



**MacEwan**  
UNIVERSITY

BOARD OF GOVERNORS

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# Board of Governors Bylaws

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## ARTICLE 1: STATUTORY BASIS OF BYLAWS

### 1.1 ESTABLISHMENT OF THE BOARD OF GOVERNORS

MacEwan University is an undergraduate university established under the *Post-secondary Learning Act* (“Act”) of the Province of Alberta. The Board of Governors of Grant MacEwan University (“Board”) exercises diligent stewardship, guiding the University according to its mandate, in the best interests of the institution and in the public interest, while respecting collegial governance.

### 1.2 AUTHORITY OF THE BYLAWS

The Board of Governors’ Bylaws (“Bylaws”) are written in accordance with the Act, as amended from time to time. In the event of any conflict between the provisions of these Bylaws, and the provisions of the Act, the provisions of the Act shall govern. The Bylaws provide guidance and structure to the proceedings of the Board in fulfilling its obligations and duties under the Act. These Bylaws shall take precedence over any policies, procedures, standards, protocols, or Terms of Reference adopted by the Board, except where expressly indicated in these Bylaws.

## ARTICLE 2: DEFINITIONS AND INTERPRETATION

### 2.1 DEFINITIONS

In these Bylaws:

- **Act** means the *Post-secondary Learning Act* as amended from time to time and every statute that may be substituted therefore and, in the case of such amendment or substitution, any reference in these Bylaws shall be read as referring to the amended or substituted provisions;
- **APAGA** means the *Alberta Public Agencies Governance Act*;
- **Board** means the corporation constituted in the Act as The Board of Governors of Grant MacEwan University;
- **Board Chair** means the individual, as constituted in the Act and appointed by the Lieutenant Governor-in-Council through an Order-in-Council to serve as Chair of the Board, and where the context permits, Board Chair shall include Acting Chair;
- **Chancellor** means the individual, as constituted in the Act, appointed to represent the university at ceremonial occasions, preside over all degree-conferring ceremonies;
- **Committee** means a standing or *ad-hoc* committee established by the Board.
- **Committee Chair** means the individual appointed by the Board to serve as chair of a Committee;
- **Committee Member** means an individual appointed by the Board to serve as a member of a Committee;
- **Consent Agenda** means an agenda of routine, informational, non-controversial, or non-substantive matters brought before the Board, as part of its regular agenda, for approval through a single motion;

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- **External Advisor** means a person external to the University, who is neither a member of the Board nor a member of a Committee, engaged by the Board to provide expert advice to the Board or Committee;
  - **External Committee Member** means a person external to the University who is not a member of the Board but who is a voting member of a Committee, appointed by the Board;
  - **Ex-Officio** means a person who holds a role because of the office or position they have and who ceases to hold the role when the office or position terminates;
  - **Fiscal Year** means the financial fiscal year in which the University prepares annual consolidated financial statements and shall commence on April 1 in each year and end on March 31 in the following year, unless otherwise directed by the Minister, the Act, or other applicable law;
  - **General Faculties Council** means the General Faculties Council (“GFC”) of the University as constituted through the Act and associated regulations and operated under University General Faculties Council Bylaws;
  - **Office of University Governance** means the administrative office for the Board of Governors, which is managed by the University Secretary;
  - **Internal Resource** means a non-voting individual from the University who attends and participates in discussion at Board and Committee meetings, generally, they include Vice-Presidents, General Counsel, or delegates.
  - **Lieutenant-Governor-in-Council** means the Lieutenant Governor of the Crown in the Right of Alberta;
  - **Mandate** means the mandate of the University as approved by the Minister in accordance with the Act;
  - **Mandate and Roles Document** means the Mandate and Roles Document (MRD) required under the *Alberta Public Agencies Governance Act (APAGA)*;
  - **Member** means any individual, appointed to the Board in accordance with the Act;
  - **Minister** means the Minister responsible for the Act;
  - **Motion** means a proposal formally placed before a meeting for consideration, debate, and vote. Once adopted and recorded, the motion converts to a resolution;
  - **Nominated Member** means a nominated representative of a constituent group as set out in the Act (currently comprised of academic staff, non-academic staff, alumni, and students)
  - **President** means the individual as constituted in the Act and appointed by the Board to serve as President and Vice-Chancellor of the University, and where the context permits, the word President shall include Acting President
  - **Public Member** means a member of the Board as constituted in the Act, who has been appointed from the public-at-large by the Lieutenant Governor-in-Council;
  - **Resolution** means a motion that has been adopted and recorded and reflects the decision of the meeting;
  - **University** means the public university constituted under the Act and incorporated as The Board of Governors of Grant MacEwan University
  - **University Seal** means the corporate seal of the University;
  - **University Secretary** means the individual appointed by the University who supports the Board

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- **Vice Chair** means the individual appointed by the Board to serve as Vice Chair of the Board, or Acting Chair, in such circumstances where the Board Chair is absent or unable to act.

