

**GENERAL BYLAWS OF**

**THE BOARD OF GOVERNORS OF**

**NIPISSING UNIVERSITY**

*September 2017*

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**GENERAL BYLAWS OF  
THE BOARD OF GOVERNORS OF  
NIPISSING UNIVERSITY**

All previous bylaws are hereby repealed and the following bylaws are enacted by the Board of Governors of Nipissing University.

**I. INTERPRETATION**

1. In these bylaws,
  - a) "**Act**" means the most recent version of The Nipissing University Act (NU Act).
  - b) "**Board**" means the Board of Governors of the University so described in Section II.
  - c) "**Chancellor**" means the Chancellor of the University.
  - d) "**Constituent Board Member**" means a member appointed or elected by their representative constituency as defined in Section II.1.e) to II.1.i). A Constituent Board Member has voting privileges.
  - e) "**Ex-officio**" means a member by virtue of the person's office. The position may be "voting" or "non-voting". The Chancellor, the President & Vice-Chancellor and the Mayor of the City of North Bay (or his/her delegate) are Ex-officio Board Members (voting).
  - f) "**Member**" means a Constituent, Non-Constituent, or Ex-officio Board Member.
  - g) "**Non-Constituent Board Member**" means a member of the public appointed by the Board or by the Lieutenant-Governor-in-Council as defined in Section II.1.c) and II.1.d). Non-Constituent Board Members may also be referred to as "External" members. A Non-Constituent Board Member has voting privileges.
  - h) "**Officer of the Board**" means the Chair, the Vice-Chair, the Vice-Chair Pro Tem, the Chancellor, the President & Vice-Chancellor (who is also Secretary of the Board), and such other members as the Board may designate from time to time.
  - i) "**Officer of the University**" means the President & Vice-Chancellor, the Vice-President(s), and such other officers as may be designated from time to time by the Board. Voting privileges apply only to the President & Vice-Chancellor. The Vice-Presidents and other such officers do not have voting privileges.

- j) **"Official Observer"** means such members of the University community or the community-at-large as approved by the Chair of the Board to attend or participate in discussion (non-voting) at Board meetings.
- k) **"Recording Secretary"** is the person designated to record the proceedings at Board and/or committee meetings.
- l) **"Secretary of the Board"** shall have charge of the minutes and records of the Board and shall cause to be issued notices of all meetings of the Board. Such duties, which are borne by the President & Vice-Chancellor, include approval and sign-off of the minutes of regular and special meetings of the Board.
- m) **"Signing Officer"** means any Officer of the Board and any Officer of the University so designated by the Board of Governors.
- n) **"Teaching Staff"** includes professors, associate professors, assistant professors, lecturers, associates, instructors, and all others engaged in the work of teaching or giving instruction to do research.
- o) **"University"** means Nipissing University.
- p) **"University Secretary"** (also known as the Board Secretary) reports to the President & Vice-Chancellor and is the designated University administrator tasked with providing support to the Board. The University Secretary shall attend all meetings of the Board and will record, or cause to be recorded, the proceedings of such meetings.

## II. COMPOSITION OF THE BOARD

1. The composition of the Board, as established by the Act of Incorporation, shall consist of not more than 26 members as follows:
  - a) The Chancellor and the President & Vice-Chancellor of the University, who shall be members by virtue of their offices;
  - b) The Mayor of North Bay or a member of the City Council designated by the Mayor, who shall be a member by virtue of his/her office;
  - c) Six persons appointed by the Lieutenant-Governor-in-Council;
  - d) Seven persons elected by the Board to represent a broad spectrum of the public;
  - e) Two persons elected by the Senate from among the faculty members on the Senate and two faculty members who are non-Senators elected by the faculty-at-large. Where possible, there should be representation from each faculty;
  - f) Two students of the University elected by the students of the University;

- g) Two full-time non-teaching employees of the University elected by the full-time non-teaching employees of the University as follows:
  - i. One member from Administrative Staff as elected by the full-time Administrative Staff; and
  - ii. One member from Support Staff as elected by the full-time Support Staff.
- h) One person, who is neither a student nor a faculty member nor Officer of the University, appointed by the University Alumni Association from among its members; and
- i) One person appointed by the Aboriginal Council on Education, established by the University, from among its members.

Under subsection g) above, if an elected individual's status changes during his/her term on the Board (e.g. due to a promotion from support staff to an administrator), he/she will complete the term in the same capacity as initially elected.

### **III. TERM OF OFFICE**

1. The term of office of the Chancellor shall be four years, and he or she may be appointed for a maximum of two consecutive terms.
2. The term of office for Constituent Board Members elected under Section II.1.e) and II.1.g) shall be three years. They shall not serve for more than six consecutive years but shall be eligible again for appointment or election to the Board after one year's absence from the Board.
3. The term of office for Non-Constituent Board Members appointed under Section II. 1.c) and II.1.d) shall be three years. They shall not serve for more than six consecutive years but shall be eligible again for appointment or election to the Board after one year's absence from the Board.
4. The commencement of the Board Member's appointment 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.
5. The commencement of the student representatives' appointment shall be May 1 of each year unless an appointment is made mid-term to replace a vacated position on the Board. The retirement date shall be April 30 of each year.
6. Service on the Board for the remainder of a vacating member's term shall not be included in the calculation of six consecutive years of service under subsections 2 and 3 above.

