GENERAL BYLAWS
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ARTICLE 1: STATUTORY BASIS OF BYLAWS

1.1 ESTABLISHMENT OF ACADEMIC GOVERNANCE COUNCIL

Grant MacEwan University (“MacEwan University” or “University”) is a public post-secondary institution established under the Post-secondary Learning Act (“Act”) of the Province of Alberta. The University is governed by a bicameral system. The two bodies are the Board of Governors (“Board”) and Academic Governance Council (“AGC”). The 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. The Academic Governance Council of Grant MacEwan University was established by the Board of Governors effective January 20, 2009, under the authority of the Act (S.A. 2003, Chapter P-19.5), section 47.1 (Alternative Academic Council), as set out in A.R. 219/2006 (“Regulation”). AGC, subject to the authority of the Board, is responsible for the academic affairs of the University, including decisions concerning academic priorities, policies, and programs. In fulfilling this role, AGC shall promote the University’s teaching, research, scholarship, and performance, consistent with the University’s mandate.

1.2 AUTHORITY OF THE BYLAWS

The Bylaws of Academic Governance Council (“Bylaws”) are written in accordance with the Act, as amended. 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 AGC 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 AGC.

ARTICLE 2: DEFINITIONS AND INTERPRETATION

2.1 DEFINITIONS

In these Bylaws:

- **AGC** means the Academic Governance Council of Grant MacEwan University as constituted in the Act and Regulation and operated under these Bylaws.

- **Academic Staff** means employees of Grant MacEwan University whose primary assignment is instruction and/or engagement with academic programming, or Associate Deans; and, for the duration of the Collective Agreement between the University’s Board of Governors and the Faculty Association, includes at least the following: Instructors and Professorial Ranks, Faculty/ School Advisors (including those still employed as Instructional Assistants), Professional Resource Faculty Members (i.e., Counsellors, Librarians, Nursing Laboratory Professionals, Writing and Learning Consultants, and Learning Specialists), Faculty Development Coordinator, Science Lab Supervisors, Science Lab Instructors, English as an Additional Language Instructors, and University Preparation Instructors. Academic Staff are occasionally referred to as ‘faculty’ in these Bylaws due to the wording of resolutions or established documents.

- **Academic Year** means the period from September 1 to August 31 of the following calendar year. The annual cycle for AGC conforms to this period.

- **Act** means the Post-secondary Learning Act, as amended, 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.

- **Appointed members** means members of Academic Governance Council whose appointments are made pursuant to Section 47.1 of the Act, and Sections 5.a (ii) and (v) of the Regulation.
- **Board of Governors (“Board”)** means the corporation constituted in the Act as The Board of Governors of Grant MacEwan University.
- **Bylaws** means the Academic Governance Council Bylaws of Grant MacEwan University, unless otherwise referenced in those sections of these Bylaws pertaining to Faculty/ School Councils. In those cases, Bylaws means those associated with a Faculty/ School Council.
- **Chair** means the Chair of Academic Governance Council, who shall be the President or Acting President of the University.
- **Committee Chair** means a Chair of any committee of Academic Governance Council.
- **Conflict of interest** means a situation whereby a member of Academic Governance Council has or represents a personal or professional interest that could compete with that of the University.
- **Consent Agenda** means an agenda of routine, informational, non-controversial, and/or non-substantive matters brought before Academic Governance Council, as part of its regular agenda, for approval through a single motion.
- **Committee** means a committee, standing or ad hoc, established by Academic Governance Council under Article 9 of these Bylaws.
- **Council** means Academic Governance Council (“AGC”) of Grant MacEwan University as constituted in the Act and Regulation and operated under these Bylaws.
- **Elected members** means those members of Academic Governance Council whose appointments are made pursuant to Section 47.1 of the Act and Sections 5.a (iii) and (iv) of the Regulation.
- **Ex-Officio** means by virtue of, or because of, an office.
- **Executive Committee** means the Academic Governance Council Executive Committee, that standing committee of Council which has a coordinating role in managing the academic affairs for AGC and its committees.
- **MacEwan University** means the public university constituted under the Act and known as the corporation Grant MacEwan University.
- **Mandate** means the mandate of the University, as approved by the Minister (i.e., the member of the Legislative Assembly of Alberta determined under Section 16 of the Government Organization Act, Alberta, who is appointed by the Premier as the Minister responsible for the Post-secondary Learning Act), in accordance with the Act.
- **Member or Members** means member(s) of Academic Governance Council. In the case of an AGC standing committee or ad hoc committee, member or members means member(s) of the committee upon which the individual(s) serve(s).
- **Motion** means a proposal formally placed before a meeting for consideration, debate, and vote. Once adopted and recorded, the motion converts to a resolution, the formal decision taken at the meeting.
- **Policy** refers to written statements of intent or principle which govern, regulate and control University programs and operations.
- **President** means the individual as constituted in the Act and appointed by the Board of Governors to serve as President of Grant MacEwan University and, where the context permits, the word President shall include Acting President. The President
serves as Chair and official spokesperson of Academic Governance Council.

- **Program(s) of study** means a group of credit courses that, on completion, leads to the granting of a degree, diploma, certificate, or applied degree.
- **Provost** means the Provost and Vice President Academic of Grant MacEwan University.
- **Regulation** means Alternative Academic Council Regulation (A.R. 219/2006, Post-secondary Learning Act) as amended, 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.
- **Resolution** means a motion that has been formally adopted and recorded and reflects the decision taken at a duly.constituted meeting of Academic Governance Council.
- **School** means that organizational unit within the University which is the equivalent level of a Faculty (i.e.: School of Business, School of Continuing Education). It is understood that the School of Social Work, being the equivalent level of a department, is not included in this definition for these Bylaws.
- **Scribe’s Notes** means information included and clearly identified in meeting minutes that was not stated at the meeting that enhances understanding of an agenda item (e.g., clarifies/corrects discussion points; notes something that occurred in relation to an item before, during, or after the meeting; indicates the order an item was discussed on the agenda).
- **Secretary** means the Secretary to Academic Governance Council.
- **Secretariat** means the Academic Governance Council Secretariat of Grant MacEwan University, the organizational unit that oversees, coordinates, and facilitates the activities of AGC and its committees.
- **Student** means a person who is registered and is ‘active’ and in good standing at Grant MacEwan University.
- **Students association** means a students association of the University established under Section 93 or continued under Part 5 of the Act. At Grant MacEwan University, this legal entity is known as the ‘Students’ Association of MacEwan University [SAMU’].
- **Student organization** means a students association. At Grant MacEwan University, this legal entity is known as the ‘Students’ Association of MacEwan University [SAMU’].
- **Statutory Member(s)** means a member or members of Academic Governance Council so authorized or prescribed as such by the Province of Alberta statute, the Post-secondary Learning Act and Alberta Regulation 219/2006.
- **Support/Supervisory Staff** means employees of Grant MacEwan University who are designated as Support/Supervisory Staff.
- **Temporary Vacancy** is a vacancy declared by Executive Committee when requested in writing by a member going on leave, to be filled by an elected or appointed member until the original member’s set return date.
- **University** means the public university constituted under the Act and known as the corporation Grant MacEwan University.
- **University officer** means an individual serving in an executive or administrative position at Grant MacEwan University. Normally, this comprises the President, Vice-Presidents and equivalent positions, as well as Deans, Directors, Associate Vice-Presidents, and equivalent positions [from Establishing University Policy Documents Policy].
- **University Registrar** means the senior University officer of the Office of the University Registrar.
• **University Secretary** means the individual appointed by the Board of Governors who serves as Secretary of the University, reporting directly to the President and Board Chair in that role.

• **Vice-Chair** means the Vice-Chair of Academic Governance Council.

