

ONTARIO COLLEGE OF ART & DESIGN UNIVERSITY

Board of Governors 2011

**General By-Law No. 1
of the Ontario College of Art & Design University**

Approved by the Board of Governors 5 May 2011

It is hereby enacted as By-Law No. 1 of the University as follows:

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PART 1
DEFINITIONS

1.1 Definitions.

As used in these by-laws each of the following terms has the meaning herein ascribed to them:

- (a) “Academic Staff” means those who directly facilitate student learning within the University’s credit curriculum, specifically technicians, academic counsellors and teaching assistants;
- (b) “Act” means the *Ontario College of Art & Design University Act, 2002* as amended from time to time;
- (c) “Advancement Committee” means the committee of the Board further described at Section 12.7;
- (d) “Alumni” means graduates of the University who have been awarded one or more of the following:
 - (i) the “Associate of the Ontario College of Art” diploma (“AOCA”);
 - (ii) the “Associate of the Ontario College of Art & Design” diploma (“AOCAD”); or
 - (iii) any or all baccalaureate degrees or graduate degrees awarded by the University;

- (e) “Board of Governors” or “Board” means the Board of Governors of the University, as described in section 5 of the Act;
- (f) “Business Day” means any day, except Saturdays and Sundays on which the University is generally open for business;
- (g) “By-Law” means this General By-Law No. 1 of the Board of Governors of Ontario College of Art & Design University;
- (h) “Chair” means the Chair of the Board;
- (i) “Chancellor” means the Chancellor of the University;
- (j) “Executive Committee” means the committee of the Board further described at Section 12.3;
- (k) “Exempt Staff” means University employees with positions equivalent to Unionized Staff, but who are exempt from union membership;
- (l) “External,” when referring to members of the Board of Governors, means individuals who are neither Students nor employees of the University;
- (m) “Faculties” means the major academic divisions of the University as they exist from time to time;
- (n) “Faculty” means University employees who teach within the University’s credit curriculum and hold Sessional, Contractually Limited Term Appointment (CLTA), Continuing, Tenure-Stream or Tenured appointments or appointments of a similar nature.

- (o) “Finance Committee” means the committee of the Board further described at Section 12.5;
- (p) “First Vice-Chair” means the First Vice-Chair of the Board;
- (q) “Governors” means the individuals who are elected or appointed to the Board of Governors from time to time pursuant to this By-Law;
- (r) “Graduate Degree Stream Students” means Students enrolled in courses leading to a graduate degree;
- (s) “Human Resources Committee” means the committee of the Board further described at Section 12.6;
- (t) “Internal,” when referring to members of the Board of Governors, means individuals who are Students or employees of the University;
- (u) “Managers” means University employees who are employed in an executive or managerial capacity, including Vice-Presidents, Associate Vice-Presidents, Directors, Managers, Deans, Associate Deans;
- (v) “Permanent,” when referring to employees or their status, means University Managers, Unionized Staff, Exempt Staff and Academic Staff who have successfully passed a probationary period and have been awarded permanent employment at the University, consistent with the terms of applicable collective agreements pertaining to such employees which may be in effect from time to time;
- (w) “President” means the President of the University;

- (x) “Second Vice-Chair” means the Second Vice-Chair of the Board;
- (y) “Senate means the Senate of the University,
- (z) “Staff” means collectively, the Academic Staff, Exempt Staff and Unionized Staff;
- (aa) “Students” shall mean persons who are registered as such in a program or course of study at the University that leads to a degree, diploma or certificate of the University.
- (bb) “Tenured,” when referring to faculty members or their status, means faculty members who have successfully passed a peer review and have been awarded tenured employment consistent with the terms of applicable collective agreements, pertaining to such faculty members, which may be in effect from time to time;
- (cc) “Tenure-Stream,” when referring to faculty members or their status, means faculty members who are in the process of demonstrating, during a probationary period, their suitability to apply for the confirmation of their employment as Tenured employment consistent with the terms of applicable collective agreements, pertaining to such faculty members, which may be in effect from time to time;
- (dd) “Undergraduate Degree Stream Students” means Students enrolled in courses leading to an undergraduate degree;
- (ee) “Unionized Staff” means University employees who are represented by a union, and who are not Managers, Faculty, Academic Staff, or Exempt Staff;

- (ff) “University” means the Ontario College of Art & Design University.
- (gg) “Vice-Chairs” means the First Vice-Chair and the Second Vice-Chair, together; and
- (hh) “Vice-Chancellor” means the President of the University.

PART 2
BOARD OF GOVERNORS

2.1 Composition.

The University is a corporation without share capital the members of which shall be the members of the Board for so long as they are members of the Board. There shall be a Board of Governors of the University consisting of not less than 7 members and not more than 26 members as follows:

- (a) the President, who shall be an *ex officio* voting member;
- (b) six External members appointed by the Lieutenant Governor in Council;
- (c) nine External members, elected by the Board on the recommendation of its Executive Committee; including the Chair of the OCAD University Foundation who shall be an external member by virtue of that office;
- (d) two External members who are Alumni, one elected by the Alumni (who shall be selected from one or more candidates recommended by the Executive Committee), and one of which will be the President of the Alumni Association;

- (e) three Internal members, from the Tenured Faculty, and Tenure-Stream Faculty of whom at least two must be Tenured Faculty members in each case who have been elected to, and are then sitting on the Senate and have been appointed to the Board by the Senate;
- (f) two Internal members, one of whom is elected from and by the Permanent Managers, and the other of whom is elected from and by the Permanent Unionized Staff and Permanent Exempt Staff; and
- (g) two Internal members elected from and by the Undergraduate Degree Stream Students.
- (h) one Internal member elected from and by the Graduate Degree Stream Students.

