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# General Faculties Council Bylaws

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## **1.0 ESTABLISHMENT OF THE GENERAL FACULTIES COUNCIL**

- 1.1 MacEwan University is an undergraduate university established under Part I of the Post-secondary Learning Act (hereafter the Act) of the Province of Alberta.
- 1.2 The General Faculties Council (hereafter the GFC) of MacEwan University came into effect on February 1, 2019.

## **2.0 POWERS, DUTIES, AND RESPONSIBILITIES**

- 2.1 MacEwan University's GFC 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 GFC in the Postsecondary Learning Act (the Act).
- 2.2 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**

### **Academic Staff**

A person who is employed by MacEwan University in an academic staff appointment pursuant to the Act section 1(b). This term is used interchangeably with the term “faculty member(s)” for the purposes of these Bylaws.

### **Ad Hoc Committee**

A committee of the GFC established for a particular mandate and/or purpose for a limited timespan.

### **Appointed Members**

Refers to those Members additionally appointed to the GFC by the Statutory Members under the Act, section 25.

### **Board of Governors**

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

### **Chair**

The President & Vice-Chancellor is the Chair of the GFC, as stipulated in the Act.

### **Consent Agenda**

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

### **Executive Committee**

Executive Committee of the GFC of MacEwan University.

### **Office of University Governance**

The administrative office for the GFC, which is managed by the University Secretary.

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**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 academic staff, and student Members of the GFC required under the Act section 23 (a), (b) and (c).

**Vice-Chair**

The Vice-Chair of the GFC also serves as the Faculty Co-Chair of the Executive Committee.

**4.0 RELATIONSHIP OF THE GFC TO THE BOARD**

- 4.1 MacEwan University operates under a bicameral governance structure. GFC is the senior academic governing body responsible for overseeing the academic and scholarly activities of the university and is subject to the authority of the Board of Governors, as delegated by the Act.
- 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 are established as follows:
  - 5.1.1 Statutory ex-officio members who shall serve for as long as they hold office:
    - a) The President & Vice-Chancellor
    - b) The Vice-Presidents
    - c) The Dean of each Faculty and School, and of the Library; and,
    - d) The Registrar and Associate Vice-President, Strategic Enrolment Management.
  - 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 and schools of the university.
  - 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 General Counsel
      - b) the Deputy Provost
      - b) the Associate Vice-President, Students
      - c) the Associate Vice-President, Research
      - d) the Associate Vice-President, Indigenous Initiatives and Engagement
      - e) the Associate Vice-President, Student Support and Accountability, and
      - f) the President, Grant MacEwan University Faculty Association.

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- 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) Two (2) Academic Staff representatives of the Library
    - b) One (1) Academic Staff representative 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) Fourteen (14) additional Academic Staff representatives allocated to the Faculties and Schools.

5.2 Alternates or proxies shall not be permitted.

## **6.0 VACANCIES**

- 6.1 Should an elected position on the GFC become vacant, the position shall be filled as soon as practicable by the Faculty Council or its delegate.
- 6.2 Should an appointed position under section 25 become vacant, the position shall be filled as soon as practical by the GFC.
- 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 Normally, a temporary replacement should be appointed by a Faculty Council or its delegate in instances where an academic member serving on the GFC is on leave for a period longer than four months.
- 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 of the GFC**

- 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 the Council's Bylaws and the University's policies, procedures, and relevant codes.

### **7.2 The Chair**

- 7.2.1 The Chair of the GFC is an ex-officio member of all GFC Committees (standing, ad-hoc, work, etc.).

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7.2.2 The Chair ensures that the GFC is kept informed of matters of import including highlights related to the institutional agenda and priorities.

7.2.3 The Chair presides at meetings of the GFC and serves as co-Chair of the Executive Committee to the GFC. 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.

7.2.4 When the Chair is absent or unable to act, the GFC will be chaired by the Acting President, and shall act with the powers normally exercised by the Chair.

### 7.3 The Vice-Chair

7.3.1 The GFC shall elect a Vice-Chair of GFC from among the elected and appointed academic staff members serving on the GFC, for a designated period, normally one (1) year.

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

### 7.4 Faculty and Administrative Co-Chairs of a Committee

7.4.1 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.

7.4.2 The Provost & Vice-President, Academic, or delegate, shall serve as the administrative Co-Chair and is the key administrative expert and leader with respect to subject matter addressed in the Committee's mandate.

7.4.3 The Faculty Co-Chair shall normally preside over meetings of the Committee. Further, the Faculty Co-Chair shall report to the GFC on a regular basis on Committee activities and recommendations.