#### **IV. CORPORATE SEAL AND EXECUTION OF DOCUMENTS**

1. The corporate or common seal of the University shall be in the custody of the President & Vice-Chancellor, or designate, or such other person as the Board may, from time to time, designate.
2.
  - a) All contracts, documents or instruments requiring approval by Board resolution shall be signed by one of the Board Chair or Vice-Chair and one of the President & Vice-Chancellor or a Vice-President, unless otherwise specified by Board policy. All such contracts, documents or instruments in writing, so signed, shall be binding upon the Board without any further formality. The Corporate Seal of the University may, when required, be affixed to the said signed contracts, documents or instruments in writing.
  - b) All other contracts, documents or instruments in writing of an administrative nature requiring execution by the University, or on behalf of the University, shall be signed by any two of the President & Vice-Chancellor, Vice-Presidents, Chair of the Board or Chair of the Audit and Finance Committee, unless otherwise specified by Board policy, and all such contracts, documents or instruments in writing, so signed, shall be binding upon the Board and the University without any further authorization or formality. The corporate seal of the University may, when required, be affixed thereto.
  - c) All negotiable instruments issued by the University shall be signed by any two of the President & Vice-Chancellor, Vice-Presidents, Chair of the Board or Chair of the Audit and Finance Committee of the Board or any Officer of the Board or any other Officer so designated by the Board of Governors in such manner as may be designated, from time to time, by the Board.

#### **V. POWERS OF THE BOARD**

1. Except for those matters assigned by the Act to the Senate, the government of the University, the control of its property and revenues, and the conduct of its business affairs, are vested in the Board.
2. The Board may exercise such powers as are necessary to carry out its duties and, without limiting the generality of the foregoing, the Board may:
  - a) Appoint and remove the President & Vice-Chancellor, in consultation with the Senate.
  - b) Appoint, promote, suspend, grant leave to and remove the Teaching Staff, the Deans of all the faculties, and all other officers and employees of the University.
  - c) Grant tenure to a member of the faculty and terminate such tenure.
  - d) Fix the duties and salaries and other benefits of the officers and employees of the University.

- e) Appoint and discharge committees, but if the Board delegates to a committee, the power and authority to act for the Board, a majority of the members of the committee shall be members of the Board.
  - f) Plan and implement the physical development of the University.
  - g) Establish and collect fees and charges for academic tuition and for services of any kind that may be offered by the University, and collect other fees and charges, as approved by the Board, on behalf of any entity, organization or element of the University.
  - h) Regulate the conduct of the members of the faculty, students, officers and employees of the University and of all other persons coming upon and using the University's property or deny any person access to the University's property.
  - i) Establish and enforce rules and regulations with regard to the use and occupancy of the University's buildings, grounds and facilities.
  - j) Make bylaws and regulations for the conduct of the Board's affairs.
3. Where there is a question as to the proper body within the University to exercise jurisdiction in a discipline matter, the Board shall determine which body has jurisdiction, and the decision of the Board will be final.

## **VI. APPOINTMENT OF BOARD MEMBERS**

1. Each year, at the last meeting before the annual meeting, the Board shall hear the names of those members described in Section II whose terms expire during the current year. These names shall be recorded in the official minutes of that meeting.
2. Twenty-one (21) days before the annual meeting of the Board, the University Secretary, on behalf of the Chair of the University Governance Committee, shall distribute to the members of the Board the names of individuals recommended to fill any upcoming vacant Non-Constituent positions.
3. At the annual meeting, the Board shall receive from the Governance Committee:
  - a) A slate of recommendations for Non-Constituent Board memberships equal to the total number of vacancies.
  - b) In addition to the names in a) above, the Board shall receive the names of the four faculty members, the two student members, the alumni member, the two full-time non-teaching employees, and the member of the Aboriginal Council on Education that have been selected to fill the upcoming Constituent Board vacancies, if available at that time.

4. The names submitted to fill the Non-Constituent Board vacancies shall be approved by resolution.
5. The Governance Committee shall designate the Non-Constituent names as either a "Board appointment" or as a nominee for a "Lieutenant-Governor-in-Council (LGIC) appointment".
6. A Board vacancy at any time other than at the end of a normal term shall be filled in the same manner in which the original appointment was made. The Board shall have sole discretion to decide whether or not the vacancy shall be filled.

## **VII. ELIGIBILITY FOR APPOINTMENT TO THE BOARD**

Any person is eligible for appointment to the Board of Governors whose name is submitted by the Governance Committee to the annual meeting with the following exceptions:

1. No person appointed to represent the public (Non-Constituent Board member) shall be a full-time student, faculty member or Officer of the University or any federated or affiliated college, or a member of the faculty, staff, full-time student body, governing body or Senate of any other institution of higher learning (i.e. government recognized postsecondary institutions).
2. A person who is not a Canadian citizen or permanent resident of Canada.
3. A partner/spouse of a current full-time staff member (faculty, administration or support staff) is not eligible for consideration of Board membership due to a conflict of interest.

## **VIII. OFFICERS OF THE BOARD**

1. At the annual meeting, the Board shall elect the Chair, Vice-Chair, and Vice-Chair Pro Tem from among its Non-Constituent Board Members.
  - a) Nominations shall be moved and seconded from the floor and candidates must agree to their nomination.
  - b) Unless a position is awarded by acclamation, an election of officers shall be held by closed ballot and scrutinized by the University Secretary and one Board member selected by the Chair.
2. Officers of the Board shall perform the duties prescribed by these bylaws.
3. CHAIR

At the annual meeting, the Board shall elect the Chair of the Board from among its Non-Constituent Board Members. The Board Chair shall assume responsibility for this role for a period of one year and shall be eligible to serve a maximum of three consecutive terms. Normally, the individual elected shall have three years' experience on Nipissing University's Board of Governors (i.e. the person shall be in the second half of his/her term



[six year term of service]) but still must be in compliance with the Nipissing University Act, Section 9 (2) in terms of the number of years on the Board.

If the Chair position becomes vacant for any other reason, the Board shall elect a new Chair of the Board at the next Board meeting or as soon as practical. The guidelines listed above will be followed.

If the Board member's term as Chair ends prior to the end of his/her term on the Board, he/she may return to his/her former role as a voting Board member to complete his/her term on the Board. He/she may also be invited by the Officers of the Board to sit on the Executive Committee for a one year period as a non-voting committee member.

If the last year of the Chair's term of office coincides with his/her final year on the Board, he/she may be invited by the Officers of the Board to sit on the Board of Governors and/or the Executive Committee for a one year period as an Official Observer (non-voting).