## **2.2 INTERPRETATION AND APPLICATION**

- 2.2.1 The Board is the sole authority for the interpretation of these Bylaws and the decision of the Board upon any question of interpretation, or upon any matters affecting the University and provided for by these Bylaws, shall be final and binding.
- 2.2.2 These Bylaws apply to Members, any Committee of the Board, and other such persons as may engage with the Board from time to time.
- 2.2.3 In these Bylaws, all reference to the singular shall also be interpreted as referring to the plural and vice versa and words in one gender include all genders.
- 2.2.4 The insertion of headings in these Bylaws and the division into sections and subsections are for convenience of reference only and shall not affect the interpretation of these Bylaws.

## **ARTICLE 3: COMPOSITION AND TERM OF OFFICE**

### **3.1 COMPOSITION**

- 3.1.1 As prescribed in the Act, the Board shall consist of the President and Vice-Chancellor, the Chancellor, Nominated Members, and Public Members, including the Board Chair.

### **3.2 TERM OF OFFICE**

- 3.2.1 The term of office for Members, including the Board Chair, is as prescribed in the Act. The term of office for the President and Vice-Chancellor is as set out in the contract between the President and Vice-Chancellor and the Board. The term of office for the Chancellor is as set out in the resolution of the Board. The Vice Chair is appointed annually by the Board, on recommendation of the Board Chair.

### **3.3 RECRUITMENT AND COMPETENCIES**

- 3.3.1 The recruitment of Public Members is competency based and as part of the Government of Alberta appointment process, the Board will identify skill and competency areas for potential candidates that are reflective of the Board's goals
- 3.3.2 The recruitment of Nominated Members is carried out by each constituent association, which follows its own process and makes a recommendation through the Office of University Governance to the Minister for appointment by Ministerial Order.

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- 3.3.3 The Board, supported by the Office of University Governance, performs on-going succession planning, tracking upcoming vacancies, conducting a skills gap assessment using a competency and experience matrix, identifying competencies that need to be replaced as well as potential candidates.

### **3.4 RESIGNATION, REMOVAL OR EXPIRY OF TERM**

- 3.4.1 Any Board Member may resign from the Board by sending notice in writing to the Minister and the Board Chair. The term of office of a Nominated Member automatically concludes when that individual ceases to be a member of the appointing association. Otherwise, the term of office of a Board Member concludes when the Order-in-Council or Ministerial Order that appointed them is no longer valid, which occurs upon the earlier of the person's successor being appointed or the elapse of 3 months after the end of the appointment term. By simple majority of those present, the Board may petition the Minister to revoke the appointment of a Board Member who has:
- (a) Breached the standards of conduct or responsibilities as set out in these Bylaws, University policies, the Board Code of Conduct, and the Principles of Engagement;
  - (b) Disclosed information that might impact the ability of the University to carry out its responsibilities or information relating to the personal interest, reputation or privacy of an individual; or
  - (c) Become mentally incompetent to make Board related decisions.

The Board may continue to act, notwithstanding one or more vacancies.

## **ARTICLE 4: POWERS, DUTIES, ROLES, AND RESPONSIBILITIES**

### **4.1 POWERS**

- 4.1.1 The Board is a governing body established by the Act and derives its powers from the Act. The Board has the capacity, and subject to the Act, the rights, powers and privileges of a natural person.

### **4.2 DELEGATION**

- 4.2.1 Unless the power to delegate is limited by the Act, the Board may delegate in writing any of its powers, duties or functions to any person, or Committee, except the power to make bylaws. Unless otherwise stated in the delegation, the Board reserves the right to revoke such delegation at any time.

### **4.3 RESPONSIBILITIES OF THE BOARD**

- 4.3.1 Further to the responsibilities set out in the Act and the Board of Governors Terms of Reference, the Board has the responsibility:
- (a) To act in the best interests of the University;
  - (b) To set the long-term vision, mission, and strategic direction of the University;
  - (c) To approve policy in areas of mandated responsibility;

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- (d) To monitor the achievement of the University's goals;
  - (e) To support the University's autonomy and system of governance;
  - (f) To advocate on behalf of the University to the external community;
  - (g) To recruit, appoint, evaluate and make decisions regarding the President;
  - (h) To provide the University administration with the support, authority, and responsibility required to lead and manage its affairs successfully;
  - (i) To ensure policies are in place that oversee the management of and protect the University's monetary, physical, and human resources;
  - (j) To approve the allocation of resources consistent with the achievement of the University's objectives;
  - (k) To set out a framework for the conduct of the Board's affairs and monitor its effectiveness.

#### **4.4 RESPONSIBILITIES OF MEMBERS**

4.4.1 Members have a fiduciary responsibility and are expected to act honestly, in good faith, and in the best interests of the University. Although Members bring special expertise and points of view to the Board's deliberations, the best interests of the University remain paramount in all Board activities. Members must be conscientious in contributing to and helping the Board fulfill its responsibilities for guiding the University under 4.3.1. Members are prohibited from acting in self-interest or furthering their private interests by virtue of their position or through carrying out their duties. Members will adhere to the Board's Bylaws, the Board Code of Conduct and the University's policies.

