

**AGM - Board of Governors**

Algoma University - Board of Governors  
CC 201 - SSM Campus / Virtual  
2025-06-23 16:30 - 17:15 EDT

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**1. CALL TO ORDER**

**1.1. Acknowledgement of Traditional Territories**

Ian Grant will provide a personalized land acknowledgement.

**1.2. Declarations of Conflicts of Interest**

All Governors who are included in specific motions for their election or appointment declare conflicts with such motions, and as such, will refrain from participating in the voting for such specific motions.

Members are advised that there is no conflict of interest for members participating in the motion voting for item 6.3.1. Appointment of 2025-2026 Board Committee Members, given that it is a duty of Governors to participate in committees as required.

**2. AGENDA FOR THE ANNUAL GENERAL MEETING**

MOTION: To approve the agenda.

**3. APPROVAL OF PREVIOUS MINUTES.....5**

MOTION: To approve the minutes of the June 20, 2024 Annual General Meeting.

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**4. ANNUAL CHAIR'S REPORT**

**5. INTERIM PRESIDENT'S REPORT.....11**

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**6. ITEMS FOR DECISION**

**6.1. Board Membership**

**6.1.1. Appointment of External Governors**

**6.1.1.1. Rob Battisti**

MOTION: That Rob Battisti be reappointed to the Board of Governors as an External Governor for a term effective July 1, 2025 through June 30, 2028, as recommended by the Governance Committee.

**6.1.1.2. Arjun Batra**

MOTION: That Arjun Batra be reappointed to the Board of Governors as an External Governor for a term effective July 1, 2025 through June 30, 2028, as recommended by the Governance Committee.

**6.1.1.3. Taylor Sayers**

MOTION: That Taylor Sayers be reappointed to the Board of Governors as an External Governor for a term effective July 1, 2025 through June 30, 2028, as recommended by the Governance Committee.

**6.1.2. Ratification of Election of Internal Governors.....15**

NOTE: Given that the Teaching Staff and Non-Teaching Staff election process concluded at 5pm on Friday June 13, 2025, the ratification recommendation from the Governance Committee is currently underway via e-vote. The Board will be updated on the results of this e-vote accordingly.

UPDATE: The Governance Committee e-votes on the Teaching Staff and Non-Teaching Staff elections have concluded, and ratification is recommended for both elections.

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1. Vrusha Rangrej - Personal Statement.pdf.....18

2. Dr. Dwayne Keough - Personal Statement.pdf.....21

3. Heather Douglas - Personal Statement.pdf.....23

**6.1.2.1. Student Governor (AUSU)**

MOTION: That the election of Vrusha Rangrej as the Student Governor (AUSU) for a one-year term starting July 1, 2025 and ending June 30, 2026 be ratified by the Board of Governors as recommended by the Governance Committee.

**6.1.2.2. Non-Teaching Staff Governor**

MOTION: That the election of Heather Douglas as the Non-Teaching Staff Governor for a three-year term starting July 1, 2025 and ending June 30, 2028 be ratified by the Board of Governors as recommended by the Governance Committee.

**6.1.2.3. Teaching Staff Governor**

MOTION: That the election of Dwayne Keough as the Teaching Staff Governor for a three-year term starting July 1, 2025 and ending June 30, 2028 be ratified by the Board of Governors as recommended by the Governance Committee.

**6.2. Officers of the Board: Chair, Vice-Chair, President & Secretary**

**6.2.1. Chair**

MOTION: To elect Rob Battisti as Chair of the Algoma University Board of Governors from July 1, 2025 to June 30, 2026 as recommended by the Governance Committee.

**6.2.2. Vice-Chair**

MOTION: To elect Kate Lamb as Vice-Chair of the Algoma University Board of Governors from July 1, 2025 to June 30, 2026 as recommended by the Governance Committee.

**6.2.3. Secretary**

MOTION: To appoint Paul Quesnele as Secretary of the Algoma University Board of Governors from July 1, 2025 to June 30, 2026 as recommended by the Governance Committee.

Committee.

**6.2.4. President and Vice-Chancellor**

MOTION: To appoint \_\_\_\_\_, the Interim President and Vice-Chancellor of Algoma University, as an Officer of the Board of Governors from July 1, 2025 to June 30, 2026.

**6.3. Board Committee Membership**

**6.3.1. Appointment of 2025-2026 Board Committee Members.....24**

MOTION: That the proposed 2025-2026 committee membership slate, including the Chair and Vice-Chair for each Committee, be approved, as recommended by the Governance Committee.

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**6.3.2. Election of Members to Other University Bodies**

**6.3.2.1. Board Member on Senate**

MOTION: To appoint Sonja Kosuta as the Board Member on Senate from July 1, 2025 to June 30, 2026 as recommended by the Governance Committee.

**6.4. External Auditors for Algoma University**

NOTE: As per By-law No. 1, as the financial statement and report of the auditor is not available, it will be presented at the next meeting of the Board of Governors immediately after such reports become available.

MOTION: To appoint KPMG as Algoma University's External Auditor until the next Annual General Meeting.

**6.5. Confirmation of By-law Repeal, Enactment and Amendments.....25**

MOTION:

WHEREAS the Board of Governors of Algoma University, at its meeting held on Tuesday, October 1, 2024, approved:

- The repeal of By-law Version 7.4; and
- The enactment of By-law No. 1, Version 1 and By-law No. 2, Version 1;

AND WHEREAS the Board of Governors subsequently approved amendments to By-law No. 1 and By-law No. 2 at its meeting held on Monday, April 28, 2025, with Version 2 of each By-law now in effect, subject to further amendment by the Board and confirmation by the Members as required;

BE IT RESOLVED THAT the Members of Algoma University hereby confirm:

1. The repeal of By-law Version 7.4;
2. The enactment of By-law No. 1, Version 1 and By-law No. 2, Version 1, as approved by the Board on October 1, 2024; and
3. The subsequent amendment to By-law No. 1 and By-law No. 2, as approved by the Board on April 28, 2025, with Version 2 being the current and operative versions of each respective By-law, unless and until further amended by the Board and confirmed by the Members as required.

AGM - 23 JUNE 2025 - Confirmation of By-law Repeal, Enactment and Amendments at AGM.pdf.....25

1. BOG By-law No. 1 Version 1 - Enacted October 1, 2024.pdf.....28  
2. BOG By-law No. 2 Version 1 - Enacted October 1, 2024.pdf.....45  
3. BOG By-law No. 1 Version 2 - Amended April 28 2025.pdf.....50  
4. BOG By-law No. 2 Version 2 - Amended April 28 2025.pdf.....67

**6.6. Ratification**

MOTION: That the ratification of all deeds, contracts, proceedings, appointments, elections and payments enacted by the Board of Governors since the last annual meeting on June 20, 2024 be approved.

**7. TERMINATION**

MOTION: That the Annual General Meeting of the Board of Governors be terminated.

**8. NOTE**

The Open Session of the Board will begin immediately following the end of the Annual General Meeting.



# AGM - Board of Governors Minutes

Algoma University - Board of Governors  
6/20/2024 4:30 PM EDT  
@ CC 201 - SSM Campus / Virtual

## Attendance

### Present:

Members: Arjun Batra (remote), Robert Battisti, Cecilia Bruno, Paul Dupuis, Sonja Kosuta (remote), Kelli-Ann Lemieux, Rose Linklater, Mike Moraca, Dionisio Nyaga, Elaine Pitcher, Paul Quesnele, Mario Turco, Asima Vezina, Isaac Withers

Guests: Dorinda Diotte, Craig Fowler, Mohamed El Kahlout, Michele Piercey-Normore, Rachel Tatasciore (remote)

External Guests: Anna Brown, Lightcast Professional Services (remote); Brian Kelly, Soo Star; Kenneth Armstrong, Soo Today

Secretariat : Samantha Giuliani, Shannon Kelly (remote), Nadya Ladouceur

### Absent:

Members: Taylor Sayers

## 1. CALL TO ORDER (Presenters: Mike Moraca)

### 1.1. Acknowledgement of Traditional Territories

M. Moraca provided a personalized land acknowledgement.

### 1.2. Declarations of Conflicts of Interest

All Governors who were included in specific motions for their election or appointment declared conflicts with such motions, and as such, refrained from participating in the voting for such specific motions.

Members were advised by the Secretary to the Board that there is no conflict of interest for members participating in the motion voting for item 6.7. Election of Committee Members, given that it is a duty of governors to participate in committees as required.

M. Moraca declared a conflict of interest with item 6.2. Election of External Member.

## 2. AGENDA FOR THE ANNUAL GENERAL MEETING

**Motion:** *To approve the agenda.*

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

Carried.

### **3. APPROVAL OF PREVIOUS MINUTES**

**Motion:** *To approve the minutes of the June 22, 2023 Annual General Meeting.*

Motion moved by Dionisio Nyaga and motion seconded by Isaac Withers.

Carried.

### **4. ANNUAL CHAIR'S REPORT**

The Chair provided an overview of the achievements of the Board this year, noting the university's strong financial position, highlighting the following milestones: 1. The development of a new 500-bed student residence in Brampton, a concrete step towards easing the housing crunch, supporting the growing student population, and building a comprehensive campus in downtown Brampton. 2. The addition of research space in SSM with the approval of a containment level (CL) 2 biosafety lab and an animal care facility to support growth and address health sciences gaps in Northern Ontario. 3. The approval of the Senate recommendation to create two new departments related to computer science. 4. The approval of the ratification of the collective agreement with the FT faculty union.

The Chair further highlighted steps taken to continue to strengthen its governance and align with best practices in the sector in light of the Auditor General of Ontario's Value-for-Money Audit, noting substantial progress made to complete a comprehensive review of the Board's By-laws and policies and the financial literacy training completed by the Board. From a shared governance perspective, the Chair noted the joint Board-Senate interactive session on shared university governance facilitated by Cheryl Foy during the Winter Board-Senate retreat and the Board retreat in Brampton which provided Governors an opportunity to visit the Brampton campus and engage with key partners. The Chair noted the Board's work to enhance its risk oversight through receiving routine emerging risks updates and bi-annual enterprise risk management reports as well as the development of, and recently approved, University's risk appetite statements. The Chair reiterated the Board's continued commitment to EDI and noted that the creation of the Office of the Secretariat strengthened the Board's ability to play its oversight role.

The Chair concluded by congratulating Board members for their continued dedication and service, the administration for their tireless work and efforts and the President for her unwavering commitment, leadership, and PhD accomplishment earlier this year.

### **5. ANNUAL PRESIDENT'S REPORT**

The President opened her presentation by congratulating graduands, highlighting the presence of Board members at the convocation ceremonies, and proceeded to highlight

key accomplishments included in her annual report touching on all six of her concrete deliverable goals for the new fiscal year.

It was clarified that the President presents a report at every Board and Senate meeting. Reports presented during open sessions as well as information about key projects are publicly available through press releases and different media channels, including social media. Internal communications include new forums developed by the Communications Team. The forums are a way to provide updates and hear the voices of faculty and staff from all three campuses. The first forums were held two months ago online. There will be three forums per year. The Communications team received positive feedback from internal stakeholders and are working on improving the format.

## 6. ITEMS FOR DECISION

### 6.1. External Auditors for Algoma University (Presenters: Mike Moraca)

**Motion:** *To appoint KMPG as Algoma University's External Auditor until the next Annual General Meeting.*

Motion moved by Robert Battisti and motion seconded by Cecilia Bruno.  
Carried.

### 6.2. Election of External Member (Presenters: Elaine Pitcher)

#### 6.2.1. Rajat Marwah

**Motion:** *To elect Rajat Marwah as an External Member for a first three-year term starting July 1, 2024 and ending June 30, 2027, subject to a satisfactory criminal records check as per policy.*

Motion moved by Elaine Pitcher and motion seconded by Mario Turco.  
Carried.

The Chair of the Governance Committee noted that the Governors who met with Mr. Marwah were impressed with their credentials and experience, especially their strong skillset in new builds, constructions, finance, and risk management, noting that Mr. Marwah was also bringing experience working internationally. The Chair noted Mr. Marwah's genuine interest expressed during the interview and presented a strong recommendation to the Board.

**6.3. Election of Internal Members (Presenters: Mike Moraca)**

The Chair indicated that the internal member nominations were tabled for a future Members Meeting.

**6.3.1. Non-Teaching Employees Member**

**6.3.2. Student Member**

**6.4. Appointment of Officers: Chair, Vice-Chair, & Secretary (Presenters: Mike Moraca)**

**6.4.1. Chair**

**Motion:** *To appoint Kelli-Ann Lemieux as Chair of the Algoma University Board of Governors from July 1, 2024 to June 30, 2025.*

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

**6.4.2. Vice-Chair**

**Motion:** *To appoint Rob Battisti as Vice-Chair of the Algoma University Board of Governors from July 1, 2024 to June 30, 2025.*

Motion moved by Kelli-Ann Lemieux and motion seconded by Dionisio Nyaga. Carried.

**6.4.3. Secretary**

**Motion:** *To appoint Paul Quesnele as Secretary of the Algoma University Board of Governors from July 1, 2024 to June 30, 2025.*

Motion moved by Mike Moraca and motion seconded by Dionisio Nyaga. Carried.

**6.5. Appointment of Signing Officers of the Corporation (Presenters: Mike Moraca)**

**Motion:** *To appoint the following Officers of the Corporation with signing authority in accordance with corporate financial policies from July 1, 2024 to June 30, 2025:*

- *Kelli-Ann Lemieux, Chair*
- *Rob Battisti, Vice-Chair*
- *Asima Vezina, President and Vice-Chancellor*
- *Kramer Rousseau, Acting Vice-President Finance and Operations*
- *Paul Quesnele, University Secretary*

Motion moved by Elaine Pitcher and motion seconded by Cecilia Bruno. Carried.

