Board of Governors
By-laws

1. GENERAL BY-LAWS OF THE BOARD OF GOVERNORS OF DALHOUSIE UNIVERSITY

Enactment of By-laws

1.1 The following by-laws are hereby enacted by the Board of Governors of Dalhousie University in accordance with the Act.

Repeal of Former By-laws

1.2 Any by-laws passed previously are repealed, but such repeal does not affect the validity of anything done previously by the Board.

2. DEFINITIONS

In these by-laws:

"Act" shall mean the Statutes of Nova Scotia that provide for the creation, incorporation, continuation and regulation of the University, the Board, the Senate and matters relating thereto.

"Board" shall mean the Board of Governors of the University.

"Chancellor" shall mean the Chancellor of the University.

"Member" shall mean a member of the Board.

"President" shall mean the President and Vice-Chancellor of the University and, where the context permits, shall include Acting President.

"Secretary" shall mean the University Secretary of the University and, where the context permits, shall include Acting University Secretary.

"Senate" shall mean the Senate of the University.

"Senior University Administrators" shall mean the President, the Provost, the Vice-Presidents, the Secretary, the Treasurer and other persons as may be identified from time to time by the Board.

"Treasurer" shall mean the Vice-President Finance and Administration of the University and, where the context permits, shall include Acting Vice-President Finance and Administration.

"University" shall mean Dalhousie University.

"Vice-President" shall mean a Vice-President of the University and, where the context permits, the word Vice-President shall include an Acting Vice-President.

3. MEMBERSHIP OF THE BOARD

Composition

3.1 The Board shall consist of:

a) *Ex officio* Members being those persons who hold the positions of the President, the Chancellor and the Chair of Senate;

b) Three persons appointed by the Board as nominated by the Dalhousie Student Union and recommended by the Governance and Human Resources Committee

c) Two persons appointed by the Board as nominated by the University Senate and recommended by the Governance and Human Resources Committee

d) Four persons appointed by the Board as nominated by the Dalhousie Alumni Association and recommended by the Governance and Human Resources Committee

e) Three persons appointed by the Board as nominated by the Governance and Human Resources Committee; and

f) Fifteen persons appointed by the Governor in Council upon the recommendation of the Board as recommended by the Governance and Human Resources Committee.

Appointments and Nominations

3.2 At the Annual meeting or such other meeting deemed appropriate by the Chair, the Governance and Human Resources Committee shall submit Membership nominations to the Board pursuant to by-law 3.1 (b), (c), (d) and (e). Persons so nominated shall become a Member by a vote of the majority of Members present at the meeting.

3.3 At the Annual Meeting or such other meeting deemed appropriate by the Chair, the Governance and Human Resources Committee shall submit a slate of Membership nominations to the Board pursuant to by-law 3.1(f). Nominations approved by vote of a majority of Members present shall be submitted to the Governor in Council for recommendation for appointment. Once appointed, such persons shall be Members.

Term of Membership on the Board

3.4 Normally a Member's term shall be for a period of three years unless otherwise approved by the Board on the recommendation of the Governance and Human Resources Committee.

3.5 Normally no Member may be appointed to the Board pursuant to by-law 3.1(b), (c), (d), (e), or (f) for more than three consecutive three-year terms (or for no greater than a total of nine consecutive years), unless such Member is the Chair of the Board. The Chair may be nominated for an additional term as a Member to coincide with the end of their term as Chair.

3.6 A Member who is ineligible to be appointed to the Board pursuant to by-law 3.5 shall become eligible to be nominated after a lapse of one year from the conclusion of such Member's last term on the Board.

Vacancies on the Board

3.7 Vacancies on the Board for Members appointed pursuant to by-law 3.1(b), (c), (d), (e) or (f) may be filled for the remainder of the term by the Board following the procedures outlined in by-laws 3.2 and 3.3.

3.8 A position on the Board is vacated when a Member appointed pursuant to by-law 3.1 (b), (c), (d), (e) or (f):

a) resigns, or

b) ceases to be eligible for appointment as a Member, or

c) has their Membership terminated by resolution of the Board approved by two-thirds of the Members present. Before such resolution may be considered, the Member must be given fifteen days written notice of the proposed resolution by e-mail, mail or other method of delivery.

