

GENERAL FACULTIES COUNCIL BYLAWS
SEPTEMBER 2020

1.0 ESTABLISHMENT OF GENERAL FACULTIES COUNCIL AND ITS BYLAWS

- 1.1 MacEwan University is an undergraduate university established under Part I of the *Postsecondary Learning Act* (hereafter the *Act*) of the Province of Alberta. The General Faculties Council (hereafter the GFC) of MacEwan University came into effect on February 1, 2019.
- 1.2 These Bylaws are enacted of by a motion passed at General Faculties Council on August 24, 2020.
- 1.3 All prior Bylaws are rescinded, and resolutions and procedures inconsistent with this Bylaw are hereby amended, modified and revised in order to give effect to this Bylaw.

2.0 POWERS, DUTIES, AND RESPONSIBILITIES

- 2.1 MacEwan University's General Faculties Council shall be responsible for the academic affairs of University, subject to the authority of the Board of Governors. In managing the University's academic affairs, the GFC shall have the powers, duties, and authorities granted to general faculties councils in the *Postsecondary Learning Act*.
- 2.2 The GFC establishes a governance framework to enact its responsibility for the academic affairs of the University.
- 2.3 The GFC may delegate any of its powers, duties and responsibilities to its subsidiary bodies or to officials of the university and may stipulate conditions with respect to the exercise of those delegations.

3.0 DEFINITIONS

Is defined in the Criteria for the Designation of Academic Staff, *Board of Governors MOTION #09-03-05-2019/20*

“Academic Staff are those employees of Grant MacEwan University who satisfy the following criteria:

1. Provide instruction to students, including transferring and expanding knowledge through experiential learning or professional practice;
2. Conduct research and/or scholarship which contributes to the development and enhancement of a discipline and/or pedagogical skills through the pursuit, management, dissemination, development translation, preservation, and acquisition of knowledge;
3. Engage in service to the profession, internal and external to postsecondary institutions, including community engagement, public discourse, and the defense and promotion of academic work;

4. Maintain currency in their profession/discipline through participation in scholarly activity and professional development; and

5. Determine standards of academic programming and develop curriculum.”

Academic Vice-Chair

The Academic Vice-Chair of Council who is elected by Council.

Appointed Members

Refers to those Members additionally appointed to the General Faculties Council by the Statutory Members under the *Act* section 25.

Board of Governors

The corporation constituted in the *Act* as The Board of Governors of MacEwan University.

Chair

The Chair of General Faculties Council.

Committee

A standing or ad-hoc committee established by the General Faculties Council.

Consent Agenda

An agenda of routine, informational, non-controversial, or non-substantive matters brought before the General Faculties Council for approval through adoption of the regular agenda.

Executive Committee

Executive Committee of the General Faculties Council of MacEwan University.

President

President of MacEwan University.

Provost and Vice President, Academic

Provost, and Vice-President Academic of MacEwan University.

Office of University Governance

The Office of University Governance provides support for the effective operation of MacEwan’s bicameral governance system and in that role serves as the Secretary for the General Faculties Council and the Board of Governance.

Standing Committee

A Committee with formal status, terms of reference, unlimited lifespan, and a fixed cycle of membership change and renewals.

Statutory Members

Refers to *ex-officio*, elected, and student Members of the General Faculties Councils required under the *Act* section 23 (a), (b) and (c).

4.0 RELATIONSHIP OF THE GFC TO THE BOARD

- 4.1 The governance of the University is divided between the Board and the GFC, with the Board being the overriding authority.
- 4.2 The GFC has the responsibility of keeping the Board apprised of academic issues and decisions. These shall be communicated to the Board through the President, who shall also bring to GFC requests of the Board. The Board has a reciprocal responsibility to keep the GFC apprised of Board matters by way of a regular report through the President.