**6.6. Election of Committee Chairs (Presenters: Mike Moraca)**

**6.6.1. Risk & Finance Committee**

**Motion:** *To elect Rob Battisti as Chair of the Finance Committee (Risk and Finance Committee) from July 1, 2024 to June 30, 2025.*

Motion moved by Mike Moraca and motion seconded by Dionisio Nyaga.  
Carried.

**6.6.2. Nominating and Governance Committee**

**Motion:** *To elect Elaine Pitcher as Chair of the Nominating and Governance Committee from July 1, 2024 to June 30, 2025.*

Motion moved by Dionisio Nyaga and motion seconded by Isaac Withers.  
Carried.

**6.7. Election of Committee Members (Presenters: Elaine Pitcher, Mike Moraca)**

**Motion:** *To appoint members to Committees from July 1, 2024 - June 30, 2025 as per the membership roster recommended by the Nominating and Governance Committee, and that the Chair of the Board be authorized to appoint members to committees as necessary from time to time.*

Motion moved by Robert Battisti and motion seconded by Dionisio Nyaga.  
Carried.

It was clarified that Board members can express interest in serving on specific committees.

**6.8. Election of Members to Other University Bodies (Presenters: Mike Moraca)**

**6.8.1. Board Member on the Senate**

**Motion:** *To elect external Governor Sonja Kosuta as the Board Member on the Senate from July 1, 2024 to June 30, 2025.*

Motion moved by Elaine Pitcher and motion seconded by Kelli-Ann Lemieux.  
Carried.

**6.9. Ratification (Presenters: Mike Moraca)**

**Motion:** *That the Board of Governors approve the ratification of all deeds, contracts, bylaws, proceedings, appointments, elections and payments enacted by the Governors since the last annual meeting on June 22, 2023.*

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

**7. TERMINATION (Presenters: Mike Moraca)**

**Motion:** *That the Annual General Meeting of the Board of Governors meeting be terminated.*

Motion moved by Mike Moraca and motion seconded by Asima Vezina.

Carried.

## Interim President's Report

### Annual General Meeting

#### PURPOSE:

#### PREPARED BY:

 Approval Discussion Information

Dr. Donna M. Rogers, Interim President and Vice-Chancellor  
Ilham Punjani, CBTSS

### Introduction

As I near the end of my tenure as Interim President and Vice-Chancellor of Algoma University, I've taken time to reflect on the significant progress we've made together over the past several months—and the vital role played by Algoma's dedicated Board of Governors.

Though four months is a relatively short period, we have achieved meaningful milestones to safeguard the long-term future of the University, particularly the difficult but necessary decision to pause admissions to five low-enrolment programs demonstrates a shared commitment to financial sustainability and positions the University to respond effectively to key recommendations from the Auditor General's report.

As the University prepares to welcome a new Interim President and Vice-Chancellor, I am confident the Board will continue to lead with unity and purpose—consistently prioritizing the long-term sustainability and success of Algoma University in every decision it makes.

I am pleased to present the Board with a progress update on eight key presidential priorities initiated by Dr. Asima Vezina for 2024-25, and advanced further during my brief tenure as Interim President and Vice-Chancellor. These include significant developments in the following areas: Strategic Enrolment Management (SEM) Plan, Professional and Continuing Education (PACE), Ontario Mental Health and Addictions Research Institute (OMHARTI), Makwa Waakaa'igan, Risk Management Framework, implementation of the Auditor General's Recommendations, Organizational Structure, and the Student Information Management System (SIS).

Finally, I sincerely thank the Governors for your support during this time of transition and challenge. I believe deeply in Algoma University, its people, and the critical role it plays in each of our three campus communities, providing access to postsecondary education and limitless opportunities for our students' future. I know that this University will continue to thrive long into the future, in no small part thanks to your commitment to strong and prudent governance. Chi-miigwech.

### Strategic Enrolment Management Plan (SEM)

Algoma University's Strategic Enrolment Management (SEM) Plan outlines our commitment to diversifying the student body, enriching the academic experience, and advancing innovative programs that respond to the evolving needs of learners and society.

The Plan focuses on expanding access, supporting student success, and equipping graduates to thrive in a complex, interconnected world. I'm pleased to report that the strategy has been finalized, with six key SEM goals now identified to guide our efforts moving forward.

**Goal 1:** Enhance Student Recruitment and Retention

**Goal 2:** Expand Global and Local Partnership

**Goal 3:** Promote Diversity and Accessibility

**Goal 4:** Align Programs with Market Trends and Labor Market Demands

**Goal 5:** Foster Alignment of Resources with Enrolment Growth to Support Long-Term Financial Sustainability and Institutional Success

**Goal 6:** Drive Academic Innovation and Lead through Immersive Technologies

I'm also pleased to report that implementation of the SEM Plan is now underway. Sub-committees have been established for each of the six strategic goals, tasked with developing specific, actionable plans and clearly defined responsibilities—well ahead of the June 2025 target outlined in the Plan. The sub-committees are led by:

- Dr. István Imre, Vice-President Academic and Research
- Lorretta Neebar, University Registrar and Executive Director, Student Services
- Brent Krmptich, Associate Vice-President, International Affairs and Recruitment
- Martin Bayer, Vice-President Nyaagaaniid, Anishinaabe Initiatives, Equity, Diversity & Inclusion

Faculty members and Deans from across the university are actively engaged in this important work through their participation in the sub-committees.

The sub-committees will begin developing a detailed three-year implementation and monitoring framework, with quarterly milestones by end of June 2025 and we begin implementation of the enrolment strategy from June 2025 to May 2028.

### **Professional and Continuing Education (PACE)**

PACE continues to move full steam ahead on a multi-year strategic initiative aimed at developing high-quality online programs for domestic and international learners, reinforcing our commitment to accessible and industry-relevant education. I am pleased to report that five new PACE postgraduate certificate programs will launch in Fall 2025:

1. Information Technology & Infrastructure (1 year)
2. Information Technology & Infrastructure (2 years)
  - a. Cloud and Systems Engineering (CSE) Specialization
  - b. Network Infrastructure and Cybersecurity (NIC) Specialization
3. Supply Chain Operations & Analytics (1 year)
4. Advanced Supply Chain , Strategy & Innovation (2 years)

PACE also plans to introduce stackable micro-credentials in high-demand areas, with potential short-form programs in Business Leadership and Artificial Intelligence Ethics, beginning in 2025–26.

### **The Ontario Mental Health and Addictions Research Institute (OMHARTI)**

Significant groundwork has been laid for the launch of the Ontario Mental Health and Addictions Research and Training Institute (OMHARTI), positioning the initiative for a strong and strategic takeoff in the near future. Foundational planning, engagement, and early-stage development have created a solid platform from which the project can now advance.

By July 2025, OMHARTI will be formally designated as a separate non-profit research institute, with a defined governance structure, mandate, and long-term vision. The institute will support collaborative research with academic units at Algoma University and NOSM, as well as community programming. It will also build future capacity for fundraising and revenue generation, beginning in 2026–27. At the same time, institutional planning is advancing to support interdisciplinary academic offerings and research priorities—laying the groundwork for program launches focused on mental health and addictions management, research chair development, and grant applications in the following year. I am especially grateful to a team of dedicated faculty colleagues in Psychology who have taken the lead in creating relevant community-engaged academic programming that will support OMHARTI.

### **Makwa Waakaa'igan**

As the Board is aware, Maple Reinders began mobilizing on site during the week of March 17. A demolition permit was issued in early April, and the East Wing was subsequently disconnected from Shingwauk Hall. By the end of April, 90% of the demolition was complete, with only the concrete slab remaining.

Site infrastructure work has continued through May, with excavation for the new footings scheduled to begin later this month. I'm also pleased to share that the Makwa Waakaa'igan working group is planning an earth-turning event this summer, with preparations already underway.

### **Risk Management Framework**

As of May 2025, we've implemented a robust new risk management framework to support more informed and responsive decision-making across the university. This includes the development of Key Risk Indicators (KRIs), finalized with input from stakeholders across all functions.

From June, we aim to provide the Board with a risk dashboard, which is currently in production by the IT team and the BTO; this decentralized approach of data collation and a centralized dashboard is aiming to ensure data accuracy and integration across all portfolios for institution wide reporting.

The final phase will focus on embedding the framework into daily operations through targeted training and engagement from all portfolios, as we are still in the early awareness stages for risk based thinking. In the meantime, progress and emerging risks will continue to be reported to the Board's Risk and Finance Committee.

### **Auditor General's Recommendations**

Implementation of the Auditor General's recommendations is progressing. In response to Recommendation 8 of the 2022 report—and as part of the University's financial review of academic programs and commitment to sustainable academic offerings—the Board approved a one-year pause in admissions for five low-enrolment programs (History, Sociology, Music, Geography, and Visual Arts) on April 28. This is an incredibly important milestone, and I would like to sincerely thank the Board for its leadership on this key recommendation.

I'm also pleased to report that work is underway on Recommendation 15 through the BTO; the recommendation focuses on developing a framework for academic partnerships to ensure that all serve the best interests of students and researchers and enhance the University's reputation.

## **Organizational Structure**

I would like to inform the Board that while Algoma University's current organizational structure remains in place for now, significant planning and preliminary work are underway to support the achievement of the \$15.8 million savings and benefits target outlined in the 2025–26 budget. This includes ongoing analysis and scenario planning to ensure a thoughtful and strategic approach to future changes. I personally, and others in my office, are working with the CHRO to plan and deploy these targeted efficiencies in light of our reduced student enrolment, aligned to the 2025-26 budget.

## **Student Information System (SIS)**

For the information of the Board, Phase 2 planning for the new Student Information System (SIS) is underway, with a focus on resolving outstanding issues and implementing enhancements through bi-monthly agile sprints. Future phases are being reprioritized to accelerate the rollout of critical Financial and Expense Management systems.

Phase 1 is nearing completion, with only the finance modules remaining, which are scheduled for completion by the end of June. In the interim, stop-gap measures have been implemented to ensure continuity during the final stages of Phase 1 deployment.

## Ratification of Election of Internal Governors

**AGM Agenda: 23 JUN 2025**

**PURPOSE:**

**PREPARED BY:**

Approval     Discussion     Information

Shannon Kelly, Associate University Secretary

Nadya Ladouceur, Governance Lead

### 1.0 ACTION

The Members of the Corporation are being asked to ratify the election results of the listed internal Governors in accordance with the By-laws, thereby confirming the following individuals as members of the Board of Governors for the terms noted in each motion.

**MOTION:** *That the election of Vrusha Rangrej as the Student Governor (AUSU) for a one-year term starting July 1, 2025 and ending June 30, 2026 be ratified as the Board of Governors as recommended by the Governance Committee.*

**MOTION:** *That the election of Heather Douglas as the Non-Teaching Staff Governor for a three-year term starting July 1, 2025 and ending June 30, 2028 be ratified by the Board of Governors as recommended by the Governance Committee.*

**MOTION:** *That the election of Dwayne Keough as the Teaching Staff Governor for a three-year term starting July 1, 2025 and ending June 30, 2028 be ratified by the Board of Governors as recommended by the Governance Committee.*

### 2.0 EXECUTIVE SUMMARY

Over the past Board cycle revisions were made to the By-laws and a policy and associated procedures were approved by the Board surrounding the election of Internal Governors. Subsequently, the Governance Committee approved a motion delegating responsibilities for the administration of the election process to the Board Secretary.

The Secretariat Office met with the respective union of each constituency to review the new election procedures prior to initiating the process. Comprehensive handbooks were prepared to guide potential candidates, outlining the role and responsibilities of internal governors, eligibility criteria as set out in By-law No. 2, as well as details on the application and election processes and mandatory governance sessions were organized.

An overview of each election process has been provided in the analysis section and the links to each successful candidates' personal statements has been included in the attachments.

### 3.0 ALIGNMENT WITH UNIVERSITY STRATEGY

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

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

### 4.0 ANALYSIS

#### Student Governor (AUSU & SASA) Elections

The call for expression of interest for both Student Governor elections was issued on January 27, 2025, with elections taking place from March 20-21, 2025.

### *Student Governor (AUSU)*

- For the Student Governor (AUSU) position, six (6) applications were submitted. Of these, four (4) were completed and met the eligibility requirements.
- A total of 611 votes were cast out of 5730 eligible electors, resulting in a voter turnout of 10.7%, which is comparable to the turnout typically seen in student union elections.
- Six complaints were filed concerning three separate incidents. In line with the Policy on the Election of Internal Governors, the Secretary investigated each complaint, which led to the disqualification of one candidate. This decision was subsequently upheld by the Board of Governors via an electronic vote.
- Candidate Vrusha Rangrej was elected as the Student Governor (AUSU) with 40% of the votes. [Detailed Student Governor \(AUSU\) election results](#) are posted on the Board website.

### *Student Governor (SASA)*

- For the Student Governor (SASA) position, one (1) application was submitted; however, it was incomplete and therefore deemed ineligible.
- After careful consideration pertaining to student enrollment, it was decided that a by-election would be held during the fall term to fill the Student Governor (SASA) position.

## **Teaching Staff Governor and Non-Teaching Staff Governor Elections**

The call for expression of interest for the Teaching Staff Governor and Non-Teaching Staff Governor elections was issued on May 1, 2025, with elections taking place from June 9-10, 2025.