Code of Conduct

3.9 All Members and all members of a Committee of the Board shall comply with the Board's Code of Conduct.

4. APPOINTMENT OF CHANCELLOR AND BOARD OFFICERS

Chancellor

4.1 The Chancellor shall be appointed by the Board on the recommendation of the Governance and Human Resources Committee. The term of appointment or reappointment shall be no greater than three years. The Chancellor is eligible for reappointment for a second term, on the recommendation of the Governance and Human Resources Committee and approval of the Board.

Board Officers

4.2 The Officers of the Board shall consist of the following:

a) Chair
b) Vice-Chair
c) President
d) Secretary
e) Treasurer
f) Such other Officers as are determined from time to time by the Board.

Chair and Vice-Chair

4.3 The Chair shall be appointed by the Board on the recommendation of the Governance and Human Resources Committee. The term of appointment or reappointment for a Chair shall normally be no greater than three years. The Chair is eligible for reappointment for a second term, on the recommendation of the Governance and Human Resources Committee and approval of the Board.

4.4 The Vice-Chair shall be appointed annually by the Board on the recommendation of the Governance and Human Resources Committee.

4.5 The President, Chancellor, Chair of Senate, student Members and faculty Members are not eligible to be nominated Chair or Vice Chair.

President

4.6 The President shall be appointed by the Board and shall be the Chief Executive Officer of the University. When the Chancellor is absent or if there is a vacancy in the office of the Chancellor, the President shall perform the functions of the Chancellor. Subject to the direction of the Board, the President shall have responsibility for the general and active management of the academic and administrative affairs of the University, and the Senior University Administrators, teaching staff, employees, and students thereof, and also shall have such other powers and duties as from time to time may be conferred upon, or assigned to, the President by the Board.

Secretary

4.7 The Board shall appoint a Secretary who shall serve at the pleasure of the Board, and shall be directly responsible to the President and to the Chair. The Secretary shall have charge of the minutes and records of the Board, and shall give or cause to be given notice of all regular and special meetings of the Board. The Secretary shall perform such duties as may from time to time be assigned to the Secretary by the Board or the President.

4.8 The Board may from time to time appoint an Acting Secretary to perform the duties of the Secretary when the latter is unable by reason of absence or other cause to perform such duties.

Treasurer

4.9 The Treasurer shall be directly responsible to the President and the Board and shall have charge of the financial books and records of the University. The Treasurer shall perform such duties as may from time to time be assigned to the Treasurer by the President or the Board and shall issue or cause to be issued financial reports.

4.10 The Board may from time to time appoint an Acting Treasurer to perform the duties of the Treasurer when the latter is unable by reason of absence or other cause to perform such duties.

Other Officers

4.11 The duties of all other Officers shall be such as their terms of engagement state or the Board requires of them.

5. POWERS OF THE BOARD

5.1 The powers, rights, authorities and privileges of the Board are determined by the Act and these by-laws are to be construed in accordance with the Act.

6. MEETINGS OF THE BOARD

Regular Meetings

6.1 Regular meetings of the Board normally shall be held at least four times each year at such times as may be determined from time to time by the Board. The Annual Meeting of the Board shall be the regular meeting in June unless otherwise determined by the Board. Any meeting of the Board may be postponed or cancelled at the discretion of the Board or of the Chair and the President.

6.2 Notice of the time and place of each regular meeting shall be given by the Secretary to each Member, by e-mail, mail or other methods of delivery, at least ten calendar days before the meeting is to take place. When considered necessary or appropriate by the Chair, notice of the meeting may be given orally or by such other method as determined by the Chair. Such notice shall specify in reasonable detail the matters, other than those of a routine nature, which are to be considered at the meeting.

6.3 Subject to the *Act* and section 6.22 hereof, all meetings of the Board normally shall be open to the public and no person shall be excluded therefrom except for improper conduct provided, however, that admission to persons who are not Members or resource persons will be on a first come, first admitted basis subject to the limitations of available space.

6.4 Members of the public attending the meeting shall not be permitted to address the meeting unless invited by the Chair. No person will be permitted to use cameras, video or audio recording devices or other electronic equipment during the Board meeting.

Special Meetings

6.5 Special meetings of the Board may be convened at the request of the Chair or, in case of the Chair's absence, the Vice-Chair, or the President, or any seven Members.

