

STATUTES OF BISHOP'S UNIVERSITY

Incorporating Revisions
approved by the Board of Governors
on
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STATUTES OF BISHOP'S UNIVERSITY

PREAMBLE

WHEREAS the institution now known as Bishop's University was legally constituted by act of the Province of Canada in 1843, which act became a law of the Province of Quebec with the passing of the *British North America Act* of 1867;

WHEREAS by Royal Charter of 1853, Queen Victoria bestowed upon the institution the status of a University with a degree-granting Convocation; and

WHEREAS it is appropriate to provide for the fundamental elements and internal governance mechanisms of the University;

NOW, THEREFORE, THE FOLLOWING ARE THE STATUTES OF BISHOP'S UNIVERSITY.

DIVISION I **FUNDAMENTAL ELEMENTS**

Section 1 Board of Governors

1.1 Mandate

The overall management of the affairs of the University is vested in a Board of Governors. The Board of Governors shall be responsible for general oversight and policymaking. The Principal and Vice-Chancellor and the University's Officers shall be responsible for the day-to-day administration of the University as specified herein.

The Board of Governors shall respect the responsibility of the University Senate to adopt policies on academic matters, subject to the approval of the Board of Governors.

The Board of Governors shall respect the provisions of any collective agreement in place from time to time at the University and, in the event of any conflict between the provisions of these Statutes and any such collective agreement, shall interpret the Statutes and the collective agreement in a harmonized manner, to the greatest extent possible.

The Board of Governors shall exercise its powers in a manner consistent with the University's mission, namely, teaching at the university level, research and service to the community.

Members of the Board of Governors shall fulfill their obligations with impartiality, collegiality, independence, loyalty, transparency, accountability, prudence and diligence, the whole in keeping with the University's best interests.

1.2 Membership

Members of the Board of Governors shall be either members of the immediate University community, in which case they shall be termed “Internal Governors”, or independent from the immediate University community, in which case they shall be termed “External Governors”. Criteria for eligibility as an External Governor are set forth in Division II of these Statutes.

The Board of Governors shall consist of seventeen (17) members:

- 1.2.1 the Principal and Vice-Chancellor;
- 1.2.2 three (3) members of the faculty elected by the Faculty Council;
- 1.2.3 one (1) student named by the Students’ Representative Council, who is a student in good standing registered for a minimum of 9 credits per term for the terms in which he or she sits on the Board;
- 1.2.4 one (1) staff member elected by the Staff Council;
- 1.2.5 one (1) manager elected by the Managers’ Council;
- 1.2.6 ten (10) External Governors proposed by the Nominating Committee, at least four (4) of whom shall be graduates of the University, and at least one (1) of whom shall be a member of one of the professional orders of accountants.

1.3 Terms

The terms of office of members of the Board of Governors shall be as follows:

- 1.3.1 for the Principal and Vice-Chancellor, during his or her term of office:
- 1.3.2 if a student, one (1) year, renewable once on the recommendation of the Students’ Representative Council, provided that the student continues to be a student in good standing registered for a minimum of nine credits; and
- 1.3.3 for all other Governors, three (3) years, with the possibility of being reappointed twice to serve in that capacity, for consecutive or non-consecutive terms.

Appointments to the Board of Governors shall be staggered in such manner as to provide as much continuity as possible. *Ad hoc* vacancies shall be filled as required. Terms of office shall expire on June 30th of the relevant year.

1.4 Chair

The Chair and Vice-Chair of the Board of Governors shall, upon the recommendation of the Nominating Committee, be elected by the Board of Governors from among the External Governors. The Chair and Vice-Chair shall serve in such capacity for one (1) year terms, which are renewable. The Chair of the Board of Governors shall preside at all meetings thereof and shall perform all of the duties incidental to the office of Chair. In the event of the absence of the Chair or of the Chair's inability to act, the Chair's duties shall be assumed by the Vice-Chair. The Chair of the Board of Governors or other presiding officer shall have a casting vote in the event of an equality of votes.

Notwithstanding subsection 1.3.3, the Chair may serve up to four (4) consecutive or non-consecutive terms as a Governor, including the time spent as Chair.

1.5 Secretary

The Secretary General shall be the Secretary of the Board of Governors.

1.6 Meetings

The Board of Governors shall meet at the call of the Chair, at least six (6) times a year, and otherwise may meet as often as the business of the University requires. The Chair shall determine, within the terms of reference provided by these Statutes, the matters which shall be placed before the Board of Governors or any of its committees. Regular meetings of the Board of Governors for each year shall be scheduled prior to September in each year.

Meetings of the Board of Governors may be held by means of such telephone, electronic or other communications facilities as permit all persons participating in the meeting to communicate with each other simultaneously and effectively.

1.7 Meetings at the Call of Board Members

If the Secretary of the Board of Governors receives a request in writing, signed by at least five (5) members of the Board of Governors, that a meeting of the Board of Governors be convened to consider a specific item of business, it shall immediately be transmitted to the Chair of the Board of Governors. If the business specified is within the terms of these Statutes a matter which should be placed before the Board of Governors, the Chair shall forthwith convene a special meeting of the Board of Governors for the purpose of transacting the specified business.

1.8 Notice

Notice of meeting other than a regular meeting as described in Section 1.6 shall be given to each member at least forty-eight (48) hours before the time appointed for holding such meeting and shall state the date, time and place of meeting.

1.9 Quorum

The quorum at any meeting of the Board of Governors shall be nine (9) members, at least three (3) of whom must be External Governors and at least three (3) of whom must be Internal Governors.

1.10 Additional Procedures

Additional provisions regarding the specific functions and powers and the procedures of the Board of Governors are set forth in Division II of these Statutes.

Section 2 Nominating Committee

2.1 Membership

The Nominating Committee referred to in these Statutes shall consist of ten (10) members:

- 2.1.1 the Chancellor;
- 2.1.2 the Principal and Vice-Chancellor;
- 2.1.3 the Chair of the Board of Governors;
- 2.1.4 the Vice-Chair of the Board of Governors;
- 2.1.5 one faculty member named by the Faculty Council;
- 2.1.6 one staff member named by the Staff Council;
- 2.1.7 the Director of University Advancement;
- 2.1.8 the President of the Bishop's University Alumni Association;
- 2.1.9 the Chair of Bishop's Council; and
- 2.1.10 the President of the Students' Representative Council.

2.2 Chair and Quorum

The Chair of any meeting of the Nominating Committee shall be the Chair of Bishop's Council. The quorum at any meeting of the Nominating Committee shall be five (5) members of the Committee.

2.3 Mandate and Procedures

- 2.3.1 The Nominating Committee shall take such measures as may be required to identify eligible nominees for the positions of External Governors or External

community members, as the case may be, contemplated in Section 1.2.6 of Division I and Sections 1 and 2 of Division IV.

- 2.3.2 Through consultation with the Secretary General, the Nominating Committee shall review and confirm the conformity of all nominees with eligibility requirements prescribed by these Statutes.
- 2.3.3 On or prior to April 30 in each year, the Nominating Committee shall recommend to the Board of Governors for ratification a complete set of the eligible nominees elected, named or nominated, as the case may be, in accordance with these Statutes, for the vacant Board of Governor and committee positions for the upcoming year. The Nominating Committee shall consult with the Governance and Ethics Committee as to the board composition which is most useful and effective for the University from time to time. The Nominating Committee shall also seek to achieve aggregate gender equality on the Board of Governors. The particular procedures of the Nominating Committee in this regard are set forth in Division III of these Statutes.

Section 3 Committees of the Board of Governors

3.1 Creation of Committees

The Board of Governors shall establish those committees which are required by good governance practice. The Board of Governors may also of its own motion from time to time create, merge or abolish such committees and delegate to them such mandates and powers as it may deem appropriate. An *ad hoc* committee shall be dissolved automatically upon receipt of its final report to the Board of Governors unless the resolution constituting such *ad hoc* committee provides otherwise.

3.2 Board Committees

The following are the committees of the Board of Governors:

3.2.1 Governance and Ethics Committee

The Governance and Ethics Committee shall be charged with formulating the policies and procedures of the Board of Governors with respect to governance and ethics and with the initiation and ongoing training of members of the Board of Governors.

3.2.2 Finance and Audit Committee

The Finance and Audit Committee shall be charged with ensuring that the financial information provided to the Board of Governors is comprehensive, comprehensible, accurate and timely, as well as reviewing the University's financial statements with its external auditors and with overseeing internal financial control and risk management processes.

3.2.3 Human Resources Committee

The Human Resources Committee shall be charged with formulating and overseeing human resources policies and advising on matters relating to employment at the University.

3.2.4 Sustainable Development Committee

The Sustainable Development Committee shall be charged with overseeing the implementation of the Sustainable Development Policy of the University, as well with recommending actions governing sustainable development and environmental management.