### 2.2 INTERPRETATION

2.2.1 AGC is the sole authority for the interpretation of these Bylaws, and the decision of AGC 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 AGC, and other such persons as may engage with AGC.

2.2.3 In these Bylaws, all references to the singular shall also be interpreted as referring to the plural and vice versa and words in one gender include all genders. 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 The composition of AGC is set in accordance with the Act (Section 47.1) and the Regulation (Section 5).

3.1.1.1 **Ex-officio Members** (i.e., the following persons who are Members by virtue of their offices) (Regulation Section 5.a (i) (A) and (B)):

- The President, who is the Chair
- The Vice-president who is in charge of academic programs. At MacEwan University this is the Provost and Vice President Academic.

3.1.1.2 **Elected Members**: The Council has 29 Academic Staff Members including two (2) from Professional Resource Faculty. The remaining 27 Academic Staff are apportioned, wherever possible, in the same proportion as the number of full-time Academic Staff per Faculty/ School.

As outlined in Academic Governance Council Faculty Reapportionment Procedures, on the direction of AGC, the University Registrar shall:

- establish the total number of elected Academic Staff Members to be on AGC, which shall be 60 per cent of the total number of persons who are Members of AGC;
- determine and assign to each Faculty/ School the number of Members that may be elected by that Faculty/ School.

The Professional Resource Faculty membership remains constant at two (2) Members irrespective of proportionality.

The AGC Secretariat maintains the current AGC membership list, including numbers of Academic Staff members per Faculty/ and School.
See, also, ‘Election Procedures for Academic Governance Council’ (an associated Procedure to these Bylaws).

3.1.1.3 **Student Members**: Five (5) students elected by the council of the students association, one (1) of whom is the Vice President Academic of the students association executive committee; he or she also sits as a student Member of his or her respective Faculty/ School. Four (4) full-time student Members will be elected from the remaining Faculties/ Schools, with normally no more than one Member from a Faculty/ School. Members must be current students of the University and be in good academic standing.

3.1.1.4 **Appointed Members**: The Members appointed from the staff and senior officials of the University under Section 5.a of the Regulation. In this provision, the Board shall appoint these Members of AGC from the administration, staff and alumni of the University, in the numbers set out below, and terms of office defined in 3.2, all of which are determined by the Regulation and the Board.

The Council has nine (9) senior officials including:
(a) seven (7) Deans as Board appointees (one (1) from each Faculty/ School, and one (1) Dean of Libraries);
(b) one (1) University Registrar as Board appointee; and,
(c) one (1) Vice President Finance as Board appointee.

The Council has two (2) continuing Support/Supervisory Staff Members, whose professional responsibilities relate to academic or student services processes, who will be elected and ratified as Board appointees.

The Council includes one (1) alumna/ alumnus as Board appointee.

3.1.1.5 **Alternates**: Alternates shall not be permitted on AGC, except in the case of the ex-officio Members and Student Members.

3.1.1.5.1 In the instance of ex-officio Members, a Member by virtue of office can designate someone to attend AGC in his/her place. That person shall have full voting rights and the right to propose motions.

3.1.1.5.2 In the case of Student Members, SAMU will designate a list of student alternates and will disclose this list to the AGC Secretariat prior the start of the academic year, and according to the approved procedures. Student alternates shall be required to attend an AGC orientation session provided by the AGC Secretariat. When Student Members cannot attend, a student alternate shall attend in his/her place. That person shall have full voting rights and the right to propose motions.

3.2 **TERM OF OFFICE**

3.2.1 **Ex-officio Members**: An ex-officio Member shall be a Member only while holding the University office that entitles the Member to be an ex-officio Member.

3.2.2 **Elected Members**: The terms of office of elected Members are set by the Board, in accordance with the Regulation (Section 9). With the exception of student Members, terms of office on the Council for elected Members shall be three (3) years. Notwithstanding the previous sentences, a Member may be elected to hold office for a term
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of less than three (3) years so as to provide overlapping terms of office for the Members of the Faculty/ School and may, when a Member ceases for whatever reason to hold office before the expiry of that Member’s term of office, elect a new Member to hold office for the remainder of the unexpired term.

3.2.3 **Student Members:** Student Members shall serve one-year terms.

3.2.4 **Appointed Members:** Unless otherwise specified, terms of office for appointed administrative, staff and alumni Members, if any, shall be three (3) years.

3.2.5 For Members other than those who are ex-officio Members, all terms are renewable, subject to the relevant unit- or constituency-specific re-election or reappointment processes.

3.2.6 The University Registrar shall review Council membership on a regular basis to ensure compliance with the stated representation.

3.2.7 Vacancies of elected Academic Staff Members of Council shall be filled by means of a by-election to be held normally on an annual basis or directed by AGC’s Executive Committee.

### 3.3 RESIGNATION OR REMOVAL

3.3.1 Should Executive Committee receive a notice of resignation, Executive Committee will declare a vacancy to be filled according to 3.1 or 3.2.5 or 3.2.7.

3.3.2 Executive Committee shall declare a vacancy when a Member is on leave for a period longer than four (4) months. Depending upon the Member, the vacant position will be filled according to 3.1 or 3.2.5 or 3.2.7.

3.3.2.1 Executive Committee may declare a Temporary Vacancy if, prior to his or her leave, the Member submits a written request to Executive Committee so that when the Member returns at a set date, they can resume the remainder of his or her membership term. If the Member does not return by the set date, the remainder of the Member’s term is completed by that Member elected or appointed to the Temporary Vacancy.

3.3.3 If a Member has unexcused absences for three (3) regular meetings within an academic year, the Executive Committee may declare the Member’s position vacant, except for the ex-officio Members. The vacant position will be filled according to 3.1 or 3.2.5 or 3.2.7. (See 4.3.3, also.)

3.3.4 With regard to Members referenced in 3.2.2, 3.2.3, and 3.2.4, such a Member shall cease to be a Member of Council should that Member resign his/her position; no longer meet the conditions of their election or appointment; no longer be a Member of the University (for whatever reason or cause); or given the expiration of his/her elected or appointed term. If any Board appointed Member is found in violation of any provisions of these Bylaws, the Executive Committee may ask the Board to remove that Member from Council’s membership effective upon the Board’s decision.
3.4 NOMINATIONS AND ELECTIONS

3.4.1 AGC is empowered to pass such regulations and may consider appropriate prescribing procedures for nominating, qualifications of voters and/or candidates, and elections, and for the final determination of any dispute or question of qualification, eligibility, and constituency of voters and candidates, and of validity of ballots or votes. AGC may delegate, as it determines appropriate, some or all of this authority. (See, also, ‘Election Procedures for Academic Governance Council’ (an associated Procedure to these Bylaws).)

3.4.1.1 Nominations Process

a) Nominations processes for elected Academic Staff shall be supported by the Secretariat.

b) Candidates for elected Academic Staff positions must submit applicable nomination forms to the Secretariat by a specified date.

c) For the elected Academic Staff positions, candidates stand for election from specific Faculties or Schools. Nomination forms must be signed by the nominee and co-signed by three Academic Staff Members from the same Faculty/ School.

3.4.1.2 Elections Process

a) Under the authority of the Executive Committee, the Secretariat will conduct the election of elected Academic Staff Members amongst the eligible Academic Staff complement in the relevant Faculty/ School, or unit.

b) Any and all student elections and appointments will be conducted by the students association of the University. The Secretariat will be responsible for ensuring the integrity of the students association’s processes.

c) All elections conducted by the Secretariat shall be by secret ballot.

d) The voting process shall be by the single member plurality system (first-past-the-post) for all categories requiring one member, and by block voting for categories requiring multiple members.

e) If more than one member is required within a category, the individuals with the highest number of votes shall be declared elected in sequence to fulfill the required number for each category.

f) The Secretariat shall be fully informed of all aspects of the conduct and outcome of elections and shall report to the Executive Committee on any anomalies in the conducting of elections.
ARTICLE 4: POWERS, DUTIES, ROLES, AND RESPONSIBILITIES

4.1 ACADEMIC GOVERNANCE COUNCIL

Further to the powers and duties of AGC as set out in the Act and Regulation, Council establishes a governance framework to guide its work in fulfilling its responsibilities as the senior academic governing body of the University. AGC must ensure it maintains a broad perspective on issues within the framework of the University’s approved mandate and established priorities. Council is expected to provide vision and leadership to the University’s academic community.

