

Queen's University Board of Trustees By-laws

Based on the provisions of Bill S-1001, By-Laws are being developed by the Governance and Nominating Committee to codify the membership, rules of procedure, the Committees of the Board, the delegation of Signing Authorities and other matters as necessary in the future.

Composition, election and term of the Board of Trustees

(As approved by the Board of Trustees May 2012)

DEFINITIONS

The following definitions are meant to capture an individual's primary relationship with Queen's University and are used to determine who is eligible to nominate, to vote for or to stand as a nominee for a vacancy on the Board of Trustees. In circumstances where a nominee appears to fall into more than one category, the Governance and Nominating Committee of the Board shall make the final determination about eligibility.

BY-LAW NO. 1

Faculty - In this By-Law, "faculty" means individuals who are members of the QUFA bargaining unit as defined from time to time and all other faculty with academic rank of assistant professor or above.

Staff - In this By-Law, "staff" means individuals employed at Queen's University for more than 14 hours a week in any capacity and who are not faculty or students at Queen's University.

Student - In this By-Law, "student" means individuals who are, or who are eligible to be, members either of the AMS (Alma Mater Society) or of the SGPS (Society of Graduate and Professional Students) at Queen's University and who are not faculty or staff.

BE IT ENACTED as a by-law of the University as follows:

BOARD OF TRUSTEES

1. A Board of Trustees shall supervise the management of the activities and affairs of the University in accordance with the provisions of the Royal Charter, 1841, as amended.
2. The Board of Trustees shall be comprised of not more than twenty-five trustees (inclusive of the ex officio positions of Principal, Chancellor and Rector) two of whom shall be elected by the students (AMS and SGPS Trustees), two of whom shall be elected by the staff (Staff Trustees), two of whom shall be elected by the faculty (Faculty Trustees), six of whom shall be elected or appointed by the University Council (University Council Trustees) and up to ten of whom shall be appointed by the Board of Trustees (Board Trustees).
3. Trustees shall be elected, or appointed, in accordance with the provisions of this By-Law.

ELECTION OF TRUSTEES BY THE FACULTY

4. The faculty shall elect a member of the Board of Trustees from the faculty ("Faculty Trustee") every two years (for a total of two Faculty Trustees) in accordance with the following provisions.
 - (1) Prior to the election, each member of the faculty shall have the right to nominate one nominee for each faculty vacancy on the Board of Trustees. Faculty members on the executive of the Queen's University Faculty Association or serving as members of Senate will not be eligible for nomination. No nominee will be considered eligible unless
 - (2) nominated by at least five faculty. Nominations shall be invited by the University Secretary according to a process developed and publicized by the University Secretary. In order to be valid, nominations shall be in writing and signed by the faculty member or submitted on-line when this option is available, and must be received on or before the date specified by the University Secretary.
 - The nominations that have been received on or before the date announced for the close
 - (3) of nominations shall be verified and tabulated under the supervision of the University Secretary on the next working day.
 - (4) The University Secretary shall immediately notify the eligible nominees. Any nominee may, on or before the date specified, inform the University Secretary in writing of her or

his desire to withdraw her or his name as a nominee. If, on the date specified, there is only one nominee, that nominee shall be declared elected by acclamation. If there is more than one nominee, the names of those nominees shall be announced and an election will be held on a date and in a manner to be specified by the University Secretary. If there are no nominees, future nominations and a subsequent election will take place on a date to be determined by the University Secretary.

- (5) The election of the Faculty Trustee shall be conducted in a manner and on a date determined by the University Secretary. A faculty member shall vote for only one nominee for each vacancy.

- (6) In order to be valid, ballots shall be completed and returned on or before the date specified. The ballots shall be verified and tabulated under the supervision of the University Secretary on the next working day. A tie shall be broken by lot.

- (7) The University Secretary shall immediately notify the successful nominee and publish the election results specifying the date upon which the elected faculty member will take office.

- Any vacancy in the position of Faculty Trustee caused by death, incapacity, resignation, removal from office, assumption of a position on the QUFA Executive or Senate, or cessation of employment, shall be filled at the next election by the faculty in accordance with the provisions set out in section 4, provided such election occurs within six months from the date of vacancy. Otherwise, the University Secretary shall announce a separate call for nominations for the vacant position and an election shall take place on a date specified and publicized and the procedures for nomination and election shall be in accordance with the provisions of section 4. (1) – (6). Any Faculty Trustee so elected shall serve for the balance of the period remaining in the term of the individual whose position has been vacated and that period will not count as a term for the purposes of 4.(9).

