



Open Board of Governors
 Algoma University - Board of Governors
 CC 201 - SSM Campus / Virtual
 2025-06-23 17:15 - 18:00 EDT

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1. CALL TO ORDER

1.1. Acknowledgement of Traditional Territories

An acknowledgement of traditional territories will be provided at the Annual Meeting to commence the meeting.

1.2. Declarations of Conflicts of Interest

2. CONSENT AGENDA

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

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3. MOTIONS CARRIED IN CLOSED SESSION

The Board of Governors met in Closed Session on June 3, 2025, to discuss personnel matters deemed as confidential in accordance with By-law No. 1 (Version 2) section 7.17.3.

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6. PRESENTATIONS - N/A

7. BUSINESS ARISING - N/A

8. ITEMS FOR DECISION / DISCUSSION

8.1. Special Resolution: Number of Board Members for the 2025-2026 Board Cycle.....13

RESOLUTION:

WHEREAS in accordance with By-law No.1, the Board of Governors is required to pass a Special Resolution to determine the number of Members of the Board(Governors) for each Board Cycle;

AND WHEREAS, the Governors also constitute the Members of the Corporation, and therefore the number of Governors established by the Board for a given Board Cycle also determines the number of Members of the Corporation for that period;

AND WHEREAS the Board Cycle is defined as the period from July 1 - June 30 of the following year;

AND WHEREAS vacant positions shall not be counted in determining quorum;

AND WHEREAS only duly appointed and currently serving Governors are to be considered ‘Members’ for the purpose of quorum;

THEREFORE BE IT RESOLVED THAT the number of Governors of the Board, and correspondingly the number of Members of the Corporation, for the Board Cycle commencing July 1, 2025 and ending June 20, 2026 is set at twenty (20), as recommended by the Governance Committee.

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8.2. Appointment of the Signing Officers of the Corporation

MOTION: That the Board of Governors appoint the following Officers of the Corporation with signing authority in accordance with By-law No.1 and corporate financial policies from July 1, 2025 - June 30, 2026, as recommended by the Governance Committee:

- Rob Battisti, Chair
- Kate Lamb, Vice-Chair
- (TBD), Interim President & Vice-Chancellor
- (TBD), Vice-President Finance and Operations (Chief Financial Officer)
- Paul Quesnele, University Secretary

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MOTION: That the Board of Governors approve the Policy - Board Records and related documents as recommended by the Governance Committee.

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NOTE: This is a notice of motion for By-law revision to be presented to the Board for approval at its next meeting.

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9. NEW BUSINESS

9.1. Departing Governors

The Board acknowledges the contributions of the Governors whose terms are ending:

- Keli-Ann Lemieux - External Member
- Minion Paul - Student Governor (AUSU)
- Domanique Camara - Student Governor (SASA)
- Jonathon Cutz - Non-Teaching Staff Governor

10. INFORMATION ITEMS - N/A

11. MOVE INTO CLOSED SESSION

MOTION: That Board of Governors move into the Closed Session.

12. Break Between Open and Closed Sessions

All guests and members of the media will be excused.

13. Dinner

Governors in person for the Board meeting will have dinner between the Open and Closed Sessions. It is anticipated that the Closed Session will start at 6:30pm.



Open Board of Governors Minutes

Algoma University - Board of Governors
5/26/2025 7:10 PM EDT
@ CC 201 - SSM Campus / Virtual

Attendance

Present:

Members: Arjun Batra (remote), Robert Battisti, Cecilia Bruno, Sonja Kosuta (remote), Kate Lamb (remote), Margaret Mah (remote), Donna Rogers, Taylor Sayers (remote), Nikki Shaw, Mario Turco

Guests: Craig Fowler (remote), Ilham Punjani

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

Absent:

Members: Domanique Camara, Jonathon Cutz, Ian Grant, Rajat Marwah, Minion Paul, Paul Quesnele

1. CALL TO ORDER (Presenters: Robert Battisti)

The meeting was called to order at 8:30 pm.

1.1. Acknowledgement of Traditional Territories

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

1.2. Chair's Opening Remarks

The Chair of the Board shared insights from his participation at the annual Canadian University Governance Association conference where the following topics were discussed: strategic governance, learning through disruption, Indigenous led governance, reshaping financial accountability to focus on future opportunities, Chair-President relationship, strategies for recovery and reform in the current financial context and hope circuits in governance. The Chair noted his deeper understanding of the work done by the Secretariat Office to support the Board of Governors, the importance of ongoing education sessions pertaining to governance and university itself. The Chair expressed his hope to integrate further opportunities for board education in areas such as the role of the Senate,

Indigenous governance and initiatives and the strategic plan starting in our new Board cycle.

The Chair invited Board members to attend a professional development session being held by the Council of Chair of Ontario Universities, from 9 am to noon on Thursday June 19th, which will include a panel discussion on the role of the university governing board in times of uncertainty and enterprise risk management strategies, noting that the Secretariat Office will send the invitation to the Board.

The Chair also mentioned that the deadline for external applications for membership consideration on the Board of Governors is May 27, 2025.

1.3. Declarations of Conflicts of Interest

None declared.

2. CONSENT AGENDA (Presenters: Robert Battisti)

Motion:

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

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

2.1. OPEN Agenda for Board Meeting

2.2. OPEN Minutes for Previous Meeting

3. Motions Carried in Closed Session

The Board met in a closed session prior to this meeting. During this session the Board approved motions pertaining to the following matters deemed as confidential in nature by By-law No. 1:

- Matters pertaining to proprietary information, trade secrets, or intellectual property rights of the University; and
- Personnel matters;

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

The interim President submitted her report as read and expressed gratitude to all Board members and the supporting offices, reaffirming her belief that the university is in capable hands. Chancellor Turco and Chair Battisti thanked Dr. Rogers for her years of dedicated service to the university and wished her well in her retirement.

5. PRESENTATIONS - N/A
6. BUSINESS ARISING - N/A
7. ITEMS FOR DECISION / DISCUSSION

- 7.1. Board Meeting Calendar 2025-2026 (Presenters: Sonja Kosuta)

Motion:

That the Board of Governors approve the revisions to the Board Meeting Calendar for 2025-2026 as recommended by the Governance Committee.

Motion moved by Kate Lamb and motion seconded by Arjun Batra. Carried with one opposition and one abstention.

The Committee Chair presented the proposed calendar, noting the reduction in the number of regular meetings from seven to six, intended to allow more preparation time. It was also noted that the scheduling of Board Committee meetings follows a consistent cadence to ensure timely submission of materials and proposals to the Board.

A concern was raised regarding the length of time between the September and December meetings. In response, it was clarified that the December meeting is scheduled for the first week of December, replacing the traditional November meeting, thereby providing additional time for committee meetings to be held in October.

- 7.2. Access to the Board of Governors Policy and Procedures (Presenters: Sonja Kosuta)

Motion:

That the Board of Governors approve the Access to the Board Policy and Procedures as recommended by the Governance Committee.

Motion moved by Arjun Batra and motion seconded by Kate Lamb. Carried with one opposition.

The Chair of the Governance Committee provided a high level summary of the new policy being presented for approval, noting that it responds to section 6.9 of By-law No. 1 and fills an important gap by establishing a clear process for members of the Algoma University community to request access to address the Board of Governors. The policy and procedures ensure that requests are handled

in a fair, consistent and transparent manner, reinforcing the principle that while the Board remains accessible, it is done in a structured way to protect the integrity of its governance processes. It was noted that the Board Chair leads the decision-making process supported by the Secretary. Requests must be submitted online at least 15 days in advance, approved access to the Board would take place during open sessions and are limited to five minutes in length. Declined requests will be accompanied with a rationale and guidance on alternative channels will be provided. Repeat requests will be reconsidered after 12 months.

7.3. Notice of Motion: Board By-law Revisions

The Chair of the Governance Committee introduced the notice of motion for the second round of proposed changes to the Board of Governors By-laws which will be presented to the Board for approval at the June 23, 2025 meeting. The Board Chair noted the need to review the current Signing Authority Policy alongside the bylaw revisions.

- 8. NEW BUSINESS - N/A
- 9. INFORMATION ITEMS - N/A
- 10. TERMINATION (Presenters: Robert Battisti)

Motion:

That Board of Governors meeting be terminated at 8:47 pm.

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



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

June 2025

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

Boozhoo, Bonjour, Hello,

It has been my privilege to serve as Interim President and Vice-Chancellor of Algoma University over the past several months, and I thank the Board of Governors (the Board) for the opportunity to serve.

As I prepare to conclude my time at Algoma University, I find myself reflecting with deep gratitude on the progress we have made together over these past months. This final report to the Board captures a period of meaningful change, forward momentum, and unwavering commitment to Algoma's Special Mission.

It has been a privilege to work alongside dedicated colleagues, supportive partners, and a remarkable community that continues to shape the university's future with purpose and care. The initiatives and milestones outlined in the following pages are a testament to the collective effort and shared vision that define Algoma University. I offer this report not only as an account of recent developments, but also as a reflection of the strength, resilience, and promise that will carry this institution forward.

Nyaagaaniid, Anishinaabe Initiatives & EDI

Earth Turning Gathering

On Friday, June 20, the Children of Shingwauk Alumni Association (CSAA), in partnership with Algoma University, hosted a special gathering to mark the official Earth Turning for Makwa Waakaa'igan. This event brought together Elders, Survivors, Knowledge Keepers, community leaders, and key government partners and funders to honour the spiritual, cultural, and historical foundations of this important project ahead of the construction phase.

Indigenous Bachelor of Social Work Partnership with Mamaweswen

The Nyaagaaniid ~ Anishinaabe Initiatives team has initiated discussions with Mamaweswen—the North Shore Tribal Council—on a potential partnership to offer an Indigenous-focused Bachelor of Social Work program. This would support member First Nations in designing and delivering their own child and family services legislation, with the potential to serve a broader catchment area.



EDI Strategy Implementation

The selection of nearly 22 EDI Chairs—representing all departments across all three campuses—is now complete, thanks to the support of the VPs.

EDI Foundation Course Compliance:

- 52% overall (all employees including OSSTF and OPSEU)
- 43% ALT (academic leadership)
- 38% SET (senior executive team)

Capital Projects & Health & Safety

36 Queen St. (Brampton)

The purchase closed successfully on May 30, 2025. The property is now owned by Algoma University.

Brampton Student Residence

Drawings have been submitted for review. Existing buildings are scheduled for demolition, with construction beginning in late 2025.

Psychology Wing Renovation

Design work is progressing in the Convergence Centre. Construction is scheduled for Fall 2025 with completion anticipated in early 2026.

Health & Safety Audit

The audit identified 60 Level 1 non-compliance items (requiring OHSA compliance).

- 30 items completed
- 7 in progress
- 23 not started (some dependent on others)

The team aims to complete all within six months and will require continued support from senior leadership to maintain momentum.

Office of the Registrar & Student Services

In May, the Registrar's Office and Student Affairs were reorganized to better align and enhance student services. The new structure aims to improve student transitions, engagement, and retention as part of the Strategic Enrolment Management (SEM) Plan.

- The University Registrar now reports directly to the Interim President and Vice-Chancellor. The role is now titled **University Registrar and Executive Director, Student Services**.
- The AVP, Student Affairs now reports to the Registrar.



Following the successful launch of phase one of the Colleague Student Information System (SIS) in March, work continues to enhance system functionality. This has improved the registration experience for students and increased advising capacity.

This summer, the Registrar's Office will work with I.T. and the Business Transformation Office to migrate InfoSilem, our academic scheduling tool, to the cloud. Integration with Colleague will improve data use for scheduling and planning, enhancing student success.

School of Graduate Studies

To support recruitment into existing and new graduate programs, a review of Master's programs across Ontario was completed, analyzing admission requirements, averages, prerequisites, and English proficiency standards. The findings will guide adjustments to ensure our programs remain competitive and accessible.

A review of all graduate policies is also underway to align with our expanding graduate offerings and reflect experiences and feedback from the past two years.

Office of Research & Innovation (ORI)

ORI has finalized its EDI Action Plan, aligning with institutional strategy. The team completed reviews of the Risk Management Exercise and the Efficiency and Accountability Fund (EAF) report to identify 2025 priorities. Operational planning continues through the summer.

On May 27, ORI hosted its first professional development workshop for faculty and staff, with Public Safety Canada presenting on safeguarding research.

