



**GENERAL BYLAWS
OF THE
BOARD OF TRUSTEES
OF
BROCK UNIVERSITY**

June 28, 2012

TABLE OF CONTENTS

INTERPRETATION 4

SEAL 5

EXECUTION OF DOCUMENTS 5

ELECTION OF BOARD 6

CHAIR AND CHAIR-ELECT 8

VICE-CHAIR..... 9

SECRETARY 9

BOARD MAY DECLARE SEAT VACANT 9

POWERS OF BOARD 9

VACANCIES ON BOARD 10

MEETINGS, QUORUM, ETC. 10

 REGULAR MEETINGS OF THE BOARD.....10

 QUORUM10

 OPEN AND PRIVATE MEETINGS10

 IN CAMERA SESSION FOLLOWING MEETINGS11

 OTHER MEETINGS.....11

 MEETINGS BY TELEPHONE.....12

ERROR IN GIVING NOTICE NOT TO INVALIDATE..... 12

VOTING AT MEETINGS 12

RESOLUTIONS..... 12

ORDER OF BUSINESS 12

MATTERS FOR AGENDA..... 13

NOTICE TO ALTER OR REPEAL BYLAW..... 13

RECORD OF PROCEEDINGS 13

COMMITTEES 13

STANDING COMMITTEES 14

 EXECUTIVE COMMITTEE14

 FINANCIAL PLANNING, INVESTMENT AND HUMAN RESOURCES COMMITTEE15

 PENSION SUB-COMMITTEE.....17

 PEDAGOGY, ADVANCEMENT AND RESEARCH COMMITTEE.....18

 CAPITAL PROJECTS AND FACILITIES COMMITTEE19

 AUDIT COMMITTEE19

 GOVERNANCE/NOMINATING COMMITTEE20

 SENIOR ADMINISTRATORS COMPENSATION COMMITTEE22

 SPECIAL COMMITTEES23

COMMITTEES - GENERAL REGULATIONS..... 23

ANCILLARY OPERATIONS..... 25

VICE-PRESIDENTS	25
THE SECRETARY	26
INDEMNIFICATION AND INSURANCE.....	26
GENERAL RULES	27
FINANCIAL YEAR	27
CONFLICT OF INTEREST.....	28
ELECTED STAFF REPRESENTATIVES TO BOARD OF TRUSTEES	28
BOARD APPOINTMENT PROTOCOL	29
SCHEDULE "I" - GENERAL RULES OF PROCEDURE AT MEETINGS	30
MOTIONS	30
WITHDRAWAL OF MOTIONS	30
AMENDMENTS	30
QUESTION OF PRIVILEGE.....	31
ADJOURNMENT	31
GENERAL	31
SCHEDULE "II" - ORDER OF PRECEDENCE.....	32

All previous Bylaws are hereby repealed and the following Bylaws are enacted by the Trustees of Brock University:

INTERPRETATION

1. In these Bylaws
 - a) "Act" shall mean An Act to Incorporate Brock University, 1964 as amended 1971. (1965, 1971, 1984)
 - b) "University" shall mean Brock University. (1965)
 - c) "Board" shall mean The Trustees of the University. (1965, 1971)
 - d) "Board of Trustees" shall mean The Trustees of the University. (1965, 1971)
 - e) "Chair" shall mean the Chairman of the Board (as specified under the Act) and, where the context permits, the word Chair shall include Vice-Chair and Acting Chair. 1965, 1971, 1996
 - f) "Chancellor" shall mean the Chancellor of the University. (1965)
 - g) "President" shall mean the President of the University and where the context permits, the word President shall include Acting President. (1965, 1971)
 - h) "Vice-President" shall mean a Vice-President of the University. (1965, 1971)
 - i) 1971, deleted 1981.
 - j) "Secretary" shall mean the Secretary to the Board of the University and where the context permits, the word Secretary shall include Acting Secretary. (1971)
 - k) "Holiday" shall mean a holiday as defined in the Revised Statutes of Ontario. (1965)

SEAL

2. There shall be a corporate seal of the University and it shall be in the custody of the Secretary or such other person as the Board may from time to time designate. (1965, 1971)

EXECUTION OF DOCUMENTS

3. a) Contracts, documents or any instruments in writing requiring execution on behalf of the Board shall be signed by the Chair, Chair-Elect or Vice-Chair or Acting Chair of the Board or any members of the Board designated for the purpose, and all contracts, documents and instruments in writing so signed shall be binding upon the Board without any further authorization or formality. The Board shall have power from time to time to appoint any other person or persons on behalf of the Board or any other official or officials of the Board either to execute contracts, documents or instruments in writing, generally, or to execute specific contracts, documents or instruments in writing. The corporate seal of the University may, when required, be affixed to contracts, documents and instruments in writing signed as aforesaid. (1965, 1971)
- b) Without limiting the provision of section (a) of this Bylaw, the University may by resolution of the Board from time to time
- i) borrow money on the credit of the University in such amounts, on such terms and from such persons, firms or corporations, including chartered banks, as may be determined by resolution of the Board; (1965)
 - ii) make, draw and endorse promissory notes or bills of exchange; (1965)
 - iii) hypothecate, pledge, charge or mortgage all or any part of the property of the University to secure any money so borrowed for the fulfilment of the obligations incurred by it under any promissory note or bill of exchange, signed, made, drawn or endorsed by it; (1965)
 - iv) issue bonds, debentures and obligations on such terms and conditions as the Board may by resolution decide, and pledge or sell such bonds, debentures and obligations for such sums and at such prices as the Board may by resolution decide, and mortgage, charge, hypothecate or pledge all or any part of the property of the University to secure any such bonds, debentures and obligations. (1965)

All or any powers necessary for the purpose of borrowing and giving security by the University to such extent and in such manner shall be under the corporate seal of the University and shall be signed by the Chair, Chair-Elect or Vice-Chair or Acting Chair of the Board, or any member of the Board designated for the purpose, and by the President or the Secretary or any other official of the Board designated for the purpose and the interest coupons attached to any such debenture may be signed by the Secretary. The signature of the Chair, Chair-Elect or Vice-Chair or Acting Chair of the Board, or other member of the Board designated to sign any interim or definitive debenture as aforesaid, and the signature of the President or the Secretary or any other official of the Board

designated for the purpose, may be engraved, lithographed, printed or otherwise mechanically reproduced and any such engraved, lithographed, printed or otherwise mechanically reproduced signature shall be deemed for all purposes the signature of such person and shall be binding upon the Board. The said signatures shall be the signatures of the Chair, Chair-Elect or Vice-Chair or Acting Chair of the Board, or other member of the Board designated for the purpose, and of the President or the Secretary or any other official of the Board designated for the purpose, respectively holding office or so designated at the time of the signature of such interim or definitive debenture or interest coupons respectively, and notwithstanding any change in any of the persons holding the said offices or so designated between the time of signature and the date of delivery thereof, the said interim or definitive debenture and the said coupons so signed shall be valid and binding upon the Board. The definitive debenture upon which the impression of the corporate seal has been so mechanically reproduced shall be deemed to have been validly sealed upon the corporate seal of the University. (1965, 1971)