7.4.4 The Co-Chairs shall provide effective leadership to the Committee 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 prior to their final meeting of the year.

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 Typically, closed agenda items to deal with confidential matters are identified in advance as part of agenda setting by the Chair and GFC Executive Committee. Further, the Chair may at any time determine that a meeting, or part thereof, be designated as a closed session. For a closed session, non-members are directed to leave the meeting and only Members, specifically invited guests, and Office of University Governance resources, shall remain.

9.3.2 Each session must comply with the Freedom of Information and Protection of Privacy Act and related regulations.

### 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 purpose 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.

9.5.2 All special meetings require notice of the time and place to 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 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.

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9.7.3 The GFC may use a Consent Agenda.

9.7.4 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.

9.7.5 Members of the GFC may raise suggested future agenda items during discussion, under other business, or in writing to the Chair via the Office of University Governance for consideration of the Chair and GFC Executive Committee.

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. Where appropriate, the Chair may acknowledge motions from the floor.

9.10.2 Minor amendments proposed 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 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 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 a coin toss.

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.

9.11.7 Any member may ask for a secret ballot.

## **10.0 CONFIDENTIALITY**

- 10.1 Material distributed to Members for closed portions of meetings shall remain confidential and shall not be disclosed unless authorized in accordance with University policy or law in respect of disclosure of confidential information. It is the responsibility of Members 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 GFC
  - 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

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### **13.0 ANNUAL ESTABLISHMENT OF GFC EXECUTIVE COMMITTEE**

- 13.1 Notwithstanding the annual GFC cycle running July 1 to June 30, the GFC Executive Committee membership from the previous year shall continue to serve in the interim between July 1 and the election of the new committee membership, based on the election for the purpose of the continuity during the summer where GFC does not meet regularly.

### **14.0 FACULTY AND SCHOOL COUNCILS**

- 14.1 In addition to their required establishment under the Act, the following Faculty and School Councils have been adopted as standing committees of the GFC 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
- 14.2 In addition, the GFC hereby establishes the Library Council, which shall serve an equivalent function to the Faculty Council as defined in the Act.
- 14.3 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.
- 14.4 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.
- 14.5 The GFC shall approve the Bylaws for all Faculty and School Councils.
- 14.6 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.

### **15.0 ADMINISTRATION**

- 15.1 The GFC will be supported by the Office of University Governance, which has responsibility for the following:
- 15.1.1 Liaising with the Chair of the GFC Council and committee Co-Chairs in the preparation of meetings.
  - 15.1.2 Administering the schedule of meetings and meeting agendas.
  - 15.1.3 Ensuring the quality of the submissions are appropriate for discussion and decision-making.

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15.1.4 Ensuring governance related information is current and accurate, including orientation materials, website content, documentation of governance processes and other information as needed.

15.1.5 Supporting the administration of the GFC.

15.1.6 Ensuring that minutes of GFC meetings are recorded.

15.1.7 Supporting the nominations and elections of the GFC and its standing committees.

15.2 The Office of University Governance is the official repository of GFC records and documentation.

## **16.0 NEW MEMBER ORIENTATION**

16.1 The Office of University Governance shall provide to new Members a general orientation to the University's bicameral governance system, the duties, and obligations of Members.

## **17.0 REVIEW AND AMENDMENT OF BYLAWS**

17.1 The GFC will review its Bylaws and delegated authorities not less than every three years. More frequent reviews may be initiated by a vote of the GFC.

17.2 The Bylaws may be amended, replaced, or repealed by resolution of the GFC.

## **18.0 ASSOCIATED PROCEDURES**

- Election Procedures for GFC
- Common Procedural Terms of Reference for the GFC Standing Committees

## **19.0 RELATED POLICIES, FORMS, AND OTHER DOCUMENTS**

- Board of Governors Bylaws
- Employee Code of Conduct
- Post-secondary Learning Act

## **20.0 ACCOUNTABILITY**

### **Responsible Office**

Office of University Governance

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**FACT SHEET**

**Relevant Dates**

Approved: **23.04.17**

Effective: **23.04.17**

Next Review: **2025-2026**

**Modification History:**

- 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.
- 23.04.17** New Bylaws approved by the General Faculties Council motion GFC-02-04-17-2022/23.
- 24.09.16** Revisions approved by the General Faculties Council motion GFC-03-09-16-2024/25.
- 24.12.09** Revisions approved by the General Faculties Council motion GFC-02-12-09-2024/25.