4.4.2 The responsibilities of Members include:

- (a) Supporting the Board in fulfilling its responsibilities and objectives;
- (b) Preparing for, attending, and participating in regular and special Board meetings;
- (c) Sitting on Committees and attending Committee meetings as required;
- (d) Advocating for the University in securing resources in addition to government grants for the support of the University;
- (e) Keeping informed and abreast of relevant provincial, national, and international post-secondary education issues, as well as developments within the University;
- (f) Acting in an ethical and impartial manner and complying with the Board's Bylaws, the Board Code of Conduct and the University's policies;
- (g) Respecting the difference between matters of policy (Board's responsibility) and matters of administration (President's responsibility);
- (h) Discussing issues frankly and respectfully at all meetings and abiding by the will of the simple majority of the Board;



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- (i) Participating in assessing the Board's performance and contribution to the University;
  - (j) Participating in University activities as required;
  - (k) Sharing responsibility for building group cohesiveness;
  - (l) Maintaining confidentiality over Board matters, discussions and materials in accordance with the terms of these Bylaws, relevant legislation and good governance practices; and
- 4.4.3 Promoting openness and awareness of Board operations to the internal and external University community.
- 4.4.4 The specific responsibilities of an individual Committee Member are specified in Terms of Reference for each Committee.
- 4.4.5 Members shall be apprised of the contents of these Bylaws and the Board Code of Conduct as part of their orientation.
- 4.4.6 If a Board Member is absent from three or more Board meetings within a Fiscal Year, the Board Chair shall contact the Member to determine the reason for the absence and the Member's interest in continuing to serve. In the case where the absence is without sufficient reason or without having made satisfactory arrangements with the Board Chair, the Board Chair will refer the matter to the Governance and Human Resources Committee for handling. This may include a request for the Member's resignation from the Board or advising the Lieutenant Governor in Council of Alberta and the Minister that the Member is no longer capable of acting as a Member or fulfilling the Member's duties and requesting that the appointment of the Member be terminated.
- 4.4.7 If a Committee Member is absent from three or more Committee meetings of which they are a member within a Fiscal Year, the Committee Chair shall contact the Member to determine the reason for the absence and the Member's interest in continuing to serve. In the case where the absence is without sufficient reason or without having made satisfactory arrangements with the Committee Chair, the Committee Chair will refer the matter to the Board Chair and the Governance and Human Resources Committee for handling. This may include a request for the Member's resignation from the Committee.

#### **4.5 NOMINATED MEMBERS**

- 4.5.1 In addition to meeting the obligations as a Member, the role of academic staff, non-academic staff, student, and alumni members is to bring their constituent perspective to Board deliberations. Nominated Members are full Members of the Board with all rights and responsibilities. They are eligible to vote on all issues, and as is the case with any Public Member, are expected to use discretion in cases of conflict of interest, whether real, potential or perceived. Nominated Members use their own perspective as an academic staff member, non-academic staff member, student member, or alumni member to contribute to Board dialogue and decision-making. Nominated Members who are University employees must adhere to these Bylaws, the Board of Governors' Code of Conduct as well as the University's Employees' Code of Conduct

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## **4.6 BOARD CHAIR**

- 4.6.1 The Board Chair is appointed by the Lieutenant Governor in Council and is granted additional authority within the context of the Board. The Board Chair leads the Board in all aspects of work and is responsible for managing the affairs of the Board and to ensure the Board is properly organized, functions effectively, and meets its obligations and responsibilities. The Board Chair is responsible for providing leadership for the Board, and facilitating the work and culture of the Board to act in the best interests of the University.
- 4.6.2 The Board Chair is the official spokesperson of the Board, an official signatory of the University, and serves as a link between the Board, President, and government officials. With direction from the Board, the Board Chair represents the Board and its interests in dealing with government officials, the President, stakeholders, and the community.
- 4.6.3 The Board Chair is solely responsible for determining whether any individual Member has a conflict of interest, whether real, potential or perceived, with respect to any business of the Board. Where the Board Chair determines a Member has a conflict of interest, the Board Chair will ensure the Member does not vote on any motion for which a conflict of interest exists and may choose to excuse that Member from the meeting during the period of time the business for which a conflict of interest exists is under discussion.

## **4.7 BOARD VICE CHAIR AND ACTING BOARD CHAIR**

- 4.7.1 The Board, based on the recommendation of the Board Chair, shall appoint one of its Public or Alumni Members as Board Vice Chair. In addition to meeting the obligations as a Member, the Vice Chair shall carry out all responsibilities of the Board Chair when the Board Chair is absent or unable to act. In instances where the Board Chair is not available, the Vice Chair may serve as an official signatory on behalf of the Board.
- 4.7.2 In the event that the Board Chair and Board Vice Chair are absent or unable to attend a specific meeting, the Board Chair shall designate a Public or Alumni Member to serve as Acting Board Chair. An Acting Board Chair, in addition to obligations as a Member, shall act with the powers normally exercised by the Board Chair for a period of time determined by the Board Chair.

