

**ONTARIO COLLEGE OF ART & DESIGN UNIVERSITY**

**Board of Governors 2019**

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

**Approved by the Board of Governors 5 May 2011**

**Revisions approved by the Board of Governors 26 November 2012**

**Revisions approved by the Board of Governors 16 June 2014**

**Revisions approved by the Board of Governors 15 June 2015**

**Revisions approved by the Board of Governors 13 June 2016**

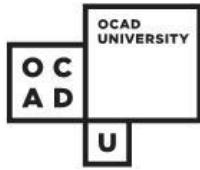
**Revisions approved by the Board of Governors 13 May 2019**

**Revisions approved by the Board of Governors on 5 December 2022**

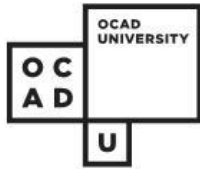
**Revisions approved by the Board of Governors on 11 May 2026**

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

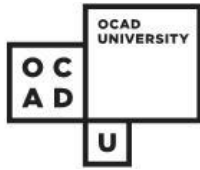
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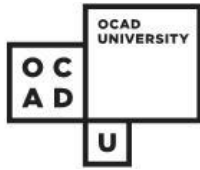
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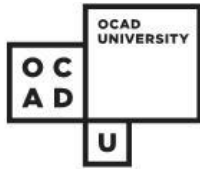
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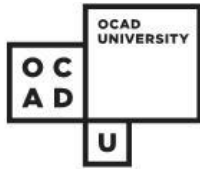


## PART 1 DEFINITIONS

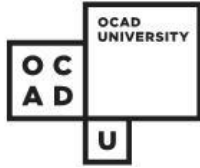
### 1.1 Definitions.

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

- (a) “Academic Staff” means University employees 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) “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;
- (d) “Audit, Finance and Risk Committee” means the committee of the Board further described at Section 12.5;
- (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 and civic or statutory holidays in the City of Toronto, 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/Confidential 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) "First Vice-Chair" means the First Vice-Chair of the Board;
- (p) "Governance and Nominating Committee" means the committee of the Board further described at Section 12.9;
- (q) "Governors" means 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) "Internal", when referring to members of the Board of Governors, means individuals who are Students or employees of the University;
- (t) "Investment Committee" means the committee of the Board further described at Section 12.7;
- (u) "Managers" means University employees who are employed in an executive or managerial capacity, including Vice-Presidents, Associate Vice-Presidents, Directors, Managers, Deans, and Associate Deans;
- (v) "People and Culture Committee" means the committee of the Board further described at Section 12.6;
- (w) "Permanent", when referring to employees or their status, means University Managers, Unionized Staff, Exempt/Confidential 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;
- (x) "Physical Resources and Capital Assets Committee" means the committee of the Board further described in Section 12.8;
- (y) "President" means the President of the University;
- (z) "Second Vice-Chair" means the Second Vice-Chair of the Board;
- (aa) "Senate" means the Senate of the University;
- (bb) "Staff" means collectively, the Academic Staff, Exempt/Confidential Staff and Unionized Staff;
- (cc) "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;



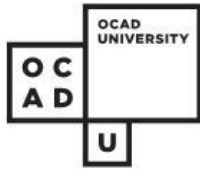
- (dd) “Tenured”, when referring to faculty members or their status, means faculty members who have successfully passed a peer review and have been awarded tenured employment consistent with the terms of applicable collective agreements, pertaining to such faculty members, which may be in effect from time to time;
- (ee) “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 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;
- (ff) “Undergraduate Degree Stream Students” means Students enrolled in courses leading to an undergraduate degree;
- (gg) “Unionized Staff” means University employees who are represented by a union and who are not Managers, faculty, Academic Staff, or Exempt/Confidential staff;
- (hh) “University” means the Ontario College of Art & Design University.
- (ii) “Vice-Chairs” means the First Vice-Chair and the Second Vice-Chair, together; and
- (jj) “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 fewer than 7 members and not more than 28 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) ten External members, elected by the Board on the recommendation of its Governance and Nominating Committee;
- (d) two External members who are Alumni, one elected by the Alumni Association (who shall be selected from one or more candidates recommended by the Governance and Nominating Committee), and one of whom will be the President of the Alumni Association by virtue of that office;
- (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 sitting on the Senate, and have been appointed to the Board by the Senate, and one of whom will be the Senate Chair;
- (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/Confidential Staff;