3.2.5 Campus Landscape and Built Environment Committee

The Campus Landscape and Built Environment Committee shall be charged with overseeing the Campus Master Plan and the Capital Plan of the University, as well as with making recommendations to the Board of Governors on the establishment of Ad Hoc Oversight Committees for major capital projects.

3.2.6 Information Resources Committee

The Information Resources Committee shall be charged with ensuring that plans and policies governing information technology services (ITS) are in place, including response plans to prevent and control risks.

3.2.7 Committee on Life at the University

The Committee on Life at the University shall be charged with recommending policies governing student life at the University to the Dean of Student Affairs and advising the Dean on the annual Student Affairs budgets.

3.3 Appointments

All appointments to committees of the Board of Governors shall take effect from the date they are made. Members of committees shall sit for a one (1) year term, which is renewable.

3.4 Ex-Officio

The Chair of the Board of Governors and the Principal and Vice-Chancellor shall be ex-officio and voting members of all the committees of the Board of Governors.

3.5 Additional Procedures

The mandate and certain additional procedures of the committees of the Board of Governors are set forth in Division IV of these Statutes.

Section 4 Chancellor and Officers of the University

4.1 Chancellor

Upon the recommendation of Bishop's Council, the Chancellor shall be appointed by the Board of Governors for a term of five (5) years, renewable once. The Chancellor shall be installed at a meeting of Convocation convened for the purpose. The Chancellor shall preside at all meetings of Convocation and confer all degrees in the name of and on behalf of the University. The Chancellor shall act as Chair of the Degree Committee of Convocation. The Chancellor shall counsel and advise the Board of Governors, the University's Officers and the University community as a whole, as appropriate.

The Chancellor shall be eligible to be, but is not required to be, an External member of the Board of Governors.

4.2 Appointment and Accountability of Officers

4.2.1 The Principal and Vice-Chancellor, the Vice-Principal Academic, the Vice-Principal Finance and Administration, the Dean of Student Affairs, the Secretary General and the University Librarian shall be appointed by the Board of Governors after consultation with the Senate.

4.2.2 A Dean of each of, respectively, i) Arts and Science, ii) the Williams School of Business and iii) the School of Education (referred to herein as the "Academic Deans") shall be appointed by the Board of Governors upon the recommendation of the Principal and Vice-Chancellor.

4.2.3 The Vice-Principal Academic and the Academic Deans shall be the Academic Officers of the University and the Executive Officers of Senate. The Vice-Principal Academic will coordinate with the Academic Deans the academic programs and research activities of the University. The Academic Deans shall also report to the Principal and Vice-Chancellor for non-academic matters or regarding other functions or projects assigned by the Principal and Vice-Chancellor from time to time.

4.2.4 The Board of Governors shall, upon the recommendation of the Human Resources Committee, fix the remuneration and benefits of the Principal and Vice-Chancellor and shall receive the Principal's report on the compensation and benefits for the Officers named in paragraphs 4.2.1 and 4.2.2.

4.3 Principal and Vice-Chancellor

4.3.1 The Principal and Vice-Chancellor shall be the Chief Executive Officer of the University. The Principal and Vice-Chancellor shall have the authority and responsibility, as delegated by the Board of Governors, to administer the internal and external affairs of the University in keeping with policies set from time to time by the Board of Governors and the Senate. The Principal and Vice-Chancellor shall report to the Chair of the Board of Governors.

4.3.2 The Principal and Vice-Chancellor shall be appointed for a term of up to five (5) years, which shall be renewable for a term of up to five (5) years. During the penultimate year of the term of the Principal and Vice-Chancellor an *ad hoc* review committee shall be constituted by the Board of Governors to review the performance of the Principal and Vice-Chancellor. Should the Principal and Vice-Chancellor not elect to stand for another term or should renewal not be accepted by the Board of Governors, the review committee shall be converted into a search committee, the whole as described more fully in Division V of these Statutes.

4.4 Vice-Principal Academic

4.4.1 The Vice-Principal Academic shall be appointed for a term of up to five (5) years which may be renewed for a term of up to five (5) years. The Vice-Principal Academic shall participate, together with the Principal and Vice-Chancellor, in the central administration of the University. In the absence of the Principal and Vice-Chancellor, the Vice-Principal Academic shall exercise all of the powers of the Principal and Vice-Chancellor.

4.4.2 The Vice-Principal Academic is the senior Academic Officer of the University, and shall be responsible for the coordination, in conjunction with the Academic Deans, of the delivery of the academic programs and research activities of the University.

4.4.3 The Vice-Principal Academic shall maintain close ties with other universities in Quebec, the rest of Canada and internationally, with government and government agencies, and with other institutions on matters of an academic nature.

4.4.4 The Vice-Principal Academic advises the Board of Governors on matters related to the faculty, contract faculty and librarian collective agreements and is the University's chief negotiator for such agreements.

4.4.5 The Vice-Principal Academic is also responsible for the on-going development of support services in teaching and research, the coordination of the administration's participation in academic planning, and for academic evaluation activities with respect to faculty and to academic programs. He or she is also responsible for the implementation and supervision of academic policy and programs in Continuing Education.

4.4.6 The Vice-Principal Academic shall supervise research and the international exchange programs and shall represent the University externally.

4.4.7 The Vice-Principal Academic shall perform such other duties and responsibilities as may be assigned to him or her from time to time by the Principal and Vice-Chancellor.

4.5 Vice-Principal Finance and Administration

- 4.5.1 The Vice-Principal Finance and Administration shall act as Treasurer and Chief Financial Officer of the University.
- 4.5.2 The Vice-Principal Finance and Administration shall assume responsibility for the University's operating and capital budgeting processes, general accounting and financial reporting and shall oversee all major capital projects.
- 4.5.3 The Vice-Principal Finance and Administration shall manage the University's relationships with its financial institutions.
- 4.5.4 The Vice-Principal Finance and Administration shall ensure the effective management of the physical plant, buildings and grounds, and physical environment of the University.
- 4.5.5 The Vice-Principal Finance and Administration shall ensure compliance with the University's internal administrative policies and shall oversee internal controls and procedures mandated by laws and regulations.
- 4.5.6 The Vice-Principal Finance and Administration shall perform such other duties and responsibilities as may be assigned to him or her from time to time by the Principal and Vice-Chancellor.

4.6 Academic Deans

- 4.6.1 The Academic Deans shall represent their respective academic units within the University. Under the general coordination of the Vice-Principal Academic, they shall be responsible for the supervision and administration of academic programs and policies, and of research activities within their respective units. They shall be full members of the departments and divisions to which they are appointed. The Academic Deans shall coordinate with the department Chairs their respective budgets, timetables, calendar copies and program development. In cooperation with the Vice-Principal Academic, they shall provide support for teaching and research in their academic unit.
- 4.6.2 The Principal and Vice-Chancellor may, upon a motion of the Board of Governors, appoint one or more of the Academic Deans to the position of Associate Vice-Principal in order to perform such institutional duties or functions (including external representation) as may from time to time be found necessary.
- 4.6.3 The Academic Deans shall perform such other duties and responsibilities as may be assigned to them from time to time by the Principal and Vice-Chancellor.

4.7 Dean of Student Affairs

- 4.7.1 The Dean of Student Affairs shall be responsible to the Principal and Vice-Chancellor for the development of policies and practices to ensure the quality and the effective management of student services.
- 4.7.2 The Dean of Student Affairs shall be accountable for the continued amelioration of the quality of student life. He or she shall, in consultation with the Committee on Life at the University, the Students' Representative Council, and other members of the Bishop's community, develop policies and practices to ensure the quality of student life.
- 4.7.3 The Dean of Student Affairs shall perform such other duties and responsibilities as may be assigned to him or her from time to time by the Principal and Vice-Chancellor.

4.8 Secretary-General

- 4.8.1 The Secretary-General shall be responsible to the Principal and Vice-Chancellor for the support and coordination of services required to assist the Board of Governors, the Senate and Bishop's Council in fulfilling their respective mandates. The Secretary-General is Secretary of the:
- Board of Governors;
 - Senate;
 - Bishop's Council;
 - Degree Committee of Convocation; and
 - Convocation.
- 4.8.2 The Secretary-General shall be responsible for ensuring that the University is in compliance with governmental policies and legislation, for coordinating access to legal services, for the management and conservation of official documents and records, and for the implementation and interpretation of regulations and policies with respect to the foregoing adopted from time to time by the Board of Governors and Senate.
- 4.8.3 The Secretary-General shall perform such other duties and responsibilities as may be assigned to him or her from time to time by the Principal and Vice-Chancellor or the Board of Governors.
- 4.8.4 Where the Secretary General is also Vice-Principal Government Relations and Planning, he or she shall be responsible, in addition to the duties listed above, for:
- 4.8.4.1 stewardship of the University's relations with the Federal, Provincial and Municipal governments;

- 4.8.4.2 ensuring, in collaboration with the Principal and Vice-Chancellor, that Bishop's is an effective participant in the *Conférence des Recteurs et Principaux du Québec* (CREPUQ) and the Association of Universities and Colleges of Canada (AUCC); and
- 4.8.4.3 leading the University's strategic planning processes in non-academic matters.