### *Teaching Staff Governor*

- For the Teaching Staff Governor position, two (2) applications were submitted, all of which were complete and met the eligibility requirements.
- A total of 60 votes were cast out of 89 eligible electors, resulting in a voter turnout of 67.4%.
- No complaints were filed.
- Candidate Dr. Dwayne Keough was elected as the Teaching Staff Governor with 55.9% of the votes. [Detailed Teaching Staff Governor election results](#) are posted on the Board website.

### *Non-Teaching Staff Governor*

- For the Non-Teaching Staff Governor position, four (4) applications were submitted, all of which were complete and met the eligibility requirements.
- A total of 98 votes were cast out of 210 eligible electors, resulting in a voter turnout of 46.7%.
- No complaints were filed.
- Candidate Heather Douglas was elected as the Non-Teaching Staff Governor with 47.4% of the votes. [Detailed Non-Teaching Staff Governor election results](#) are posted on the Board website.

## **5.0 RISK IMPLICATIONS**

The election process involved a comprehensive review of each applicant's eligibility, along with the completion of a criminal record check and reference check.

## **6.0 FINANCIAL IMPLICATIONS**

There are no financial implications.

## **7.0 COMMUNICATIONS STRATEGY**

The draft election results for each constituency have been posted on the website.

## **8.0 ATTACHMENTS**

1. Vrushra Rangrej - Personal Statement
2. Dr. Dwayne Keough - Personal Statement

3. Heather Douglas - Personal Statement
4. [Policy - Election of Internal Governors \(web link\)](#)
5. [Procedures - Election of Internal Governors \(web link\)](#)

## VRUSHA RANGREJ (SSM CAMPUS)

### Candidate For: Student Governor (AUSU)



#### Motivation

My motivation to serve on the Board of Governors stems from a profound and steadfast commitment to enhancing Algoma University into an outstanding institution for all students. My involvement with the Algoma University community began through volunteering with various teams, where I participated in numerous events and initiatives. This experience has progressed to my current role as an International Student Success & Well-being Student Assistant, a position that has provided me with invaluable insights into the diverse needs and challenges encountered by my fellow students.

Through my experiences, I have come to understand the importance of student & staff voices in informing and shaping university policies and direction. Providing a platform for these voices is essential to cultivating an inclusive and supportive environment for all members of our community. I aspire to act as a liaison between students and the administration—serving as an advocate who elevates the concerns, innovative ideas, and aspirations of students from diverse backgrounds. Throughout the academic and personal decision-making processes, I want every student and member of the community to feel acknowledged, heard, and valued. By participating on the Board of Governors, I aim to facilitate meaningful dialogue and contribute to the development of a vibrant community where every student has the opportunity to thrive and realize their full potential.

I am particularly motivated because I have witnessed how much students care about this university. Whether through events, clubs, or everyday conversations, I've seen how much students want to see Algoma U grow and succeed. I want to be part of that growth and help shape a university that truly reflects the values of its students. Plus, as an international student, I understand what it feels like to navigate a new environment and culture. I want to ensure that every student, regardless of their background, feels supported and valued here.

At the end of the day, I'm driven by my passion for what truly matters. I care about this university, I care about the students and staff, and I care about the promising future we're shaping together. I'm eager to be part of a team that prioritizes students as well as staff in every decision, and I'm ready to put in the hard work to make it a reality.

#### Unique Perspective

What sets me apart as a candidate is my unique blend of experiences and my ability to view situations from diverse perspectives. As an international student, I have navigated the challenges of adapting to a new country, culture, and learning environment. This journey has ignited my passion for fostering a more inclusive and supportive atmosphere for all. I understand the feelings of being out of place, and I am committed to ensuring that every student at Algoma U feels welcomed and valued.

Alongside my studies, working as an International Student Success & Well-being Student Assistant has been a really rewarding experience in leadership, communication, and problem-solving. Connecting with students and staff from different backgrounds has opened my eyes to their unique stories, helping me truly understand their challenges. These interactions have motivated me to make a difference by coming up with personalized solutions that address their individual needs.

I've worked closely with faculty and staff to put together some great programs and events that enhance the student experience. These initiatives have created a lively community and helped students succeed both academically and personally. Through these rewarding experiences, I've developed my proactive nature as a team player and a committed advocate for students, gaining the skills I need to make a real impact in their lives.

I think my fresh perspective comes from really being involved in university life. I make it a point to connect with students, which helps me keep my finger on the pulse of their discussions, interests, and challenges. Whether it's hitting up campus events, joining student organization meetings, or just having casual conversations, I try to get a sense of the sort of things students are excited about, what their goals are, and the challenges they face in their academic and social lives. This insight is super important for anyone on the Board of Governors. Decisions shouldn't just rely on numbers or top-down orders; it's crucial to get a feel for what's happening on the ground. This way, the strategies put in place match up with what the AU community needs and wants.

In conclusion, I have acquired valuable experiences that enhance my understanding of the challenges associated with university life. As a Student Life Volunteer, I engaged with my peers and gained insight into their needs and concerns. In my capacities as an Orientation Leader and Ambassador, I welcomed new students and assisted them during their transition, which further expanded my awareness of their difficulties. Currently, in my role as an International Student Success and Well-being Student Assistant, I support international students in adapting to university life and achieving success both academically and socially. Collaborating closely with faculty and staff has also provided me with a deeper understanding of the university's operations and the significance of fostering strong student-staff relationships. These experiences have equipped me to effectively advocate for policies that promote the well-being of students, faculty, and staff, thereby contributing to a more inclusive and supportive environment for all.

### Contribution

As a Student Governor, my role will involve bringing diverse viewpoints to discussions and contributing my insights to help shape decisions that impact the entire Algoma University community. I recognize the complexity of representing a diverse student body and understand that I may not be able to convey every individual perspective or detail from Board meetings. However, I am dedicated to ensuring that every voice is heard throughout the decision-making process. To achieve this, I will actively listen to my peers, gather their feedback, and incorporate their opinions into Board discussions. Simultaneously, I will draw upon my own experiences as a member of the Algoma University community, informed by my involvement in volunteer activities, my role as a student assistant, and my journey navigating university life.

My engagement in various capacities at Algoma University has provided me with valuable insights into the challenges and opportunities faced by students. I have honed my communication skills, collaborated with others to solve problems, and advocated for student needs. By partnering with fellow students, faculty, and staff, I have been involved in the creation of programs that yield positive outcomes, demonstrating that even minor changes can have significant impacts. These experiences have prepared me to contribute meaningfully to the Board's discussions and decisions.

I envision taking an active role in addressing the needs and concerns of the AU community. Specifically, I plan to advocate for initiatives that enhance the overall experience for individuals at Algoma University. This includes promoting improved mental health resources, providing strategic insights for expanding academic and financial support, and creating additional opportunities for student engagement within the community. By sharing my own experiences and ideas, I aim to effectively balance the interests of the collective body with the objectives of the university.

Being a Student Governor means making choices that help everyone at the university, not just the students. I know it's all about teamwork, so I'll be collaborating with other Board members to find solutions that fit with Algoma U's mission and values. I'll put in the effort to make sure everyone's perspectives are part of the conversation and that the decisions we make truly reflect the values of Algoma University. Therefore, I'm looking forward to the chance to share my skills, experiences, and passion for student advocacy with the Board of Governors.

**CONTACT INFORMATION****Office of the Secretariat**[secretariat@algomau.ca](mailto:secretariat@algomau.ca)**ISSUED BY THE OFFICE OF THE SECRETARIAT ON BEHALF OF THE BOARD OF GOVERNORS**[Algoma University Board of Governors](#)

## DWAYNE NICHOLAS KEOUGH (SSM CAMPUS)

### Candidate for: Teaching Staff Governor



#### Motivation

My motivation to express my interest in serving as a member of the Board of Governors as a teaching staff Governor is centred around my desire to support my academic community. I think it is important to listen to the members of the Board and to understand their thoughts and perspectives on governance. I also think it is important to have someone present that can express the opinion of a faculty member in a respectful and thoughtful manner. I would also like the Board members to know that I am a member of a First Nations Band. I am still learning about my heritage and I am committed towards learning more about our First Nations community members. In summary, I believe I can be that person who can respectfully listen and engage members in a collegial way that will help make Algoma University stronger in the years to come.

#### Unique Perspective

I believe that I have a strong set of skills that will allow me to present my unique perspective on various issues to the members of the Board of Governors. For instance, I have been the chair of the department of psychology for the last 3 years. As chair, I have expanded programming to the Brampton campus, I have assisted with the hiring of several new faculty and staff members, and I am facilitating the development of 3 new masters programs. Moreover, I pride myself on listening to my colleagues, I encourage an open and transparent dialogue, and I try to guide discussions on the greater good of the department rather than personal gain. I have also served as the chair of the research ethics board on different occasions. I wrote the research policy for the REB as well. Overall, I believe that my leadership style is open, engaging, and centred around fostering a collegial and productive work environment. My colleagues have placed tremendous trust in me and I believe that I can be a trustworthy member of the Board.

#### Contribution

This is a great question. I think this is a challenging time for Algoma University. With that said, I want to offer my services to provide a faculty member's perspectives so we can work towards a strong future for Algoma University. I respect the bicameral governance and I will respect that the Board has to make decisions that benefit the entire university. I would like you to know that this way of thinking and decision making is in line with my own approach to problem solving. For example, I noticed that there was a lack of student opportunities on campus, so I arranged for a colour run to take place. This event, at the time, was the largest community event that had taken place at AU. We raised money for ARCH, as I wanted to make a community impact beyond an event for students and the community to participate in. My thinking is always about how we can collectively make AU a better place. I know that my time on the Board may be best spent listening, but I think that is an important role. I want to understand, by listening, what the challenges are and how the board best thinks we can navigate them. If my opinion is warranted, then I will be happy to provide my input. I think it is a critical time where we can work together and correct course. I understand that you may want more specific details, but I think it is important that I state that while I have opinions about the strategic direction AU could take, I do not have sufficient details to offer it now. I am a scientist at heart and I would like to gather as much information as possible before making an objective decision. That is how I will best help shape our future, should it be desired.

**CONTACT INFORMATION**

**Office of the Secretariat**

[secretariat@algonau.ca](mailto:secretariat@algonau.ca)

**ISSUED BY THE OFFICE OF THE SECRETARIAT ON BEHALF OF THE BOARD OF GOVERNORS**

[Algoma University Board of Governors](#)

# HEATHER DOUGLAS (SSM CAMPUS)

## Candidate for: Non-Teaching Staff Governor

### Motivation

I have been connected to Algoma University in various capacities over the past decade—first as a student from 2011 to 2015, then as a staff member from 2017 to 2020, and again from 2023 to the present following the completion of my master’s degree. This continuity has given me a comprehensive understanding of the institution’s operations, culture, and evolution. It is from this position of experience and familiarity that I submit my interest in serving on the Board of Governors.

### Unique Perspective

Much of my work at Algoma has required collaboration across departments — engaging with faculty, staff, students, and external communities both locally and internationally. My early roles in recruitment allowed me to build connections across institutional units. It also required that I learn to clearly articulate the university’s Special Mission, values, and distinct history. These efforts were not just about student enrollment—they were about representing Algoma with accuracy and integrity. As I transitioned into admissions, I developed an understanding of the technical and procedural foundations that support academic operations. This work gave me insight into how policies and standards shape institutional culture and uphold the university’s accountability. Later, stepping into international recruitment during a financially pivotal period for the university, I observed how the institution navigated complex decisions with significant ethical and operational implications. This lent perspective on the trade-offs, risks, and consequences involved in institutional growth.

### Contribution

Alongside my work at Algoma, I have held roles, pursued studies, and collaborated on research across a range of higher education institutions in both domestic and international contexts. These experiences have exposed me to diverse models of governance, institutional priorities, and regional education systems. My master’s research, which focused on STEM pedagogy in the Democratic Republic of Congo, further expanded my understanding of global post-secondary frameworks and the challenges institutions face in rapidly changing environments. This broader exposure allows me to view Algoma’s opportunities and constraints with a comparative and strategic lens. The combination of internal and external experience has given me a balanced, practical perspective on how governance and operations intersect with institutional mission. I feel well-positioned to contribute to the Board’s work and am committed to supporting decisions that promote sustainable growth while keeping Algoma’s Special Mission at the center.