2.2 Majority Membership.

At all times, a majority of the members of the Board shall be persons who are neither Students nor employees of the University.

2.3 Attributes.

The Board shall determine the attributes sought in the External members in order to provide a broad diversity of membership and to ensure that the needs of the University are met. Such attributes shall include, but not be limited to, gender balance, cultural ethnicity, experience and expertise.

2.4 Declaration.

No person shall be a candidate for election to the Board under more than one clause of section 2.1 in any one election and, where a person is so eligible, she or he shall declare the clause under which she or he seeks election.

2.5 Eligibility.

No person is eligible to be appointed or elected to be a Governor unless she or he is a Canadian citizen or a resident of Canada and meets the qualification requirements of directors under the *Corporations Act* (Ontario), as the same may be in force from time to time. Vice-Presidents and other Managers, Exempt Staff and Unionized Staff members who report directly to the President are not eligible for election to the Board but they shall be eligible to vote in such elections.

2.6 Remuneration.

The President and the persons elected or appointed to the Board under clauses (e) and (f) (and under clauses (g) and (h), if applicable) of section 2.1 shall be entitled to remuneration from the University for their services as employees of the University, despite their membership on the Board.

2.7 Terms.

External Governors who are appointed or elected under clauses (b), (c) and (d) of section 2.1 (LGIC appointments, Board-elected positions, and Alumni elected positions) shall be appointed or elected, as the case may be, for a three-year term and, provided they continue to represent the constituency by which they were elected or appointed, and are eligible for re-election or reappointment for one additional three-year term (subject to section 6.22 below). Terms shall be staggered to ensure continuity of experience.

Internal Governors who are appointed or elected under clauses (e) and (f) of section 2.1 (Faculty and Managers/Staff) shall be appointed or elected for a two-year term and, provided they continue to represent the constituency by which they were elected, are eligible for re-election or

re-appointment for two additional terms of two years. (subject to section 6.22 below).

Internal Governors who are elected under clauses (g) and (h) of section 2.1 (Undergraduate and Graduate Degree Stream Students) shall be elected for a two-year term and, provided they continue to represent the constituency by which they were elected, are eligible for re-election for one additional term of two-years (subject to section 6.22 below).

Any External or Internal Governor who has served on the Board for the maximum amount of time contemplated by this section 2.7 may be eligible for re-appointment or re-election after one year's absence from the Board.

2.8 Attendance.

The Board may by resolution declare the membership of a Governor vacant for failure of such Governor to attend a majority of its meetings over any twelve-month period.

2.9 Powers and duties of Board.

Except for matters specifically assigned to the Senate in section 7.6 of the Act, the Board is responsible for governing and managing the affairs of the University and has the necessary powers to do so, including 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 Act;
- (b) to appoint and remove a Chancellor;
- (c) to appoint and remove the President;

- (d) to appoint, promote, suspend and remove members of the Teaching Faculty, Academic Staff and non-teaching employees of the University, subject to Section 2.10;
- (e) to fix the number, duties and salaries and other benefits of the Teaching Faculty, Academic Staff and non-teaching employees of the University;
- (f) to approve the annual budget of the University and to monitor its implementation;
- (g) to appoint committees and assign or delegate to them such duties and responsibilities as may be provided in the by-laws of the University, including authorizing them to act on behalf of the Board in the matters specified such by-laws;
- (h) to establish advisory bodies;
- (i) to establish administrative and operational policies and procedures, including organizational structures, staffing requirements, qualifications and duties of staff and conditions of employment;
- (j) 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;
- (k) to regulate the conduct of Students, Staff and all persons who use the property of the University, including denying any person access to the property;

- (l) to define, for the purposes of this Act and the by-laws of the University, the following terms: student, staff, employee, manager, teaching faculty and academic staff;
- (m) to conclusively determine which body within the University has jurisdiction over any matter;
- (n) to consider, co-ordinate and implement long-range administrative and operational plans, including the physical development of the University;
- (o) to determine the manner and procedure for electing members described in clause 5(1)(c) of the Act to the Board, including establishing constituencies and voting practices; and
- (p) to make by-laws, resolutions and rules for the conduct of its affairs.

2.10 Limitation.

The Board shall not appoint, promote, suspend or remove a member of the Teaching Faculty, Academic Staff or a non-teaching employee of the University, except on the recommendation of the President of the University who shall be governed by the terms of any applicable commitments and practices of the University.

2.11 Standard of conduct.

Every member of the Board shall exercise the powers and carry out the duties of his or her office diligently, honestly, in good faith, in the best interests of the University and in accordance with any other criteria set out in the by-laws of the University.

2.12 Senate Appointee

The Board shall appoint one of its members to the Senate and shall appoint such person as nominated by the Executive Committee.