National Centre of Excellence for Immersive Technologies

The inaugural XR Accelerator launched on June 2 with nine early-stage companies focused on real-time 3D, XR, and AI. Mentors will provide training in technical development, commercialization, IP, and investment readiness.

Curriculum and stackable pathways will launch in Q1 2025, with delivery supported by PACE, CTL, and IT. Instructors have been hired, and courses will begin in July.

Professional and Continuing Education (PACE)

PACE is advancing a multi-year initiative to develop high-quality online programs for domestic and international learners. Four new postgraduate certificates will launch in Fall 2025:

- Information Technology & Infrastructure (1-year & 2-year)
- Supply Chain Operations & Analytics (1-year)
Advanced Supply Chain Management, Strategy & Analytics (2-year)



Stackable micro-credentials in high-demand areas, such as Business Leadership and AI Ethics, are also in development for 2025–26.

Recent University Achievements

Cameron Faculty Event

On June 13, we celebrated the naming of the **Cameron Faculty of Science**—the first named Faculty in Algoma’s history—signifying a major milestone in advancing science education. The Cameron family was honoured at a gathering at the Convergence Centre.

Spring Convocations

We proudly celebrated our largest-ever graduating class! Ceremonies were held on June 14 in Sault Ste. Marie and June 18–19 in Brampton. Highlights included:

- **Shirley Horn**, former Chancellor and CSAA co-founder received an Honorary Doctorate of Fine Arts.
- **Chloe Haney** received the Governor General’s Silver Medal for top undergraduate achievement.
- **Gia Ky Huynh**, MCS graduate, received Algoma’s first Governor General’s Gold Medal for graduate excellence.
- **Dr. Brandon Schamp**, Department of Biology, received the Distinguished Faculty Award.
- **Emily Cormier**, City of Sault Ste. Marie Sustainability Coordinator, received the Honorary Member of Algoma University award.

Queen’s Park Advocacy Event

This month, I participated in Algoma U’s advocacy event at Queen’s Park, joined by distinguished researchers, Board members, staff, students, and alumni. Special thanks to Minister Nolan Quinn and MPP Graham McGregor for their support. The event showcased Algoma’s mission, impact, and growing provincial presence.

Final Reflections

This is my final report to the Board. As I conclude my term as Interim President and Vice-Chancellor, I offer a few reflections.

Change is a constant in university life—students, colleagues, programs, structures, and physical spaces evolve continuously. Some changes I’ve led; others I’ve experienced. Through it all, I’ve tried to approach my work with good faith, empathy, and grace.

I returned to Algoma University because I believe in its mission. The institution will continue to grow and thrive long after my time here, in ways we cannot yet imagine.



To all Board members and colleagues: thank you. Your dedication and contributions are deeply appreciated and make a lasting impact.

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

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Donna M. Rogers".

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

Special Resolution: Number of Board Members for 2025/2026 Board Cycle

Open Agenda: 23 JUNE 2025

PURPOSE:

PREPARED BY:

Approval Discussion Information

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

1.0 ACTION

In accordance with By-law No. 1, the Board is required to pass a Special Resolution to determine the number of Board Members and Members of the Corporation for the July 1, 2025 to June 30, 2026 Board Cycle.

Furthermore, the Ontario Not-for-Profit Corporations Act (ONCA) requires the University to establish the General Membership of the Corporation. In accordance with By-law No. 1, the Members of the Corporation are the same individuals who serve as Governors of the Board. Accordingly, by setting the number of Governors for each Board Cycle, the Board also determines the number of Members of the Corporation for that period.

RESOLUTION:

WHEREAS in accordance with By-law No.1, the Board of Governors is required to pass a Special Resolution to determine the number of Members of the Board(Governors) for each Board Cycle;

AND WHEREAS, the Governors also constitute the Members of the Corporation, and therefore the number of Governors established by the Board for a given Board Cycle also determines the number of Members of the Corporation for that period;

AND WHEREAS the Board Cycle is defined as the period from July 1 - June 30 of the following year;

AND WHEREAS vacant positions shall not be counted in determining quorum;

AND WHEREAS only duly appointed and currently serving Governors are to be considered 'Members' for the purpose of quorum;

THEREFORE BE IT RESOLVED THAT the number of Governors of the Board, and correspondingly the number of Members of the Corporation, for the Board Cycle commencing July 1, 2025 and ending June 20, 2026 is set at twenty (20).

2.0 EXECUTIVE SUMMARY

Section 22 of the *Ontario Not-for-Profit Corporations Act, 2010 (ONCA)* requires every corporation to establish the number of directors—referred to as Governors in the university's governance framework. Section 8(1) of the *Algoma University Act, 2008* and Section 4 of By-law No. 1, Version 2 establish the overall size of the Board as a range, rather than a fixed number:

“The Board shall consist of not fewer than twelve (12) and not more than thirty (30) Members.”

While ONCA permits a corporation's governing documents to specify a range for board size, Section 22(2) of ONCA further requires that, if such a range is set, the specific number of directors must be determined by special resolution of the Board. This ONCA requirement is explicitly reflected in Section 4.3 of By-law No. 1, Version 2, which states:

“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.”

Accordingly, both ONCA and the university’s governing documents require the Board to establish a specific number of members—within the permitted range—by special resolution for each Board cycle.

Furthermore, ONCA requires the University to establish the General Membership of the Corporation. In accordance with By-law No. 1 and the definition of “Members,” the Members of the Corporation are the same individuals who serve as Governors of the Board. Accordingly, by setting the number of Governors for each Board Cycle, the Board also determines the number of Members of the Corporation for that period.

For the current cycle, a proposed number of 20 Board Governors (and therefore Members of the Corporation) is being recommended as advised by the Governance Committee.

The proposed motion also addresses how quorum is determined in the presence of vacancies within the specific set number, in accordance with ONCA, the Algoma University Act, and By-law No. 1.

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

During the By-law revision process undertaken over the past year to ensure legal compliance, legal counsel advised that, to comply with Section 8(1) of the *Algoma University Act* and Section 22 of the ONCA, it would be necessary to include a provision in the university’s governing documents requiring the Board to formally set its size and the size of the general membership of the corporation. As a result, Section 4.3 of By-law No. 1 was introduced to meet these legal requirements.

Section 4.3 of By-law No. 1 requires that the Board pass a special resolution at the start of each Board Cycle to formally establish the specific number of Board Governors (who also constitute the Members of the Corporation) for that cycle. At Algoma University, the Board Cycle runs annually from July 1 to June 30.

This marks the introduction of a new governance process, which will be implemented for the 2025–2026 Board Cycle, onwards. For the 2025-2026 Board Cycle, the proposed number of Governors (who also constitute the Members of the Corporation) is 20.

To ensure clarity and compliance for this new governance process, the Secretariat sought further clarification from legal counsel regarding how quorum would be affected if the specific number of Governors is set at the beginning of the Board Cycle but vacancies arise during the year, as well as the appropriate language for the special resolution.

Legal counsel confirmed the following:

- Vacant positions do not impact the process of setting the Board size by special resolution.
- Vacancies are not included in quorum calculations and only individuals who are currently appointed or elected to the Board—i.e., sitting members—are considered “Members” for quorum purposes. For example, if the Board sets the specific number of Governors to 20 for the Board Cycle, but only 15 of

those positions are filled, then quorum calculations will be done based on the number of filled seats, not the specific number of Governors set for the Board Cycle.

- This interpretation is consistent with ONCA, the Algoma University Act, and By-law No. 1, all of which treat quorum as a function of the number of current, sitting Governors—not the total number of authorized or unfilled positions.

Legal counsel also advised that when setting the specific number of Board members by special resolution, the resolution should include the following: a clarifying statement regarding quorum, that Governors constitute the Members of the Corporation and the board size number. This has been incorporated into the proposed resolution.

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 and proper governance practices.

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

There are no attachments.

POLICY - BOARD RECORDS

Open Agenda: 23 JUNE 2025

PURPOSE:

PREPARED BY:

Approval Discussion Information

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

1.0 ACTION

MOTION: *that the Board of Governors approve the Policy - Board Records and related documents as recommended by the Governance Committee.*

Key Considerations:

- This policy will be necessary when the amended By-law No. 1, Version 4, comes into effect. This policy will be required to comply with Section 7.1.10 in By-law No.1 Version 4, which states that *'The University shall maintain accurate and complete records of all Board of Governors meeting proceedings, including meetings of minutes, financial documents, and any other records required by law or deemed necessary for the efficient operation and transparency of the organization. Such records shall be kept in a secure and accessible manner, outlined in policies determined by the Board of Governors, for a period as required by law.'*

2.0 EXECUTIVE SUMMARY

Over the past year, the Governance Committee has completed a comprehensive review of the Board's By-laws and policies. The primary objective of this review was to ensure that the By-laws are focused on core governance principles, while procedural and operational matters are addressed separately through standalone policies.

In June 2024, the Committee received a work plan outlining the development of new policies to support the proposed revisions to the By-laws. As part of this initiative, a policy on the management of Board and Committee records was brought forward for review and feedback at the May 2025 Governance Committee Meeting.

This new policy incorporates transferred language from By-law No.1 Version 3, Section 7.28 into a standalone document setting out the requirements for the classification, management and storage of records of the Board and its Committees. It also includes additional requirements summarized in the analysis section, which reflect sector best practices across Ontario's higher education institutions. Finally, this policy does not require accompanying procedures, however it is supported by a guideline that outlines how Board records should be classified aligned with the policy's requirements.

3.0 ANALYSIS

This policy sets out the requirements for the classification, management, and storage of Board and Committee records at Algoma University. It defines key terms such as "access," "confidential," and "record," and outlines responsibilities for ensuring records are maintained and handled appropriately. The policy assigns responsibility for oversight and implementation to the Board Secretary, or their delegate, and mandates, in accordance with legislation, that all official meetings of the Board and its Committees must have written Minutes, with the exception of in-camera meetings unless otherwise directed by the Chair. Records are to be

preserved in a dedicated repository and can be classified as public, restricted, or strictly confidential, with access limited accordingly.

The policy is necessary to promote consistency and accountability in the handling of Board and Committee records. As the University continues to operate in a complex governance environment, clear and standardized requirements are needed to manage the sensitive and varied types of information generated through Board and Committee activities. The classification system outlined in the policy ensures that access to records is based on an individual's role and authorization level, and that both transparency and confidentiality are appropriately balanced. This is especially critical in ensuring compliance with relevant legislation such as ONCA and the Freedom of Information and Protection of Privacy Act (FIPPA).

As outlined in the summary, this policy incorporates all content previously found in Section 7.28 of By-law No.1, Version 3 (highlighted in blue for ease of reference). This approach was adopted based on legal advice, which recommended removing prescriptive language related to Board record keeping from the by-law given that it was deemed procedural in nature. Record-keeping practices can evolve over time due to operational, technological, or regulatory changes; as such, embedding detailed requirements within a by-law would make it difficult to adapt to those changes without undergoing a formal by-law amendment process. By moving this content into a separate policy, the University will be able to maintain necessary governance over Board records while retaining the flexibility to update or refine the policy as needed without requiring changes to the by-law itself. This policy is being presented to the Board concurrently with the proposed amended By-law No.1, Version 4, to clearly demonstrate which content is being removed from the By-law and incorporated into the policy.

4.0 RISK IMPLICATIONS

By establishing clear roles, rules, and processes for record management, the policy helps mitigate several key risks. These include unauthorized access to sensitive information, legal non-compliance, loss of institutional memory, and procedural inconsistency that could undermine the integrity of governance processes. It also supports better decision-making and accountability by ensuring that accurate and verified records are readily available to those who need them, while also protecting confidential or restricted information from being improperly disclosed.

6.0 FINANCIAL IMPLICATIONS

There are no financial implications.

7.0 COMMUNICATIONS STRATEGY

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

8.0 ATTACHMENTS

1. Policy - Board Records
2. Guideline - Classification of Board Records

POLICY - BOARD RECORDS

Category:	Board of Governors
Sub-category	To be determined by the Policy Office. Policies with similar themes may be categorized together into subgroups to maintain cohesion.
Policy number:	TBD
Policy owner & office:	Governance Committee of the Board
Approver:	Position Title
Date last approved:	MMM-DD-YYYY
Note:	The electronic version of the policy on algomau.ca/policies-and-procedures prevails over all other electronic or printed copies. This policy supersedes any related previous versions.