More specifically, AGC is responsible for academic standards, integrity, policies, and programs, as well as scholarship, research, and creative activity at MacEwan University. Council provides a forum for scholarly discussion of ideas and concepts of interest to the University and the community it serves, leading to decisions about academic activities appropriately submitted to Council, including scholarship, research, and creative activity at the University; these decisions are consistent with the philosophies of a learner-centred education, academic excellence, and a participatory decision-making organizational culture. Subject to the authority of the Board, AGC is the senior academic governing body of the University.

4.2 RESPONSIBILITIES OF ACADEMIC GOVERNANCE COUNCIL

4.2.1 All powers and responsibilities of Academic Governance Council, as set out in the Alberta Post-secondary Learning Act and Regulation 219/2006, not expressly delegated now or in the future shall be retained by AGC.

4.2.2 As set out in the Regulation (Section 6 (1)) or through specific delegation by the Board, AGC, subject to the authority of the Board, is responsible for decisions affecting academic programs of the University and, without restricting the generality of the foregoing, has the authority to:

a) Approve programs of study offered by MacEwan University and approves the requirements of those programs of study.
b) Approve standards and policies respecting the admission of persons to all programs of study offered by all Faculties and Schools of MacEwan University.
c) Approve policies respecting the withdrawal, continuation, or reinstatement of persons to all programs of study offered by all Faculties and Schools of MacEwan University.
d) Determine the MacEwan University Academic Schedule.
e) Approve policies respecting student code of conduct, including academic discipline, non-academic discipline, and student appeals.
f) Approve all policies respecting academic integrity and the integrity of research and scholarship at MacEwan University.
g) Approve the granting of all academic credentials of MacEwan University other than honorary credentials and distinguished persons awards.
h) Approve the rules and regulations respecting academic awards.
i) Establish and approve committees that support academic standards, integrity, policies, and programs, as well as scholarship, research, and creative activity at MacEwan University.
j) Approve the following plans for MacEwan University:
   i) academic;
   ii) research; and,
   iii) student services.

k) Provide a forum for the MacEwan University community to discuss issues of interest to MacEwan University and the community in which it operates. The Council will consider every matter appropriately submitted and provide notice of its recommendation or action on such matters to the person submitting the matter and to any other interested academic body.

l) Recommend to the Board program terminations, supported by documentation and in accordance with the terms of the Board of Governors/ Faculty Association Collective Agreement.

m) Provide advice to the President and the Board respecting, but not limited to, the following:
   i) financial priorities and plans;
   ii) technological priorities and plans; and,
   iii) strategic planning initiatives.

n) Communicate its activities and decisions to members of the MacEwan University community.

4.2.3 As per Board Resolution 05-05-26-2015/16, the Board has delegated to AGC the authority to solely approve and administer the following policy areas:

a) policies respecting non-credit and continuing education activities;

b) policies related to grading practices and systems;

c) policies respecting entering into transfer agreements with other institutions;

d) policies respecting the establishment of Student Exchange Committees to review applications for student exchange participants and make selection decisions;

e) policies respecting the approval, execution and review of international education agreements between the University and institutions outside of Canada;

f) policies respecting the auditing of courses;

g) policies relating to the appointment of adjunct faculty;

h) policies relating to visiting scholars;

i) policies related to appointing named and endowed chairs and disestablishing named and endowed chairs;

j) policies relating to research, scholarship and creative activity;

k) policies respecting research institutes and research centres;

l) policies respecting research partnerships and affiliations;

m) policies respecting evaluation of instructional and non-instructional faculty;

n) policies respecting faculty development, the administration of the faculty development fund in accordance with the collective agreement between the Grant MacEwan University Faculty Association and the University, and respecting the use of faculty development funds, and goods purchased with fund resources, and the establishment of Faculty Development Committees;

o) policies respecting the preparation and publication of the University calendar;

p) policies respecting the classification of students for administrative and reporting purposes;

q) policies respecting the recognition of students for participation in student life and student government;

r) policies respecting alumni awards; and,
4.3 RESPONSIBILITIES OF MEMBERS

4.3.1 Members, in their function as Members of Council, are expected to act in the long-term academic interests of the University to the best of their ability; as such, Members do not act as delegates of the bodies or constituencies from which they are drawn. Members, utilizing their own perspectives, must be conscientious in contributing to and helping AGC fulfill its role and responsibilities as set forth in the Act and for being responsible for the ethical conduct of its affairs. Members will adhere to AGC's Bylaws and the University's policies, procedures, and relevant codes.

4.3.2 The specific responsibilities of an individual Member include:

4.3.2.1 Supporting AGC in fulfilling its responsibilities and objectives.

4.3.2.2 Preparing for, attending, and participating in regular and special AGC meetings.

4.3.2.3 Advising the Secretariat of an expected absence in advance of the meeting.

4.3.2.4 Acting in an honest and ethical manner; complying with Council's Bylaws and University policies, procedures, and relevant codes; and avoiding, as appropriate, conflicts of interest.

4.3.2.5 Respecting the difference between matters of academic policy (AGC's responsibility) and matters of administration (President's and Vice-Presidents' responsibility).

4.3.2.6 Discussing issues frankly and in a civil and respectful manner at all meetings and, in doing so, maintaining a collegial environment, and abiding by the will of the majority of AGC.

4.3.2.7 Respecting, at meetings of Council, a Speakers' List, should one be maintained by the Chair (see 4.4.3.10, also).

4.3.2.8 Participating, when called upon to do so, in the assessment of AGC's performance and contribution to the University.

4.3.2.9 Maintaining confidentiality over those matters dealt with in confidence by AGC, within the terms of these Bylaws, relevant legislation, and good governance practices.

4.3.2.10 Consulting with any constituency from which the Member is drawn and communicate to such constituency the matters dealt with at AGC.

4.3.2.11 Promoting openness and awareness of AGC operations to the wider community.
4.3.3 Attendance Expectations: It is understood there are legitimate reasons why Members may miss a regular or special meeting. Members unable to attend a regular or special meeting of AGC for legitimate reasons shall be expected to notify the Secretariat in writing, indicating the reason(s) for their absence. (See 3.3.3, 4.3.2.2, and 4.3.2.3, also.)

4.4 CHAIR

4.4.1 The President, or acting President, is the Chair of AGC. As such, the President is the conduit through whom recommendations from AGC are transmitted to the Board. Normally, the President would present such recommendations at meetings of the Board.

4.4.2 The Chair ensures AGC stays on task and conducts itself collegially and ethically, complying with applicable legislation, institutional policies and procedures, and these Bylaws. The Chair is the official spokesperson for AGC and serves as a link between Council, the Board, relevant government officials, and the community.

4.4.3 The Chair represents AGC and its interests in dealing with the Minister, the Ministry, the Board, other officials, stakeholders, and the community. The Chair is responsible for providing leadership for AGC and for effectively facilitating the work of Council. The Chair has the following specific responsibilities:

4.4.3.1 Presides over and provides effective leadership of AGC meetings.

4.4.3.2 Ensures effective, ongoing relationships and communications between AGC, the Board, and the wider community.

4.4.3.3 Conveys to AGC such decisions and requests as the Board may wish to refer to Council;

4.4.3.4 Ensures Members are aware of the relevant University policies and procedures and codes.

4.4.3.5 Ensures that Members comply with these Bylaws.

4.4.3.6 Establishes, in consultation with the Executive Committee of AGC, the agenda for all meetings and ensures that the agenda (and associated documentation) are distributed for meetings, as provided in these Bylaws.

