

**UNIVERSITY OF OTTAWA
BOARD BY-LAW NO. 1 (2019)**

**A bylaw relating generally to the affairs of the University of Ottawa
and
of its Board of Governors**

Adopted on: February 25, 2019

Revisions approved on:

November 15, 2019

June 21, 2023

February 27, 2024

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BOARD BY-LAW NO. 1 (2019)

A by-law relating generally to the affairs of the University of Ottawa and of its Board of Governors

BE IT ENACTED as a by-law of the Board of Governors of the University of Ottawa as follows:

ARTICLE 1 - DEFINITIONS AND INTERPRETATION

1.1 Definitions

For the purposes of this By-law and in all other by-laws, policies and resolutions of the University, unless the context otherwise requires, the following terms shall have the following meanings:

- (a) **“Academic Staff”** means the employees of the University whose principal duty is the performance of the teaching function and/or research function of the University and those employees deemed by the University to be academic staff.
- (b) **“Administrative Staff”** means the administrative support staff employees of the University who are not members of the Academic Staff.
- (c) **“Board”** means the Board of Governors of the University of Ottawa.
- (d) **“Board Member”** means an individual appointed in accordance with the University of Ottawa Act as a governor of the Board.
- (e) **“By-Law”** means this by-law as may be amended by the Board from time to time.
- (f) **“Chair”** means the chair of the Board.
- (g) **“Chancellor”** means the Chancellor of the University, as defined in the University of Ottawa Act.
- (h) **“Committee”** means a committee established by the Board as described in section 7.1 and in section 7.2 of this By-law.
- (i) **“Committee Member”** means an individual who is appointed by the Board to be a member of a Committee.
- (j) **“Committee on Governance and Nominating”** means the committee of the Board as described in section 7.1 and in Article 9 of this By-law.
- (k) **“Executive Committee”** means the committee of the Board as described in section 7.1 and in Article 8 of this By-law.

- (l) **“Governor Emeritus”** and **“Governor Emerita”** has the meaning as set out in section 2.13 of this By-law.
- (m) **“Officer”** means the President, each of the Vice-Presidents, the Secretary-General and any individual designated by the Board as an officer of the University pursuant to Article 6 of this By-law.
- (n) **“Ordinary Resolution”** means a resolution that, (i) is submitted to a meeting of the Board or a Committee and passed at that meeting, with or without amendment, by at least a majority of the votes cast; or (ii) is consented to by each Board Member or Committee member entitled to vote on such resolution at such meeting.
- (o) **“President”** means the Rector and Vice-Chancellor of the University, as defined in the University of Ottawa Act.
- (p) **“Secretary-General”** means the Secretary of the University, as defined in the University of Ottawa Act.
- (q) **“Senate”** means the Senate of the University, as defined in the University of Ottawa Act.
- (r) **“Special Resolution”** means a resolution that, (i) is submitted to a special meeting of the Board or Committee duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast; or (ii) is consented to by each Board Member or Committee Member entitled to vote on such resolution at such meeting.
- (s) **“Student”** means an individual who is registered in a program or course of study at the University that leads to a degree, diploma or certificate of the University.
- (t) **“University of Ottawa Act”** means the special act of the Ontario Legislature entitled, An Act respecting Université d’Ottawa, of the Statutes of Ontario 1965, chapter 137, being the act of incorporation of the University, and any statute or regulations that may be substituted therefor, as amended from time to time.
- (u) **“University”** means the University of Ottawa, a body corporate created by and a corporation without share capital incorporated pursuant to the University of Ottawa Act.
- (v) **“Vice-Chair”** means the vice-chair of the Board.
- (w) **“Vice-President”** means Vice-Rector, as referred to in the University of Ottawa Act.

1.2 Interpretation

In the interpretation of this By-Law, unless the context otherwise requires, the following shall apply:

- (a) words importing the singular number only shall include the plural and vice versa;
- (b) the word “person” shall include an individual, body corporate, a partnership, a trust, a joint venture or an unincorporated association or organization;
- (c) the word “including” means “including without limitation” and shall not be deemed to limit any words which follow it to the specific words which precede it;
- (d) the headings used in the By-Law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions of the By-Law or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions;
- (e) except where specifically stated otherwise, references to actions being taken “in writing” or similar terms shall include electronic communication and references to “address” or similar terms shall include e-mail address;
- (f) except where specifically stated otherwise in this By-law or where required by law, reference to approvals or decisions by resolution shall mean by Ordinary Resolution; and
- (g) the invalidity or unenforceability of any provision of this By-Law shall not affect the validity or enforceability of the remaining provisions of this By-Law.

ARTICLE 2 - BOARD OF GOVERNORS

2.1 Powers

The powers, rights, authorities and privileges of the Board are established by the University of Ottawa Act. Subject to the University of Ottawa Act, the Board shall govern and supervise the management of the affairs of the University and has all the necessary powers to do so, including without limitation, the power,

- (a) to determine the mission, vision and values of the University in a manner that is consistent with the objects of the University set out in the University of Ottawa Act;
- (b) to approve the annual budget of the University and to monitor its implementation;
- (c) to appoint one or more public accountants licensed under the *Public Accounting Act, 2004*, Statutes of Ontario 2004, chapter 8, as amended or replaced from time

to time, to audit the accounts, trust funds and transactions of the University at least once a year and in accordance with Article 19 of this By-law;

- (d) to establish and collect fees and charges for tuition and other services that may be offered by the University or that may be approved by the Board on behalf of any organization or group of the University;
- (e) to regulate the conduct of Officers, Students, Academic Staff, Administrative Staff and all persons who use the property of the University, including denying any person access to such property;
- (f) to conclusively determine which body within the University has jurisdiction over any matter;
- (g) to make by-laws as more particularly set out in Article 20 of this By-law and make resolutions, policies, procedures or rules of the Board for the conduct of its affairs; and
- (h) to appoint a Committee, Officer or other individual or other body within the University and assign or delegate to them such duties and responsibilities as may be established by the Board, including authorizing them to act on behalf of the Board and to further delegate such duties, as specified by the Board.

2.2 Board Composition

Pursuant to section 9 of the University of Ottawa Act, the Board shall be comprised of not more than thirty-two (32) Board Members as follows:

- (a) the President;
- (b) fifteen (15) individuals who shall be appointed by the Board as follows:
 - (i) eight (8) individuals shall be appointed based on nominations made by the Committee on Governance and Nominating;
 - (ii) two (2) regular full-time Students registered in an undergraduate program of studies shall be appointed based on nominations made by Students registered in an undergraduate degree program of studies. Such nominations shall be made in accordance with the nominations and elections policy and procedures of the student association recognized by the University as the exclusive representative of undergraduate Students;
 - (iii) one (1) regular full-time Student registered in a graduate program of studies shall be appointed based on nominations made by Students registered in a degree program of graduate studies. Such nominations shall be made in accordance with the nominations and elections policy and procedures of

the student association recognized by the University as the exclusive representative of graduate Students;

- (iv) two (2) individuals employed by the University as full-time Administrative Staff shall be appointed based on nominations made by full-time members of the Administrative Staff. Such nominations shall be made in accordance with the University's nominations and elections policy and procedures; and
 - (v) two (2) individuals employed by the University as full-time Academic Staff shall be appointed based on nominations made by regular full-time members of the Academic Staff. Such nominations shall be made in accordance with the University's nominations and elections policy and procedures.
- (c) four (4) individuals who shall be appointed by the Lieutenant Governor of Ontario;
 - (d) two (2) individuals who shall be appointed by the Senate of the University from among those of its members (excluding those of the federated universities) elected under subparagraphs 15(1)(d) or 15 (1) (h) of the University of Ottawa Act and under subparagraph 1 (a) of the Senate By-law Governing the Composition of the Senate;
 - (e) two (2) individuals who shall be appointed by the Alumni Association of the University of Ottawa from among its own members; and
 - (f) eight (8) individuals who shall be appointed by the Board of Governors of Saint Paul University.