1. PURPOSE

- 1.1. This policy ensures that accurate, secure, and accessible records are kept for all the Board of Governors and its Committees. It outlines the responsibilities for recording, approving, storing, and sharing meeting Minutes and all Board and Committee records, in support of good governance, transparency, and accountability.

2. SCOPE

- 2.1. This policy applies to all records created for meetings of the Board of Governors and its Committees, including regular, special, ad hoc, open, closed, and in-camera meetings, as well as any other records produced to support their work.

3. EXCEPTIONS TO POLICY

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

4. DEFINITIONS

Access: means the ability or permission to view, read, discuss, obtain or share a record in any form, based on an individual's role, authorization level, applicable policies or procedures, and legal or confidentiality requirements.

Board: means the Board of Governors of Algoma University.

Committees: has the meaning assigned in the *Policy - Board Committees*.

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

Closed Meeting: has the meaning assigned in the *Policy - Board Meetings*.

In-Camera Meeting: has the meaning assigned in the *Policy - Board Meetings*.

Meetings: has the meaning assigned in the *Policy - Board Meetings*.

Open Meeting: has the meaning assigned in the *Policy - Board Meetings*.

Official Meetings: means a meeting with a quorum of the Board of Governors or its Committees, in accordance with *Policy - Board Meetings*.

Public Record: means a record that is made available to the public and can be accessed by anyone.

Record: means any information used in the Board's or its Committees' work, in any form, including but not limited to agendas, minutes, reports, proposals for approvals, recommendations for appointments to various internal, Board or external University bodies, annual reports, proposals for real estate transactions or salary and benefits, membership lists, press releases, memos, etc.

Restricted: means a record that is confidential, with access and sharing restricted based on specific roles or needs as determined by the University, or the Chair of the Board or Committee.

Strictly Confidential: means a record with a high level of confidentiality, with access and sharing strictly limited to the authorized individuals to whom the record is addressed.

5. POLICY

5.1. General Principles

- 5.1.1. Any information used in the Board's and its Committees' work, in any form, is considered a Board or Committee record.
- 5.1.2. [The Board Secretary, or their delegate, is responsible for maintaining all Board and Committee records](#) in accordance with *Part X of the Ontario Not-for-Profit Act (ONCA) 2010*, the *Freedom of Information and Protection of Privacy Act (FIPPA)*, this policy and additional applicable University policies.
- 5.1.3. [A written record \("Minutes"\) will be maintained for all official meetings of the Board of Governors and its Committees, including open and closed meetings. Minutes will not be recorded for in-camera meetings of the Board unless the Chair determines otherwise, in accordance with the *Policy - Board Meetings*.](#)
- 5.1.4. [A preservation copy of Minutes and all Board and Committee records will be maintained in a dedicated system or repository.](#)

5.2. Classification and Confidentiality of Board and Committee Records

- 5.2.1. Board and its Committee records may be classified and marked as 'public', 'strictly confidential', or 'restricted', in accordance with the *Guidelines - Classification of Board Records*.
- 5.2.2. A record marked as 'strictly confidential' or 'restricted' may only be accessed by authorized members of the Board or its Committees, authorized university administrative personnel, and other authorized individuals to whom the record is

directly addressed. Sharing of such records will be done in a controlled manner, ensuring that only those with appropriate authorization receive the information.

- 5.2.3. Only the Board Secretary, or their delegate, is authorized to make audio recordings of Board or Committee meetings for the purpose of preparing Minutes. These recordings will be retained and destroyed in compliance with applicable privacy laws, university policies, and retention schedules.
- 5.2.4. [The Board Secretary may share relevant excerpts of confidential or restricted records with authorized university personnel or to respond to legitimate requests, as appropriate.](#)
- 5.2.5. The Board or Committee Chair in coordination with the Board Secretary, may classify records or modify the classification of records for the Board or its Committees in accordance with applicable legislation and university policies. Individuals holding classified records will be notified in writing if the classification of a record is modified.

5.3. Minutes

- 5.3.1. [At a minimum, the Minutes of Board and Committee meetings must include:](#)
 - 5.3.1.1. [All resolutions, by-laws, and motions considered; and](#)
 - 5.3.1.2. [The names of the members who moved and seconded each item.](#)
- 5.3.2. [Unless stated otherwise, any decisions made by the Board or its Committees must be recorded as a resolution. Once recorded in the Minutes, this will serve as formal proof of the Board's or Committees' actions.](#)
- 5.3.3. [The Board Secretary will promptly send draft Minutes to Governors. Minutes will be reviewed and approved at the next meeting, and if necessary, can only be amended at that time.](#)
- 5.3.4. [Once approved, the Minutes will be signed by the Chair \(or Acting Chair\) and the Board Secretary \(or Acting Secretary\).](#)
- 5.3.5. [Once Minutes have been approved, all other transitory records, including draft agendas and Minutes, and rough notes used in the preparation of the final version of the agenda and Minutes, must be destroyed in accordance with University policy and retention schedules.](#)
- 5.3.6. [Approved Minutes are available to members of the Board on request to the Board Secretary. Only Minutes of open Board meetings will be made publicly available on the website.](#)

6. REFERENCES

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

- 6.1. [Guideline: Classification of Board Records](#)
- 6.2. *Ontario Not-for-profit Act, 2010*
- 6.3. By-law No. 1

7. APPENDIXES

7.1. N/A

8. INTERPRETATION, COMPLIANCE & REVIEW

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

Guidelines - Classification of Board Records

1. Record Classification Category

- 1.1. Board and Committee records may be classified into the following categories:
- 1.1.1. **Public:** These records are available for general access and are not subject to restrictions. They may be shared with the public or other external entities.
 - 1.1.2. **Strictly Confidential:** These records are highly sensitive and may only be accessed by members of the Board or its Committees, authorized University administrative personnel, and individuals to whom the record is directly addressed. Access is tightly controlled.
 - 1.1.3. **Restricted:** These records are confidential but may be accessible by members of the Board or its Committees, authorized University administrative personnel, and other individuals authorized by the Board or Committee (eg. legal counsel, consultants etc). Access is limited and controlled based on need.

2. Presenting Classification in Documents

- 2.1. To ensure clarity and consistency in the classification of Board and Committee records, the following structured approach should be used:
- 2.1.1. **Record Labeling & Access Control:**
- Clearly label the classification of each document at the top of the first page or in a visible area of digital records (e.g., "PUBLIC," "STRICTLY CONFIDENTIAL," or "RESTRICTED").
 - For documents with multiple sections, each section may be labeled according to its classification if the classification varies within the same document.
 - For physical documents, the classification should appear as a prominent header or footer on each page of the document in **BOLD RED FONT**.
 - For digital documents, use metadata or a visible watermark to indicate classification (e.g., "Strictly Confidential" or "Restricted").
 - Accompany each record classification with the applicable statement, explaining who may access the record:
 - i. **Public:** The information in this record is classified as Public. It may be accessed, viewed, and shared freely without restriction."
 - ii. **Strictly Confidential:** The information in this record is Strictly Confidential and must not be accessed—including viewing, reading, discussing, obtaining, or sharing—by anyone who is not explicitly authorized.
 - iii. **Restricted:** The information in this record is Restricted and access is limited based on roles or needs as determined by the University, or the Chair of the Board or Committee.
 - Sharing of such records will be done in a controlled manner, ensuring that only those with appropriate authorization receive the information.

Motion: Board of Governors By-law Revisions

Open Agenda: 23 JUNE 2025

PURPOSE:

PREPARED BY:

Approval Discussion Information

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

1.0 ACTION

As per By-law No. 1, to enact, amend or repeal any by-law of the Board notice of motion shall be given at the meeting of the Board next preceding the meeting at which the motion is to be presented. A notice of motion was presented to the Board during the Open Session on May 26, 2025. The Governance Committee is recommending the Board of Governors approve in Open Session on June 23, 2025 the following motion:

MOTION: *That the Board of Governors approve the amended By-law No.1, Version 3 as recommended by the Governance Committee.*

In summary, the amendments are as follows:

- **Definition of Secretary and Officer of the Board** - Revisions have been made to enhance clarity
- **Section 4 - Composition of the Board** - The proposed revisions have been made to enhance clarity, present the content in sub-headings by theme for easy navigation, and introduce a more flexible, proportional approach to ensuring the University's strong commitment to meaningful Indigenous representation on the Board,
- **Section 5 - Officers of the Board** - The proposed revisions have been informed by past Board practice and legal counsel's advice to align the language in the By-law with how the Board has appointed the Secretary over the past 2 years.

2.0 EXECUTIVE SUMMARY

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

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

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

The Governance Committee incorporated the originally proposed August 2024 By-law revisions into its work plan in a gradual manner. The first round of these revisions, By-law No.1 and By-law No. 2 Version 2 were

approved at the Board of Governors Meeting on April 28, 2025. The second round of these recommendations, By-law No. 1 Version 3 is now being presented for Board approval.

3.0 ALIGNMENT WITH UNIVERSITY STRATEGY

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

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

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

4.0 ANALYSIS

Revisions are being proposed only to the following sections of By-law No.1, and have been noted in the Mark Up version:

- Definition of the terms “Secretary” and “Officer of the Board”
- Section 4 - Composition of the Board
- Section 5 - Officers of the Board

The two Definitions have been further revised after feedback from the Governance Committee to provide clarity and reduce redundancy.

Revisions to Sections 4 and 5 retain the existing content from the current By-law No. 1, Version 2 (approved by the Board on April 28, 2025) with some additions. To improve readability, the content has also been reorganized under sub-headings, and the numbering has been adjusted accordingly. There are no revisions being suggested for By-law No.2 at this time.

Summary of Proposed Revisions to By-law No.1, Version 2, Section 4: Composition of the Board

1. Sub-section - 4.1 Membership

- The markup version of the proposed changes demonstrates that most of the existing content under Sub-section 4.1 – Membership has been retained. The only substantive revision is to Section 4.1.6, which addresses the inclusion of Governors who self-identify as Indigenous, in accordance with University policy. Originally proposed in August 2024, this revision aims to balance flexibility with the University’s ongoing commitment to meaningful Indigenous representation on the Board.
- The proposed revision to Section 4.1.6 introduces a more flexible and proportional approach to Indigenous representation on the Board. The current By-law requires a minimum of four Governors who self-identify as Indigenous, regardless of the total number of Board members. The revised wording adjusts this requirement based on the total number of Governors:
 - If the Board consists of 20 or fewer Governors, at least three Governors must self-identify as Indigenous.
 - If the Board has more than 20 Governors, at least four Governors must self-identify as Indigenous.

2. Sub-section 4.2 - Eligibility

- A new section, 4.2.1, has been added to explicitly state that the primary mission of the Board is to achieve excellence in governance. In fulfilling this mission, the Board will prioritize the election or appointment of highly skilled candidates who reflect the University’s Special Mission and meet the functional needs of the Board.

3. Sub-section 4.3 - Terms

- Section 4.3 retains its original content with slight rewording for clarity.

4. Sub-section 4.4 - Recruitment of Governors

- Section 4.4 has been updated to include a revision to 4.4.3, which clarifies the Board’s role in elections. While the Board will ratify election results, provided they were conducted in accordance with By-law No. 2, it is not obligated to appoint any individual solely based on the election outcome. This change ensures that the Board retains discretion in selecting candidates who align with its governance needs.

5. Sub-section 4.5 - Removal

- The content in this section was relocated from the bottom of the section to this subheading further up the page to increase clarity.

6. Sub-section 4.6 - Vacancy of Office

- Section 4.6 has been slightly revised to clarify the conditions under which a Governor’s office may be vacated. These conditions are now explicitly stated as being in accordance with the AU Act, University policies, and relevant legislation, ensuring alignment with legal and institutional frameworks.

Summary of Proposed Revisions to By-law No.1, Version 2, Section 5: Officers of the Board

Section 5 has been revised to better reflect the current practices of the Board of Governors and to align with governance standards in the higher education sector across Ontario and Canada. These updates provide greater clarity and ensure consistency with established governance frameworks.