5.0 MEMBERSHIP AND TERMS OF OFFICE

- 5.1 The Members of the GFC are defined in the *Act* in sections 23-25. The composition of the GFC and associated terms of office is established as follows:
- 5.1.1 Statutory ex-officio members who shall serve for as long as they hold office:
- a. The President
 - b. The Vice-Presidents
 - c. The Dean of each Faculty and School, and of the Library; and,
 - d. The Registrar
- 5.1.2 Statutory elected members shall normally serve a term of three (3) years. These shall be full-time Academic Staff members elected by the Faculty Council of each faculty or school. The total number of elected positions shall be determined in accordance with the *Act* and apportioned among the Faculties.
- 5.1.3 Two (2) statutory student members who shall normally serve a term of one (1) year, and who shall be appointed by the Students' Association of MacEwan University.
- 5.1.4 Additional members appointed under section 25 as follows:
- 5.1.4.1 Appointed ex-officio members who shall serve for as long as they hold office:
- a. The Associate Vice-President, Students and Teaching; and,
 - b. The Associate Vice-President, Research.
- 5.1.4.2 Two (2) additional student members who shall normally serve a term of one (1) year, and who shall be nominated by the Students' Association of MacEwan University.
- 5.1.4.3 One (1) MacEwan Alumni Association representative who shall serve a term of one (1) year, and who shall be nominated by the MacEwan Alumni Association.

5.1.4.4 Additional Appointed Academic Staff Members who shall normally serve a term of three (3) years:

a. Librarian(s) in a number determined in accordance with the process to reapportion faculty member positions of the GFC (i.e. in proportion to a faculty or school with a comparable complement of academic staff) who shall normally serve a term of three (3) years, and who shall be nominated by the Library Council;

b. One (1) representative from the group of counsellors, learning specialists, and any other Academic Staff who do not have a faculty, school, or the library as their home unit, who shall normally serve a term of three (3) years, and who shall be nominated by those members, as an electing group; and,

c. One (1) additional Academic Staff representative of each faculty, school and the library, nominated through an election or an alternative method determined by the Faculty Council, School Council, and Library Council

5.2 Alternates shall not be permitted on Council unless the President delegates specific powers, duties and functions as to allow for an alternate attendee.

6.0 VACANCIES

6.1 Should an elected or appointed position on the GFC become vacant, the position shall be filled through a) the normal election and appointment process, where it aligns with regularly timing of that process; or, b) a process of recruitment, nomination, and appointment undertaken by the Executive Committee.

6.2 Where a member wishes to resign from the GFC, they shall provide written notice to the Office of University Governance as soon as possible to facilitate filling the vacated position.

6.3 A member who is to be on leave for a period longer than four months shall resign from the GFC.

6.4 In the instance of repeated absences from the GFC (defined here as three or more absences in a row), an elected or appointed member may be asked by the Chair to resign their position on the GFC.

7.0 ROLES AND RESPONSIBILITIES

7.1 Members

7.1.1 Members act in the long-term academic interests of the University to the best of their ability. Members contribute to the GFC's success in fulfilling its role and

responsibilities as set out in the *Act* and are responsible for the ethical conduct of its affairs. Members shall adhere to Council's Bylaws and the University's policies, procedures, and relevant codes.

7.2 The Chair

7.2.1 The President is the Chair of the GFC.

7.2.2 As Chair of the GFC, the President is an *ex-officio* member of all GFC Committees (standing, ad-hoc, work, etc).

7.2.3 The President serves as the conduit between the GFC and the Board, ensuring key information including reports, recommendations, and decisions are communicated between the two bodies.

7.2.4 In addition to obligations as a Member of the GFC, in the role of Chair, the President ensures that the GFC is kept informed of matters of import including highlights related to the institutional agenda, priorities, and challenges; and, acts as spokesperson for the GFC and shall represent the interests of the GFC.

7.2.5 The Chair presides at meetings of the GFC and serves as co-Chair of the Executive Committee. The Chair ensures the GFC conducts itself ethically, complying with rules of order, these Bylaws, and any applicable legislation. The Chair is responsible for providing leadership and for effectively facilitating the work of the GFC and is empowered to ensure the orderly conduct of its business.

7.2.6 The 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 GFC.

7.3 The Vice-Chair

7.3.1 The GFC shall elect one of its Academic Staff members as Vice-Chair of GFC and academic Co-Chair of Executive Committee for a designated period, normally one (1) year.