4.9 University Librarian

- 4.9.1 The University Librarian shall be appointed for a term of up to five (5) years, which may be renewed for a term of up to five (5) years. The University Librarian shall be responsible to the Vice-Principal Academic for the conduct and operation of the University Library, and may be required by the Senate to report to it from time to time on those aspects of the Library which the Senate considers to be of academic interest.
- 4.9.2 The University Librarian shall also report to the Principal and Vice-Chancellor for non-academic matters or regarding other functions or projects assigned by the Principal and Vice-Chancellor from time to time.

4.10 Additional Positions

The Board of Governors may, upon the recommendation of the Principal and Vice-Chancellor, create other senior administrative positions from time to time as it deems necessary.

4.11 Additional Procedures

The membership and procedures of *ad hoc* search and review committees of the Board of Governors charged periodically with the performance review or replacement of Officers of the University are set forth in Division V of these Statutes.

Section 5 Senate

5.1 Senate

The Senate shall consist of:

- 5.1.1 the Principal and Vice-Chancellor;
- 5.1.2 the Vice-Principal Academic;
- 5.1.3 the Academic Deans;
- 5.1.4 the University Librarian;
- 5.1.5 fourteen (14) members of the faculty, comprising:

- 5.1.5.1 six (6) faculty members, comprised of two (2) faculty members appointed by each of the three (3) Divisions of Arts and Science;
- 5.1.5.2 two (2) faculty members appointed by the Williams School of Business;
- 5.1.5.3 one (1) faculty member appointed by the School of Education; and
- 5.1.5.4 five (5) faculty members elected by the Faculty Council, comprised of three (3) elected in such manner and with such proportional representation by Division as may be decided upon from time to time by the Faculty Council and two (2) elected from the contract faculty.

Not more than three (3) faculty members and one (1) student shall be eligible to serve on the Senate and the Board of Governors simultaneously.

- 5.1.6 Six (6) full-time undergraduate students who shall be the Vice-President, Academic of the Students' Representative Council, or equivalent, and five (5) others elected by the full-time student body, in such manner and with such proportional representation as may be decided upon from time to time by the full-time student body, provided that only students in good standing may be members of Senate;
- 5.1.7 one (1) graduate student who shall be named by the Students' Representative Council, provided that such graduate student is in good standing; and
- 5.1.8 the Registrar, in a non-voting capacity.

5.2 Secretary of Senate

The Secretary General shall be the Secretary of Senate.

5.3 Terms

The terms of office of members of Senate shall be as follows:

- 5.3.1 if a member of the faculty, three (3) years, renewable once; and
- 5.3.2 if a student, one (1) year, renewable for so long as the student continues to be a full-time or part-time student in good standing and to be elected or named as such.

Appointments to the Senate shall be staggered in such manner as to provide as much continuity as possible.

5.4 Powers

Subject to the oversight and approval of the Board of Governors, the powers and responsibilities of the Senate shall be as follows:

5.4.1 to govern the academic work and life of the University; and

5.4.2 to prepare and recommend plans and policies for the academic development of the University, including by way of example, the following:

- areas of study;
- organization of academic activities (such as faculties, schools, divisions, programs and departments);
- graduate studies policy;
- methods of teaching and study;
- educational standards;
- library and other academic services;
- conduct of examinations;
- recommending to Convocation the granting of all degrees in course;
- nature of all scholarships, fellowships and awards;
- admissions; and
- size and composition of faculty.

5.5 Committees

In any academic committee created by the Senate there shall be student representation if the recommendations of such group would affect students, unless student representatives on the Senate specifically choose not to be represented.

5.6 Chair

The Principal and Vice-Chancellor shall be Chair of the Senate, shall preside at the meetings thereof and shall bring the recommendations of the Senate to the Board of Governors. In the absence of the Principal and Vice-Chancellor, the Vice-Principal Academic shall act as Chair. In the absence of both the Principal and Vice-Chancellor and the Vice-Principal Academic, or during the vacancy of these offices, the member of the Senate senior by length of appointment to the faculty shall preside.

5.7 Meetings

The Senate shall meet at least six (6) times a year at the call of the Principal and Vice-Chancellor or the Vice-Principal Academic or more often as may be required.

5.8 Meetings at the Call of Senate Members

Any seven (7) members of the Senate who desire the calling of a special meeting may make a request in writing to the Principal and Vice-Chancellor (or the Vice-Principal Academic, as the case may be) setting out the objects of the proposed meeting, and, upon a default of the Principal and Vice-Chancellor or Vice-Principal Academic to call a special meeting within forty-eight (48) hours of receipt of the said request, they may themselves convene a meeting of the Senate.

5.9 Quorum

The quorum at any meeting of Senate shall be twelve (12) members of Senate, including the Chair, at least seven (7) of whom must be members of the faculty and, when the meeting is held while classes are in session at the University, at least two (2) of whom must be students in good standing.

5.10 Report

The Principal and Vice-Chancellor or the Vice-Principal Academic shall report on activities of the Senate at each meeting of the Board of Governors.

5.11 Expenditure

The Senate shall not take any action on proposals necessitating the expenditure of University monies without the approval of the Board of Governors.

5.12 Courses and Terms of Study

The courses of study shall consist of such academic requirements and subjects as are prescribed by the Senate.

The period allotted to study in each year shall be divided into terms, the opening and closing dates of which are in each case determined by the Senate.

5.13 Examinations and Graduation

All matters dealing with examinations and graduation shall be determined from time to time by the Senate, which shall cause the appropriate announcements to be published in the University Calendar.

5.14 Fees

No candidate shall be admitted to any examination or to any degree before paying the required fee as prescribed by the University and published in the University Calendar.

5.15 Affiliation

Colleges and Schools which fulfill adequate conditions of teaching and control may be affiliated to the University by action of the Board of Governors under such terms and conditions as the Senate may prescribe.

Section 6 Convocation

6.1 Convocation

The Convocation of the University shall consist of:

- 6.1.1 the Chancellor;
- 6.1.2 the Principal and Vice-Chancellor;
- 6.1.3 the Vice-Principal Academic;
- 6.1.4 the Chair of Bishop's Council;
- 6.1.5 the Chair and Vice-Chair of the Board of Governors;
- 6.1.6 the Academic Deans; and
- 6.1.7 the Professors of the University.

6.2 Degrees

All degrees which it is in the power of the University to grant shall be conferred by Convocation.

- 6.2.1 Degrees in course shall be granted on the recommendation of the Senate.
- 6.2.2 Degrees *honoris causa* shall be granted on the recommendation of the Degree Committee.

6.3 Secretary

The Secretary General shall be the Secretary of Convocation and shall keep its Common Seal.

6.4 Chancellor to Preside

- 6.4.1 The Chancellor shall preside at all meetings of Convocation and shall confer all degrees in the name and on behalf of the University.
- 6.4.2 The Principal shall be *ex-officio* Vice-Chancellor. In the absence of the Chancellor, or during the vacancy of the chancellorship, the functions of that

office shall be exercised by the Vice-Chancellor. At all other times the Vice-Chancellor shall execute such official duties as the Chancellor shall delegate.

- 6.4.3 In the absence of both the Chancellor and the Vice-Chancellor from any meeting of Convocation, the members present shall elect a pro-Chancellor to discharge the functions of the Chancellor during such meeting.

6.5 Degree Committee

The Degree Committee referred to in this Subsection shall consist of:

- 6.5.1 the Chancellor;
- 6.5.2 the Principal and Vice-Chancellor,
- 6.5.3 the Vice-Principal Academic;
- 6.5.4 the Chair of Bishop's Council;
- 6.5.5 the Chair of the Board of Governors;
- 6.5.6 the Academic Deans; and
- 6.5.7 seven (7) members of the faculty elected by the Faculty Council.

6.6 Functions of Degree Committee

- 6.6.1 The Degree Committee shall have the power to act in the name of Convocation except as regards the granting and conferring of degrees in course. All their proceedings must be reported to the subsequent meeting of Convocation.
- 6.6.2 Any member of the University community may recommend candidates to the Degree Committee for degrees *honoris causa*. The Degree Committee shall approve the recipients of all such honorary degrees.
- 6.6.3 The Chancellor, or in the absence of the Chancellor the Vice-Chancellor, shall be the Chair of the Degree Committee.
- 6.6.4 The Secretary General shall be the Secretary of the Degree Committee.
- 6.6.5 The quorum at any meeting of the Degree Committee shall be five (5) members of the Committee.