- 1. Sub-section 5.1:** The sentence has been reworded to outline who is included as an Officer of the Board. The reference to the Past-Chair as an Officer of the Board has been removed, as this has not been a practice of the Board over the last 5 years.
- 2. Sub-section 5.2 – Clarification of election and vacancy procedures for the Chair and Vice-Chair**
 - Section 5.2 has been reworded to provide a clearer and more structured outline of the process for electing the Chair and Vice-Chair of the Board, as well as the procedure for filling any vacancies in these positions.
- 3. Sub-section 5.3 -** Minor grammatical edits are suggested to improve readability.
- 4. Sub-section 5.4 – Clarification of Officer Appointments and the Board Secretary**
 - Previously, this sections contained contradictory language regarding the appointment of the Secretary and other Officers of the Board:
 - The By-law stated that the Board would appoint the Secretary, yet it also indicated that the University President would automatically serve as Secretary unless the Board decided otherwise.
 - It further outlined that the Board would annually appoint three or more officers (referring to signing officers), including the President, with two or more additional officers appointed based on the President’s recommendation—one of whom would be the Secretary of the Board.
 - This language created confusion and inconsistency.
 - The revised wording eliminates ambiguity by clearly stating that:
 - In 5.6 the Board will appoint Signing Officers as needed to align with the University’s policies.
 - In 5.4 the Board shall annually appoint the Secretary, who is typically the University Secretary or their designate, in alignment with Board past practice of 2 years of appointing the University Secretary to the position of Secretary. This is also in alignment with 100% of all publicly funded universities in Ontario wherein the University Secretary (or equivalent position) serves as Secretary for the Board.

By implementing these revisions, the By-law now provides a coherent, transparent, and practical framework for appointing Board officers while ensuring alignment with governance best practices.

5.0 RISK IMPLICATIONS

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

6.0 FINANCIAL IMPLICATIONS

There are no financial implications.

7.0 ATTACHMENTS

1. BoG By-Law No. 1 (Version 3) - MARKUP
2. BoG By-Law No. 1 (Version 3) - CLEAN

Algoma University
Board of Governors By-law No. 1

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

Version 32

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Enacted October 1, 2024

Amended, TBD 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;

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 positions listed in Section 5.1 of this By-law. ~~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 individual appointed by the Board, which is typically the University Secretary or their 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. MEMBERSHIP

- 4.1.1. 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.
- 4.1.2. For the purposes of this By-law, membership Board cycle means the twelve-month period beginning on July 1 and ending June 30.
- 4.1.3. 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.
- 4.1.4. 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:
 - 4.1.4.1. Internal Members
 - 4.1.4.1.1. President and Vice-Chancellor
 - 4.1.4.1.2. Teaching Staff Governor
 - 4.1.4.1.3. Student Governor who is a member of the Algoma University Student Union (AUSU)
 - 4.1.4.1.4. Non-Teaching Staff Governor
 - 4.1.4.1.5. Other members appointed by the Board as per the Act, Section 8(1) sub-section 7:
 - 4.1.4.1.5.1. Senate Member
 - 4.1.4.1.5.2. Student Governor who is a member of the Shingwauk Anishinaabe Students Association (SASA)
 - 4.1.4.2. External Members
 - 4.1.4.2.1. Chancellor
 - 4.1.4.2.2. Lieutenant Governor in Council Members
 - 4.1.4.2.3. Other members appointed by the Board as per the Act, Section 8(1) sub-section 7 from the Community at Large.
- 4.1.5. At least 60 percent of the members of the Board shall be external members.
- 4.1.6. If the Board composition is twenty (20) Governors, or less, a minimum of three (3) Governors shall be persons who self-identify as First Nations, Métis or Inuit in accordance with University policy in effect from time to time. Should the Board composition be over twenty (20) Governors, the number of such Governors shall increase to ~~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 (4). Board members shall be appointed as representatives of Anishinaabe organizations and/or communities.~~ four (4).
- 4.1.7. If, during a Governor's term of office, such Governor elected or appointed under sub-section 4.1.4.3 of this By-law 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.

4.2. ELIGIBILITY

- 4.2.1. The primary mission of the Board of Governors is to achieve excellence in governance and ensure performance and accountability in managing the University's affairs. To meet this, when electing or appointing Governors, the Board shall strive to identify highly skilled candidates who reflect the Special Mission of the University, the broad regions served by the University's

multiple campuses, the diversity of Canadian society, and the functional needs of the Board. The Board is dedicated to ensuring diverse perspectives are heard, valued, and respected within its composition and functions. Individuals from equity deserving groups and First Nations, Métis, Inuit and Urban Indigenous Peoples of Canada are encouraged to consider serving as governors.

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

4.3. TERMS

- 4.3.1. The term of office for all ~~an~~ elected or appointed Governors, except for the Student Governors, shall not be more than three years. ~~The term of office for a Governor who represents students shall be one year.~~ Typically, the term length shall be three (3) years, however the Board retains discretion to determine if a Governor will serve for a term of shorter duration by Board resolution, as may be appropriate in the circumstances. The commencement of a Governor's term shall normally 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 30 of each year.¶

~~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.¶~~

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

- 4.3.2. 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.
- 4.3.3. The term of office for the Student Governor of the Board shall be one (1) year. If a Student Governor graduates during their term of office, they may continue to sit as a Governor for the remainder of their term.

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

4.4. RECRUITMENT OF GOVERNORS

- 4.4.1. The Board has set up transparent and effective processes for the recruitment and election of members to the Board. The procedures for the recruitment, nomination and election of Governors are established in By-law No.2.
- 4.4.2. 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.
- 4.4.3. Elections of Internal Governors are advisory and the Board shall not be bound to appoint any individual to the Board in response to an election. Nevertheless, the Board acknowledges the significance of the election process and will ratify its results, provided the elections were conducted according to established procedures under By-law No.2.
- 4.4.4. 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.
- 4.4.5. 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-elected or re-appointed.

4.5. REMOVAL

- 4.5.1. Membership in the University, and therefore the Board, ends where a Governor's office is vacated as defined in Section 4.6 of this By-law.
- 4.5.2. 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.

4.6. VACANCIES

- 4.6.1. The office of a Governor shall be vacated if: ~~A vacancy on the Board occurs if,~~
 - 4.6.1.1. the Governor's term expires;
 - 4.6.1.2. the Governor resigns or dies;
 - 4.6.1.3. ~~the Governor ceases to a member resigns or ceases to~~ be eligible for appointment or election to the Board before the end of their term, as prescribed in By-law No.2;
 - 4.6.1.4. ~~the Governor a member~~ is incapable of continuing to act as a member and the Board by resolution declares the membership to be vacated;
 - 4.6.1.5. 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
 - 4.6.1.6. the Board by Special Resolution declares a Governor to be removed from the Board.
- 4.6.2. If a vacancy occurs on the Board, the Board shall:
 - 4.6.2.1. determine whether or not to fill the vacancy, and
 - 4.6.2.2. 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.
- 4.6.3. A person who fills a vacancy under ~~Section 4.63.17~~ ~~subsection 4.63.17~~ shall hold office for the remainder of the term of the ~~Governor member~~ they are replacing. A person elected or appointed under ~~Section 4.6 subsection 3.17~~ may be re-elected or re-appointed upon the expiry of the term that they were elected or appointed to complete, but is eligible for further re-election or re-appointment only after one year's absence from the Board.

~~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.~~

~~Membership in the University, and therefore the Board, ends where a Governor's office is vacated as defined in section 4.6 subsection 3.17 of this By-law.¶~~

~~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 Officers of the Board shall include the Chair, Vice-Chair, President and Secretary, as well as any other Officers the Board may determine by resolution from time to time.

5.2. The Board shall annually elect a Chair and Vice-Chair(s) from its External Members and shall fill any vacancy in these offices from among such External Members. The Chair and Vice-Chair(s) shall normally serve for two (2) consecutive one-year terms.

~~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.¶¶~~

~~5.3. 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 serve act temporarily in their place.¶¶~~

~~5.4. The Board shall annually appoint a Secretary, who is typically the University Secretary or their designate.~~

~~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.¶¶~~

~~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 Governors Board members as soon as possible.

5.5.3. Give, or cause to be given, all notices required to be given to Governors 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.

5.6. The Board shall appoint Signing Officers from time to time, in accordance with, and to give effect to the University's applicable policies.

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 sub-section 6.2;
 - 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.
 - 7.7.5. 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.
- 7.9. 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.
- 7.10. The Board shall only be accessed through scheduled meetings or by written request in accordance with the established policies governing Board access.
- 7.11. 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 sub-section 11.2 or 11.3 below may participate and vote on behalf of the President.
- 7.12. 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.
- 7.13. 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.
- 7.14. 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.
- 7.15. 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.
- 7.16. 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.

- 7.17. 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.
- 7.18. 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;
 - 7.18.1. Matters pertaining to proprietary information, trade secrets, or intellectual property rights of the University;
 - 7.18.2. Matters involving sensitive financial data or strategies;
 - 7.18.3. Personnel matters;
 - 7.18.4. Legal matters, including pending litigation, solicitor-client privileged information, or discussions regarding legal strategy;
 - 7.18.5. Matters involving third-party contracts, negotiations, or partnerships where disclosure may compromise the University's interests;
 - 7.18.6. 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.
- 7.19. Prior notice of meetings shall be given.
- 7.20. 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.
- 7.21. 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.
- 7.22. 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.
- 7.23. 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.
- 7.24. The continued presence of a member in the room shall indicate acceptance of these conditions.
- 7.25. 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
 - 7.25.1. remove an item from the agenda

- 7.25.2. conclude the discussion
 - 7.25.3. adjourn the meeting
 - 7.25.4. request that the member be removed from the room.
- 7.26. Subsequently, the seat of the member may be declared vacant by Special Resolution in accordance with Section 4.6.
- 7.27. 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.
- 7.28. 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.
- 7.28.1. At a minimum, Minutes must show all resolutions, by-laws, and motions dealt with, including names of movers and seconders.
 - 7.28.2. 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.
 - 7.28.3. 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.
 - 7.28.4. 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.
 - 7.28.5. 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 sub-section 7.10 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 sub-section 10.2 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 sub-section 10.2 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 sub-section 10.2 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 sub-section 10.2 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 sub-section 10.6 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 sub-section 10.6, the remaining Governor are deemed to constitute a quorum for the purpose of voting on the resolution.
- 10.9. For the purposes of sub-section 10.2, 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 sub-section 10.2 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 Section 10 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 sub-section 11.2 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 sub-section 18.4 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 ~~23rd~~^{28th} day of ~~June~~^{April} 2025.

Chair: _____
Robert Battisti
Board of Governors

Secretary: _____
Paul Qesnele
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 3

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Enacted October 1, 2024

Amended TBD, 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;

Anishinaabe: means First Nations, Métis, 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 positions listed in Section 5.1 of this By-law;

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

Secretary: means the individual appointed by the Board, which is typically the University Secretary or their 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 the *Algoma University Act, 2008*.

3.2. INTERPRETATION:

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

4. COMPOSITION OF THE BOARD

4.1. MEMBERSHIP

- 4.1.1. 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.
- 4.1.2. For the purposes of this By-law, membership Board cycle means the twelve-month period beginning on July 1 and ending June 30.
- 4.1.3. 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.
- 4.1.4. 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:
 - 4.1.4.1. Internal Members
 - 4.1.4.1.1. President and Vice-Chancellor
 - 4.1.4.1.2. Teaching Staff Governor
 - 4.1.4.1.3. Student Governor who is a member of the Algoma University Student Union (AUSU)
 - 4.1.4.1.4. Non-Teaching Staff Governor
 - 4.1.4.1.5. Other members appointed by the Board as per the Act, Section 8(1) sub-section 7:
 - 4.1.4.1.5.1. Senate Member
 - 4.1.4.1.5.2. Student Governor who is a member of the Shingwauk Anishinaabe Students Association (SASA)
 - 4.1.4.2. External Members
 - 4.1.4.2.1. Chancellor
 - 4.1.4.2.2. Lieutenant Governor in Council Members
 - 4.1.4.2.3. Other members appointed by the Board as per the Act, Section 8(1) sub-section 7 from the Community at Large.
- 4.1.5. At least 60 percent of the members of the Board shall be external members.
- 4.1.6. If the Board composition is twenty (20) Governors, or less, a minimum of three (3) Governors shall be persons who self-identify as First Nations, Métis or Inuit in accordance with University policy in effect from time to time. Should the Board composition be over twenty (20) Governors, the number of such Governors shall increase to four (4).
- 4.1.7. If, during a Governor's term of office, such Governor elected or appointed under sub-section 4.1.4 of this By-law 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.