2.3 Qualifications

The following individuals are disqualified from being a Board Member:

- (a) anyone who is less than 18 years of age;
- (b) anyone who has been found under the Substitute Decisions Act, 1992 or under the Mental Health Act or other applicable law to be incapable of managing property;
- (c) anyone who has been found to be incapable by any court in Canada or elsewhere;
- (d) anyone who is not an individual;
- (e) anyone who has the status of bankrupt; and
- (f) except in the case of the Board Members described in subparagraphs 2.2 (b) (ii), 2.2 (b) (iii), 2.2(b)(iv) and 2.2(b)(v) of this By-law, anyone who is an employee of the University.

2.4 Election and Term

- (a) The Board Members described in subparagraph 2.2(b) of this By-law shall be appointed or elected by the Board at its June meeting or at such other meeting of the Board at which an appointment or election of Board Members is required.
- (b) Subject to subparagraphs 2.4(c) and 2.4 (d) of this By-law, a Board Member shall be appointed to hold office for a term of up to three (3) years or until that Board Member's successor is appointed.
- (c) The term of office of a Board Member elected in accordance with subparagraph 2.2(b)(ii) or 2.22(b)(iii) of this By-law shall be two (2) years or until that Board Member's successor is elected.
- (d) The term of office of a Board Member appointed by the Lieutenant Governor of Ontario in accordance with subparagraph 2.2(c) shall be for a term of up to three (3) years and as stated in the Government of Ontario order in council, effective the date the order in council is made.

2.5 Maximum Terms

- (a) Subject to subparagraphs 2.5(b) and 2.5 (c) of this By-law, a Board Member who has served three (3) consecutive terms of office shall not normally be eligible for re-election to the Board until a period of at least one (1) year has elapsed since the end of that Member's third consecutive term in office.
- (b) The Board may allow a Board Member who has served three (3) consecutive terms of office to be eligible for re-election to the Board:
 - (i) for the purpose of that Board Member succeeding to the office of President or serving as Chair; or
 - (ii) if the Board determines, in extraordinary circumstances, that a fourth term is in the best interests of the University.
- (c) Where a Board Member is appointed to fill an unexpired term of another Board Member such partial term shall be excluded from the calculation of the maximum years of service for that Board Member.

2.6 Consent

An individual who is elected or appointed must consent in writing to hold office as a Board Member before or within ten (10) days after the election or appointment. Despite the previous sentence, if an individual elected or appointed consents in writing after the period mentioned, the election or appointment is valid.

2.7 Vacation of Office

- (a) A Board Member automatically ceases to hold office when the Board Member dies, resigns in accordance with section 2.8 of this By-law, is removed from office by the Board in accordance with section 2.9 of this By-law, or otherwise becomes disqualified to serve as Board Member pursuant to the University of Ottawa Act, or the By-law.
- (b) For greater certainty,
 - (i) a Board Member who is appointed or elected in accordance with subparagraph 2.2(b)(ii) (undergraduate Student) or subparagraph 2.2(b)(iii) (graduate Student) of this By-law above shall automatically cease to hold office as a Board Member upon ceasing to be registered as an undergraduate Student or a graduate Student, as the case may be, in either the fall term or the winter term and
 - (ii) a Board Member who is appointed or elected in accordance with subparagraph 2.2(b) (iv) (Administrative Staff) or subparagraph 2.2(b)(v) (Academic Staff) of this By-law shall automatically cease to hold office as a Board Member upon ceasing to be a full-time member of the Administrative Staff or full-time member of the Academic Staff of the University, as the case may be.

2.8 Resignation

A Board Member may resign from office by giving a written resignation addressed to the Chair and such resignation becomes effective when sent to and received by the Secretary-General or at the time specified in the resignation, whichever is later.

2.9 Removal

- (a) The Board may, after thirty (30) days' notice to a Board Member, by resolution passed at a meeting at which at least two-thirds of the Board Members are present, remove any Board Member from office before the expiration of the Board Member's term for any reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the University.
- (b) In the event a Board Member fails to attend three (3) consecutive Board meetings without prior written notice to the Chair or without reasonable cause (as determined by the Chair), the Chair shall send written notice to that Board Member requiring the member's attendance at the next meeting of the Board. If that Board Member fails to appear at the next meeting of the Board or fail to give written notice to the Chair of the Board giving, in the opinion of the Chair, reasonable cause for such absence, then the matter shall be referred to the Board and the Board may by resolution passed at a meeting at which at least two-thirds of the Board Members

are present, remove the Board Member from office before the expiration of the Board Member's term.

2.10 Vacancies

Where a vacancy on the Board occurs before the term of office for which a Board Member has been appointed or elected has expired, the vacancy shall be filled in the same manner and by the same authority as the Board Member whose membership is vacant was appointed or elected, as the case may be. The Board Member so appointed or elected shall hold office for the remainder of the term of office of the Board Member whose membership is vacant or for such other term of office according to subparagraph 2.4.

2.11 No Remuneration

The Board Members shall serve without remuneration, and no Board Members shall directly or indirectly receive any profit from their positions as such.

2.12 Reimbursement of expenses

Board Members may receive reimbursement for expenses incurred on behalf of the University in their capacity as a Board Member provided that such expense was approved by the Secretary-General in advance of it being incurred and that the reimbursement is in accordance with the University's policies and procedures as amended from time to time.

2.13 Governor Emeritus or Emerita

The Board may, by resolution, appoint one or more individuals as a Governor Emeritus or Emerita in recognition of extraordinary service rendered to the University or for particular excellence in the community or whose ability and knowledge will be of outstanding value to the Board.

2.14 Term of Governor Emeritus or Emerita

A Governor Emeritus or Emerita shall hold office at the pleasure of the Board, but in no event shall the appointment be for a period exceeding three years. An individual appointed as a Governor Emeritus or Emerita shall be eligible for re-appointment.

2.15 Rights of Governor Emeritus or Emerita

An individual appointed by the Board as a Governor Emeritus or Emerita must comply with the same obligations and exercise the same standard of care as those required of Board Members in this By-law. A Governor Emeritus or Emerita is entitled to receive notice and attend the open session of the meetings of the Board and, upon invitation by the Board, attend the *in camera* session of the meetings of the Board, but shall not have the right to vote nor be counted in determining quorum at any meeting of the Board. A Governor Emeritus or Emerita shall not be eligible for appointment to the Executive Committee but

may be appointed to other Committees in accordance with this By-law as a resource without voting rights.

ARTICLE 3 - CHAIR AND VICE-CHAIR

3.1 Election and eligibility

The Board shall elect a Chair and a Vice-Chair from among the Board Members appointed in accordance with subparagraphs 9 (b), (c), (e) and (f) of the University of Ottawa Act. Where any Board Member so appointed is a full-time member or deemed member of the Academic Staff, a full-time member of the Administrative Staff or a Student, the said Board Member will not be eligible. An individual holding the office of Vice-Chair shall be eligible for election as Chair but shall not automatically succeed to the office of Chair, except as otherwise set forth in this By-law at section 3.5. The Board may, from time to time, establish procedures for the appointment or election of the Chair and the Vice-Chair.

3.2 Duties of Chair

The Chair shall,

- (a) when present, preside at all meetings of the Board;
- (b) determine the procedures for the conduct of the meetings of the Board consistent with this By-law and subject to such direction or procedures as may be adopted from time to time by the Board;
- (c) sign such documents as may require the Chair's signature in accordance with the By-Laws or by resolution of the Board; and
- (d) have such powers and duties as may be delegated and assigned to the Chair by Board by-law or by Board resolution.