## **4.8 PRESIDENT AND VICE-CHANCELLOR**

- 4.8.1 As outlined in the University's President Search & Selection, Review & Compensation Policy, the President is appointed by the Board as the Chief Executive Officer of the University. As such, the President reports to and is accountable to the Board for the successful operation of the University, development and implementation of a Board-approved strategic plan, advancing and executing policy recommendations and ensuring adherence to the institution's approved mandate.
- 4.8.2 The President has all the powers required for the execution of these duties, as well as other powers and duties as may be assigned to them by the Board.

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## **4.9 NON-COMPLIANCE AND BREACH**

- 4.9.1 Any individual who observes or believes a Member is non-compliant with any terms of the Bylaws, may make a complaint to the Board Chair. Individuals reporting in good faith and with reasonable grounds are protected from reprisal in accordance with the University's Safe Disclosure Policy.
- 4.9.2 The Board Chair shall assess circumstances surrounding any alleged non-compliance, allow the individual who is subject to the complaint an opportunity to respond, conduct or direct the conduct of, any investigation deemed necessary, make a determination, and give a recommendation to the Board.
- 4.9.3 Members who are determined to have breached any terms of the Bylaws may be subject to sanction by the Board, up to and including a request for the Member's resignation or a recommendation to the Minister or appointing body for the Member's removal from the Board or any Committee.
- 4.9.4 Members are to report, in writing, a potential breach of these Bylaws by another Member to the Board Chair.

## **ARTICLE 5: CONFIDENTIALITY**

### **5.1 CONFIDENTIAL INFORMATION**

- 5.1.1 Information and documents brought before open sessions of the Board and its Committees, as well as the proceedings of open sessions, are not considered to be confidential, unless specifically identified as confidential by the Board.
- 5.1.2 Information and written material brought before closed and *in-camera* sessions of the Board and its Committees, as well as the proceedings of those sessions, are designated as confidential unless otherwise explicitly directed by the Board, and shall not be disclosed to any person not attending the relevant meeting unless authorized in accordance with University policy or law in respect of disclosure of confidential information. Confidential Board records and information includes all non-public information that might be of use to competitors of the University, or harmful to the University or its stakeholders if disclosed and, without limiting the generality of the foregoing, specifically includes the agenda, minutes, and related materials, records, and information from closed and *in-camera* meetings.

### **5.2 CONFIDENTIALITY REQUIREMENT**

- 5.2.1 Except where disclosure is authorized by University policy, required by law, or otherwise determined by the Board, Members, Internal Resources, External Advisors and other permitted resources to the Board shall protect confidential and privileged information and respect the confidentiality of proceedings at closed and *in-camera* sessions of the Board, its Committees, and other internal and external meetings.
- 5.2.2 It is the responsibility of Members who receive confidential information to ensure the security of all confidential information entrusted to them at all times. All Board records provided to Members for individual use or created by a Member remain the property of the Board and shall be returned to the Board at the request of the Board.

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- 5.2.3 To this end, each Member shall sign a confidentiality agreement at the start of his or her term of office, which is binding in perpetuity.

## **ARTICLE 6: MEETINGS**

### **6.1 NOTICE**

- 6.1.1 Members will be provided with a calendar of meeting dates for regularly scheduled Board and Committee meetings in advance of each meeting year, which is deemed to be sufficient notice to all Members. In the case of an emergency meetings, notice of meetings that do not appear in the calendar will be provided at least two Business Days in advance of the meeting date. Any meeting may be postponed or canceled at the discretion of the Board or the Board Chair and the President.
- 6.1.2 Additional regular or special meetings may be called by the Chair as necessary. Additional regular or special meetings of the Board may also be called to address an issue of immediate concern and shall be at the call of the Board Chair or upon the written request of at least two-thirds of Members. All special meetings are considered closed meetings.
- 6.1.3 The accidental omission to send notice of any meeting to, or the non-receipt of any notice by, any of the persons entitled to notice does not invalidate any proceedings at a meeting.

### **6.2 REGULAR BOARD MEETINGS**

- 6.2.1 The Board shall meet at least four (4) times each year, in accordance with the meeting schedule approved by the Board.
- 6.2.2 The date, time, and place of regular meetings shall be published on the Board webpage. The Board Chair may, with the consent of the Members, adjourn the regular meeting and defer unfinished items of business to the next regular meeting or such other future meeting.
- 6.2.3 Regular meetings of the Board may include up to three (3) sessions: open, closed with or without Internal Resources, and *in-camera*. Matters being considered for discussion in each session must comply with the *Freedom of Information and Protection of Privacy Act* and the *Freedom of Information and Protection of Privacy Regulation*.
- 6.2.4 With the exception of equipment used expressly by the Office of University Governance for the meeting, any private or unauthorized use of a recording or broadcasting device during meeting of the Board is prohibited. The expression “recording or broadcasting device” includes any equipment that can be used to record or broadcast either through photography, videotaping or audio recording, an image, sound or a conversation, including cameras, cellular telephones, smartphones or any similar device.