Duties:

The duties of the Chair of the Board include, but are not limited to, the following:

- a) The Chair of the Board shall preside over the Board's meetings and, if the Chair of the Board is unable to act for any reason or in the event of a temporary vacancy in that office, the Vice-Chair or Vice-Chair Pro Tem of the Board shall act in the Chair's place and, if the Chair, the Vice-Chair and the Vice-Chair Pro Tem of the Board are unable to act for any reason, the Board may appoint one of its Members to act temporarily in their place;
- b) Chair regular and special meetings of the Executive Committee;
- c) Act as a Signing Officer;
- d) Chair the Presidential Compensation Subcommittee and exercise its mandate with regard to negotiating the terms of the President & Vice-Chancellor's contract;
- e) As Chair of the President's Annual Review Committee, evaluate regularly, the performance of the President & Vice-Chancellor and make such recommendations to the Board as from time to time may be necessary;
- f) As Chair of the Presidential Compensation Subcommittee, periodically (no less than every five years) review the President & Vice-Chancellor's performance evaluation process and recommend changes to the process, as required;
- g) Participate in activities of the Chairs of governing Boards of Ontario universities;
- h) Represent the Board of Governors at formal and other functions held on campus and elsewhere;
- i) Perform such other duties as may, from time to time, be required by the Board.

4. VICE-CHAIR

The Board Vice-Chair shall assume responsibility for this role for a period of one year and shall be eligible to serve a maximum of three consecutive terms.

Duties:

The duties of the Vice-Chair of the Board include, but are not limited to, the following:

- a) Chair regular or special meetings of the Board in the absence of the Chair of the Board;
- b) Chair regular or special meetings of the Executive Committee in the absence of the Chair of the Board;
- c) Be a member of the Audit and Finance Committee;
- d) Be a member of the Presidential Compensation Subcommittee and the President's Annual Review Committee;
- e) Represent the Board of Governors at formal and other functions held on campus and elsewhere in the absence of the Chair of the Board;
- f) Be given signing authority on behalf of the Chair, in the absence of the Chair;
- g) If the Board Chair is unable to attend the Board meeting, the Vice-Chair of the Board will chair the meeting and will be entitled to the same voting privileges of the Board Chair at the meeting. Likewise, if the Board Chair is unable to attend a standing committee meeting, the Vice-Chair of the Board may represent the Board Chair and retain the voting privileges of the Board Chair for the meeting;
- h) Such other duties as may, from time to time, be required by the Board.

5. VICE-CHAIR PRO TEM

The Board Vice-Chair Pro Tem shall assume responsibility for this role for a period of one year and shall be eligible to serve a maximum of three consecutive terms.

Duties:

The duties of the Vice-Chair Pro Tem of the Board include, but are not limited to, the following:

- a) Chair regular or special meetings of the Board in the absence of the Chair of the Board and the Vice-Chair;
- b) Chair regular or special meetings of the Executive Committee in the absence of the Chair of the Board and the Vice-Chair;

- c) Be a member of the Audit and Finance Committee;
- d) Be a member of the President's Annual Review Committee;
- e) Represent the Board of Governors at formal and other functions held on campus and elsewhere in the absence of the Chair of the Board and the Vice-Chair;
- f) Perform such other duties as may, from time to time, be required by the Board.

## **IX. OFFICERS OF THE UNIVERSITY**

### **1. PRESIDENT & VICE-CHANCELLOR**

The President & Vice-Chancellor is the Chief Executive Officer of the University and Chair of the Senate. When the Chancellor is absent or if there is a vacancy in the office of the Chancellor, the President & Vice-Chancellor shall perform the functions of the Chancellor. Subject to the will of the Board, the President & Vice-Chancellor shall have supervision over, and direction of, the academic and general administration of the University, the members of the faculty, officers, employees and students, and such other powers and duties as may be conferred upon or assigned by the Board.

The President & Vice-Chancellor is a voting Member of the Board of Governors and serves as Secretary of the Board.

### **2. VICE-PRESIDENT(S) AND OTHER OFFICERS**

The Board may, on the recommendation of the President & Vice-Chancellor, acting on advice from the Senate for academic appointments, appoint one or more Vice-Presidents and other senior administrators who shall have such powers and duties as may be conferred on them by the Board. These individuals do not have voting privileges on the Board or on Board standing committees.

## **X. CHANCELLOR**

The Chancellor shall be appointed by the Board for a term of four years and may be appointed for a maximum of two consecutive terms. The Chancellor is the titular head of the University and shall confer all degrees, honorary degrees, diplomas and certificates. In the absence of the Chancellor or where there is a vacancy in that office, the President & Vice-Chancellor shall act in the Chancellor's place. If the President & Vice-Chancellor is absent or unable to act, another person designated by the Board shall act in the Chancellor's place. The Chancellor has voting privileges at the Board and committee level.

## **XI. COMMITTEES OF THE BOARD**

1. The committees constituted by the Board shall be as follows:
  - a) Executive Committee;
  - b) Standing committees, being those committees whose duties are normally continuous; and
  - c) Special committees, consisting of persons appointed by the Board for specific duties of a non-recurrent nature whose powers will expire with the completion of the task assigned.
2. The Chair of the Board, President & Vice-Chancellor and Chancellor shall be ex-officio (voting) members on all committees.
3. The Vice-Presidents shall be ex-officio (non-voting) members on all committees except the Executive Committee.
4. Other senior administrators may be asked by the President & Vice-Chancellor to attend committee and Board meetings as resource personnel.
5. Board members will be asked to serve on at least one committee.
6. Standing Committees shall be chaired by external Board members.
7. Committee assignments shall be made by the Officers of the Board.
8. At the first Board meeting of the year, the Officers of the Board shall present their selections for the following positions:
  - a) Chairs and members of the standing committees;
  - b) Representatives to the Senate and Senate standing committees; and
  - c) Representatives to fill vacancies on any other committees as required.
9. All members of committees, other than ex-officio members, shall hold office at the pleasure of the Board. Vacancies occurring in the membership of a committee (including its Chair) shall be filled by individuals selected by the Officers of the Board. Notwithstanding such vacancies, the remaining members of the committee shall have authority to exercise the full powers of the committee, providing that a quorum is present (see Section X.17).
10. Regular meetings shall be held in the University Board Room or at such place or places as may be specified in the notice of meeting.