7.3.2 A Vice-Chair shall not serve more than two consecutive terms.

7.3.3 When the Chair is absent or unable to act, the Vice-Chair, in addition to obligations as a Member, shall act with the powers normally exercised by the Chair.

7.4 Chair of the GFC *Pro Tempore*

7.4.1 In the event that the Chair and Vice-Chair are absent or unable to act, the Chair may appoint another Member to serve as Chair *pro tempore* who shall act with the powers normally exercised by the Chair.

7.5 Faculty and Administrative Co-Chairs of a Committee

- 7.5.1 On an annual basis, standing committees shall elect a faculty Co-Chair from among the academic staff elected to the committee from the GFC membership.
- 7.5.2 Further, an administrative Co-Chair shall be identified in the Committee terms of reference and shall serve as the key administrative expert and leader with respect to subject matter addressed in the Committee's mandate.
- 7.5.3 The faculty Co-Chair shall normally preside over meetings of the Committee unless the Committee agrees that administrative Co-Chair, undertake those responsibilities. Further, the academic Co-Chair shall report to the GFC on a regular basis on Committee activities and recommendations.
- 7.5.4 In addition to their role as members of the Committee, the Co-Chairs shall provide effective leadership to the to fulfil its duties as outlined in its Terms of Reference.

8.0 ELECTIONS

- 8.1 The process for GFC elections is laid out in Appendix 1 to these Bylaws

9.0 MEETINGS

9.1 Rules of Order

- 9.1.1 Meeting protocols are guided by current Robert's Rules of Order except where otherwise provided for in these Bylaws.

9.2 Schedule of Meetings

- 9.2.1 The annual GFC cycle shall run from July 1 to June 30. The first meeting of the year shall normally take place in September at the outset of the new academic year.
- 9.2.2 A schedule of regular GFC meetings shall be approved by the Executive Committee at their final meeting of the year, normally in June.
- 9.2.3 At a minimum, the GFC will meet a minimum of five times per academic year.
- 9.2.4 The date, time, and place of meetings shall be published on the GFC's webpage.

9.3 Open and Closed Sessions

- 9.3.1 Open sessions may be attended by members of the MacEwan University community.

9.3.2 The Chair may at any time determine that a meeting, or part thereof, be designated as a closed session to deal with confidential matters. For a closed session, non-members are directed to leave the meeting and only Members, specific invited guests, and Office of University Governance resources, shall remain.

9.4.3 Each session must comply with the Freedom of Information and Protection of Privacy Act and related regulation.

9.4 Attendance of Non-Members

9.4.1 Any person may attend an open session of the GFC Council as an observer, subject to the limitation of space and good conduct as determined by the Chair.

9.4.2 The Chair may recognize non-members for the purposes of enhancing discussion. The non-member speaks only upon invitation of the Chair.

9.5 Special Meetings

9.5.1 In exceptional circumstances a special meeting may be called if (a) the Chair considers a matter to be of sufficient urgency, or (b) there is a petition by at least seven (7) Members of the GFC, at least five (5) of whom must be elected/appointed Members.

9.5.2 All special meetings require notice of the time and place be given to Members at least five (5) working days in advance and should specify in reasonable detail the matters to be considered at the meeting.

9.6 Recording

9.6.1 Except for 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 GFC is prohibited.

9.7 Agenda

9.7.1 Executive Committee, in consultation with the Office of University Governance, shall draft the agenda for the GFC meetings. Items to be included in the agenda shall be submitted to the Chair through the Office of University Governance.

9.7.2 The GFC may use a Consent Agenda.

9.7.3 Additions or changes to the agenda require approval by a majority vote of GFC. At any meeting a Member may give notice of a motion on an agenda item to be presented at a subsequent meeting.

9.7.4 Agenda packages will include all documents in support of motions, draft minutes of previous meetings, and any other documentation deemed appropriate by the Executive Committee. Agenda packages are normally distributed to Members a minimum of five (5) working days prior to the meeting.

9.8 Meeting Minutes

9.8.1 The Office of University Governance will record and disseminate minutes of all GFC meetings. Between meetings, the Office of University Governance may contact a member for clarification of discussion or information points. Editorial revisions may be made by the Executive Committee prior to preparation of final draft minutes.