### CONTACT INFORMATION

Office of the Secretariat  
[secretariat@algomau.ca](mailto:secretariat@algomau.ca)

**ISSUED BY THE OFFICE OF THE SECRETARIAT ON BEHALF OF THE BOARD OF GOVERNORS**  
[Algoma University Board of Governors](#)

Members	Skills / Designations	Composition
<b>Audit, Risk &amp; Compliance Committee</b>		
Rob Battisti	Accounting, Finance	a) Chair of the Board
Margaret Mah (Committee Chair)	CPA, Finance, Accounting, Executive Mgmt	b) At least four (4) external members of the Board, at least one of which must hold a Chartered Professional Accountant (CPA) designation.
Ian Grant (Committee Vice-Chair)	Cybersecurity, Executive Mgmt	
TBD		
TBD		
<b>Finance, Investments &amp; Property Committee</b>		
Rob Battisti	Accounting, Finance	a) Chair of the Board
TBD	N/A	b) President
Rajat Marwah (Committee Chair)	CPA, Risk Mgmt, Finance, Cybersecurity, Executive Mgmt	c) Three (3) to five (5) external members of the Board, at least one of which must hold a Chartered Professional Accountant (CPA) designation.
Taylor Sayers	Risk Mgmt, Executive Mgmt, Cyber Security, Governance	
Arjun Batra (Committee Vice-Chair)	Real Estate, Risk Mgmt, Executive Mgmt, Governance	
TBD	N/A	d) Non-Teaching Employee member of the Board
TBD	N/A	e) Teaching Staff member of the Board.
<b>Governance Committee</b>		
Rob Battisti	Accounting, Finance	a) Chair of the Board
TBD	N/A	b) President
Dr. Sonja Kosuta (Committee Chair)	Governance, Risk Mgmt, Executive Mgmt	a) External members of the Board based on skills / experience
Arjun Batra	Real Estate, Risk Mgmt, Executive Mgmt, Governance	
Ian Grant	Cybersecurity, Executive Mgmt	
Taylor Sayers	Risk Mgmt, Executive Mgmt, Cyber Security, Governance	
<b>Board Human Resources Committee</b>		
Rob Battisti (Committee Vice-Chair)	Accounting, Finance	a) Chair of the Board
Kate Lamb (Committee Chair)	Legal, Executive Mgmt, Governance	b) Vice-Chair (Committee Chair)
TBD	N/A	c) President
Margaret Mah	CPA, Risk Mgmt, Finance, Cybersecurity, Executive Mgmt	d) Chair of Audit, Risk & Compliance Committee
Rajat Marwah	CPA, Finance, Accounting, Executive Mgmt	e) Chair of Finance, Investments & Property Committee
Dr. Sonja Kosuta	Governance, Risk Mgmt, Executive Mgmt	f) Chair of Governance Committee
Lauri Green	N/A	h) Chief Human Resources Offices Officer shall be a resource as necessary
<b>Ad-Hoc Board Executive Committee</b>		
Rob Battisti (Committee Chair)	Accounting, Finance	a) Chair of the Board (Committee Chair)
Kate Lamb (Committee Vice-Chair)	Legal, Executive Mgmt, Governance	b) Vice-Chair of the Board
Margaret Mah	CPA, Risk Mgmt, Finance, Cybersecurity, Executive Mgmt	c) Chair of Audit, Risk & Compliance Committee
Rajat Marwah	CPA, Finance, Accounting, Executive Mgmt	d) Chair of Finance, Investment & Property Committee
Dr. Sonja Kosuta	Governance, Risk Mgmt, Executive Mgmt	e) Chair of Governance Committee
TBD	N/A	f) President
TBD	N/A	g) Non-Teaching Employees Member
TBD	N/A	h) Teaching Staff Member
<b>Board-Senate Liaison Committee</b>		
Rob Battisti (Committee Co-Chair)	Accounting, Finance	a) Chair of the Board (Co-Chair with the Speaker of Senate)
Arjun Batra	Real Estate, Risk Mgmt, Executive Mgmt, Governance	b) Two external members of the Board
Cecilia Bruno	CPA, Finance, Accounting	

## Board of Governors By-law Repeal, Enactment and Amendments - Confirmation at AGM

AGM Agenda: 23 JUNE 2025

**PURPOSE:**

**PREPARED BY:**

Approval     Discussion     Information

Paul Quesnele, University Secretary

Faviola Graceni, Manager, Policy & Privacy

### 1.0 ACTION

To inform the Board of Governors —and provide an opportunity for questions, if any—that, in accordance with **Board By-law No. 1, Section 18.1** and **Section 17(2) of the Ontario Not-for-Profit Corporations Act, 2010 (ONCA)**, the initial repeal and subsequent amendments to the By-laws approved by the Board over the past year must be presented to the Members of the Corporation for confirmation at the next scheduled Members meeting which is the **Annual General Meeting (AGM)**, scheduled for **Monday, June, 23 2025**.

The following motion is being proposed:

**WHEREAS** the Board of Governors of Algoma University, at its meeting held on Tuesday, October 1, 2024, approved:

- The **repeal** of By-law Version 7.4; and
- The **enactment** of By-law No. 1, Version 1 and By-law No. 2, Version 1;

**AND WHEREAS** the Board of Governors subsequently approved amendments to By-law No. 1 and By-law No. 2 at its meeting held on Monday, April 28, 2025, with **Version 2** of each By-law now in effect, subject to further amendment by the Board and confirmation by the Members as required;

**BE IT RESOLVED THAT** the Members of Algoma University hereby confirm, as recommended by the Governance Committee:

1. The repeal of By-law Version 7.4;
2. The enactment of By-law No. 1, Version 1 and By-law No. 2, Version 1, as approved by the Board on October 1, 2024; and
3. The subsequent amendments to By-law No. 1 and By-law No. 2, as approved by the Board on April 28, 2025, with Version 2 being the current and operative versions of each respective By-law, unless and until further amended by the Board and confirmed by the Members as required.

### 2.0 EXECUTIVE SUMMARY

Board By-law No. 1, Section 18.1 states:

*“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.”*

This provision is consistent with the Ontario Not-for-Profit Corporations Act, 2010 (ONCA), which provides that by-law amendments passed by the Board remain **provisionally in effect** only until confirmed by the membership at the next AGM. Accordingly, the repealed By-law No.1 (with **Round 1 and Round 2** of proposed

by-law revisions incorporated) along with the new By-law No. 2 (with its subsequent revisions incorporated) will be included in the **2025 AGM agenda and meeting materials** for formal confirmation. A motion to confirm the repeal of By-law Version 7.4, enactment of By-law No.1 (and subsequent amendments) and By-law No.2 (and subsequent amendment), will be presented to the membership and will require approval by **ordinary resolution**.

### 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 support a specific strategic pillar, it ensures the university's compliance with ONCA and Board By-law No. 1, which supports good governance and accountability.

### 4.0 ANALYSIS

- At the University, the Board and its members serve a dual role due to the institution's single class of membership. Governors on the Board make up both the governing body of the University and the membership of the Corporation, under the *Algoma University Act, 2008*. While it may appear unusual that by-law amendments approved by the Board must also be confirmed by the same body, this step is a formal procedural requirement mandated by the ONCA to ensure compliance and uphold good governance practices.
- Due to timing considerations and the progress of the Governance Committee's ongoing review, only By-law No.1 Version 2 and By-law No.2 Version 2 revisions will be included in this year's members' confirmation motion and AGM package. The confirmation by the membership of the following additional revisions in progress will likely take place at future members' meeting held in the 2025-2026 Board Cycle or at the 2026 AGM:
  - By-law No.1 Version 3 Revisions - intended to be approved at the Board's June Open Meeting;
  - By-law No.1 Version 4 Revisions - a notice of motion being brought forward at the Board's June Open Meeting to signal the intent to approve Round 3 at a subsequent meeting, likely in early fall 2025; and
  - Any additional revisions proposed during the 2025-2026 Board Cycle.

### 5.0 RISK IMPLICATIONS

This step is required to maintain compliance with both the internal governance framework and external legislative requirements under ONCA. It ensures transparency, proper governance practices, and legal enforceability of the revised by-laws.

### 6.0 FINANCIAL IMPLICATIONS

There are no financial implications.

### 7.0 COMMUNICATIONS STRATEGY

There is no required communications strategy at this time.

### 8.0 ATTACHMENTS

1. By-law No.1 Version 1 - Enacted October 1, 2024

2. By-law No.2 Version 1 - Enacted October 1, 2024
3. By-law No.1 Version 2 - Amended April 28, 2025
4. By-law No.1 Version 2 - Amended April 28, 2025

# Algoma University

## Board of Governors By-law No. 1

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

### Version 1

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Enacted October 1, 2024

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

- 1.1. Section 17 (1) of the Algoma University Act, 2008 empowers the Board of Governors to make By-laws for the conduct of its affairs.
- 1.2. The objects of the University are the pursuit of learning through scholarship, teaching, and research within a spirit of free enquiry and expression.
- 1.3. It is the special mission of the University to:
  - 1.3.1. be a teaching-oriented university that provides programs in liberal arts and sciences and professional programs, primarily at the undergraduate level, with a particular focus on the needs of northern Ontario; and
  - 1.3.2. cultivate cross-cultural learning between aboriginal communities and other communities, in keeping with the history of Algoma University College and its geographic site.

## 2. DEFINITIONS & INTERPRETATION

### Definitions

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

**Anishinaabe:** means First Nations, Metis, and Inuit people

**Act:** means the Algoma University Act, 2008

**Articles:** means Articles of the Incorporation, also known as Letters Patent, which established Algoma University College;

**Board:** means the board of governors of the University

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

**Teaching staff:** means professors, associate professors, assistant professors, lecturers, associates, instructors, tutors and all others employed to do the work of teaching or giving instruction and includes persons employed to do research at the University, (“corps professoral”). As defined in Algoma University Act, 2008. For the purposes of this by-law Teaching staff is also referred to as Faculty.

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

**President:** means the President of the University

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

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

**External member:** means any Governor who is not a student of the University or an employee of the University

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

**Senate:** means the senate of the University

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

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

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

**Interpretation:**

- 2.1. The provisions of this By-law which refer to specific administrative positions, such as but not limited to the President, shall continue to be effective despite changes made to the title for these positions from time to time.
- 2.2. References in this By-law and in resolutions of the Board to the Act shall, unless the context otherwise requires, mean and include the Algoma University Act, 2008, and any amendments thereto from time to time or any act that may hereafter be substituted therefore.
- 2.3. Other than as specified in Definitions, all terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.
- 2.4. The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles, the Act, or the Not-for-Profit Corporations Act, 2010, the provisions contained in the Articles or legislation, as the case may be, shall prevail.

**3. COMPOSITION OF THE BOARD**

- 3.1. There shall be one class of members of the University. Membership in the University shall be restricted to those individuals who are also sitting members of the Board. Membership in the corporation is not transferable and shall automatically cease upon the individual ceasing to be a Governor.
- 3.2. For the purposes of this By-law, membership Board cycle means the twelve-month period beginning on July 1 and ending June 30.
- 3.3. In accordance with the Act and the By-Laws, the Board shall by Special Resolution determine the number of Members for each Board Cycle. All members shall be voting members having one (1) vote unless otherwise listed.
- 3.4. In accordance with Section 8 (1) of the Act, the Board of Governors shall consist of not less than 12 and not more than 30 members as follows:

3.4.1. Internal Members

3.4.1.1. President and Vice-Chancellor

3.4.1.2. Teaching Staff Governor

3.4.1.3. Student Governor who is a member of the Algoma University Student Union (AUSU)

3.4.1.4. Non-Teaching Staff Governor

3.4.1.5. Other members appointed by the Board as per the Act, Section 8(1) sub-section 7

- Senate Member

- Student Governor who is a member of the Shingwauk Anishinaabe Students Association (SASA)

3.4.2. External Members

3.4.2.1. Chancellor

3.4.2.2. Lieutenant Governor in Council Members

3.4.2.3. Other members appointed by the Board as per the Act, Section 8(1) sub-section 7 from the Community at Large.

3.5. At least 60 percent of the members of the Board shall be external members.

3.6. When appointing members to the Board, the Board shall strive to identify highly qualified candidates whose appointments will be representative of the mission of the University, the broad area served by the University, and the functional needs of the Board. A minimum of four Board members shall be appointed as representatives of Anishinaabe organizations and/or communities.

3.7. The term of office for an elected or appointed Governor shall not be more than three years.

3.8. The term of office for a Governor who represents students shall be one year.

3.9. If, during their term of office, a Governor elected or appointed under subsection 3.4 ceases to be eligible for election or appointment to the Board, such individual thereby ceases to be a Governor, unless permitted otherwise by the Act.

3.10. Despite 9, if a student Governor graduates during their term of office, they may continue to sit as a Governor for the remainder of their one-year term.

3.11. A Governor is eligible for reappointment or re-election.

3.12. All Governors, except for the Student Member, shall be eligible for re-appointment subject to a max of six (6) consecutive years as outlined in the Act (with the exception of the Chair in accordance with Section 11(3) of the Act), but are eligible for reappointment or re-election after one (1) year's absence from the Board.

3.13. Eligibility criteria for all governor positions within the Board will be determined in accordance with By-law No.2.

- 3.14. The Board reserves the right to exercise discretion in appointing individuals to its membership and retains the authority to make final decisions regarding governor appointments, except for those appointed by the Lieutenant Governor in Council.
- 3.15. Each Governor shall be appointed or elected by a resolution passed at a meeting of the Members holding office at the time of such election or appointment, in accordance with Board policies.
- 3.16. An individual who is appointed or elected to hold office as a Governor must provide consent in writing to hold office within ten (10) calendar days after the election or appointment. This does not apply to Governors who are re-re-elected or re-appointed.
- 3.17. A vacancy on the Board occurs if,
  - 3.17.1. the Governor's term expires;
  - 3.17.2. the Governor resigns or dies;
  - 3.17.3. a member resigns or ceases to be eligible for appointment or election to the Board before the end of their term;
  - 3.17.4. a member is incapable of continuing to act as a member and the Board by resolution declares the membership to be vacated;
  - 3.17.5. the Board by resolution declares a membership to be vacated for failure to attend three consecutive regularly scheduled meeting or for having less than an overall attendance record of seventy percent (70%) Board and Committee meetings combined within the annual Board Cycle, unless on an approved Board leave; or
  - 3.17.6. the Board by Special Resolution declares a Governor to be removed from the Board.
- 3.18. If a vacancy occurs on the Board, the Board shall:
  - 3.18.1. determine whether or not to fill the vacancy, and
  - 3.18.2. if the vacancy is to be filled, appoint or elect the new member in accordance with the same procedure as applied to the appointment or election of the member being replaced.
- 3.19. A person who fills a vacancy under subsection 3.17 shall hold office for the remainder of the term of the member they are replacing. A person elected or appointed under subsection 3.17 may be re-elected or reappointed upon the expiry of the term that they were elected or appointed to complete, but is eligible for further re-election or reappointment only after one year's absence from the Board.
- 3.20. The commencement of a Board Member's term shall be July 1 of each year unless an appointment is made mid-term to replace a vacated position on the Board. The retirement date shall be June 30th of each year.
- 3.21. Membership in the University, and therefore the Board, ends where a Governor's office is vacated as defined in subsection 3.17 of this By-law.
- 3.22. In compliance with applicable legislation, the Board has the right to discipline and/or remove a Governor and shall set policies defining when and how the Board will exercise such power and the manner in which a Governor shall be disciplined or be removed.