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## 6.2.5 OPEN SESSION

- 6.2.5.1 Any person may attend the open session as an observer, subject to the limitation of space and good conduct as determined by the Board Chair. No observer may be permitted to address the Board in an open session, except with the permission of the Board Chair. Minutes summarizing the discussion and decisions of an open session shall be taken, provided to the Board for approval at the subsequent meeting, posted on the Board's webpage, and filed with the Office of University Governance.

## 6.2.6 CLOSED SESSION

- 6.2.6.1 The Board may at any time determine that a meeting, or part thereof, be designated as a closed session to deal with confidential matters. The Board Chair, in consultation with the President, may designate Internal Resources, External Advisors, to attend certain parts of the closed session, or the Board Chair, in consultation with the President, may designate the closed session to be without Internal Resources. Minutes summarizing the discussion and decisions of a closed session shall be taken, provided to the Board for approval at the subsequent meeting, and filed confidentially with the Office of University Governance. Closed session matters, including all discussion, action, and documentation shall be kept in confidence by every Member and attendee.

## 6.2.7 IN-CAMERA SESSION

- 6.2.7.1 *In-camera* means a part of a Board meeting without Internal Resources or other parties present for which there is no agenda, at which no minutes are taken, and from which recommendations may be moved to a closed meeting for a decision to be entered into the minutes.
- 6.2.7.2 The Board may at any time determine that a meeting, or part thereof, be designated as an *in-camera* session to deal with confidential matters. The Board Chair, in consultation with the President, may designate University staff or Internal Resources to attend certain parts of the *in-camera* session. No decisions can be made *in-camera*. Minutes or a summary of an *in-camera* session shall not be taken, but agreed upon actions shall be brought into the minutes of the subsequent open or closed meeting, provided to the Board for approval at the subsequent meeting, and filed confidentially with the Office of University Governance. *In-camera* session matters, including all discussion, action, and documentation shall be kept in confidence by every Member and attendee.

## 6.3 PUBLIC CONDUCT IN MEETINGS

- 6.3.1 Visitors in attendance at an open session of a Board meeting may speak only if invited by the chair of the meeting. Attendees are not permitted to record or broadcast the proceedings as outlined in 6.2.4 and are expected to respect the rulings of the meeting chair. All visitors are expected to maintain decorum prescribed for parliamentary galleries. In the event of a breach of these rules or a disturbance, Chair may eject individuals from the meeting or adjourn the meeting.

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Specifically, the following principles shall apply:

- (a) Respect for the law and University governance;
- (b) Fair and respectful treatment of people;
- (c) Professional behaviour; and
- (d) Care and diligence in fulfilling responsibilities.

## **6.4 AGENDA AND CONSENT AGENDA**

### **6.4.1 AGENDA**

- 6.4.1.1 The Board Chair, in consultation with the President and the University Secretary shall set the agenda for Board meetings. Items to be included in the agenda shall be submitted through the Office of University Governance at least fourteen (14) calendar days in advance of the meeting for distribution at least seven (7) calendar days in advance of the meeting. Additions or changes to the agenda during a Board meeting will not normally be entertained and require approval by a simple majority vote of the Board to be considered. At any meeting, a Member may give notice of a motion on an agenda item to be presented at a subsequent meeting of the Board.

### **6.4.2 CONSENT AGENDA**

- 6.4.2.1 To ensure the Board has sufficient time at its meetings to deal with strategic and substantive matters the Board uses a Consent Agenda format for Board and Committee meeting agendas. The Consent Agenda can be approved in one action, rather than voting on each item separately and implies there is unanimous consent and that issues do not need any discussion before a vote is taken. Should a Member wish to separate an item for discussion and/or vote, the Member may make this request prior to or during the meeting. The minutes of the meeting will report matters approved as part of the Consent Agenda.

## **6.5 MINUTES**

- 6.5.1 Minutes of meetings of the Board and its Committees shall be summaries of decisions made and discussions held. The University Secretary shall ensure that, with the exception of in-camera sessions, minutes are recorded, approved, and distributed, for all Board meetings and meetings of standing committees of the Board.

## **6.6 RULES OF ORDER**

- 6.6.1 Formal rules of order or procedures will not be adopted by the Board. The Board Chair is empowered to adjudicate rules of order and procedures, if and when necessary. The Committee Chair is empowered to adjudicate rules of order and procedures for Committee meetings, if and when necessary.

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## **6.7 QUORUM**

- 6.7.1 A simple majority of the current Members shall constitute a quorum at any Board meeting. Quorum for Committee meetings is a simple majority of the current voting members on the Committee.