9.9 Quorum and Voting by Electronic Means

9.9.1 A simple majority of the current Members shall constitute a quorum at any GFC meeting.

9.9.2 Members may participate in, and shall be deemed to be present at, meetings by telephone or other communication methods 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.

9.9.3 To facilitate business outside of its regular meeting schedule, the GFC may use an electronic process for voting on motions.

9.10 Motions

9.10.1 Motions shall be provided to the Office of University Governance, accompanied by all documentation necessary for a meaningful discussion of the item.

9.10.2 Minor amendments proposed on the floor to previously submitted motions, e.g. for the sake of clarity or accuracy, but which do not impact the intent or substantive meaning of the motion shall be accepted if there are no objections.

9.11 Voting

9.11.1 Each Member present shall have one (1) vote. Only Members, except the Chair, may move, second, and vote on motions presented at meetings.

9.11.2 Motions shall be passed by a simple majority of Members present at the meeting and voting in the affirmative except for Bylaw changes which require a two-thirds (2/3) majority of Members present voting in the affirmative.

- 9.11.3 The Chair votes only in the instance of a tie. When there is a tie vote, the motion is lost if the Chair abstains, except in the case of GFC elections where a tied vote shall be decided by drawing lots.
- 9.11.4 The Chair shall declare that a motion has been carried or defeated and an entry will be recorded in the minutes.
- 9.11.5 Any Member may ask at the time of the vote to record the Member's individual vote.
- 9.11.6 Voting by proxy is not allowed.

10.0 CONFIDENTIALITY

- 10.1 Material distributed to Members for closed portions of meetings shall remain confidential 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. It is the responsibility of Members who receive confidential information to ensure the security of all confidential information entrusted to them at all times as per the Employees' Code of Conduct. In all instances, discussions at meetings will be consistent with the Freedom of Information and Protection of Privacy Act.

11.0 CONFLICT OF INTEREST

- 11.1 The Chair is solely responsible for determining whether any individual Member has a conflict of interest as defined in the Employees' Code of Conduct whether real, potential or perceived, with respect to any business of the GFC. When the Chair determines a Member has a conflict of interest, the 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.

12.0 COMMITTEES

12.1 Establishment of Committees

- 12.1.1 The GFC may establish standing and ad hoc committees, councils, and working groups as it determines necessary and may delegate authority to these subsidiaries.

12.2 Powers of Sub-Delegation

- 12.2.1 Where the GFC delegates authority to a standing committee or council, those bodies shall have the power of sub-delegation unless GFC expressly restricts sub-delegation of those authorities.

12.3 The Standing Committees of the GFC

12.3.1 The standing committees of the GFC shall be:

- a. Executive Committee to the General Faculties Council;
- b. Committee on Academic Standards, Curriculum and the Calendar;
- c. Committee on Academic Planning and Quality Assurance;
- d. Committee on Teaching and Learning;
- e. Committee on Scholarly Activity; and,
- f. The Council on Student Affairs

12.3.2 In addition to their required establishment under the *Act*, the following Faculty and School Councils have been adopted as standing committees of the General Faculties Council under Motion# GFC-04-04-23-2019 to clarify their inclusion in academic governance framework of structure of the University:

- a. Faculty of Arts and Science Council
- b. Faculty of Fine Arts and Communications Council
- c. Faculty and Health and Community Studies Council
- d. Faculty of Nursing Council
- e. School of Business Council; and,
- f. School of Continuing Education Council

12.3.3 In addition, the GFC hereby establishes the Library Council, which shall serve an equivalent function to the Faculty Council as defined in the *Act*.

12.3.4 The GFC may not dissolve a Faculty Council as these are statutorily required where a faculty exists, although the GFC may exercise any power of a Faculty Council that the GFC considers desirable to exercise.

13.0 FACULTY AND SCHOOL COUNCILS

13.1 The *Act* sets out the required membership of Faculty Councils in Section 28. The powers of Faculty Councils are set out in Section 29 of the *Act* and the powers of School Councils are set out in Section 30 of the *Act*.