- (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; and
- (i) the Chancellor, who shall be an *ex officio* voting member

## **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.**

A special majority (two-thirds) of the members of the Board shall be Canadian citizens or permanent residents of Canada. No person is eligible to be appointed or elected to be a Governor unless such person meets the qualification requirements of directors under the *Not-for-Profit Corporations Act* (Ontario), as the same may be in force from time to time.

Vice-Presidents and other Managers, Exempt/Confidential 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.

Faculty who are employed in a managerial capacity, including but not limited to Deans, Associate Deans, Program Chairs, or Executive Directors are not eligible for election to the Board but they shall be eligible to vote in such elections.

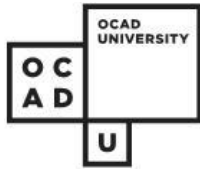
Students serving on the Board must remain in good academic standing, in accordance with the Policy on Academic Standing, Undergraduate or the Policy on Academic Standing, Graduate.

## **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.**

- (a) 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**

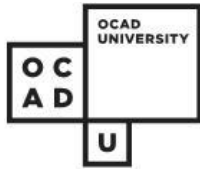


**positions**) shall be appointed or elected, as the case may be, for a three-year term and, provided they continue to represent the constituency by which they were appointed, are eligible for re-election or reappointment for one additional three-year term, for a maximum of six consecutive years. Terms shall be staggered to ensure continuity of experience.

- (b) Internal Governors who are appointed under clause (e) of section 2.1 (**Faculty**) shall be appointed for a two-year term and, provided they continue to represent the constituency by which they were appointed, are eligible for re-appointment for two additional terms of two years, for a maximum of six consecutive years. Senate appointments to the Board shall be completed by May 31 of each year.
- (c) Internal Governors who are elected under clause (f) of section 2.1 (**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 for two additional terms of two years for a maximum of six consecutive years.
- (d) 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, for a maximum of four consecutive years.
- (e) The commencement of a Governor's term who are appointed or elected under clauses (c), (d), (e), (f), (g) and (h) of section 2.1 (**Board-elected, Alumni-elected, Faculty, Managers, Staff, and Undergraduate and Graduate Degree Stream Students**) shall normally be July 1 of each year unless an appointment is made mid-term to replace a vacated position on the Board. The retirement date shall be June 30 of each year.
- (f) The term of office of each appointed Governor under clause 2.1 (b) of section 2.1 (**LGIC appointments**), and those Governors who are appointed by virtue of office, commences on the date of appointment and continues for the length of their appointment, or as long as they hold the office that entitled them to be on the Board, whichever comes first.
- (g) If an election of Governors is not held at the proper time, the Governors may continue in office until their successors are elected, as long as they continue to meet the eligibility requirements to serve on the Board.
- (h) Completing an unexpired portion of a term by 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.
- (i) 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 Vacancy.**

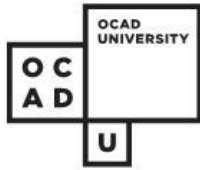
A vacancy on the Board occurs, prior to the expiration of the term for which a Governor was elected or appointed, if:

- (a) a Governor resigns or ceases to be eligible for appointment or election to the board;
- (b) a Governor is incapable of continuing to act as a Governor and the board by resolution declares the membership to be vacated;
- (c) the board by resolution declares a membership to be vacated for failure to attend sufficient meetings, as described in section 2.8; or
- (d) a majority of the persons entitled under these By-laws to vote for the election of such a member vote or sign a petition in favour of removing such member from office.