4.2. ELIGIBILITY

- 4.2.1. The primary mission of the Board of Governors is to achieve excellence in governance and ensure performance and accountability in managing the University's affairs. To meet this, when electing or appointing Governors, the Board shall strive to identify highly skilled candidates who reflect the Special Mission of the University, the broad regions served by the University's multiple campuses, the diversity of Canadian society, and the functional needs of the Board. The Board is dedicated to ensuring diverse perspectives are heard, valued, and respected within its composition and functions. Individuals from equity deserving groups and First Nations, Métis,

Inuit and Urban Indigenous Peoples of Canada are encouraged to consider serving as governors.

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

4.3. TERMS

- 4.3.1. The term of office for all elected or appointed Governors, except for the Student Governors, shall not be more than three years. Typically, the term length shall be three (3) years, however the Board retains discretion to determine if a Governor will serve for a term of shorter duration by Board resolution, as may be appropriate in the circumstances. The commencement of a Governor's term shall normally 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 30 of each year.
- 4.3.2. 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.
- 4.3.3. The term of office for the Student Governor of the Board shall be one (1) year. If a Student Governor graduates during their term of office, they may continue to sit as a Governor for the remainder of their term.

4.4. RECRUITMENT OF GOVERNORS

- 4.4.1. The Board has set up transparent and effective processes for the recruitment and election of members to the Board. The procedures for the recruitment, nomination and election of Governors are established in By-law No.2.
- 4.4.2. 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.
- 4.4.3. Elections of Internal Governors are advisory and the Board shall not be bound to appoint any individual to the Board in response to an election. Nevertheless, the Board acknowledges the significance of the election process and will ratify its results, provided the elections were conducted according to established procedures under By-law No.2.
- 4.4.4. 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.
- 4.4.5. 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-elected or re-appointed.

4.5. REMOVAL

- 4.5.1. Membership in the University, and therefore the Board, ends where a Governor's office is vacated as defined in Section 4.6 of this By-law.
- 4.5.2. 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.

4.6. VACANCIES

- 4.6.1. The office of a Governor shall be vacated if:
 - 4.6.1.1. the Governor’s term expires;
 - 4.6.1.2. the Governor resigns or dies;
 - 4.6.1.3. the Governor ceases to be eligible for appointment or election to the Board before the end of their term, as prescribed in By-law No.2;
 - 4.6.1.4. the Governor is incapable of continuing to act as a member and the Board by resolution declares the membership to be vacated;
 - 4.6.1.5. 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
 - 4.6.1.6. the Board by Special Resolution declares a Governor to be removed from the Board.
- 4.6.2. If a vacancy occurs on the Board, the Board shall:
 - 4.6.2.1. determine whether or not to fill the vacancy, and
 - 4.6.2.2. 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.
- 4.6.3. A person who fills a vacancy under Section 4.6 shall hold office for the remainder of the term of the Governor they are replacing. A person elected or appointed under Section 4.6 may be re-elected or re-appointed upon the expiry of the term that they were elected or appointed to complete, but is eligible for further re-election or re-appointment only after one year’s absence from the Board.

5. OFFICERS OF THE BOARD

- 5.1. The Officers of the Board shall include the Chair, Vice-Chair, President and Secretary, as well as any other Officers the Board may determine by resolution from time to time.
- 5.2. The Board shall annually elect a Chair and Vice-Chair(s) from its External Members and shall fill any vacancy in these offices from among such External Members. The Chair and Vice-Chair(s) shall normally serve for two (2) consecutive one-year terms.
- 5.3. 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. If both the Chair and Vice-Chair are unable to act, the Board may appoint an External Member to serve temporarily in their place.
- 5.4. The Board shall annually appoint the Secretary, who is typically the University Secretary or their designate.
- 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 Governors as soon as possible.
 - 5.5.3. Give, or cause to be given, all notices required to be given to Governors 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.
- 5.6. The Board shall appoint Signing Officers from time to time, in accordance with, and to give effect to the University's applicable policies.

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 sub-section 6.2;
 - 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.
 - 7.7.5. 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.
- 7.9. 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.
- 7.10. The Board shall only be accessed through scheduled meetings or by written request in accordance with the established policies governing Board access.
- 7.11. 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 sub-section 11.2 or 11.3 below may participate and vote on behalf of the President.
- 7.12. 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.

- 7.13. 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.
- 7.14. 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.
- 7.15. 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.
- 7.16. 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.
- 7.17. 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.
- 7.18. 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;
 - 7.18.1. Matters pertaining to proprietary information, trade secrets, or intellectual property rights of the University;
 - 7.18.2. Matters involving sensitive financial data or strategies;
 - 7.18.3. Personnel matters;
 - 7.18.4. Legal matters, including pending litigation, solicitor-client privileged information, or discussions regarding legal strategy;
 - 7.18.5. Matters involving third-party contracts, negotiations, or partnerships where disclosure may compromise the University's interests;
 - 7.18.6. 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.
- 7.19. Prior notice of meetings shall be given.
- 7.20. 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.
- 7.21. 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.
- 7.22. 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.

- 7.23. 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.
- 7.24. The continued presence of a member in the room shall indicate acceptance of these conditions.
- 7.25. 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
 - 7.25.1. remove an item from the agenda
 - 7.25.2. conclude the discussion
 - 7.25.3. adjourn the meeting
 - 7.25.4. request that the member be removed from the room.
- 7.26. Subsequently, the seat of the member may be declared vacant by Special Resolution in accordance with Section 4.6.
- 7.27. 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.
- 7.28. 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.
 - 7.28.1. At a minimum, Minutes must show all resolutions, by-laws, and motions dealt with, including names of movers and seconders.
 - 7.28.2. 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.
 - 7.28.3. 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.
 - 7.28.4. 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.
 - 7.28.5. 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 sub-section 7.10 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 sub-section 10.2 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 sub-section 10.2 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 sub-section 10.2 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 sub-section 10.2 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 sub-section 10.6 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 sub-section 10.6, the remaining Governor are deemed to constitute a quorum for the purpose of

voting on the resolution.

- 10.9. For the purposes of sub-section 10.2, 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 10.2 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 Section 10 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 sub-section 11.2 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 sub-section 18.4 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 23rd day of June, 2025.

Chair: _____
Robert Battisti
Board of Governors

Secretary: _____
Paul Qesnele
Board of Governors

Notice of Motion: Board of Governors By-law No. 1 Amendments Version 4

Open Agenda: 23 JUNE 2025

PURPOSE:

PREPARED BY:

Approval Discussion Information

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

1.0 ACTION

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

This item is intended to act as the notice of motion for the following motion presented to the Board during the Open Session on June 23, 2025 for approval at the next Board of Governors meeting, likely in the fall 2025:

MOTION: *that the Board of Governors approve at the first scheduled open meeting in the new 2025-2026 board cycle (likely in fall 2025) the amended By-law No. 1, Version 4 as presented.*

In summary, the amendments are as follows:

1. Only By-law No.1 is being proposed for amendment.
2. Amendments fall into 2 categories:
 - a. **Content Revisions** to align with legislation, policy and governance practices; and
 - b. **Structural Revisions** consisting of reorganization of existing content under clearer subheadings and updated numbering, with no change to meaning or intent.

2.0 EXECUTIVE SUMMARY

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

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

On August 21, 2024, substantive By-law changes were presented to the Board for feedback following a thorough review by the Governance Committee, Secretariat Office, and legal counsel. In September the Board asked the Governance Committee to scale back revisions and initially focus on meeting ONCA compliance requirements, and to bring forward additional recommendations gradually throughout the year.

The Governance Committee incorporated the originally proposed August 2024 By-law revisions into its work plan, wherein such revisions would be reintroduced gradually throughout the year. The third round of these By-law No.1 revisions (Version 4), is being presented to the Board for review and as a notice of motion for approval at the first scheduled open meeting in the new 2025-2026 board cycle (likely in fall 2025). The

Governance committee reviewed and discussed these revisions at their May and June meetings. Feedback and clarification requests received were addressed at the June Governance Committee meeting.

3.0 ALIGNMENT WITH UNIVERSITY STRATEGY

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

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

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

4.0 ANALYSIS

Only amendments to By-law No.1 are being proposed at this time. The proposed amendments included in Version 4 of By-law No.1 fall into 2 categories:

1. **Content Revisions** – include changes made to select sections to align with legislation, policy, and governance best practices.
2. **Structural Revisions** – include reorganization of existing content under clearer subheadings and updated numbering, with no change to meaning or intent, to improve clarity and navigation.

A summary of the amendments included in the proposed By-law No.1 Version 4 revision is provided below:

Sections with proposed changes to content:

- **Section 6 - Powers and Duties of the Board** - specifically Section 6.1. The detailed description of the Board of Governors' duties and responsibilities has been removed, as these are already outlined in the [Algoma University Act \(Section 17\(1\)\)](#) and the [Policy – Code of Conduct for Governors: Governor Position Description](#). Legal counsel recommended removing the duplicated content from the By-laws to ensure that the roles and responsibilities of governors are maintained in a single, authoritative source—the Algoma University Act. Legal counsel explained that if the University did not have its own Act, these duties and responsibilities would appropriately remain in the By-laws. However, given the existence of the Act, consolidating this information helps maintain consistency across governance documents and reduces the need for duplicate updates in multiple places. This also reduces the need to update the By-laws in the case that changes are made to the legislation regarding the powers of the Board.
- **Section 7 Meetings of the Board** - only **sub-section 7.1.10** has been updated to replace the former Section 7.28 from Version 3 of By-law No. 1. The content from that section has now been moved to the Policy – Board Records (presented to the Board for approval at this meeting), and the revised section ensures alignment with the requirements of that policy.
- **Section 10 Conflict of Interest** - This section has been revised to remove procedural and overly detailed content from Version 3 of By-law No.1, as it duplicated material already included in the [Policy – Code of Conduct for Governors](#). On the advice of legal counsel, this level of detail was deemed unnecessary in the By-law. The proposed revisions to Section 10 in Version 4 now provide a simple and clear summary of the legal obligations related to conflicts of interest for governors. Procedural details have been removed from the By-law and will continue to be addressed in the Policy and its associated procedures.

Sections with no content changes but structural changes to reorganize existing content under subheadings and with updated numbering:

- **Section 7** - While the remaining subsections of Section 7 may appear to have been changed due to new numbering and headings, the actual wording has not been altered. These sections have simply been reorganized for better clarity and navigation, without any changes to the substance of the content.

5.0 RISK IMPLICATIONS

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

6.0 FINANCIAL IMPLICATIONS

There are no financial implications.

7.0 COMMUNICATIONS STRATEGY (*OPTIONAL*)

There is no required communications strategy at this time.

8.0 ATTACHMENTS

1. By-Law No. 1 (Version 4) - MARKUP
2. By-Law No. 1 (Version 4) - CLEAN

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

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

Algoma University
Board of Governors By-law No. 1

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

Version 43

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Enacted October 1, 2024

~~Amended April 28, 2025~~

Amended Date, 2025

Version 3- Round 2 Amendments pending BoG approval at June 23 Open Meeting

1

Version 4 - Round 3 Amendments tracked for BOG review in June and approval at the first open BOG meeting in 2025-2026 Board Cycle (likely in the fall 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;

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 positions listed in Section 5.1 of this By-law;

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

Secretary: means the individual appointed by the Board, which is typically the University Secretary or their 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. MEMBERSHIP

- 4.1.1. 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.
- 4.1.2. For the purposes of this By-law, membership Board cycle means the twelve-month period beginning on July 1 and ending June 30.
- 4.1.3. 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.
- 4.1.4. 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:
 - 4.1.4.1. Internal Members
 - 4.1.4.1.1. President and Vice-Chancellor
 - 4.1.4.1.2. Teaching Staff Governor
 - 4.1.4.1.3. Student Governor who is a member of the Algoma University Student Union (AUSU)
 - 4.1.4.1.4. Non-Teaching Staff Governor
 - 4.1.4.1.5. Other members appointed by the Board as per the Act, Section 8(1) subsection 7:
 - 4.1.4.1.5.1. Senate Member
 - 4.1.4.1.5.2. Student Governor who is a member of the Shingwauk Anishinaabe Students Association (SASA)
 - 4.1.4.2. External Members
 - 4.1.4.2.1. Chancellor
 - 4.1.4.2.2. Lieutenant Governor in Council Members
 - 4.1.4.2.3. Other members appointed by the Board as per the Act, Section 8(1) subsection 7 from the Community at Large.
- 4.1.5. At least 60 percent of the members of the Board shall be external members.
- 4.1.6. If the Board composition is twenty (20) Governors, or less, a minimum of three (3) Governors shall be persons who self-identify as First Nations, Métis or Inuit in accordance with University policy in effect from time to time. Should the Board composition be over twenty (20) Governors, the number of such Governors shall increase to four (4).
- 4.1.7. If, during a Governor's term of office, such Governor elected or appointed under subsection 4.1.4 of this By-law 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.