ELECTION OF BOARD

4. a) The Board of Trustees shall consist of:
- i) 21 lay members elected for three-year terms; (1971, 1981, 1994)
 - ii) two faculty members elected by Senate for three-year terms, and the Chair of Senate for a one-year term; (1971, 1977, 1981, 2005)
 - iii) two undergraduate student members elected by the undergraduate student body for two-year terms under the same election procedures and eligibility requirements as are used to elect undergraduate student Senators pursuant to FHB II: 5.1 through 5.5 as approved and amended by Senate, and one graduate student member elected by the graduate student body for a one or two-year term, corresponding to the student's term of study, under the same election procedures and eligibility requirements as are used to elect graduate student Senators pursuant to FHB II: 5.6 through 5.10 approved and amended by Senate.
(1971, 1981, 2002)
 - iv) three permanent staff members elected by the permanent staff under the election procedures prescribed in Bylaw 44; (1994)
 - v) the Chancellor, ex officio; (1981)
 - vi) the President and Vice-Chancellor, ex officio. (1981)
- Vice-Presidents and other members of the administration are resource personnel for the Board and its Committees. The Chair of the Board or of a Committee shall determine which, if any, resource personnel are required during meetings. (1998, 2005, 2007, 2012)
- b) The retirement date shall be June 30th of each year. (1965, 1971)
- c) i) Normally, no member of the Board may be elected thereto for more than two (2) consecutive terms unless:

- a) such member is the Immediate Past Chair, Chair, Chair-Elect, or the Vice-Chair of the Board, in which case election for an additional fraction of term as necessary to enable such member to fulfil his/her responsibilities is permissible; (1971, 1996, 2007)
 - b) such member has been elected or appointed to the Board to fill a vacancy created by the retirement, death or expulsion of a Board member for the balance of that Board member's term, in which case election for a third term is permissible. (1980, 2001)
- ii) A former member may qualify for re-nomination after a period of at least one (1) year. (1971)
- a) Each year, at its April meeting, the Board shall hear the names of those members described in Section 4 a) i), ii), iii) and iv) above whose terms expire during the current year. These names shall be recorded in the Official Minutes of that Board meeting. (1965, 1971, 1994, 2000)
 - b) At its Annual Meeting, the Board shall receive from a Committee appointed for this purpose (hereinafter referred to as the Governance/Nominating Committee) a slate of nominations for Board membership which shall include:
 - i) names of candidates for Board membership that may be proposed by the Governance/Nominating Committee; (1971)
 - ii) in addition to the names in (i) above, the Board shall receive, after the appropriate elections, the names of:
 - the two faculty members elected to the Board by Senate and the Chair of Senate ex officio; (2005)
 - the three student members elected to the Board by the student body; and, (1971)
 - the three permanent staff members elected to the Board by the permanent staff. (1994)
 - c) Fourteen (14) days before the Annual Meeting of the Board, the Secretary shall distribute to the members of the Board a copy of the slate of nominations for the members of the Board, other than the three faculty members, the three student members, and the three permanent staff members, to be submitted to the Annual Meeting by the Governance/Nominating Committee. (1971, 1994)

Not less than seven (7) days prior to the Annual Meeting, the Secretary may receive further written nominations signed by at least two members of the Board providing that a signed statement of the nominee/s is included indicating that he/she is willing to serve. (1971)

Seven (7) days before the Annual Meeting of the Board the Secretary shall distribute any additional nominations received to the members of the Board.

(1971)

- d) The election may be by resolution of the Board adopting the whole or any part of the report of the Governance/Nominating Committee or by a show of hands. (1965, 1971)
- 5.
- a) In the event there are more names in nomination than there are vacancies on the Board an election by closed ballot shall be held. (1965)
 - b) In marking the election ballot each member of the Board present must vote for the number of nominees equivalent to the number of vacancies to be filled. (1971)
 - c) Scrutineers shall be the Chair of the Governance/Nominating Committee and the Secretary. The Scrutineers shall record the votes cast for each nominee and prepare such a record of the vote which shall be kept on file by the Secretary but which shall not otherwise be recorded in the minutes of the Board as distributed to members. (1965, 1971)
6. The Board shall declare the vacancies filled from the list of the names of the nominees ranked in the order of the highest number of votes to the lowest number of votes cast for each individual. (1965, 1971)
7. In the event of a tie vote, the Chair of the Board of Trustees may cast the deciding ballot, between the nominees so tied. (1965, 1971)

CHAIR AND CHAIR-ELECT

8. a) The Board shall elect a Chair from among its members. (Act: Article 9.) The election may be by resolution of the Board adopting the whole or any part of the report of the Governance/Nominating Committee or by a show of hands. (1996)
- b) The term of Office of the Chair shall normally be two years. (1996, 2002, 2011)
 - c) At its Annual Meeting prior to the start of a Chair's final year in office, the Board shall elect a Chair-Elect (who may serve concurrently as Vice-Chair) who will assist the Chair in the execution of his/her duties and who will normally be nominated to serve as the next Chair. The term of office of the Chair-Elect shall be one year. (1996, 1999, 2001, 2002)

VICE-CHAIR

9. At its Annual Meeting, and after its election, the Board may elect one Vice-Chair of the Board from among its members, elected for a one-year term, who would be an ex officio member of all Board Committees but would not be a Chair of a Standing Committee. The election may be by resolution of the Board adopting the whole or any part of the report of the Governance/Nominating Committee or by a show of hands. (1965, 1971, 1996; note: effective July 1, 2007 the Bylaws were amended to indicate one Vice-Chair of the Board)

In the event that a Vice-Chair of the Board is not appointed and there is a temporary absence of the Chair of the Board, the Immediate Past Chair or his/her designate would act as the Chair.