- (9) Faculty Trustees shall serve for a four-year term commencing on June 1st following the acclamation or election, and shall retire from office on May 31st. A Faculty Trustee shall be eligible for re-election to the Board of Trustees provided she or he is still a faculty member and has not served on the Board of Trustees for three consecutive terms, unless the Faculty Trustee served as Chair or Vice-Chair during that period, in which case he or she is entitled to be re-elected for a further term.

- (10) Subject to 4.(9) the maximum length of service shall be twelve (12) consecutive years, provided that the period of service completed by anyone appointed to serve a broken term of office shall be disregarded in computing the length of service on the Board for the purpose thereof.

- (11) After a break of at least one year, a faculty member whose eligibility for re-election expired per paragraph (10) and is otherwise qualified is eligible to be re-elected to the Board of Trustees.

ELECTION OF TRUSTEES BY THE STAFF

5. The staff shall elect a member of the Board of Trustees from the staff ("Staff Trustee") every two years (for a total of two Staff Trustees) in accordance with the following provisions.

- (2) Prior to the election, each member of the staff shall have the right to nominate one nominee for each staff vacancy on the Board of Trustees. Staff members on the executive of an association or union representing Queen's staff or serving as members of the Senate will not be eligible for nomination. No nominee will be considered eligible unless nominated by at least five staff members. Nominations shall be invited by the University Secretary according to a process developed and publicized by the University Secretary. In order to be valid, nominations shall be in writing and signed by the staff member or submitted on-line when this option is available, and must be received on or before a date specified by the University Secretary.

- (3) The nominations that have been received on or before the close of nominations shall be verified and tabulated under the supervision of the University Secretary on the next working day.

- (4) The University Secretary shall immediately notify the eligible nominees. Any nominee may, on or before the date specified, inform the University Secretary in writing of her or his desire to withdraw her or his name as nominee. If, on the date specified, there is

only one valid nomination, that nominee shall be declared elected by acclamation. If there is more than one nominee, the names of the nominees shall be announced and an election will be held. If there are no nominees, future nominations and an election will take place at a time to be determined by the University Secretary.

The election of the Staff Trustee shall be conducted in a manner and on a date
(5) determined by the University Secretary. A staff member shall vote for only one nominee for each vacancy.

In order to be valid, ballots shall be completed and returned on or before the date
(6) specified. The ballots shall be verified and tabulated under the supervision of the University Secretary on the next working day. A tie shall be broken by lot.

The University Secretary shall immediately notify the successful nominee and publish
(7) the election results specifying the date upon which the elected staff member will take office.

Any vacancy in the position of Staff Trustee caused by death, incapacity, resignation, removal from office, assumption of a position on the Executive of an association or a union representing Queen's staff or serving as a member of the Senate, or cessation of employment, shall be filled at the next election by the staff in accordance with the provisions set out in this section 5, provided such election can occur within six months
(8) from the date of the vacancy. Otherwise, the University Secretary shall announce a separate call for nominations for the vacant position and an election shall take place on a date and in a manner specified and publicized by the Secretary. Any Staff Trustee so elected shall serve for the balance of the period remaining in the term of the individual whose position has been vacated, and that period will not count as a term for the purposes of 5.(9).

Staff Trustees shall serve for four-year terms commencing on June 1st following the election, and shall retire on May 31st. Staff Trustees shall be eligible for re-election to
(9) the Board of Trustees provided they are still members of the staff and have not served on the Board of Trustees for three consecutive terms, unless he or she served as Chair or Vice-Chair of the Board during that period, in which case he or she may then be re-elected for one further term.

Subject to 5.(9) the maximum length of service shall be twelve (12) consecutive years,
(10) provided that the period of service completed by anyone appointed to serve a broken term of office shall be disregarded in computing the length of service on the Board for the purpose thereof.

After a break of at least one year, a staff member whose eligibility for re-election expired
(11) per paragraph 5.(10) and is otherwise qualified is eligible to be re-elected to the Board of Trustees.