PART 3

CHANCELLOR, CHAIR, VICE-CHAIRS AND SECRETARY OF THE BOARD

3.1 Chancellor.

The Board may, in its discretion, decide to appoint a Chancellor of the University.

3.2 Appointment Committee.

If the Board decides to appoint a Chancellor, it shall establish an appointment committee to make recommendations as to the person to be appointed chancellor.

3.3 Same.

The appointment committee shall be composed of such members of the Board and Senate as may be determined by the by-laws of the Board.

3.4 Appointment.

The Board shall take into consideration the recommendation of the appointment committee when appointing a Chancellor.

3.5 Term of Office.

If appointed, the Chancellor shall hold office for four years.

3.6 Reappointment.

The Chancellor may be reappointed for a further term but shall not be reappointed for more than two consecutive terms.

3.7 Vice-Chancellor.

The President shall be the Vice-Chancellor of the University.

3.8 Duties.

The Chancellor is the titular head of the University and, when authorized by the Senate to do so, shall confer all degrees, honorary degrees, certificates and diplomas on behalf of the University.

3.9 Chair and Vice-Chairs - Election.

The Board shall annually elect a Chair, a First Vice-Chair and a Second Vice-Chair from among its members who are not Students or employees of the University and shall fill any vacancy in the office of Chair, First Vice-Chair, or Second Vice-Chair from among such members.

3.10 Duties of Chair.

The Chair shall:

- (a) when present, preside at all meetings of the Board;
- (b) sign such documents as may be required by by-law or Board resolution;
- (c) have such powers and duties as may from time to time be authorized by by-law or Board resolution; and

- (d) be an *ex officio* voting member of all committees constituted by the Board and shall have the right to delegate these responsibilities to the Vice-Chairs or any other member of the Board.

3.11 Duties of Vice-Chairs.

- (a) The First Vice-Chair shall:
 - (i) preside over the meetings of the Board in the absence of the Chair; and
 - (ii) have such powers and duties as may from time to time be authorized by by-law or Board resolution.
- (b) The Second Vice-Chair shall have such powers and duties as may from time to time be authorized by-law or Board resolution.

3.12 Secretary.

The Secretary of the Board shall be appointed by the Board and shall serve under the supervision of the President.

3.13 Terms.

The term of office of the Chair and Vice-Chairs shall be for a period of one year, effective from the date of his or her election and the said term of office shall be renewable for up to an additional two years.

3.14 Vacancy.

If, through resignation from the Board, or otherwise, the office of Chair becomes vacant prior to the expiration of the term for which the Chair was elected, the First Vice-Chair shall succeed to the office of Chair only for

so long as it shall take to conduct an election of a Chair and for the duly elected successor to take office.

3.15 Continuation of Term of First Vice-Chair.

If, the First Vice-Chair becomes interim Chair, the post of First Vice-Chair shall not be considered vacant by reason of her or his interim service and the term as First Vice-Chair shall continue uninterrupted and terminate sooner only if she or he is elected Chair.

PART 4

PROCEDURE FOR ELECTION OF CHAIR AND VICE-CHAIRS OF THE BOARD

4.1 Nominations.

At the regular meeting next preceding the expiration of the term for which the incumbent was elected, the Chair shall declare nominations open and shall direct that a written notice of the election of the Chair shall be included in the agenda for the next regular meeting.

The Board will establish a nominations committee for the purpose of assessing and recommending candidates for election of the Chair and/or Vice-Chairs.

4.2 Nominations for Vacancy.

If an election is necessary because of the incumbent's resignation, the Chair of the meeting at which the resignation has been accepted shall, at that meeting, declare nominations for that vacancy to be open, and all other subsequent election procedures shall be observed from the time that nominations are so declared open.

4.3 Nomination Procedures.

At the next meeting, the Chair shall receive nominations by oral motion regularly moved and seconded.

4.4 Consent of Nominee.

No nomination for office shall be accepted without the consent of the person so nominated, given orally if present at the meeting when nominations are received or, if not present, given to the Secretary in writing prior to the meeting.

4.5 Eligibility of Incumbent.

Notwithstanding that an incumbent is eligible for re-election, an incumbent may move or second the nomination of another. In the case of an incumbent Chair wishing to do so, the incumbent Chair may vacate the chair for so long as is required for the purpose.

4.6 Closing Nominations.

When the Chair has satisfied herself or himself that the nominees have consented to the nomination and that there are no further nominations to be moved, nominations shall be closed.

4.7 Extending Nominations.

If no nominations are received, the Chair shall declare nominations open for a further specified period and all other subsequent election procedures shall be observed from the time that nominations are ultimately closed.

4.8 Acclamation.

If not more than one nomination has been received when nominations have been closed, the Chair shall declare the person so nominated to be duly elected by acclamation.

4.9 Ballot.

If more than one nomination has been received, voting shall be by secret ballot. Those who are eligible to vote, and who are present at the meeting, shall be provided with a ballot on which shall appear alphabetically the names of those nominated.

4.10 Scrutineers.

The Secretary (or designate) and the Vice-President, Administration (or designate) shall act as scrutineers. Upon completion of the voting, the scrutineers shall tabulate the ballots and report the name of the candidate with the greatest number of votes to the Chair who will thereupon declare the candidate duly elected.

