

University  
of Regina

# Board of Governors Bylaws

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Dec. 18, 2012

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## **I. Interpretation**

### 1.1 Definitions

In these Bylaws and Policies, and in any other bylaws, rules and regulations made by the Board of Governors, unless the context otherwise requires, the following definitions shall apply.

- a. "Act" or "*University Act*" means *The University of Regina Act*, as amended from time to time.
- b. "Board" or "Board of Governors" means the Board of Governors of the University established pursuant to the Act.
- c. "Board member" means a member of the Board of Governors.
- d. "Board Secretary" means the secretary of the Board of Governors.
- e. "Bylaws" means these bylaws of the Board of Governors.
- f. "Chair" means the Chairperson of the Board of Governors as defined in Section 57 of the Act.
- g. "Chancellor" means the chancellor the University established pursuant to the Act.
- h. "Council" means the University of Regina Council established pursuant to the Act.
- i. "Executive of Council" means the executive of the University of Regina Council established pursuant to the Act.
- j. "Ex officio" means a person who holds office because of his/her position.
- k. "In camera" means holding a portion of the meeting restricted to Board members and officers.
- l. "Independent" means that it is a board member that is not a student, faculty member or employee of the University and has no material interest in the University other than being a board member.
- m. "Minister" means the member of the Executive Council of the Provincial Government to whom the administration of the Act is assigned from time to time.
- n. "Officer" means those positions of Chair, Vice-Chair, President and Board Secretary in which a person is elected or appointed and has the responsibility and authority to officially represent the Board of Governors.
- o. "Performance Measurement Framework" means the summary of the metrics used to evaluate the University's performance in meeting the objectives outlined in the Strategic Plan.

- p. "President" means the President and Vice-Chancellor of the University.
- q. "Quorum" means the number of Board members required to be present to legally transact the business of the Board of the Governors.
- r. "Senate" means the University of Regina Senate established pursuant to the Act.
- s. "Special meetings" mean those meetings that are held by the Board that are not part of the annual regular schedule. These are called when there is a need for the Board to meet on an emerging issue/opportunity or on an emergent or expedited basis.
- t. "Strategic Plan" means the governing document approved by the Board that defines the strategy for the University.
- u. "University" means the University of Regina.
- v. "University Secretary" means the Secretary of the University as defined in the Act.
- w. "University Secretariat" means the Office of the University Secretary.

All terms contained in these Bylaws which are not defined herein and which are defined in the Act shall have the meaning given to such term in the Act.

## 1.2 Headings

The headings used throughout the Bylaws are inserted for reference purposes only and are not to be considered in construing the terms and provisions of these Bylaws or to be deemed in any way to clarify, modify or explain the effect of such terms or provisions.

## 1.3 Conflict with Bylaws

To the extent of any conflict between the provisions of these Bylaws and the provisions of the Act the provisions of the Act shall govern.

## 1.4 Invalid Provisions

The invalidity or unenforceability of any provisions of these Bylaws shall not affect the validity or enforceability of the remaining provisions of these Bylaws.

## 1.5 Interpretation

The Board is the sole authority for the interpretation of these Bylaws and the decision of the Board upon any question of interpretation, or upon any matters affecting the Corporation and provided for by these Bylaws shall be final and binding.

## II. The University

### 2.1 Name and Location

The University has two campuses located at 3737 Wascana Parkway and at 2155 College Avenue in the City of Regina in the Province of Saskatchewan. The official mailing address of The University is 3737 Wascana Parkway, Regina, SK, S4S 0A2.

### 2.2 Status and Legislation

The University is a creature of statute established under and governed by the Act.

The University is also required to meet the requirements of many other acts and regulations, including but not limited to *The Local Authority Freedom of Information and Protection of Privacy Act* (Saskatchewan), *The Tabling of Documents Act* (Saskatchewan), *The Wascana Centre Act* (Saskatchewan), pension legislation, health and safety legislation, and tax law.

Details relating to academic matters are found in the Senate Bylaws, University of Regina Undergraduate Calendar, and/or the University of Regina Graduate Studies and Research Calendar and as amended from time to time by Senate. The Senate Bylaws are available on the University of Regina website at: <http://www.uregina.ca/president/governance/senate/bylaws.html>.

Details relating to operations of Council are found in the Council Handbook and as amended from time to time by Executive of Council. The Council Handbook is available on the University website at: <http://www.uregina.ca/president/governance/council/regulations.html>.



### III. Board of Governors Overview

#### 3.1 Authority and Accountability

The management, administration, and control of the property, revenues, business and affairs of the University are vested in the Board. The Board has the final locus of authority and accountability as specified in the Act. Board members work with the Chair and President to ensure that the Board functions effectively and meets its obligations and responsibilities.

Section 62 of the Act sets out the powers of the Board which includes that the Board may make rules relating to the meetings of the Board and its transactions.

The Board also approves all regulations and decisions of Senate on matters that pertain to clauses (c), (d), and (e) of subsection (2) of section 33 of the Act (i.e., establishment of an academic unit or program; major revisions of programs; establishment and maintenance of advisory councils, chairs, scholarships and prizes; and admission requirements and standards for students.)

