



uOttawa

L'Université canadienne
Canada's university

Board of Governors Handbook

2005-2006

BOARD OF GOVERNORS HANDBOOK 2005-2006

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The “Administration and Governance” Web site contains the most recent information on the Board and its committees. Please visit the Web site at www.uOttawa.ca/governance

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The information contained in this document is updated annually, and was accurate at the time of publication in January 2006.

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University of Ottawa Framework

Vision 2010

Academic Strategic Plan

Our mission

Our raison d'être

Since 1848, the University of Ottawa has been Canada's university: a reflection, an observatory and a catalyst of the Canadian experience in all its complexity and diversity. Our university is characterized by its unique history, its commitment to bilingualism, its location both in the heart of the national capital and at the juncture of French and English Canada, its special commitment to the promotion of French culture in Ontario and to multiculturalism. As a result and through the groundbreaking work of our community members, we are uniquely positioned among Canada's research-intensive institutions to give students a remarkable education, to enrich the intellectual and cultural life of Canada and to help the country achieve greater international prominence.

Our vision

What we aspire to

We aspire to be, among universities, the essential reference on what Canada represents: a university that is an integral part of its community, open to the world, and distinguished by its search for excellence in research, its high-quality learning environment, its passion for knowledge and innovation, its leadership on language issues, and its openness to diversity. Every member of our institution will take part in our educational mission.

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Our values

What defines us and drives us

A university that places its students at the core of its educational mission

We do our utmost to help our students expand their knowledge, enrich their culture, boost their creativity, enhance their ability to question and analyze, and take full advantage of university life to become well-rounded, responsible citizens and leaders of our society.

A university whose programs are research driven

We conduct first-class research, most notably in each of our strategic areas of development; this in turn enriches what and how we teach. We deliver a wide range of nationally and internationally recognized undergraduate, graduate and professional programs known for their quality and for their focus on interdisciplinarity.

A bilingual university that values cultural diversity

We promote bilingualism, recognize the contributions of the many communities that have helped build our country and, through our programs and research, work to bring Canada's challenges as a country into sharper focus.

A university committed to promoting Francophone communities

We design outstanding programs and services for Ontario's French-speaking population and we provide leadership for Francophone communities across Canada and around the world.

A university that builds strong partnerships to fulfill its social responsibilities

We strengthen our programs and perform our social, political and community-outreach roles thanks to productive ties with other institutions of higher learning, government agencies, social and community associations, research councils, the private sector, embassies, and national and international organizations.

A university that offers equal opportunities to its staff

We adhere to the principles of diversity and equitable representation. We are also committed to women playing a leading role in the life of the university community.

A university that values its community

We encourage freedom of expression in an atmosphere of open dialogue, enabling critical thought, supported by intellectual integrity and ethical judgment. Collegiality, transparency and accountability are the principles that guide our university governance.

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Strengthening our competitive edge

We want to offer our students an excellent education. To this end, we must build on our strengths and assiduously cultivate innovative fields, thus attracting the best students, creating a strong feeling of belonging, and offering a truly unique experience.

Goal 1.1

To play a leadership role in promoting Canada's official languages

- To ensure that students can learn in a setting where cultures coexist and enrich each other, and where students wishing to do so can achieve their full language potential.
- To ensure that the University supports its staff members in developing these skills.

From an international perspective, we are a major bilingual university that has inherited two of the world's greatest cultural traditions, and we will build on this significant advantage.

By 2010, we will have improved our linguistic balance and have become the standard among Canadian universities in the areas of acquisition, development, evaluation and promotion of the official languages. Since language is the vector of culture, we will promote respect for differences, openness to others, and intercultural dialogue.

Main Initiatives Proposed

IOLB	Create the Institute of Official Languages and Bilingualism that will offer programs of studies at all levels, become a research centre in fields such as second-language teaching, language engineering and psycholinguistics, and provide second-language evaluation, training and certification. A director will be hired shortly to consolidate the University's strengths in this Institute and recruit the necessary teaching staff. The Institute will be operational in September 2006 (VP Academic and Provost).
Humanitas	Create <i>Humanitas XXI</i> , an academic program offering science and arts courses to a select group of motivated bilingual students. The program will open in September 2007. We will then evaluate the possibility of offering other disciplines (AVP Academic).
Recruiting bilingual professors	Through a central fund designed to allow hirings at the associate and full professor levels, recruit top-calibre professors who are bilingual or are determined to contribute to this specific goal of the University. The first hirings will take place in 2006-2007 (VP Academic and Provost, deans).
Bilingualism among students	Encourage and recognize bilingualism among students. <u>Effective immediately</u> <ul style="list-style-type: none">• Create an immersion program and set up an intake structure that will enhance access for immersion students from across Canada (AVP Academic).• Introduce a second-language proficiency certificate (AVP Academic).• Offer students a second-language writing mentorship (SASS).• Examine the possibility of admitting bilingual students to common law and civil law simultaneously (Common Law and Civil Law).