13.2 The GFC shall approve the terms of reference for all Faculty and School Councils.

13.3 A Faculty or School Council may delegate any of its powers, duties, and responsibilities under the *Act* and may prescribe conditions governing the exercise or performance of any delegated power, duty, or function, including the power of sub delegation.

14.0 ADMINISTRATION

14.1 The GFC will be supported by the Office of University Governance, which has responsibility for the following:

- 14.1.1 Liaising with the Chair of the GFC Council and committee Co-Chairs in the preparation of meetings.
 - 14.1.2 Setting the schedule of meetings and meeting agendas.
 - 14.1.3 Ensuring the quality of the submissions are appropriate for discussion and decision-making.
 - 14.1.4 Ensuring governance related information is current and accurate, including orientation materials, website content, documentation of governance processes and other information needed for the support of the GFC.
 - 14.1.5 Supporting the administration of the GFC.
 - 14.1.6 Ensuring that minutes of GFC meetings are recorded.
 - 14.1.7 Supporting the work of the nominations and elections of the GFC and its standing committees.
- 14.2 The Office of University Governance is the official repository of GFC records and documents.

15.0 NEW MEMBER ORIENTATION

- 15.1 The Office of University Governance shall provide to new Members a general orientation to public sector governance and the University's bicameral governance system, the duties and obligations of Members, as well as the business and operations of the University.

16.0 REVIEW AND AMENDMENT OF BYLAWS

- 16.1 The GFC will review its Bylaws and delegated authorities two years following initial implementation and subsequently every five years. More frequent reviews may be initiated by a vote of the GFC.
- 16.2 The Bylaws may be amended, replaced or repealed by resolution of the GFC.

17.0 ASSOCIATED PROCEDURES

Appendix I: Election Procedures for the General Faculties Council.

18.0 RELATED POLICIES, FORMS, AND OTHER DOCUMENTS

- Board of Governors Bylaws
- Employees' Code of Conduct
- *Post-secondary Learning Act*

19.0 ACCOUNTABILITY

Office of Administrative Responsibility

Office of University Governance

20.0 HISTORY

Relevant Dates

Approved: 20.08.22

Effective: 20.09.01

Next Review: 2020-2021

Modification History Academic Governance Council

- 08.12.11: Amended as recommended by Executive Committee and approved 08.12.11 by Board Motion 04-12-11-2008/09 and Academic Governance Council Motion AGC-05-01-20-2009.
- 10.02.18: Revised as recommended by Academic Governance Council motion AGC-05-01-19-2010 and approved by Board of Governors motion 01-2-18-2009/10.
- 12.06.12: Amended as approved by Academic Governance Council motion AGC-02-06-12-2012.
- 12.11.20: Amended as approved by Academic Governance Council motions AGC-02-11-20-2012, AGC-03-11-20-2012, and AGC-04-11-20-2012.
- 14.04.24: Amendments approved by Academic Governance Council in 2012 were approved by Board of Governors motion 02-04-24-2013/14.
- 14.09.18: Amendments approved by Academic Governance Council motion AGC-10-05-20-2014 were approved by Board of Governors motion 01-09-18-2014/15.
- 15.05.28: Amendments approved by Academic Governance Council motion AGC-15-04-28-2015 were approved by Board of Governors motion 07-05-28-2014/15.
- 16.05.26: Amendments approved by Academic Governance Council motion AGC-11-04-19-2016 were approved by Board of Governors motion 01-05-26-2015/16.
- 16.06.07: Amendments approved by Academic Governance Council motion AGC-08-06-07-2016 were approved by Board of Governors motion 01-12-15-2016/17.
- 16.06.07: Amendments approved by Academic Governance Council motion AGC-08-06-07-2016 were approved by Board of Governors motion 01-12-15-2016/17.

17.06.05 Amendments approved by Academic Governance Council motion AGC-09-04-18-2017 were approved by Board of Governors motion 01-06-05-2016/17.

Modification History General Faculties Council

19.08.22 Interim Bylaws approved by Executive Committee to the General Faculties Council on behalf of the General Faculties Council motion GFC-EC-03-08-22-2019

20.08.24 New Bylaws approved by Executive Committee to the General Faculties Council on behalf of the General Faculties Council motion GFC-EC-05-08-24-2020.