#### 3.2 Role and Responsibilities

The Board has the following roles and responsibilities as the governing body of the University:

- a. To act in the best interests of the University above those of any internal or external constituency or individual.
- b. To defend the autonomy and independence of the University.
- c. To maintain the highest ethical standards and never allow any personal conflict of interest to exist undeclared and unmanaged.
- d. To ensure that all documents and information provided to the Board remain privileged and confidential and that these documents are retained and destroyed consistent with the University's record retention policy.
- e. To be aware of the difference between matters of broad policy (the Board's responsibility) and matters of administration (which are generally the President's responsibility).
- f. To regularly assess the performance of the Board and Board members, and to identify skills needed on the Board and candidates who could bring those skills.
- g. To appoint and support the President.
- h. To monitor and assess the President's performance.
- i. To provide for the management, administration, and control of the business, appointments, and affairs of the University as specified in the Act.
- j. To provide for the establishment, dissolution and/or material variation of faculties, schools, departments, chairs and programs of instruction as recommended by Senate.

- k. To provide stewardship and ensure that the University's actions support the mission, vision and goals of the institution as a teaching and research centre of excellence.
- l. To approve the Strategic Plan.
- m. To monitor and measure the University's success in meeting the Strategic Plan through a Performance Measurement Framework, as amended from time to time, and call for action as required.
- n. To oversee the University's risk management and internal control framework.
- o. To review and approve the University's annual operating and capital budgets.

### 3.3 Compliance

The University ensures compliance with accounting and regulatory requirements, where applicable, when preparing continuous disclosure filings. As required by legislation, at least once each fiscal year, the accounts of the University shall be audited by the Provincial Auditor or by a person appointed by the Lieutenant Governor in Council.

### 3.4 Openness and Disclosure

#### 3.4.1 Annual Report

The Board, in accordance with *The Tabling of Documents Act*, is required to produce an annual report including the receipts and expenditures of the University for its preceding fiscal year; and containing any other particulars that the Lieutenant Governor in Council or the minister may require.

The Board oversees and approves the integrity of the qualitative and quantitative information disclosed in the Annual Report and all interim reports (as required).

#### 3.4.2 Regular Reports

The President will produce a report at each regularly scheduled Board meeting which will include an update regarding the status of achievement of the President's goals, which are approved annually by the Board.

Reports from academic, administrative and research units may be presented from time to time at regular Board meetings for information.

Opportunities will be sought from time to time for the Board to interact with members of senior management within the University.

#### 3.4.3 Access to Board Information

Official copies of Board minutes and agendas are retained in the University Secretary's Office and in the University Archives.

Public access to Board agenda materials and minutes will be provided only through the University Secretary in accordance with *The Local Authority Freedom of Information and Protection of Privacy Act*.

Copies of Board minutes and agendas will be provided, prior to every regularly scheduled meeting of the Board of Governors, to the office of The Provincial Auditor, the Minister's office and the Ministry of Advanced Education.

The following materials will also be posted on the Board's webpage:

<http://www.uregina.ca/president/governance/board-of-governors/minutes.html>

- a. Board Agenda (summary page and not appendices)
- b. Regular reports of the President to the Board
- c. Minutes of Board meetings once approved by the Board (subject to any redactions that may be required in respect of in camera matters).

### 3.5 Internal Communications

#### 3.5.1 Members of the Board

The members of the Board of Governors will:

- a. foster openness and trust among the members of the Board, administration, faculty, staff, students, provincial government, and the public.
- b. seek to be informed about the University and its dynamic role in provincial, national and international society.
- c. maintain respect for the opinions of one's colleagues and proper restraint in criticism of colleagues and officers.
- d. engage in frank, open and respectful discussion at Board meetings but support policies and programs once established. Board deliberations and particulars of votes will remain confidential unless a Board member requests that his/her individual vote be recorded.
- e. advocate on behalf of the University by communicating to the external community an understanding of the University's culture and Strategic Plan.

Decisions taken by the Board shall be released to the media by the Chair, or with approval of the Chair, by the President, at that individual's discretion.

#### 3.5.2 Spokesperson for the Board

The Chair is the only person authorized to speak for the Board of Governors. In the absence of the Chair, the Vice-Chair will as spokesperson for the Board of Governors.

### 3.5.3 Spokesperson for the University

The President, or such other person as s/he may delegate is the primary spokesperson for the University.

## IV. Board Composition

### 4.1 Membership for the Board of Governors

The Board of Governors shall be comprised of the following members as described in Section 56 (2) of the Act:

- a. the Chancellor;
- b. the President;
- c. five members appointed by the Lieutenant Governor in Council;
- d. two members elected by the Senate;
- e. one student who shall be the President of the Students' Union;
- f. one member of the faculty who is a lecturer, assistant professor, associate professor, or professor, who holds a full-time academic appointment in the University and who is elected by members of Council.

The Secretary of the University shall be the secretary of the Board.

### 4.2 Appointment and Reappointment

Members of the Board are appointed or elected in accordance with Section 59 of the Act. Members of the Board appointed by the Lieutenant Governor in Council and members elected by the Senate or faculty shall hold office for a term of three years. Members are eligible for appointment or election for a second term.

The Governance and Nominations Committee of the Board reviews the needs of the Board for specific expertise, resources or skills necessary to bring strength and balance to the Board. This Committee will also maintain a database of all interested candidates. Prospective candidates are referred to the Minister pursuant to the process outlined in the approved Protocol Agreement (*Appendix A*) for appointment.

### 4.3 Resignation/Vacancy

A Board member will automatically cease to be a member of the Board if s/he resigns or s/he dies.