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	<p><u>As of 2006-2007</u></p> <ul style="list-style-type: none"> • Offer a bilingual internship in nursing under the Multiple Interventions in Community-Health Nursing Practice Research Chair (Health Sciences). • Collaborate to design a second-language training certificate in health sciences (Health Sciences). • Strengthen the second-language skills of graduate students (Arts).
Linguistic balance	<p>Implement an action plan to reach linguistic-balance enrolment targets.</p> <p><u>Effective immediately</u></p> <ul style="list-style-type: none"> • Increase efforts to recruit Francophone and immersion students (SEM and deans). • Enrich programs offered partially in French by updating the action plan for French-language programs and services (AVP Academic). • Promote the French-language common law program throughout Canada (Common Law). <p><u>As of 2006-2007</u></p> <ul style="list-style-type: none"> • Revitalize the French-language MBA program and increase efforts to recruit abroad (Management). • Design a distance-education master's program in education for Francophones (Education).
Bilingualism among staff and professors	<p>Improve bilingualism among staff by immediately hiring a coordinator for the linguistic services offered to teaching staff and implementing a program that meets the support staff's training needs (VP Academic and Provost, HR).</p>

Goal 1.2 To be an integral part of Canada's capital

- To ensure that the University, as a powerful agent for social change that both enriches and is enriched by its surroundings, builds productive partnerships with various communities of interest in Canada's capital.
- To ensure that the University becomes the partner of first choice for the federal government in areas of common interest.

By 2010, we will have taken the lead in building partnerships with the public and private sectors, thus bringing together the forces of knowledge, innovation and development in the service of society and our students' learning.

Main Initiatives Proposed

Interaction with the community	<p>Open the University to the wealth of skills available in Canada's capital through the various levels of government, NGOs, research laboratories, industry, as well as health, social services, sports, leisure and cultural organizations. In addition to continuing staff exchanges and cross appointments, the University will promptly establish a central fund that will give the community an opportunity to contribute to learning and research through visiting professor and researcher-in-residence</p>
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	positions for government officials and leading public figures (VP Academic and Provost, VP Research, deans).
Continuing education	<p>Over the next few years, introduce continuing-education programs to meet the needs of government agencies, professional associations, businesses, as well as Francophone target groups (VP Academic and Provost). These programs will include:</p> <ul style="list-style-type: none"> • A training program in public health (Medicine) • A continuing education program in common law (Common Law) • An executive training program (Management) • A continuing education program for Francophone social workers (Social Sciences) • A graduate certificate in program evaluation (Social Sciences and Education) • Distance professional-development programs (Education) • Specialized training for industry (Science) • A series of science conferences open to the public (Science) • A wider range of training courses for public-service professionals (PTS) • A training program in career counselling for secondary-school guidance counsellors, especially in Francophone schools (SASS)
Prior learning assessment	Promptly consider opening a one-stop service point for adult learners so they can better access programs and services that meet their needs, especially for prior-learning assessment at all levels (VP Academic and Provost).
Relations with schools	<p>Support learning in the region's schools and ease student access to postsecondary education.</p> <p><u>Effective immediately</u></p> <ul style="list-style-type: none"> • Launch <i>Imagine</i> magazine (and its online version), an accessible research-focused publication for secondary-school students (SEM). • Work with the faculties to design a strategy for positioning ourselves in feeder schools that are a good source of high-quality candidates (SEM and deans). • Increase professors' participation in classroom activities of secondary schools and colleges (SEM and deans). <p><u>As of 2006-2007</u></p> <ul style="list-style-type: none"> • Start an engineering summer school (Engineering). • Organize a robotics contest (Engineering). • Expand public lecture programs, including the <i>Christmas Science Lectures</i> (Sciences).
Relations with the local community	<p>Launch initiatives to strengthen relations with our community.</p> <p><u>Effective immediately</u></p> <ul style="list-style-type: none"> • Promote multidisciplinary reflection on job-market trends by organizing an annual public forum (SASS). <p><u>As of 2006-2007</u></p> <ul style="list-style-type: none"> • Expand the Sports Complex, especially by considering partnerships with the City of Ottawa (Sports). <p>Maintain the visibility and reputation of the University's archival and historic</p>

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	heritage (Archives).
Relations with the Government of Canada	Develop a strategy and an action plan to establish productive relations and coordinated interaction with the federal government (VP University Relations).

Goal 1.3 To move onto the international stage

- To ensure that the University's main concern is to train global citizens.
- To ensure that students and all staff members are enriched by international contacts, both scientific and cultural.
- To ensure that the institutions and organizations with which we work benefit from our areas of specialization and learn about Canadian values.