6.7 Meetings of Convocation

- 6.7.1 An annual public meeting of Convocation for conferring degrees shall be held each year on a date to be fixed by the Chancellor, or failing the Chancellor, by the Principal and Vice-Chancellor. Such other public meetings as may be necessary shall be held at such times and places as the Chancellor may direct.

- 6.7.2 Meetings of Convocation shall be called by the Secretary-General under the direction of the Chancellor by publishing notice thereof on the University website not later than a week before the date fixed for such meeting.
- 6.7.3 Convocation shall be in session as soon as the Chancellor, or the Principal and Vice-Chancellor so declares and shall be closed by that person declaring it to be either prorogued or adjourned.
- 6.7.4 The quorum at any meeting of Convocation shall be seven (7) members of Convocation.

6.8 Presentation

- 6.8.1 Candidates for degrees *honoris causa* shall be presented to the Chancellor by the Principal and Vice-Chancellor or the Principal and Vice-Chancellor's delegate and shall wear the gown prescribed for the degree to be conferred.
- 6.8.2 Candidates for degrees in course shall be presented by the Academic Dean concerned or by the Academic Dean's delegate.

6.9 Admission

Candidates shall be admitted to degrees by the Chancellor according to norms established from time to time by Senate and published in the University Calendar; they shall receive written evidence of their admission to these degrees.

6.10 Dress

The dress of members of Convocation shall be of such style of gown and hood according to their respective degree, faculty, school or division as may be prescribed by the Board of Governors in consultation with the Senate.

Section 7 Faculty Council, Staff Council and Managers' Council

7.1 Faculty Council

Faculty Council shall consist of all members of the faculty of the University.

7.2 Staff Council

Staff Council shall consist of all non-academic staff employees of the University. Casual employees, employees included under the Managers' Council, Officers of the University and the Director of Human Resources are excluded from Staff Council.

7.3 Managers' Council

Managers' Council shall consist of all non-academic non-unionized employees of the University. Officers of the University and the Director of Human Resources are excluded from Managers' Council.

Section 8 Tenure and Academic Freedom

"Tenure" shall mean permanency of appointment and the right of a faculty member or librarian not to be dismissed except for cause. Such action shall not be taken in violation of normal academic freedom. Academic freedom for faculty members shall include the right to be appointed regardless of race, gender, sexual orientation, religion or politics. It also includes the right to teach, investigate, speculate and publish without deference to prescribed doctrine. It includes the right to criticize the University in a non-violent and lawful way.

8.1 Academic Freedom for Students

Students shall also enjoy Academic Freedom, which is defined as follows:

- 8.1.1 The right of the student not to be expelled without cause, or failed for other than academic reasons.
- 8.1.2 The right of enrolment in courses regardless of race, gender, sexual orientation, religion or politics.
- 8.1.3 The right to criticize the University in a non-violent and lawful way without fear of expulsion or failure.

Section 9 Bishop's Council

9.1 Mandate

The Council shall serve as an advisory body to the Board of Governors through the Principal and Vice-Chancellor. It may consider and advise on any questions affecting the well-being and prosperity of the University.

The Council shall recommend to the Board of Governors candidates for the position of Chancellor.

The Council may also make recommendations to the Board of Governors for the naming of major physical assets of the University.

9.2 Membership

- 9.2.1 The Bishop's Council shall be comprised of:
 - 9.2.1.1 the Principal and Vice-Chancellor;

- 9.2.1.2 one (1) former Chancellor or Chair of the Board of Governors;
- 9.2.1.3 one (1) Professor Emeritus;
- 9.2.1.4 one (1) retired staff member, librarian or manager;
- 9.2.1.5 one (1) past President of the Students' Representative Council; and
- 9.2.1.6 up to three (3) External community members.

9.2.2 Apart from the ex-officio membership of the Principal and Vice-Chancellor, the members shall be nominated by the Board of Governors, on the recommendation of the Nominating Committee of the Board.

9.3 Eligibility

With the exception of the Principal and Vice-Chancellor, no member of the Board of Governors shall be eligible to serve as a member of the Council. A member of the Bishop's Council who becomes a member of the Board of Governors shall resign from the Council.

9.4 Terms of Office

The terms of office of the members of the Bishop's Council shall be four (4) years, renewable once, save for the Principal and Vice-Chancellor whose term shall extend for so long as they hold the office.

9.5 Chair of Bishop's Council

There shall be a Chair of the Bishop's Council, who shall be elected by the Council from amongst its members. The Chair shall preside at all meetings of the Council and shall perform all the duties incidental to the office of Chair. The term of office of the Chair shall be two (2) years, renewable once.

9.6 Secretary

The Secretary General shall be the Secretary of Bishop's Council.

9.7 Meetings

The Bishop's Council shall meet at least once in each calendar year on dates and for purposes established by the Principal and Vice-Chancellor and in consultation with the Chair of the Board of Governors.

Additional meetings of the Council may be called at such times and places as the Principal and Vice-Chancellor shall direct.

Section 10 Fiscal Year

The fiscal year of the University shall end on the 30th day of April in each year.

Section 11 General

11.1 Interpretation

In these Statutes:

- 11.1.1 The headings of Sections and Subsections are included only for convenience of reference and otherwise shall have no meaning or relevance in respect of construction.
- 11.1.2 The reference to any person by the title of the person's office shall be interpreted as a reference to such person *ex officio*.

11.2 Access to Meetings

Members of the University community may attend any plenary meeting of the Board of Governors, the Senate and Bishop's Council, and any such person may, with the permission of the Chair, address the meeting, although such person shall have no vote in its proceedings.

11.3 Closed Sessions

Notwithstanding the open access set forth in Section 11.2, the Chair of any meeting of the Board of Governors, the Senate or Bishop's Council may reconvene all or any portion of such meeting in closed session where issues of a sensitive or confidential nature are to be discussed.

11.4 Policies and Procedures

The Board of Governors, the Senate, Bishop's Council, Faculty Council, Staff Council, Managers' Council and any of their respective committees may establish their own internal policies and procedures which shall be supplementary, but not contradictory, to those contained in these Statutes.

Section 12 Amendment

These Statutes may be amended only by resolution of the Board of Governors at a meeting of the Board of Governors duly called for that purpose. Such meeting shall only be deemed duly called if a written notice of motion incorporating the text of the proposed amendment is submitted to each member of the Board of Governors at least sixty (60) days prior to the meeting at which such resolution is to be moved.

In addition to the foregoing, any amendment of Divisions I and V of these Statutes shall require the affirmative vote of at least two thirds (2/3) of the members of the Board of Governors then in office.

Section 13 Abrogation

These Statutes repeal and replace the *Rules, Orders and Regulations* of the University.

DIVISION II
ADDITIONAL PROCEDURES FOR THE BOARD OF GOVERNORS

Section 1 Functions and Powers

1.1 Description

The functions and powers of the Board of Governors include the following:

- 1.1.1 ensuring that the University's mission, values and principles are respected, having a superintending and reforming power over all decisions affecting activities held at the University or connected with the University;
- 1.1.2 approving the strategic directions proposed by the Principal and Vice-Chancellor;
- 1.1.3 approving the University's budgetary estimates, annual budget, capital plan, financial statements;
- 1.1.4 approving the governance rules of the University in keeping with its distinctive characteristics;
- 1.1.5 approving the code of ethics applicable to its members and to the members of the University's personnel;
- 1.1.6 ensuring the applicant recruiting process to fill the position of Principal and Vice-Chancellor of the University provides an equal opportunity for applicants from outside and from within the University and that the procedure allows for the external and confidential examination of applications;
- 1.1.7 approving the expertise and experience profiles to be used in appointing its members;
- 1.1.8 approving the criteria for evaluating the performance of the Principal and Vice-Chancellor of the University;
- 1.1.9 coming to an agreement with the Principal and Vice-Chancellor on the objectives to be achieved and determining the Principal and Vice-Chancellor's compensation;
- 1.1.10 approving the criteria for evaluating the Board's performance;
- 1.1.11 ensuring the effective and efficient management of the University's human, physical, financial and information resources;
- 1.1.12 establishing risk management policies;

- 1.1.13 regularly monitoring the University's financial situation and ensuring that the appropriate controls are in place to preserve the University's short-, medium- and long-term financial health;
- 1.1.14 ensuring that the governance and ethics committee, the audit committee, the human resources committee and any of its other committees exercise their functions properly and in harmony with each other;
- 1.1.15 making internal management by-laws;
- 1.1.16 determining delegations of authority;
- 1.1.17 approving human resources policies, in accordance with applicable legislative provisions;
- 1.1.18 adopting measures to evaluate the University's effectiveness, efficiency and performance; and
- 1.1.19 delegating its powers, in specific cases, to a committee of its members appointed by it.