In accordance with Section 60 of *The University of Regina Act, 2011*, vacancies shall be filled according to whether the member is elected or appointed pursuant to 56 (c), (d) and (f). For the elected members from Senate or the Faculty, the Senate Bylaws and Council Regulations provide for the process by which these individuals are elected. For those members appointed by the Lieutenant Governor in Council, the process as defined in the Protocol Agreement approved by the Board (a copy of which is appended as Appendix A and made a part hereof) will be followed. A vacancy on the Board does not impair the authority of the remaining Board members and

notwithstanding a vacancy among the Board members a quorum of the Board may exercise all the powers of the Board.

Where a vacancy occurs at any time in a Committee, the position shall be filled by the Board by a recommendation of the Governance and Nominations Committee.

#### 4.4 Removal

The Board of Governors may recommend that an investigation be conducted by a committee that will include the Chair, the President and the Chancellor under the following circumstances:

- a. gross negligence in a Board member's fiduciary responsibilities; or,
- b. a clear violation of the Board's bylaws; or,
- c. a breach of the Board's confidentiality policy or conflict of interest policy; or,
- d. any other event or act that may be perceived to put the integrity of the University at risk.

In situations where the Chair or Chancellor is involved, the Vice-Chair will be included as the third member of this committee.

The committee has the delegated authority of the Board of Governors to conduct an investigation, to determine whether negligence or a breach has occurred, to determine the extent of the negligence or breach and to make a recommendation to the Board of Governors on the formal action that could be taken up to and including the removal of the member from the Board of Governors. The committee will report its findings and subsequent recommendation to the Board of Governors immediately following its investigation. The Board of Governors will approve the action that will be taken subsequent to the committee's report.

#### 4.5 Succession Planning

##### 4.5.1 Board Skills Matrix Rating

As part of the overall Board evaluation and development process, the Governance and Nominations Committee requires Board members to complete a *Board Skills Matrix Rating Form* once per year (usually in July and August) to indicate what they consider to be the level of their personal knowledge, experience or expertise in each of the identified areas.

An aggregate of the overall responses are used to inform the Governance and Nominations Committee as to the possible workshops that could be offered throughout the coming year to address knowledge gaps that may exist. The responses also provide valuable information regarding the skills that will be sought when recruiting future Board members.

The *Board Skills Matrix Rating Form* is appended as **Appendix B** and made a part hereof.

## **V. Board Members**

### 5.1 Ethics

#### 5.1.1 Board Members Code of Conduct

Board members shall adhere to the following Board Code of Conduct and will undertake to:

- a. act honestly and in good faith with a view to the best interests of the institution;
- b. act responsibly and fairly with the care, diligence, and prudence of a reasonable individual;
- c. carry out their functions with integrity, independence and good faith;
- d. behave in a manner that maintains the good reputation of the Board of Governors and its ability to serve the University's interest;
- e. act in accordance with the Board's mandate and applicable legislation and policies;
- f. act impartially when carrying out their duties;
- g. ensure accurate and up to date contact information, including e-mail addresses are provided to the University Secretariat; and,
- h. adhere to such other requirements that the Board may adopt from time to time as per policy.

#### 5.1.2 Confidentiality

Board members shall protect all information (i.e. information and decision items, Board member discussions, minutes, reports and any other materials) provided to them in connection with their roles as Board members and respect the confidentiality of all Board meetings and committee meetings. Board members shall sign a confidentiality and conflict of interest agreement at the start of their term of office, which will be renewed on an annual basis.

In the event of a potential conflict of interest (real or perceived) regarding an issue involving a Board member, the University Secretary and the Chair (or Vice-Chair if the conflict pertains to the Chair) will ensure that procedures will be put in place to ensure that the Board member does not have access to the confidential information during his/her term or until such time as the conflict of interest is no longer relevant.

### 5.1.3 Conflict of Interest

A conflict of interest, be it real, potential or apparent, whether financial or otherwise, may arise when the private interest(s) of a Board member is/are or may be in conflict with the interests of the University.

At the start of every Board meeting, the Chair will ask Board members to declare if there are any agenda items that are or may constitute a conflict of interest for Board members. The minutes will reflect that this has been asked and whether there are any declarations made. It is incumbent upon Board members to declare, at any time, if a conflict of interest exists, be it real, potential or apparent, financial or otherwise, prior to discussion of and decision on an issue. Having declared that interest, the Board member shall refrain from voting, and, at the discretion of the Chair, may be requested to withdraw from the meeting for that item.

University Policy number GOV-022-010

(<http://www.uregina.ca/policy/browse-policy/policy-GOV-022-010.html>) is applicable to all Board members.

## 5.2 Professional Development

Board Orientation sessions are required and will normally be held in July for new Board members or as required if Board members start at a time other than July. *Board members will be apprised of the Board of Governor's bylaws as part of the orientation program.* Each member is also encouraged to participate in Board member continuing education and development programs as offered by the University or otherwise.

## 5.3 External Communications

### 5.3.1 Board Member Communication with the University through the President

The President serves as the conduit between the Board of Governors and the University. Board members should discuss matters of interest first with the President who can redirect Board members to the appropriate resource at the University. The University Secretary is the resource available to Board members to facilitate discussions with the President, as required.

### 5.3.2 Electronic Communication with Board Members

In between regularly scheduled Board meetings, Board members will receive weekly updates via e-mail on University matters of interest. As needed, the University shall endeavour to keep Board members informed on emerging matters of interest/concern by e-mail. In the event of a crisis, the Emergency Response Procedures Manual located at <http://www.uregina.ca/hr/hse/emergency-management/index.html> outlines specific procedures to be followed by University emergency response personnel in the event of an emergency and includes the communication strategy for the Board of Governors.



#### 5.4 Attendance

Board members are required to attend all Committee meetings for which they are a member as well as all Board meetings. Attendance includes attending meetings in person or alternate forms of attendance as noted in the Board bylaws.