11. An annual schedule of regular meetings will be provided to all Board members at the beginning of the year.
12. Meetings, other than regular meetings, may be held at the call of the chair of the committee or, in his/her absence, at the call of the vice-chair of the committee. The meeting shall be held at such places and at such times as the chair or vice-chair of the committee respectively may appoint. On the requisition of any three members of a committee, a meeting of such committee shall be called by the chair of such committee. Notice of every meeting so called shall be delivered or mailed or sent by facsimile or other electronic means to each member not less than three days before the meeting is to take place.
13. The Secretary of the Board shall issue, or cause to be issued, notices of all such meetings when directed to do so.
14. A meeting may also be held at any time and at any place without notice, if all the members of the committee consent thereto, or if those absent signify, in writing, their consent to the meeting being held in their absence.
15. A resolution signed by all members of a committee shall have the same force and effect as if passed at a regularly constituted meeting.
16. The chair of a committee shall preside at meetings, and in his/her absence, the vice-chair of the committee shall preside. If both the chair and the vice-chair of the committee are absent, the members present shall appoint one of their number acting-chair to preside at the meeting.
17. A majority of a committee, not including the President & Vice-Chancellor and the Chancellor, shall constitute a quorum.
18. Each voting member of the committee present at a meeting shall be entitled to one vote.
19. All questions at a meeting shall be decided by a majority of the votes of the members present. The chair or acting chair may vote on all motions, and any motion on which there is an equality of votes shall be deemed to be negative.
20. A record shall be kept of the proceedings of every meeting of each committee, and it is the responsibility of the University Secretary to receive a report from the recording secretary of the committee of such proceedings following the meeting.
21. The Secretary of the Board shall appoint a recording secretary for each standing committee. In the event of his/her absence, the committee shall appoint another person to act as recording secretary.

## **EXECUTIVE COMMITTEE**

The Executive Committee shall have power and authority to act for the Board, between the meetings of the Board, in the management of the affairs of the University for the interests of

the University. Except at the expressed invitation of the Chair of the Board or the President & Vice-Chancellor, meetings of the Executive Committee shall be in-camera.

### Membership

Chair of the Board

Vice-Chair of the Board

Vice-Chair Pro Tem of the Board

Chairs of Standing committees

The President & Vice-Chancellor

The Chancellor

Up to two additional members appointed by the Officers of the Board

The University Secretary shall act as recording secretary of the Executive Committee. In the event of his/her absence, the committee shall appoint another person to act as recording secretary.

### Terms of Reference

1. During the interval between the meetings of the Board, the Executive Committee shall possess and may exercise (subject to any regulations which the Board may, from time to time, impose) all the powers of the Board in the management of the affairs of the University (save and except only such acts as must by law be performed by the Board itself), in such manner as the Executive Committee shall deem best for the interests of the University;
2. Develop the agenda for the Board meetings.
3. Approve the terms and conditions of employment of the President & Vice-Chancellor and to enter into such contracts in this regard. To assess the President's compensation in relation to the annual performance review of the President & Vice-Chancellor as conducted by the President's Annual Review Committee. To recommend to the Board when a Presidential search or review for renewal should be undertaken.
4. On the recommendation of the President & Vice-Chancellor, recommend to the Board the appointment of senior administrators as dictated by policy and/or as may be designated from time to time.
5. On behalf of the Board, serve as an advisory body and provide direction to the President for the negotiation of collective agreements for all bargaining unit employees.
6. On behalf of the Board, serve as an advisory body to administration for the compensation and terms and conditions of work for employees excluded from bargaining units.
7. To ensure that policy is developed in specific areas of human resources management and compensation and to regularly review such policies and their implementation.

8. Receive and review the brief annual work plans of the Board standing committees for presentation to the Board at the first meeting of the year.
9. To prepare an annual report for submission to the Board for approval at the June meeting.
10. To be proactive in referring issues to committees.

Regular meetings of the Executive Committee shall normally be held ten days prior to a scheduled Board meeting and at such other times as may be required.

## **STANDING COMMITTEES**

All standing committees of the Board are accountable to the Board. Standing committees make recommendations to the Board of Governors or the Executive Committee on various principles.

The standing committees of the Board shall be:

1. Audit and Finance Committee;
2. Community Relations Committee;
3. Fundraising Committee;
4. Governance Committee;
5. Plant and Property Committee;

and any such other committees as may be so designated by the Board from time to time.

Change of membership on all committees shall take effect on July 1.

### **Audit and Finance Committee**

The Audit and Finance Committee is responsible to the Board for developing and presenting general policies and recommendations on all financial matters.

#### **Membership**

A minimum of two to a maximum of four non-constituent Board Members  
Vice-Chair of the Board  
Vice-Chair Pro Tem of the Board  
1 Faculty Board Member  
1 Student Board Member  
1 Full-time non-academic Board Member  
Chair of the Board  
President & Vice-Chancellor

Chancellor  
Vice-Presidents (non-voting)  
1 Student Official Observer (non-voting)

### Terms of Reference

1. To develop and recommend to the Board, general policies on financial matters.
2. To recommend to the Board, the fees to be charged to students.
3. To recommend to the Board financing options for major capital projects.
4. To monitor and examine the on-going financial performance of the University.
5. To recommend the operating budget to the Board of Governors, usually approved at the April Board meeting.
6. To act as liaison between the auditor and the Board of Governors. Its activities shall include review of: the subjects for internal audit, the appointment of the external auditors and the audit fee, overall scope of the external audit, results of the audit, internal financial controls and financial information for publication.
7. Close communication is required between the Plant and Property Committee and the Audit and Finance Committee with regard to financing proposed projects. Therefore, this committee may meet jointly with the Plant and Property Committee, when it is warranted.
8. To meet in September to develop a brief annual work plan for presentation to the Executive Committee in September and the Board in October.
9. To select a vice-chair from non-constituent Members of the committee to take place at the first committee meeting of the new academic year.
10. To prepare an annual report for submission to the Board for approval at the June Board meeting.
11. To deal with such other matters as may be referred by the Board from time to time.

