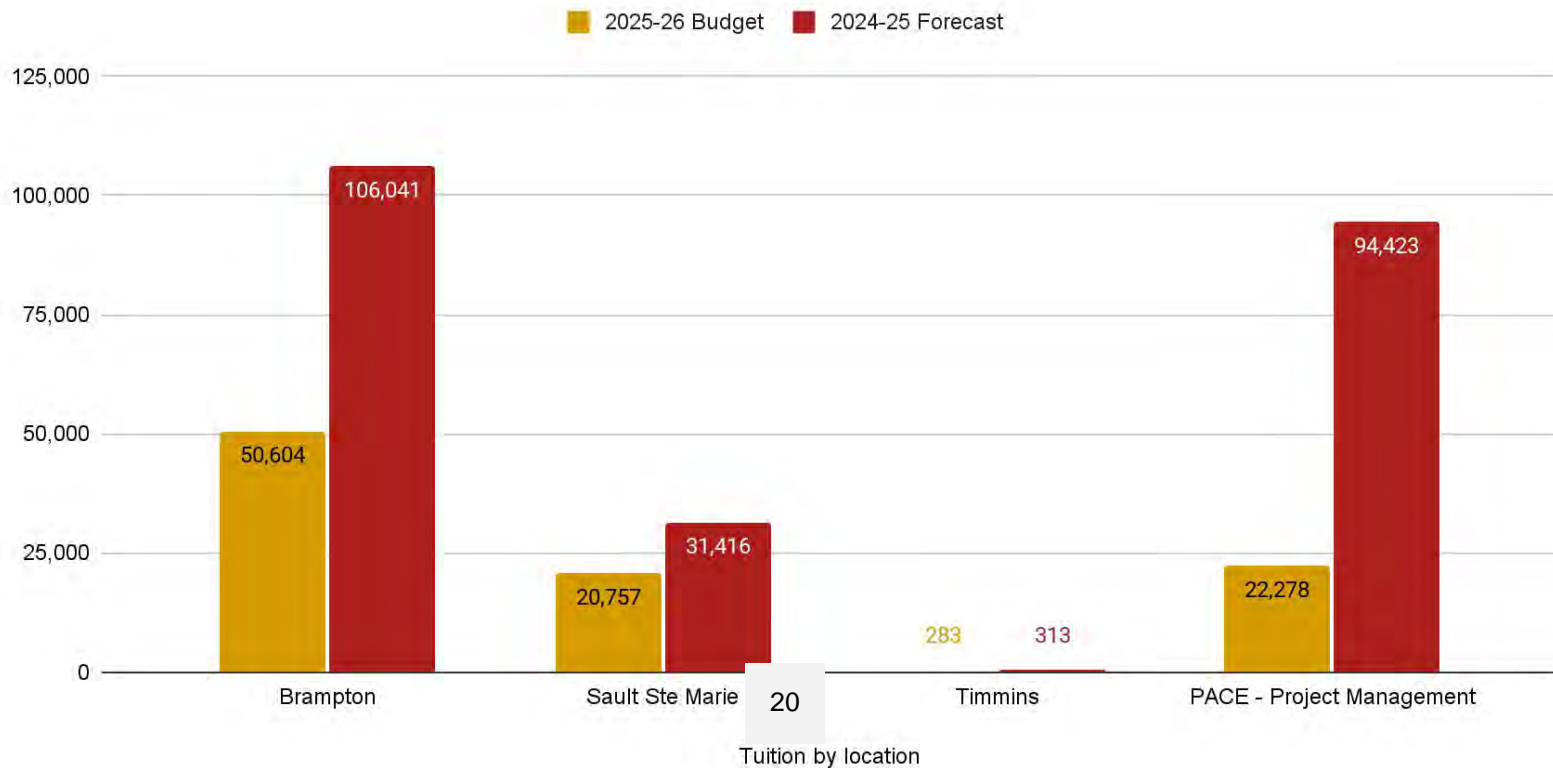
**Source Council of Ontario Universities Budget Survey, November 2024*

Enrolment Trend

Enrolment Trend - Program Type



2025-26 Operating Budget - Tuition Detail by Location



Tuition - Domestic and International

Domestic Tuition - Undergraduate Degree

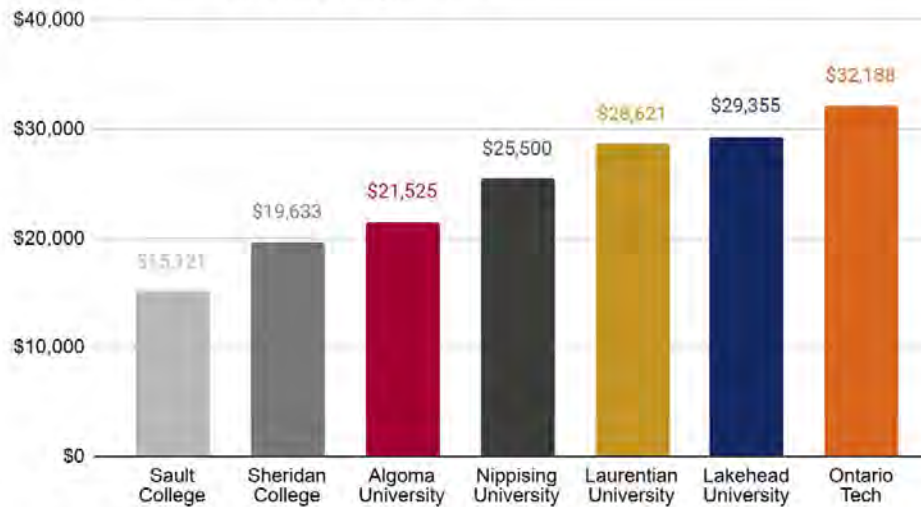
Background:

- Frozen since mandated decrease of 10% in 2018-19.
- Impact on today's budget
 - 10% reduction = \$580K
 - 10% reduction + lost average annual increase of 2% over 8 years = \$1.2M or total impact of 30%

International Tuition

- May 2024 Board approved up to 12% increase for 2025-26 international tuition
- Applied 5% which resulted in \$21,525
- Remain lowest public University in Ontario

International Tuition Comparison



2025-26 Operating Budget - Tuition Detail

<i>Amounts in thousands of Canadian dollars except FTE (Full Time Enrolment)</i>	FTE 2025-26	Budget 2025-26	Forecast 2024-25	Actual 2023-24
Tuition Breakdown				
Domestic	1,070	\$6,054	\$6,597	\$6,027
International Degree	2,543	54,738	59,613	63,932
International Master's	118	950	1,428	-
International Certificates	460	9,901	70,132	96,267
Tuition Academic	4,191	\$71,643	\$137,770	\$166,206
Tuition Professional and Continuing Education	1,035	\$22,278	\$94,423	\$92,418

2025-26 Operating Budget - Revenue

<i>Amounts in thousands of Canadian dollars</i>		Budget	Forecast	Actual
		2025-26	2024-25	2023-24
Revenue				
Student tuition - <i>Academic programs</i>		\$71,643	\$137,770	\$166,206
Student tuition - <i>Professional and Continuing Education</i>		22,278	94,423	92,418
Government grants		12,377	8,548	9,525
Sales and services		5,005	7,544	8,559
Research revenue		1,300	1,500	1,293
Donation and investment income		863	850	687
Interest income		5,865	9,962	13,196
Miscellaneous income		1,841	1,944	9,957
Amortization of deferred capital contributions		2,393	2,142	2,108
	23	\$123,565	\$264,683	\$303,949

2025-26 Operating Budget: Tuition Revenue Change Explained

In terms of tuition revenue, **the overall decrease is more than \$138M or 60% from 2024-25.**

The majority of that decrease is due to the end of business graduate certificates. Specifically, the 2-year business certificates are no longer eligible for post-grad work permits resulting in a decrease of over \$60M in tuition revenue, as well as the sunsetting of the Project Management Certificate through PACE, which results in a decrease of tuition revenue of \$72M.

In the prior year Certificates and PACE (Project Management) made up a combined **70%** of total tuition revenue, whereas in the budget it now makes up **34%** of total tuition.

2025-26 Operating Budget - Expenses

<i>Amounts in thousands of Canadian dollars</i>	Budget 2025-26	Forecast 2024-25	Actual 2023-24
Expenses			
Salaries and benefits	\$54,425	\$70,270	\$60,235
Program delivery	10,544	44,839	43,634
Operating and research	21,112	34,479	26,505
Advertising and communication	1,710	6,060	2,296
International agent commissions	7,017	17,672	37,775
Scholarships and bursaries	9,875	27,766	24,851
Amortization	5,710	5,495	5,044
Occupancy	11,837	12,875	9,308
Interest	310	68	74
	\$122,540	\$219,524	\$209,722

2025-26 Operating Budget Summary

Algoma University Statement of Operations (<i>amounts in thousands</i>)		2025-26 Budget	2024-25 Forecast	2023-24 Actual
Full Time Equivalent Enrolment		5,226	11,616	13,600
Revenue:				
	Student tuition	\$93,921	\$226,503	\$258,624
	Government grants for general operations	12,377	8,923	9,525
	Interest income	5,865	9,975	13,196
	Sales and services	5,005	7,524	8,559
	Research, donation and other revenue	6,396	6,012	14,045
		123,565	264,683	303,949
Expenses:				
	Salaries and benefits	54,425	70,270	60,235
	Program delivery	10,544	44,839	43,634
	Operating and research	21,112	34,479	26,505
	Advertising and communication	1,710	6,060	2,296
	International agent commissions	7,017	17,672	37,775
	Scholarships and bursaries	9,875	27,766	24,851
	Occupancy, amortization and interest	17,857	18,438	14,426
		122,540	219,524	209,722
Operating Surplus		\$ 1,025	\$ 45,159	\$ 94,227

Conclusion

It's important to let our community know that the passage of Algoma University's 2025-26 Budget will not automatically cause layoffs to happen or programs to be cut.

However, we must be realistic. Significantly declining revenues—due largely to a more than 50% decrease in our student population—mean the University must make prudent decisions and consider all options to protect our future and continue serving our students with integrity and care.



Chi-Miigwech
Merci
Thank you

Notice of Motion: Board of Governors By-law Revisions

Closed Agenda: 28 APR 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.

A notice of motion was presented to the Board during the Open Session on March 31, 2025, followed by an optional information session for all Governors on April 23, 2025. Feedback received by April 2, 2025 was also provided to Governors.

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) - Version 2 - 28 APR 2025
- B. By-Law No. 1 - Proposed Revisions (clean) - Version 2 - 28 APR 2025
- C. By-Law No. 2 - Proposed Revisions (MARKUP) - Version 2 - 28 APR 2025
- D. By-Law No. 2 - Proposed Revisions (clean) - Version 2 - 28 APR 2025

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 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 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. 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 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

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