If a Board member is absent from two-fifths of the regular meetings of the Board, or its Committee meetings, over the period of 12 consecutive months, the Chair or delegate shall contact the member to determine his or her interest in continuing to serve as a member of the Board. A Board member absent from two-fifths of the regular meetings of the Board and/or its committees over the period of 12 consecutive months, without sufficient reason or without having made satisfactory arrangements with the Chair, shall be referred to the Committee responsible for dealing with Board member removal (refer to section 4.4 in the Board of Governors bylaws).

Members of the Board may attend meetings for any of the standing Committees, except the Governance and Nominations Committee in which case attendance of non-Committee Board members requires the prior approval of the Committee.

#### 5.5 Honorarium and Compensation

The Board of Governors may pay each member of the Board, except the President of the University or an employee of the Government of Saskatchewan, a sum to be determined by the Board for each day that the member attends a meeting of the Board or any Committee of the Board (pursuant to section 62 (1) of the Act).

The Governance and Nominations Committee of the Board of Governors will review the policy for honoraria every three years and recommend to the Board of Governors changes or amendments to the policy. The policy can be found at <http://www.uregina.ca/policy/browse-policy/policy-GOV-001-005.html>.

The faculty representative to the Board of Governors shall normally receive a teaching workload reduction equivalent to one three-credit-hour course per year.

#### 5.6 Travel and Expenses

Board members required to travel to attend meetings of the Board or its Committees shall be reimbursed for actual expenses incurred (e.g. hotel) consistent with the University Travel and Expense Policy 30.050.10.01 - <http://www.uregina.ca/presoff/vpadmin/policymanual/fs/30051001.shtml>.

#### 5.7 Other University Privileges for Board Members

Board members have access to the following University services (to be arranged through the University Secretariat office):

- a. Complimentary library card;

- b. Staff rates to the facilities at the Centre for Kinesiology Health and Sports (CKHS);
- c. University parking pass on campus to attend Board meetings and Board Committee meetings; and,
- d. a University Club membership.

## 5.8 Liability and Indemnification

Section 65 of the Act states that no action shall be brought against the Board or against any member on account of actions taken or omitted to be done by him or her in good faith in the execution of their role as Board member.

The University shall indemnify and defend present and past Board members against any and all claims brought against such Board member, while serving the University or thereafter in any way connected with the management, operation, activities or existence of the University during their term of appointment, or in consequence of the Board member acting at the request of the University if:

- a. the individual acted honestly and in good faith with a view to the best interests of, the University; and,
- b. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that the individual's conduct was lawful.

The Board shall ensure that there is adequate insurance coverage for the University, including officers' and directors' coverage, on an annual basis through its Audit and Risk Management Committee. The details of the policy can be found in University Policy 30.20.05 <http://www.uregina.ca/presoff/vpadmin/policymanual/fs/302005.shtml>.

## **VI. Board Officers**

### **6.1 Officers of the Board**

The officers of the Board shall be the Chair, the Vice-Chair, the President and the Board Secretary.

### **6.2 Chair and Vice-Chair Term of Office**

The term of office for the Chair and Vice-Chair is one year, renewable by election annually. The election is normally held at the July Board meeting to take effect August 1.

If a resignation takes place in either office mid-term, the Board will hold an election at the Board meeting immediately following the resignation.

### **6.3 Chair and Vice-Chair Election**

Prior to the July Board meeting, the University Secretary will ask all Board members to declare if they have an interest to serve as Chair or Vice-Chair (this is normally done through the annual survey in which Board members are asked for their committee preferences and interest to serve as Chair or Vice-Chair). The University Secretary will advise the Governance and Nominations Committee by e-mail a week prior to the meeting at which the election will be held if more than one candidate has expressed an interest, who will in turn advise the rest of the Board that an election will be required.

Immediately following the email announcement that an election will be held Board members who cannot attend the meeting will advise if they wish to register a vote by proxy through the University Secretary. This proxy vote will be held in confidence by the University Secretary and the vote of the absent Board member will be included in the counting of votes.

At the time determined on the meeting Board Agenda in which an election is required (normally the July Board meeting), the Governance and Nominations Committee will propose a slate to the Board of Governors. The Chair will ask if there are other nominations to be received from the floor. Once all nominations are received, the Chair will ask for a motion that ends the call for nominations.

If candidates are unopposed for the role of Chair or Vice-Chair (i.e. only one person expresses an interest to serve), the election shall be by a show of hands.

If more than one candidate has expressed an interest to serve in the role of Chair or Vice-Chair, the election shall be by ballot using the following process:

- a. The Chair will ask a Board member who is not seeking election for either office, to act as scrutineer.
- b. All Board members, including the Chair, will participate in the election by ballot.
- c. The election(s) will be done by asking all Board members present at the meeting to 'write in' their desired candidate for each office on a paper ballot. If required, the election for

Chair and Vice-Chair will be conducted at the same time.

- d. With the scrutineer present, the ballots (including any proxy ballots previously provided to the University Secretary from any absent Board member) will be collected and counted by the University Secretary.
- e. The result of the election will be announced at the end of the meeting by the Chair.
- f. Elections are determined by majority vote. Balloting will continue until a majority vote is determined.
- g. After the election is concluded, the Chair will ask for a motion to destroy the ballots immediately following the meeting.

#### 6.4 Chair

The Chair works with the President to ensure effective relations with Board members, stakeholders, and the public and reinforces that all communication flows through the President.