PART 5
PRESIDENT

5.1 Appointment.

The President shall be appointed by the Board in such manner and for such term as the Board shall determine.

5.2 Vice-Chancellor.

The President shall serve as Vice-Chancellor and act for the Chancellor during a vacancy in the office of Chancellor or because of the unavailability of the Chancellor.

5.3 Powers and duties.

The President is the chief executive officer of the University and has supervision over and direction of the academic and general administration of the University, its Students, Managers, Teaching Faculty and Academic Staff and other employees, and such other powers and duties as may be conferred upon or assigned to him or her by the Board. The powers and duties of the President may not be changed in a manner that conflicts with the powers and duties attributed to the President in the Act.

5.4 *Ex Officio* on Committees.

The President shall be an *ex officio* voting member of all committees constituted by the Board.

5.5 Senate.

The President shall be responsible for communication and coordination of activities with the Senate on behalf of the Board.

5.6 Responsibility.

The President is responsible for the provision of information regarding the affairs of the University to the Board and to its committees.

5.7 Vacancy.

If for any reason there is a vacancy in the office of the President, the Board may, pending the appointment of a President, make such provision for the exercise of power and discharge of the duties of the President as it shall resolve.

PART 6
PROCEDURE FOR THE ELECTION OF ALUMNI,
MANAGERS, STAFF AND STUDENTS TO THE BOARD

6.1 Elections.

Elections shall be held on the campus of the University by written ballot or by electronic means, as the Board may determine, in the fall of each year for filling, Managers, Staff and Student vacancies on the Board.

6.2 List of Internal Voters.

For each such election, the Director of Human Resources shall provide the Secretary of the Board with a list of and Managers and Staff who would be eligible to vote, such list to be circulated to the University community in preparation for the calling for nominations.

6.3 List of Student Voters.

For each such election, the Vice-President, Academic shall provide the Secretary of the Board with a list of Students who would be eligible to vote.

6.4 List of Alumni Voters

For each such election, the Vice-President, Advancement shall provide the Secretary of the Board with a list of Alumni who would be eligible to vote.

6.5 Nominations.

At least four weeks prior to the date of the annual Board elections (three weeks for by-elections), the Secretary of the Board shall call for nominations for the election to any expiring Students, Managers, Staff and Alumni positions on the Board.

6.6 Nomination Form.

Candidates for election must be nominated by means of an official nomination form available from the Secretary of the Board (“Nomination Form”). The Nomination Form shall contain information on eligibility for elections. In addition, Nominees must:

- (a) Provide the Board with a summary profile with and the indication that they are willing to stand as candidates for election; and
- (b) Declare on the Nomination Form that they meet the eligibility requirements for the relevant constituency.

6.7 Signing of Nomination Form.

The Nomination Form must be signed by three persons eligible to vote in the constituency concerned. A nominator may not nominate more candidates than there are seats to be filled in that constituency.

6.8 Rejecting Nomination Forms.

The Secretary of the Board shall reject Nomination Forms that contain errors or irregularities.

6.9 Alumni Nominees.

All nominees for election as Alumni shall first be reviewed and approved by the Executive Committee prior to being included on any ballot.

6.10 Acclamation.

If there are insufficient nominations to hold an election for any constituency, the Secretary of the Board shall declare the nominee(s) acclaimed.

6.11 No Nominee.

If no candidates are nominated for a particular seat on the Board, the seat shall remain vacant until the next election.

6.12 Nominations Date.

The closing date for nominations shall be at least two weeks prior to the election date.

6.13 Chief Returning Officer.

The Secretary of the Board shall act as Chief Returning Officer and shall have the authority to appoint additional returning officers and to resolve all disputes during the voting process.

6.14 Proxy Voting.

There shall be no proxy voting except for eligible Managers, Staff and Students who are participating in an OCAD University off campus program (e.g. in Florence) at the time of the election.

6.15 Validation of Ballots.

The Secretary of the Board and scrutineers appointed by the Secretary shall be responsible for validating all ballots.

6.16 Result of Votes.

The candidates receiving the largest number of votes from voters in their respective constituencies shall be elected.

6.17 Tie Vote.

In the case of a tie vote, the tie shall be broken by a lottery conducted by the Secretary of the Board in the presence of the tied candidates.

6.18 Irregularity.

An election shall not be invalidated by any irregularity which does not affect the outcome of such an election. Notification of any irregularity must be received by the Secretary of the Board within two days after the polls close.

6.19 Announcement of Results.

The results of an election shall be announced as soon as possible after the polls close. The number of votes received by each candidate shall be made public, as well as the number of spoiled ballots received. The Secretary of the Board shall report the election results to the next regular meeting of the Board, at which time the results shall be declared final.

6.20 Recount.

A recount requested by any candidate shall be conducted if, in the opinion of the Secretary and the Chair, there are sufficient grounds to do so. The request for a recount, together with a statement of grounds for the request, must be received by the Secretary of the Board by 4.00 p.m. of the second working day after the announcement of results referred to in section 6.19 above. Any other election-related appeals shall be resolved by the Executive Committee together with a member of the relevant constituency appointed by the Chair of the Board. If the complaint is not settled at the Executive Committee level, the matter shall be referred to the Board for final resolution.