## **6.8 VOTING**

- 6.8.1 Each Member is entitled to one vote and only Members may move, second and vote on motions presented at Board meetings. Only Committee Members may move, second and vote on motions presented at Committee meetings. Voting by proxy is not allowed. Any Member may ask at the time of the vote to record the Member's individual vote or the Member's abstention, including an explanation for the abstention.
- 6.8.2 Motions shall be passed by a simple majority of votes cast by Members present and voting at the meeting and such resolutions are binding on all Members. The Board Chair or Committee Chair shall declare that a motion has been carried and an entry regarding the resolution will be recorded in the minutes.

## **6.9 MEETING PARTICIPATION**

- 6.9.1 Members may participate in, and shall be deemed to be present at, meetings by telephone or other communication facilities which permit all participants to communicate adequately with each other. In that circumstance, such members are deemed to be present, counted to determine the presence of a quorum and have the ability to vote on motions.
- 6.9.2 To facilitate the Board's business outside of its regular meeting schedule, the Board may use an electronic process for voting on motions.

## **ARTICLE 7: BOARD COMMITTEES**

### **7.1 ESTABLISHMENT OF BOARD COMMITTEES**

- 7.1.1 The Board, by resolution, may establish standing or ad-hoc Committees with such responsibilities, authorities, memberships, and operational rules as the Board considers appropriate to assist the Board in its work. The Board, by resolution, may dissolve any Committee at any time.

### **7.2 COMPOSITION AND MEMBER QUALIFICATIONS**

- 7.2.1 Composition of Committees will be set out in each Committee's Terms of Reference. With the exception of ex-officio members, all Committee Members shall be appointed by the Board.
- 7.2.2 The Board, upon recommendation from the Board Chair, shall appoint one of its Public or Alumni Members as Committee Chair of each of its standing committees. In the case of ad-hoc committees, task forces, or advisory committees, the Board, upon recommendation of the Board Chair shall appoint a Committee Chair from the Public or Alumni members. The Committee Chair will provide effective

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leadership to the Committee so as to fulfill its duties as outlined in its Terms of Reference.

7.2.3 The Chair, Chancellor, President, and Vice-Chair are ex-officio members of each Standing Committee. Ex-officio members have the same rights as other Committee members for all Standing Committees, with the exception of the Audit and Risk Committee, where the President is not entitled to vote.

7.2.4 If the Committee Chair is not designated or present, the members of the Committee may designate a meeting chair.

### **7.3 COMMITTEES TERMS OF REFERENCE**

7.3.1 Each Committee must operate under Board approved Terms of Reference. The Committee Terms of Reference will:

- (a) set the functions, powers, responsibilities, delegated authorities and operation of the Committee;
- (b) specify the number of members and conditions the Board determines are appropriate regarding the composition of the Committee's membership and;
- (c) include any further terms the Board determines is necessary.

7.3.2 Committees will review their Terms of Reference annually and when necessary recommend revisions to the Board. The Board may approve revisions to the Terms of Reference at any time.

### **7.4 INTERNAL RESOURCES, EXTERNAL COMMITTEE MEMBERS, AND ADVISORS**

7.4.1 Where an External Committee Member is appointed by the Board to a Committee, that External Committee Member serves at the leisure of the Board, and such appointment may be rescinded by motion of the Board. The appointment of an External Committee Member is subject to the proviso that the Chair and the majority of members of the Committee must be Members of the Board unless otherwise determined by the Board.

7.4.2 If the Board or Committee determine that an External Advisor with particular expertise is needed to advise a Committee, the Board or Committee may choose to engage such persons to provide expert advice to the Committee.

7.4.3 Where invited to attend by a Committee, an employee of the University may attend meetings as resources to provide input, make presentations, and update the Committee on activities related to its mandate.

### **7.5 MEETINGS AND REPORTING**

7.5.1 Committees generally meet on a quarterly basis in the weeks leading up to a Board meeting. Committees may call additional meetings as required.

7.5.2 Committees shall have a calendar of business (workplan) for the purpose of ensuring the meeting agenda addresses responsibilities outlined in the Committees' Terms of Reference.



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- 7.5.3 The Committee Chair will report on the deliberations and actions of that Committee to the next regularly scheduled meeting of the Board.

## **ARTICLE 8: COMMUNICATION WITH THE BOARD**

### **8.1 INQUIRIES AND REQUESTS**

- 8.1.1 Correspondence to, inquiries of, raising of concerns, or requests to make a presentation to, the Board are to be referred to the Board Chair through the University Secretary.
- 8.1.2 Where a University policy provides for communication to the Board, the provisions of such policy shall apply and supersede these Bylaws.
- 8.1.3 Matters which may be dealt with through mechanisms contained in other Board policies will not normally be heard by the Board.

### **8.2 PROCESS FOR COMMUNICATING WITH THE BOARD**

- 8.2.1 The Board Chair and the President will consider whether a matter will be heard by the Board and the Board will be informed of all such requests. Arrangements for the hearing of such matters will be made through the University Secretary, who will communicate to the Board and other appropriate individuals the location, date and time of the meeting as well as the time allocated for the meeting. If it is determined that a matter will not be heard by the Board, the University Secretary shall advise the originator of the request.