The Chair maintains on-going communications with the University Secretary. The Chair interacts with other members of the senior administration, normally through the President.

The Chair's primary role is managing the affairs of the Board including ensuring that the Board is organized properly, functions effectively, and meets its obligations and responsibilities. This is achieved by:

- a. acting as the principal sounding board, counselor, and confidant for the President, including helping to review strategies, define issues, maintain accountability, and build relationships
- b. working closely with the President to ensure that management strategies, plans, and performance are appropriately presented to the Board;
- c. providing assistance on major policy issues such as new strategic initiatives;
- d. assisting in representing the University, where appropriate;
- e. ensuring that the President is aware of concerns of the Board, stakeholders, and the public;
- f. leading the Board in monitoring and evaluating the performance of the President, ensuring the accountability of the President and ensuring implementation of the management succession and development plans by the President;
- g. presiding at all meetings of the Board;
- h. ensuring that the Board is aware of its obligations to the University, management, stakeholders, and adheres to all applicable laws;
- i. establishing the schedule of Board meetings and reviewing such schedule from time to time, as considered appropriate or as requested by the Board;

- j. ensuring the coordination of the agenda, information packages, and related events for Board meetings in conjunction with the President and the University Secretary;
- k. ensuring that the Board receives adequate and regular updates from the President and the Vice-Presidents on issues important to the welfare and future of the University;
- l. recommending, through the Governance and Nominations Committee, the committee members and Committee chair appointments to the Board for approval and their review of the need for, and the performance and suitability of, those Committees;
- m. assigning an experienced Board member as a mentor for each new Board member;
- n. meeting annually with all Board members individually to provide an opportunity for Board members to discuss the Board's operations and any other concerns that they may have;
- o. performing formal exit interviews with departing Board members and reporting back to the Board any information that is deemed important, at the discretion of the Chair, that is considered to improve Board operations;
- p. ensuring, in conjunction with the President, that the University's management and, where applicable, the Board, are appropriately represented at official functions and meetings with major stakeholders; and,
- q. undertaking public service activities, as requested by the President and relevant Committees, in connection with the University's objectives.

## 6.5 Vice-Chair

In the event of the absence or disability of the Chair, the Vice-Chair shall have all the powers and perform all the duties of the Chair (pursuant to section 57 of the Act).

## 6.6 President

The President shall be an officer of the Board and carry out such duties as may be delegated to him/her pursuant to the Act.

## 6.7 Board Secretary

### 6.7.1 Role of the Board Secretary

The Board Secretary shall keep all records necessary to the Board of Governors office and shall perform such other duties as the Board, the Senate or the Council may require.

### 6.7.2 Appointment of Board Secretary

The University Secretary is appointed as the Board Secretary on recommendation by the President and is responsible to the Board through the President. The University Secretary is a senior administrator of the University.

The Board may appoint some other person to act as Board Secretary during the disability or absence of the University Secretary. The Acting Secretary shall, during such disability or absence, perform the duties and have all the powers of the Board Secretary.

## VII. Decision Making and Meetings of the Board

### 7.1 Meetings (Regular, Special, Emergency)

Regular meetings of the Board shall be held up to five (5) times per year. The University Secretary shall develop an annual schedule of Board and Committee meetings which will be presented to the Board at least one year in advance for approval. Any meeting may be postponed or cancelled at the discretion of the Board or of the Chair and the President.

Special meetings of the Board shall be called by the Chair at the request of the President or on the written request of six (6) members of the Board of Governors. The purpose(s) of the special meeting shall be stated in the written call to Board members and no other business shall be conducted at the meeting.

### 7.2 Closed Meetings

Board meetings shall be closed except for persons invited to attend. The University Secretary is a regular attendee and other designated officers of the University (i.e. vice-presidents) or guests are invited at the discretion of the Chair.

### 7.3 *In Camera* Meetings

*In Camera* meetings are held on a regular basis and are normally scheduled at the end of the regular meetings of the Board. The only individuals entitled to attend *in camera* Board meetings, are the Board members themselves and the University Secretary. The *in camera* session of the regular meeting is normally divided into two parts: one with the President present (*in camera I*) and one in which the President is excused (*in camera II*). The University Secretary will normally remain for all *in camera sessions*, except in those instances when excused by the Chair.

Detailed minutes of discussions held *in camera* normally will not be kept; however, decisions made at an *in camera* session will be recorded and included as part of the open minutes from the meeting unless otherwise permitted pursuant to *The Local Authority Freedom of Information and Protection of Privacy Act*.

In cases of a meeting that is completely *in camera*, a record of the meeting having occurred, those present, and decisions taken will be recorded in minutes that will remain confidential. These minutes will be reviewed and approved by the Board at its next *in camera* session.

Under *The Local Authority Freedom of Information and Protection of Privacy Act*, disclosure of the records from *in camera* meetings will be exempt from disclosure if these records could be reasonably expected to disclose:

- a. positions, plans, procedures, criteria or instructions developed for the purpose of contractual or other negotiations by or on behalf of the University, or considerations that relate to those negotiations [clause 16(1)(c)];
- b. information, including the proposed plans, policies or projects of the local authority, the disclosure of which could reasonably be expected to result in disclosure of a pending policy or budgetary decision [clause 16(1)(e)];

- c. information, the disclosure of which could reasonably be expected to interfere with contractual or other negotiations of the University [clause 17(1)(d)];
- d. positions, plans, procedures, criteria or instructions developed for the purpose of contractual or other negotiations by or on behalf of the University, or considerations that relate to those negotiations [clause 17(1)(e)]; or
- e. information, the disclosure of which could reasonably be expected to prejudice the competitive position of or interfere with the contractual or other negotiation of a third party [clause 18(1)(c)].