### **Community Relations Committee**

The Community Relations Committee is responsible to the Board for setting policy that will guide the administration in the areas of public relations, community affairs, alumni liaisons, communications strategies, intergovernmental affairs, media relations, and reputational matters.

### Membership

A minimum of two to a maximum of four non-constituent Board Members



1 Faculty Board Member  
1 Student Board Member  
1 Full-time non-academic Board Member  
Mayor or designate  
Alumni Board Member  
Aboriginal Council on Education Member  
Chair of the Board  
President & Vice-Chancellor  
Chancellor  
Vice-Presidents (non-voting)  
1 Student Official Observer (non-voting)  
Up to three community members (non-voting)  
Resource personnel as required (non-voting)

### Terms of Reference

1. To meet in September to develop a brief annual work plan for presentation to the Executive Committee.
2. To select a Vice-Chair from the non-constituent members of the committee to take place at the first committee meeting of the new academic year.
3. To assist in interpreting the objectives of the Strategic Plan as they relate to community relations.
4. To provide guidance and assistance to the Board in strategic communications and on ethical issues pertaining to the brand and reputation of the University.
5. To provide advice to the Board in all matters pertaining to alumni relations, communications, government relations, and public relations.
6. Under the guidance of the Office of External Relations and Advancement, be actively engaged in the development and stewardship of linkages to community and alumni activities.
7. Advise the University on the cultivation of cultural, economic and social links with its surrounding communities to enhance external relations and university outreach.
8. Consider long term demographic trends and changes to inform the university's relationship with its communities.
9. Receive and advise the University on strategic enrolment and recruitment plans as they pertain to community relations.
10. Report to the Board on the status of community relations.
11. To help the University Governance Committee in the identification of potential Board Members that could strategically fulfill the needs of the Board.

12. To assist in strengthening Town & Gown initiatives in the community.
13. To prepare an annual report for submission to the Board for approval at the June Board meeting.
14. To deal with such other matters as may be referred by the Board from time to time.

### **Fund Raising Committee**

The Fund Raising Committee is responsible to the Board for developing plans and policies that will foster and support a philanthropic culture at the Board, across the University, and throughout the community that will help to produce fund raising success.

#### **Membership**

A minimum of two to a maximum of four non-constituent Board Members

1 Faculty Board Member

1 Student Board Member

1 Full-time non-academic Board Member

Alumni Board Member

Chair of the Board

President and Vice-Chancellor

Chancellor

Vice-Presidents (non-voting)

1 Student Official Observer (non-voting)

Up to three community members (non-voting)

Resource personnel as required (non-voting)

#### **Terms of Reference**

1. To meet in September to develop a brief annual work plan for presentation to the Executive Committee.
2. To select a Vice-Chair from the constituent and non-constituent members of the committee at the first committee meeting of the new academic year.
3. To recommend long-term institutional fund raising activities to the Board that support the Strategic Plan and to recommend annual financial targets for those activities.
4. To provide policy guidance, strategic guidance and oversight to all fund raising and donor relations programs.
5. To monitor and evaluate progress in meeting fund raising targets and to provide regular reports to the Board.
6. To ensure appropriate volunteer resources are mobilized to support fund raising activities and that the appropriate staff resources and functions are in place to support solicitation volunteers and activities.

7. To ensure that adequate budgetary resources are allocated to support institutional fund raising and to set standards for and monitor the total cost of raising funds, providing accountability to donors and the University community in the efficiency and effectiveness of fund raising efforts.
8. To recommend policies, criteria, standards and activities for donor relations and stewardship of gifts made to the University.
9. To establish criteria for the recognition of donor gifts to the University.
10. To ensure that marketing, communication, branding programs, and activities are in place to support the University's philanthropic objectives.
11. To prepare an annual report for submission to the Board for approval at the June Board meeting.

### **Governance Committee**

The University Governance Committee is responsible to the Board for general governance issues, including Board evaluation, selection of new members and committee membership.

### **Membership**

A minimum of two to a maximum of four non-constituent Board Members

1 Faculty Board Member

1 Student Board Member

1 Full-time non-academic Board Member

Alumni Board Member

Chair of the Board

President & Vice-Chancellor

Chancellor

Vice-Presidents (non-voting)

1 Student Official Observer (non-voting)

### **Terms of Reference**

1. To recruit members of the Board from the public-at-large and according to the established Appointment Protocol, present its choices as nominees to the Board at its annual meeting according to by-law Section VI.3.a).
2. To recommend to the Board a slate of nominations for Chair of the Board, Vice-Chair of the Board, and Vice-Chair Pro Tem of the Board (annual meeting).
3. To review, every three years, the Board Appointment Protocol.
4. To review and make recommendations with respect to the Board bylaws every three years for presentation to the Board Executive Committee and Board for approval.

5. To enhance governance through ongoing assessment of governance issues and make recommendations if appropriate.
6. To conduct an annual Board evaluation.
7. To meet in September to develop a brief annual work plan for presentation to the Executive Committee in September and the Board in October.
8. To select a vice-chair from the non-constituent Members of the committee at the first committee meeting of the new academic year.
9. To prepare an annual report for submission to the Board for approval at the June Board meeting.
10. To deal with such other matters that may be referred by the Board from time to time.
11. To be responsible for initial and ongoing professional development of all Board members.

### **Plant and Property Committee**

The Plant and Property Committee is responsible to the Board for developing and recommending policies and recommendations related to campus plant and property.