4.2. ELIGIBILITY

- 4.2.1. The primary mission of the Board of Governors is to achieve excellence in ~~good~~ governance and ensure performance and accountability in managing the University's affairs. To meet this, when

electing or appointing Governors, the Board shall strive to identify highly skilled candidates who reflect the Special Mission of the University, the broad regions served by the University's multiple campuses, the diversity of Canadian society, and the functional needs of the Board. The Board is dedicated to ensuring diverse perspectives are heard, valued, and respected within its composition and functions. Individuals from equity deserving groups and First Nations, Métis, Inuit and Urban Indigenous Peoples of Canada are encouraged to consider serving as governors.

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

4.3. TERMS

- 4.3.1. The term of office for all elected or appointed Governors, except for the Student Governors, shall not be more than three years. Typically, the term length shall be three (3) years, however the Board retains discretion to determine if a Governor will serve for a term of shorter duration by Board resolution, as may be appropriate in the circumstances. The commencement of a Governor's term shall normally 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 30 of each year.
- 4.3.2. 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.
- 4.3.3. The term of office for the Student Governor of the Board shall be one (1) year. If a Student Governor graduates during their term of office, they may continue to sit as a Governor for the remainder of their term.

4.4. RECRUITMENT OF GOVERNORS

- 4.4.1. ~~The primary mission of the Board of Governors is to achieve excellence in good governance and ensure performance and accountability in managing the University's affairs. To meet this, the Board has set up transparent and effective processes for the recruitment and election of members to the Board. The procedures for the recruitment, nomination and election of Governors are established in By-law No.2.~~
- 4.4.2. 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.
- 4.4.3. Elections of Internal Governors are advisory and the Board shall not be bound to appoint any individual to the Board in response to an election. Nevertheless, the Board acknowledges the significance of the election process and will ratify its results, provided the elections were conducted according to established procedures under By-law No.2.
- 4.4.4. 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.
- 4.4.5. 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-elected or re-appointed.

4.5. REMOVAL

- 4.5.1. Membership in the University, and therefore the Board, ends where a Governor's office is vacated as defined in Section 4.6 of this By-law.
- 4.5.2. 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.

4.6. VACANCIES

- 4.6.1. The office of a Governor shall be vacated if:
 - 4.6.1.1. the Governor's term expires;
 - 4.6.1.2. the Governor resigns or dies;
 - 4.6.1.3. the Governor ceases to be eligible for appointment or election to the Board before the end of their term, as prescribed in By-law No.2;
 - 4.6.1.4. a member is incapable of continuing to act as a member and the Board by resolution declares the membership to be vacated;
 - 4.6.1.5. 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
 - 4.6.1.6. the Board by Special Resolution declares a Governor to be removed from the Board.
- 4.6.2. If a vacancy occurs on the Board, the Board shall:
 - 4.6.2.1. determine whether or not to fill the vacancy, and
 - 4.6.2.2. 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.
- 4.6.3. A person who fills a vacancy under Section 4.6 shall hold office for the remainder of the term of the Governor they are replacing. A person elected or appointed under Section 4.6 may be re-elected or re-appointed upon the expiry of the term that they were elected or appointed to complete, but is eligible for further re-election or re-appointment only after one year's absence from the Board.

5. OFFICERS OF THE BOARD

- 5.1. The Officers of the Board shall include the Chair, Vice-Chair, President and Secretary, as well as any other Officers the Board may determine by resolution from time to time.
- 5.2. The Board shall elect annually a Chair and Vice-Chair(s) from its External Members and shall fill any vacancy in these offices from among such External Members. The Chair and Vice-Chair(s) shall normally serve for two (2) consecutive one-year terms.
- 5.3. 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. If both the Chair and Vice-Chair are unable to act, the Board may appoint an external member to act temporarily in their place.
- 5.4. The Board shall annually appoint the Secretary, who is typically the University Secretary or their designate.
- 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 **Governors** as soon as possible.
 - 5.5.3. Give, or cause to be given, all notices required to be given to **Governors** 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.
- 5.6. The Board shall appoint such Signing Officers from time to time, in accordance with, and to give effect to the University's related policies.

6. POWERS AND DUTIES OF THE BOARD

- 6.1. The Board shall have such duties and shall exercise such powers as are set out in the Act, as the same may from time to time be amended, re-enacted or replaced. ~~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,¶¶~~
- ~~1.1.1. 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;¶¶~~
 - ~~1.1.2. to appoint and remove a Chancellor;¶¶~~
 - ~~1.1.3. to appoint and remove the President;¶¶~~
 - ~~1.1.4. to appoint, promote, suspend, and remove members of the teaching staff and non-teaching employees of the University, subject to subsection 5.2;¶¶~~
 - ~~1.1.5. to fix the number, duties, and salaries and other benefits of the teaching staff and the non-teaching employees of the University;¶¶~~
 - ~~1.1.6. 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;¶¶~~
 - ~~1.1.7. to approve the annual budget of the University and to monitor its implementation;¶¶~~
 - ~~1.1.8. 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;¶¶~~
 - ~~1.1.9. 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;¶¶~~
 - ~~1.1.10. to define the following terms: staff, manager, professor, associate professor, assistant professor, lecturer, associate, instructor, and tutor;¶¶~~
 - ~~1.1.11. to conclusively determine which body within the University has jurisdiction over any matter, and¶¶~~

~~1.1.12. to make by-laws, resolutions, and rules for the conduct of its affairs.¶¶~~

~~1.1.13. required as being necessary and incidental to their exercise in order to uphold the Objects of the University and achieve its Special Mission.¶¶~~

~~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.¶¶~~

~~6.2. **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.~~

~~6.3. **Conflict of Interest:** Governors must abide by conflict of interest requirements as set out in Section 16 of the Act, By-laws, Board policies or other requirements set out by legislation.~~

~~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.~~

~~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. GENERAL PROVISIONS

~~7.1.1. Regular, **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.~~

~~7.1.2. Meetings of the Board will be open to the public unless the meeting or parts of the meeting needs to be a closed session because the subject falls within the exceptions defined in 7.2. Except by the permission of the Chair, observers will not be permitted to speak at a meeting, to communicate with individual Governors, 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 meeting space.~~

~~7.1.3. The Board shall hold a minimum of four (4) regular meetings per year. The dates and times of such meetings shall be established from time to time by the Board.~~

~~7.1.4. The quorum for meetings of the Board and any committees thereof shall be a majority of the Governors or members of such committee, as applicable with the condition that at least half of the External Members of the Board or committee, as applicable, are in attendance.~~

~~7.1.5. Notice in writing of the time and place of each regular meeting shall be sent to each Governor by prepaid post or by electronic means addressed to the Governor'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 Board shall invalidate such~~

meeting or make void any proceedings taken thereat and any Governor may at any time waive notice of any such meeting.

- 7.1.6. 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 three (3) calendar days if sent by prepaid post, to Governors.
- 7.1.7. Public notice of meetings, annual or general shall be given, at minimum, by website.
- 7.1.8. The Board shall by policy determine how its agendas shall be developed. The business of a meeting shall be confined to the agenda and no new matter shall be dealt with unless the introduction of such new matter shall be approved by two-thirds vote of Governors present and voting.
- 7.1.9. A record of the proceedings of each meeting of the Board shall be kept by the Secretary and the full Minutes of every meeting shall be submitted at the next meeting of the Board, save and except that minutes and other records of closed sessions shall be recorded separately and maintained in a secure manner.
- 7.1.10. The University shall maintain accurate and complete records of all Board of Governors meeting proceedings, including meetings of minutes, financial documents, and any other records required by law or deemed necessary for the efficient operation and transparency of the organization. Such records shall be kept in a secure and accessible manner, outlined in policies determined by the Board of Governors, for a period as required by law.
- 7.1.11. The Board shall only be accessed through scheduled meetings or by written request in accordance with the established policies governing Board access.

7.2. CLOSED MEETINGS

- 7.2.1. The Board may convene closed sessions for matters deemed confidential in nature. Such matters may include, but are not limited to;
 - 7.2.1.1. Matters pertaining to proprietary information, trade secrets, or intellectual property rights of the University;
 - 7.2.1.2. Matters involving sensitive financial data or strategies;
 - 7.2.1.3. Personnel matters;
 - 7.2.1.4. Legal matters, including pending litigation, solicitor-client privileged information, or discussions regarding legal strategy;
 - 7.2.1.5. Matters involving third-party contracts, negotiations, or partnerships where disclosure may compromise the University's interests;
 - 7.2.1.6. 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.
- 7.2.2. The Board shall establish by policy the proceedings for holding closed meetings.

7.3. ANNUAL MEETINGS

- 7.3.1. The Annual Meeting of the Board will be held within six (6) months of the fiscal year-end. Business at the Annual Meeting is not limited to, but may include the following items:
 - 7.3.1.1. the report of the Board Chair;
 - 7.3.1.2. the report of the President & Vice-Chancellor;
 - 7.3.1.3. the financial statement and report of the auditor;

- 7.3.1.4. the appointment of the auditors;
 - 7.3.1.5. the election of the Chair and Vice-Chair shall also be conducted by ballot if a vote is required;
 - 7.3.1.6. 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.
- 7.3.2. Notice of the Annual Meeting will be provided to the auditor of the University in accordance with applicable legislation.

7.4. SPECIAL MEETINGS

- 7.4.1. 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, the Vice-Chair and may also be called at the written request of not fewer than 1/3 of the Governors.
- 7.4.2. Notice in writing of the time and place of a special meeting shall be sent to each Governor 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.
- 7.4.3. 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.
- 7.4.4. On matters of an urgent nature, the Board Executive Committee shall act on behalf of the Board of Governors.

7.5. ELECTRONIC MEETINGS

- 7.5.1. 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.
- 7.5.2. 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.

7.6. VOTING

- 7.6.1. No Governor may appoint or send a designate or proxy to act or vote on their behalf, except that an Acting or Interim President duly appointed under subsection 11.2 or 11.4 of this By-law who may participate and vote on behalf of the President.
- 7.6.2. 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 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, but shall not affect the outcome of the vote nor be recorded in the Minutes.
- 7.6.3. 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.

~~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.¶¶~~

~~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.¶¶~~

~~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.¶¶~~

~~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.¶¶~~

~~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.¶¶~~

~~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. ¶¶~~

~~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.¶¶~~

~~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.¶¶~~

~~Items of business shall normally be presented to the Board by the following:¶¶~~

~~The Chair of the Board¶¶~~

~~The Chairs of Committees¶¶~~

~~The President¶¶~~

~~The Board Representative to the Senate who shall report at each Board meeting.¶¶~~

~~But a 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.¶¶~~

~~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.¶¶~~

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

~~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.¶¶~~

~~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.¶¶~~

~~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.¶¶~~

~~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.¶¶~~

~~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.¶¶~~

~~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.¶¶~~

~~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.¶¶~~

~~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,¶¶~~

~~Matters pertaining to proprietary information, trade secrets, or intellectual property rights of the University;¶¶~~

~~Matters involving sensitive financial data or strategies;¶¶~~

~~Personnel matters;¶¶~~

~~Legal matters, including pending litigation, solicitor-client privileged information, or discussions regarding legal strategy;¶¶~~

~~Matters involving third-party contracts, negotiations, or partnerships where disclosure may compromise the University's interests;¶¶~~

~~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.¶¶~~

~~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.¶¶~~

~~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.¶¶~~

~~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¶¶~~

~~remove an item from the agenda¶¶~~

~~conclude the discussion¶¶~~

~~adjourn the meeting¶¶~~

~~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.¶¶~~

~~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.~~

~~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.¶¶~~

~~At a minimum, Minutes must show all resolutions, by-laws, and motions dealt with, including names of movers and seconders.¶¶~~

~~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.¶¶~~

~~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.¶¶~~

~~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.¶¶~~

~~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 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.
- 8.7. Except on the Board-Senate Liaison Committee, only an External Member may serve as Chair of the Board Committee.
- 8.8. Committees shall have access to the Board in accordance with subsection 7.1.11 of By-law No.1.
- 8.9. 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. A conflict of interest arises when the private or personal interest of a Governor supersedes or competes with their official duties and responsibilities to the University as a Governor. A conflict of interest may arise from an actual, potential, or perceived conflict of interest of a financial or other nature.
- 10.2. 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.
- 10.3. 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. 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.
- 10.4. 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.