#### 7.4 Annual Work Plan

Each Committee shall develop an annual work plan and present its work plan to the Board for approval. The combined summary of all Committee work plans will be the work plan for the Board of Governors which will also be annually reviewed and approved.

#### 7.5 Rules of Order

Conduct of the meetings of Board and its Committees shall be guided by the rules of order as detailed in the current edition of *Robert's Rules of Order* (Tenth Edition, 2002).

#### 7.6 Voting

##### 7.6.1 Quorum

Six members of the Board constitute a quorum for the transaction of business (*Section 58 of the Act*). For the purpose of achieving quorum, a member joining the meeting, by teleconference or other electronic media which permit all persons participating to hear one another shall be considered to be present. If quorum is lost, the meeting will be automatically deemed to be adjourned.

##### 7.6.2 Normal Voting

Unless otherwise noted in these Bylaws, normal voting procedures is by a show of hands at the call of the Chair, and in the event that a Board member attends by teleconference, will be by verbal affirmation.

##### 7.6.3 Alternative Voting Procedures and Authorized Media

A vote by written resolution (through email voting) may be called if required in order to deal with a matter outside of a regularly scheduled Board meeting, at the determination of the Chair of either the Board or any of the respective Committees. The e-mail address that will be used is the one provided by the Board members and updated regularly. The regulations for e-mail votes of the Board of Governors are as follows:

- a. Decision by e-mail votes shall require an eighty percent (80%) return of responses and a two thirds (66.6%) majority of those voting.



- b. Three business days from date of e-mailing shall be allowed to complete the poll, from date of notification by e-mail.
- c. Decisions taken by the Board of Governors by e-mail are deemed approved and will be announced by e-mail and documented by the University Secretary in the official record of the Board of Governors.
- d. Committee decisions by e-mail will be recommended to the Board of Governors for approval at its next meeting.

## 7.7 Meeting Venue

### 7.7.1 Normal Meeting Location

Normally, the meeting place for Board of Governors meetings is the Administration-Humanities Boardroom 527 located at the University's Wascana Parkway campus.

### 7.7.2 Alternative Meeting Location

In the event that an alternative meeting location is required, Board members will be advised by email at least 24 hours before the set time of the meeting regarding the location of the meeting.

## 7.8 Delegations to the Board

Any person may communicate with the Board of Governors in writing on a matter of interest to the Board. Such communication shall be received by the University Secretary at least seven days prior to any meeting of the Board to permit time for distribution of the material.

Decisions on whether or not a person or persons shall be permitted to meet with the Board shall be determined by the Chair and the President, in consultation with the University Secretary. If a person or persons is/are to make a presentation to the Board, this shall normally be done under the following conditions:

- The material or brief shall be made available for distribution with the regular agenda material for the Board meeting.
- A specific time limit shall be established, in advance, for the presentation and discussion (not normally to exceed 30 minutes in total).
- Following the presentation, the person or persons will leave the meeting and the Board shall consider the representations made and make whatever decisions the Board deems necessary or appropriate.

## **VIII. Board Documents**

### 8.1 Agendas

Board agendas will include, but shall not be limited to:

- a. the minutes of every regular or special meeting since the previous regularly scheduled Board meeting;
- b. reports from the Board standing Committees, and ad hoc Committees (when applicable);
- c. reports from the Chair, the Chancellor, the President and the President of the Students' Union; and,
- d. a report from Senate that will include the items recommended to the Board by Senate for decision as well as a summary of all other Senate decisions taken for information.

### 8.2 Schedule of Delivery of Agendas and Notices of Meetings

Regular Meetings: Notices of meeting and agenda material for regular meetings should be sent by courier a minimum of four (4) calendar days in advance of the meeting.

Special Meetings: At the call of the Chair, e-mail notices of the meeting and all available agenda material for special meetings shall be sent a minimum of two (2) calendar days in advance of the meeting. The University Secretary will undertake to confirm receipt of the email by all Board members and report back to the Chair prior to the meeting to ensure that all attempts have been made to connect with all Board members.

### 8.3 Distribution of Agendas and Minutes

The University Secretariat is responsible for the distribution of agendas and minutes. All information provided to the Board of Governors shall be done through the University Secretariat.

### 8.4 Record of Proceedings

The minutes of each meeting of the Board of the Governors or any of its standing or *ad hoc* Committees will include the following detail:

- a. The type of meeting – regular or special;
- b. The date, time and location of the meeting;
- c. The name of the Committee or if it is a Board of Governors meeting;
- d. Declarations of any conflicts of interest by Board members;
- e. The attendees at the meeting, including Board members, the University Secretary and University Officers;

- f. Whether minutes of the previous meeting were read and approved and if amendments were made to the minutes;
- g. Every motion or resolution made at the meeting. The name of the moving Board member and the seconder will be recorded;
- h. Any Board member may have his or her vote recorded for the minutes on request which will be part of the public record; and,
- i. The time of adjournment, including the name of the individual that made a motion to adjourn.

The minutes shall be approved at the next meeting of the Board and once approved, will be signed by the University Secretary and the Chair and put into the official records of the Board of Governors. The minutes from the standing and *ad hoc* Committee meetings shall be approved at the next Committee meeting and once approved are put into the official records of the Board of Governors.

The University Secretariat will prepare a summary of the decisions taken at the meeting within five (5) business days of any meeting as evidence of the actions taken by the Board of Governors.