4.4.3.7 Reports to AGC on current issues at, and of relevance to, the University.

4.4.3.8 May step out of the chair at meetings of AGC to participate in discussion as necessary, and the Council Vice-Chair will, in such cases, chair the meeting.

4.4.3.9 Permits a reasonable amount of discussion of items but will respect the protocol associated with a ‘call for the question’.

4.4.3.10 Maintains and respects a Speakers’ List, as and where necessary (see 4.3.2.7, also).

4.4.3.11 May vote only to break a tie. (See 8.8.1.7, also.)

4.4.3.12 Is empowered and expected to take actions deemed necessary to ensure the orderly advance of the legitimate business of Council.
4.4.3.13 Serves as the Chair of the Executive Committee of AGC.

4.4.3.14 Serves as an ex-officio, voting Member on all standing committees of AGC, with the exception of the Research Ethics Board.

4.4.3.15 Performs other such duties as may be specified in these Bylaws and as may be determined by AGC.

4.5 VICE-CHAIR

4.5.1 Council shall elect at least annually a Vice-Chair from amongst the elected Academic Staff Members on AGC who shall chair meetings in the absence of the Chair. Under no circumstances shall a Vice-Chair serve more than two consecutive terms.

4.5.2 In addition to meeting the obligations as a Member, the Vice-Chair shall carry out all responsibilities of the Chair when the Chair is absent or unable to so act; on those occasions the Chair chooses to step out of the chair to participate in discussion at a AGC meeting; or shall assist the Chair in the performance of his/her duties. In instances where the Chair is not available, the Vice-Chair may serve as the official spokesperson on behalf of AGC.

4.5.3 In the event the Vice-Chair is absent or unable to act, the Chair may appoint an individual from the elected Academic Staff Members on AGC to serve as Acting Vice-Chair.

4.6 COMMITTEE CHAIR

4.6.1 A committee Chair, in addition to meeting the obligation of a Member, shall provide effective leadership to the committee so as to fulfil its duties as outlined in its terms of reference. The committee Chair:

4.6.1.1 Applies AGC’s Bylaws as they relate to the committee.

4.6.1.2 Conducts committee work in accordance with the committee’s terms of reference, as approved by AGC.

4.6.1.3 Ensures the committee reviews its terms of reference on an annual basis and reports any matters and recommendations to AGC.

4.6.1.4 Calls meetings and sets committee meeting agendas in consultation with the Secretariat or other committee administrative support and other relevant University officers.

4.6.1.5 Ensures that meeting agendas and all relevant supporting documentation are circulated to Members no later than five (5) calendar days before each meeting.

4.6.1.6 Presides over all committee meetings, ensuring they are conducted in an efficient, effective, and focused manner.

4.6.1.7 Fosters responsible decision making by the committee and its individual Members.
4.6.1.8 Ensures, in concert with the Secretariat or other committee administrative support, that all new committee Members receive an orientation to the committee. (See 9.2.5, also.)

4.6.1.9 Reports to AGC on a regular basis on the committee’s activities and recommendations.

4.6.1.10 Ensures, in concert with the Secretariat or other committee administrative support, appropriate records and minutes of committee meetings are kept.

4.6.1.11 In general, sees that all work required of the committee is completed as expeditiously and in as timely a fashion as possible.

4.6.1.12 Carries out any other duties and responsibilities assigned by AGC or delegated by the committee.

4.7 SECRETARIAT

4.7.1 The Secretariat, overseen by the Secretary to AGC, plays a central role in guidance and support of good governance at the University and coordinates and facilitates the activities of AGC and its committees to ensure the effective and efficient operation of the University’s senior academic governance framework. More specifically, the Secretariat supports Council and many of its committees and has responsibility for the following:

4.7.1.1 Liaising with the Chair in the preparation of AGC meetings.

4.7.1.2 Facilitating the work of AGC in setting the schedule of meetings and the preparation of meeting agendas, in close consultation with the Chair and other relevant University officers.

4.7.1.3 Facilitating the work of the Executive Committee and the other AGC committees supported by the unit in setting the schedule of meetings and the preparation of meeting agendas, in close consultation with the committee Chairs and other relevant University officers.

4.7.1.4 Either directly or indirectly, advising on, researching, and/or preparing materials regarding academic issues for scholarly discussion at Council and liaising with committee Chairs to ensure materials in support of motions and discussion items are in order.

4.7.1.5 Preparing informational documents and websites for the dissemination of information both within and beyond the University community.

4.7.1.6 Arranging invitations for guests to Council meetings.

4.7.1.7 Preparing and distributing agenda packages to those on the AGC meeting distribution list.

4.7.1.8 Acting as a resource to the Chair (and others, as necessary) at Council meetings.
4.7.1.9 Ensuring that minutes of Council meetings are recorded.

4.7.1.10 Arranging for facilities and technology support for AGC meetings.

4.7.1.11 Facilitating elections in Council and supporting the work of the nominations and elections of Academic Staff and Support/Supervisory Staff Members of AGC. In this regard, the Secretariat has general oversight for ensuring the rotation and replenishment of staff and student Members on AGC and its standing committees.

4.7.1.12 Providing, at least annually, an orientation to new Members of Council, including student alternates, and other interested parties. (See 12.1, also.)

4.7.1.13 Acting as a resource from whom information may be obtained on any matters which fall within the purview of AGC.

4.7.1.14 Providing advice on the proper interpretation and application of the Bylaws, rules, policies, procedures, and academic regulations of AGC.

4.7.1.15 Liaising on a regular, recurring basis with the University Secretary, both in his/her governance oversight role and role as Secretary to the Board.

4.7.1.16 Carrying out such other duties as may be required to ensure the proper functioning of AGC.

4.8 SECRETARY TO AGC

4.8.1 The AGC Secretary plays a central role in the guidance and support of good governance at the University. The Secretary provides senior-level administrative, liaison, supervisory, and secretariat support to AGC, thereby enabling it to carry out its legislative and governing responsibilities under the Act. The Secretary attends all open and closed AGC meetings and, as he or she deems appropriate, committee meetings, ensuring all proceedings are recorded and official records are retained, as outlined in Article 8 (Meetings). On occasion, the Secretary may observe Faculty/School Council meetings.

4.8.2 The Secretary may undertake, of his/her own volition, reviews of AGC and/or AGC committees as to their effectiveness and, if necessary, recommend changes to improve the efficacy of academic governance at the University. (See 12.2, also.)

4.8.3 The Secretary provides liaison with the University’s Students Association to ensure matters of academic concern are addressed and to examine ways of increasing student participation in academic governance; and to assist student Members of AGC in their role as Members of Council.

4.8.4 The Secretary is responsible for the long-term planning and budget submissions for the unit. The Secretary is responsible for the internal management functions of the Secretariat, such as hiring and discipline, setting objectives and priorities, evaluating performance, and general direction to the unit’s staff.
ARTICLE 5: CONFIDENTIALITY

5.1 CONFIDENTIAL INFORMATION

5.1.1 Information and documents brought before open sessions of AGC and its committees, as well as the proceedings of open sessions, are not considered to be confidential, unless specifically identified as confidential by the Chair.

5.1.2 Information and written material brought before closed sessions of Council and its committees, as well as the proceedings of those sessions, are designated as confidential unless otherwise explicitly directed by the Chair, 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 AGC records and information include 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 meetings.