6.6 Notice of a special meeting shall be given not less than twenty-four hours before the meeting is to take place and shall specify in reasonable detail the purpose of the meeting.

6.7 A special meeting of the Board may be held without formal notice in any one of the following circumstances:

a) if all the Members are present (including present by telephone, video conference or other technology);

b) if those absent have waived notice or have signified their consent orally or in writing, either before or after to the meeting being held in their absence; or

c) if the Secretary has taken reasonable steps to attempt to give notice of the meeting and has been able to contact a minimum of two-thirds of the Members and the Members present at the meeting vote in favour of the waiver of notice of all Members for the meeting.

6.8 Notice of any meeting or any irregularity in the meeting or meeting notice may be waived by any Member.

Participation in Meetings

6.9 Meetings of the Board may be conducted by teleconference, videoconference or other such technology provided that the meeting can be conducted in a manner that enables all participants in the meeting to hear the deliberations of the meeting at the same time and to actively participate.

6.10 Participation in person is always considered preferable, and teleconference participation is intended as a contingency when in-person participation is not practical. Any member of the Board may, subject to logistical constraints, participate in a meeting of the Board by means of teleconference, videoconference or other such technology. A member participating in a meeting by such means shall be deemed to be present at the meeting. A request to participate in a meeting by telephone or video link or other technology must be made to the Secretary at least five (5) calendar days prior to the meeting in question.

Quorum

6.11 One-half of the Members present shall constitute a quorum at any meeting of the Board.

Error in Giving Notice or the Conduct of a Meeting

6.12 The accidental failure to give notice of a regular or special meeting to any Member or any accidental irregularity in connection with the giving of notice or the conduct of a meeting shall not invalidate the proceedings of the meeting.

Voting at Meetings

6.13 Unless otherwise provided herein, matters arising at any meeting of the Board shall be decided by a majority of votes. Only Members present may vote and no Member may be represented by proxy. The Chair shall have a single vote which would typically be cast after other Members have voted. All votes at any meeting shall be taken by ballot if so demanded by any Member present, but if no demand is made the vote shall be taken in the usual way by a voice vote or a show of hands. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

6.14 Under exceptional circumstances, and with the consent of the Chair, the Board may use an electronic process for voting on special resolutions outside of its regular meeting schedule. Such resolutions require approval of a two-thirds majority of the Members. The outcome of an electronic vote will be reported at the next regular meeting of the Board and a record contained in the minutes of that meeting.

Chair

6.15 The Chair shall chair the meeting and shall determine the procedures for the conduct of such meeting consistent with these by-laws and subject to such direction or procedures as may be adopted from time to time by the Board. In the absence of the Chair, the Chair's duties shall be performed by the Vice-Chair and, in the absence of the Vice-Chair, by such other Member as the Board may appoint for such purpose.

Agenda

6.16 The agenda for any meeting shall be prepared by the Secretary in consultation with the Chair and the President.

6.17 The business of a meeting shall be confined to the agenda approved at the beginning of the meeting and no new matter shall be dealt with unless the introduction of such new matters shall be approved by a majority of the Members

present. The Chair shall be notified before the meeting of new items to be submitted for inclusion on the agenda and, at the commencement of the meeting, the Chair shall request a motion concerning the disposal of such items.

6.18 A consent agenda may be presented by the Chair at the beginning of a meeting. Items may be removed from the consent agenda on the request of any one Member. Items not removed may be adopted by general consent without debate. Removed items may be taken up either immediately after the consent agenda or placed later on the agenda at the discretion of the Chair.

6.19 Normally resolutions to be considered at a meeting shall be submitted in writing to the Secretary at least seven calendar days in advance of the meeting to enable them to be included in the agenda package for the meeting.

Evidence of Action

6.20 Save and except where it is otherwise herein provided, the action of the Board upon any matter coming before it shall be evidenced by resolution and the entering thereof in the minutes of the Board shall be prima facie evidence of the action taken.

Record of Proceedings

6.21 A record of the proceedings of each meeting of the Board shall be kept for the purpose of preparing the minutes and shall be destroyed upon approval of the minutes. The minutes of the previous meeting shall be submitted for adoption at the next meeting of the Board. After adoption by the Board, the minutes of the open session proceeding of the meeting shall be made available to the public. A copy of the minutes of each meeting as drafted by the Secretary of the Board shall be sent to each Member prior to the next regular meeting of the Board.