6.21 Vacancy.

If an elected member, for any reason, prior to the expiration of the term for which she or he was elected:

- (a) declines or is unable to serve;
- (b) ceases to be eligible; or
- (c) is removed from office by a majority of the persons who are entitled under this By-Law to vote for the election of such a member voting or signing a petition to remove such a member.

The following procedure shall be followed if the vacancy occurs within three months of the next regular election:

The candidate of the same constituency in the same election having the next largest number of votes shall serve until the next annual election. If the said candidate having the next largest number of votes is no longer qualified or is unable or unwilling to serve, the process shall be repeated until such a candidate in the same election is appointed to fill the vacancy, failing which the Board may appoint a qualified person to fill the vacancy.

Otherwise a by-election shall be conducted.

6.22 Terms.

The term of office for each newly elected or re-elected member shall commence at the first meeting of the Board or the following that person's election or re-election, as the case may be. Except for the President, the maximum length of service of a Governor is set out in section 2.7, namely a maximum of four consecutive years for Students and a maximum of six consecutive years for External members, Faculty and Managers/Staff. The completion of the unexpired portion of a term filling a vacancy on the

Board does not constitute a term of office and shall not be counted in the said maximum number of years.

If an election of Governors is not held at the proper time, the Governors continue in office until their successors are elected.

PART 7

CONFLICT OF INTEREST

7.1 Declaration.

Every Governor who is directly or indirectly interested in any material contract, transaction or matter in which the University is concerned shall declare her or his interest in such a contract, matter or transaction at a meeting of the Board and shall at that time disclose the nature and extent of such interest. The Secretary of the Board shall record all such declarations.

7.2 No Vote.

When such notice of interest has been given by a Governor, such Governor shall not vote on any motion on any matter in which she or he has such an interest. The chair of any meeting of the Board or any committee of the Board may require such a Governor to be absent during the discussion of and the vote upon the matter and such event shall be recorded in the minutes.

7.3 Timing of Declaration.

The declaration required by this section shall be made at the meeting of the Board at which the contract, matter or transaction is first considered or if the Governor is not, at the date of the meeting, interested in the contract, matter or transaction, at the next meeting held after she or he becomes so interested.

7.4 Exception.

Nothing in this Part 7 prevents a Staff, Manager, Faculty or Student member of the Board from taking part in the consideration or discussion of, or from voting on, any question regarding any allowance, honorarium, remuneration, scholarship, salary or benefit or terms/conditions of employment, or a denial of the foregoing, unless such question, consideration or discussion deals with the particular Staff, Manager, Faculty or Student member as an isolated issue separate and apart from consideration of any other Staff, Manager, Faculty or Student member.

PART 8 **INDEMNIFICATION**

8.1 Indemnification.

Every Governor and officer of the University shall be deemed to have assumed office on the express understanding, agreement and condition that every such Governor and officer and her or his heirs, executors and administrators and estate and effects respectively shall, from time to time and at all times, be indemnified and saved harmless by the University from and against:

- (a) all costs, charges, expenses and awards of damages, which such Governor or officer sustains or incurs in or about any action, suit or proceeding which is threatened, brought, commenced or prosecuted against her or him for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by her or him, in or about the execution of the duties of her or his office; and
- (b) all other costs, charges and expenses sustained or incurred by her or him in relation to the affairs of the University,

except such costs, charges, expenses or awards as are occasioned by her or his own wilful neglect or default.

8.2 Insurance.

Subject to applicable law, the University may purchase and maintain insurance for a Governor or officer of the University against any liability incurred by the Governor or officer, in the capacity as a Governor or officer of the University, except where the liability relates to the person's failure to act honestly and in good faith with a view to the best interests of the University.

PART 9 MEETINGS OF THE BOARD OF GOVERNORS

9.1 Regular Meetings.

The Board shall hold a minimum of six regular meetings per year. The dates and times of such meetings shall be established from time to time by the Board.

9.2 Notice of Regular Meetings.

Notice in writing of the date, time and place of each meeting shall be sent to each member of the Board, addressed to such member at his or her residence, business or electronic address as it appears in the records of the Board at least five full Business Days before the time appointed for holding such meeting. Such notice shall be in the form of an agenda and shall specify in reasonable detail the matters, other than those of a routine nature, which are to be dealt with at such meeting.

9.3 Cancellation or Postponement of Regular Meetings.

The Chair may cancel or postpone a regular meeting of the Board with the approval of the Executive Committee.

9.4 Location of Meetings.

Any regular or special meeting of the Board shall be held on University premises unless the Chair determines that it should be held elsewhere.

9.5 Special Meetings.

Special meetings of the Board may be convened by the Secretary at the request of the Chair, or on the written direction of at least 10 members of the Board, provided that no fewer than five appointed members and not fewer than five elected members consent to such special meeting.

9.6 Notice of Special Meetings.

Notice of each special meeting shall be delivered or otherwise communicated to each member not less than three Business Days prior to the meeting accompanied by the agenda and relevant information.

9.7 Omission of Notice.

The accidental omission to give notice of a meeting to any Governor or any accidental irregularity in connection with the giving of notice shall not invalidate the proceedings at the meeting.

9.8 Supporting Documents.

In the interest of full recording and accuracy of the minutes of meetings for subsequent review of decisions in the light of circumstances existing at the time, all presentations to the Board shall, whenever possible, be in writing and accompanied by relevant supporting documentation.