## **2.10 Powers and duties of Board.**

Subject to the jurisdictional and other requirements set out in the Act, the University is governed by a bicameral structure where the responsibility for academic matters is assigned to a senate and the responsibility for administrative and fiscal matters is assigned to a governing board. In accordance with section 6(1) 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 to:

- (a) 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) appoint and remove a Chancellor;
- (c) appoint and remove the President;
- (d) appoint, promote, suspend and remove members of the Teaching Faculty, Academic Staff and non-teaching employees of the University, subject to Section 2.11;
- (e) fix the number, duties, salaries and other benefits of the Teaching Faculty, Academic Staff and non-teaching employees of the University;
- (f) approve the annual budget of the University and monitor its implementation;
- (g) 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 matters specified by such by-laws;
- (h) establish advisory bodies;
- (i) establish administrative and operational policies and procedures, including organizational structures, staffing requirements, qualifications and duties of staff and conditions of employment;
- (j) 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) 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) 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) conclusively determine which body within the University has jurisdiction over any matter;
- (n) consider, co-ordinate and implement long-range administrative and operational plans, including the physical development of the University;
- (o) 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) make by-laws, resolutions and rules for the conduct of its affairs.

### **2.11 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.

### **2.12 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.

### **2.13 Other Board responsibilities.**

Notwithstanding the powers and duties of the Board as set out in section 2.10, the Board has the following other responsibilities:

- (a) participate in the development of and approve the strategic plan; and
- (b) obtain outside expert advice (including external legal counsel), whenever necessary.

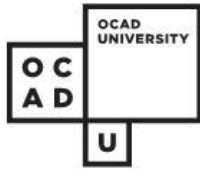
### **2.14 Senate Appointee.**

The Board Chair shall act as the Board appointee to the Senate, and may delegate his or her responsibilities in this capacity to the Vice-Chairs or any other external member of the Board.

## **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, commencing on the date of appointment to office. This term of office shall correspond with the Chancellor's term of office on the Board as an *ex officio* voting member of the Board.

### **3.6 Reappointment.**

The Chancellor may be reappointed for a further term but shall not be reappointed for more than two consecutive terms. The Board Chair and President will consult the Chancellor to determine if he or she will stand for a further term. If affirmative, the Executive Committee and the Senate Chair will review the reappointment in the context of the Chancellor's job description, guided by review questions, and make a recommendation to the Board for approval.

### **3.7 Vice-Chancellor.**

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

### **3.8 Duties of the Chancellor.**

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.

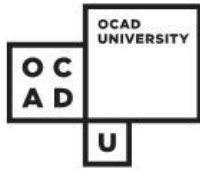
### **3.9 Chair and Vice-Chairs - Election.**

The Board shall annually elect a Chair and a First Vice-Chair, and may elect 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 by-law or Board resolution.

### **3.12 Terms.**

The term of office of the Chair and Vice-Chairs shall be for a period of one year, calculated from the date of the meeting at which they are elected until the next annual meeting or until their successors are elected, and the said term of office shall be renewable for up to an additional two years.

### **3.13 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.

### **3.14 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.

### **3.15 Secretary.**

The Board shall appoint a Secretary of the Board on recommendation by the President, who shall be responsible to the Board reporting directly to the President in that role. The Board may from time to time appoint an Acting Secretary to the Board, on recommendation by the President, to perform the duties of the Secretary when the latter is unable to perform such duties by reason of absence or other cause.

### **3.16 Duties of Secretary.**

The Secretary of the Board shall have the duties and responsibilities as designated by the Board in these By-laws or otherwise, including:



- (a) issuing or causing to be issued notices for all meetings of the Board;
- (b) having charge of the corporate seal, books and records of the Board;
- (c) keeping regular minutes of all proceedings thereat;
- (d) keeping all records necessary for the office of the Secretary;
- (e) such other duties as may be assigned to him or her by the Board.

## **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 Governance and Nominating 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.**

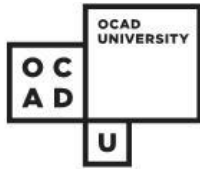
At the next meeting, the Chair shall receive nominations by oral motion regularly moved and seconded.