## 8.5 Other Board Records

### 8.5.1 University Secretary's Role

The University Secretary will hold the official files of the Board of Governors, including all correspondence received on behalf of the Board of Governors. These records will be retained, disposed and archived in accordance with the Records and Information Management Policy of the University:

<http://www.uregina.ca/policy/browse-policy/policy-GOV-070-005.html>.

### 8.5.2 Record Custodian

The University Secretary is the Custodian of the Board of Governors records. Every year the records of the meetings held the year prior will be bound and housed in the University Secretariat.

## 8.6 Recording of Meetings

Recordings, by any means, of a Board meeting or a meeting of any of its Committees are not permitted.

## **IX. Corporate Issues**

### 9.1 Delegation of Board Authority

#### 9.1.1 Policy of Delegation

Section 62 (n) of the Act states that the Board may delegate any of the powers conferred upon it by the Act to a Committee or an officer of the Board. **Appendix C** sets out the Board's approved Guidelines for Determining the Locus of Policy Decision Making at the Board and Executive Levels.

#### 9.1.2 Reporting Requirements for Decisions Made With Delegated Authority

Every officer or committee of the Board shall ensure that all decisions made using delegated authority shall be reported to the Board at regular intervals or as required.

#### 9.1.3 Review Cycle for Delegations

The Governance and Nominations Committee, will annually review the summary of decisions that have been delegated by the Board.

#### 9.1.4 Signing Authority and Execution of Documents

The officers of the Board will have the authority to sign on behalf of the Board of Governors for the University and to execute documents that result from the decisions of the Board. Board officers will follow the University Signing Authorization policy: <http://www.uregina.ca/presoff/vpadmin/policymanual/fs/303015.shtml>

#### 9.1.5 Delegation – Acting President

By annual resolution, the Board of Governors shall appoint a member of the staff to be Acting President to exercise the powers and perform the duties of the President when the President is ill or absent (Section 81 (2) of the Act). *Normally, the following priority for Acting President will be in force and is subject to annual review and approval:*

- a. The Provost and Vice-President (Academic) or, if absent,
- b. The Vice-President (Administration), or, if absent,
- c. The Vice-President (Research).

## 9.2 University Seal

The coat of arms is the corporate seal for the University (the “University Seal”). It will appear on degrees and diplomas granted by the University and on formal corporate documentation which includes the master copy of the Senate and Board bylaws held in the University Secretariat.

The University Secretary shall be the keeper of the University Seal.

The University Seal shall be kept in a locked and secure place. The University Seal shall be made available for use in a secure location that allows vigilant oversight.

The University Seal may be affixed by the University Secretary, or other delegate authorized to sign contracts on behalf of the University pursuant to the Signing Authority Policy, or by an agent or employee of the University carrying out his/her assigned duties.

## 9.3 Fiscal Year

The fiscal year for the University of Regina is May 1 to April 30.

## 9.4 Borrowing Powers

Section 69 of the Act states that the Board may by resolution authorize the borrowing of such sums of money as may be required to meet the expenditures of the university until the revenues for the current year are available.

Sections 67 and 67.1 of the Act set out the liability and expenditure limits that the Board may not exceed without the prior approval of the Minister, or in some cases the Lieutenant Governor in Council.

## 9.5 Financial Controls

The Board of Governors shall consider and approve a comprehensive annual budget for the University, shall review and compare actual and projected revenues and expenditures with the budgeted figures during the fiscal year, and shall monitor such expenses in accordance with the Fund Monitoring Policy:

<http://www.uregina.ca/presoff/vpadmin/policymanual/budget/5310.shtml>.

## **X. Committees**

### 10.1 Authority

The Board has the authority to appoint standing and *adhoc* special Committees as are deemed necessary and shall appoint Board members to those Committees by resolution.

### 10.2 Establishment

Each standing and *adhoc* special Committee shall have a written purpose which will be defined in its terms of reference outlining its composition and accountabilities. *Adhoc* special Committees' terms of reference will include clear outcomes and a termination date for the work of the Committee.

### 10.3 Changes to Committee Structure

Changes to the University's governing standing committee structure will normally be made by resolution of the Board, as considered and recommended by the Governance and Nominations Committee.

### 10.4 Committee General Regulations

Quorum for all Committees is fifty percent plus one (51%).

Matters decided by the Committee shall be decided by a majority vote of those present and eligible to vote. All members of Committees appointed by the Board shall be entitled as Board appointees or representatives to move, second and vote on resolutions at meetings of Committees to which they have been named.

Any Committee with the approval of the Board is empowered to retain outside advice at the expense of the University where it deems that such advice is necessary and desirable for the effective performance of its responsibilities.

### 10.5 Committee Meeting Schedule

All Committees, with the exception of the Distinguished Service Award (DSA) Committee, will normally meet at least five (5) times per year, the day prior to the Board meetings. The standing committee meeting schedule is prepared one year in advance. The Distinguished Service Award Committee will generally meet once per year.

Meetings of the Committee may be called by the Chair of the Committee, the Chair of the Board, or the President.

Senior University officers, as outlined in the Committee's terms of reference, will normally attend the Committee meetings. Other designated officers of the University and other guest may be invited to attend Committee meetings where such attendance is warranted by the agenda and with the approval of the President and the Committee chair. The only individuals entitled to

attend *in camera* sessions at a Committee meeting, are the Committee members and the University Secretary.

## 10.6 Terms of Reference

### 10.6.1 Approval

Each Committee is responsible for developing its terms of reference and for bringing its terms of reference to the Board for approval.