~~A Governor or officer who: ¶¶~~

~~is a party to a material contract or transaction or proposed material contract or transaction with the University; or ¶¶~~

~~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. ¶¶~~

~~The disclosure required by subsection 9.2 must be made, in the case of a Governor: ¶¶~~

~~at the meeting at which a proposed contract or transaction is first considered; ¶¶~~

~~if the Governor was not then interested in a proposed contract or transaction, at the first meeting after the Governor becomes so interested; ¶¶~~

~~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 ¶¶~~

~~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. ¶¶~~

~~The disclosure required by subsection 9.2 must be made, in the case of an officer who is not a Governor: ¶¶~~

~~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; ¶¶~~

~~if the officer becomes interested after a contract is made or transaction is entered into, forthwith after the officer becomes so interested; or ¶¶~~

~~if an individual who is interested in a contract or transaction later becomes an officer, forthwith after the individual becomes an officer. ¶¶~~

~~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. ¶¶~~

~~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. ¶¶~~

~~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. ¶¶~~

~~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. ¶¶~~

~~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. ¶¶~~

~~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: ¶¶~~

~~disclosure of the interest was made in accordance with this section; ¶¶~~

~~the Board approved the contract or transaction; and ¶¶~~

~~the contract or transaction was reasonable and fair to the University when it was approved. ¶¶~~

~~The provisions of article 9 of this By-law are in addition to any Board-approved conflict of interest policy. ¶¶~~

~~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. ¶¶~~

~~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. ¶¶~~

~~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 sub-section 110.2 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 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, in accordance with established policies.

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 officers 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. In order to be an auditor of the University, the auditor must be independent of the University in accordance with the *Not-for-Profit Corporations Act*, as amended. Auditing firms must either be changed or a third-party audit must be conducted at least once 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 other bodies~~ ~~subcommittees~~ established in accordance with Board policies in all parliamentary situations not provided for in the *Non-for-Profit Corporations Act*, this By-law, Board policies or 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 187.4 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 ~~xx28~~²⁸th day of ~~month~~^{April}, 2025.

Chair: _____
Robert Battisti
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 4

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Enacted October 1, 2024

Amended **Date**, 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;

Anishinaabe: means First Nations, Métis, 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 positions listed in Section 5.1 of this By-law;

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

Secretary: means the individual appointed by the Board, which is typically the University Secretary or their 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 the *Algoma University Act, 2008*;

3.2. INTERPRETATION:

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

4. COMPOSITION OF THE BOARD

4.1. MEMBERSHIP

- 4.1.1. 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.
- 4.1.2. For the purposes of this By-law, membership Board cycle means the twelve-month period beginning on July 1 and ending June 30.

- 4.1.3. 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.
- 4.1.4. 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:
 - 4.1.4.1. Internal Members
 - 4.1.4.1.1. President and Vice-Chancellor
 - 4.1.4.1.2. Teaching Staff Governor
 - 4.1.4.1.3. Student Governor who is a member of the Algoma University Student Union (AUSU)
 - 4.1.4.1.4. Non-Teaching Staff Governor
 - 4.1.4.1.5. Other members appointed by the Board as per the Act, Section 8(1) sub-section 7:
 - 4.1.4.1.5.1. Senate Member
 - 4.1.4.1.5.2. Student Governor who is a member of the Shingwauk Anishinaabe Students Association (SASA)
 - 4.1.4.2. External Members
 - 4.1.4.2.1. Chancellor
 - 4.1.4.2.2. Lieutenant Governor in Council Members
 - 4.1.4.2.3. Other members appointed by the Board as per the Act, Section 8(1) sub-section 7 from the Community at Large.
- 4.1.5. At least 60 percent of the members of the Board shall be external members.
- 4.1.6. If the Board composition is twenty (20) Governors, or less, a minimum of three (3) Governors shall be persons who self-identify as First Nations, Métis or Inuit in accordance with University policy in effect from time to time. Should the Board composition be over twenty (20) Governors, the number of such Governors shall increase to four (4).
- 4.1.7. If, during a Governor's term of office, such Governor elected or appointed under sub-section 4.1.4 of this By-law 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.

4.2. ELIGIBILITY

- 4.2.1. The primary mission of the Board of Governors is to achieve excellence in governance and ensure performance and accountability in managing the University's affairs. To meet this, when electing or appointing Governors, the Board shall strive to identify highly skilled candidates who reflect the Special Mission of the University, the broad regions served by the University's multiple campuses, the diversity of Canadian society, and the functional needs of the Board. The Board is dedicated to ensuring diverse perspectives are heard, valued, and respected within its composition and functions. Individuals from equity deserving groups and First Nations, Métis, Inuit and Urban Indigenous Peoples of Canada are encouraged to consider serving as governors.
- 4.2.2. Eligibility criteria for all governor positions within the Board will be determined in accordance with By-law No.2.

4.3. TERMS

- 4.3.1. The term of office for all elected or appointed Governors, except for the Student Governors, shall not be more than three years. Typically, the term length shall be three (3) years, however the Board retains discretion to determine if a Governor will serve for a term of shorter duration by Board resolution, as may be appropriate in the circumstances. The commencement of a Governor's term shall normally 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 30 of each year.

- 4.3.2. All Governors, except for the Student Member, shall be eligible for re-appointment subject to a maximum 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.
- 4.3.3. The term of office for the Student Governor of the Board shall be one (1) year. If a Student Governor graduates during their term of office, they may continue to sit as a Governor for the remainder of their term.

4.4. RECRUITMENT OF GOVERNORS

- 4.4.1. The Board has set up transparent and effective processes for the recruitment and election of members to the Board. The procedures for the recruitment, nomination and election of Governors are established in By-law No.2.
- 4.4.2. 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.
- 4.4.3. Elections of Internal Governors are advisory and the Board shall not be bound to appoint any individual to the Board in response to an election. Nevertheless, the Board acknowledges the significance of the election process and will ratify its results, provided the elections were conducted according to established procedures under By-law No.2.
- 4.4.4. 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.
- 4.4.5. 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-elected or re-appointed.

4.5. REMOVAL

- 4.5.1. Membership in the University, and therefore the Board, ends where a Governor's office is vacated as defined in Section 4.6 of this By-law.
- 4.5.2. 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.

4.6. VACANCIES

- 4.6.1. The office of a Governor shall be vacated if:
 - 4.6.1.1. the Governor's term expires;
 - 4.6.1.2. the Governor resigns or dies;
 - 4.6.1.3. the Governor ceases to be eligible for appointment or election to the Board before the end of their term, as prescribed in By-law No.2;
 - 4.6.1.4. a member is incapable of continuing to act as a member and the Board by resolution declares the membership to be vacated;
 - 4.6.1.5. the Board by resolution declares a membership to be vacated for failure to attend three consecutive regularly scheduled meetings 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
 - 4.6.1.6. the Board by Special Resolution declares a Governor to be removed from the Board.
- 4.6.2. If a vacancy occurs on the Board, the Board shall:

- 4.6.2.1. determine whether or not to fill the vacancy, and
- 4.6.2.2. 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.
- 4.6.3. A person who fills a vacancy under Section 4.6 shall hold office for the remainder of the term of the Governor they are replacing. A person elected or appointed under Section 4.6 may be re-elected or re-appointed upon the expiry of the term that they were elected or appointed to complete, but is eligible for further re-election or re-appointment only after one year's absence from the Board.

5. OFFICERS OF THE BOARD

- 5.1. The Officers of the Board shall include the Chair, Vice-Chair, President and Secretary, as well as any other Officers the Board may determine by resolution from time to time.
- 5.2. The Board shall elect annually a Chair and Vice-Chair(s) from its External Members and shall fill any vacancy in these offices from among such External Members. The Chair and Vice-Chair(s) shall normally serve for two (2) consecutive one-year terms.
- 5.3. 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. If both the Chair and Vice-Chair are unable to act, the Board may appoint an external member to act temporarily in their place.
- 5.4. The Board shall annually appoint the Secretary, who is typically the University Secretary or their designate.
- 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 Governors as soon as possible.
 - 5.5.3. Give, or cause to be given, all notices required to be given to Governors 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.
- 5.6. The Board shall appoint such Signing Officers from time to time, in accordance with, and to give effect to the University's related policies.

6. POWERS AND DUTIES OF THE BOARD

- 6.1. The Board shall have such duties and shall exercise such powers as are set out in the Act, as the same may from time to time be amended, re-enacted or replaced
- 6.2. **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.
- 6.3. **Conflict of Interest:** Governors must abide by conflict of interest requirements as set out in Section 16 of the Act, By-laws, Board policies or other requirements set out by legislation.
- 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.

7. MEETINGS OF THE BOARD

7.1. GENERAL PROVISIONS

- 7.1.1. 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.
- 7.1.2. Meetings of the Board will be open to the public unless the meeting or parts of the meeting needs to be a closed session because the subject falls within the exceptions defined in 7.2. Except by the permission of the Chair, observers will not be permitted to speak at a meeting, to communicate with individual Governors, 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 meeting space.
- 7.1.3. The Board shall hold a minimum of four (4) regular meetings per year. The dates and times of such meetings shall be established from time to time by the Board.
- 7.1.4. The quorum for meetings of the Board and any committees thereof shall be a majority of the Governors or members of such committee, as applicable with the condition that at least half of the External Members of the Board or committee, as applicable, are in attendance.
- 7.1.5. Notice in writing of the time and place of each regular meeting shall be sent to each Governor by prepaid post or by electronic means addressed to the Governor'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 Board shall invalidate such meeting or make void any proceedings taken thereat and any Governor may at any time waive notice of any such meeting.
- 7.1.6. 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 three (3) calendar days if sent by prepaid post, to Governors.
- 7.1.7. Public notice of meetings, annual or general shall be given, at minimum, by website.
- 7.1.8. The Board shall by policy determine how its agendas shall be developed. The business of a meeting shall be confined to the agenda and no new matter shall be dealt with unless the introduction of such new matter shall be approved by two-thirds vote of Governors present and voting.
- 7.1.9. A record of the proceedings of each meeting of the Board shall be kept by the Secretary and the full Minutes of every meeting shall be submitted at the next meeting of the Board, save and except that minutes and other records of closed sessions shall be recorded separately and maintained in a secure manner.
- 7.1.10. The University shall maintain accurate and complete records of all Board of Governors meeting proceedings, including meetings of minutes, financial documents, and any other records required by law or deemed necessary for the efficient operation and transparency of the organization. Such records shall be kept in a secure and accessible manner, outlined in policies determined by the Board of Governors, for a period as required by law.
- 7.1.11. The Board shall only be accessed through scheduled meetings or by written request in accordance with the established policies governing Board access.

7.2. CLOSED MEETINGS

- 7.2.1. The Board may convene closed sessions for matters deemed confidential in nature. Such matters may include, but are not limited to:
 - 7.2.1.1. Matters pertaining to proprietary information, trade secrets, or intellectual property rights of the University;
 - 7.2.1.2. Matters involving sensitive financial data or strategies;

- 7.2.1.3. Personnel matters;
 - 7.2.1.4. Legal matters, including pending litigation, solicitor-client privileged information, or discussions regarding legal strategy;
 - 7.2.1.5. Matters involving third-party contracts, negotiations, or partnerships where disclosure may compromise the University's interests;
 - 7.2.1.6. 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.
- 7.2.2. The Board shall establish by policy the proceedings for holding closed meetings.