#### **4. OFFICERS OF THE BOARD**

- 4.1. The Board shall elect annually a Past Chair, Chair and Vice-Chair from its external members and shall fill any vacancy in the office of Chair or Vice-Chair from among such members.
- 4.2. The Chair shall preside over the meetings of the Board and, if the Chair is unable to act or if the position is vacant, the Vice-Chair shall act in their place and, if both the Chair and Vice-Chair are unable to act, the Board may appoint an external member to act temporarily in their place.
- 4.3. The Secretary, who shall be Secretary of the Board, shall be appointed by the Board, and shall hold office during the pleasure of the Board. Unless otherwise determined by the Board, in the absence of the Secretary, an Acting Secretary designated by the Secretary to so act, shall perform the duties of the Secretary of the Board. To be consistent with Board by-laws, the University President will act as the Secretary to the Board unless the Board of Governors decides otherwise.
- 4.4. Three or more officers of the Board shall be appointed annually by the Board. One of these officers shall be the President. Two or more officers including the secretary will be appointed annually on a recommendation by the president. Officer means they have signing authority for the University as per article 12.
- 4.5. The Secretary shall attend all meetings of the Board and shall:
  - 4.5.1. enter or cause to be entered in books for that purpose, Minutes of all proceedings.
  - 4.5.2. provide copies of such Minutes to all Board members as soon as possible.
  - 4.5.3. Give, or cause to be given, all notices required to be given to members of the Board as well as agenda and related documents as may be necessary for a meeting.
  - 4.5.4. Be responsible for arrangements for meetings.
  - 4.5.5. Be the custodian of the Minutes Book, papers, records, documents, and other instruments of the Board.
  - 4.5.6. Be responsible for the dissemination of decisions or instructions by the Board to all parties concerned unless otherwise directed by the Board, and
  - 4.5.7. Perform such other duties as may from time to time be prescribed by the Board or required by law.

#### **5. POWERS AND DUTIES OF THE BOARD**

- 5.1. Except for matters specifically assigned to the senate under section 24 of the Algoma University Act, 2008, the Board is responsible for governing and managing the affairs of the University and has the necessary powers to do so, including the power,
  - 5.1.1. to determine the mission, vision, and values of the University in a manner that is consistent with the objects and special mission of the University;
  - 5.1.2. to appoint and remove a Chancellor;
  - 5.1.3. to appoint and remove the President;

- 5.1.4. to appoint, promote, suspend, and remove members of the teaching staff and non-teaching employees of the University, subject to subsection 5.2;
  - 5.1.5. to fix the number, duties, and salaries and other benefits of the teaching staff and the non-teaching employees of the University;
  - 5.1.6. to appoint committees and assign or delegate to them such duties and responsibilities as may be directed by the Board, including authorizing them to act on behalf of the Board in the matters specified in the by-laws;
  - 5.1.7. to approve the annual budget of the University and to monitor its implementation;
  - 5.1.8. to establish and collect fees and charges for tuition and other services that may be offered by the University or that may be approved by the Board on behalf of any organization or group of the University;
  - 5.1.9. to regulate the conduct of students, staff, and all persons who use the property of the University, including denying any person access to the property;
  - 5.1.10. to define the following terms: staff, manager, professor, associate professor, assistant professor, lecturer, associate, instructor, and tutor;
  - 5.1.11. to conclusively determine which body within the University has jurisdiction over any matter, and
  - 5.1.12. to make by-laws, resolutions, and rules for the conduct of its affairs.
  - 5.1.13. required as being necessary and incidental to their exercise in order to uphold the Objects of the University and achieve its Special Mission.
- 5.2. The Board shall not appoint, promote, suspend, or remove a member of the teaching staff or a non-teaching employee of the University, except on the recommendation of the President of the University who shall be governed by the terms of any applicable commitments and practices of the University.
- 5.3. **Standard of Care:** Governors and officers of the University in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the University and each Governor and each officer of the University shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- 5.4. **Confidentiality:** Governors must abide by their duty of confidentiality with respect to Board matters in accordance with the By-laws, policies or other requirements or other requirements set out by legislation.
- 5.5. **Annual Attestations:** Members of the Board are required to sign annual attestations as set out in Board policies or legislation.
- 5.6. The By-Laws of the Board shall be open to examination by members of the public during normal business hours. The Board shall publish their By-Laws from time to time in such manner as they consider proper.

## 6. MEETINGS OF THE BOARD

- 6.1. Regular, special and annual meetings of the Board shall be held at a campus of the University or elsewhere as may be determined by the Chair. The Board shall hold a minimum of four regular meetings per year. The dates and times of such meetings shall be established from time to time by the Board.
- 6.2. The annual meeting of the Board will be held within six months of the fiscal year- end. Business at the Annual Meeting is not limited to, but may include the following items:
  - 6.2.1. the report of the Board Chair;
  - 6.2.2. the report of the President & Vice-Chancellor;
  - 6.2.3. the financial statement and report of the auditor;
  - 6.2.4. the appointment of the auditors;
  - 6.2.5. the election of the Chair and Vice-Chair shall also be conducted by ballot if a vote is required;
  - 6.2.6. if these reports are not available, the reports will be presented at the first meeting of the Board of Governors or, where applicable, at the next Board meeting immediately after such report(s) become available.
- 6.3. Notice in writing of the time and place of each regular meeting shall be sent to each Governor by prepaid post or by electronic transmission addressed to the member's address, as it appears in the records of the Board, and such notice shall be given at least seven (7) calendar days before the time of the meeting, except that at least ten (10) calendar days notice shall be provided for the Annual Meeting. Such notice shall specify in reasonable detail the matters, other than those of a routine nature, which are to be dealt with at the meeting. No error or omission in giving notice of any annual or regular meeting or any adjourned meeting of the members of the Board shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting. Public notice of meetings, annual or general shall be given, at minimum, by website.
- 6.4. Notice so given or made shall be deemed to have been given or made and to have been received at the time that the electronic transmission was sent, or within five (5) calendar days if sent by prepaid post, to Governors.
- 6.5. Special meetings of the Board shall be held at the call of the President, Chair, or, in the event of the Chair's absence or inability to act, at the call of the Vice-Chair and may also be called at the written request of not fewer than 1/3 of the Governors.. Such meetings may be held at any time and at any place in the City of Sault Ste. Marie or its environs.
  - 6.5.1. Notice in writing of the time and place of each special meeting shall be sent to each Governor by prepaid post or by electronic transmission addressed to the member's address as it appears in the records of the Board, with transmission of such notice initiated at least seventy-two (72) hours before the time of the meeting. Such notice shall specify in reasonable detail the purpose for which the meeting is called.
  - 6.5.2. In extenuating circumstances, a special meeting of the Board may be held at any time and at any place with less than seventy-two (72) hours' notice if all Governors are present

thereat or have given consent that the meeting occur. Individual Governors' consent will be assumed for the meeting to occur in the case that a Governor cannot be reached despite every reasonable effort to do so.

- 6.5.3. On matters of an urgent nature, the Chair may authorize the Secretary to conduct a telephone or electronic poll of all Board members for the guidance of the Executive Committee in acting on behalf of the Board.
  - 6.5.4. With the exception of provisions stated otherwise in this By-law, the Board shall conduct its meetings using electronic meeting services designated by the University. These services must support anonymous voting and display the identities of participants, identify speakers seeking recognition, display, or allow access to the text of pending motions, and show the outcomes of votes.
  - 6.6. Electronic meetings of the Board shall adhere to all rules established by the Board. These rules may include reasonable limitations on the requirements for the participation of Governors.
  - 6.7. Items of business shall normally be presented to the Board by the following:
    - 6.7.1. The Chair of the Board
    - 6.7.2. The Chairs of Committees
    - 6.7.3. The President
    - 6.7.4. The Board Representative to the Senate who shall report at each Board meeting.
- But a Governor may present an item which has been submitted and approved for inclusion in the agenda of the meeting. Except for the reports of committees, items of business furnished to the Secretary for inclusion in the agenda shall be summarized in appropriate form with relevant supporting documents to be attached as necessary.
- 6.8. The business of a meeting shall be confined to the agenda and no new matter, other than a point of order or privilege, shall be dealt with unless the introduction of such new matter shall be approved by a two-thirds vote of members present and voting. All matters for inclusion in the agenda of Board meetings must be in the hands of the Secretary at least ten working days prior to the day of the meeting at which they are to be presented, and only matters which have been placed in the hands of the Secretary shall be included in the agenda pre-circulated to members.

The Chair shall be notified before the meeting of new items submitted for inclusion on the agenda subsequent to its approval and at the commencement of the meeting shall request a motion concerning the disposal of such items.
  - 6.9. The Board shall only be accessed through scheduled meetings or by written request in accordance with the established policies governing Board access.
  - 6.10. No Governor may appoint or send a designate or proxy to act or vote on the member's behalf on the Board, except that an Acting President duly appointed under subsection 10.2 or 10.3 below may participate and vote on behalf of the President.
  - 6.11. A quorum of the Board consists of a majority of its members present in person or by electronic transmission and that majority must include at least half of the external members. This will apply to all Board committees.

- 6.12. Except as established by Roberts Rules of Order, all motions and resolutions shall be decided by a majority of the members present and voting at the said meeting.
- 6.13. Voting may be by a show of hands and voiced consent or by assumed consent where no dissent is voiced. With adequate prior review, a resolution consented to in writing by all members of the Board shall have the same force and effect as if passed at a regularly constituted meeting of the Board.
- 6.14. In case of equality of votes at any meeting, whether upon a show of hands and voiced consent or a poll, the Chair shall be entitled to a second or casting vote. Should the Chair decline to vote to break the tie, the question before the members shall be defeated.
- 6.15. All dissenting votes at the level of the Board of Governors which relate to issues that may incur personal liability as a result of statutory policies shall be recorded in the Minutes if requested by the dissenting Governor at the time the vote is taken. Governors absent from a meeting may submit to the Secretary of the Board notice of dissent not more than seven (7) calendar days after receipt of the draft of the Board Minutes. Notices of dissent so submitted will be retained on file by the Secretary of the Board, but shall not affect the outcome of the vote nor be recorded in the Minutes.
- 6.16. For electronic meetings an anonymous vote conducted through the designated electronic meeting service shall be considered a ballot vote, satisfying any requirement in the By-laws or rules for a vote to be conducted by ballot.
- 6.17. Subject to limitations of space, meetings of the Board shall be open to attendance by the public except during a confidential session. The Board may convene closed sessions for matters deemed confidential in nature. Such matters may include, but are not limited to;
  - 6.17.1. Matters pertaining to proprietary information, trade secrets, or intellectual property rights of the University;
  - 6.17.2. Matters involving sensitive financial data or strategies;
  - 6.17.3. Personnel matters;
  - 6.17.4. Legal matters, including pending litigation, solicitor-client privileged information, or discussions regarding legal strategy;
  - 6.17.5. Matters involving third-party contracts, negotiations, or partnerships where disclosure may compromise the University's interests;
  - 6.17.6. Any other matter deemed by the Board to be of a confidential nature where disclosure could harm the best interests of the University and/or may be prejudicial to an identifiable individual.

Prior notice of meetings shall be given.

- 6.18. Movement into closed session shall be preceded by a motion to adopt the confidential portion of the agenda and such motion or a motion to amend the agenda shall not be debatable. When movement into the open session occurs, the Chair shall report back decisions reached in the closed session which are not deemed to be of a confidential nature.

- 6.19. Members of the Board shall observe strictly the confidential nature of business dealt with in closed session and it shall be their responsibility to ensure that such information is not divulged to unauthorized persons. At the commencement of a closed session the Chair shall remind members of their obligations in respect to confidentiality.

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

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

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

- 6.20. Should a member declare an intention of non-compliance with the conditions of confidentiality and refuse to leave the room when requested to do so, the Chair may
- 6.20.1. remove an item from the agenda
  - 6.20.2. conclude the discussion
  - 6.20.3. adjourn the meeting
  - 6.20.4. request that the member be removed from the room.

Subsequently, the seat of the member may be declared vacant by Special Resolution in accordance with article 2.

- 6.21. Except by the permission of the Chair, spectators (including representatives of the news media) shall not be permitted to address a meeting, to communicate with individual members, to disturb the conduct of a meeting in any way, or to introduce placards or signs or cameras or other recording machines into the Board Room. Each individual granted access to a closed session of the Board or a Committee meeting, as a guest, shall be required by the Secretary to sign a confidentiality undertaking or be otherwise bound by confidentiality.
- 6.22. A record of the proceedings of each meeting of the Board shall be kept in a book provided for that purpose and the full Minutes of every meeting shall be submitted at the next meeting of the Board, and after adoption by the Board, the Minutes shall be signed by the Chair (or the Acting Chair) and the Secretary (or Acting Secretary), and such Minutes shall be open to inspection by any Governor at any time during regular office hours in the office of the Secretary of the Board, but such inspection shall not be permitted by other persons.
- 6.22.1. At a minimum, Minutes must show all resolutions, by-laws, and motions dealt with, including names of movers and seconders.
  - 6.22.2. Save and except where it is otherwise herein provided, the action of the Board upon any matter coming before it shall be evidenced by by-law or resolution and the entry thereof in the Minutes of the Board shall be prima facie evidence of the action taken.