Confidentiality

6.22 Where confidential matters of the University are being considered, that part of the meeting may be held *in camera* at the discretion of the Chair. The Chair, or a majority of Members present, may at any time, in their sole discretion, determine that a meeting or any part thereof be held *in camera*, in which event, only persons authorized by the Chair or the Board to be present may remain at the meeting. Unless otherwise determined by the Board, all Members and any person entitled by the Board to attend an *in camera* part of a meeting of the Board shall respect the privacy of matters discussed in confidence and shall not disclose such matters without the prior approval of the Board.

7 COMMITTEES

7.1 The committees constituted by the Board shall be:

a) The Executive Committee, as required pursuant to the Act. Terms of Reference for the Executive Committee shall be as approved by the Board, on the recommendation of the Governance and Human Resources Committee. The Chair of the Board shall be the Chair of the Executive Committee.

b) Standing Committees, being those Committees determined as Standing Committees by the Board from time to time, and which are accountable to the Board. Standing Committees may include in their membership one or more persons who are not Members, subject to the proviso that the Chair and the majority of members of a Standing Committee must be Members of the Board unless otherwise determined by the Board. Terms of Reference for each Standing Committee shall be as approved by the Board on the recommendation of the Governance and Human Resources Committee and shall outline the Standing Committee's mandate, composition, functioning, duties and responsibilities.

c) Ad Hoc Committees, being those Committees appointed by the Board for specific duties, as outlined in Board-approved Terms of Reference setting out their mandate, composition, functioning, duties and responsibilities. Unless specifically provided otherwise by the Board, each Ad Hoc Committee shall automatically be dissolved on the date of the receipt of its final report to the Board. Such Committee may, at the discretion of the Board, be reappointed with the same or different membership. Except to the extent that the Board provides otherwise, the appointment of such Ad Hoc Committees, their membership requirements and the conduct of their activities shall be as prescribed for the Standing Committees of the Board.

<u>Executive and Standing Committees – General Regulations</u>

7.2 The Executive Committee and every Standing Committee shall be subject to the following general regulations unless otherwise provided for in the Act, these by-laws or in the Committee's Terms of Reference.

7.3 Changes to the Terms of Reference of a Committee shall be recommended by the Governance and Human Resources Committee and approved by the Board, provided that two-thirds of the Members present vote in favour of the proposed changes.

7.4 The Chair of the Board and the President shall receive notice of and have the right to attend any meeting of a Standing Committee, with voice but no vote. The Chair may be appointed as a full member of a Standing Committee in the normal course of service as a Board Member, in which case the Chair's attendance would count in quorum and they would have voice and vote.

7.5 All members of Committees shall serve as members at the pleasure of the Board. Vacancies occurring in the membership of the Committees shall be filled by the Board as required, on the recommendation of the Governance and Human

Resources Committee. Notwithstanding any vacancies the remaining members of the Committee shall have authority to exercise the full powers of the Committee, providing that a quorum remains in office.

7.6 Meetings shall be held at the call of the Chair of the Committee and shall be held at such places and at such times as the Chair of the Committee may determine. Notice of the time and place of each regular meeting shall be given to each Member, by e-mail, mail or other methods of delivery at least forty-eight hours before the meeting is to take place. When considered necessary or appropriate by the Chair of the Committee, notice of the meeting may be given orally or by such other method as is determined by the Chair. The notice need not specify the nature of the business to be transacted at such meeting.

7.7 All Committee meetings shall be held *in camera* and all deliberations at these meetings shall be deemed to be confidential.

7.8 Meetings of a Committee may be conducted by teleconference, videoconference or other such technology provided that the meeting can be conducted in a manner that enables all participants in the meeting to hear the deliberations of the meeting at the same time and to actively participate.

7.9 Participation in person is always considered preferable, and teleconference participation is intended as a contingency when in-person participation is not practical. Any member of a Committee may, subject to logistical constraints, participate in a meeting of the Committee by means of teleconference, videoconference or other such technology. A member participating in a meeting by such means shall be deemed to be present at the meeting. A request to participate in a meeting by telephone or video link or other technology must be made to the Secretary at least five (5) calendar days prior to the meeting in question.

7.10 A resolution signed by two-thirds of the members of a Committee shall have the same force and effect as if passed at a regularly constituted meeting.