In the event that a Vice-Chair of the Board is not appointed and it is anticipated that there will be a prolonged absence of the Chair of the Board, the Governance/Nominating Committee will nominate and recommend to the Board of Trustees a lay member of the Board to be appointed to serve as interim Chair or as Chair for the remainder of the term. (2009)

SECRETARY

10. The Board shall appoint a Secretary who shall serve at its pleasure. (1965, 1971)

BOARD MAY DECLARE SEAT VACANT

11. After thirty days notice to any member of the Board, the Board may by resolution passed by at least two-thirds of the total members of the Board by votes cast at a meeting of the Board, declare vacant the seat of such member. (Act: Article 10; 1964)

POWERS OF BOARD

12. Except as to such matters specifically assigned by the Act to the Senate, the government, conduct, management and control of the University and of its property, revenues, expenditures, business and affairs are vested in the Board, and the Board has all powers necessary or convenient to perform its duties and achieve the objects and purposes of the University, including, but without limiting the generality of the foregoing power, (Act: Article 11)
- a) following consultation with Senate, to appoint and remove the President and Vice-Chancellor; (Act: Article 11)
 - b) to appoint and remove the Vice-Presidents and the Secretary to the Board, provided that all such appointments shall be made from among such persons as may be recommended by the President and Vice-Chancellor. Authority is delegated by the Board of Trustees to the President to appoint and remove the heads and associate heads of Faculties and Colleges, other than affiliated Colleges of the University, and the Professors, other members of the teaching staff of the University and all other officers, agents and servants of the University; (Act: Article 11) (1998)

- c) to fix the number, duties and salaries and other emoluments of the officers, clerks, employees, agents and servants of the University; (Act: Article 11)
- d) to appoint an Executive Committee and such other committees as it deems desirable, and to delegate to any such committee any of the powers of the Board; (Act: Article 11)
- e) to borrow money for the purposes of the University, and give security therefore on such terms and in such amounts as it deems advisable; (Act: Article 11)
- f) to make bylaws and regulations for the conduct of its affairs, including the fixing of a quorum, the election or appointment of its members and the filling of vacancies. (Act: Article 11)

VACANCIES ON BOARD

13. Vacancies in the membership of the Board as described in Section 4 a) i), ii), iii) and iv), however caused, may, so long as a quorum of the Board remains in office, be filled by the remainder of the Board if they shall see fit to do so for such term as the Board may decide, the said term not being inconsistent with the provisions of these bylaws.
(1965, 1971, 1994)

MEETINGS, QUORUM, ETC.

REGULAR MEETINGS OF THE BOARD

14. a) Meetings shall be held a minimum of four times throughout the year (at least twice during the period September to December and at least twice during the period January to June) at the call of the Chair. Notice of regular meetings shall be sent to each member not less than seven days before the meeting is to take place. Materials for such meetings shall be submitted to the Secretary at least three days prior to the date for distribution.
(1965, 1976, 1998, 2000, 2012)

An annual orientation session will be held at the time of the first Board meeting of the year and an annual strategic issues discussion will be held. (2007, 2012)

QUORUM

- b) Two-fifths of the Board members shall form a quorum for the transaction of business, provided that lay members constitute a majority of those present. (1994)

OPEN AND PRIVATE MEETINGS

- c) i) Subject to sub-paragraphs ii), iii), iv) and v) below, meetings of the Board will be open to members of the public. Admission will be on a first-come first-admitted basis subject to the limitations of available space. (1971, 1976)
- ii) The following shall normally be the items which may be considered by the Board in private:
 - a) personnel matters; (1971)

- b) matters relating to property acquisition; (1971) and,
- c) legal matters affecting operation of the University. (1971)

In addition, the Board may at any time decide, by a majority vote of those present and voting, that the whole of a meeting or any part of a meeting be held in private. (1971)

- iii) At the conclusion of a private meeting or the private part of a meeting a public announcement of any decision/s may be made following the meeting or when the Board resumes its public session. (1971)
- iv) Documents to be presented at meetings of the Board, except those mentioned in ii) above, shall normally be regarded as available to members of the University community, and shall be available for reading and consultation in the office of the Secretary. Notwithstanding this provision, the Chair and Secretary may declare a document confidential. Such a confidential document shall be made available in advance only to members of the Board and shall be discussed in private, if the Board so decides, subject only to the limitation in iii) above. (1971)

IN CAMERA SESSION FOLLOWING MEETINGS

- d) An in camera session should be held during each Board and Committee meeting at the call of the Chair. Only members of the Board or Committee (as the case may be) will remain for the closed session unless specifically invited to attend by the Chair of the meeting. The President and Vice-Chancellor may be excused by the Chair for a portion of the in camera session. As well, any member of the Board who has a conflict of interest may also be excused. (2012)

OTHER MEETINGS

- e) Except as otherwise required by law, the Board may hold meetings, other than its regular meetings, at such place or places as it may from time to time determine. Such Board meetings may be formally called by the Chair of the Board or by the Secretary on direction of the Chair of the Board or by the Secretary on direction in writing of seven members of the Board. Notice of such meeting shall be mailed to each member not less than four days before the meeting is to take place, or delivered or sent by facsimile or other electronic means not less than one day before the meeting is to take place. The statement of the Secretary that notice has been given pursuant to this bylaw shall be sufficient and conclusive evidence of the giving of such notice.

The Board may consider or transact any business either special or general at any meeting of the Board. (1965, 1971, 2000)

MEETINGS BY TELEPHONE

- f) If all the Trustees present or participating in a meeting consent, a Trustee may participate in a meeting of the Board by means of such telephone or other communications facilities as permit all persons participating in the meeting to hear each other and a Trustee participating in such meeting by such means shall be deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and need not be in writing. (2000)

ERROR IN GIVING NOTICE NOT TO INVALIDATE

15. No error in giving such notice for a meeting of the Board or its Committees shall invalidate such a meeting or make void any proceedings taken or had at such meeting, and any member may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat. (1965, 1971)

VOTING AT MEETINGS

16. Questions arising at any meeting of the Board shall be decided by a majority of votes. In the case of an equality of votes, the Chair shall have a casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any member present, but if no demand be made the vote shall be taken in the usual way by assent or dissent. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the Chair of the Board his/her duties may be performed by the Chair-Elect, the Vice-Chair, Immediate Past Chair or such other member of the Board as the Board may appoint for the purpose. (1965, 1996, 2009)

RESOLUTIONS

17. A resolution signed by all members of the Board shall have the same force and effect as if passed at a regularly constituted meeting of the Board. (1965)

ORDER OF BUSINESS

18. The normal order of business shall be as follows, subject to the discretion of the Chair:
- a) Minutes of the previous meeting
 - b) Business Arising from the Minutes
 - c) Report of the Chair of the Board
 - d) Report of the Executive Committee
 - e) Report of the Vice-President, Academic and Provost
 - f) Report of the Actions of the University Senate
 - g) Reports of Committees of the Board
 - h) Report of the President and Vice-Chancellor
 - i) Other Business

(1965, 1971, 2005)

MATTERS FOR AGENDA

19. All matters for inclusion in the Agenda for regular meetings of the Board should be in the hands of the Secretary at least ten days (exclusive of holidays, Saturdays and Sundays) prior to the day of the meeting at which they are to be presented, and only matters which have then been placed in the hands of the Secretary shall be included in the Agenda. (1965, 1971, 2000)

Reports to the Board and Board Committees shall include background rationale and a suggested course of action in the form of a proposed resolution. (2000)

20. No new matter, other than that of privilege or petition, shall be dealt with at any meeting of the Board unless the introduction of such new matter shall be approved by a majority of all members of the Board. (1965, 2000)

EVIDENCE OF ACTION BY BOARD

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

NOTICE TO ALTER OR REPEAL BYLAW

22. Notwithstanding the provisions of Sections 19 and 20, notice of a motion to alter or repeal any Bylaw must be given not later than at the meeting next preceding that at which the motion is to be presented. (1965, 1971)