Section 2 Definition of Senior Administration

For the purposes of these Statutes, the term “senior administration” shall refer to the Principal and Vice-Chancellor and the members of the senior administration who report to the Principal and Vice-Chancellor from time to time, including the Vice-Principal Academic, the Vice-Principal Finance and Administration, the Academic Deans, the Dean of Student Affairs, the Secretary General, the Director of University Advancement and the University Librarian. The term shall also include the Director of Human Resources.

Section 3 Criteria for Eligibility as an External Governor or External Community Member

3.1 Eligibility

To qualify as an External Governor or an External community member, as the case may be, a person cannot be someone who:

- 3.1.1 is in the employ of the University or has been in such employ in the three (3) years preceding appointment to office;
- 3.1.2 has an immediate family member, as defined herein, who is an employee of the University; or
- 3.1.3 is a student attending the University registered in more than one taught course or research activity or registered in an activity leading to a degree, a diploma or a certificate.

3.2 Definition of Immediate Family Member

An "immediate family member" shall mean a spouse or partner (by marriage or common law), a parent, a child or a sibling.

Section 4 Confidentiality Policy

All members of the Board of Governors shall be bound to respect the confidentiality of information received in the performance of his or her duties, as well as the confidentiality of all deliberations of the Board of Governors which deal with personal situations, and more generally, of all the deliberations that take place in closed sessions of the Board of Governor meetings.

No member of the Board of Governors shall make use of any information obtained in his or her capacity as a Board member and which is not generally available to the public, in order to derive a personal benefit therefrom.

Section 5 Conflicts of Interest

5.1 Obligations of Internal Governors

A member of the Board of Governors who exercises functions on a full-time basis within the University may not have a direct or indirect interest in a body, enterprise or association that places the Board member's personal interests in conflict with the University's interests. If such an interest devolves to the Board member, including by succession or gift, it must be renounced or disposed of with dispatch.

5.2 Undertaking

After appointment and prior to the term commencing, each Board member or committee member shall sign an undertaking regarding conflicts of interest in a form approved by the Board. The undertaking shall be up-dated annually.

5.3 Disclosure and Withdrawal

Any Board member who has a direct or indirect interest in a body, enterprise or association that places the Board member's personal interests in conflict with the University's interests must disclose it in writing to the Chair of the Board of Governors and abstain from participating in any discussion or decision involving that body, enterprise or association. The Board member must also withdraw from a meeting for the duration of the discussion or vote on such a matter.

5.4 Employees of the University

With the exception of the Principal and Vice-Chancellor, a Board member who is also employed by the University must withdraw from a meeting for the duration of a discussion or vote on any matter concerning negotiations relating to a collective agreement or a collective labour contract that governs the member or other members of the University's personnel. Notwithstanding the foregoing, a member may participate in a Board discussion about general measures relating to conditions of employment within the institution that would also apply to the Board member.

Section 6 Evaluation of Board Performance

Governors and members of the senior administration will be surveyed on a regular basis for their feedback on the performance of the Board in fulfilling its mandate as set out in section 1.1 of Division I and 1.1 of Division II of these Statutes.

Section 7 Remuneration for Members of the Board of Governors

There shall be no remuneration for members for their service on the Board of Governors.

Section 8 Travel Expenses

Reasonable and fair travel expenses incurred by members of the Board of Governors to attend meetings of the Board may be reimbursed in accordance with University policies.

Section 9 Indemnification

Every member of the Board of Governors, every Officer, and every person appointed to a committee of the Board of Governors and his or her heirs, executors and administrators and other legal personal representatives shall, from time to time, and at all times, be indemnified and saved harmless from and against all costs, charges and expenses whatsoever which such member or Officer or such person sustains or incurs in or about any action, in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the lawful execution of the duties of his or her office or of the committee to which such persons are appointed.

Section 10 Public Information Meeting

The Board of Governors shall see to it that the University holds a public information and consultation meeting at least once a year to report to the University community on the activities of the Board and of the senior administration over the preceding year, on results achieved, on policy directions adopted and on the University's financial situation and its management, and to answer questions.

To that end, a notice of the meeting will be distributed within the University at least thirty (30) days before the meeting.

Section 11 Disclosure on University Website

11.1 Required Disclosure

The Secretary General shall ensure that the following information is posted on the University's website:

- 11.1.1 the code of ethics applicable to Governors and to the personnel of the University, as well as their rules of professional conduct;
- 11.1.2 the dates of appointment and expiry of term of each of the member of the Board, and whether or not a member holds the status of External Governor;
- 11.1.3 a summary of the expertise and experience profile of each Governor;
- 11.1.4 the fees paid to the external auditor;
- 11.1.5 the performance of the University with respect to indicators established by the Minister of Education; and
- 11.1.6 the decisions Board makes that are legally required to be made public.

Section 12 Signing Authority

12.1 General Authority

The Board of Governors has the general and overriding power to enter into all contracts binding the University. It retains such power, notwithstanding the delegation of authority conferred upon specified delegates in any signing authority resolution passed by it from time to time.

12.2 External Matters Requiring Board Approval

Without limiting the generality of Section 12.1, the following external matters require the approval of the Board of Governors:

- 12.2.1 any contract, agreement or obligation that, in the opinion of the Principal and Vice-Chancellor or responsible Officer, should be approved by the Board of Governors, regardless of value;
- 12.2.2 any real estate transaction;
- 12.2.3 any lease contract or agreement for a term that exceeds five (5) years;
- 12.2.4 any contract or agreement obligating the University and involving an aggregate amount exceeding \$500,000;
- 12.2.5 any contract or agreement that the Board of Governors, by resolution, requests be brought to the Board of Governors for approval;

- 12.2.6 any contract or agreement to borrow money;
- 12.2.7 any research or special project contract or agreement resulting in additional costs to the university of \$100,000 or more.

12.3 Contracting and Approval Process

The University expects all those who may be involved in the contracting process on behalf of the University to be aware of and to comply with related University policies, control procedures and operating systems and to act ethically and diligently in carrying out their fiduciary responsibilities to the University. Designated individuals shall not exercise their signing authority in circumstances where conflicts of interest exist or could be seen to exist. Individuals shall not authorize disbursements for which they are the recipient.

DIVISION III
ADDITIONAL PROCEDURES FOR NOMINATING COMMITTEE

- 1.1** The Board of Governors at Bishop's University is committed to fostering and supporting equity, diversity and inclusion at the University. The Nominating Committee shall therefore identify and propose potential external board member nominees who reflect the diversity of Canadian society and the University, having particular regard to underrepresented groups including but not limited to those represented by race, sex, Indigeneity, disability, gender identity, gender expression and sexual orientation.
- 1.2** The Nominating Committee shall advise the Faculty Council, the Staff Council and the Managers' Council about the University's commitment to fostering and supporting equity, diversity and inclusion at the University, including the needs of the Board of Governors in meeting its gender composition objectives of at least 40% men and 40% women.
- 1.3** The Nominating Committee shall report annually to the Board on the status of equity, diversity and inclusion among its members.
- 1.4** The Nominating Committee shall propose external board members that reflect the recommendations of the Governance and Ethics Committee from time to time as to individuals possessing the capacities, experience, profile and skill sets which are most useful and effective for the University.
- 1.5** In any determination by the Nominating Committee as to the candidacy of a potential External Governor or an External community member where a vote is required, the members of the Nominating Committee who do not themselves qualify as External Governors or External community members shall abstain from such vote.

DIVISION IV
MANDATE AND COMPOSITION OF
THE COMMITTEES OF THE BOARD OF GOVERNORS

Section 1 Committees of the Board of Governors

1.1 Meetings and Reporting

All Committees are accountable to the Board of Governors. These committees shall meet and, when appropriate, prepare and distribute reports sufficiently in advance of Board meetings in order to provide time for the Board of Governors to review the reports. Committees of the Board of Governors shall meet at least twice a year and report to the Board. Each Committee shall prepare an Annual Report to the Board.

1.2 Composition

With the exception of the Committee on Life at the University, all Committees are chaired by an External Governor.

1.3 Governance and Ethics Committee.

The functions of the Governance and Ethics Committee include:

- 1.3.1 formulating governance rules and a code of ethics for the conduct of the University's affairs;
- 1.3.2 formulating a code of ethics applicable to Board members and the personnel of the University;
- 1.3.3 developing expertise and experience profiles to be used in appointing Board members, except the Chair of the Board of Governors and the Principal and Vice-Chancellor;
- 1.3.4 formulating criteria for evaluating the performance of the Board and periodically conducting surveys of Governors to solicit feedback on that performance;
- 1.3.5 conducting the evaluation of the performance of the Board;
- 1.3.6 developing initiation and ongoing training programs for Board members; and
- 1.3.7 preparing and publishing a yearly report on its activities during the fiscal year, including a summary of its evaluation of the performance of the Board.
- 1.3.8 Composition of the Governance and Ethics Committee

The Governance and Ethics Committee shall be composed of:

- 1.3.8.1 three (3) External Governors;

- 1.3.8.2 one (1) Internal Governor;
- 1.3.8.3 the Chair of the Board of Governors; and
- 1.3.8.4 the Principal and Vice-Chancellor.