7.3. ANNUAL MEETINGS

- 7.3.1. The Annual Meeting of the Board will be held within six (6) months of the fiscal year- end. Business at the Annual Meeting is not limited to, but may include the following items:
- 7.3.1.1. the report of the Board Chair;
 - 7.3.1.2. the report of the President & Vice-Chancellor;
 - 7.3.1.3. the financial statement and report of the auditor;
 - 7.3.1.4. the appointment of the auditors;
 - 7.3.1.5. the election of the Chair and Vice-Chair shall also be conducted by ballot if a vote is required;
 - 7.3.1.6. 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.
- 7.3.2. Notice of the Annual Meeting will be provided to the auditor of the University in accordance with applicable legislation.

7.4. SPECIAL MEETINGS

- 7.4.1. 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, the Vice-Chair and may also be called at the written request of not fewer than 1/3 of the Governors.
- 7.4.2. Notice in writing of the time and place of a special meeting shall be sent to each Governor 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.
- 7.4.3. 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.
- 7.4.4. On matters of an urgent nature, the Board Executive Committee shall act on behalf of the Board of Governors.

7.5. ELECTRONIC MEETINGS

- 7.5.1. 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.
- 7.5.2. 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.

7.6. VOTING

- 7.6.1. No Governor may appoint or send a designate or proxy to act or vote on their behalf, except that an Acting or Interim President duly appointed under sub-section 11.2 or 11.4 of this By-law who may participate and vote on behalf of the President.
- 7.6.2. 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 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, but shall not affect the outcome of the vote nor be recorded in the Minutes.
- 7.6.3. 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.

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 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.
- 8.7. Except on the Board-Senate Liaison Committee, only an External Member may serve as Chair of the Board Committee.
- 8.8. Committees shall have access to the Board in accordance with sub-section 7.1.11 of By-law No.1.
- 8.9. 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. A conflict of interest arises when the private or personal interest of a Governor supersedes or competes with their official duties and responsibilities to the University as a Governor. A conflict of interest may arise from an actual, potential, or perceived conflict of interest of a financial or other nature.
- 10.2. 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.
- 10.3. 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. 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.
- 10.4. In accordance with Section 41 of the *Not-for-Profit Corporations Act*, 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.

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 sub-section 11.2 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 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, in accordance with established policies.

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 officers 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. In order to be an auditor of the University, the auditor must be independent of the University in accordance with the Not-for-Profit Corporations Act, as amended. Auditing firms must either be changed or a third-party audit must be conducted at least once 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 Board of Governors and its Committees and other bodies established in accordance with Board policies in all parliamentary situations not provided for in the *Non-for-Profit Corporations Act*, this By-law, Board policies or 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 sub-section 18.4 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 TDB day of TDB 2025.

Chair: _____
Robert Battisti
Board of Governors

Secretary: _____
Paul Quesnele
Board of Governors

Report to the Board of Governors on compliance with MTCU Directive on the Costs of Educational Materials

Open Agenda: 23 June 2025

PURPOSE:

PREPARED BY:

Approval

Discussion

Information

István Imre, Ph.D., Vice-President Academic and Research

1.0 ACTION

- This report is for information.

2.0 EXECUTIVE SUMMARY

Last calendar year, the Strengthening Accountability and Student Supports Act, 2024 was passed and made amendments to the MTCU Act. The new MTCU Act provisions allow for directives to be issued to publicly assisted colleges and universities that require these institutions to provide students with information about educational costs associated with attending the institution. (Note that the Ministry is now named MCURES.)

Accordingly, a directive was issued pursuant to subsection 21(2) of the MTCU Act. The objectives of this directive are to:

“Ensure students and their families can find information on educational costs with ease; and

Improve consistency across the sector in publishing educational costs and leverage best practices.”

Subsection 21(6) of the MTCU Act requires annual reporting to governing boards on the implementation of this directive.

Measures in place and/or taken since December 2024:

- 1) Tuition fees and ancillary fees are clearly communicated on the Algoma University website
- 2) Directives are being sent out on a semesterly basis to all faculty at Algoma University to apprise them of the need to comply with the ministerial directives (please see attachment 2 and 3)
- 3) Communication memos have been sent to all Faculty Deans to urge their support in terms of complying with the ministerial directives (please see attachment 4)

3.0 ALIGNMENT WITH UNIVERSITY STRATEGY

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

#1: Lead Transformative, Cross Cultural Learning in a Quality University Experience ▾

1. Enhances Transparency and Trust

Clear, upfront communication about tuition, ancillary fees, and other costs (like course materials, lab fees, residence, etc.) builds trust between students and the institution. In Ontario, this is particularly important as

many students juggle part-time work and financial aid, and universities are accountable under the Tuition Fee Framework and related provincial guidelines. Transparent cost information empowers students to make informed decisions, fostering a sense of fairness and institutional integrity — both central to a high-quality university experience.

2. Supports Financial Planning and Equity

Accurate communication of costs ensures that students — especially first-generation, Indigenous, or financially vulnerable learners — can properly plan for their educational journey. This affects not only enrollment decisions but also academic persistence and well-being. In Ontario, where the average undergraduate tuition is among the highest in Canada, the ability to anticipate total expenses (including hidden or optional costs) directly affects accessibility and equity outcomes, both of which are indicators of educational quality in contemporary higher education policy.

3. Enables Access to Supports and Resources

By clearly communicating costs alongside information about financial aid (OSAP, bursaries, scholarships, and emergency funding), universities reduce financial stress and increase students' ability to focus on academic and co-curricular engagement. In Ontario's competitive, tuition-regulated environment, integrating financial literacy education and cost-planning tools has become a quality-enhancing practice. Institutions like York University and Toronto Metropolitan University, for instance, have embedded cost calculators and proactive communications about funding deadlines to improve student financial well-being — contributing positively to retention and student satisfaction rates.

4. Enhances Institutional Accountability and Quality Assurance

Transparent financial communication is also a marker of good governance and accountability — key principles within Ontario's Quality Assurance Framework. Accurate, student-centered cost disclosures help universities demonstrate compliance with government regulations and quality assurance standards, while also reducing student complaints and grievances related to unexpected or poorly communicated fees.

5. Improves Overall Student Experience and Satisfaction

Ultimately, when students feel informed, respected, and supported in navigating the financial aspects of their education, their overall satisfaction with the institution improves. This enhances their academic engagement, campus involvement, and likelihood of recommending the university to others — all important indicators tracked by tools like the Canadian University Survey Consortium (CUSC) and the National Survey of Student Engagement (NSSE), which Ontario universities use to gauge quality.

4.0 ANALYSIS

We are completely aligned with all ON universities, per COU discussions and guidance.

5.0 RISK IMPLICATIONS

There are no identified risk implications.

6.0 FINANCIAL IMPLICATIONS

There are no financial implications.

7.0 COMMUNICATIONS STRATEGY (*OPTIONAL*)

There is no required communications strategy.

8.0 ATTACHMENTS

- 1) [Link to Algoma University website demonstrating the presence of tuition fees and ancillary fees](#)
- 2) [December 2024 Communication memo to faculty](#)
- 3) [April 2025 Communication memo to faculty](#)
- 4) [April 2025 Communication to Faculty Deans](#)

MCU Directive on Cost of Educational Materials

Donna Rogers <donna.rogers@algonau.ca>
Bcc: faculty@algonau.ca

Tue, Dec 17, 2024 at 4:47 PM

Dear faculty colleagues:

As the fall term winds down, I write to let you know that the Ministry of Colleges and Universities has issued a directive to all publicly-funded colleges and universities, requiring that the cost of textbooks and other required materials be disclosed to students on the course outline.

As an institution we have no practical way of providing our faculty members with customized course-by-course information (nor do the other Ontario universities).

To that end, and as a first step to comply with the MCU directive, I write to request that the following statement be included on all course outlines in the section where you list your required textbooks and other materials:

The required materials for this course are: **(list)** These materials are available from the Algoma University Bookstore. Pricing for all material can be found by visiting <https://www.bkstr.com/algomastore/shop/textbooks-and-course-materials>.

If you are using zero-cost materials (such as open-access textbooks), you should indicate that clearly; in that case you do not need to include the above statement.

Thank you for your assistance in this matter. My best wishes to you all for a smooth end to the term/exams, and a restful holiday.

Donna

--

Donna M. Rogers, Ph.D. (*she/her~ella*)
Interim Vice-President Academic & Research, Algoma University

vpar@algonau.ca

ALGOMA UNIVERSITY

1520 Queen Street East

Sault Ste. Marie, Ontario, Canada P6A 2G4

www.algonau.ca



Algoma University campuses are located on the traditional lands of the Anishinaabeg, the Mushkegowuk Cree, and the Métis Nation. I acknowledge that we are on sacred lands set aside for education as envisioned by Chief Shingwauk for our children and for those as yet unborn, and acknowledge the sacred lands of those joining us from regions outside of our three campus locations.

Routine email will be sent/read between 8:00 am and 6:00 pm weekdays.

6/4/25, 11:10 AM

Algoma University Mail - MCU Directive on Cost of Educational Materials

This message is intended only for the addressee(s) and shall be considered confidential unless otherwise indicated expressly.

If you are not the intended recipient, you are notified that disclosing, copying, distributing or taking any action in reliance on the contents of this information is strictly prohibited.



VPAR Office <vparoffice@algonau.ca>

MCURES Directive on Cost of Educational Materials

VPAR Office <vparoffice@algonau.ca>
Bcc: faculty-ft <faculty-ft@algonau.ca>, faculty-pt <faculty-pt@algonau.ca>

Wed, Apr 9, 2025 at 9:25 AM



COMMUNICATION MEMO

Office of the Vice-President, Academic and Research

Dear faculty colleagues:

As we approach the end of the winter term, I wanted to inform you that the Ministry of Colleges, Universities, Research Excellence and Security has issued a directive to all publicly funded colleges and universities requiring that the cost of textbooks and other required materials be clearly disclosed to students in the course outline. Please ensure this information is included in your course outlines for the upcoming spring term.

As an institution, we have no practical way of providing our faculty members with customized course-by-course information (nor do the other Ontario universities).

To that end, and as a first step to comply with the MCURES directive, I write to request that the following statement be included in all course outlines in the section where you list your required textbooks and other materials:

The required materials for this course are: **(list)** These materials are available from the Algoma University Bookstore. Pricing for all materials can be found by visiting <https://www.bkstr.com/algomastore/shop/textbooks-and-course-materials>.

If you are using zero-cost materials (such as open-access textbooks), you should indicate that clearly; in that case, you do not need to include the above statement.

Thank you for your assistance in this matter. My best wishes to you all for a smooth end to the term/exams and a restful holiday.

Please do not respond to this email directly.

With gratitude,

István Imre (he/him/il), Ph.D.

Vice-President, Academic and Research



VPAR Office <vparoffice@algonau.ca>

MCURES Directive on Cost of Educational Materials

VPAR Office <vparoffice@algonau.ca>

Wed, Apr 9, 2025 at 3:06 PM

To: "Dean.Science" <dean.science@algonau.ca>, "Dean.FBE" <dean.fbe@algonau.ca>, "Dean.HSS-CCS" <dean.hss-ccs@algonau.ca>, The Office of the Dean Of Computer Science <dean.computerscience@algonau.ca>

Dear Deans,

I hope all is well with you.

On behalf of the VPAR, I'm reaching out to kindly ask that you and/or your team follow up with faculty regarding the MCURES Directive on the Cost of Educational Materials (outlined below) when compiling course outlines.

Thank you, as always, for your continued support.

[Quoted text hidden]

--

Masi Mozaffari, M.A.

Executive Assistant to Vice-President Academic & Research

ALGOMA UNIVERSITY

1520 Queen Street East, (CC2001)

Sault Ste. Marie, Ontario P6A 2G4

www.algonau.ca

I wish to acknowledge that the campuses of Algoma University are located on the traditional lands of the Anishinaabek, the Mississaugas of the Credit, and the Mushkegowuk Cree, as well as hereditary lands of the Métis Nation. I also acknowledge that I work in Robinson-Huron Treaty Territory, home of the Garden River and Batchewana First Nations, on sacred lands set aside for education as envisioned by Chief Shingwauk for our children and for those as yet unborn.

This message is intended only for the addressee(s). If you are not the intended recipient, you are notified that disclosing, copying, distributing or taking any action in reliance on the contents of this information is strictly prohibited.