5.2 CONFIDENTIALITY REQUIREMENT

5.2.1 Except where disclosure is authorized by University policy, required by law, or otherwise determined by AGC, Members and permitted resources to Council shall protect confidential and privileged information and respect the confidentiality of proceedings at closed sessions of AGC, its committees, and other internal 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 AGC records provided to Members for individual use or created by a Member remain the property of AGC and shall be returned to the Secretariat at the request of the Chair or destroyed by the Member immediately following the closed session at which they were considered.

5.2.3 A Member’s duty to maintain the confidentiality of records and information shall continue after the Member ceases to be a Member of AGC.

ARTICLE 6: CONFLICT OF INTEREST

6.1 AN OBLIGATION

For Members, there is an obligation to avoid and address conflicts of interest whether real, perceived, or potential. This obligation is deemed to extend beyond that requested of University employees in University Policy Conflict of Interest and Commitment. Every Member has a responsibility first and foremost to the interests of the University and must function primarily as an AGC Member, not as a member of any particular constituency. This expectation also applies to other persons who engage with AGC, including alumni and external advisors.

6.2 IDENTIFYING CONFLICT OF INTEREST

A conflict of interest may exist when a Member has or represents interests that have the potential to, or actually, compromise a Member’s objectivity or create a reasonable apprehension of bias or compete with those of the University. This includes discussions or decisions of AGC which, directly or indirectly, affect or could affect the University’s
dealing or relationship with any organization with respect to which the Member or any person related to the Member holds a position of influence within the organization, unless the Chair determines otherwise.

6.3  PROCESS FOR CONFLICT OF INTEREST

In the event a real, potential, or perceived conflict of interest occurs, the Member may declare his/her conflict when speaking to the matter at the meeting of AGC at which this matter is being considered and prior to voting on any motion to which the conflict relates. A Member who has declared such an interest may abstain from participating in further discussion with respect to the matter and from voting thereon and may choose to absent himself/herself from that portion of the meeting. The minutes of the meeting shall record the Member's disclosure, abstaining, recusal, and/or absentation.

ARTICLE 7: CODE OF CONDUCT

7.1  CONDUCT OF MEMBERS

Members shall exercise due diligence in the performance of their duties, maintain respect for confidentiality when called upon to do so, comply with University and students association codes of conduct, follow these Bylaws for disclosing and dealing with conflict of interest, and act at all times in the best interest of the University rather than in the interests of particular constituencies.

7.2  COLLEGIALITY

Members shall foster a collegial environment and conduct themselves in a manner that demonstrates a climate of openness and trust, accountability and transparency, respect for different perspectives, builds on the contributions of others, and constructively puts forward alternate considerations. Members will perform their university governance work in a spirit of collaboration and civility, with respect for all participants.

ARTICLE 8: MEETINGS

8.1  NOTICE

AGC shall hold meetings at such times and places as determined by the Chair. Subject to section 8.3, prior to the beginning of the academic year, a schedule of meetings for the full year will be posted by the Secretariat. The accidental omission to give notice to or the non-receipt of any notice by any of the persons entitled to such notice shall not invalidate the proceedings of the meeting. Any meeting may be postponed or cancelled at the discretion of the Chair.

8.2  REGULAR AGC MEETINGS

Normally, a total of seven (7) or eight (8) regular meetings of AGC will be held per academic year. At a minimum, Council will meet six (6) times per academic year.

8.2.1  Open Session and Public Conduct in Meetings
8.2.1.1 Meetings of AGC shall be open to the public, and no person shall be excluded from a meeting except for:
(a) limitations due to space; or,
(b) improper conduct as determined by the Council.

Subject to Section 8.5, minutes summarizing the discussion and decisions of an open session shall be taken, provided to AGC for approval at the subsequent meeting, posted on the Secretariat’s website, and filed with the University Secretary.

8.2.1.2 No members of the public, internal or external to the University, in attendance at a meeting may be permitted to address AGC in an open session, except upon the express invitation by the Chair of the meeting. Attendees are expected to refrain from unauthorized recording or broadcasting of the proceedings as outlined in 8.2.3 and to respect the rulings of the meeting Chair. Public conduct in meetings is expected to be consistent with the undernoted principles, which are also outlined in University Policy Code of Conduct – Employees. Any member of the public who attempts to breach these principles or disrupt the proceedings at a meeting will be asked to leave and may be removed. Specifically, the following principles shall apply:
● Respect for the law and University governance;
● Fair and respectful treatment of people;
● Professional behaviour; and
● Care and diligence in fulfilling responsibilities.

8.2.1.3 As noted above, the Chair may recognize non-Members for the purpose of enhancing discussion. The non-Member speaks only upon the invitation of the Chair and speaks only to the issue at hand when invited to do so by the Chair; normally, the non-Member will only be permitted one (1) opportunity to address Council. Non-Members cannot move, second, amend, vote on, and/or alter in any other fashion motions before Council.

8.2.2 Closed Session: AGC may at any time determine that a meeting, or part thereof, be designated as a closed session to deal with confidential matters only. The Chair may designate University staff or resource people to attend certain parts of the closed session or may designate the closed session to be without University staff or resource people (excluding Secretariat support). Minutes summarizing the discussion and decisions of a closed session shall be taken, provided to AGC for approval at the subsequent meeting, and filed confidentially with the University Secretary. Closed session matters, including all discussion, action, and documentation, shall be kept in confidence in perpetuity by every Member and attendee.

8.2.3 Unauthorized Use of Recording or Similar Devices During Meetings: With the exception of equipment used expressly by the Secretariat for the meeting and/or, with the prior agreement of the Chair, the public affairs or communications unit(s) of the University, any private or unauthorized use of a recording or broadcasting or similar device during a meeting of AGC is prohibited. The expression “recording or broadcasting or similar 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, but not limited to, cameras, cellular telephones, smartphones, or any similar device.
8.2.4 Freedom of Information and Protection of Privacy: Regardless of whether a meeting of AGC is held in open or closed session, discussions at such meetings in all instances will be consistent with the Alberta Freedom of Information and Protection of Privacy Act and its associated Regulations.

8.3 SPECIAL AGC MEETINGS

In exceptional circumstances, a special meeting may be called if:

(a) the Chair considers a matter to be of sufficient urgency;

(b) there is a petition by at least 12 Members of the Council, at least nine (9) of whom must be elected; or,

(c) the Chair receives a special request from the Board.

The Chair may waive the meeting notice period as specified in section 8.1 for any special meeting. In the cases of special meetings, every effort will be made by the Secretariat, working in concert, as necessary, with the Chair and the Executive Committee, to get the agenda and supporting documentation to Members as expeditiously and as far in advance of the meeting as reasonably possible.

8.4 AGENDA AND CONSENT AGENDA

8.4.1 Agenda and Notice of Motion

8.4.1.1 The Executive Committee of AGC shall set the agenda for AGC meetings. (See 9.1.3.1, also.)

8.4.1.2 Items to be included in the agenda shall be submitted to the Chair through the Secretariat according to submission deadlines published annually by the Secretariat. The late submission of materials will not be accommodated.

8.4.1.3 Agenda packages must be distributed to Members a minimum of at least five (5) calendar days prior to the meeting, with the exception of special sessions.

8.4.1.4 Additions or changes to the agenda at the time of the AGC meeting require approval by a simple majority vote of the Council.

8.4.1.5 All Policies recommended to AGC for approval must first be recommended to Council by the Executive Committee. Other items of business must first be recommended to Council by the relevant AGC standing committee or committees or Faculty/ School Council.

8.4.1.6 Agenda packages will include at the time of distribution all documents in support of motions, draft minutes of previous meetings, and any other documentation deemed appropriate by the Executive Committee.