3.3. Duties of the Vice-Chair

The Vice-Chair shall act as and have all of the powers of and perform the duties of the Chair in the event of the absence or inability to act of the Chair and shall also have such other powers and duties as may be delegated and assigned to the Vice-Chair by Board by-law or by Board resolution.

3.4 Term

The term of office for the position of Chair and of Vice-Chair shall, unless at the time of election the Board resolution otherwise stipulates, terminate on the date when their respective appointment as Board Member expires. The Chair and the Vice-Chair are eligible for re-election.

3.5 Vacancy in the office of the Chair

In the event that:

- (a) the individual holding the office of Chair ceases to be a member of the Board;
- (b) the individual holding the office of Chair resigns as Chair; or
- (c) the office of Chair otherwise becomes vacant prior to expiration of the term for which the individual holding the office of Chair was elected,

the individual holding the office of Vice-Chair shall succeed on an interim basis to the office of Chair and this individual may appoint one of the members appointed or elected under subparagraphs 9 (b), (c), (e) and (f) of the University of Ottawa Act to act on an interim basis as Vice-Chair but only for so long as it shall take to conduct an election for Chair and the duly elected successor to take office.

3.6 Temporary vacancy in the office of Vice-Chair

In the event that the individual holding the office of Vice-Chair becomes interim Chair, the post of Vice-Chair shall not be considered vacant by reason of this interim service as Chair, and unless the Vice-Chair's term is terminated for any other reason, it shall be deemed to continue uninterrupted notwithstanding these interim arrangements until the Vice-Chair is elected Chair, if ever.

3.7 Vacancy in the office of Vice-Chair

In the event that:

- (a) the individual holding the office of Vice-Chair ceases to be a member of the Board;
 - (b) the individual holding the office of Vice-Chair resigns from the office of Vice-Chair;
- or
- (c) the office of Vice-Chair otherwise becomes vacant prior to expiration of the term for which the individual holding the office of Vice-Chair was elected (other than in the circumstances contemplated by section 3.5 of this By-law),

then the Chair may appoint an individual to hold the office of Vice-Chair from among the Board Members appointed or elected under subparagraphs 9 (b), (c), (e) and (f) of the University of Ottawa Act to serve but only for so long as it shall take to conduct an election for Vice-Chair and the duly elected successor to take office.

3.8 Absence of both Chair and Vice-Chair

In the absence of both the Chair and the Vice-Chair from a meeting of the Board, the Board Members present shall appoint from among those Board Members appointed or elected under subparagraphs 9 (b), (c), (e) and (f) of the University of Ottawa Act a Board Member to act as Chair and the Board Member so appointed shall act as and have of the powers of Chair for the purpose of the meeting.

ARTICLE 4 - MEETINGS OF THE BOARD

4.1 Regular Meetings

- (a) Regular meetings of the Board may be held at the registered office of the University or at any other place within or outside of Canada as the Board may determine.
- (b) The Board may appoint a day or days in any month or months for regular meetings at a place and hour to be determined, provided that the Board shall meet at least four (4) times in each calendar year. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Board Member immediately after being passed, but no other notice shall be required for any such meeting.
- (c) All matters for inclusion in the agenda of a regular meetings of the Board must be delivered to the Secretary-General at least ten (10) business days prior to the day of the meeting at which they are to be presented. Despite the previous sentence, inclusion of matters in the agenda is at the discretion of the Chair. No other matter, other than that of privilege or petition, shall be dealt with at any regular meeting of the Board, unless the introduction of such matter is approved by resolution of the Board.

4.2 Special Meetings

- (a) Special meetings of the Board may be held at the registered office of the University or at any other place within or outside of Canada as the Board may determine.
- (b) The President, the Chair or the Secretary-General, or any Board Member on the direction of the Chair, the President, or any seven (7) Board Members, may at any time call a special meeting of the Board.

4.3 Notice of Meetings

- (a) **Notice of regular meetings.** Notice of the time and place for the holding of a regular meeting of the Board shall be given by the Secretary-General in the manner provided in Article 16 of this By-Law to every Board Member not less than seven (7) business days before the time when the meeting is to be held.

- (b) **Notice of special meetings.** Notice of the time and place for the holding of a special meeting of the Board shall be given in the manner provided in Article 16 of this By-Law to every Board Member not less than twenty-four (24) hours before the time when the meeting is to be held.

4.4 Quorum

In accordance with section 10(6) of the University of Ottawa Act, fourteen (14) Board Members constitute a quorum at any meeting of the Board. For the purpose of determining quorum, a Board Member may be present in person, by teleconference and/or by other electronic means. A quorum must be maintained throughout the meeting.

4.5 Participation by telephone or electronic means

Any individual entitled to attend a Board meeting may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting if the University makes such means available. An individual participating in the meeting by such means shall be deemed to be present at the meeting and votes cast by such individual entitled to vote shall have the same effect as votes cast by individuals present at the meeting.

4.6 Meetings Open to Public

Subject to section 4.7 of this By-law, meetings of the Board shall be open to the public.

4.7 Confidentiality and *in camera* sessions

Where confidential matters of the University are being considered by the Board at a meeting of the Board, including matters concerning personnel, finance, acquisition or disposal of property, a commercial nature, a draft of a by-law or resolution or litigation or other confidential matter of the University, the disclosure of which may, in the opinion of the Chair, be prejudicial to an individual or group or to the best interests of the University, the Chair may reserve the right to decide to conduct that part of the meeting *in camera*.

- (a) The Chair, or a majority of Board Members present, may at any time, at their discretion, determine that a meeting or any part thereof be held *in camera*, in which event, only Board Members and individuals authorized by the Chair or the Board to be present may attend the *in camera* session of the meeting and are subject to the confidentiality obligation set out in section 4.7 of this By-law.
- (b) Board Members and any other individual authorized to attend the *in camera* session shall strictly observe the confidential nature of the information dealt with in the *in camera* session and each shall be responsible to ensure that such information is not disclosed or discussed with anyone except with those in attendance during the *in camera* session or with those who need the information

in the performance of their University duties and where disclosure is necessary and proper in the discharge of the University's functions.

- (c) Discussions entered into and the decisions made during the *in camera* session are carried out in confidence and are not to be repeated or discussed outside of the proceedings except with others who are in attendance at the *in camera* session and who are subject to the confidentiality obligation set out herein or with those who need the information in the performance of their University duties and where disclosure is necessary and proper in the discharge of the University's functions.
- (d) Any written material provided to those present for the *in camera* session will be retained in confidence, or at the discretion of the Chair, be returned to the Chair or to the Secretary-General at the end of the *in camera* session.
- (e) Resolutions passed during an *in camera* session and recorded in the minutes of the proceeding or otherwise made available to the public do not relieve Board Members and any other individuals authorized to attend the *in camera* session of their obligation to hold in confidence the information and discussions which took place during the *in camera* session.

4.8 Votes to Govern

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. Each Board Member shall have one (1) vote. The Chair may vote on all motions and if regarding any motion there is a tie, that motion is deemed to be defeated. For further clarity, the Chair does not have a second or casting vote.

4.9 No Alternate Board Members

No individual shall act for an absent Board Member at any meeting of the Board and, for greater certainty, Board Members may not appoint proxies to attend a meeting of the Board in their stead.

4.10 Voting by show of hands, by mail or by telephonic or electronic means

- (a) Paragraph (b) of section 4.10 and section 4.11 of this By-law, except where a roll-call vote is requested, voting on any question proposed for consideration at a meeting of the Board shall be by show of hands, and a declaration by the Chair as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the meeting shall, in the absence of evidence to the contrary, be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion.
- (b) In addition to or instead of voting by show of hands, voting by mail or by telephonic or electronic means may be used only if the votes may be verified as having been made by Board Members entitled to vote.