ELECTION OF THE TRUSTEE BY THE MEMBERS OF THE SOCIETY OF GRADUATE AND PROFESSIONAL STUDENTS OF THE UNIVERSITY

The Society of Graduate and Professional Students ("SGPS") shall elect one member of
6. the Board of Trustees from the membership of the SGPS ("SGPS Trustee") for a 2-year
(1) term in accordance with the provisions of the SGPS by-laws. A student who is a member of the executive of the SGPS, or the executive of a union representing Queen's employees, or serving as a member of Senate, will not be eligible for election.

(2) The President of the SGPS shall report the election result to the University Secretary.

When a vacancy in the position of the SGPS Trustee has occurred or is imminent, due to death, incapacity, resignation, removal from office, assumption of a position on the SGPS Executive, or change in student status, the President will invite nominations for
(3) the position of SGPS Trustee and an election will take place in accordance with SGPS by-laws. An SGPS Trustee so elected shall serve for the balance of the period remaining in the term of the individual whose position has been vacated and that period will count as a term for the purposes of 6.(5)

The SGPS Trustee shall serve for two years commencing on June 1st following the election, and shall retire from office on May 31st. The SGPS Trustee so elected shall
(4) hold office only while registered as a graduate or professional student and member of the SGPS, and shall be considered to have resigned from office upon withdrawal or graduation from the University.

(5) The SGPS Trustee shall be eligible for re-election to the Board of Trustees, provided

she or he is registered as a graduate or professional student and member of the SGPS and has not served on the Board of Trustees for three consecutive terms.

ELECTION OF THE TRUSTEE BY THE MEMBERS OF THE ALMA MATER SOCIETY

The Alma Mater Society ("AMS") shall elect one member of the AMS to the Board of Trustees ("AMS Trustee") for a 2-year term in accordance with the AMS by-laws. A student who is a member of the executive of the AMS, or the executive of a union representing Queen's employees, or serving as a member of Senate, will not be eligible for election.

(1) (2) The President of the AMS shall report the election result to the University Secretary.

When a vacancy in the position of AMS Trustee has occurred or is imminent, due to death, incapacity, resignation or removal from office, assumption of a position on the AMS Executive, or change in student status, the University Secretary shall immediately notify the AMS President. The President will then invite nominations for the position of Trustee and an election to fill the vacancy will take place in accordance with AMS by-laws. An AMS Trustee so elected shall serve for the balance of the period remaining in the term of the individual whose position has been vacated and that period will count as a term for the purposes of 7.(5).

The AMS Trustee shall serve for two years commencing on June 1st following the election, and shall retire from office on May 31st. The AMS Trustee shall hold office only while registered as an undergraduate student and as a member of the AMS, and shall be considered to have resigned from office upon withdrawal or graduation from the University.

The AMS Trustee shall be eligible for re-election to the Board of Trustees provided he or she is a registered student and member of the AMS and has not served on the Board of Trustees for three consecutive terms.

UNIVERSITY COUNCIL TRUSTEES

University Council shall elect two "University Council Trustees" to the Board of Trustees every year for a total of six University Council Trustees in accordance with University Council by-laws. The University Council Trustees shall serve for a term of three years.

(1) (2) Current faculty, staff or students of Queen's University are not eligible to be elected to the Board of Trustees as a University Council Trustee.

When a vacancy in the position of University Council Trustee occurs due to death, incapacity, resignation or removal from office, the vacancy shall be filled in accordance with University Council by-laws. A University Council Trustee so elected shall serve for the balance of the period remaining in the term of the individual whose position has been vacated and that period will not count as a term for the purposes of 8.(5).

The University Council Trustees shall serve three-year terms commencing on June 1st following the election and shall retire from office on May 31st. A University Council Trustee is eligible for re-election to the Board of Trustees, provided she or he has not served on the Board of Trustees for four consecutive terms and he or she continues to meet the eligibility provisions set out by University Council, unless she or he served as Chair or Vice-Chair during that period in which case, she or he may be re-elected for a further term.

Subject to 8.(4), the maximum length of service shall be twelve (12) consecutive years, provided that the period of service completed by anyone appointed to serve a broken term of office shall be disregarded in computing the length of service on the Board for the purpose thereof.