8.4.1.7 Notice of Motion - At any meeting, any Council Member may give notice of a motion on an agenda item to be presented at a subsequent AGC meeting.
8.4.2 Consent Agenda: To ensure AGC has sufficient time at its meetings to deal with strategic and substantive matters, Council uses a consent agenda format for AGC agendas. A consent agenda is a component of a meeting agenda that enables the grouping of action and information items that are routine, standard, non-controversial, and self-explanatory so they can be passed on a single motion. The consent agenda 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 the meeting. The minutes of the meeting will report matters approved as part of the consent agenda.

8.4.3 Motions
8.4.3.1 Motions shall be provided by the relevant authority to the Secretariat.

8.4.3.2 Motions will include the following:
(a) the exact wording of the motion to be considered by AGC;
(b) a descriptive contextual preamble; and,
(c) all documentation necessary to ensure a meaningful discussion of the item at a Council meeting.

8.4.3.3 The Chair may seek additional information and clarification. The Chair, in consultation with the appropriate University officers, will determine if an item is in good order to warrant its discussion and inclusion as a motion at an upcoming AGC meeting.

8.5 MINUTES AND RECORDS

The Secretariat will record and disseminate minutes of all Council meetings. Only motions and motion revisions will be recorded verbatim unless an AGC Member requests that comments also be recorded verbatim. Between meetings, the Secretariat may contact a Member for clarification of discussion points. Editorial revisions using the Scribe’s Notes may be made by the Executive Committee prior to the preparation of final draft minutes. The Secretariat shall maintain an official repository of AGC records and documents. (See Article 14, also.)

8.6 RULES OF ORDER

8.6.1 Meeting protocols will be guided by current Robert’s Rules of Order, a set of rules based on parliamentary procedure, except where otherwise provided for in the Bylaws or relevant legislation.

8.6.2 The Chair is empowered to adjudicate rules of order and procedures, if and when necessary. Any Member of AGC can challenge a ruling of the Chair by simply moving to challenge immediately following the ruling. A seconder is required for such a motion. The mover of the challenge will state succinctly the basis of the challenge, and the Chair will state succinctly the rationale for his/her ruling. With no further debate, a vote shall be taken on whether the Chair’s ruling will be sustained, the result is decided by a simple majority, and the vote is final. At the conclusion of the vote, the meeting shall proceed accordingly.
8.7 QUORUM

8.7.1 Quorum is the minimum number of Members that, when assembled, is sufficient for AGC to conduct business. A simple majority of the current Members of Council shall constitute a quorum at any AGC meeting.

8.7.2 It is the duty of the Chair, with the Secretary’s assistance, to determine if quorum is present before calling the meeting to order. If, within 15 minutes from the time appointed for the start of the meeting of Council, a quorum is not present, the meeting shall stand adjourned to a date and time and place to be determined by the Chair. Urgent business that would otherwise have been considered at the adjourned meeting may be referred by the Chair to the Executive Committee immediately for action.

8.7.3 A meeting that begins with a quorum shall be deemed to be properly constituted and shall continue until the meeting is adjourned or a Member other than the Chair challenges quorum and less than a majority of current Members are present at the meeting. A meeting at which quorum is challenged and lost shall be deemed adjourned at the time that quorum is challenged.

8.8 VOTING

Only AGC Members may move, second, and vote on motions presented at AGC meetings. Motions shall be passed by a simple majority of Members present at the meeting, with the exception of Bylaws changes which require a two-thirds majority of voting Members present, and such resolutions are binding on all Members. Voting by proxy is not allowed. The Chair shall declare that a motion has been carried or defeated, and an entry regarding the resolution will be recorded in the minutes.

8.8.1 Voting in Council

8.8.1.1 A motion requires a mover and, normally, a seconder, both of whom must be Members of Council.

8.8.1.2 Significant amendments to motions shall be governed by current Robert’s Rules of Order.

8.8.1.3 Tabled motions shall be governed by current Robert’s Rules of Order.

8.8.1.4 Voting shall normally be by a show of hands. However, in elections, a secret ballot shall be used.

8.8.1.5 Members may choose not to vote. Abstentions are not votes, are not normally recorded (see 8.8.1.6), and are not factored in the tallying of votes (although Members who are present and who choose not to vote are counted as part of quorum).

8.8.1.6 A Member may ask at the time of the vote to record that Member’s individual vote or the Member’s abstention, including an explanation for the abstention.

8.8.1.7 The Chair only votes to break a tie. If, in such cases, the Chair chooses not to vote, the motion is lost.
8.9 MEETING BY ELECTRONIC MEANS

8.9.1 Participation by Telephone and Other Means: 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 this circumstance, such Members are deemed to be present, counted to determine the presence of quorum, and have the ability to move, second, and/or vote on motions.

8.9.2 Electronic Voting: To facilitate AGC’s business outside of its regular meeting schedule, in exceptional circumstances, Council may use an electronic process for voting on motions. The Chair will decide when the situation requires such extraordinary action, and the Secretariat will be responsible for the conduct of the electronic vote. (See 9.1.3.1, also.)

8.10 PRESENTATIONS

On the recommendation of the Chair and with the agreement of the Executive Committee, an AGC agenda may dedicate a portion of the meeting to receive presentations. Persons wishing to make presentations shall give at least 21 calendar days' written notice to the Chair, via the Secretariat, that they wish to speak, describing in sufficient detail the topic to be discussed and materials to be provided, if any, and shall require the positive recommendation of the Chair and the approval by the Executive Committee. Documentation or materials related to an approved presentation shall be included and distributed with the meeting agenda at least five (5) calendar days in advance of the meeting. If it was agreed documentation would be but, finally, is not provided, the Chair is afforded the discretion to remove the item from the agenda before or after it is distributed. (See Article 10, also.)

ARTICLE 9: AGC COMMITTEES

9.1 ESTABLISHMENT OF COMMITTEES

9.1.1 AGC shall appoint such standing and ad hoc committees as it determines necessary. As Council is the forum for academic discussion and decision making, the committees of AGC, supported either by the Secretariat or another office most capable of providing the necessary, competent administrative support, will prepare research and documentation in support of scholarly debate.

9.1.2 As noted in part in 9.1.1, committees assist AGC in fulfilling its responsibilities and are accountable to Council. AGC may establish terms of reference for, and appoint individuals to, standing or ad hoc committees for the purpose of making recommendations to Council. Non-voting persons from the University who may attend committee meetings as resources to provide input, make presentations, and update committee Members on activities related to the committee’s terms of reference.

9.1.3 Standing Committees: AGC’s standing committees are central to Council’s role and are responsible for the following:

(a) reporting, as warranted or required, on activities at Council meetings;

(b) submitting annual reports with a focus statement for information, at Council’s June meeting;
(c) submitting proposed changes to the committee’s terms of reference, as applicable, for AGC’s consideration and approval; and,
(d) submitting recommendations as motions for the consideration and approval of Council.

As specified in policy and terms of reference, AGC authorises each standing committee the responsibility and authority to make recommendations on behalf of Council in the standing committee’s defined area of responsibility. This authority of the standing committees are intended to permit AGC to pursue major policy and strategic issues.

9.1.3.1 Executive Committee: An Executive Committee of AGC will be established, with all Members drawn from the membership of AGC, as determined by Council according to the Committee’s terms of reference. The Executive Committee:
(a) has a coordinating role in managing the academic affairs for AGC and its committees; and,
(b) it may elect to flag for AGC’s consideration questions or issues of particular interest or concern in the documentation directed to AGC for its approval.

In circumstances where a matter cannot be delayed until the next regular Council meeting, and where a special meeting of AGC cannot be called, the Executive Committee may act on behalf of Council between regular meetings. (See 8.4.1.1 and 8.9.2, also.)