RECORD OF PROCEEDINGS

23. A record of the proceedings of all meetings of the Board shall be kept in a book provided for that purpose and the minutes or a précis thereof of every such meeting shall be submitted at the next meeting of the Board, and after adoption by the Board, the minutes shall be signed by the Chair and Secretary and such minutes shall be open to inspection at any time during regular office hours in the office of the Secretary. (1965, 1971)

Minutes of the Board of Trustees and of Board Committees shall record only the action taken and a reference to supporting materials. (2000)

COMMITTEES

24. a) The Committees constituted by the Board shall be either
- i) Standing Committees, being those Committees whose duties are normally continuous; (1965, 1971, 1998)
 - ii) Special Committees, being those Committees appointed for specific duties of a non-recurrent nature, whose powers will expire with the completion of the task assigned. (1965)

- b) There shall be such other Standing Committees of the Board as the Board may from time to time determine. (1965, 1971)
- c) The Chair of the Board (or designate), the Immediate Past Chair; the Vice-Chair, the Chair-Elect, the Chancellor and the President shall be ex officio members of all such other Standing Committees, with the exception of the Audit Committee with respect to the Chair of the Board, the Immediate Past Chair and the President. (1965, 1996, 2007, 2011)
- d) The functions, duties, responsibilities and powers of Standing Committees established by specific bylaws of the Board shall be as defined in such bylaws. (1965, 2000)
- e) The functions, duties, responsibilities and powers of each other Committee constituted by the Board shall be as provided in the resolution of the Board by which it is established, and such resolution shall in each case specify the functions, duties, responsibilities and powers of the Committee, and shall appoint the members of the Committee and shall appoint the Chair and Vice-Chair thereof. (1965)
- f) At the regular meeting of the Board next following a meeting of a Standing or Special Committee, the Chair of such Committee shall submit a report of the proceedings of such Committee. A report shall also be submitted by the Chair of such Committee whenever required by the Board. (1965, 1971)

STANDING COMMITTEES

EXECUTIVE COMMITTEE

- 25. a) There shall be an Executive Committee of the Board to be called the "Executive Committee". (1965)
- b) The Executive Committee shall hold office for one year only and shall consist of the following:
 - i) the Chair of the Board;
 - ii) the Chair-Elect of the Board (if that office has been filled);
 - iii) the Vice-Chair of the Board (who may also be the Chair-Elect);
 - iv) the immediate past Chair of the Board;
 - v) the Chairs of the Financial Planning, Investment and Human Resources Committee, the Pedagogy, Advancement and Research Committee, and the Capital Projects and Facilities Committee;
 - vi) the longest serving faculty trustee;
 - vii) the longest serving student trustee (in the case of two students serving for the same length of time, the Governance/Nominating Committee shall select the Executive Committee member); and
 - viii) the longest serving staff trustee.
 (1965, 1971, 1976, 1984, 1994, 1996, 1998, 1999, 2000, 2003, 2007, 2012)

- c) In addition to the above, the Chancellor and the President shall be ex officio members of the Executive Committee. (1971)
- d) Meetings shall be held as required and at the call of the Chair of the Committee. (2012)
- e) The Chair of the Board shall be Chair of the Executive Committee and in his/her absence either the Chair-Elect or the Vice-Chair of the Board shall preside. (1965, 1996, 1999)
- f) The Secretary shall act as Secretary of the Executive Committee. In the event of his/her absence, the Secretary or the Committee shall appoint another person to act as Secretary. (1965, 1971)
- g) The Executive Committee shall possess and may exercise (subject to any regulations which the Board may from time to time impose) all the powers of the Board in the management of the affairs of the University (save and except only such acts as must by law be performed by the Board itself), in such manner as the Executive Committee shall deem best for the interests of the University in all cases in which specific directions shall not have been given by the Board. (1998, 2000, 2012)
- h) Subject to any regulations imposed from time to time by the Board, the Executive Committee shall have power to determine its quorum at not less than a majority of its members, provided that lay members constitute a majority of those present, and may determine its rules of procedure from time to time. (1965, 1971, 1994)

FINANCIAL PLANNING, INVESTMENT AND HUMAN RESOURCES COMMITTEE

26. Terms of Reference

The Financial Planning, Investment and Human Resources Committee shall make recommendations

- a) to the Board of Trustees or the Executive Committee regarding all matters pertaining to the financial affairs of the University, including (but not restricted to) operating and capital financial planning, operating and capital budgets, borrowings, investments, insurance, tuition and other fees; (2007)
- b) to the Executive Committee regarding matters related to salary, wage and fringe benefit negotiations and discussions with union and non-union groups on campus and to the Board of Trustees on all other matters relating to University personnel policies and procedures, and
- c) on any other related matters referred to it by the Board, the Executive Committee, or the President and/or his/her delegate.

In addition, the Committee shall:

- a) Review the University's insurance coverage at least annually and approve changes as may be appropriate. (1987, 1998, 2000, 2001, 2010, 2011, 2012)
- b) Monitor, review, evaluate and approve investment strategies, policies, objectives, and disbursement rates relative to:
 - Excess cash balances,
 - Trusts (including reserves set aside for long-term debt repayment or future asset replacement programs), and
 - Endowment funds that are held by Brock University and all related organizations and foundations.
- c) Review matters of interest to donors and potential recipients of awards granted from funds and approve changes as may be appropriate.
- d) Review and approve the appointment, mandate and performance of investment managers and their removal, where necessary.
- e) Review and approve the appointment, mandate and performance of investment custodians and their removal, where necessary.
- f) Review and approve the appointment, mandate and performance of investment consultants and their removal, where necessary.
- g) Review and approve all University policies related to its purview.
- h) Report annually, at a minimum, to the Board of Trustees.

Regular meetings of the Financial Planning, Investment and Human Resources Committee shall be held throughout the year at the call of the Chair and normally before each Board meeting. A majority of the members of the Committee shall constitute a quorum. (2000, 2002, 2010, 2012)

Composition

The Financial Planning, Investment and Human Resources Committee shall consist of

- i) the Chair of the Board, the Immediate Past Chair, the Vice-Chair/Chair-Elect, the President, and the Chancellor, ex officio; (2011)
- ii) a minimum of six lay Trustees (excluding the Chair of the Board, the Immediate Past Chair, the Vice-Chair/Chair-Elect and the Immediate Past Chair) one of whom shall serve as Chair. (2007, 2011, 2012)

The Vice-President, Finance and Administration; the Provost and Vice-President, Academic; the Associate Vice-President, Finance; and the Associate Vice-President, Human Resources shall be resource personnel. The Chair of the Committee shall determine whether their presence, or that of other members of their departments, is required during meetings. (2012)

PENSION SUB-COMMITTEE

27. a) Terms of Reference

The Board of Trustees shall appoint a Pension Committee, which shall be a sub-committee of the Financial Planning, Investment and Human Resources Committee of the Board. The terms of reference of the Pension Committee are as follows:

- i) to keep the Brock University Pension Plan under review, and to study matters of interest to members of the Plan and to take account of their impact on the Plan and to make recommendations to the Financial Planning, Investment and Human Resources Committee for any changes to the Plan; and (2012)
- ii) to maintain a review of the investment performance of the Trust Fund.

b) Composition

The Pension Committee shall consist of

- i) the Vice-President, Finance and Administration; the Associate Vice-President, Finance and the Associate Vice-President, Human Resources, as ex officio members, and twelve appointed members as set out below. (2004)
- ii) one member shall be appointed by the Board of Trustees to represent the Board but need not be chosen from the current membership of the Board.
- iii) eleven members, who are members of the Pension Plan, shall be appointed by the Board of Trustees upon the recommendation of the President on the following basis:
 - a) seven members nominated by BUFA, representing faculty; (1998)
 - b) one member from the permanent staff (non-OSSTF), nominated by the permanent staff members; (2004)
 - c) one member nominated by OSSTF, representing that bargaining unit; (2004);
 - d) one member nominated by CUPE 1295, representing that bargaining unit; and
 - e) one member nominated by the BURA, representing retirees in the Plan. (2004)
- iv) Appointments to the Committee shall become effective on July 1. (2008) The Board of Trustees' representative shall be appointed for a two-year period while other members shall be appointed for four-year periods.
- v) The Pension Committee shall elect its own Chair and Vice-Chair. The Pension Officer, Human Resources, will act as Secretary to the Committee. (1998, 2002, 2004)

PEDAGOGY, ADVANCEMENT AND RESEARCH COMMITTEE

28. Terms of Reference

The Pedagogy, Advancement and Research Committee shall make recommendations to the Board of Trustees or the Executive Committee a) on all matters relating to fund raising for any purpose; b) on the development and maintenance of sound internal and external relationships within the University community, with government and with the community at large; c) on matters pertaining to alumni affairs; d) on research related funding, associated business planning, and other activities and practices; e) with respect to related matters of pedagogy; and f) on any other matters referred to it by the Board or the Executive Committee and the President insofar as they pertain to the responsibilities of the Board. (2000, 2002, 2008, 2012)

The Committee shall review and approve all University policies related to its purview.

Regular meetings of the Pedagogy, Advancement and Research Committee shall be held throughout the year at the call of the Chair and normally before each Board meeting. A majority of the members of the Committee shall constitute a quorum.

Composition

The Pedagogy, Advancement and Research Committee shall consist of:

- i) the Chair of the Board, the Immediate Past Chair, the Vice-Chair/Chair Elect, the President, and the Chancellor, ex officio; (2011)
- ii) a minimum of six lay Trustees (excluding the Chair of the Board, the Immediate Past Chair, the Vice-Chair/Chair-Elect and the Immediate Past Chair) one of whom shall serve as Chair; (2007, 2011)
- iii) one faculty Trustee;
- iv) one student Trustee;
- v) one staff Trustee.

The Vice-President, Advancement, and Vice-President, Research, and the Provost and Vice-President, Academic shall be resource personnel. The Chair of the Committee shall determine whether their presence, or that of other members of their departments, is required during meetings.

CAPITAL PROJECTS AND FACILITIES COMMITTEE

29. Terms of Reference

The Capital Projects and Facilities Committee shall make recommendations to the Board of Trustees or to the Executive Committee a) on all matters pertaining to the physical accommodations required for students, faculty and staff; b) on tenders, contracts, consultants, architects for new buildings and facilities, or for major alterations to existing structures and facilities; and c) on proposed additions or deletions to present holdings of buildings and land, and on any other matters referred to it by the Board, the Executive Committee or the President.

The Committee shall review and approve all University policies related to its purview. (2012)

Regular meetings of the Capital Projects and Facilities Committee shall be held throughout the year at the call of the Chair and normally before each Board meeting. A majority of the members of the Committee shall constitute a quorum.

Composition

The Capital Projects and Facilities Committee shall consist of the:

- i) the Chair of the Board, the Immediate Past Chair, the Vice-Chair/Chair-Elect, the President, and the Chancellor, ex officio; (2011)
- ii) a minimum of six lay Trustees (excluding the Chair of the Board, the Immediate Past Chair, the Vice-Chair/ Chair-Elect and the Immediate Past Chair) one of whom shall serve as Chair; (2007, 2011, 2012)
- iii) one faculty Trustee;
- iv) one student Trustee;
- v) one staff Trustee

The Vice-President, Finance and Administration; the Associate Vice-President, Facilities Management and the Manager, Campus Planning, Design and Construction shall be resource personnel. The Chair of the Committee shall determine whether their presence, or that of other members of their departments, is required during meetings. (2012)

AUDIT COMMITTEE

30. Terms of Reference

The Audit Committee will make recommendations to the Board of Trustees and assist the Board in its monitoring of the University's:

- a) financial reporting and disclosure;
- b) risk management; and
- c) compliance with applicable laws and regulations.

The Audit Committee charter is a separate document which outlines the detailed responsibilities and terms of reference of the Audit Committee as approved by the Board of Trustees. The Audit Charter includes the specific procedures and relationship with respect to the external auditors.

The Committee shall review and approve all University policies related to its purview.
(2012)

Meetings

The committee shall meet a minimum of two times annually or more frequently at the discretion of the Committee. Meetings shall be held at the call of the Chair, upon the request of two members of the Committee or at the request of the external auditors, and a majority of the members of the Committee shall form a quorum.

Composition

The Audit Committee shall be appointed annually and shall consist of at least five members (one of whom is the Chair-Elect or failing the Chair-Elect, the Vice-Chair or failing the Vice-Chair, the Immediate Past Chair ex officio, from among the Trustees of the University, each of whom shall be an independent Trustee and free from any relationship that, in the opinion of the Board, could interfere with the exercise of his or her independent judgement as a member of the Committee. The Chancellor is an ex officio member of the Committee. Officers of the University, including the Chairman of the Board and the President may not be members of the Audit Committee.

Financial Literacy: all Committee members shall have the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the University's financial statements.

The Governance/Nominating Committee shall nominate the Chair of the Committee for the consideration of the Board of Trustees from those appointed to the Committee.

Resource

Unless the Committee otherwise specifies, the Secretary or designate of the University shall act as Secretary of all meetings of the Committee.