9.9 Required Notice for Inclusion of Items in the Agenda.

Normally, only written material delivered to the Board in advance of a meeting may be included on the agenda. However, other items may be included at the discretion of the Chair.

9.10 Motions and Voting.

Save and except amendments to these by-laws, all questions at a meeting of the Board shall be decided by a majority of votes cast by the members present. The Chair may not vote except to break a tie. Votes shall be taken by a show of hands, unless any member present requests a vote by ballot. The Chair shall declare the result of all votes.

9.11 Rules of Order.

Each meeting of the Board shall be governed by *Bourinot's Rules of Order* or 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 *Corporations Act*, the Act or the by-laws of the University, the provisions of the *Corporations Act*, the Act or such by-laws shall prevail. The Chair shall rule on points of order not provided for in the above references.

9.12 Record of Proceedings.

A record of the proceedings of all meetings of the Board shall be kept by the Secretary in a book provided for that purpose and the minutes of every such meeting shall be submitted at the next meeting of the Board. After adoption by the Board, the minutes, signed by the Secretary and the Chair, shall be open to inspection. A copy of this record and related documents shall be kept in the library of the University. Only resolutions made at public meetings shall be on public record. *In camera* resolutions shall exclude the names of the mover and seconder, and the numerical aspect of

how the members voted. Any records of *in camera* discussions shall be maintained in a confidential file by the Secretary to be made available upon request to the Governors.

9.13 *In camera* Meetings.

For discussion of a confidential matter by the Board or by a Standing Committee of the Board, the meeting shall be declared *in camera* by the Chair. The meeting then shall be cleared of all visitors and observers, except individuals invited by the Chair to remain for part or all of the *in camera* session of the Board.

9.14 Confidentiality at Board Meetings Held *In camera*.

- (a) Any member of the Board attending an *in camera* meeting of the Board shall be deemed by her or his attendance at the meeting to have undertaken to respect the confidentiality attaching to the proceedings of the Board while sitting *in camera* and that she or he will not, without the consent of the Board, communicate to any third party anything concerning the matter discussed at such meeting.
- (b) Anyone invited to attend any *in camera* meeting of the Board shall be considered by her or his attendance at such meeting to have consented to be bound by the provisions of this section in the same manner as if she or he were a member of the Board except in the communication of information as required to execute any Board decision.

9.15 Means of Meeting.

If all the members of the Board present at or participating in the meeting consent, a meeting of the Board or of a committee of the Board may be held by such telephone, electronic or other communication facilities as

permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously and a member participating in the meeting by those means is deemed for the purposes of this By-Law to be present at the meeting.

PART 10 COMMITTEE STRUCTURES

10.1 Committees.

The committees constituted by the Board shall be one of the following:

- (a) standing committees established by the Board whose duties will normally be continuous (including those Committees established under Part 12);
- (b) sub-committees established by the Standing committees and approved by the Board whose duties will normally be continuous; and
- (c) special committees established for specific duties of a non-recurrent nature, whose powers will expire with completion of the task assigned.

10.2 Authority.

Committees of the Board are established primarily to make recommendations to the Board and they may not commit the Board in any matter unless authority to do so has been specifically delegated by the Board. Unless otherwise authorized by the Board, committees shall report only to the Board.

PART 11
QUORUM

11.1 Board Quorum.

Subject to the Act, a quorum for the Board shall be a majority of its members then in office, such majority must include at least half of the Internal Governors then in office and at least half of the External Governors then in office.

11.2 Committee Quorum.

A quorum for a committee or sub-committee shall be a majority of the then current voting members of such committee or sub-committee.

PART 12
COMMITTEES

12.1 Standing Committees.

The Board may appoint one or more committees of Governors and delegate to such committees any powers of the Board except those which, under the Act, a committee of Governors has no authority to exercise.

Without limiting the generality of the foregoing, there shall be four standing committees of the Board: (i) the Executive Committee; (ii) the Finance Committee; (iii) the Human Resources Committee; and (iv) the Advancement Committee. The Finance Committee shall have an Audit and Risk Management Sub-Committee and a Physical Resources and Capital Assets Sub-Committee,

Except for the *ex officio* members, members will be appointed for one-year renewable terms.

12.2 *Ex Officio* Members of Committees.

The Chair of the Board and the President shall be *ex officio* members of all Board committees and sub-committees. *Ex officio* members shall be entitled to a vote and to all other rights of full committee membership, unless otherwise specified. The Chair and President may from time to time designate a representative to act on their behalf for any committee of which she or he is a member and such designate shall act on behalf of him/her on such committees.

The President may designate an Officer of the University to represent him or her on any committee or sub-committee of which he or she is a member and such designate shall act in the place and stead of the President on such Committee.

As deemed appropriate by the Chair, administrative officers may attend committee meetings at the invitation of the Chair, and may serve as advisors and resource personnel, but shall not vote.

12.3 Executive Committee.

The Executive Committee shall act on behalf of the Board between meetings on matters that require urgent resolution.

The Executive Committee shall consist of (i) the Chair, (ii) the Vice-Chairs, (iii) the President, (iv) the chairs of the Finance Committee, the Audit and Risk Management Sub-Committee, the Physical Resources and Capital Assets Sub-Committee, the Human Resources Committee, and the Advancement Committee and (v) the Board appointee to the Senate as contemplated by section 2.12. The Chair shall act as the chair of the Executive Committee.