After a break of at least one year, a University Council Trustee whose eligibility for re-election has expired per paragraph 8.(5) is eligible to be re-elected by the University Council if he or she continues to meet the eligibility provisions set out by University Council.

BOARD TRUSTEES

The Board of Trustees shall appoint Board Trustees from time to time on the recommendation of the Governance and Nominating Committee, for a total of not more than ten trustees, each for a four-year term.

(1) (2) Current faculty, staff or students of Queen's University are not eligible to be appointed as Board Trustees.

Any vacancy in the position of Board Trustee caused by death, incapacity, resignation or removal from office shall be filled by the Board of Trustees on the recommendation (3) of the Governance and Nominating Committee. A Board Trustee so appointed shall serve for the balance of the period remaining in the term of the individual whose position has been vacated and that period shall not count as a term for the purposes of 9.(4).

Board Trustees shall serve four year terms commencing on June 1st, and shall retire on May 31st. A Board Trustee shall be eligible for re-election to the Board of Trustees (4) provided he or she has not served on the Board of Trustees for three consecutive terms, unless he or she served as Chair or Vice-Chair during that period, in which case the Board Trustee may be re-appointed for a further term.

The maximum length of service shall be twelve (12) consecutive years, provided that (5) the period of service completed by anyone appointed to serve a broken term of office shall be disregarded in computing the length of service on the Board for the purpose thereof.

(6) After a break of at least one year, a former Board Trustee whose eligibility for re-election has expired per paragraph 9.(5) is eligible to be re-appointed to the Board of Trustees.

QUALIFICATIONS OF TRUSTEES

The following persons are disqualified from serving as trustees

10. a. a person who is less than 18 years of age;
- b. a person who has been declared incapable by a court in Canada or in another country;
- c. a person who has the status of a bankrupt;
- d. a person who has been convicted of a criminal offence.

The office of trustee shall be automatically vacated:

11. a. if the trustee is declared incapable by a court in Canada or in another country;
- b. if the trustee is declared bankrupt; if the trustee is convicted of a criminal offence;
- c. if, at a special meeting of trustees, a resolution is passed by 2/3rds of the votes cast in favour of the removal of the trustee;
- d. if a trustee has resigned her or his office by delivering a written resignation to the Secretary;
- e. on death.

The trustees shall serve without remuneration and no trustee shall directly or indirectly receive any profit from her or his position provided that a trustee may be paid (12) reasonable expenses incurred in the performance of her or his duties. Nothing herein contained shall be construed to preclude any trustee from serving Queen's University as an officer or in any other capacity and receiving compensation therefor.

CHAIR OF THE BOARD AND VICE-CHAIR(S) OF THE BOARD

The processes for appointments, terms of office and roles and responsibilities of the (13) Chair and the Vice-Chair(s) are under development by the Governance and Nominating Committee and will be added to this By-Law by amendment.

AMENDMENT OF BY-LAW

(14) The provisions in this By-law relating to the eligibility, number and composition of the Board of Trustees may be amended by By-law passed with a two-thirds majority of at least 75% of the Trustees membership at a meeting of the Board of Trustees, providing notice of the Amendment has been given in the meeting agenda.

Committees of the Board of Trustees

BY-LAW NO. 2 Will detail the constitutions for each standing committee including membership composition and terms of reference. This will be prepared once the committee structure has been determined. In the meanwhile, the current constitutions, as approved by the Board of Trustees from time to time, are published on the website and in the Handbook.

Meeting Procedures of the Board of Trustees

(as approved by the Board of Trustees March 2012)

BE IT ENACTED as a by-law of the University as follows:

MEETINGS OF THE BOARD OF TRUSTEES

BY-LAW NO. 3

1. **Regular meetings** of the Board of Trustees shall be held at least quarterly and notice of the time and place shall be given at least two weeks in advance and the agenda one week in advance sent electronically to all members. Regular meeting dates shall be published for the information of Trustees for the next three years.
2. **Special meetings** of the Board of Trustees may be called by the Chair of the Board. Notice and agenda of special meetings shall be given at least 48 hours in advance.
3. **Attendance of Members** at regular or special meetings shall be in person or by means of telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Trustee participating in such a meeting by such means is deemed to be present at that meeting.