7.11 The accidental omission to give notice to any member of a Committee or any accidental irregularity in connection with the giving of notice or the conduct of a meeting shall not invalidate the proceedings of a meeting.

7.12 All decisions at a meeting of a Committee shall be decided by a majority of the votes of the members present. The Chair or Acting Chair may vote on all motions and any motion on which there is an equal number of votes shall be deemed to be negated.

7.13 From time to time to facilitate a Committee's business outside of its regular meeting schedule, the Committee, with the consent of the Chair of the Committee, may use an electronic process for voting on special resolutions. Such resolutions require approval of a two-thirds majority of the members of the Committee. The outcome of an electronic vote will be reported at the next regular meeting of the Committee and a record contained in the minutes of that meeting.

7.14 A record shall be kept of the proceedings of every meeting of each Committee and it is the responsibility of the Chair of the Committee to submit a report of such proceedings to the Board as soon as conveniently possible thereafter. Such minutes or record of the proceedings shall not be available for inspection by any person who is not a Member of the Board or a member of the Committee in issue/question without the written consent of the Chair of the Board unless otherwise determined by the Board.

8 SEAL

8.1 There shall be a corporate seal of the University and copies thereof as may be authorized from time to time by the Board and the custody of the seals and copies thereof shall be with the Secretary of the Board and such other persons as the Board may from time to time designate.

9 EXECUTION OF DOCUMENTS

9.1 The Board shall have power from time to time to appoint any other person or persons on behalf of the Board either to execute contracts, documents or instruments in writing, generally, or to execute specific contracts, documents or instruments in writing.

10 BANKING RESOLUTIONS

10.1 The banking affairs of the University shall be transacted with such bank or banks or other corporations carrying on a banking business as the Board may from time to time designate by resolution, and all such banking affairs shall be transacted on behalf of the Board by such one or more officers and/or other persons as the Board may designate and to the extent therein provided.

11 FISCAL YEAR

11.1 Unless otherwise determined by the Board, the fiscal year of the University shall terminate on the 31st day of March in each year.

12 AUDITORS

12.1 The Board at each Annual Meeting shall appoint one or more external auditors to hold office until the next annual meeting, provided however, in the unusual event that an appointment is not so made the serving auditor shall continue until a successor is appointed. The accounts of the University shall be audited at least once a year.

13 CHEQUES, DRAFTS AND NOTES

13.1 All cheques, drafts or orders for payment of money, and all notes and acceptances and bills of exchange received or issued by the University, shall be signed by such Officer of the Board or Senior University Administrators of the University and by such signing authority of the University in such manner as may be determined from time to time by the Board.

14 INVESTMENTS

14.1 All policies in relation to the management of the investment of funds under the control of the University shall be approved by the Board taking into account the recommendations of the Finance, Audit, Investment and Risk Committee.

15 DEPOSIT OF SECURITIES

15.1 The securities of the University shall be deposited for safekeeping with such banking or other financial institution as may be designated by resolution of the Board. Any and all securities so deposited may be withdrawn from time to time only upon the written order of the University signed by such Senior University Administrators, or agents of the University, and in such a manner as shall from time to time be determined by resolution of the Board and such authority may be general or confined as specific instances require.

16 INDEMNIFICATION

16.1 Every Member, every Senior University Administrator, and every person appointed to a Committee of the Board and their heirs, executors and administrators and other legal personal representatives shall, from time to time, and at all times, be indemnified and saved harmless from and against all costs, charges and expenses whatsoever which such Member, or Senior University Administrator or such person sustains or incurs in or about any action, in respect of any act, deed, matter or thing whatsoever made, done or permitted by them in or about the lawful execution of the duties of their office or of the Committee to which such persons are appointed.

17 INTERPRETATION

17.1 In all by-laws of the Board where the context so requires or permits, the singular shall include the plural and the plural the singular, the word “person” shall include firms and corporations.

17.2 If any part of these by-laws shall be held to be invalid or unenforceable, the remainder of these by-laws shall be interpreted as if such part had not been included.

18 CHANGES TO THESE BY-LAWS

18.1 The Board may from time to time amend, revise or repeal these by-laws or make additional by-laws provided that notice thereof is given to the Board and two-thirds of the Members present vote in favour thereof.

Approved by the Board of Governors – June 27, 2017