The Internal Auditor; Vice-President, Finance and Administration; the Associate Vice-President, Finance; and the Controller and Manager of Finance shall be resource personnel. The Chair of the Committee shall determine whether their presence, or that of other members of their departments, is required during meetings. (2012)

GOVERNANCE/NOMINATING COMMITTEE

31. Terms of Reference

The Governance/Nominating Committee shall:

- a) periodically review the structure of the Board, its Committees and their mandates;
- b) develop recruitment/nominating profiles to determine requirements for the vacant lay member positions on the Board using the Skills Matrix as one tool;
- c) conduct an annual peer review/evaluation of Board members;
- d) consider matters forwarded from the Board or its Committees;

- e) develop both the annual Board orientation session and the January strategic issues session;
- f) present a slate of nominations for membership to the Board of Trustees for consideration of the Board during its Annual Meeting which shall include:
 - i) nominations for Board membership as described by Article 4 of the General Bylaws;
 - ii) nomination for the Office of Chair for a two-year term as described in Article 8 of the General Bylaws; (2011)
 - iii) nomination for the Office of Vice-Chair for a one-year term as described in Article 9 of the General Bylaws;
 - iv) for the second year of the Chair's term in Office, nomination of a Chair-Elect, as described in Article 8 of the General Bylaws; (2011)
 - v) nominations of the Chair, Vice-Chair and lay members of all Standing Committees and of Sub-Committees of Standing Committees of the Board;
 - vi) nominations of up to two Board members as representatives on the University Senate;
- g) nominate members to the Committee on the Presidency for consideration of the Board as outlined in the Faculty Handbook Section I;
- h) advise the President with respect to the membership of Advisory Committees regarding the appointment of Vice-Presidents as outlined in the Faculty Handbook Section I;
- i) convene no later than January of each year to begin the nomination process.
- j) review and approve all University policies related to its purview.

Regular meetings of the Committee shall be held throughout the year at the call of the Chair and normally before each Board meeting. A majority of the members of the Committee shall constitute a quorum. (2012)

Composition

The Governance/Nominating Committee shall consist of the following ex officio members:

- i) Immediate Past Chair of the Board as Chair;
- ii) Chair of the Board;
- iii) Chancellor;
- iv) President and Vice-Chancellor;
- v) Vice-Chair or Chair-Elect of the Board; and,
- vi) at least four lay Trustees (not standing for re-election)

SENIOR ADMINISTRATORS COMPENSATION COMMITTEE

32. Terms of Reference

The Board of Trustees shall appoint a Senior Administrators Compensation Committee, which shall be a sub-committee of the Executive Committee.

The terms of reference of the Senior Administrators Compensation Committee are as follows:

- a) Respecting the President:
 1. To annually establish the performance objectives of the President;
 2. To annually evaluate the performance of the President, based on agreed annual objectives, and in accordance with the performance evaluation process approved by the Board of Trustees;
 3. To annually recommend to the Executive Committee of the Board of Trustees the compensation of the President, including base pay, bonus (if applicable), benefits and perquisites, in accordance with the Senior Compensation Policy approved by the Board of Trustees;
 4. To periodically (no less than every three years) review the President's performance evaluation process and recommend changes in the process, as required, to the Executive Committee of the Board of Trustees.

- b) Respecting the Senior Administrators' Council:
 5. To annually review and approve, on the recommendation of the President, the compensation of the members of the Senior Administrators' Council, in accordance with the Senior Staff Compensation Policy approved by the Board of Trustees;
 6. To review with the President, and approve any changes to exceptions to the Senior Staff Compensation Policy;
 7. To review with the President and approve any changes to the composition and structure of the Senior Administrators' Council.

- c) Respecting the Senior Compensation Policy:
 8. To periodically (no less than every three years) review the Senior Staff Compensation Policy and recommend changes, as required, to the Board of Trustees.

Composition

The Senior Administrators Compensation Committee shall consist of:

- i) the Chair, Past Chair and Vice-Chair/Chair-Elect of the Board of Trustees;
- ii) the Chair of the Financial Planning, Investment and Human Resources Committee and,
- iii) the President, except for matters dealing with the performance and compensation of the President.

- iv) The Associate Vice-President, Human Resources shall serve as a resource staff member to the committee.

Term of Appointment

Appointments of Board of Trustee representatives to the Committee shall become effective July 1st for a one-year term, coinciding with the term of appointment to the Board of Trustees.

Committee Chair

The Chair of the Board of Trustees shall serve as the Chair of the Committee.

Meetings

The Committee shall meet no less than annually. Additional meetings may be called by the Chair, as required. A majority of the members of the Committee shall constitute a quorum. (2005, 2012)

SPECIAL COMMITTEES

- 33. The Board may from time to time appoint Special Committees. Unless specifically provided by the resolutions by which they are constituted, such Committees shall automatically be dissolved on the date of the first meeting of the Board in the next year following that in which they were appointed. Such committees may, at the discretion of the Board, be reappointed with the same or different membership. Except to the extent that the resolutions by which they are constituted may otherwise specifically provide, the appointment of such Special Committees and the conduct of their activities shall be as provided in Bylaws 24 and 33. (1965, 1971)

COMMITTEES - GENERAL REGULATIONS

- 34. Every Committee, unless otherwise specifically provided for in these Bylaws, or in the resolutions of the Board by which it is constituted shall be subject to the following general regulations:
 - a) All members of Committees, other than ex officio members, shall hold office during the pleasure of the Board. Vacancies occurring in the membership of a Committee shall be filled by the Board at the next meeting of the Board after such vacancies occur or as soon thereafter as may be convenient, but notwithstanding such vacancies the remaining members of the committee shall have authority to exercise the full powers of the Committee, providing that a quorum remains in office. (1965)
 - b) Notice of meetings shall be sent to each member not less than seven days before the meeting is to take place. Materials for such meetings shall be submitted to the Secretary at least three days prior to the date for distribution. (1965, 1976, 2012)

- c) Appointments of Board members to each Standing Committee, upon approval by the Board, shall become effective on July 1 of each year. (2012)
- d) If all the Trustees present or participating in a Committee meeting consent, a Trustee may participate in such meeting by means of such telephone or other communications facilities as permit all persons participating in the meeting to hear each other and a Trustee participating in such meeting by such means shall be deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and need not be in writing. (2000)
- e) A meeting may also be held at any time and at any place within the Province of Ontario without notice, if all the members of the Committee are present and consent thereto, or if, either before or after the meeting is held, those absent signify in writing their consent to the meeting being held in their absence. (1965)
- f) A resolution signed by all members of a Committee shall have the same force and effect as if passed at a regularly constituted meeting. (1965)
- g) The accidental omission to give notice to any member, or any accidental irregularity in connection with the giving of notice shall not invalidate the proceedings at a meeting. (1965)
- h) The Chair of the Committee shall preside at meetings, and in his/her absence the Vice-Chair of the Committee shall preside. If both the Chair and the Vice-Chair of the Committee are absent, the members present shall appoint one of their number Acting Chair to preside at the meeting. (1965)
- i) A majority of members of a Committee shall constitute a quorum, provided that lay members constitute a majority of those present. (1965, 1994, 2012)
- j) Each member of the Committee present at a meeting shall be entitled to one vote. (1965)
- k) All questions at a meeting shall be decided by a majority of the votes of the members present. The Chair or Acting Chair may vote on all motions and any motion on which there is an equality of votes shall be deemed to be negative. (1965)
- l) A record shall be kept of the proceedings of every meeting of each Committee, and it is the responsibility of the Chair of the Committee to submit a report of such proceedings to the Secretary of the Board as soon as conveniently possible thereafter. (1965, 1971)
- m) The Secretary of a Committee shall issue, or cause to be issued, notices of all meetings of such Committee, when directed so to do. (1965)
- n) If a Committee does not appoint its own Secretary, the Secretary of the Board shall act as Secretary of such Committee. (1965, 1971)

ANCILLARY OPERATIONS

35. a) "Ancillary Operations" in these Bylaws include operations which
- i) are operated by the University; and
 - ii) do not qualify for Provincial grants, and which are designed to be self-supporting. (1971)
- b) Ancillary Operations include
- i) the University Bookstore;
 - ii) the Residences; and
 - iii) any other organization within the University which the Board deems to be an Ancillary Operation. (1971)
- c) 1971, deleted 1981.