#### **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 Chief Returning Officer.**

The Secretary of the Board (or designate) shall act as Chief Returning Officer and shall have the authority to appoint additional returning officers or scrutineers and to resolve all disputes during the voting process. Upon completion of the voting, the Chief Returning Officer (and 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.**

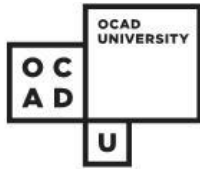
The President shall be appointed by the Board in such manner and for such term as the Board shall determine.

#### **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, with the exception of the Governance and Nominating Committee for which they are an *ex officio*, non-voting member. The President shall have no vote on audit matters.

#### **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 GOVERNORS TO THE BOARD INTERNAL GOVERNORS**

#### **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, before May 31 of each year for filling vacancies on the Board for the upcoming year for members described in sections 2.1(f) (Permanent Managers and Staff); and before March 31 of each year for filling vacancies on the Board for members described in s.1(g) (Undergraduate Degree Stream Students) and 2.1(h) (Graduate Degree Stream Students).

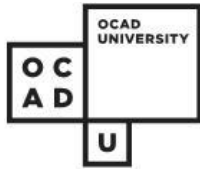
#### **6.2 Voter Eligibility.**

- (a) Permanent Managers and Staff.

For each election of Governors as described in section 2.1(f) of the By-Laws, the University's Director, Human Resources shall, not less than four weeks prior to the date of the election, provide the Secretary of the Board with a list of all individuals who are Permanent Managers and Permanent Staff at that time, who are eligible to vote, such list to be used in preparation for the calling for nominations and notification of elections.

- (b) Undergraduate Degree Stream Students.

For each election of Governors as described in section 2.1(g) of the By-Laws, the University's Registrar shall, not less than four weeks prior to the date of the election, provide the Secretary of the Board with a



list of all registered Undergraduate Degree Stream Students at that time, who are eligible to vote, such list to be used in preparation for the calling for nominations and notification of elections.

- (c) Graduate Degree Stream Students.

For each election of Governors as described in section 2.1(h) of the By-Laws, the University's Registrar shall, not less than four weeks prior to the date of the election, provide the Secretary of the Board with a list of all registered Graduate Degree Stream Students at that time, who are eligible to vote, such list to be used in preparation for the calling for nominations and notification of elections.

### **6.3 Candidate Eligibility.**

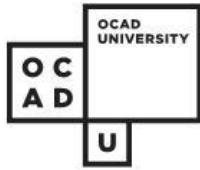
An individual may stand as a candidate to represent members of the respective member groups described in sections 2.1(f)-(h) of the By-Laws, only if he or she is a member of such group, meets the requirements of section 2.5 of the By-laws, and complies with the nomination process as outlined in section 6.4 of the By-Laws.

### **6.4 Nominations Process.**

- (a) 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 election to any expiring positions on the Board for members described in sections 2.1(f)-(h) of the By-Laws.
- (b) 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 the candidates' eligibility for elections and the nominated candidate must declare on the Nomination Form that he or she:
  - (i) is willing to stand as a candidate for election; and
  - (ii) meets the eligibility requirements for the relevant constituency.

In addition, the nominated candidate must provide a current resume and summary profile statement.

- (c) 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.
- (d) The Secretary of the Board shall reject Nomination Forms that contain errors or irregularities.
- (e) If there are insufficient nominations to hold an election for any constituency, the Secretary of the Board shall declare the nominee(s) acclaimed.
- (f) If no candidates are nominated for a particular seat on the Board, the seat shall remain vacant until the next election.
- (g) The closing date for nominations shall be at least two weeks prior to the election date.