4.11 Roll call vote

For any question proposed for consideration at a meeting of the Board, either before or after a vote by show of hands has been taken, any Board Member may ask the Chair for a roll call vote. If at any meeting of the Board, a roll call vote is requested, the vote shall be taken in such manner as the Chair directs. The result of a roll call vote shall be recorded in the minutes of the meeting at which the roll call was requested. A request for a roll call may be withdrawn at any time prior to the taking of the vote by roll call.

4.12 Resolution in Writing

A resolution in writing, signed by all the Board Members entitled to vote on that resolution at a meeting of the Board or of a Committee, is as valid as if it had been passed at a meeting of the Board or of a Committee. Save and except where it is otherwise provided in this By-law, the action of the Board upon any matter coming before it shall be evidenced by resolution and the entering of such resolution in the minutes of the Board shall be sufficient evidence of the action taken.

4.13 Record of Proceedings

- (a) The Secretary-General shall record or cause to be recorded the proceedings of each meeting of the Board. A record of proceedings of each meeting of the Board shall be kept by the Secretary-General for the purpose of preparing the minutes of every such meeting. The minutes of every such meeting shall be submitted at the next meeting of the Board and after adoption by the Board, the minutes so adopted shall be the official record of the proceedings of such meeting and any prior record of proceedings shall be destroyed. After approval by the Board, the minutes of the open session proceeding of the meeting of the Board, shall be made available by the Secretary-General to the public.
- (b) Except for any audio and/or visual recording of a meeting of the Board authorized by the Chair, the use of any audio and/or visual recording device during a meeting of the Board is not permitted.

4.14 Rules of Order

Each meeting of the Board shall be governed by the most recent edition of the Code Morin, Procédures des assemblées délibérantes, unless following such rules of order is, in the opinion of the Chair, impractical, or by such other rules of order as have then most recently been adopted by the Board (the “**Rules of Order**”); provided that, in the event of a conflict between such Rules of Order and one or more provisions of the University of Ottawa Act, this By-Law or other Board by-law, the University of Ottawa Act, this By-Law or other Board by-law shall prevail.

ARTICLE 5 - CHANCELLOR

5.1 Appointment

In accordance with the provisions of the University of Ottawa Act, the Chancellor shall be appointed by the Board with the concurrence of the Senate. The Executive Committee performs the role of a selection committee. In order to facilitate the selection process, the Executive Committee delegates the administration of the selection process to a subcommittee, whose function is to take steps it deems necessary to assess potential candidates and nominees in order to recommend the appointment of one candidate to the Executive Committee. After consideration, the Executive Committee recommends the appointment of the selected candidate to the Senate and with the approval of the Senate, the Executive Committee recommends the appointment of the selected candidate to the Board for decision.

5.2 Term of Office

The Chancellor shall hold office for four years and is eligible for reappointment.

5.3 Functions of the Chancellor

The Chancellor is the titular head of the University, presiding over convocation ceremonies and other University events.

5.4 Rights of the Chancellor

The Chancellor is a Governor Emeritus or Emerita for the duration of the term of appointment, enjoying all the rights and privileges of a Governor Emeritus or Emerita subject to the following:

- (a) The Chancellor shall not have the right to vote and shall not be counted in determining quorum at any meeting of the Board; and
- (b) The Chancellor shall not be eligible for appointment to the Executive Committee but may be appointed to other Committees of the Board as a resource without voting rights.

5.5 Vacancy

If a vacancy arises prior to the expiry of the individual's term as Chancellor due to resignation, death or removal of the individual as Chancellor, the Board shall fill such vacancy in the manner contemplated by section 5.1 of this By-law.

ARTICLE 6 - OFFICERS

6.1 Officers

The Officers of the University are appointed by the Board, shall serve at the pleasure of the Board and shall include the following:

- (a) the President;
- (b) the Provost and Vice-President Academic Affairs;
- (c) the Vice-President, Research and Innovation;
- (d) the Vice-President, International and Francophonie;
- (e) the Vice-President, Finance and Administration;
- (f) the Vice-President, Advancement
- (g) the Secretary-General.

6.2 Other Officers

The Board may appoint Officers (other than those referred to in section 6.1 of this By-law) as the Board may deem necessary or advisable, upon recommendation of the President. Such other Officers shall have such authority and shall perform such duties as may from time to time be prescribed by the Board. All such other Officers shall be appointed to serve at the pleasure of the Board, with such limited or indefinite terms as the Board may determine at the time of the appointment.

6.3 Appointment procedure

The Board may, from time to time, establish procedures for the appointment (and any extension or renewal of appointment) of the President, the Vice-Presidents and the Secretary-General and any other Officer.

6.4 Qualifications

No Officer, except the President, may be a member of the Board, but any Officer may, upon invitation of the President or the Board, attend any meeting of the Board.

6.5 President

The President,

- (a) is the chief executive officer and vice-chancellor of the University;

- (b) is the chair of the Senate, presiding at all meetings of the Senate;
- (c) is responsible for the supervision over and direction of the academic work and general administration of the University, of the Officers, of the Academic Staff, Officers, Administrative Staff and Students; and
- (d) has such other powers and duties as from time to time the Board may confer or assign.

6.5.1 President's power in an emergency

In the event of an emergency and should a duly convened meeting of the Executive Committee fail to produce a quorum, then, after consultation with the members of the Executive Committee present, or, should it not in the opinion of the President, due to the urgency of the matter, be practical to convene a meeting of the Executive Committee or of the Board, then the President, after consultation with the Chair of the Board, if the latter is available, may take any action or do any act or execute any document on behalf of the University as the President may deem reasonable and may thus bind the University, provided however that,

- (a) a meeting of the Executive Committee or the Board shall be convened by the President at the earliest practical opportunity and a full report on the matter shall be placed before such meeting; and
- (b) all actions taken and decisions made by the President in respect of such matters shall be in accordance with the University of Ottawa Act, the University's then approved budget and staffing complement, agreements to which the University is a party and any resolution of the Board or of the Senate.

6.5.2 Term of office

Unless otherwise determined by the Board, the President holds office at during the pleasure of the Board. An individual holding the office of the President is eligible to serve additional terms upon being so appointed by the Board. The Board shall be entitled to extend a term, with the agreement of the individual holding the office of President, for a limited period of time to avoid a vacancy in the office occurring prior to the arrival of such individual's successor, or for any other reason determined by the Board to be in the best interest of the University.

6.5.3 Temporary inaccessibility or vacancy

Where the President is inaccessible for a short period of time, the Provost and Vice-President Academic Affairs shall be the acting President during such short period. In cases of absence of both the President and the Provost and Vice-President Academic Affairs, the President shall appoint another Vice-President.

Where the President has resigned, has been removed by the Board or is deceased prior to the expiry of the President's term or is otherwise is inaccessible or unable to exercise the powers and duties of the office for a long or an indefinite period of time, the Provost and Vice-President Academic Affairs, and in the absence or inaccessibility of both of them, another Vice-President appointed by the Chair, as the case may be, shall be the acting President on an interim basis. If a vacancy arises in the office of the President prior to the expiry of the individual's term of office (due to resignation, death or removal of the individual holding the office of President or for any other reason), and the Board determines, having regard to the length of the unexpired term of such office, to fill such vacancy, the vacancy shall be filled in such manner as the Board determines is in the best interests of the University. The Board may, pending the appointment of a President, make such provision for the exercise of the power and discharge of the duties of the President as it may deem advisable.

6.6 Provost and Vice-President Academic Affairs

The Provost and Vice-President Academic Affairs shall be the most senior Officer after the President and shall have such powers and duties as may be conferred by the Board on the recommendation of the President.

6.7 Other Vice-Presidents

The Vice-President, Research and Innovation, the Vice-President, International and Francophonie, the Vice-President, Finance and Administration, the Vice-President, Advancement, and any such other Vice-President as the Board may appoint shall have such powers and duties as may be conferred by the Board, on the recommendation of the President.