9.1.3.2 In addition to the Executive Committee, AGC has established, pursuant to Section 6(1) of the Regulation and those powers delegated by the Board in policy, the following standing committees:
  i. Academic Planning and Priorities Committee
  ii. Committee on Admissions and Transfer
  iii. Faculty Development Committee
  iv. MacEwan Committee on Internationalization
  v. Research Council
  vi. Research Ethics Board
  vii. Student Services Committee

9.1.3.3 Further to 9.1.3, each standing committee of AGC has the power to refer specific matters under its authority to another AGC standing committee, to a subcommittee, or to an academic or administrative entity unless AGC expressly restricts referral to the other standing committee or subcommittee or the entity refuses to accept the referral.

9.1.3.4 Committee Reports: all AGC standing committees shall submit an annual report to AGC for information. Annual reports should detail the manner in which the Committee’s delegated responsibilities have been exercised by describing the Committee’s activities of the previous 12 months. The annual report will include a brief focus statement that recommends the committee’s work for the upcoming year.

9.1.4 Ad Hoc Committees: With regard to ad hoc committees, such entities are normally established with limited terms, with AGC establishing the date or event that results in the dissolution of the committee at the time of its initial establishment. An ad hoc committee assists Council by addressing emerging issues or investigating matters of interest to the University by means of the following:
(a) reporting and submitting recommendations as needs emerge; and,

(b) submitting terms of reference or mandates for informational purposes or approval, as appropriate.

Each ad hoc committee shall report to AGC at the end of its mandate; if the mandate extends beyond one (1) year, the committee shall report annually and at the end of the body's mandate.

9.1.5 Committees shall review their terms of reference at the first meeting of the meeting year and are responsible to AGC for review and recommendation of policy governing aspects of the University's academic affairs specifically identified in those terms of reference.

9.1.6 Unless otherwise specified, standing committees of AGC shall be subject to the same procedural rules as Council.

9.2 COMPOSITION AND ELIGIBILITY

9.2.1 The Executive Committee of AGC is charged by Council with the development and maintenance of processes for the selection of committee Members.

9.2.2 Further to 9.1.2, eligibility to serve on AGC standing committees and on bodies to which AGC elects Members shall be restricted to certain categories of staff and to students, as set out in the composition of each standing committee or body. When the composition of a standing committee is deemed to require a member or members from a group other than AGC, the group shall be given the opportunity to nominate or appoint an individual or individuals, but the refusal or failure of a group to so nominate or appoint shall not preclude committee action. All committee Members, with the exception of those who serve in an ex-officio capacity, are selected to serve via process outlined in the AGC Committees Nominations Process; appointed student representatives must be appointed by the students association of MacEwan University.

9.2.3 Further to 9.1.2, non-voting resource persons from the University may attend meetings as resources to provide input, make presentations, and update the committee on activities related to its terms of reference.

9.2.4 If the committee Chair is not present, the committee Vice-Chair shall act as Meeting Chair. If both the Chair and Vice-Chair are not present, Members of the Committee may designate a Meeting Chair.

9.2.5 An orientation will be provided by the Secretariat or other committee administrative support to new committee Members, highlighting the specific aspects of the University that are applicable to Members of that committee. (See 4.6.1.8, also.)

9.2.6 Members are expected and directed to act in what they consider to be the best interests of the University as a whole.
9.3 MEETINGS OF COMMITTEES

Committees shall meet according to a schedule of meetings established by the Secretariat or other committee administrative support in consultation with the relevant committee Chair and relevant University officers. Additional meetings may be called, as required. The minutes of the committee meetings shall record the decision(s) reached and summarize the discussion(s) held.

9.4 DISSOLUTION OF COMMITTEES

Committees established by AGC may be dissolved by AGC if:
(a) The committee itself recommends its dissolution;
(b) Executive Committee, with due consultation, recommends the committee’s dissolution; or,
(c) Council, with due notice and consultation, finds that the committee is no longer needed or able to assist AGC in fulfilling its responsibilities.

All policies, processes and offices impacted by the committee’s dissolution will be adjusted or notified accordingly, and where necessary, a brief implementation plan will be submitted with the motion to dissolve.

ARTICLE 10: COMMUNICATION WITH THE BOARD

10.1 FACILITATING OPEN COMMUNICATIONS

The University promotes an environment of open communications and establishes policies and practices to encourage such communication. AGC communicates its activities and decisions to members of the MacEwan University community. Correspondence to, inquiries of, or requests to make a presentation to Council are to be referred to the Chair through the Secretariat. (See 8.10, also.) Matters of an administrative nature and/or outside the purview of AGC should be addressed to the appropriate senior or other administrative authority or, when and if appropriate, the Board.

10.2 UNIVERSITY EMPLOYEES

Normally, the elected Academic Staff Members or Support/ Supervisory Staff Members who may serve on Council should be approached by their respective colleagues wishing to provide information or raise a concern with AGC. Matters outside the purview of AGC or those which may be dealt with through mechanisms contained in other institutional contracts, agreements, policies, and/or procedures will not be heard by Council; instead, they should be addressed to the appropriate senior or other administrative authority or, when and if appropriate, the Board.

10.3 UNIVERSITY STUDENTS

Students wishing to provide information or raise a concern with AGC will normally raise the matter with the AGC Member from the students association in order, as appropriate, to advance the matter to Council. Matters outside the purview of AGC or those which may be dealt with through mechanisms contained in other institutional contracts, agreements, policies, and/or procedures will not be heard by Council; instead, they should be
addressed to the appropriate senior or other administrative authority or, when and if appropriate, the Board.

10.4 **PROCEDURES**

The Chair, in consultation with other University officers and/or the Executive Committee, as appropriate, will consider whether a matter will be heard by AGC. Arrangements for the hearing of such matters will be made through the Secretariat, which will communicate to AGC and other appropriate individuals the location, date, and time of the meeting as well as the time allocated at the meeting. If it is determined that a matter will not be heard by AGC, the Secretary to AGC (or delegate) shall advise the originator of the request.

**ARTICLE 11: RELATIONSHIP OF ACADEMIC GOVERNANCE COUNCIL TO OTHER GOVERNING ENTITIES**

11.1 **RELATIONSHIP OF AGC TO THE BOARD**

11.1.1 Consistent with its authority and duties under the Act and the AGC Bylaws, Council has a responsibility of advising the Board on academic matters at the University. AGC will provide a bi-monthly report to the Board. All decisions of AGC shall be communicated to the Board in writing through the President, who shall also bring to Council requests and reports of the Board.

11.1.2 Academic decisions which have a significant financial impact are subject to Board approval. Accordingly, major academic decisions, including the establishment, substantive reorganization, or termination of Faculties, Schools, departments, and Chairs, made by Council will be subject to final approval by the Board. Assessment of the financial impact may be made by the Board and/or the President or his/her delegate. In keeping with the Act, the Board also has ultimate responsibility for program termination decisions, including, but not limited to, those resulting from recommendations from AGC. As such, AGC will provide the Board with written recommendations for program terminations, accompanied by supporting documentation.

11.1.3 As the Board has responsibility for issues that impact the reputation and good name of the University, AGC’s advice and recommendations on matters that may have a material impact on the University’s reputation will be sought when asked to do so by the Board, by the President, by the Provost, or, as deemed appropriate, by Council, itself.

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

11.2 **RELATIONSHIP OF AGC TO FACULTY/ SCHOOL COUNCILS**

11.2.1 AGC approves Bylaws for each Faculty/ School Council. Unless prescribed or proscribed by legislation, AGC, policy, or procedure, Faculty/ School Council may conduct any of its powers, duties, and functions as it sees fit and may prescribe
conditions governing the exercise or performance of any power, duty, or function as set out in its approved Bylaws.