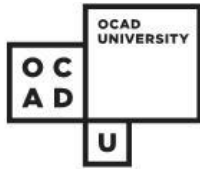


## **6.5 Voting Process.**

- (a) Voting for elections shall be held at the date and time and method as described in section 6.1 of the By-Laws.
- (b) The Secretary of the Board (or designate) shall act as Chief Returning Officer and shall have the authority to appoint additional returning officers or scrutineers and to resolve all disputes during the voting process.
- (c) There shall be no proxy voting, except for eligible Managers, Staff and Students participating in an OCAD University off-campus program (e.g. Florence) at the time of the election.
- (d) The Secretary of the Board and scrutineers appointed by the Secretary shall be responsible for validating all ballots.
- (e) The candidates receiving the largest number of votes from voters in their respective constituencies shall be elected.
- (f) 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.
- (g) 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 of the poll's close.
- (h) The results of an election shall be announced as soon as possible after the poll's 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.
- (i) 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 6.5(h) 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.

## **6.6 Filling a Vacancy.**

If there is a vacancy in a position described in sections 2.1(f) (Permanent Managers and Staff), 2.1(g) (Undergraduate Degree Stream Students) and 2.1(h) (Graduate Degree Stream Students), the Board shall determine, at its earliest convenience and depending on the unexpired term for such position, to fill such vacancy for the remainder of the term with a qualified individual appointed by resolution of the Board, considering the continued eligibility and willingness of the other candidates of the same constituency who ran in the same election having the next largest number of votes; otherwise, a by-election may be conducted using the same nomination and voting processes as described in sections 6.4 and 6.5 of the By-Laws.



## EXTERNAL GOVERNORS

### 6.7 Elections.

Elections shall be held on the campus of the University by written ballot, by electronic means or by show of hands, as the Board may determine, whenever needed to fill a vacancy on the Board for members described in section 2.1(c) (External Governors, elected by the Board on the recommendation of the Governance and Nominating Committee), and section 2.1(d) (External Governors who are Alumni, elected by the Alumni). Governors described in section 2.1 (c) shall be elected at a regular meeting of members in June of each year. Governors described in section 2.1 (d) shall be elected no later than May 31 of each year.

### 6.8 Voter Eligibility.

- (a) External Governors Elected by the Board.

For each election of Governors as described in section 2.1(c) of the By-Laws, all current Board of Governors on the Board at the time of the election shall be entitled to vote.

- (b) Alumni.

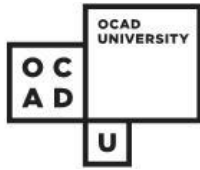
For each election of Governors as described in section 2.1(d) of the By-Laws, the University's Executive Director, Advancement shall, not less than eight weeks prior to the date of the election, provide the Secretary of the Board with a list of all Alumni, who are eligible to vote, such list to be used in preparation for the calling for nominations and notification of elections.

### 6.9 Candidate Eligibility.

An individual may stand as a candidate to fill a vacancy for positions on the Board described in sections 2.1(c)-(d) of the By-Laws, only if he or she meets the requirements of section 2.5 of the By-laws, and for section 2.1(d) vacancies, if he or she is an Alumnus. (For greater clarity, for section 2.1(d) vacancies, only qualified Alumni who are not current employees or Students of the University are eligible to stand as candidates.)

### 6.10 Nominations Process.

- (a) The Secretary of the Board shall call for nominations for election to any expiring positions on the Board for members described in sections 2.1(c)-(d) of the By-Laws.
- (b) Nominations of eligible candidates must be presented to the Secretary of the Board with sufficient time for review and assessment prior to the date of the election and must be accompanied by a current resume and other nomination documentation, as required.
- (c) The Governance and Nominating Committee of the Board will review all nominees against a skills matrix and skills gap analysis and propose a short list of candidates for election to the Board for vacancies under section 2.1(c) of the By-Laws and to the Alumni for vacancies under section 2.1(d) of the By-Laws.



### **6.11 Voting Process.**

- (a) Voting for elections shall be held at the date and time and method as described in section 6.7 of the By-Laws.
- (b) The Secretary of the Board (or designate) shall act as Chief Returning Officer and shall have the authority to appoint additional returning officers or scrutineers and to resolve all disputes during the voting process.
- (c) The Secretary of the Board and scrutineers appointed by the Secretary shall be responsible for validating all ballots.
- (d) The candidates receiving the largest number of votes from voters in their respective constituencies shall be elected.
- (e) 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 of the poll's close.
- (f) The results of an election shall be announced as soon as possible after the poll's 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, or at the Board meeting in which the election takes place, as appropriate, at which time the results shall be declared final.