6.8 Secretary-General

The Secretary-General shall:

- (a) be the secretary of the Board and of the Senate;
- (b) maintain and keep the register or roll of graduates of the University and of those individuals who receive honorary degrees;
- (c) sign all University diplomas after the President; and
- (d) perform such other duties and responsibilities as assigned by the President or by the Board, including issuing or causing to be issued notices for all meetings of the Board and Committees of the Board.

6.9 Additional powers and duties

In addition to powers and duties as may be conferred upon the incumbents through the University of Ottawa Act, the Board or this By-law, the powers and duties of the Vice-Presidents, the Secretary-General and any other Officer appointed by the Board shall be such as the terms of their engagement call for or as the Board, a Committee or the President requires of them or as may be stated in this By-law, other University by-law, policy or procedure.

6.10 Temporary inaccessibility or vacancy

Where the Vice-President, Secretary-General or other Officer is inaccessible, has resigned, has been removed by the Board or is deceased prior to the expiry of the individual's term or is otherwise unable to exercise the powers and duties of the office, the Board, on recommendation of the President, shall appoint an individual to hold such office on an interim basis and having regard to the length of the unexpired term of such office, shall fill such vacancy in such a manner as the Board determines is in the best interests of the University. The President may, pending the appointment of the Officer, make such provision for the exercise of the power and discharge of the duties of the Officer as the President may deem advisable.

6.11 Removal of Officers

Officers shall be subject to removal by the Board and such removal shall take into consideration the terms and conditions of employment of such Officer and applicable employment law as may be in effect and amended from time to time.

6.12 Remuneration of Officers

The Board may, by resolution, fix the reasonable remuneration of the Officers in accordance with such compensation framework as may be established by the Board from time to time and provided that no Officer, who is also a Board Member, shall be entitled to receive remuneration for acting as a Board Member. Officers may receive reimbursement for expenses incurred on behalf of the University in their capacity as Officers and in accordance with the University's policies and procedures as may be amended from time to time.

6.13 Administration Committee

- (a) Subject to the powers and duties as may be conferred upon the President, a Vice-President or the Secretary-General, the Administration Committee shall have all of the powers necessary for the general administration, management, conduct and control of the affairs of the University, except to the extent that the Board has reserved its powers or delegated such powers to any of its Committees. The Administration Committee may delegate such powers as it deems necessary to do so.

- (b) The Administration Committee may establish its own terms of reference and rules of procedure provided that such terms of reference and rules or procedures are not inconsistent with this By-law.
- (c) The Administration Committee is composed of the President, who shall act as chair, the Vice-Presidents and the Secretary General.

ARTICLE 7 - COMMITTEES

7.1 Standing Committees

Pursuant to section 11 of the University of Ottawa Act,

- (a) the Board hereby establishes the following standing Committees (being a Committee whose duties will normally be continuous, and whose membership consists entirely or primarily of Board Members):
 - (i) Executive Committee, as more particularly described in Article 8 of the By-law;
 - (ii) Committee on Governance and Nominating, as more particularly described in Article 9 of this By-law;
 - (iii) Joint Committee of the Senate and of the Board, as more particularly described in Article 10 of this By-law;
 - (iv) Audit Committee, as more particularly described in Article 11 of this By-law;
 - (v) Finance and Treasury Committee, as more particularly described in Article 12 of this By-law;
 - (vi) Buildings and Land Committee, as more particularly described in Article 13 of this By-law.
- (b) In addition to the standing Committees referred to in subparagraph 7.1 (a) of this By-law, the Board has established pursuant to other Board by-laws, the following standing Committees:
 - (i) the Pension Plan Committee; and
 - (ii) the Pension Fund Investment Committee.

7.2 Special Committees

The Board may, by Board by-law or resolution, establish a special Committee, being a Committee appointed with specific duties and responsibilities which may be of a non-recurrent nature or may require particular and specialized expertise or whose powers may expire with the completion of a particular task assigned, and which may include in their membership one or more individuals who are not Board Members, provided that a majority of every such special Committee shall be Board Members.

7.3 Functions and duties

The functions, duties and powers of any Committee shall be as defined by Board by-law or by Board resolution and may be amended by Board by-law or by Board resolution.

7.4 Committee chair and vice-chair

Except as otherwise provided in this By-law or other by-law, the Committee chair and vice-chair (if the Board deems that a vice-chair is necessary) shall be appointed by resolution of the Board and the Committee on Governance and Nominating shall recommend to the Board for approval the appointment of Committee chairs and the vice chairs.

7.5 Membership and vacancy

Membership in Committees is established by the Board and the Board shall appoint and remove, as it deems necessary and advisable, Committee Members. Except as otherwise provided in this By-Law or other by-law, each Committee shall consist of such number of Committee Members as the Board appoints, and of such number of ex-officio Committee Members as the Board may determine. The Committee on Governance and Nominating shall recommend to the Board for approval the appointment of all Committee Members. Where a vacancy arises on a Committee, the Board may, having regard to the length of the unexpired term of office of the vacated Committee Member and the business to be conducted by the Board, wait and fill the vacancy when the Committees are next reconstituted.

7.6 Secretariat services

The Office of the Secretary-General provides the secretariat services for Committees.

7.7 Provisions to apply to Committees

Except sections 4.1, 4.2, 4.3, 4.4 and 4.6 of this By-law, the provisions contained in Article 4 of this By-law shall apply to Committee meetings. All references therein to Board Members, the Board, the Chair, the Secretary-General and similar Board terminology shall be deemed to be references to Committee Members, the Committee chair, the secretary of the Committee and similar Committee terminology, *mutatis mutandis*.

7.8 General Committee rules

In addition to section 7.7 of this By-law, every Committee, unless otherwise specifically provided for in the By-Laws, or in a by-law or resolution of the Board by which it is constituted or pursuant to which its terms of reference are more fully described, shall be subject to the following rules:

- (a) **Term and vacancies.** All Committee Members, other than ex-officio members, shall hold office at the pleasure of the Board. Vacancies occurring in the membership of a Committee shall be filled by the Board at the next meeting of the Board after such vacancies occur, or as soon thereafter as may be convenient, but notwithstanding such vacancies, the remaining Committee Members shall have authority to exercise the full powers of the Committee, providing that a quorum of such Committee remains in office.
- (b) **Frequency and call of the meetings.** Meetings shall be held at such frequency, as may be determined by the chair of the Committee and at the call of the chair of the Committee, or, in the Chair's absence or inability or unwillingness to act, at the call of the vice chair of the Committee, or in case of the absence, inability, or unwillingness to act of both, may be held at the call of any two Committee Members, and shall be held at such places and at such times as the Committee chair or vice chair or Committee Members, respectively, may appoint.
- (c) **Notice of meetings.** Notice of the date, time and place of each meeting shall be sent by the secretary of the Committee to each member of the Committee (and to any Board Member who is invited to attend as an observer) at the member's address as it appears in the records of the Board at least 48 hours before the time appointed for holding such meeting; provided that, for greater certainty, meetings of the Committee shall be open only to their respective Committee Members and those other individuals specifically invited to attend by such Committee. Each notice of meeting shall, whenever possible, be accompanied by the agenda for such meeting.
- (d) **Place of meeting.** A meeting may also be held at any time and at any place within the Province of Ontario without notice, if all the Committee Members are present and consent thereto, or if, either before or after the meeting is held, those absent signify in writing their consent to the meeting being held in their absence.
- (e) **Committee chair.** The chair of the Committee shall preside at meetings and, in the chair's absence, the vice chair of the Committee shall preside. If both the chair and the vice chair of the Committee are absent or there is no vice-chair of the Committee, the Committee Members present shall appoint one of the Committee Members as acting chair to preside at the meeting.