- 6.22.3. A copy of the Minutes of each meeting of the Board, as drafted by the Secretary of the Board, shall be sent to each Governor as soon as possible after such meeting, but amendments to the Minutes may be made only at a meeting of the Board where the Minutes are presented for adoption.
- 6.22.4. The Secretary shall be responsible for safeguarding the confidentiality of Board Minutes but shall have discretion to furnish extracts or summaries therefrom to authorized officers of the University or in satisfaction of a reasonable request.
- 6.22.5. A copy of the approved Minutes of the open session of the Board will be made publicly available.

## **7. COMMITTEES OF THE BOARD**

- 7.1. The Board shall establish standing committees to oversee governance, administration, strategic planning, financial and risk management, human resource matters, board practices and functions, and other relevant areas as deemed necessary for the University. The composition, duties and responsibilities of such committees shall be established by the Board by policy from time to time.
- 7.2. Subject to the provisions of these By-laws and to any restrictions imposed by the Board, each committee of the Board shall conduct its affairs in a manner consistent with the practices and procedures of the Board.
- 7.3. Standing committees must convene at least once annually and report to the Board accordingly. The Board may also establish additional ad-hoc committees as it may deem necessary.
- 7.4. The Board shall appoint an Executive Committee which will act solely to address urgent matters when all attempts to convene the full Board have been exhausted and a decision must be made within a specific timeframe.
- 7.5. Committee recommendations are advisory and do not bind the Board unless specifically delegated to do so by the Board.
- 7.6. The Board may also establish additional committees with membership as may be appropriate to advise on operational and other matters. Such committees shall report as necessary, but at least annually to the Board through the president.
- 7.7. The Chair of the Board and the President shall serve as Ex Officio and voting members on all committees, in addition to any prescribed membership, unless otherwise determined by the Board.
- 7.8. Except on the Board-Senate Liaison Committee, only an External Member may serve as Chair of the Board Committee.
- 7.9. As deemed appropriate by the Chair, administrative officers may attend committee meetings at the invitation of the Chair, and may serve as advisors and resource personnel, but shall not vote.
- 7.10. Committees shall have access to the Board in accordance with subsection 6.9. of By-law No.1.
- 7.11. Minutes shall be kept of the proceedings of every meeting of each committee, and it is the responsibility of the Secretary to ensure that the minutes are submitted to the committee for approval.

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

- 8.1. Except where otherwise prohibited by law, every officer or Governor or of any committee or subcommittee of the Board and the heirs, executors and administrators and the estate and effects of each of them, respectively, shall be indemnified and saved harmless out of the funds of the University, from and against all costs, charges and expenses whatsoever (including amounts paid to settle an action or satisfy a judgment), that is reasonably incurred by such member or officer in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the member or officer is involved because of their association with the University, except where such member or officer is judged by any court or other competent authority to have committed any fault or omitted to do anything that the member or officer ought to have done, and provided such member or officer acted honestly and in good faith with a view to the best interests of the University and, if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, that such member or officer had reasonable grounds for believing that their conduct was lawful.

## **9. CONFLICT OF INTEREST**

- 9.1. In accordance with Section 41 of the Not-for-Profit Corporations Act, 2010, a conflict of interest arises in any situation where a Governor's duty to act solely in the best interests of the University and to adhere to their fiduciary duties is compromised or impeded by any other interest, relationship, or duty of the governor. A conflict of interest also includes circumstances where the governor's duties to the University are in conflict with other duties owed by the governor such that the governor is not able to fully discharge the fiduciary duties owed to the University.
- 9.2. A Governor or officer who:
- 9.2.1. is a party to a material contract or transaction or proposed material contract or transaction with the University; or
  - 9.2.2. is a Governor or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the University, shall disclose to the University or request to have entered in the minutes of Board meetings the nature and extent of their interest.
- 9.3. The disclosure required by subsection 9.2 must be made, in the case of a Governor:
- 9.3.1. at the meeting at which a proposed contract or transaction is first considered;
  - 9.3.2. if the Governor was not then interested in a proposed contract or transaction, at the first meeting after the Governor becomes so interested;
  - 9.3.3. if the Governor becomes interested after a contract is made or transaction is entered into, at the first meeting after the Governor becomes so interested; or
  - 9.3.4. if an individual who is interested in a contract or transaction later becomes a Governor, at the first meeting after the individual becomes a Governor.
- 9.4. The disclosure required by subsection 9.2 must be made, in the case of an officer who is not a Governor:
- 9.4.1. forthwith after the officer becomes aware that the contract or transaction or proposed contract or transaction is to be considered or has been considered at a Board meeting;

- 9.4.2. if the officer becomes interested after a contract is made or transaction is entered into, forthwith after the officer becomes so interested; or
  - 9.4.3. if an individual who is interested in a contract or transaction later becomes an officer, forthwith after the individual becomes an officer.
- 9.5. If the contract or transaction or proposed contract or transaction in respect of which a disclosure is required to be made for the purposes of subsection 9.2 is one that, in the ordinary course of the University's business, would not require approval of the Board or Members, then the Governor or officer shall disclose to the University, or request to have entered in the minutes of Board meetings, the nature and extent of their interest forthwith after the Governor or officer becomes aware of the contract or transaction or proposed contract or transaction.
- 9.6. Except as permitted by the Act or Not-for-Profit Corporation Act, a Governor referred to in subsection 9.2 shall not attend any part of a Board meeting during which the contract or transaction is discussed, and shall not vote on any resolution to approve the contract or transaction.
- 9.7. Despite subsection 9.6 above, in accordance with the Act, a Governor who is also a member of the teaching staff, or a non-teaching employee, or student of the University may take part in discussing and voting on issues concerning general conditions of employment for University employees or students generally, unless the discussion and voting deals with the circumstances of the particular employee or student as an isolated issue, separate and apart from consideration of other employees or students.
- 9.8. If no quorum exists for the purposes of voting on a resolution to approve a contract or transaction only because one or more Governor(s) are not permitted to be present at the meeting by virtue of subsection 9.6, the remaining Governor are deemed to constitute a quorum for the purpose of voting on the resolution.
- 9.9. For the purposes of subsection 9.2, a general notice to the Board by a Governor or officer disclosing that the individual is a governor or officer of, or has a material interest in, a person, or that there has been a material change in the Governor's or officer's interest in the person, and is to be regarded as interested in any contract or transaction entered into with that person, is sufficient disclosure of interest in relation to any such contract or transaction.
- 9.10. A contract or transaction for which disclosure is required under section 9.2 is not void or voidable, and the Governor or officer is not accountable to the University or the Members for any profit or gain realized from the contract or transaction, because of the Governor's or officer's interest in the contract or transaction or because the Governor was present or was counted to determine whether a quorum existed at the Board or Board committee meeting that considered the contract or transaction, if:
- 9.10.1. disclosure of the interest was made in accordance with this section;
  - 9.10.2. the Board approved the contract or transaction; and
  - 9.10.3. the contract or transaction was reasonable and fair to the University when it was approved.
- 9.11. The provisions of article 9 of this By-law are in addition to any Board-approved conflict of interest policy.

- 9.12. All Governors shall comply with the requirements to disclose any actual, potential or perceived conflicts of interest and abstain from participating in discussions about such matters in accordance with applicable legislation and the policies and procedures of the Board regarding conflicts of interest.
- 9.13. Governors are required to sign an annual conflict of interest acknowledgment, as prescribed by Board policy, at the beginning of each Board Cycle immediately following the Annual Meeting or prior to participating in any Board meetings.
- 9.14. From time to time the University may, in the normal course of business, enter into transactions with enterprises in which members of the Board are involved. This shall not constitute a conflict of interest provided that the University has followed its normal tendering and/or purchasing procedures and provided that the member has declared an interest in accordance with the following guideline.

## **10. CHIEF EXECUTIVE OFFICER**

- 10.1. The President, as the Chief Executive Officer of Algoma University, shall be charged with the general management and supervision of the affairs and operations of the University and shall have such other powers and duties as may from time to time be assigned to the President by the Board.
- 10.2. The President is empowered to delegate presidential authority during the period of any temporary absence to any other officer or employee of the University.
- 10.3. In the event of a vacancy in the Office of the President or in the event of an extended absence of the President where delegation by the President through subsection 10.2 has not occurred, or in the event of incapacity of the President, and lacking any action by the Board of Governors in respect thereof, the following order of preference will be outlined in accordance with policies.
- 10.4. The Board may, in the absence of the President, and shall in the event of a vacancy in the office of the President, appoint an Interim President upon such terms and conditions as the Board may prescribe.

## **11. DELEGATION OF AUTHORITY**

- 11.1. Subject to any policies or directions which the Board may from time to time impose, during the interval between meetings of the Board, the Executive Committee will, when it is not reasonable or possible to call a meeting of the Board, exercise all of the powers of the Board in the management of the affairs of the Corporation. All actions of the Executive Committee shall be reported to the Board at its next meeting.
- 11.2. The Board may delegate specific discretionary powers or authority to a committee, by By-law, by resolution, or by provisions contained in the terms of reference of the committee concerned.

## **12. CORPORATE SEAL AND EXECUTION OF INSTRUMENTS**

- 12.1. The corporate seal or common seal of Algoma University shall be in the custody of the President or such other person as the Board may from time to time designate.
- 12.2. All contracts, documents or instruments requiring execution by the University, or on behalf of the University, shall be signed by any two officers of the University, one of whom shall normally be the President, and all such contracts, documents or instruments in writing, so signed, shall be

binding upon the University without any further authorization or formality. The Corporate Seal may, when required, be affixed thereto.

- 12.3. All negotiable instruments issued by the University shall be signed by such signing officer or signing officers of the University as may be designated from time to time by resolution of the Board.

### **13. BANKING AND INVESTMENTS**

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

### **14. BORROWING AUTHORITY**

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

**15. PARLIAMENTARY AUTHORITY**

- 15.1. Robert's Rules of Order (latest edition) shall govern meetings of the members of the Board of Governors and its committees and subcommittees in all parliamentary situations not provided for in the Non-for-Profit Corporations Act, this by-law, Special Resolutions.

**16. DISSOLUTION OF CORPORATION**

- 16.1. In the event that circumstances arise necessitating the dissolution of the University, such action shall require a two-thirds special resolution passed by the Board of Governors present and voting in favor of dissolution. Upon such approval, the assets and liabilities of the University shall be managed and disposed of in accordance with applicable laws and regulations governing the dissolution of educational institutions, ensuring the fulfillment of any outstanding obligations to creditors, employees, and other stakeholders. Any remaining assets shall be distributed for purposes consistent with the mission and objectives of the University, as determined by the Board or by applicable law. The Board shall establish a related policy.

**17. ENACTMENT, AMENDMENT, OR REPEAL OF BY-LAW**

- 17.1. The Board may pass, repeal, or amend a By-law not contrary to the Act, the Articles, or the Not-for-Profit Corporations Act, which shall be in effect only until the next annual meeting of the members and subject to the confirmation of the membership at said meeting.
- 17.2. Notice of motion to enact, amend or repeal any By-law of the Board shall be given at the meeting of the Board next preceding the meeting at which the motion is to be presented.
- 17.3. Any such enactment, amendment or repeal must be approved at a meeting of the Board by a two-thirds majority of the Governors present and voting at a duly constituted meeting of the Board.
- 17.4. The Members may confirm, reject, amend or otherwise deal with any By-law submitted to the meeting for confirmation, but no act done or right acquired under any such By-law is prejudicially affected by any such rejection, amendment or other dealing.
- 17.5. Any action taken under subsection 17.4 above that is not confirmed by the Members ceases to have effect at and from that time, and in that case no new By-law of the same or like substance has any effect until confirmed at an annual meeting of the Members.

Passed by the Board of Governors of Algoma University on the 1st day of October 2024.

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

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

**Algoma University**

**Board of Governors By-law No. 2**

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

**Version 1**

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Enacted October 1, 2024

## 1. DEFINITIONS & INTERPRETATION

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

## 2. ELIGIBILITY CRITERIA

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

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

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

- 2.2.1. be teaching staff, as defined in the *Act*, Part I
- 2.2.2. be in full-time employment in good standing;
- 2.2.3. have a minimum of two years of continuous service at the University.

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

- 2.3.1. be non-teaching staff, as defined in the By-law No. 1;
- 2.3.2. be in full-time employment in good standing;
- 2.3.3. be a member of the staff bargaining unit; and
- 2.3.4. have a minimum of two years of continuous service at the University.

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

- 2.4.1. be a registered full-time student, as defined in the Academic Calendar, pursuing a degree, diploma, or certificate from an undergraduate or graduate program at the University (excluding students from affiliated institutions);
- 2.4.2. be in and maintain satisfactory academic standing and non-academic conduct, as defined in the Academic Calendar and student conduct policies;
- 2.4.3. be a member of AUSU; and
- 2.4.4. stay in the same constituency from which they were elected until their term ends, unless permitted otherwise by the *Act*.

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

- 2.5.1. meet the eligibility criteria for being a member of Shingwauk Anishinaabe Students' Association
- 2.5.2. be a registered full-time student, as defined in the Academic Calendar, pursuing a degree, diploma,

or certificate from an undergraduate or graduate program at the University (excluding students from affiliated institutions);

- 2.5.3. be in and maintain satisfactory academic standing and non-academic conduct, as defined in the Academic Calendar and student conduct policies; and
- 2.5.4. stay in the same constituency from which they were elected until their term ends, unless permitted otherwise by the *Act*.