## **ARTICLE 9: GENERAL FACULTIES COUNCIL (GFC)**

### **9.1 RELATIONSHIP OF THE BOARD TO THE GFC**

- 9.1.1 Consistent with its authority and duties under the Act and the GFC Bylaws, the GFC has a responsibility to keep the Board apprised of academic matters at the University, including matters with a budget impact by way of a regular report. All GFC decisions shall be communicated to the Board in writing through the Chair of the GFC.
- 9.1.2 The Board has a reciprocal responsibility to keep the GFC apprised of key Board matters by way of a regular report. All Board decisions shall be communicated to the GFC in writing through the President and Vice-Chancellor.
- 9.1.3 Academic recommendations or advice which have a financial impact are subject to budget allocation and are approved by the Board. Assessment of the impact may be made by the Board, the President and Vice-Chancellor, or delegate. The Board also has ultimate responsibility for establishment, or termination of faculties, schools, departments, or programs of study, including, but not limited to, those resulting from recommendations from the GFC.
- 9.1.4 As the Board has responsibility for issues that impact the reputation and good name of the University, the GFC's advice and recommendations on matters that may have a material impact on the University's reputation may be sought by the

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Board.

- 9.1.5 The Board will provide a report to GFC on matters considered during and decisions made by the Board at its open session(s).

## **ARTICLE 10: PROTECTION OF MEMBERS AND OTHERS**

### **10.1 LIMITATION OF LIABILITY**

- 10.1.1 In accordance with the Act, Members have the following protection from liability:
- (a) Neither a board, nor the members of a board, nor any officer or employee of a board is liable for any act or omission of an academic staff association, a student organization or a student;
  - (b) A member of a senate, a board or an initial governing authority is not personally liable for anything done by the senate, the board, or the initial governing authority, as the case may be, or for anything done by the member in good faith in the purported exercise or performance of the member's powers, duties, and functions under this Act.
  - (c) No Member, officer, or former Member or officer and no person acting under the authority of the Act shall be personally liable for any damages suffered by a third party by reason of anything done or omitted to be done in good faith by the Member or other person in the course of the execution of the person's duties on behalf of the University. No Member shall be liable for any act or omission of any other Member.

### **10.2 INDEMNIFICATION**

- 10.2.1 Every Member, officer and former Member and officer of the University (each an "Indemnified Person") and their respective heirs, executors, administrators, successors and assigns, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the University, from and against:
- (a) all costs, charges, judgments, fines, amounts paid in settlement and expenses whatsoever (including legal fees and charges on a solicitor and his own client basis) which such Indemnified Person sustains or incurs in or about any civil, criminal or administrative action, suit or proceeding which is threatened, brought, commenced or prosecuted against the Indemnified Person for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by such Indemnified Person, where the Indemnified Person acted honestly, in good faith and in a manner reasonably believed to be in the best interests of the University, in or about the execution of the duties of such Indemnified Person's office and, in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the person had reasonable grounds for believing that the conduct in question was lawful; and
  - (b) all other costs, charges, judgments, fines, amounts paid in settlement and expenses whatsoever (including legal fees and charges on a solicitor and his own client basis) which the Indemnified Person sustains or incurs in or about or in relation to the affairs of the University, except such costs, charges or expenses as are occasioned by the person's own willful neglect, dishonesty, default, or acts made in bad faith.

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### **10.3 INSURANCE**

- 10.3.1 Subject to any limitations as may be imposed by law, the University may purchase and maintain insurance coverage for the benefit of Members and officers or others having the benefit or the indemnity provided for in section 10.2.1 above. Members will be provided with an opportunity on an annual basis to review such coverage for sufficiency.

## **ARTICLE 11: BOARD ORIENTATION, DEVELOPMENT, AND EVALUATION**

### **11.1 ORIENTATION**

- 11.1.1 The Board will utilize a process to provide new Members with a general orientation to public sector governance and the University's governance framework, information about the Board and its Committees, the duties and obligations of Members, as well as the business and operations of the University.
- 11.1.2 Members shall be apprised of the contents of these Bylaws and the Board Code of Conduct as part of their orientation.

### **11.2 DEVELOPMENT**

- 11.2.1 The Governance and Human Resources Committee, on behalf of the Board, will identify and facilitate Members' ongoing training to enhance the effectiveness of the Board.

### **11.3 EVALUATION**

- 11.3.1 The Board will carry out an annual evaluation of its performance and operations. The Governance and Human Resources Committee, on behalf of the Board, will facilitate the evaluation process, consider, and follow up on the feedback provided. The Board evaluation is designed to provide the Board Chair and Members with an opportunity to evaluate how the Board is operating and to make suggestions for improvement. Each Member is expected to provide confidential feedback.