1.4 Finance and Audit Committee

The Finance and Audit Committee shall include members with accounting or financial expertise. At least one committee member must be a member of one of the professional orders of accountants.

The Finance and Audit Committee shall notify the Board of Governors in writing on discovering operations or management practices that are unsound or do not comply with applicable laws or regulations or with the policies of the University.

The functions of the Finance and Audit Committee include:

- 1.4.1 approving the external audit plan;
- 1.4.2 examining and recommending the approval of the annual audited financial statements and the Quebec government financial report (SIFU) with an external auditor appointed by the Board of Governors;
- 1.4.3 recommending the appointment of the external auditor to the Board of Governors;
- 1.4.4 annual monitoring of the risk management assessment conducted by the University;
- 1.4.5 recommending the approval of the annual operating budget, tenure-stream positions, capital projects and cash flow budgets or any other financial reports requiring the Board of Governors approval;
- 1.4.6 periodic examination of the projected annual results in comparison to the operating budget, and reporting significant risks or discrepancies to the Board, as necessary;
- 1.4.7 monitoring the long-term financial stability and sustainability plan of the University, and;
- 1.4.8 reviewing the financial policies and financing strategies of the University.
- 1.4.9 Composition of the Finance and Audit Committee

The Finance and Audit Committee shall be composed of:

- 1.4.9.1 two (2) External Governors, at least one of whom is a member of one of the professional orders of accountants;

- 1.4.9.2 two (2) Internal Governors who are members of the faculty;
- 1.4.9.3 the (1) staff member who is a member of the Board of Governors;
- 1.4.9.4 the Chair of the Board of Governors; and
- 1.4.9.5 the Principal and Vice-Chancellor.

The Vice-Principal Finance and Administration, the Vice-Principal Academic and the Manager of Financial Services shall attend meetings of the Finance and Audit Committee in a non-voting capacity.

1.5 Human Resources Committee

The functions of the Human Resources committee include:

- 1.5.1 ensuring that effective human resources strategies, policies and practices are established and adhered to that will represent and reinforce the core values, and culture of the University.
- 1.5.2 reviewing periodically the standards and scales of remuneration and other conditions of employment of all the University's employees, staff, faculty and management personnel, for their relevance, adequacy, affordability and compliance with provincial regulations;
- 1.5.3 developing and proposing for consideration by the Board of Governors an expertise and experience profile to be used in appointing the Principal and Vice-Chancellor of the University;
- 1.5.4 ensuring that the appointment procedure for members of the senior administration is applied;
- 1.5.5 formulating and proposing criteria for the evaluation of the Principal and Vice-Chancellor of the University by the Chair of the Board of Governors, and making recommendations to the Board regarding the remuneration and benefits of the Principal and Vice-Chancellor;
- 1.5.6 making recommendations to the Board on a method to evaluate the performance of members of the senior administration;
- 1.5.7 receiving the candidacies that the Principal and Vice-Chancellor of the University proposes for positions in the senior administration under his or her immediate authority, examining the candidacies and submitting its conclusions to the Principal and Vice-Chancellor;
- 1.5.8 receiving from the administration a proposal on collective bargaining mandates, examining the proposal and approving a mandate in accordance with the University's budget envelope;

- 1.5.9 receiving regular reports from the Joint Health and Safety Committee on issues related to health and safety in the work place and making such recommendations as it deems appropriate.
- 1.5.10 establishing a succession planning program for the University's senior administration; and
- 1.5.11 preparing and publishing a yearly report on the discharge of its mandate.
- 1.5.12 Composition of the Human Resources Committee

The Human Resources Committee shall be composed of:

- 1.5.12.1 three (3) External Governors;
- 1.5.12.2 the Chair of the Board of Governors; and
- 1.5.12.3 the Principal and Vice-Chancellor.

The Vice-Principal Finance and Administration, the Vice-Principal Academic and the Director of Human Resources shall attend meetings of the Human Resources Committee, each in a non-voting capacity. Any employee of the University shall remove himself or herself from any meeting during the period where such person is the subject of deliberations of the Human Resources Committee.

1.6 Sustainable Development Committee

- 1.6.1 The Sustainable Development Committee shall be charged with overseeing the implementation of the Sustainable Development Policy and the Sustainable Development Strategic Plan of the University, as well with recommending actions governing emerging issues pertaining to sustainable development and environmental management.
- 1.6.2 Composition of the Sustainable Development Committee

The Sustainable Development Committee shall be composed of:

- 1.6.2.1 one (1) External Governor;
- 1.6.2.2 two (2) Internal Governors, one (1) who is a member of the faculty and the student member of the Board of Governors;
- 1.6.2.3 the Chair of the Board of Governors; and
- 1.6.2.4 the Principal and Vice-Chancellor.

The Vice-Principal Finance and Administration and the Manager of Sustainable Development shall attend meetings of the Sustainable Development Committee in a non-voting capacity.

1.7 Campus Landscape and Built Environment Development Committee

The functions of the Campus Landscape and Built Environment Development Committee include:

- 1.7.1 examining the orientation of the Campus Master Plan and the Architectural Guide and recommending changes and updates before they are presented to the Board of Governors for approval;
- 1.7.2 examining and recommending the approval of the University Capital Plan to ensure its contribution to the strategic priorities of the University and its compliance with the orientations of the Campus Master Plan;
- 1.7.3 overseeing major building and landscape projects (value of \$5,000,000 and more), including but not limited to project risks, budget, timeline and ensuring that the concept respects the Architectural Guide and the Campus Master Plan of the University, and;
- 1.7.4 recommending to the Board of Governors the delegation for the oversight of one or more projects to separate Ad Hoc Oversight Committees when it deems it necessary.
- 1.7.5 Composition of the Campus Landscape and Built Environment Development Committee

The Campus Landscape and Built Environment Development Committee shall be composed of:

- 1.7.5.1 one (1) External Board member;
- 1.7.5.2 one (1) Internal Board member;
- 1.7.5.3 one (1) External community member with expertise in Buildings and Grounds to complete the expertise of the committee, as required;
- 1.7.5.4 the Chair of the Board of Governors; and
- 1.7.5.5 the Principal and Vice-Chancellor.

The Vice-Principal Finance and Administration and Manager of Capital Planning and Project shall attend meetings of the Campus Landscape and Built Environment Development Committee as resource persons in a non-voting capacity.

1.8 Information Resources Committee

The functions of the Information Resources Committee include:

- 1.8.1 examining and recommending the approval of the ITS strategic plan (Systems Evolution and Infrastructure) to ensure its contribution to the strategic priorities of the University;
- 1.8.2 reviewing the University's ITS policies;
- 1.8.3 examining the risks associated with information resources and ensuring that the University has in place the proper policies and response plans to prevent and control them;
- 1.8.4 providing oversight for major investment projects (value of \$500K and up), including but not limited to the project risks, budget and timeline; and
- 1.8.5 overseeing projects (value of \$1M and up) or delegating the task to an Ad Hoc Oversight Committee.
- 1.8.6 Composition of the Information Resources Committee Development Committee:
 - 1.8.6.1 one (1) External Board member
 - 1.8.6.2 one (1) Internal Board member who is a member of the faculty,
 - 1.8.6.3 one (1) External community member with expertise in ITS,
 - 1.8.6.4 the Chair of the Board of Governors; and
 - 1.8.6.5 the Principal and Vice-Chancellor.

The Vice-Principal Finance and Administration and the Director of ITS shall attend meetings of the Information Resources Committee in a non-voting capacity.

1.9 Committee on Life at the University

The functions of the Committee on Life at the University include:

- 1.9.1 advising the Dean of Student Affairs on the drafting and review of policies governing student life at the University; and
- 1.9.2 advising the Dean of Student Affairs on the annual Student Services budget for approval by the Board of Governors.

1.9.3 Composition of the Committee on Life at the University

The Committee on Life at the University shall be composed of:

1.9.3.1 the student member of the Board of Governors, as Chair;

1.9.3.2 the Dean of Student Affairs;

1.9.3.3 two (2) student service directors named by the Dean of Student Affairs; and

1.9.3.4 three (3) students named by the Students' Representative Council.

The Vice-President Finance of the Students' Representative Council shall attend meetings of the Committee on Life at the University in a non-voting capacity.