#### Membership

A minimum of two to a maximum of four non-constituent Board Members

1 Faculty Board Member

1 Student Board Member

1 Full-time non-academic Board Member

Aboriginal Council on Education Board Member

Chair of the Board

President & Vice-Chancellor

Chancellor

Vice-Presidents (non-voting)

1 Student Official Observer (non-voting)

#### Terms of Reference

1. To review and recommend to the Board, administrative policies relating to the maintenance and upgrading of all University buildings and property.
2. To study and advise regarding proposals relating to the overall Master Land Use Plan, for new structures, and to recommend to the Board of Governors the selection of consultants, engineers and architects in conformity with the established policy of the University.

3. Close communication is required between the Plant and Property Committee and the Audit and Finance Committee with regard to financing proposed projects. Therefore, this committee may meet jointly with the Audit and Finance Committee, when it is warranted.
4. To meet in September to develop a brief annual work plan for presentation to the Executive Committee in September and the Board in October.
5. To select a vice-chair from the non-constituent Members of the committee to take place at the first committee meeting of the new academic year.
6. To prepare an annual report for submission to the Board for approval at the June Board meeting.
7. To deal with such other matters that may be referred by the Board from time to time.

## **XII. MEETINGS OF THE BOARD**

### Regular Meetings

1. The Board may determine by resolution the number of meetings that shall be held each year, but in no event shall there be less than five.
2. Notice of every meeting so called (and relevant attachments) shall be delivered or mailed or sent by email or other electronic means at least seven days before the time appointed for holding such a meeting. Such notice shall be sent to each member at the address which appears in the records of the Board and shall specify, in reasonable detail, the matters, other than those of a routine nature, which are to be considered at the meeting.
3. A Member may participate in a meeting of the Board by means of telephone or any other communications method that permits all persons participating in the meeting to hear one another. A member participating in a meeting by such means shall be deemed to be present at the meeting.
4. The statutory declaration of the Secretary of the Board of Governors that notice has been given pursuant to this by-law shall be sufficient evidence of the giving of such notice.
5. Meetings of the Board, including committee meetings, are normally open to the public to attend in person (see exceptions in 7 and 8 below), and prior notice of such meetings shall be given to the members and to the public at open Board meetings as provided by the bylaws of the Board, as the case may be.
6. The Vice-Presidents and the Deans are invited to attend each open session of the Board meeting as guests. They do not have voting privileges.
7. The Board may exclude members of the public from the part of a meeting during which a matter confidential to the University is considered. Except at the expressed invitation of the Chair of the Board or the President & Vice-Chancellor, such closed meetings of the Board shall be attended by Board members only.

8. The Board shall exclude members of the public from that part of a meeting during which a personal matter concerning an individual is considered, unless the individual requests that the public be admitted. Except at the expressed invitation of the Chair of the Board or the President & Vice-Chancellor, such closed meetings of the Board shall be attended by Board members only.
9. The Board may remove from a meeting a person who, in the opinion of the Board, engages in conduct that could interfere with the proceedings.
10. No person shall record or broadcast a meeting, nor disseminate information during the meeting, without the permission of the Chair.

#### Special Meetings

1. Notice of every special meeting so called shall be delivered or mailed or sent by facsimile or other electronic means to each member at the address which appears in the records of the Board at least three days before the meeting is to take place. Special meetings of the Board may also be held at any time without formal notice, if all the members are present or those absent have waived notice or have signified their consent in writing or by electronic communication to the meeting being held in their absence.
2. The University Secretary, at the request of the Chair of the Board, Vice-Chair of the Board or Vice-Chair Pro Tem of the Board, or any five (5) Members of the Board at any time, shall convene a special meeting of the Board.

#### Failure to Give Proper Notice

No error or omission in giving notice of any regular or special meeting or any adjourned meeting, whether regular or special, of the Board of Governors shall invalidate such meeting or make void any proceedings taken at that meeting and any voting member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had at that meeting.

### **XIII. MEETING AGENDA**

1. The agenda for each Board or committee meeting may be divided into two sections: a section for the open part of the meeting and a second section for the closed part of the meeting to which the public is excluded. The guideline used to set an item in the closed part of the meeting is that any item dealing with the following classes of matters will be dealt with in the closed session:
  - a) any matter relating to a named individual, including but not limited to Board appointments and human resources;
  - b) litigation and negotiations relating to property matters;
  - c) financial campaign plans and strategy;

- d) any other matter deemed to be confidential by the Chair of the Board or Executive Committee.

All other items are normally placed on the agenda in the open session.

2. The first items on all Board and committee meeting agendas should be a request by the Chair for a declaration of any conflicts of interest (see Section XVI) and a reminder that recording or broadcasting devices are not allowed.
3. The agenda for each Board meeting will be set by the Executive Committee. Normally, the following items appear on the agenda for open meetings:
  - a) Declarations of conflict of interest (see Section XVI) and the use of recording and/or broadcasting devices (see Section XII.10);
  - b) Minutes of the Previous Meeting;
  - c) Business Arising from the Minutes;
  - d) Presentations;
  - e) Correspondence;
  - f) Remarks from the Chair of the Board, Chancellor, President & Vice-Chancellor and Vice-Presidents;
  - g) Question Period;
  - h) Committee reports;
  - i) Reports from Board representatives on other committees;
  - j) Other Business; and
  - k) Adjournment.
4. All matters for inclusion on the agenda for meetings of the Board must be in the hands of the University Secretary at least ten days prior to the day of the meeting at which they are to be presented, and, normally, only matters which have been reviewed by the Executive Committee shall be included on the agenda.
5. Unless prior notice, as aforesaid, shall have been given, no new matter, other than that of privilege or petition, shall be dealt with at any meetings of the Board unless the introduction of such new matter shall be approved by a majority of all members of the Board. The procedure for the introduction of new matter will be through a motion to consider, dealt with under "Other Business".

#### **XIV. ANNUAL MEETING**

The penultimate meeting of the year for the Board of Governors shall be designated as the annual meeting and shall normally be held in late April or early May. The agenda for the annual meeting shall include the following items:

1. Receive the list of elected and appointed Constituent Board members;
2. Appointment of new Non-Constituent Board members;
3. Elect Chair of the Board, Vice-Chair of the Board and Vice-Chair Pro Tem of the Board;
4. Such other business as may be decided by the Board.