- (f) **Quorum.** The majority of the Committee Members of a Committee present in person, by teleconference and/or by other electronic means, at the meeting shall constitute a quorum and quorum must be maintained throughout the meeting.
- (g) **Right to vote.** Each Committee Member, including, for greater certainty, ex-officio members, shall be entitled to vote, unless otherwise stated in this By-law or other by-law. A Board Member who is invited to attend a Committee as an observer is not entitled to vote.
- (h) **Record of proceedings.** A record shall be kept of the proceedings of every meeting of each Committee by the secretary of the Committee.
- (i) **Secretary.** The Secretary-General shall act as secretary of each such Committee or shall appoint an individual to so act. Notice of all meetings shall be given only by the secretary of the Committee.
- (j) **Procedures.** A Committee may otherwise establish its own rules of procedure provided that such rules or procedures are not inconsistent with this By-law.

ARTICLE 8 - EXECUTIVE COMMITTEE

8.1 Powers and functions

The Executive Committee shall,

- (a) oversee the University's processes with respect to the University's strategic plan and its implementation;
- (b) recommend to the Board for approval, University tuition fees, incidental, ancillary, and administrative fees charged to Students;
- (c) oversee human resources strategies and policies;
- (d) approve the compensation framework of Officers, the deans, the associate vice-presidents, the vice-provosts and the deputy provost and University librarian;
- (e) approve the mandate for negotiations and the collective agreements for unionized University staff, and salary agreements and policies concerning non-unionized groups of employees; deal with any matter, individual or collective, where a collective agreement between the University and a union refers to the Board of, unless such matter has been specifically delegated to another Committee or the text of the agreement otherwise specifies;
- (f) review and recommend for approval by the Board matters related to the University pension plans insofar as they may modify such pension plans;

- (g) act as a selection and nomination committee for the position of Chancellor and recommends to the Board the appointment of an individual to hold the position of Chancellor;
- (h) jointly approve with the Senate the recipient of an honorary degree;
- (i) appoint sub-committees, as needed, to exercise specific powers delegated by it; and
- (j) approve any contract or other instrument binding the University whose type or value exceeds or does not form part of an Officer's or a Committee's approval authority.

The Executive Committee has full power and authority to act for and on behalf of the Board, between meetings of the Board, save and except in those circumstances where the Board has reserved its powers or has delegated its powers to another Committee, to an Officer or has, by by-law or by resolution, specified otherwise.

8.2 Membership.

The Executive Committee is composed of the following members:

- (a) the Chair of the Board;
- (b) the Vice-Chair of the Board;
- (c) the President;
- (d) nine (9) Board Members, of which one (1) shall be a Student, one (1) shall be a member of the Academic Staff and one (1) shall be a member of the Administrative Staff.

8.3 Committee chair and vice-chair.

The Vice-Chair of the Board shall be the chair of the Executive Committee. The Chair of the Board shall be the vice-chair of the Executive Committee.

ARTICLE 9 - COMMITTEE ON GOVERNANCE AND NOMINATING

9.1 Powers and functions

The Committee on Governance and Nominating shall,

- (a) recommend to the Board for approval, as needed:
 - (i) the structure of the Board and Committees;
 - (ii) the process for evaluating the effectiveness of the Board and Committees;
 - (iii) the mix of skills and competencies required on the Board and on Committees;
- (b) approve the orientation and training policies of Board Members and Committee Members;
- (c) determine the selection process for Board Members and Committee Members;
- (d) recommend to the Province of Ontario, to Saint Paul University or to the Board potential candidates for nomination to the Board in anticipation of vacancies;
- (e) recommend to the Board potential candidates for nomination to Committees;
- (f) select, as it deems advisable, a Board Member who may attend a Committee as an observer;
- (g) to the extent deemed necessary, develop and recommend to the Board the implementation of governance principles and guidelines as well as policies to assist the Board with carrying out its duties;
- (h) monitor the attendance of Board Members at meetings of the Board and of Committees and provide comments to the Board, if necessary;
- (i) determine the rules of operation, the regulations and conflict of interest guidelines for the Pension Plan Committee and the Pension Fund Investment Committee and for any other Committee established by the Board in respect of any other University pension;
- (j) evaluate the performance of Board Members, the Executive Committee of the Board, the Pension Plan Committee, the Pension Plan Fund Investment Committee and any other Committee established by the Board in respect of any other University pension;
- (k) evaluate the performance of the President; the President shall not be present or take part in any deliberations relating to this performance evaluation;
- (l) recommend potential candidates to the Board for appointment as a Governor Emeritus or Emerita; and
- (m) in making recommendations on potential candidates pursuant to paragraphs (d), (e) and (k) of this section 9.1, consider potential candidates on the basis of their

skills, interest, personal integrity and their ability to identify with and formally commit themselves to respect and further the philosophy, mission and values of the University and those,

- i) who reflect the French-speaking and English-speaking community and bilingual nature of the University;
 - ii) have oral and written comprehension of both French and English at a level of proficiency that enables them to have a general comprehension of matters communicated at meetings of the Board or Committees or at University activities;
 - iii) from groups seeking equity, diversity and inclusion in Canadian society.
- (n) examine governance matters as it may deem necessary or advisable or as the Board may assign to it.

9.2 Membership

The Committee on Governance and Nominating shall consist of the following members:

- (a) the Chair of the Board;
- (b) the chair of the Executive Committee of the Board;
- (c) the chair of the Audit Committee;
- (d) the President;
- (e) three (3) Board Members nominated by the Board; and
- (f) the past chair of the Board, as ex-officio member, without the right to vote.

9.3 Committee chair

The Chair of the Board is the chair of the Committee on Governance and Nominating. The vice-chair of the Committee on Governance and Nominating shall be appointed in accordance with section 7.4 of this By-law.

9.4 Frequency of meetings

The Committee on Governance and Nominating will meet at least twice yearly.

ARTICLE 10 - JOINT COMMITTEE OF THE SENATE AND OF THE BOARD

10.1 Powers and functions

The Joint Committee of the Senate and of the Board deals with matters of mutual concern to the Senate and the Board. Without limiting the generality of the previous sentence, the Joint Committee of the Senate and of the Board exercises the powers of the Board concerning individual cases of members of the Associate of Professors of the University of Ottawa (**APUO**) as determined by the collective agreement between the Board and the APUO. More specifically, the Joint Committee of the Senate and of the Board:

- (a) decides upon the granting or refusal of tenure;
- (b) decides upon the granting or refusal of promotions;
- (c) decides upon the granting or refusal of sabbatical and other leaves as are specified in the collective agreement; and
- (d) decides upon any other matter concerning individual members of the APUO in accordance with the collective agreement.

10.2 Membership

The Joint Committee of the Senate and of the Board consists of the following members:

- (a) the President;
- (b) two (2) Vice-Presidents appointed by the Executive Committee;
- (c) three full or associate professors of the University appointed by the Board;
- (d) three full or associate professors of the University elected by the Senate among its own members.

10.3 Committee chair and vice-chair

The President is the chair of the Joint Committee of the Senate and of the Board. The President shall designate one (1) of the two (2) Vice-Presidents appointed in subparagraph 10.2 (b) of this By-law to act as vice-chair of the Joint Committee of the Senate and of the Board.