DIVISION V
MEMBERSHIP AND PROCEDURES FOR
AD HOC COMMITTEES OF THE BOARD OF GOVERNORS
REGARDING REVIEW AND APPOINTMENT OF OFFICERS

Section 1 Constitution of Ad Hoc Search and Review Committees

Upon the recommendation of the Principal and Vice-Chancellor (or, in the case of a committee in respect of the Principal and Vice-Chancellor, upon the recommendation of the Chair of the Board of Governors), the Board of Governors shall establish an *ad hoc* search and review committee to review the performance of the Officers of the University or, as necessary, conduct a search for replacement Officers.

Section 2 Timing of Review

An *ad hoc* committee shall be established at the time provided for in the employment contract of an Officer; where no such review is provided for in such contract or where an Officer is employed for an indeterminate period, an *ad hoc* committee shall be established to review the performance of any such Officer in the year preceding the fifth (5th) anniversary of the hiring or previous review of such Officer, as the case may be.

Section 3 Process of Review and/or Appointment of Principal and Vice-Chancellor

3.1 Membership of Committee

An *ad hoc* review committee for the Principal and Vice-Chancellor shall be established having membership as set forth in Section 7.

3.2 Timing of Review Process

If the incumbent Principal and Vice-Chancellor indicates an interest in continuing in his or her position, the review will be carried out during the final semester of the penultimate year of the incumbent's contract. If the incumbent declines to continue, the review committee shall be converted to a search committee in accordance with the provisions of Subsection 3.7.

3.3 Proceedings

The committee shall review the position description, mandate, goals and objectives of the position as established at hiring or following the most recent performance review. The incumbent will be invited to prepare a written submission to the review committee. Written and signed submissions will be solicited from individuals in all sectors of the University community. The committee will interview the incumbent, and will meet with such other

individuals as may be appropriate. The proceedings of the committee will be kept confidential, in accordance with the Confidentiality Policy established by the Board.

3.4 Incumbent to Receive Copies

Prior to the interview, the incumbent shall be provided with copies of all documents submitted by others to the committee, with any identifying indicators removed, as well as summaries of any oral presentations.

3.5 Recommendation

The committee shall make a recommendation to the Chair of the Board of Governors concerning the renewal or non-renewal of the incumbent's contract. The committee may include in its report the reasons for its decision or general recommendations concerning future goals and objectives.

3.6 Final Consultation and Reappointment

Following consultation with Senate, the Chair of the Board advises the Board of Governors of the conclusions of the review process and recommends, when applicable, the reappointment of the Principal and Vice-Chancellor. The reappointment of the Principal and Vice-Chancellor shall require the affirmative vote of a majority of Board members present at the meeting at which such reappointment is proposed.

3.7 Conversion to a Search Committee and Process

Where the Board of Governors does not approve the reappointment of the incumbent, or where the position becomes vacant, the review committee shall be converted to a search committee mandated to conduct a search for a new Principal and Vice-Chancellor. The committee shall solicit input from the University community on the qualities, skills and abilities sought in a Principal and Vice-Chancellor.

3.8 Final Consultation and Appointment

The search committee shall present its preferred candidate to the University community. Subsequently the search committee will consult the Senate. It will assess the opinions of all constituencies and, having ascertained the likelihood of acceptance of an offer, make a recommendation for the appointment of the candidate to the Board of Governors. The appointment of the new Principal and Vice-Chancellor shall require the affirmative vote of at least three-quarters (3/4) of the Board members present at the meeting at which such appointment is proposed.

Section 4 Process of Review and/or Appointment for Vice-Principal Academic

4.1 Membership of Committee

An *ad hoc* review committee for the Vice-Principal Academic shall be established having membership as set forth in Section 7.

4.2 Timing of Review Process

If the incumbent Vice-Principal Academic indicates an interest in continuing in his or her position, the review will be carried out during the final semester of the penultimate year of the incumbent's contract. If the incumbent declines to continue, the review committee shall be converted to a search committee in accordance with the provisions of Subsection 4.7.

4.3 Proceedings

The committee will review the position description, mandate, goals and objectives of the position as established at hiring or following the most recent performance review. The incumbent will be invited to prepare a written submission to the review committee. Written and signed submissions will be solicited from individuals in all sectors of the University community. The committee will interview the incumbent, and will meet with such other individuals as may be appropriate. The proceedings of the committee will be kept confidential, in accordance with the Confidentiality Policy established by the Board.

4.4 Incumbent to Receive Copies

Prior to the interview, the incumbent will be provided with copies of all documents submitted by others to the committee, with any identifying indicators removed, as well as summaries of any oral presentations.

4.5 Recommendation

The committee will make a recommendation to the Principal and Vice-Chancellor concerning the renewal or non-renewal of the incumbent's contract. The committee may include in its report the reasons for its decision or general recommendations concerning future goals and objectives.

4.6 Final Consultation and Reappointment

Following consultation with Senate, the Principal and Vice-Chancellor advises the Board of Governors of the conclusions of the review process and recommends, when applicable, the reappointment of the Vice-Principal Academic. The reappointment of the Vice-Principal Academic shall require the affirmative vote of a majority of the Board members present at the meeting at which such reappointment is proposed.

4.7 Conversion to a Search Committee and Process

Where the Board of Governors does not approve the reappointment of the incumbent, or where the position becomes vacant, the review committee shall be converted to a search committee mandated to conduct a search for a new Vice-Principal Academic. The committee shall solicit input from the University community on the qualities, skills and abilities sought in a Vice-Principal Academic.

4.8 Final Consultation and Appointment

The search committee shall present its preferred candidate to the Principal and Vice-Chancellor. Subsequently, the Principal and Vice-Chancellor will consult the Senate. The Principal and Vice-Chancellor shall make a recommendation concerning the appointment of the candidate to the Board of Governors. The appointment of the Vice-Principal Academic shall require the affirmative vote of a majority of the Board members present at the meeting at which such appointment is proposed.

Section 5 Process of Review and/or Appointment for Academic Deans

5.1 Membership of Committee

Ad hoc review committees for the Academic Deans shall be established having membership as set forth in Section 7.

5.2 Timing of Review Process

If an incumbent Academic Dean indicates an interest in continuing in his or her position, the review will be carried out during the final semester of the penultimate year of the incumbent's contract. If the incumbent declines to continue, the review committee shall be converted to a search committee in accordance with the provisions of Subsection 5.7.

5.3 Proceedings

The committee will review the position description, mandate, goals and objectives of the position as established at hiring or following the most recent performance review. The incumbent will be invited to prepare a written submission to the review committee. Written and signed submissions will be solicited from individuals in all sectors of the University community. The committee will interview the incumbent, and will meet with such other individuals as may be appropriate. The proceedings of the committee will be kept confidential, in accordance with the Confidentiality Policy established by the Board.

5.4 Incumbent to Receive Copies

Prior to the interview, the incumbent will be provided with copies of all documents submitted by others to the committee, with any identifying indicators removed, as well as summaries of any oral presentations.

5.5 Recommendation

The committee will make a recommendation to the Principal and Vice-Chancellor concerning the renewal or non-renewal of the incumbent's contract. The committee may include in its report the reasons for its decision or general recommendations concerning future goals and objectives.

5.6 Reappointment

The Principal and Vice-Chancellor advises the Board of Governors of the conclusions of the review process and recommends, when applicable, the reappointment of the Academic Dean. The reappointment of the Academic Dean shall require the affirmative vote of a majority of the Board members present at the meeting at which such reappointment is proposed.

5.7 Conversion to a Search Committee and Process

Where the Board of Governors does not approve the reappointment of the incumbent, or where the position becomes vacant, the review committee shall be converted to a search committee mandated to conduct a search for a new Academic Dean. The committee shall solicit input from the University community on the qualities, skills and abilities sought in the Academic Dean.

5.8 Final Consultation and Appointment

The search committee shall present its preferred candidate to the Principal and Vice-Chancellor. The Principal and Vice-Chancellor shall make a recommendation concerning the appointment of the candidate to the Board of Governors. The appointment of an Academic Dean shall require the affirmative vote of a majority of the Board members present at the meeting at which such appointment is proposed.

Section 6 Process of Review and/or Appointment for Vice-Principal Finance and Administration, Dean of Student Affairs, Secretary-General and University Librarian

6.1 Membership of Committee

An *ad hoc* review committee for the Vice-Principal Finance and Administration, Dean of Student Affairs, Secretary-General and University Librarian, as the case may be, shall be established having membership as set forth in Section 7.

6.2 Timing of Review Process

If the incumbent under review indicates an interest in continuing in his or her position, the review will be carried out during the final semester of the penultimate year of the incumbent's contract. If the incumbent declines to continue, the review committee shall be converted to a search committee in accordance with the provisions of Subsection 6.7.