#### **XV. GENERAL RULES OF PROCEDURE AT MEETINGS**

General rules of procedure shall be those rules set forth in Appendix 1, attached to these bylaws, which are abridged in Robert's Rules of Order Revised.

#### **XVI. CONFLICT OF INTEREST**

1. Every year, each Board member will be required to sign a "Disclosure of Conflicts of Interest" form.
2. A member of the Board or of a committee created by it who has any interest in a matter in which the University is concerned shall declare his or her interest as soon as possible and no later than at any meeting at which the matter is to be considered. The member shall not take part in the discussion or vote on the matter and may be required by the Board or committee to withdraw from the meeting during the discussion.
3. Despite subsection 1 above, every member of the Board or committee who is an employee of the University may take part in discussions and vote on matters related to the financial operation of the University, other than on matters related to the remuneration, benefits or working conditions of a class or group of employees of the University.
4. Where the Board or committee is of the opinion that a conflict of interest exists but has not been declared as required by subsection 2 above, the Board or committee may, by resolution, declare, as provided by the bylaws, that a conflict of interest exists. The member found to be in conflict shall withdraw from discussion and refrain from voting on the matter giving rise to the conflict and may be required by the Board or committee to withdraw from the meeting during the discussion.

#### **XVII. CONFIDENTIALITY**

1. At the beginning of a Board member's term, he/she will be required to sign a "Confidentiality Agreement".



2. Board members agree to keep in the strictest confidence all confidential or proprietary information communicated or disclosed to them as members of the Board of Governors. This includes, but is not limited to, all agendas, briefing notes, minutes, reports, documents and proceedings conducted in preparation for or during closed session meetings of the Board and any materials or proceedings conducted at open session meetings that are specifically identified as confidential.

## **XVIII. QUORUM**

A quorum is the minimum number of voting members who must be present at a properly called meeting in order to conduct business on behalf of the Board. Accordingly, a majority of all voting members of the Board or of all voting members of a Board committee must be present in order to meet quorum. A majority is defined as fifty percent plus one.

For voting purposes, once quorum is achieved, approval by the majority of the voting members present shall be sufficient to carry a motion.

## **XIX. ATTENDANCE AT BOARD MEETINGS AND COMMITTEE MEETINGS**

1. Regular attendance of Board members is required to ensure a quorum and to expedite carrying out the Board's business.
2. Members who find themselves unable to attend a regular meeting of the Board or a regular scheduled committee meeting, in person or by teleconference, shall notify the University Secretary at least twenty-four hours in advance of the meeting.
3. The University Secretary shall advise the Chair of the Board or the appropriate Committee Chair of all such notices.
4. Three consecutive absences will result in the Chair of the Board contacting the Member and may result in termination from the Board.

## **XX. RECORD OF PROCEEDINGS**

A record of proceedings of all meetings of the Board shall be kept in a book provided for that purpose and the minutes, or a précis thereof, of every such meeting shall be submitted at the next meeting of the Board. After adoption by the Board, the minutes shall be signed by the Chair of the Board and the Secretary of the Board. The minutes of all open sessions shall be open for inspection at any time during regular office hours in the office of the University Secretary.

## **XXI. SPECIAL COMMITTEES**

The Board may, from time to time, appoint special committees. Unless specifically provided by the resolutions by which they are constituted, such committees shall automatically be dissolved on the date of the first meeting of the Board in the next Board year following that in which they were appointed. Such committees may, at the discretion of the Board, be reappointed with the same or different membership.

## **XXII. BORROWING AUTHORITY**

1. In accordance with the NU Act, Nipissing University is hereby authorized by resolution of the Board of Governors from time to time to:
  - a) 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.
  - b) Make, draw and endorse promissory notes or bills of exchange.
  - c) 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.
  - d) 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.
2. The Board of Governors 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.

## **XXIII. AUDITS AND REPORTS**

1. The Board shall appoint one or more public accountants licensed under the *Public Accountancy Act* to audit the accounts and trust funds of the University and the transactions of the Board at least once a year.
2. On behalf of the Board, the administration shall make a financial report annually to the Ministry in such form and containing such information as the Minister may require.

## **XXIV. FINANCIAL YEAR**

Unless otherwise ordered by the Board, the fiscal year of the University shall terminate on the 30th day of April in each year.

## **XXV. BYLAWS OF THE BOARD**

1. The bylaws of the Board shall be open to examination by members of the University community and by the public during normal business hours.
2. The Board shall publish its bylaws, from time to time, in such manner as they may respectively consider proper.

3. All bylaws of the Board are subject to Notice of Motion and may be changed or amended at any meeting of the Board by a resolution passed by two-thirds of the members of the Board present.
4. As stated in the Terms of Reference for the University Governance Committee, a review of the Board bylaws shall be done every three years.

## **XXVI. VACANCIES**

1. A position on the Board is vacated when the member resigns or, except for a student member who graduates during his/her term, ceases to be eligible for appointment or election to the Board.
2. If a Member of the Board is otherwise incapable of continuing to act as a member, the Board Chair shall declare the membership vacant.
3. The Board may, by resolution, declare a membership of the Board, except a membership by virtue of an office, vacant for failure to attend sufficient number of meetings, as provided in Section XVII.4.
4. A declaration of a vacancy that is entered in the minutes of the Board is proof of the vacancy, in the absence of evidence to the contrary.
5. The vacancy of an appointed or elected member of the Board shall be filled by appointment in the same manner as the membership was appointed.
6. The vacancy of a constituent member shall be filled in the same manner as the membership was appointed, at a time and for a duration as specified by the Board.
7. A member appointed or elected to fill a vacancy on the Board shall hold office for the remainder of the vacating member's term of office.
8. Service on the Board for the remainder of a vacating member's term of office shall not be included in the calculation of six consecutive years.