## **ARTICLE 12: REMUNERATION AND EXPENSE REIMBURSEMENT**

### **12.1 REMUNERATION**

- 12.1.1 Governors will not be remunerated for their service. Members are entitled to claim reimbursement for reasonable expenses incurred while engaged in Board business in accordance with University's Allowable Expenses Policy in effect.

## **ARTICLE 13: BOARD APPOINTMENTS TO OTHER BODIES**

### **13.1 APPOINTMENTS**

- 13.1.1 If it is in the best interests of the University, the Board may designate a Member to represent the University or the Board on a Board, Committee, or other liaison function with another organization.

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## **ARTICLE 14: OFFICIAL RECORDS**

### **14.1 RECORDS TO BE KEPT**

- 14.1.1 Agendas and minutes of the proceedings of all Board and Committee meetings and records of all resolutions passed by the Board will be maintained. A register of Members, including contact information will also be maintained. The University Secretary will be the custodian of these records and the Board may instruct the University Secretary to keep additional records from time to time.

## **ARTICLE 15: UNIVERSITY SEAL**

### **15.1 CUSTODY OF THE UNIVERSITY SEAL**

- 15.1.1 The corporate seal of the University known as The University Seal (“Seal”) shall be in the custody of General Counsel or such other person as the Board may designate from time to time. The Seal will be affixed on legal documents as required to attest to the legal validity of documents requiring execution under corporate seal.

## **ARTICLE 16: AUDITOR**

### **16.1 APPOINTMENT OF AUDITOR**

- 16.1.1 Unless the Lieutenant Governor in Council of Alberta or the Minister appoints the Auditor General for the Province of Alberta as the auditor, the Board shall annually appoint an auditor.

## **ARTICLE 17: AMENDMENTS AND ADDITIONS TO BYLAWS**

### **17.1 PROCESS TO REVIEW AND AMEND**

- 17.1.1 These Bylaws will be reviewed by the Governance and Human Resources Committee of the Board at least once every three years. These Bylaws may be amended, replaced or repealed by Resolution of the Board at any meeting of the Board provided that the proposed amendment has been submitted in writing in accordance with the Board’s meeting and agenda preparation articles contained in these Bylaws. Any such amendment, replacement or repeal will be effective on the date specified in the Resolution or, if no date is specified, on the date the Resolution was passed.

### **17.2 EFFECTIVE DATE**

- 17.2.1 These Bylaws will be effective on the date specified in the approval Resolution by the Board or, if no date is specified, on the date the Resolution was passed, and all prior or existing bylaws of the Board are repealed as of the effective date of these Bylaws.

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## FACT SHEET

### Relevant Dates

Approved	23.12.07
Effective	23.12.07
Next Review	26.12.07

### Modification History

81.12.17	Approved 81.12.17 by Board Motion 6-7-81/82. Replaces Board Policy 1.2 approved 1-11-74/75.
83.04.21	Amended policy to include bylaws, as recommended by Executive Officers' Committee, and approved 83.04.21 by Board Motion 9-10-82/83.
86.09.18	Revised and approved 86.09.18 by Board Motion 10-2-86/87.
03.02.01	Terminology and format updated.
05.12.15	Approved by Board Motion #03-12-15-2005/06 Amended to comply with Post-secondary Learning Act, S.A. 2003, c P-19.5. Updated Terminology and format. Rescinded Policy B2302 Role of the Chair of the Board of Governors and Policy B2310, Role of the Faculty, Non-Academic Staff and Student Members on the Board of Governors.
2009.10.08	Terminology updated to reflect name change to Grant MacEwan University. Approved by Board motion 01-10-8-2009/10
2009.12.12	Article VI: Code of Conduct added. Approved by Board motion 01-12-10-2009/10.
2015.09.24	Revised and approved by Board Motion 01-09-24-2015/16
2019.03.05	Revised to include Article 6: Board Code of Conduct in accordance with amended <i>Conflicts of Interest Act</i> . Approved by the Ethics Commissioner March 5, 2019. Effective July 1, 2019.
2019.10.03	Revised to remove Code of Conduct provisions and to ensure compliance with amendments to the <i>Post-secondary Learning Act</i> . Approved by Board Motion #03-10-03-2019/20.
2020.03.05	Revised to update language regarding nominated members and to add provisions for External Committee members. Approved by Board Motion #03-03-05-2019/20.
2021.10.07	Revised to update language regarding Board responsibility for faculties, schools, departments, or programs of study. Approved by Board Motion #01-10-07-2021/22.
2022.10.13	Revised and approved by Board Motion 01-10-13-2022/23.
2023.12.07	Revised and approved by Board Motion 02-12-07-2023/24

### RELATED POLICIES AND PROCEDURES: (if appropriate)

President Search & Selection, Review & Compensation  
General Faculties Council Bylaws  
Allowable Expenses  
Safe Disclosure  
The Board of Governors Code of Conduct

### REFERENCE: (if appropriate)

*Post-secondary Learning Act*  
*Alberta Public Agencies Governance Act*  
*Conflicts of Interest Act*