6.3 Proceedings

The committee will review the position description, mandate, goals and objectives of the position as established at hiring or following the most recent performance review. The incumbent will be invited to prepare a written submission to the review committee. Written and signed submissions will be solicited from individuals in all sectors of the University community. The committee will interview the incumbent, and will meet with such other

individuals as may be appropriate. The proceedings of the committee will be kept confidential, in accordance with the Confidentiality Policy established by the Board.

6.4 Incumbent to Receive Copies

Prior to the interview, the incumbent will be provided with copies of all documents submitted by others to the committee, with any identifying indicators removed, as well as summaries of any oral presentations.

6.5 Recommendation

The committee will make a recommendation to the Principal and Vice-Chancellor concerning the renewal or non-renewal of the incumbent's contract. The committee may include in its report the reasons for its decision or general recommendations concerning future goals and objectives.

6.6 Final Consultation and Reappointment

Following consultation with Senate, the Principal and Vice-Chancellor advises the Board of Governors on the conclusions of the review process and recommends, when applicable, the reappointment of the incumbent under review. The reappointment of the incumbent shall require the affirmative vote of a majority of Board members present at the meeting at which such reappointment is proposed.

6.7 Conversion to a Search Committee and Process

Where the Board of Governors does not approve the reappointment of the incumbent, or where the position becomes vacant, the review committee shall be converted to a search committee mandated to conduct a search for a new incumbent. The committee shall solicit input from the University community on the qualities, skills and abilities sought in the relevant position.

6.8 Final Consultation and Appointment

The search committee shall present its preferred candidate to the Principal and Vice-Chancellor. Following consultation with Senate, the Principal and Vice-Chancellor shall make a recommendation regarding the appointment of the candidate to the Board of Governors. The appointment of the candidate shall require the affirmative vote of a majority of the Board members present at the meeting at which such appointment is proposed.

Section 7 Membership of Ad Hoc Search and Review Committees

7.1 Secretary

The *ad hoc* search and review committees established pursuant to this Division shall in each case name a Secretary from among its members.

7.2 Exception

Notwithstanding any provision herein regarding an *ex officio* right to form part of a committee, no person may be a member of a committee charged with the review of his or her position.

7.3 Membership of the Committee for the Principal and Vice-Chancellor

The members of the *ad hoc* committee in respect of the Principal and Vice-Chancellor shall be as follows:

- 7.3.1 the Chair of the Board of Governors, who will act as Chair;
- 7.3.2 the Vice-Chair of the Board of Governors;
- 7.3.3 three (3) External members of the Board of Governors or External community members named by the Board of Governors;
- 7.3.4 four (4) faculty members named by the Faculty Council;
- 7.3.5 one (1) Academic Officer named by that group;
- 7.3.6 one (1) member of the Alumni Association, named by that group;
- 7.3.7 one (1) staff member named by the Staff Council;
- 7.3.8 one (1) manager named by the Managers' Council; and
- 7.3.9 one (1) student named by the Students' Representative Council.

7.4 Membership of the Committee for the Vice-Principal Academic

The members of the *ad hoc* committee in respect of the Vice-Principal Academic shall be as follows:

- 7.4.1 the Principal and Vice-Chancellor, as Chair;
- 7.4.2 two (2) External members of the Board of Governors or External community members named by the Board of Governors;
- 7.4.3 one (1) Academic Dean, named by that group;
- 7.4.4 one (1) full-time faculty member of Senate, named by the Senate;
- 7.4.5 two (2) full-time faculty members, named by the Faculty Council;
- 7.4.6 one (1) part-time faculty member, named by the Faculty Council;
- 7.4.7 one (1) student named by the Students' Representative Council;

7.4.8 one (1) staff member named by Staff Council; and

7.4.9 one (1) manager named by the Managers' Council.

7.5 Membership of the Committee for the Dean of Arts and Science

The members of the ad hoc committee in respect of the Dean of Arts and Science shall be as follows:

7.5.1 the Vice-Principal Academic, as Chair;

7.5.2 three (3) continuing faculty members, being composed of one (1) from each Division, named by the faculty of their respective Divisions;

7.5.3 three (3) continuing faculty members chosen at large from and by the faculty of Arts and Science;

7.5.4 one (1) contract faculty member of Arts and Science, chosen by the contract faculty of Arts and Science;

7.5.5 one (1) External member of the Board of Governors or External community member named by the Board of Governors; and

7.5.6 the Vice-President Academic of the Students' Representative Council or such other member of the Students' Representative Council as may be named by that body.

The Principal and Vice-Chancellor shall participate in the committee in a non-voting capacity.

7.6 Membership of the Committee for the Dean of the Williams School of Business

The members of the ad hoc committee in respect of the Dean of the Williams School of Business shall be as follows:

7.6.1 the Vice-Principal Academic, as Chair;

7.6.2 five (5) continuing faculty members, chosen from and by the faculty of the Williams School of Business;

7.6.3 one (1) contract faculty member, chosen from and by the contract faculty of the Williams School of Business;

7.6.4 one (1) External member of the Board of Governors or External community member named by the Board of Governors; and

- 7.6.5 the Vice-President Academic of the Students' Representative Council or such other member of the Students' Representative Council as may be named by that body.

The Principal and Vice-Chancellor shall participate in the committee in a non-voting capacity.

7.7 Membership of the Committee for the Dean of the School of Education

The members of the *ad hoc* committee in respect of the Dean of the School of Education shall be as follows:

- 7.7.1 the Vice-Principal Academic, as Chair;
- 7.7.2 five (5) continuing faculty members, chosen from and by the faculty of the School of Education;
- 7.7.3 one (1) contract faculty member, chosen from and by the contract faculty of the School of Education;
- 7.7.4 one (1) External member of the Board of Governors or External community member named by the Board of Governors; and
- 7.7.5 the Vice-President Academic of the Students' Representative Council or such other member of the Students' Representative Council as may be named by that body.

The Principal and Vice-Chancellor shall participate in the committee in a non-voting capacity.

7.8 Membership of the Committee for the Vice-Principal Finance and Administration

The members of the *ad hoc* committee in respect of the Vice-Principal Finance and Administration, shall be as follows:

- 7.8.1 the Principal and Vice-Chancellor, as Chair;
- 7.8.2 two (2) External members of the Board of Governors or External community members named by the Board of Governors;
- 7.8.3 one (1) member of the senior administration named by the Principal and Vice-Chancellor;
- 7.8.4 one(1) manager named by Managers' Council;
- 7.8.5 one (1) full-time faculty member, named by the Faculty Council;
- 7.8.6 one (1) staff member named by the Staff Council; and

7.8.7 one (1) student named by the Students' Representative Council.

7.9 Membership of the Committee for the Dean of Student Affairs

The members of the *ad hoc* committee in respect of the Dean of Student Affairs shall be as follows:

7.9.1 the Principal and Vice-Chancellor, as Chair;

7.9.2 one (1) External member of the Board of Governors or External community member named by the Board of Governors;

7.9.3 one (1) Academic Officer, named by the Principal and Vice-Chancellor;

7.9.4 one (1) member of the senior administration named by the Principal and Vice-Chancellor;

7.9.5 one (1) faculty member named by the Faculty Council;

7.9.6 one (1) manager named by the Managers' Council;

7.9.7 two (2) staff members named by Staff Council; and

7.9.8 three (3) full-time students, named by the Students' Representative Council.

7.10 Membership of the Committee for the Secretary-General

The members of the *ad hoc* committee in respect of the Secretary-General shall be as follows:

7.10.1 the Principal and Vice-Chancellor, as Chair;

7.10.2 two (2) External members of the Board of Governors or External community members named by the Board of Governors;

7.10.3 one (1) Academic Officer, named by the Principal and Vice-Chancellor;

7.10.4 one (1) member of the senior administration named by the Principal and Vice-Chancellor;

7.10.5 one (1) faculty member named by Faculty Council;

7.10.6 one (1) manager named by the Managers' Council;

7.10.7 one (1) staff member named by the Staff Council;

7.10.8 one (1) full-time student named by the Students' Representative Council; and

7.10.9 one (1) faculty member of Senate, named by the Senate.

7.11 Membership of the Committee for the University Librarian

The members of the *ad hoc* committee in respect of the University Librarian shall be as follows:

- 7.11.1 the Vice-Principal Academic, as Chair;
- 7.11.2 one (1) External member of the Board of Governors or External community member named by the Board of Governors;
- 7.11.3 one (1) Academic Dean, named by that group;
- 7.11.4 one (1) faculty member named by the Faculty Council;
- 7.11.5 one (1) faculty member of Senate named by the Senate;
- 7.11.6 two (2) professional librarians, named by that group;
- 7.11.7 one (1) member of the Library staff, named by that group; and
- 7.11.8 one (1) full-time student named by the Students' Representative Council.