4. **Open Session:** Regular meetings of the Board of Trustees shall be open to attendance by the public, subject to the limitations of space and except during those portions designated closed sessions for consideration of confidential business, such as matters concerning personnel, finance, acquisition or disposal of property and other similar matters, the disclosure of which might be prejudicial to an individual or the best interest of the University.

5. **Closed Session:** The Chair of the Board or, in his or her absence, the presiding Vice-Chair, in consultation with the Principal and the Secretary of the Board, will designate those items on the agenda which will be considered in closed session. The Board may at any time during a meeting, by a majority vote of the members present, without debate, require the Chair of the Board to declare the meeting, or any part thereof, a closed session so long as the business of the closed session is considered confidential per (4) above.

6. **Members of Board Committees**, who are not Trustees or observers, may be given speaking privileges at meetings of the Board at which the business of the Committee is on the agenda.

7. **The Chair or the Principal** may invite to a particular meeting of the Board persons whose presence would be useful to the deliberation; and may invite such persons to speak.

8. **Members of Board Committees** or who are invited by the Principal or the Chair may, at the discretion of the Chair, attend that portion of the closed session which relates to their particular subject.

9. **Voting Rights**
 - a) **Trustees** must be present at a meeting to exercise their vote. Proxy votes are not allowed.
 - b) **Ex Officio** members of the Board have voting privileges at all meetings of the Board of Trustees and Committees of which they are members.
 - c) **The Chair** of any meeting of the Board of Trustees shall have a deliberative vote and also a casting vote in case of equality of

votes.” S.C., 1912, c. 138, s. 13.

10. A member of the public may request an appearance before the Board for the presentation of a statement. The request will be considered by the Chair if the request and a summary of the statement are submitted to the Secretary of the Board at least three working days prior to the date set for a Board meeting. All submissions shall be made by email to trustees@queensu.ca

11. **Admission for members of the public, faculty, students and staff who are not Trustees or have not been invited to participate in the meeting**, shall be by non-transferable tickets issued by the University Secretariat on a first-come, first-served basis from Monday at 9:00 a.m. to Friday at 9:30 a.m. in the week of the Board meeting. If it appears to the Secretary that the demand for tickets for a particular meeting will be greatly in excess of the supply, a lottery system may be instituted for that meeting. Application for admission as a visitor shall be made by email to trustees@queensu.ca, as described in this section.

12. **All participants** shall maintain the decorum prescribed for parliamentary galleries. No person shall bring a camera or a recording device into a Board meeting. In the event of a disturbance, the Chair may adjourn the meeting.

13. The Director of University Communications, or designate, shall attend each regular Board meeting. News releases or statements relating to the meeting and approved by the Chair or the Principal may be obtained from the Director or designate.

14. **Minutes** of all meetings of the Board shall be made by the Secretary. That portion of minutes relating to business dealt with by the Board in closed session shall appear as a separate section of the minutes and be made available only to Trustees, unless otherwise ordered by the Chair. Material considered in closed sessions shall remain confidential to Trustees. Appointment decisions approved by the

Board of Trustees in closed session shall be reported in the regular minutes when they are published.

15. **Quorum** of the Board of Trustees shall be fifty percent plus one of the members. Vacant positions on the Board shall not be counted for the purposes of quorum.
16. **Votes** on decisions shall be carried by a majority of the votes cast except in situations where a 2/3 majority of votes cast is deemed necessary by regulation or by agreement.
17. **The Board of Trustees Code of Conduct** applies to members of the Board of Trustees, members of Board Committees, including non-trustees, Senate appointees, external experts and others appointed by the Board of Trustees, and officers of the University and other persons authorized to attend meetings of the Board or its Committees.

AMENDMENT OF BY-LAW

18. The provisions in this by-law relating to the meeting procedures of the Board of Trustees may be amended by by-law passed with a two-thirds majority of at least 75% of the Trustees membership at a meeting of the Board of Trustees, providing that notice of the amendment has been given in the meeting agenda.

Signing Authorities

BY-LAW NO. 4

To be prepared based on resolutions of the Board of Trustees that confer signing authority for Investment Related Transactions, Cheques and the University Seal.

<http://www.queensu.ca/secretariat/trustees/bylaws.html>