ARTICLE 11 - AUDIT COMMITTEE

11.1 Powers and functions

The Audit Committee assists the Board in fulfilling its legal and fiduciary obligations with respect to the University' annual audited consolidated financial statements and pension plans, risk management, the effectiveness and efficiency of internal processes, compliance with legal and statutory obligations, and ethics and values. More specifically, the Audit Committee shall have the power to,

- (a) annually recommend to the Board for approval the appointment of an auditor qualified under the Public Accounting Act, 2004 to conduct an audit for the then current fiscal year of the University (as referred to in section 19.1 of this By-law) and independent of the University, its Board Members and Officers, to hold office until the close of the University's fiscal year or until a successor auditor is appointed;
- (b) annually recommend to the Board for approval the appointment of an auditor qualified under the Public Accounting Act, 2004 and independent from the University, its Board Members and Officers, to conduct an audit for the then current fiscal year of the University pension plans;
- (c) establish the remuneration of the independent auditor referred to in subparagraph 11.1 (a) and (b) of this By-law;
- (d) annually review and recommend to the Board for approval the annual auditor's report, issued by the independent auditor appointed pursuant to subparagraphs 11.1 (a) and (b) of this By-law and the annual audited financial statements and related financial reports of the University for the year ending April 30th and of the University pension plans for the fiscal year ending December 31st.
- (e) recommend to the Board for approval the removal of the appointment of the independent auditor referred to in subparagraphs 11.1 (a) and (b) and the appointment of a successor auditor to fill a vacancy created by the removal of the auditor or of the auditor ceasing to hold that position to act for the unexpired term of the successor auditor's predecessor;
- (f) review and approve, the annual audited financial statements and related financial reports issued in respect of University faculties, services or units;
- (g) oversee the University's internal audit function; approve internal audit plans and budget; review and approve internal audit reports and oversee management's responses to such reports;
- (h) oversee the University's enterprise risk management framework processes and review and recommend for approval by the Board reports on the University's enterprise risks;

- (i) oversee the University's internal controls framework processes and review and recommend for approval by the Board reports on the University's internal controls;
- (j) oversee and recommend to the Board for approval policies and processes for reporting and investigation of incidents of fraud.

11.2 Membership

- (a) The Audit Committee shall consist of at least five (5) Board Members who are not members of the Finance and Treasury Committee.
- (b) The Chair, the Vice-Chair of the Board and individuals who are members of the Finance and Treasury Committee are not eligible to be a member of the Audit Committee. Only those Board Members who are not employed by the University and are appointed under subparagraphs 2.2 (b) (i), 2.2 (c), 2.2 (e) and 2.2 (f) of this By-law shall be eligible to be a member of the Audit Committee.
- (c) All members of the Audit Committee shall have financial literacy and knowledge of generally accepted accounting principles and practices and at least one member of the Audit Committee shall have financial expertise and hold a recognized accounting designation.

11.3 Frequency of meetings

The Committee shall meet with sufficient frequency within a year in order to fulfil its responsibilities.

ARTICLE 12 - FINANCE AND TREASURY COMMITTEE

12.1 Powers and functions

The Finance and Treasury Committee has budgetary and financial oversight responsibilities for the University as well as an oversight responsibility for the Long Term Portfolio, its Treasury investments, and its liability structure. More specifically, the Finance and Treasury Committee shall,

- (a) with respect to its powers and functions in relation to the University's budgetary and financial responsibilities,
 - (i) recommend to the Board for approval, the University's annual budget or the provisional authorization for expenditure, as the case may be;
 - (ii) monitor the University's periodical financial forecasts and year-to-date spending;

- (iii) recommend to the Board for approval the financing structure for major capital projects;
 - (iv) recommend to the Board for approval financial management policies and procedures.
- (b) with respect to its powers and functions related to the University's treasury, investments and debt liability,
 - (i) recommend to the Board for approval the statement of investment policy and goals, including performance objectives and asset mix policy and all other investment policies, including expenditure rate, pertaining to the University's long-term portfolio, endowment funds, treasury investments and sinking fund, respectively, and monitor the implementation of such statement of investment policy and goals;
 - (ii) approve the appointment, removal, retention or mandate of investment managers and other external service providers in respect of the University's treasury and investments, respectively, and may delegate, in writing, such authority to the Chief Investment Officer;
 - (iii) recommend to the Board for approval policies pertaining to debt liability management and monitor financial ratios, asset and liability structure and expected future impact of outstanding debt on the financial position of the University.
- (c) exercise its powers and functions set out subparagraph 12.1 (a) of this By-law, separately from those set out in subparagraph 12.1 (b) of this By-law.

12.2 Membership

The Finance and Treasury Committee is composed of the following:

- (a) the Chair of the Board;
- (b) The President;
- (c) four (4) Board Members, who are not members of the Audit Committee and one (1) of which shall be a member of the Buildings and Land Committee; and
- (d) two (2) individuals, who are not Board Members, Officers or employees of the University, with experience in the banking and/or investment industries and who shall not have a right to vote on or exercise any powers or functions under subparagraph 12.1(a) of this By-law and shall have no responsibility for the Finance and Treasury Committee discussions and/or decisions pursuant to the exercise of the powers and functions under subparagraph 12.1(a) of this By-law.

12.3 Frequency of meetings and quorum

- (a) The Finance and Treasury Committee shall meet at a minimum four (4) times a year.
- (b) Quorum is fixed at four (4) members of the Finance and Treasury Committee members with a right to vote.

ARTICLE 13 - BUILDINGS AND LAND COMMITTEE

13.1 Powers and functions

The Buildings and Land Committee shall,

- (a) review, at least every five (5) years, and recommend for approval by the Board, the University's campus master plan and once the plan is approved, monitor the University's progress and compliance with the campus master plan;
- (b) recommend to the Board for approval, major construction development and redevelopment projects consistent with the Board's building and land priorities and based upon an estimated project budget;
- (c) provide oversight of the execution of major construction development and redevelopments projects approved by the Board; approve the project delivery method, project planning, the selection process for contractors, architects, engineers and consultants; and report to the Board on the project's progress up to its completion;
- (d) review and approve the life cycle renewal plans for the University's buildings and campus infrastructure;
- (e) recommend to the Board for approval any agreement that has the effect of the University granting to a third party the use of or right in the University's land/or building for the third party's use and occupation for a period, directly or by entitlement to renewal, of twenty-one (21) years or more;
- (f) recommend to the Board for approval any agreement that has the effect of the University accepting or acquiring from a third party a use or right in a third party's land/or building for the University's use and occupation for a period of twenty-one (21) years or more;
- (g) recommend to the Board for approval the purchase by the University of real property and the sale by the University of its real property.

13.2 Membership

The Buildings and Land Committee is composed of the following:

- (a) the Chair or the Vice-Chair of the Board;
- (b) the President;
- (c) three (3) Board Members, one (1) of whom is a member of the Finance and Treasury Committee and one (1) of whom is a member of the Executive Committee, each with experience in one or more of the following areas: construction projects, real estate law, real property management, financing of real estate projects, public-private real estate partnerships or urban planning;
- (d) up to three (3) individuals who are not Board Members, Officers or employees of the University, each with experience or expertise in one or more of the areas mentioned in subparagraph 13.2 (c) of this By-law.

13.3 Frequency of meetings

The Buildings and Land Committee meets, at a minimum, three (3) times a year.

ARTICLE 14 - CONFLICT OF INTEREST AND CONFIDENTIALITY

14.1 Compliance with conflict of interest policy

Board Members, Officers and Committee Members shall, in accordance with any policy described in section 14.2 of this By-law, disclose to the University the nature and extent of any interest that they have in a material contract or material transaction, whether made or proposed, with the University.

14.2 Conflict of interest policy

The Board shall adopt a policy on conflicts of interest applicable to Board Members, Officers and Committee Members, provided that such policy is not inconsistent with this By-law.

14.3 Undertaking

Each Board Member, Officer and Committee Member shall, upon being elected or appointed (and annually thereafter), sign an undertaking regarding confidentiality and conflicts of interest in a form approved by the Board. The undertaking shall be kept by the Secretary-General and shall be reviewed and updated as required in accordance with the policy described in section 14.2 of this By-law.