The Executive Committee shall have the authority of the Board in relation to the following matters:

- (a) any urgent matter for which, in the opinion of the Chair or either of the Vice-Chairs, time does not permit the calling of a regular or special meeting of the Board;
- (b) any matter arising during the summer months which, in the opinion of the Chair or either of the Vice-Chairs, or in their absence, the President, does not warrant the calling of a special meeting of the Board; and
- (c) such other matters with respect to which the Board may from time to time deem it expedient to delegate its authority to the Executive Committee.

All matters approved by the Executive Committee shall be reported for information to the next regular meeting of the Board.

The Secretary of the Board, in consultation with the Chair and the President, is responsible for the preparation of the agenda for the meetings of the Executive Committee.

Pursuant to the Board's delegation of authority referred to above, the Executive Committee shall receive new issues from various stakeholders and may assign them to the appropriate committees, or the administration, or strike sub-committees or an "ad hoc" committee to deal with a specific issue or project. In particular:

(a) **Nominating:**

The Executive Committee will propose to the Board the names of individuals for election or appointment to the Board under sections 2.1(c) and 2.1(d) above and will propose to the Board the names of individuals for appointment as the Board's appointee(s) to the Senate and appointment to the various committees of the Board,

sub-committees, and special committees including the chairs and vice-chairs, and other required officers for the efficient governance of the University. The Executive Committee shall, to the extent permitted, provide recommendations to the Lieutenant Governor in Council for appointees under section 2.1(b).

(b) **Presidential performance:**

The Executive Committee will negotiate, and submit to the Board for approval, the terms and conditions of the contract with the President, including the presidential mandate for the appointed term of office and the annual review process. The President shall not attend any meetings at which the matter referred to in this section 12.3(b) are to be discussed or dealt with and shall not participate in any discussions or decisions relating to such matter unless so requested by the Chair of the Executive Committee.

(c) **Governance:**

The Executive Committee will deal with the issues surrounding Board structure and membership, ensure that corporate governance practices comply with the letter and the spirit of the Act, and support the President's monitoring and managing of relationships with the provincial government and other appropriate officials.

(d) **Policy and planning:**

The Executive Committee will take responsibility for coordinating, reviewing, planning, and monitoring the broad range of issues and priorities involved in aligning the resources available to the University with the strategic plan

as approved by the Board and the recommendations of the Senate and of the President.

12.4 Senate Liaison Sub-Committee.

The Executive Committee shall form a sub-committee to act as a liaison between the Board and the Senate. This sub-committee shall meet with the equivalent committee/sub-committee of the Senate at least once per year to share information, discuss issues of shared concern, and carry out such other acts as the Executive Committee so direct. The President shall act as Chair of the Senate Liaison Sub-Committee.

12.5 Finance Committee.

The primary purpose of the Finance Committee is to advise the Board on financial policy and planning, including the financing of capital projects, salary scales and the use of all funds (current, capital, and trust funds) and financial planning in keeping with the University's needs and purposes.

The Finance Committee shall consist of:

- (a) one External member of the Board as chair;
- (b) Chair or one of the Vice-Chairs;
- (c) President;
- (d) the chair of the Physical Resources and Capital Assets Sub-Committee;
- (e) the chair of the Audit and Risk Management Sub-Committee;
- (f) the chair of the OCAD University Foundation Board of Governors

- (g) one Faculty member of the Board;
- (h) one Student member of the Board; and
- (i) such other External members of the Board as determined by the Board.

There will be two sub-committees of the Finance Committee:

- (a) The Audit and Risk Management Sub-Committee, which will review the independent audit of financial and management accounting and reporting, to ensure statutory and regulatory compliance and accountability of the University, meet with the external auditors, review and accept the University's financial statements, and report thereon directly to the Board at least annually. The sub-committee may meet periodically without management present or with such officers and managers as it considers necessary. The Audit Sub-Committee may also review and make recommendations on the University's risk management policies and strategies; and
- (b) The Physical Resources and Capital Assets Sub-Committee, which will have responsibility for aligning capital and information technology infrastructure assets of the University with its academic objectives. It will make recommendations to the Finance Committee on major tenders, contracts, consultants, architects for new buildings and facilities; and for major alterations to existing structures and facilities; and on proposed additions or changes to existing buildings.

12.6 Human Resources Committee.

The Human Resources Committee will deal with policy level issues related to all University personnel and some aspects of student relations and student government. Other areas of responsibility will include policies regarding health and safety, diversity issues, personnel issues such as compensation and other benefits, contracts and negotiations.

The composition will be determined by the Board. Notwithstanding the foregoing, the Human Resources Committee shall include at least one Faculty member, one Permanent employee and one Student.

12.7 Advancement Committee.

The Advancement Committee will be responsible for policies and strategies related to marketing and fund development activities. The composition will be determined by the Board and shall include at least one Faculty member and one Student. In addition, the chair of the Ontario College of Art & Design University Foundation Board of Directors and the chair of the Major Campaign (if any) shall be *ex officio* voting members of the committee.