11.2.2 It is understood that the various academic Faculty/ School Councils, which are themselves subsidiary parts of the structure of AGC, provide a forum for discussion of relevant academic matters and, generally, retain their responsibilities in the conduct of University affairs. Much of the initiative in academic policy-making takes place within these Faculties/ Schools and their Councils and, often, it begins in their academic units or other component organizations. Nothing in these Bylaws of AGC is intended to alter this general practice, and it is assumed that in the conduct particularly of their academic planning, the Faculties/ Schools have full responsibility, with the help as appropriate of their academic units, for designing and developing the plans and priorities that come to AGC for full consideration. Much of the creative power of the University remains at individual Faculty/ School and departments. AGC Members are encouraged to familiarize themselves with the academic goals, priorities, planning, and programming of their Faculties/ Schools.

11.2.3 Each Council shall determine its own Bylaws and the amendments thereof, using as guides the Bylaws of AGC and the Faculty/ School Council Bylaws template provided by AGC. The meetings of the Council and its committees shall be guided by duly-established Bylaws and by the current Robert’s Rules of Order. Individual Faculty/ School Council Bylaws (and the amendments thereof) will be filed for final approval with AGC.

11.2.4 AGC requires Faculty/ School Councils to submit annual reports to Council each September for information in order to provide transparency and clarity regarding the work of these Councils, as well as align their reporting practices with other academic governing bodies of the University. The minimum amount of information provided shall be similar in content to AGC's annual summaries, where a brief explanation is provided regarding the work of the Council, with the work of the previous year separated into categories and listed with the dates of the meeting where items were approved or reviewed. Should a Faculty/ School Council wish to provide a more comprehensive report, they may do so. The Secretariat shall provide the Faculty/ School Councils with relevant deadlines and will distribute templates/examples each Spring.

ARTICLE 12: AGC ORIENTATION AND EVALUATION

12.1 ORIENTATION

The Secretariat will conduct an orientation for new AGC Members and student alternates consisting of, but not limited to, providing information about the following:

(a) the role and responsibilities of AGC and its standing committee system;

(b) the role and responsibilities of Members, including reference to the Bylaws and their associated procedures, other relevant institutional policies and procedures, and codes of conduct;

(c) shared governance and collegiality;
(d) the rules of order;

(e) academic policies;

(f) other relevant academic committees, bodies, and entities; and,

(g) a broad overview of the organizational structure of the University. (See 4.7.1.12, also.)

12.2 EVALUATION

AGC shall develop and implement a process to evaluate the performance and effectiveness of Council and its standing committees in fulfilling their responsibilities. This evaluation is designed to provide the Chair and Members with an opportunity to evaluate how the AGC system is operating and to make suggestions for improvement. Each Member is encouraged to provide confidential feedback. The Executive Committee, on behalf of the AGC, will facilitate the evaluation process. (See 4.8.2, also.)

ARTICLE 13: COUNCIL MEMBER APPOINTMENTS TO OTHER BODIES

13.1 APPOINTMENTS

If it is in the best interests of the University, AGC may designate a Member or Members to represent Council on a board, body, committee, council, entity, or other liaison function with another organization. An individual or individuals so appointed shall report back to Council on a regular basis, as determined by AGC in the initial appointment and as appropriate.

ARTICLE 14: OFFICIAL RECORDS

14.1 RECORDS TO BE KEPT

The Secretariat shall maintain the following records of AGC:

a) Agendas and minutes of all meetings of the AGC, including resolutions passed by the Council;

b) Agendas and minutes of all meetings of AGC committees and of Faculty/ School Councils;

c) A register of Members, including mailing addresses, telephone numbers, and/or other contact information; and

d) Such other records as AGC may instruct the AGC Secretary to keep.

ARTICLE 15: ACADEMIC YEAR

Unless otherwise directed by the Minister, the Act, the Regulation, other applicable law, or policy, the academic year of the University shall commence on September 1 in each year and end on August 31 of the following year. The AGC annual cycle conforms to this period.
ARTICLE 16: AMENDMENTS AND ADDITIONS TO BYLAWS

16.1 PROCESS TO AMEND

These Bylaws will be reviewed by AGC (or delegate) at least once every five years. More frequent reviews may be initiated by a vote in Council when necessary. These Bylaws, subject to the subsequent ratification of the Board, may be amended, replaced, or repealed by resolution of AGC at any meeting of Council provided that the proposed amendment or motion has been submitted in writing in accordance with the AGC’s meeting and agenda preparation Articles contained in these Bylaws—in all cases, regardless of these Articles, no less than three (3) weeks’ written notice of proposed amendments to the Bylaws is required. Any such amendment, replacement, or repeal will be effective on the date specified in the resolution or, if no date is specified, on the next calendar date immediately following the date the resolution was passed.

16.2 EFFECTIVE DATE

Subject to the subsequent ratification of the Board, these Bylaws will be effective on the date specified in the approval resolution by AGC or, if no date is specified, on the next calendar date immediately following the date the resolution was passed, and all prior or existing bylaws of AGC or predecessor bodies are repealed as of the effective date of these Bylaws.
FACT SHEET

Relevant Dates
Approved  18.09.27
Effective  18.09.27
Next Review  23.09.27

Modification History
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.
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.
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
18.09.27 Amendments approved by Academic Governance Council motion AGC-03-03-20-2018 were approved by Board of Governors motion #01-09-27-2018/19. Effective date of September 27, 2018 approved by Board of Governors motion #02-12-13-2018/19

RELATED POLICIES, FORMS AND OTHER DOCUMENTS: (if appropriate)
MacEwan University Policies:
- Establishing University Policy Documents
- Board of Governors Bylaws
- Code of Conduct – Employees
- Conflict of Interest and Commitment
- Safe Disclosure
Collective Agreement Between the Board of Governors of Grant MacEwan University and the Grant MacEwan University Faculty Association (July 1, 2014 – June 30, 2017)
Faculty/ School Council Bylaws:
- Faculty of Arts and Science
- Faculty of Fine Arts and Communications
Faculty of Health and Community Studies
Faculty of Nursing
School of Business
School of Continuing Education

AGC Standing Committee Terms of Reference:
- AGC Executive Committee
- Academic Planning and Priorities Committee
- Committee on Admissions and Transfer
- Faculty Development Committee
- MacEwan Committee on Internationalization
- Research Council
- Research Ethics Board
- Student Services Committee

Mandate of Grant MacEwan University (approved by the Board of Governors, June 18, 2010; approved by the Minister of [the former] Advanced Education and Technology, August 19, 2010)

Mandate and Roles Document (The Board of Governors of Grant MacEwan University) (approved December 18, 2014)


Resolution 05-05-26-2015/16 of the Board of Governors of Grant MacEwan University (May 26, 2016)

Students’ Association of MacEwan University (SAMU) Policies:
- Conduct
- Governance Transition
- Roles and Responsibilities of Elected Representatives

REFERENCE: (if appropriate)
- Provincial Acts
- Freedom of Information and Protection of Privacy Act (Revised S.A., 2000, C. F-25, current as of December 11, 2013)
- Interpretation Act (Revised S.A, 2000, C. I-8, current as of May 14, 2014)
- Public Service Employee Relations Act (Revised S.A., C. P-43, June 17, 2013)
- Provincial Regulations
- Programs of Study Regulation (A.R. 91/2009, Post-secondary Learning Act, with amendments up to and including A.R. 7/2013)

ASSOCIATED PROCEDURES AND GUIDELINES:
- AGC Committees Nominations Process (November 8, 2016)
- AGC Faculty Membership Formula and Reapportionment Procedure (September 1, 2017)
AGC Special Rules of Order: Agenda Procedures (September 1, 2015)
AGC Special Session Procedures (September 9, 2013)
Election Procedure for Academic Governance Council
Students’ Association of MacEwan University AGC Student Alternates Procedure [to be developed]

ACCOUNTABILITY:
Policy Sponsor: President and Chair of Academic Governance Council, Grant MacEwan University
Office of Administrative Responsibility (Responsible Office): AGC Secretariat