ARTICLE 15 - PROTECTION OF BOARD MEMBERS, OFFICERS, COMMITTEE MEMBERS

15.1 Standard of care

Every Board Member, Officer, Committee Member, in exercising such individual's powers and discharging such individual's duties, shall,

- (a) act diligently, honestly, in good faith, in the best interests of the University; and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and
- (c) shall do so in accordance with the University of Ottawa Act and, with the requirements of this By-law and any other requirements as established by the Board.

15.2 Indemnification of Board Members, Officers, Committee Members

The University shall indemnify and save harmless all Board Members, Officers, and Committee Members from and against all costs, charges and expenses (including an amount paid to settle an action or satisfy a judgment) reasonably incurred by them in respect of any civil, criminal, administrative, investigative or other action or proceeding brought against them for or in respect of their acting in their capacity as Board Members, Officers or Committee Members, provided that they,

- (a) exercised the standard of care referred to in section 15.1 of this By-law and as required by applicable law; and
- (b) had reasonable grounds for believing that their conduct was lawful; and
- (c) did not commit a fraudulent, criminal or malicious act, as judged by a court or competent authority.

15.3 Insurance

The University may purchase and maintain insurance for the benefit of any individual entitled to be indemnified by the University pursuant to section 15.2 against any liability incurred by the individual in the individual's capacity as a Board Member or an Officer; or in the individual's capacity as a Board Member or Officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the University's request.

ARTICLE 16 - NOTICES

16.1 Notice to Board Members and Committee Members

- (a) **Method.** Any notice or any other communication or document required by this By-law, by Board resolution or by other Board by-law to be given to Board Members and Committee Members may be given to such individual at the latest address for that individual as shown in the records of the University kept by the Secretary-General and shall be deemed to have been sufficiently given if delivered in person or if sent by ordinary mail or by any other method, including registered mail, certified mail, prepaid courier or by electronic means. Such notice, communication or document so sent is deemed to have been received by the intended recipient on the business day it was delivered in person or sent by electronic means or, on the third business day after it was sent to the individual by other means.
- (b) **Undelivered notice.** If a notice or any other communication or document sent pursuant to subparagraph 16.1 (a) of this By-law is returned on two consecutive occasions because the address is no longer valid or the individual cannot be found, the University is not required to give any further notice, communication or other document to such individual until that person provides a valid address in writing to the Secretary-General.
- (c) **Waiver of notice.** A Board Member or Committee Member or other person entitled to notice may waive that entitlement or may consent to abridge the time for the giving of the notice, communication or other document at any time. Any such waiver or consent shall be given in writing to the Secretary-General.
- (d) **Omission or error.** All decisions or actions taken at a Board meeting or Committee meeting shall be valid and shall have effect even if, by accidental omission or error, a notice, in respect of such meeting,
 - (i) was not sent to a Board Member or Committee Member or another person;
 - (ii) was not received by a Board Member, Committee Member or another person; or
 - (iii) contained an error that did not affect the substance of that notice, communication or document.

16.2 Notice to the University and other

A notice or any other communication or other document required by or in relation to this By-law to be given to the University, the Board, the Chair or Vice-Chair, to an Officer or to the Chancellor must be either delivered in person to the Secretary-General or sent by ordinary mail, registered mail, certified mail, or prepaid courier to the attention of the Secretary-General at 550 Cumberland Street, Ottawa, Ontario, K1N 6N5.

ARTICLE 17 - CORPORATE SEAL AND EXECUTION OF DOCUMENTS

17.1 Corporate Seal

The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the University. The corporate seal of the University shall be kept by the Secretary-General. The office of the Secretary-General has authority to affix the corporate seal of the University, when required.

17.2 Execution of Documents

- (a) Deeds, transfers, assignments, contracts, obligations and other documents and instruments ("**Documents**") in writing requiring execution by the University to bind the University may be signed by any two (2) of the Officers, provided that they have been signed in accordance with any Board by-law, resolution or policy regarding the execution of Documents then in effect and all such Documents so signed shall be binding upon the University without any further authorization or formality.
- (b) Notwithstanding 17.2(a) of this By-law, the Board may, from time to time, by Board by-law, resolution or policy, direct the manner in which and the individual or individuals by whom any particular Document or type of Documents may or shall be executed on behalf of the University and all such Documents so signed shall be binding upon the University without any further authorization or formality.
- (c) The signature of any individual authorized to sign on behalf of the University may be written, printed, stamped, engraved or otherwise mechanically or digitally reproduced.

ARTICLE 18 - REGISTERED OFFICE

18.1 Registered Office

The registered office of the University shall be situated at 550 Cumberland Street in the City of Ottawa, in the Province of Ontario or as otherwise set by the Board by resolution of the Board.

ARTICLE 19 - FISCAL YEAR, AUDIT, DISPOSITION OF ASSETS

19.1 Fiscal Year

The fiscal year end of the University shall be the 30th day of April in each year or as otherwise set by the Board.

19.2 Audit

The Board shall annually appoint an auditor or auditors for the then current fiscal year to examine the financial accounts and other supporting evidence which such auditor or auditors may consider necessary to report to the Board on the financial position of the University as at the next April 30 and the results of the operation of the University for the year then ended.

19.3 Annual Report

The auditor's report and audited financial statements of the University for the year ending April 30 shall be annually reviewed and approved by the Board. The auditor's report and audited financial statements of the University as approved by the Board shall be filed annually with the Minister of the Province of Ontario responsible for universities.

19.4 Disposition of assets

Unless otherwise provided by applicable law, if the University ceases to exist and after satisfying the interests of any of its creditors in all its debts, obligations and liabilities, if any, the remaining assets of the University will be distributed to a Canadian body corporate that is a registered charity under the Income Tax Act (Canada) with similar purposes to its own, the Crown in right of Ontario, the Crown in right of Canada, an agent of either of those Crowns or a municipality in Canada.

ARTICLE 20 – ENACTMENT, AMENDMENT OR REPEAL

20.1 Further amendment

- (a) The Board may, by resolution, make, amend or repeal any by-law that regulates the activities or affairs of the University. Notwithstanding the previous sentence, amendments to this By-law required to update the title of an Officer or name of a Committee may be made by the Secretary-General and do not need to be submitted to the Board for approval.
- (b) Any such by-law, amendment or repeal of such by-law shall be effective from the date of the Board resolution and only if,
 - (i) enacted at a meeting of the Board at which two-thirds of the then Board Members are present; and
 - (ii) notice of intention to present such a by-law or its amendment or repeal for consideration has been given to the Board Members in accordance with section 4.3 of this By-law; and

- (iii) the Board's resolution is passed at the meeting by at least two-thirds of the votes cast by each Board Member entitled to vote at such meeting.
- (c) If the by-law, amendment or repeal is approved or approved as amended by the Board, it remains effective in the form in which it was confirmed.

20.2 Effect of this By-law

This By-Law repeals all previous Board by-laws relating generally to the organization of the University as more particularly set out in Schedule A to this By-law. Such repeal shall not affect the previous operation of any by-law or affect the validity of any act done or right or privilege, obligation, or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any by-law of the University obtained pursuant to, any such by-law prior to its repeal. All Board Members, Officers, Committee Members and individuals acting under any by-law so repealed shall continue to act as if appointed under the provisions of this By-law and all resolutions of the Board with continuing effect passed under any repealed by-law shall continue as good and valid except to the extent inconsistent with this By-law and until amended or repealed.

20.3 Conflict

If this By-law or any other by-law is, at any time, found to be in conflict with the University of Ottawa Act or applicable law, it shall, to the extent of such conflict, be disregarded in favour of the University of Ottawa Act or the applicable law, as the case may be, and the Secretary-General shall, upon discovery, prepare, for consideration by the Board, a proposed amendment, alteration or repeal of the offending provisions which shall have the effect of removing from the By-law anything inconsistent with either such Act or applicable law.