VICE-PRESIDENTS

36. Each Vice-President shall act for the President in such matters as the President may, within his/her own powers, delegate, (1965, 1981, 1990) as follows:

Delegation of Authority in the Absence of the President

1. In anticipation of the absence of the President and Vice-Chancellor, the President is responsible for delegating his/her authority to a Vice-President.
2. If the President and Vice-Chancellor is unable to delegate his/her authority, then the following order of precedence will follow:
 - a) Provost and Vice-President, Academic
 - b) Vice-President, Finance and Administration
 - c) Vice-President, Advancement
 - d) Vice-President, Research
3. A Vice-President who is acting as President and Vice-Chancellor shall, in anticipation of his/her absence, be responsible for delegating his/her authority to another Vice-President, and if unable to do so, another Vice-President shall act as President and Vice-Chancellor in accordance with the aforementioned order of precedence.
4. In the event that any of the above are unable to accept the authority of the President and Vice-Chancellor, then the Board, through the Chair, shall make the appointment. (2008)

THE SECRETARY

37. a) The Secretary shall be directly responsible to the President and to the Board and shall have charge of the corporate seal, books and records of the Board.
(1965, 1971)
- b) The Secretary shall perform such duties as may from time to time be assigned.
(1965, 1971, 1990)
- c) The Secretary shall issue or cause to be issued notices of all meetings of the Board, when directed so to do. (1965, 1971)
- d) If a Committee does not appoint its own Secretary, the Secretary shall act as Secretary of such Committee. (1965, 1971)
- e) The Board may from time to time appoint an Acting Secretary to perform the duties of the Secretary when the latter is unable by reason of absence or other cause to perform such duties. (1965, 1971)

GENERAL

38. All cheques, drafts and orders for the payment of money shall be signed by such person or persons as the Board may from time to time by resolution designate. (1965)
39. The Board, on the recommendation of the Chair or the President, may from time to time prescribe the duties of officers and employees of the University, provided that the duties so prescribed are not inconsistent with the Bylaws of the Board from time to time in force. (1965)

INDEMNIFICATION AND INSURANCE

- 39A. a) Except where otherwise prohibited by law, each current and each former:
- Trustee; member of Senate; Committee Member; Vice-President; Secretary;
and other officer of the University;
- and their heirs, executors, and administrators, and estate and effects, respectively, (each an "Indemnified Person") is hereby indemnified and saved harmless at all times out of the funds of the University, from and against:
- i. all costs, charges and expenses whatsoever that such an Indemnified Person sustains or incurs in or about any action, suit or proceeding (including, without limiting the generality of the foregoing, any civil, criminal or administrative action, suit or proceeding) that is brought, commenced or prosecuted against such Indemnified Person, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by such Indemnified Person, in or about the execution of the duties of such Indemnified Person's office; and

- ii. all other costs, charges and expenses that such an Indemnified Person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by the wilful neglect or default of such Indemnified Person.
- b) Notwithstanding any other provision of this By-Law 39A, each Indemnified Person shall only be indemnified if such Indemnified Person:
- i. acted honestly and in good faith in performing such Indemnified Person's duties; and
 - ii. in the case of a criminal or administrative action or proceeding, such Indemnified Person had reasonable grounds for believing that his or her conduct was lawful.
- c) For greater certainty, but without limiting the generality of the foregoing, if an Indemnified Person incurs any costs, charges or expenses as provided above because of the act, deed, matter or thing whatsoever made, done or permitted by any other current or former: Trustee; member of Senate; Vice-President; Secretary; Committee Member; or other officer of the University; or their heirs, executors, and administrators, and estate and effects, respectively; or by any current or former employee of the University; such Indemnified Person shall be indemnified as provided above.
- d) Without limiting the generality of the foregoing, except where otherwise prohibited by law, the University will purchase and maintain insurance (provided that such insurance is available on terms which are acceptable to the University) to indemnify each current and each former:

Trustee; member of Senate; Committee Member; Vice-President; Secretary; and other officer of the University;

and their heirs, executors, and administrators, and estate and effects, respectively, against any liability incurred by any such person in such capacities, except where the liability relates to the person's failure to act honestly, in good faith, and in the best interests of the University. (2010)

GENERAL RULES

- 40. General rules of procedure at meetings shall be those rules set forth in Schedule I to these Bylaws. (1965)
- 41. Auditors (1965, 1971, *deleted December 1, 2011*)

FINANCIAL YEAR

- 42. Unless otherwise ordered by the Board, the fiscal year of the University shall terminate on the 30th day of April in each year. 1965, 1971

CONFLICT OF INTEREST

43. a) A member of the Board who has an interest, directly or indirectly, in any contract, transaction, proposed contract or proposed transaction under consideration by the Board or a committee created by it shall:
- i) declare the nature and extent of the interest to the Chair as soon as possible and no later than the meeting at which the matter is to be considered;
 - ii) if so requested by the Chair, refrain from taking part in any discussion or vote in relation to the matter; and
 - iii) if so requested by the Chair, withdraw from the meeting when the matter is being discussed.
- b) A member of the Board who is an employee of the University or whose spouse is an employee of the University may take part in discussions and vote on all matters relating generally to the financial operation of the University, other than matters referred to in subsection c) or matters in which the member's interest, or the interest of the member's spouse, is not the same or substantially the same as that of other employees of the University.
- c) No member of the Board, other than the President, who is an employee or whose spouse is an employee of the University may take part in discussions or vote on matters related to the remuneration or benefits, terms of employment, rights or privileges available to employees of the University that are directly related to compensation or that are negotiated in a collective fashion for a class or group of employees of the University.
- d) Where a conflict of interest has not been declared, and the Board or Committee of the Board is of the opinion that a conflict of interest exists, the Board or committee may declare by a resolution carried by two-thirds of its members present at the meeting, that a conflict of interest exists and a member of the Board thus found to be in conflict shall, as decided by the Chair:
- i) refrain from taking part in any discussion or vote related to the matter;
 - ii) withdraw from the meeting when the matter is being discussed if requested to do so by a majority of the members present at the meeting.
- (1989, 2009)