PART 13 **SEAL**

13.1 Corporate Seal.

The corporate seal of the University shall be in the form impressed in the margin hereof and it shall be in the custody of the Secretary of the Board or her or his designate.

PART 14
CORPORATE DOCUMENTS

14.1 Execution.

Unless the Board otherwise determines, corporate documents or any other certificates, agreements, contracts, cheques or other instruments which require execution on behalf of the University shall be signed on behalf of the University by any two of the Chair, the First Vice-Chair, the Second Vice-Chair, the President, a Vice-President and the Director of Finance. In addition, the Board may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any signing officer may affix the corporate seal (if any) to any instrument. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the University to be a true copy thereof.

14.2 Record.

The Vice-President, Finance & Administration shall keep a record of all such documents with the exception of academic degrees, diplomas and certificates.

PART 15
DEGREES, DIPLOMAS, CERTIFICATES, TRANSCRIPTS

15.1 Execution.

Degrees, diplomas, certificates, transcripts and any other written instruments which require the corporate seal and execution on behalf of the University shall be signed by any one of the following University officials:

Degrees, diplomas and Chancellor, President, Vice-President

certificates: Academic, Chair and Registrar.

Transcripts: Vice-President Academic, Registrar

In the absence of any person named above, such documents shall be signed by persons authorized respectively by the Chair of the Board, President or Vice-President, Academic.

PART 16 HEAD OFFICE

16.1 Location.

The head office of the University shall be in the City of Toronto, in the Province of Ontario (subject to change by special resolution) and at such place within the municipality in Ontario where the head office is from time to time situate as the Board may fix from time to time.

PART 17 FINANCIAL YEAR

17.1 Financial Year.

Until changed by the Board, the financial year of the University shall end on the 31st day of May in each year.

PART 18 BANKING ARRANGEMENTS

18.1 Banking.

The banking business of the University shall be transacted with such banks, trust companies or other firms or corporations as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements,

instructions and delegations of powers as the Board may prescribe or authorize from time to time.

18.2 Signatures.

Cheques issued against bank accounts and other withdrawals there from shall bear the signature of two persons as authorized by the Board.

18.3 Officers' Signatures.

The signature of authorized signing officers may be a facsimile signature given by a cheque signing machine or by other mechanical and electronic means.

18.4 Authority.

The University is authorized to borrow monies from time to time in such amounts as the Board deems proper and by way of overdraft or otherwise.

18.5 Security.

The University may grant, by way of mortgage, hypothecation or pledge covering all or any of the property and assets of the University, security for all or any monies borrowed by the University from a lender or any other liability of the University to a lender.

18.6 Signing Documents.

All documents reasonably required by a lender for all or any of the aforesaid purposes shall be executed and carried into effect by the proper officers of the University, and when necessary the seal of the University shall be affixed thereto.

18.7 Binding Effect.

This Part 18 shall remain in force and be binding upon the University as regards any party acting on the faith thereof, until a copy (certified by the Secretary of the Board under the corporate seal) of a by-law repealing or replacing this Part 18 shall have been received by such party and duly acknowledged in writing.

PART 19

REMUNERATION OF MEMBERS OF THE BOARD

19.1 Reimbursement of Expenses.

The University will reimburse those of its Governors who reside outside the boundaries of the City of Toronto for expenses incurred in travelling from and returning to their place of residence for the purpose of attending meetings of the Board or its committees.

19.2 Exceptions.

Such reimbursement will not be allowed to Faculty or Student members of the Board during the academic year if they would normally be residing in the City of Toronto.

19.3 Vouchers.

Other reasonable out-of-pocket costs will be reimbursed when supported by vouchers.

19.4 Remuneration.

Except for the reimbursement of expenses referred to above, the Governors shall serve on the Board without remuneration.

PART 20
AUDITOR

20.1 Appointment, Qualifications and Remuneration.

The Governors shall at each annual meeting appoint an auditor to audit the accounts of the University for report to the next annual meeting. The auditor shall hold office until the next annual meeting, provided that the Board may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board. The said auditor shall be duly licensed under the laws of Ontario and shall not be a member of the Board or an officer or employee of the University or a partner, employer or employee of any such person.

PART 21
RECORDS

21.1 Keeping of Records.

The Board shall see that all necessary books and records of the University required by the by-laws of the University or by any applicable statute or law are regularly and properly kept.

PART 22
RULES AND REGULATIONS

22.1 Effect.

The Board may prescribe such rules and regulations not inconsistent with this By-Law relating to the management and operation of the University as it deems expedient.

PART 23
REPEAL AND AMENDMENT

23.1 Repeal.

All previously enacted by-laws of the University are repealed upon the enactment of 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, any such by-law prior to its repeal. All officers and persons 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 good and valid except to the extent inconsistent with this By-Law and until amended or repealed.

23.2 Amendment.

The provisions of this By-Law not embodied in the Act or the *Corporations Act* (Ontario) may be repealed or amended by a by-law enacted by a two-thirds majority of the Governors at a regular meeting of the Board or at a special meeting of the Board duly called for the purpose of considering the said by-law. Notice of proposed motions for amendments to the by-law shall be tabled at a regular meeting of the Board for consideration and action at the next meeting or at the date determined for such a special meeting.

ENACTED by the Board of Governors on the 5th day of May, 2011.