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

- 2.6.1. be a member of the teaching staff, as defined in the Act, Part I;
- 2.6.2. be in full-time employment in good standing;
- 2.6.3. be a current member of Senate and have served on the Senate for a minimum of one year; and
- 2.6.4. have a minimum of two years of continuous service at the University.

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

### **3. RECRUITMENT OF GOVERNORS**

3.1. In accordance with the *Act*, this By-law and any other established policies, the Governance Committee of the Board, or its successor Committee, will have overall responsibility and authority for the recruitment of future Governors to the Board.

3.2. The Governance Committee of the Board has the following responsibilities in the recruitment process for both appointed and elected positions:

- 3.2.1. Recommending the timelines for Board appointments or elections;
- 3.2.2. Disseminating information about the recruitment of Governors
- 3.2.3. Providing application forms and instructions on recruitment processes;
- 3.2.4. Running the elections for the Internal Governor positions, with the exception of the Senate Member. The Senate Member will be elected in accordance with election procedures of the Senate;
- 3.2.5. Verifying the eligibility of all candidates;
- 3.2.6. Interpreting recruitment procedures;
- 3.2.7. Recommending to the Board the ratification of election results for Internal Governors or appointment of External Governors;
- 3.2.8. Recommending updates and/or revisions to Board election policy and procedures;
- 3.2.9. In addition, for elected Internal Governor positions:
  - 3.2.9.1. Convening a mandatory information session for all interested candidates prior to the application deadline;
  - 3.2.9.2. Establishing campaign guidelines, including campaign expense regulations if required;
  - 3.2.9.3. Investigating and reporting to the Board any irregularities and/or infractions of the election procedures and recommending sanctions, if required; and
  - 3.2.9.4. Verifying and reporting the election results as required.

3.3. The Governance Committee may delegate its responsibilities regarding recruitment to the Secretary, and the Secretary will administer and report on such delegated responsibilities to the Governance Committee.

3.4. The Secretary will not vote in any election.

#### **4. NOMINATION**

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

#### **5. ELECTION, VOTING & RATIFICATION**

- 5.1. Once the list of candidates standing for election has been accepted by the Governance Committee and communicated to the applicable constituency by the Secretary, each candidate will be entitled to campaign in accordance with this By-law and any additional campaigning schedules and guidelines established by the Governance Committee for the applicable campaign period.
- 5.2. All candidates must represent themselves accurately in any publicity about their accomplishments, positions or any other information intended to influence or provided to voters.
- 5.3. An election will be conducted irrespective of whether the number of candidate applications exceeds, matches, or falls below the available seats.
- 5.4. Any complaints received by the University about a candidate regarding the election process, including

campaigning, will be addressed in accordance with the applicable policies and procedures. The decision the Board of Governors makes in relation to complaints or challenges regarding the election process, including campaigning, is final.

- 5.5. Elections will be conducted by secret ballot of the applicable voting constituency in accordance with this By-law and any additional policies and guidelines established by the Governance Committee.
- 5.6. Voting will be conducted electronically by the Secretariat Office using a secure electronic platform. Requests for accommodation in the voting process will be addressed by the Secretariat Office. Voting disputes or challenges must be reported to the Secretary in writing and will be investigated by the Governance Committee or its delegates in accordance with applicable policies and procedures. The decision the Board of Governors makes in relation to voting disputes or challenges is final.
- 5.7. The individual receiving the highest vote count will be deemed the elected candidate. The Secretariat Office will promptly release the results of the election, including the vote count for each candidate. In the case of a tie, the Secretariat Office will conduct a lottery to determine the successful candidate.
- 5.8. The election of a successful candidate acts as a nomination for a Governor position from the constituency group that elected them.
- 5.9. Despite the results of the election being available immediately following the completion of the count, nominations must be presented to the Board for ratification at a Board of Governors meeting in accordance with By-law No. 1.
- 5.10. Unionized teaching staff and non-teaching staff elected to the Board must remain members of the bargaining unit during their term of office.

Passed by the Board of Governors of Algoma University on the 1st day of October 2024.

Chair: \_\_\_\_\_  
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 April 28, 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 4.4 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 4.17 shall hold office for the remainder of the term of the member they are replacing. A person elected or appointed under subsection 4.17 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 4.17 of this By-law.
- 4.22. In compliance with applicable legislation, the Board has the right to discipline and/or remove a Governor and shall set policies defining when and how the Board will exercise such power and the manner in which a Governor shall be disciplined or be removed.

## **5. OFFICERS OF THE BOARD**

- 5.1. The Board shall elect annually a Past Chair, Chair and Vice-Chair from its external members and shall fill any vacancy in the office of Chair or Vice-Chair from among such members.
- 5.2. The Chair shall preside over the meetings of the Board and, if the Chair is unable to act or if the position is vacant, the Vice-Chair shall act in their place and, if both the Chair and Vice-Chair are unable to act, the Board may appoint an external member to act temporarily in their place.
- 5.3. The Secretary, who shall be Secretary of the Board, shall be appointed by the Board, and shall hold office during the pleasure of the Board. Unless otherwise determined by the Board, in the absence of the Secretary, an Acting Secretary designated by the Secretary to so act, shall perform the duties of the Secretary of the Board. To be consistent with Board by-laws, the University President will act as the Secretary to the Board unless the Board of Governors decides otherwise.
- 5.4. Three or more officers of the Board shall be appointed annually by the Board. One of these officers shall be the President. Two or more officers including the secretary will be appointed annually on a recommendation by the president. Officer means they have signing authority for the University as per article 12.
- 5.5. The Secretary shall attend all meetings of the Board and shall:
  - 5.5.1. enter or cause to be entered in books for that purpose, Minutes of all proceedings.
  - 5.5.2. provide copies of such Minutes to all Board members as soon as possible.
  - 5.5.3. Give, or cause to be given, all notices required to be given to members of the Board as well as agenda and related documents as may be necessary for a meeting.
  - 5.5.4. Be responsible for arrangements for meetings.
  - 5.5.5. Be the custodian of the Minutes Book, papers, records, documents, and other instruments of the Board.
  - 5.5.6. Be responsible for the dissemination of decisions or instructions by the Board to all parties concerned unless otherwise directed by the Board, and

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

## 6. POWERS AND DUTIES OF THE BOARD

- 6.1. Except for matters specifically assigned to the senate under section 24 of the Algoma University Act, 2008, the Board is responsible for governing and managing the affairs of the University and has the necessary powers to do so, including the power,
  - 6.1.1. to determine the mission, vision, and values of the University in a manner that is consistent with the objects and special mission of the University;
  - 6.1.2. to appoint and remove a Chancellor;
  - 6.1.3. to appoint and remove the President;
  - 6.1.4. to appoint, promote, suspend, and remove members of the teaching staff and non-teaching employees of the University, subject to subsection 5.2;
  - 6.1.5. to fix the number, duties, and salaries and other benefits of the teaching staff and the non-teaching employees of the University;
  - 6.1.6. to appoint committees and assign or delegate to them such duties and responsibilities as may be directed by the Board, including authorizing them to act on behalf of the Board in the matters specified in the by-laws;
  - 6.1.7. to approve the annual budget of the University and to monitor its implementation;
  - 6.1.8. to establish and collect fees and charges for tuition and other services that may be offered by the University or that may be approved by the Board on behalf of any organization or group of the University;
  - 6.1.9. to regulate the conduct of students, staff, and all persons who use the property of the University, including denying any person access to the property;
  - 6.1.10. to define the following terms: staff, manager, professor, associate professor, assistant professor, lecturer, associate, instructor, and tutor;
  - 6.1.11. to conclusively determine which body within the University has jurisdiction over any matter, and
  - 6.1.12. to make by-laws, resolutions, and rules for the conduct of its affairs.
  - 6.1.13. required as being necessary and incidental to their exercise in order to uphold the Objects of the University and achieve its Special Mission.
- 6.2. The Board shall not appoint, promote, suspend, or remove a member of the teaching staff or a non-teaching employee of the University, except on the recommendation of the President of the University who shall be governed by the terms of any applicable commitments and practices of the University.
- 6.3. **Standard of Care:** Governors and officers of the University in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the

University and each Governor and each officer of the University shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

- 6.4. **Confidentiality:** Governors must abide by their duty of confidentiality with respect to Board matters in accordance with the By-laws, policies or other requirements or other requirements set out by legislation.
- 6.5. **Annual Attestations:** Members of the Board are required to sign annual attestations as set out in Board policies or legislation.
- 6.6. The By-Laws of the Board shall be open to examination by members of the public during normal business hours. The Board shall publish their By-Laws from time to time in such manner as they consider proper.

## 7. MEETINGS OF THE BOARD

- 7.1. Regular, special and annual meetings of the Board shall be held at a campus of the University or elsewhere as may be determined by the Chair. The Board shall hold a minimum of four regular meetings per year. The dates and times of such meetings shall be established from time to time by the Board.
- 7.2. The annual meeting of the Board will be held within six months of the fiscal year- end. Business at the Annual Meeting is not limited to, but may include the following items:
  - 7.2.1. the report of the Board Chair;
  - 7.2.2. the report of the President & Vice-Chancellor;
  - 7.2.3. the financial statement and report of the auditor;
  - 7.2.4. the appointment of the auditors;
  - 7.2.5. the election of the Chair and Vice-Chair shall also be conducted by ballot if a vote is required;
  - 7.2.6. if these reports are not available, the reports will be presented at the first meeting of the Board of Governors or, where applicable, at the next Board meeting immediately after such report(s) become available.
- 7.3. Notice in writing of the time and place of each regular meeting shall be sent to each Governor by prepaid post or by electronic transmission addressed to the member's address, as it appears in the records of the Board, and such notice shall be given at least seven (7) calendar days before the time of the meeting, except that at least ten (10) calendar days notice shall be provided for the Annual Meeting. Such notice shall specify in reasonable detail the matters, other than those of a routine nature, which are to be dealt with at the meeting. No error or omission in giving notice of any annual or regular meeting or any adjourned meeting of the members of the Board shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting. Public notice of meetings, annual or general shall be given, at minimum, by website.
- 7.4. Notice so given or made shall be deemed to have been given or made and to have been received at the time that the electronic transmission was sent, or within five (5) calendar days if sent by prepaid post, to Governors.

- 7.5. Special meetings of the Board shall be held at the call of the President, Chair, or, in the event of the Chair's absence or inability to act, at the call of the Vice-Chair and may also be called at the written request of not fewer than 1/3 of the Governors.. Such meetings may be held at any time and at any place in the City of Sault Ste. Marie or its environs.
- 7.5.1. Notice in writing of the time and place of each special meeting shall be sent to each Governor by prepaid post or by electronic transmission addressed to the member's address as it appears in the records of the Board, with transmission of such notice initiated at least seventy-two (72) hours before the time of the meeting. Such notice shall specify in reasonable detail the purpose for which the meeting is called.
- 7.5.2. In extenuating circumstances, a special meeting of the Board may be held at any time and at any place with less than seventy-two (72) hours' notice if all Governors are present thereat or have given consent that the meeting occur. Individual Governors' consent will be assumed for the meeting to occur in the case that a Governor cannot be reached despite every reasonable effort to do so.
- 7.5.3. On matters of an urgent nature, the Chair may authorize the Secretary to conduct a telephone or electronic poll of all Board members for the guidance of the Executive Committee in acting on behalf of the Board.
- 7.5.4. With the exception of provisions stated otherwise in this By-law, the Board shall conduct its meetings using electronic meeting services designated by the University. These services must support anonymous voting and display the identities of participants, identify speakers seeking recognition, display, or allow access to the text of pending motions, and show the outcomes of votes.
- 7.6. Electronic meetings of the Board shall adhere to all rules established by the Board. These rules may include reasonable limitations on the requirements for the participation of Governors.
- 7.7. Items of business shall normally be presented to the Board by the following:
- 7.7.1. The Chair of the Board
- 7.7.2. The Chairs of Committees
- 7.7.3. The President
- 7.7.4. The Board Representative to the Senate who shall report at each Board meeting.

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

- 7.8. The business of a meeting shall be confined to the agenda and no new matter, other than a point of order or privilege, shall be dealt with unless the introduction of such new matter shall be approved by a two-thirds vote of members present and voting. All matters for inclusion in the agenda of Board meetings must be in the hands of the Secretary at least ten working days prior to the day of the meeting at which they are to be presented, and only matters which have been placed in the hands of the Secretary shall be included in the agenda pre-circulated to members.

The Chair shall be notified before the meeting of new items submitted for inclusion on the

agenda subsequent to its approval and at the commencement of the meeting shall request a motion concerning the disposal of such items.