ELECTED STAFF REPRESENTATIVES TO BOARD OF TRUSTEES

44. a) There shall be three elected representatives from the permanent staff to the Board of Trustees, serving staggered three-year terms, elected by the permanent staff members of the University. (1994)
- b) Permanent staff members who are Managers reporting directly to the President or to a Vice-President are not eligible to serve. (1994)

- c) The election of permanent staff members shall take place not later than the last week of May each year. (1994)
- d) At least four weeks before the date of the election, the Secretary to the Board of Trustees shall publish a notice in Brock News and shall post notices broadly throughout the University announcing the election, including the date on which the election shall be held and the number and terms of those to be elected. (1994)
- e) Nomination papers, signed by at least three members of the permanent staff, and the nominee, must be submitted to the Secretary to the Board of Trustees no later than 4:30 p.m. two weeks before the election date. (1994)
- f) No less than seven days before the election, a ballot, containing in alphabetical order the names of all nominees, shall be distributed to all members of permanent staff. Each voter may vote for as many candidates as there are vacant seats. The marked ballot shall then be returned to the Secretary sealed in the envelope provided. (1994)
- g) The poll shall close at 4:30 p.m. on the date specified for the election. At the earliest convenient time following the close of the poll, the Secretary to the Board of Trustees shall count the ballots and certify the standing of the candidates. The candidates leading the poll shall be declared elected to the respective vacancies. (1994)

BOARD APPOINTMENT PROTOCOL

45. a) Duties and Responsibilities of the Board

Under the terms of the Brock University Act (SO, 1964, Chapter 127, as amended by SO 1971, Chapter 107), the Board of Trustees of Brock University is charged generally with “the government, conduct, management and control of the University and of its property, revenues, expenditures, business and affairs” - with the exception of those powers assigned to the Brock Senate. The Board holds in trust the physical and financial assets of the institution, provides general policy direction to the President and officers of the University and oversees its operations.

b) Skills, Knowledge and Expertise of Board Members

Lay members of the Board are expected to have the leadership qualities required to oversee effectively the activities of a multi-million dollar educational institution. The composition of the Board should reflect Brock’s status as a provincial and national institution. Board members selected from the Niagara region should reflect the demographic characteristics of the region (e.g. in terms of gender distribution and the representation of visible minorities), and should include representation from throughout the region. Board members chosen from outside the Niagara region should be persons who can further Brock’s ambition to develop its particular place among Ontario and Canadian universities.

c) Board Composition and Member Recruitment

The Board of Trustees currently comprises 21 lay members, three faculty members, three staff members, three students, and the Chancellor and the President and Vice-Chancellor, ex officio.

Annually, as part of the process of filling vacancies in the lay membership of the Board, the Governance/Nominating Committee shall invite various groups, including, but not necessarily limited to, the Board of Trustees, the internal and external Brock community, and the Alumni Association, to submit the names of potential candidates for consideration for Board membership. The Governance/Nominating Committee shall decide whether to make a nomination from amongst the suggestions received.

d) Appointment Process

Suggestions for lay members received by the Governance/Nominating Committee will be considered by the Committee in light of the desired mix of skills, knowledge, geographic location, constituency representation and gender. Nominations will be presented to the Board of Trustees in accordance with the General Bylaws of the Board of Trustees. (2004)

SCHEDULE "I" - GENERAL RULES OF PROCEDURE AT MEETINGS

MOTIONS

1. A motion must be moved and seconded before the subject matter of the motion is open for debate. (1965)

WITHDRAWAL OF MOTIONS

2. General custom permits the withdrawal of a motion by consent of the mover and seconder, but if either objects the motion must be put to a vote. This applies to both substantive motions and amendments. (1965)

AMENDMENTS

3. a) An amendment to a motion must fall within one of the following categories:
 - i) the deletion of certain words; (1965)
 - ii) the addition of certain words; (1965)
 - iii) the deletion of certain words and the substitution of others in their place (an amending motion which would nullify the main motion is not an amendment and cannot be introduced). (1965, 1971)
- b) There cannot be more than two amendments (one amendment to a motion and one amendment to the amendment to that motion) before the meeting at one time except that when one of these amendments has been accepted or rejected a further

amendment may be introduced if it is different in purpose from that one previously defeated. (1965, 1971, 1981)

- c) Voting is as follows:
- i) on the amendment to the amendment, or the second amendment; (1965)
 - ii) on the amendment; (1965)
 - iii) on the motion if amendments have been defeated or on the motion as amended if an amendment has carried. (1965)

POINT OF ORDER

4. Only on a point of order or privilege can a member interrupt another member who is speaking, (except that with the consent of the speaker questions may be asked). If a member feels that improper language has been used, irrelevant argument introduced or a rule of procedure broken, he/she is entitled to "rise to a point of order", interrupting the speaker. The point of order must be stated definitely and concisely. The Chair shall decide without debate, though he/she may ask opinions. He/she should state his/her opinion authoritatively. His/her ruling may be appealed by the member who has risen to a point of order. If appealed, the Chair states his/her decision on the point of appeal and then puts the question which is not debatable: "Shall the decision of the Chair stand as the judgment of this meeting?" A simple majority determines the issue. This merely settles a point of procedure and is not a vote of confidence in the Chair. (1965)

QUESTION OF PRIVILEGE

5. If a member feels that a statement reflects on his/her reputation or that of the Board, the Committee or the University, he/she is entitled to raise a "question of privilege". The procedure is the same as for a point of order. (1965)

ADJOURNMENT

6. A motion to adjourn may be moved at any time. It is not debatable except if it is sought to adjourn to a time other than the regular meeting time, when discussion is permitted on that point only. The motion requires a simple majority and, if passed, the meeting ends; if rejected, the business continues. (1965)

GENERAL

7. On special motions the following procedure shall prevail:
- a) to adjourn (debatable as to time only); (1965)
 - b) to take a recess (not debatable); (1965)
 - c) to raise a question of privilege (Personal - not debatable); (1965)
 - d) to lay on the table (not debatable); (1965)
 - e) to limit or extend the limits of debate (not debatable); (1965)
 - f) to postpone to a definite time (debatable as to time only); (1965)
 - g) to amend (debatable). (1965)

SCHEDULE "II" - ORDER OF PRECEDENCE

1967, 1971, Deleted 1981, 1984, 1987, 1989, 1990, 1991, 1992, 1994, 1996, 1997, 1998, 1999; September 2000; November 2000; December 2000; June 2001; November 2002; February 2003; September 2005; July 2007; June 2008; September 2008; June 2009; September 2009, June 2010, February 2011, December 2011, June 2012.

COMING INTO FORCE

These General Bylaws of 1965, with all amendments incorporated to June 28, 2012 shall come into force on June 28, 2012.

Chair
Board of Trustees

Secretary to the
University