### **6.12 Filling a Vacancy.**

A vacancy of an elected External Governor on the Board, howsoever caused, may be filled for the remainder of the term by a qualified individual appointed by resolution of the Board; otherwise a by-election may be conducted using the same nomination and voting processes as described in sections 6.10 and 6.11 of the By-Laws.

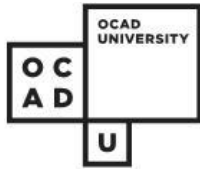
## **PART 7 CONFLICT OF INTEREST**

### **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 of interest, 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.

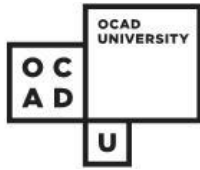
### **8.2 Insurance.**

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 five regular meetings per year. The dates and times of such meetings shall be established from time to time by the Board. The annual meeting shall be the first regular meeting after June 1.



## **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 ten days but not more than fifty 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 Notice of Meetings to the Public and Agenda for Meetings.**

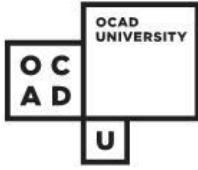
Notice of the date, time and place of any meeting of the Board shall be given to the public, at least five Business Days before such regular meeting, or at least three Business Days before such special meeting, unless otherwise agreed to by the Board. Any notice of meeting shall be sufficiently given to the public if posted on the University website and shall be deemed given to the public at the time of posting. The agenda and relevant supporting documentation for such meetings open to the public may be available for viewing in the Office of the Secretary of the Board two Business Days in advance of the meeting.

## **9.8 Omission of Notice.**

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

## **9.9 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.



### **9.10 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.

### **9.11 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.

### **9.12 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 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 purpose of these rules is to ensure that the meetings are purposeful and efficient and are carried out with fairness, reasonableness and good faith toward all who participate. The Chair shall use the Rules of Order as a guideline in assisting the Chair in conducting the business of the Board and the Chair can rule on points of order, not provided for in the above references.

### **9.13 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 or in the office of the Secretary. Any records of discussions held at *in camera* sessions shall be maintained in a confidential file by the Secretary, to be made available upon request to the Governors. Only resolutions made at public meetings shall be on public record. Resolutions made at *in camera* sessions shall exclude the names of the mover and seconder, and the numerical aspect of how the members voted.

### **9.14 Conduct of Meetings.**

- (a) The Chair shall preserve order and decorum at all meetings of the Board. Any person admitted to a meeting of the Board who, in the opinion of the Chair, misconducts himself or herself must withdraw from the meeting at the order of the Chair; provided that, for greater certainty, such order shall be considered to be a ruling by the Chair on a point of order and may be challenged in the manner contemplated by the Rules of Order. In the event that such a person refuses to withdraw, the Chair has the power to declare a short recess or to adjourn the meeting and may declare that the continuation of the recessed or adjourned meeting shall be *in camera*.
- (b) Subject to limitations of space, meetings of the Board shall be open to attendance by the public except during *in camera* sessions so designated by the Chair for the consideration of confidential business, such as matters concerning personnel, finance, acquisition or disposal of property, labour relations, nominations of Board or Committee members, confidential government policies, and other confidential matters of the University, the disclosure of which might be prejudicial to an individual or to the best interests of the



University. *In camera* sessions shall be open only to Board members and other persons invited to attend by the Chair, all other persons shall be cleared from the meeting.

- (c) Spectators (including representatives of the media) shall not be permitted to disturb the conduct of a meeting in any way, or, without the consent of the Chair (but subject in any event to the provisions of Section 9.14(a)), to bring placards or signs into the room in which the Board is meeting.
- (d) For greater certainty, only Board members will have the right to vote and speak at Board meetings although others present at such meetings in accordance with this Section 9.14 shall be allowed to speak with the consent of the Board Chair.
- (e) No form of recording (photographic or electronic) shall be permitted at any meeting of the Board with the exception of instruments for official use by the Board or at the express direction of the Chair.