- 7.9. The Board shall only be accessed through scheduled meetings or by written request in accordance with the established policies governing Board access.
- 7.10. No Governor may appoint or send a designate or proxy to act or vote on the member's behalf on the Board, except that an Acting President duly appointed under subsection 10.2 or 10.3 below may participate and vote on behalf of the President.
- 7.11. A quorum of the Board consists of a majority of its members present in person or by electronic transmission and that majority must include at least half of the external members. This will apply to all Board committees.
- 7.12. Except as established by Roberts Rules of Order, all motions and resolutions shall be decided by a majority of the members present and voting at the said meeting.
- 7.13. Voting may be by a show of hands and voiced consent or by assumed consent where no dissent is voiced. With adequate prior review, a resolution consented to in writing by all members of the Board shall have the same force and effect as if passed at a regularly constituted meeting of the Board.
- 7.14. In case of equality of votes at any meeting, whether upon a show of hands and voiced consent or a poll, the Chair shall be entitled to a second or casting vote. Should the Chair decline to vote to break the tie, the question before the members shall be defeated.
- 7.15. All dissenting votes at the level of the Board of Governors which relate to issues that may incur personal liability as a result of statutory policies shall be recorded in the Minutes if requested by the dissenting Governor at the time the vote is taken. Governors absent from a meeting may submit to the Secretary of the Board notice of dissent not more than seven (7) calendar days after receipt of the draft of the Board Minutes. Notices of dissent so submitted will be retained on file by the Secretary of the Board, but shall not affect the outcome of the vote nor be recorded in the Minutes.
- 7.16. For electronic meetings an anonymous vote conducted through the designated electronic meeting service shall be considered a ballot vote, satisfying any requirement in the By-laws or rules for a vote to be conducted by ballot.
- 7.17. Subject to limitations of space, meetings of the Board shall be open to attendance by the public except during a confidential session. The Board may convene closed sessions for matters deemed confidential in nature. Such matters may include, but are not limited to;
  - 7.17.1. Matters pertaining to proprietary information, trade secrets, or intellectual property rights of the University;
  - 7.17.2. Matters involving sensitive financial data or strategies;
  - 7.17.3. Personnel matters;
  - 7.17.4. Legal matters, including pending litigation, solicitor-client privileged information, or discussions regarding legal strategy;
  - 7.17.5. Matters involving third-party contracts, negotiations, or partnerships where disclosure

may compromise the University's interests;

- 7.17.6. Any other matter deemed by the Board to be of a confidential nature where disclosure could harm the best interests of the University and/or may be prejudicial to an identifiable individual.

Prior notice of meetings shall be given.

- 7.18. Movement into closed session shall be preceded by a motion to adopt the confidential portion of the agenda and such motion or a motion to amend the agenda shall not be debatable. When movement into the open session occurs, the Chair shall report back decisions reached in the closed session which are not deemed to be of a confidential nature.
- 7.19. Members of the Board shall observe strictly the confidential nature of business dealt with in closed session and it shall be their responsibility to ensure that such information is not divulged to unauthorized persons. At the commencement of a closed session the Chair shall remind members of their obligations in respect to confidentiality.

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

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

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

- 7.20. Should a member declare an intention of non-compliance with the conditions of confidentiality and refuse to leave the room when requested to do so, the Chair may
- 7.20.1. remove an item from the agenda
  - 7.20.2. conclude the discussion
  - 7.20.3. adjourn the meeting
  - 7.20.4. request that the member be removed from the room.

Subsequently, the seat of the member may be declared vacant by Special Resolution in accordance with article 2.

- 7.21. Except by the permission of the Chair, spectators (including representatives of the news media) shall not be permitted to address a meeting, to communicate with individual members, to disturb the conduct of a meeting in any way, or to introduce placards or signs or cameras or other recording machines into the Board Room. Each individual granted access to a closed session of the Board or a Committee meeting, as a guest, shall be required by the Secretary to sign a confidentiality undertaking or be otherwise bound by confidentiality.
- 7.22. A record of the proceedings of each meeting of the Board shall be kept in a book provided for that purpose and the full Minutes of every meeting shall be submitted at the next meeting of the

Board, and after adoption by the Board, the Minutes shall be signed by the Chair (or the Acting Chair) and the Secretary (or Acting Secretary), and such Minutes shall be open to inspection by any Governor at any time during regular office hours in the office of the Secretary of the Board, but such inspection shall not be permitted by other persons.

- 7.22.1. At a minimum, Minutes must show all resolutions, by-laws, and motions dealt with, including names of movers and seconders.
- 7.22.2. Save and except where it is otherwise herein provided, the action of the Board upon any matter coming before it shall be evidenced by by-law or resolution and the entry thereof in the Minutes of the Board shall be prima facie evidence of the action taken.
- 7.22.3. A copy of the Minutes of each meeting of the Board, as drafted by the Secretary of the Board, shall be sent to each Governor as soon as possible after such meeting, but amendments to the Minutes may be made only at a meeting of the Board where the Minutes are presented for adoption.
- 7.22.4. The Secretary shall be responsible for safeguarding the confidentiality of Board Minutes but shall have discretion to furnish extracts or summaries therefrom to authorized officers of the University or in satisfaction of a reasonable request.
- 7.22.5. A copy of the approved Minutes of the open session of the Board will be made publicly available.

## **8. COMMITTEES OF THE BOARD**

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

- 8.8. Except on the Board-Senate Liaison Committee, only an External Member may serve as Chair of the Board Committee.
- 8.9. As deemed appropriate by the Chair, administrative officers may attend committee meetings at the invitation of the Chair, and may serve as advisors and resource personnel, but shall not vote.
- 8.10. Committees shall have access to the Board in accordance with subsection 6.9. of By-law No.1.
- 8.11. Minutes shall be kept of the proceedings of every meeting of each committee, and it is the responsibility of the Secretary to ensure that the minutes are submitted to the committee for approval.

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

- 9.1. Except where otherwise prohibited by law, every officer or Governor or of any committee or subcommittee of the Board and the heirs, executors and administrators and the estate and effects of each of them, respectively, shall be indemnified and saved harmless out of the funds of the University, from and against all costs, charges and expenses whatsoever (including amounts paid to settle an action or satisfy a judgment), that is reasonably incurred by such member or officer in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the member or officer is involved because of their association with the University, except where such member or officer is judged by any court or other competent authority to have committed any fault or omitted to do anything that the member or officer ought to have done, and provided such member or officer acted honestly and in good faith with a view to the best interests of the University and, if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, that such member or officer had reasonable grounds for believing that their conduct was lawful.

## **10. CONFLICT OF INTEREST**

- 10.1. In accordance with Section 41 of the Not-for-Profit Corporations Act, 2010, a conflict of interest arises in any situation where a Governor's duty to act solely in the best interests of the University and to adhere to their fiduciary duties is compromised or impeded by any other interest, relationship, or duty of the governor. A conflict of interest also includes circumstances where the governor's duties to the University are in conflict with other duties owed by the governor such that the governor is not able to fully discharge the fiduciary duties owed to the University.
- 10.2. A Governor or officer who:
  - 10.2.1. is a party to a material contract or transaction or proposed material contract or transaction with the University; or
  - 10.2.2. is a Governor or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the University, shall disclose to the University or request to have entered in the minutes of Board meetings the nature and extent of their interest.
- 10.3. The disclosure required by subsection 9.2 must be made, in the case of a Governor:
  - 10.3.1. at the meeting at which a proposed contract or transaction is first considered;
  - 10.3.2. if the Governor was not then interested in a proposed contract or transaction, at the first meeting after the Governor becomes so interested;

- 10.3.3. if the Governor becomes interested after a contract is made or transaction is entered into, at the first meeting after the Governor becomes so interested; or
- 10.3.4. if an individual who is interested in a contract or transaction later becomes a Governor, at the first meeting after the individual becomes a Governor.
- 10.4. The disclosure required by subsection 9.2 must be made, in the case of an officer who is not a Governor:
  - 10.4.1. forthwith after the officer becomes aware that the contract or transaction or proposed contract or transaction is to be considered or has been considered at a Board meeting;
  - 10.4.2. if the officer becomes interested after a contract is made or transaction is entered into, forthwith after the officer becomes so interested; or
  - 10.4.3. if an individual who is interested in a contract or transaction later becomes an officer, forthwith after the individual becomes an officer.
- 10.5. If the contract or transaction or proposed contract or transaction in respect of which a disclosure is required to be made for the purposes of subsection 9.2 is one that, in the ordinary course of the University's business, would not require approval of the Board or Members, then the Governor or officer shall disclose to the University, or request to have entered in the minutes of Board meetings, the nature and extent of their interest forthwith after the Governor or officer becomes aware of the contract or transaction or proposed contract or transaction.
- 10.6. Except as permitted by the Act or Not-for-Profit Corporation Act, a Governor referred to in subsection 9.2 shall not attend any part of a Board meeting during which the contract or transaction is discussed, and shall not vote on any resolution to approve the contract or transaction.
- 10.7. Despite subsection 9.6 above, in accordance with the Act, a Governor who is also a member of the teaching staff, or a non-teaching employee, or student of the University may take part in discussing and voting on issues concerning general conditions of employment for University employees or students generally, unless the discussion and voting deals with the circumstances of the particular employee or student as an isolated issue, separate and apart from consideration of other employees or students.
- 10.8. If no quorum exists for the purposes of voting on a resolution to approve a contract or transaction only because one or more Governor(s) are not permitted to be present at the meeting by virtue of subsection 9.6, the remaining Governor are deemed to constitute a quorum for the purpose of voting on the resolution.
- 10.9. For the purposes of subsection 9.2, a general notice to the Board by a Governor or officer disclosing that the individual is a governor or officer of, or has a material interest in, a person, or that there has been a material change in the Governor's or officer's interest in the person, and is to be regarded as interested in any contract or transaction entered into with that person, is sufficient disclosure of interest in relation to any such contract or transaction.
- 10.10. A contract or transaction for which disclosure is required under section 9.2 is not void or voidable, and the Governor or officer is not accountable to the University or the Members for any profit or gain realized from the contract or transaction, because of the Governor's or officer's interest in the contract or transaction or because the Governor was present or was counted to determine whether a quorum existed at the Board or Board committee meeting that considered

the contract or transaction, if:

- 10.10.1. disclosure of the interest was made in accordance with this section;
  - 10.10.2. the Board approved the contract or transaction; and
  - 10.10.3. the contract or transaction was reasonable and fair to the University when it was approved.
- 10.11. The provisions of article 9 of this By-law are in addition to any Board-approved conflict of interest policy.
- 10.12. All Governors shall comply with the requirements to disclose any actual, potential or perceived conflicts of interest and abstain from participating in discussions about such matters in accordance with applicable legislation and the policies and procedures of the Board regarding conflicts of interest.
- 10.13. Governors are required to sign an annual conflict of interest acknowledgment, as prescribed by Board policy, at the beginning of each Board Cycle immediately following the Annual Meeting or prior to participating in any Board meetings.
- 10.14. From time to time the University may, in the normal course of business, enter into transactions with enterprises in which members of the Board are involved. This shall not constitute a conflict of interest provided that the University has followed its normal tendering and/or purchasing procedures and provided that the member has declared an interest in accordance with the following guideline.

## **11. CHIEF EXECUTIVE OFFICER**

- 11.1. The President, as the Chief Executive Officer of Algoma University, shall be charged with the general management and supervision of the affairs and operations of the University and shall have such other powers and duties as may from time to time be assigned to the President by the Board.
- 11.2. The President is empowered to delegate presidential authority during the period of any temporary absence to any other officer or employee of the University.
- 11.3. In the event of a vacancy in the Office of the President or in the event of an extended absence of the President where delegation by the President through subsection 10.2 has not occurred, or in the event of incapacity of the President, and lacking any action by the Board of Governors in respect thereof, the following order of preference will be outlined in accordance with policies.
- 11.4. The Board may, in the absence of the President, and shall in the event of a vacancy in the office of the President, appoint an Interim President upon such terms and conditions as the Board may prescribe.

## **12. DELEGATION OF AUTHORITY**

- 12.1. Subject to any policies or directions which the Board may from time to time impose, during the interval between meetings of the Board, the Executive Committee will, when it is not reasonable or possible to call a meeting of the Board, exercise all of the powers of the Board in the management of the affairs of the Corporation. All actions of the Executive Committee shall be reported to the Board at its next meeting.

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

### **13. CORPORATE SEAL AND EXECUTION OF INSTRUMENTS**

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

### **14. BANKING AND INVESTMENTS**

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

### **15. BORROWING AUTHORITY**

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

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

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

## **16. PARLIAMENTARY AUTHORITY**

- 16.1. Robert's Rules of Order (latest edition) shall govern meetings of the members of the Board of Governors and its committees and subcommittees in all parliamentary situations not provided for in the Non-for-Profit Corporations Act, this by-law, Special Resolutions.

## **17. DISSOLUTION OF CORPORATION**

- 17.1. In the event that circumstances arise necessitating the dissolution of the University, such action shall require a two-thirds special resolution passed by the Board of Governors present and voting in favor of dissolution. Upon such approval, the assets and liabilities of the University shall be managed and disposed of in accordance with applicable laws and regulations governing the dissolution of educational institutions, ensuring the fulfillment of any outstanding obligations to creditors, employees, and other stakeholders. Any remaining assets shall be distributed for purposes consistent with the mission and objectives of the University, as determined by the Board or by applicable law. The Board shall establish a related policy.

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

- 18.1. The Board may pass, repeal, or amend a By-law not contrary to the Act, the Articles, or the Not-for-Profit Corporations Act, which shall be in effect only until the next annual meeting of the members and subject to the confirmation of the membership at said meeting.
- 18.2. Notice of motion to enact, amend or repeal any By-law of the Board shall be given at the meeting of the Board next preceding the meeting at which the motion is to be presented.
- 18.3. Any such enactment, amendment or repeal must be approved at a meeting of the Board by a two-thirds majority of the Governors present and voting at a duly constituted meeting of the Board.
- 18.4. The Members may confirm, reject, amend or otherwise deal with any By-law submitted to the meeting for confirmation, but no act done or right acquired under any such By-law is prejudicially affected by any such rejection, amendment or other dealing.
- 18.5. Any action taken under subsection 17.4 above that is not confirmed by the Members ceases to have effect at and from that time, and in that case no new By-law of the same or like substance has any effect until confirmed at an annual meeting of the Members.

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

Chair: \_\_\_\_\_  
Robert Battisti  
Board of Governors

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

**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 April 28, 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