### 10.6.2 Amendment

Amendments to the terms of reference of a Committee must be approved by the Board.

### 10.6.3 Review Cycle

Each Committee will annually review its terms of reference, and recommend changes as required.

## 10.7 Annual Committee Work Plans

Each Committee is responsible for annually developing a work plan and for bringing this work plan to the Board for approval.

## 10.8 Regular Reports to the Board

A copy of the record of the proceedings of the Committee, including the agenda material, when sent to and received by members of the Board may be accepted as the equivalent of a corresponding part of such report.

Committee chairpersons should report on their Committees' deliberations, activities, and plans. Each chairperson should arrange adequate communications among the Committee members such that requests and recommendations to the Board represent a consensus of the Committee.

## 10.9 Committee Membership

### 10.9.1 Term of Service

All Committee appointments shall be for a term of one year.

### 10.9.2 Appointment

Appointments will be completed by annual resolution by the Board on recommendation from the Governance and Nominations committee which will consider the preference of the Board members.

### 10.9.3 Committee Chair

The chair of each standing Committee shall be appointed by the Board from its Board members, on recommendation of the Governance and Nominations Committee.

### 10.9.4 Independence

Some standing Committees require independent Board members as members of the Committee pursuant to its terms of reference in order to minimize conflicts of interest. For this reason, the Audit and Risk Management Committee will have only members that are deemed independent. Due to conflicts of interest, no member of the Board that earns an income from the University (except the President and any board member that receives an honorarium) can serve on the Human Resources Committee.

The Board shall assess whether each member is independent as part of the annual request for Board members to declare which Committees they would like to serve on as members. The assessment shall also be conducted at such time as a member joins the Board and between election and/or appointment. Each member who has been determined to be independent shall notify the Chair or the Chair of the Governance and Nomination Committee, in the event that such member's personal situations change, in a manner that may affect the Board's determination of whether such member is independent.

### 10.9.5 Resignation/Vacancy

Should a Committee member or Committee chair resign prior to the end of his/her term, the Governance and Nominations Committee will recommend to the Board for approval a replacement Committee member or Committee chair for the remainder of the term.

### 10.10 Committee Secretary

Each Committee shall have the University Secretary present at all meetings. The University Secretary is responsible for providing a written agenda in advance of each meeting, for ensuring the taking minutes at each meeting and, for distributing copies to all members and (as part of the Committee's report) to the full Board.

### 10.11 Standing Board of Governors Committees

The standing Committees of the Board of Governors are:

- a. Audit and Risk Management Committee: Terms of Reference and Annual Work Plan, [appended as Appendix D](#)
- b. Distinguished Service Award Committee: Terms of Reference and Annual Work Plan, [appended as Appendix E](#)
- c. Finance and Facilities Committee: Terms of Reference and Annual Work Plan, [appended as Appendix F](#)
- d. Governance and Nominations Committee: Terms of Reference and Annual Work Plan, [appended as Appendix G](#)



- e. Human Resources Committee: Terms of Reference and Annual Work Plan, [appended as Appendix H](#)

## **XI. Assessment**

### 11.1 Review Cycle

Annually, the Board of Governors will complete a Board evaluation and audit itself against the adopted TSX Corporate Governance Guidelines.

Semi-annually, the Board will receive a report regarding institutional performance which will be provided through the approved Performance Measurement Framework.

### 11.2 Board Evaluation

The Board Evaluation (appended as Appendix I and made a part hereof) is designed to provide the Chair and Board members with an opportunity to evaluate how the Board is operating and to make suggestions for improvement. Each member of the Board is asked to complete an evaluation form following the July Board meeting.

The University Secretary develops and oversees the process to enable each Board member to assess the effectiveness and performance of the Board, the chair, the Board standing Committees and their respective chairs and themselves as a member of the Board. The Board will evaluate itself normally once per year and the University Secretary provides the results of the Board evaluation to the Governance and Nominations Committee who will share the results with the rest of the Board.

Board members are encouraged to comment freely. The results are confidential and will be presented only in aggregate form to the Board at its next Board meeting where an *in camera* discussion shall be held by the Board to discuss and review the feedback from the assessment and consider improvements that will be sought, as required.

The Compliance with Adapted TSX Corporate Governance Guidelines is *appended as Appendix J* and is used annually by the Board of Governors to assess its governance against leading governance practices.

### 11.3 Board Members

#### 11.3.1 Meetings with the Chair

The Chair will meet at least once annually with all Board members to provide an opportunity for Board members to discuss the Board's operations and any other concerns that they may have.

#### 11.3.2 Formal Exit Interviews

The Chair or his/her designate will complete a formal exit interview with all departing Board members and report that these interviews have taken place at the next regular Board meeting.

## **XII. Bylaw Matters**

### 12.1 Bylaw Approval

The Board of Governors has the authority to approve its own bylaws (section 62 (a) of the Act) by resolution at a Board meeting.

### 12.2 Bylaw Repeal and Amendment

Bylaws may be altered at any meeting of the Board, but notice of any proposed alteration shall be given to the University Secretary at least ten (10) days prior to the meeting at which such amendment is to be considered. Board members will receive the proposed amendment and/or repeal in its Board Agenda that is distributed prior to the meeting scheduled.

### 12.3 Bylaw Review

Bylaws will be reviewed regularly by the Board of Governors, and no less than once every five (5) years.

ENACTED by the Board of Governors the 5<sup>th</sup> day of December, 2012.



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Paul McLellan, Chair