### **9.15 Confidentiality at Board Meetings Held *In camera*.**

- (a) Any member of the Board attending an *in camera* session of the Board shall be deemed by her or his attendance at the session 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 session.
- (b) Anyone invited to attend any *in camera* session of the Board shall be considered, by her or his attendance at such session, 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.

### **9.16 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 telephone, electronic, or other communication facilities as such permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously. A member participating in the meeting by those means is deemed, for the purposes of this By-Law, to be present at the meeting.

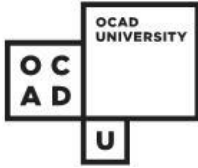
### **9.17 Resolution in Writing in Lieu of Meeting.**

Any resolution signed by all members of the Board is as valid and effective as if passed at a meeting of the Board duly called, constituted and held for that purpose. A copy of every such resolution shall be kept with the minutes of Board meetings.

## **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.

Except sections 9.1, 9.3, 9.7, 9.14(b) and 9.14(c), the provisions contained in Part 7 and Part 9 of this By-Law shall apply to meetings of standing committees, sub-committees and special committees of the Board. All references therein to Board members, the Board, the Chair, the Secretary and similar Board terminology shall be deemed to be references to Committee members, the Committee Chair, the secretary of the Committee and similar Committee terminology, mutatis mutandis. Attendance at committee meetings is limited to Committee members, administrative officers or resource persons invited by the Committee Chair.

Standing committees of the Board may create such taskforces and working groups as, in their view, are necessary, with such membership and mandates as they may specify, provided that the Committee Chair notify the Governance and Nominating Committee of the creation of such bodies. No such bodies shall exist for longer than two years without being submitted to the Governance and Nominating Committee for review and further provided that the mandates of these bodies shall not exceed the mandate of the standing committee.

## **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.

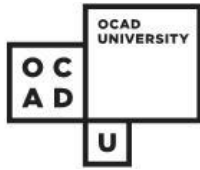
## **PART 11 QUORUM**

### **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 six standing committees of the Board: (i) the Executive Committee; (ii) the Audit, Finance and Risk Committee; (iii) the People and Culture Committee; (iv) Investment Committee; (v) the Physical Resources and Capital Assets Committee; and (vi) the Governance and Nominating Committee.

Except for the *ex officio* members, members will be appointed for two-year renewable terms, as long as they are still a member of the Board. Members will be asked to serve on at least one committee. The Board will appoint the chairs of the standing committees from amongst the external members of the Board.

### **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.

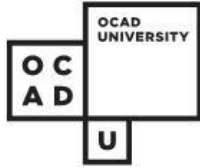
As deemed appropriate by the Chair, administrative officers may attend committee meetings at the invitation of the Chair, and may serve as advisors and resource personnel, but shall not vote.

As deemed appropriate by the Chair and the Committee Chair, external advisors may attend committee meetings at the invitation of the Chair and the Committee Chair, and may serve as advisors to the committee, without remuneration and without the right to vote, except for external advisors to the Investment Committee who may serve without remuneration but with the right to 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 Audit, Finance and Risk Committee, the Investment Committee, the People and Culture Committee, the Physical Resources and Capital Assets Committee, and the Governance and Nominating Committee, (v) the Board appointee to the Senate as contemplated by section 2.14 and (vi) such other External members of the Board, as determined by the Board. Other than the President, all members of the Executive Committee shall be External Governors.



The Chair shall act as the chair of the Executive Committee. 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.

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.

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 a special committee pursuant to section 10.1(c) to deal with a specific issue or project. In particular, the Executive Committee shall have the following responsibilities:

(a) **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, which includes the institutional scorecard. 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.

(b) **Confidential Labour and Employee Relations Matters:**

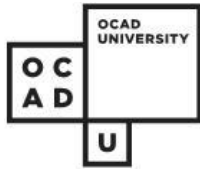
The Executive Committee will deal with confidential labour and employee relations matters, including collective bargaining and compensation.