## **XXVII. VACATING A MEMBER FROM THE BOARD**

A member of the Board of Governors shall not be permitted to continue in office under any of the following conditions:

1. Declaration of bankruptcy;
2. Certification pursuant to The Mental Incompetency Act;
3. Acceptance of a contract with Nipissing University or some other agency which, in the judgment of the Board, has resulted in a conflict of interest; or
4. Failure to attend the regular meetings of the Board, as defined in Section XIX.4.

A recommendation for termination of a member would be brought by the Executive Committee to a closed meeting of the Board.

## **XXVIII. INDEMNIFICATION**

### **1. Limitation of Liability**

Except as otherwise provided in the Act, no director or officer for the time being of the corporation shall be liable for:

- a) the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity;
- b) for any loss, damage or expense happening to the corporation through the insufficiency or deficiency of title to any property acquired by the corporation;
- c) for or on behalf of the corporation or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the corporation shall be invested;
- d) for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the monies, securities or effects of the corporation shall be deposited; or
- e) for any loss occasioned by any error of judgment or oversight on his/her part or for any other loss, damage or misfortune which may happen in the execution of the duties of his/her office or in relation thereto; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act and regulations or from liability for any breach thereof.

### **2. Protection of Directors and Officers and Indemnification**

Every member and Officer of the Board of Governors and every Officer of the University, and heirs, executors and administrators thereof, and estate and effects, respectively, from time to time and at all times, shall be indemnified and saved harmless out of the funds of the corporation, from and against:

- a) All damages costs, charges and expenses whatsoever which a Member or Officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against such above-named individual, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by that individual in good faith, in or about the execution of the duties of office.
- b) All reasonable expenses which are incurred in good faith occasioned in the ordinary course of business for the corporation while acting in relation to the affairs of the University.

Board Resolution 94-02-02

Revised July 1, 2002

Revised September 2006

Revised February 2007

Revised 2007 – Board Resolution 2007-02-10

Revised 2009 – Board Resolution 2009-05-02

Revised 2011 – Board Resolution 2011-02-02

Revised 2012 – Board Resolution 2012-05-04

Revised 2013 – Board Resolution 2013-02-02

– Board Resolution 2013-05-05

– Board Resolution 2013-05-06

– Board Resolution 2013-12-05

Revised 2014 – Board Resolution 2014-02-04

Revised 2014 – Board Resolution 2014-05-07

Revised 2017 – Board Resolution 2017-05-09

Revised 2017 – Board Resolution 2017-09-05

## Appendix 1

### **GENERAL RULES OF PROCEDURE AT BOARD MEETINGS**

#### **I. ADJOURNMENT**

A motion to adjourn may be moved at any time. It is not debatable except if it is sought to adjourn to a time other than the regular meeting time, when discussion is permitted on that point only. The motion requires a simple majority and, if passed, the meeting ends; if rejected, business continues.

#### **II. AMENDMENT**

1. An amendment to a motion must fall within one of the following categories:
  - a) the deletion of certain words
  - b) the addition of certain words
  - c) the deletion of certain words and the substitution of others in their place
2. An amending motion which would nullify the main motion is not an amendment and cannot be introduced.
3. There cannot be more than two amendments before the meeting at one time. The second amendment must be an amendment of the first amendment. When an amendment has been accepted or rejected, another amendment may be introduced but only if it is different in purpose from the one previously defeated.
4. Voting is as follows:
  - a) on the amendment to the amendment or the second amendment
  - b) on the amendment
  - c) on the motion if amendments have been defeated or on the motion as amended if an amendment has carried

#### **III. GENERAL**

The following are examples of how procedures specified in Robert's Rules of Order Newly Revised (1984), shall prevail in special motions:

1. to adjourn - debatable as to time only; majority vote required for adoption
2. to take a recess - not debatable; majority vote required for adoption

3. to raise a point of order or a question of privilege - personal - not debatable; admissibility of question is ruled upon by the Chair of the Board
4. to lay on the table - not debatable; majority vote required for adoption
5. to take from the table - not debatable; majority vote required for adoption
6. to limit or extend the limits of debate on a pending question - not debatable; two-thirds vote required for adoption
7. to postpone to a definite time applied to a pending question - debatable as to merit of postponing only; majority vote required for adoption
8. to amend - debatable; majority vote required for adoption.

#### **IV. MOTIONS**

A motion must be moved and seconded before the subject matter of the motion is open for debate.

#### **V. POINT OF ORDER**

Only on a point of order or privilege can a member interrupt another member who is speaking (except that, with the consent of the speaker, questions may be asked). If a member feels that improper language has been used, irrelevant argument introduced or a rule or procedure broken, the member is entitled to "rise to a point of order", interrupting the speaker. The point of order must be stated definitely and concisely. The Chair of the Board shall decide without debate, though he/she may ask opinions. The Chair of the Board should state opinions authoritatively. This ruling may be appealed by any two members (one making the appeal and the other seconding it). If appealed, the Chair of the Board states his/her decision and the point of appeal and then puts the question which is not debatable: "Shall the decision of the Chair of the Board stand as the judgement of this meeting?" A simple majority determines the issue. This merely settles a point of procedure and is not a vote of confidence in the Chair of the Board.

#### **VI. QUESTION OF PRIVILEGE**

If a member feels that a statement reflects on his reputation or that of the Board, the committee or University, the Member is entitled to raise a "question of privilege". The procedure is the same as for a point of order.

#### **VII. VOTING**

1. Each Member of the Board is entitled to one vote, subject to the provisions of (3) and (4) below. Unless otherwise provided, approval by a majority of the members voting or by consent without objection shall be sufficient to carry a motion.

2. Voting shall be by show of hands unless a vote by ballot is demanded by any member present. When necessary, votes shall be counted and recorded; in favour, against, and abstentions.
3. The Chair of the Board may only cast a vote on a motion:
  - a) to break a tie, or
  - b) negatively, to create a tie, thereby defeating the motion.
4. A tie vote will defeat a pending motion.

#### **VIII. WITHDRAWAL OF MOTIONS**

General custom permits the withdrawal of a motion by consent of the mover and seconder, but if either objects, the motion must be put to a vote. This applies to both substantive motions and amendments.