(c) **Other responsibilities:**

The Executive Committee will consider and provide guidance regarding any other matter that could have a significant impact on the University's reputation, strategic objectives or financial implications.

#### **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 academic term 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 jointly formed



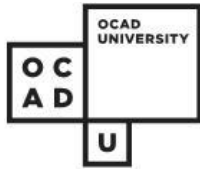
committee of the Senate Liaison Sub-Committee and the equivalent committee/sub-committee of the Senate. There will be a meeting of the full composition of the Board and Senate at least once per year.

## **12.5 Audit, Finance and Risk Committee.**

The primary purpose of the Audit, Finance and Risk Committee is to advise the Board on matters related to the planning, allocation, monitoring and evaluation of all financial resources of the University in keeping with its needs, purposes and strategic objectives, to ensure the appropriate controls and accountabilities exist within the University and are sound as they relate to finance, statutory and regulatory compliance, and financial policy requirements. The Committee also liaises among the external auditors, management, and the Board in its role of overseeing the review of the University's independent financial statement, pension and other required audits at least annually, and making all necessary recommendations on these matters to the Board. In relation to audit matters, the Committee may meet periodically without management present or with such officers and managers as it considers necessary. In addition, the Committee will assist the Board in its oversight of the University's risk management to ensure that appropriate processes are in place to identify, report, and control areas of significant risk to the University, including risk management frameworks, policies and strategies.

The Audit, Finance and Risk Committee shall consist of:

- (a) one External member of the Board as chair;
- (b) the Chair, or one of the Vice-Chairs;
- (c) the President;
- (d) the Chair of the Physical Resources and Capital Assets Committee;
- (e) the Chair of the Investment Committee;
- (f) one Faculty member of the Board;
- (g) one Management or Staff 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 to ensure that the majority of Committee members are External members.



## **12.6 People and Culture Committee.**

The People and Culture Committee will deal with policy level issues related to the recruitment, retention and development of University employees and related human resources matters. Other areas of responsibility will include policy-level issues regarding health and safety, and diversity and equity.

The composition of this committee will be determined by the Board, but will include Internal and External members.

## **12.7 Investment Committee.**

The Investment Committee will assist the Board in overseeing the University's investment activities, including achieving the University's objectives of investing and managing its funds, particularly endowed and restricted funds.

The composition of this committee will be determined by the Board, but will include Internal and External members, and external advisors as deemed appropriate by the Chair and Committee Chair.

## **12.8 Physical Resources and Capital Assets Committee.**

The Physical Resources and Capital Assets Committee will have responsibility for advising on alignment of capital and information technology infrastructure assets of the University with its strategic objectives, including its academic priorities. The Committee will oversee campus planning and development activity with regard to prudent sustainability practices. It will make recommendations to the Board on leasing or acquiring new properties or major assets and the disposition of properties and major capital assets.

The composition of this committee will be determined by the Board, but will include Internal and External members, and external advisors as deemed appropriate by the Chair and Committee Chair.

## **12.9 Governance and Nominating Committee.**

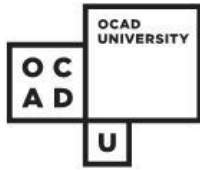
The Governance and Nominating Committee is responsible for providing advice to the Board on its governance structure and processes, the nomination and election of new members and Board performance.

The composition of this committee will be determined by the Board, but will include Internal and External members.

## **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 certificates: Chancellor, President, Vice-President, Academic, Chair and Registrar.

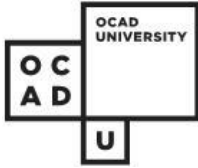
Transcripts: Vice-President, Academic, Registrar

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 31<sup>st</sup> 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**

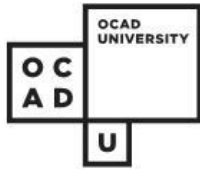
### **20.1 Appointment, Qualifications and Remuneration.**

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 *Not-for-Profit 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 11<sup>th</sup> day of May, 2026.