By 2010, our programs and activities will have exposed a high percentage of our students to the international dimension, thus training competent graduates who are open to the world. In addition to being part of the globalization of knowledge, we want to earn international recognition as the focal point of knowledge on the Canadian perspective.

Main Initiatives Proposed

International agreements	Build high-quality international partnerships with universities, academies and non-governmental organizations by immediately creating a position of Director, International Research (VP Academic and Provost, VP Research, IO).
Programs of studies	<p>Make our programs of studies international in scope and create programs of studies of selected world regions.</p> <p><i>Effective immediately</i></p> <ul style="list-style-type: none"> • Develop a program in Canadian Jewish studies (Arts and Social Sciences). • Develop a program in Arabic language and culture (Arts). <p><i>As of 2006-2007</i></p> <ul style="list-style-type: none"> • Establish an Institute of International Environmental Law (Common Law and Civil Law). • Establish an International Business Centre (Management). • Establish an interdisciplinary unit for international health training and research and introduce a graduate certificate (Health Sciences). • Develop programs in American studies, Latin-American studies and Asian studies (Arts and Social Sciences). • Develop dual LL.M. degrees with American universities and with European Francophone universities, among others (Common Law and Civil Law).

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Student mobility	Immediately increase student-mobility scholarships to boost the number of study and research placements and of practicums completed abroad (IO), and expand the travel-grant program to include research trips, as well as study and training placements in foreign institutions (FGPS).
International students	Ensure that international students make up a significant part of our student body, while maintaining linguistic balance (IO).

Creating knowledge, inventing and discovering

We want to offer our student body an exceptional learning environment that prepares them for life and fulfilling work, in a context of ever-expanding knowledge. Our commitment to creativity and our passion for research and knowledge must be central to every aspect of university life.

Goal 2.1

To create knowledge through research

- To ensure that we can preserve, create and transmit knowledge, so that our students and members of our academic staff can take the lead both nationally and internationally.
- To ensure that knowledge—often constructed at the borders of disciplines—can emerge, and that our students can develop their learning from interdisciplinary horizons that are as broad as possible.
- To ensure that we can build on our strengths, specifically in our strategic areas of development in research, and invest in fields of future excellence.

By 2010, we will have renewed our present strategic areas of development in research (Canada and the world, health, e-Society, molecular sciences) and integrated emerging fields that will figure prominently in our future development. We will have increased research activities, thus placing the University among Canada's top five in research.

Main Initiatives Proposed

Areas of excellence	<p>Evaluate the University's strategic areas of development in research on a regular basis (VP Research) and invite each faculty to strategically reposition itself, especially by forming research clusters (VP Research and deans).</p> <p><i>Canada and the World</i></p> <ul style="list-style-type: none"> • Human rights • la Francophonie • Sustainable environment • Governance and public policy • Official languages and bilingualism • Bijuralism <p><i>e-Society</i></p> <ul style="list-style-type: none"> • Enabling technologies • e-Transactions • Digital media and communications • Safety and security • Technology and society <p><i>Health</i></p> <ul style="list-style-type: none"> • Population health • Women's health • Health promotion and health care • Neurosciences • Cardiovascular sciences • Regenerative medicine <p><i>Molecular Sciences</i></p> <ul style="list-style-type: none"> • Molecular and systems biology • Biopharmaceuticals • Catalysis and nanotechnology • Environmental genomics
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Graduate programs of studies	<p>Increase by 33% the number of registrations for graduate studies by 2010, by promoting graduate studies more intensively, simplifying administrative procedures, creating combined fast-track programs, increasing financial aid, offering new scholarships and creating new programs (VP Academic and Provost, FGPS).</p> <p><u>Programs being approved for 2006 or 2007</u></p> <ul style="list-style-type: none"> • Certificate in Education for Health Professionals • M.Sc. in Biomedical Engineering • M.Sc. in Human Kinetics • M.Sc. in Health Sciences, Specialization in Physiotherapy • M.Sc. in Health Sciences, Specialization in Occupational Therapy • Certificate in Auditory Verbal Studies • M.F.A. in Visual Arts • M.A. in Globalization and International Development • M.A. in Legal Translation • M.A. and M.Sc. in Electronic Business Technologies • Ph.D. in Sociology <p><u>Programs under consideration for 2007 or 2008</u></p> <ul style="list-style-type: none"> • Certificate in Program Evaluation • Graduate option in Peace, Security and Humanitarian Law • M.Sc. in Health Systems Management • M.Sc. in Innovation and Technology • M.Sc. and Certificate in Health Education • M.Sc. Nurse Practitioner • M.A. and M.Sc. in Health Sciences • Master's in Library, Archives and Information Management • M.A. in Medieval Studies • M.A. in Public Affairs • M.A. in Political and Social Thought • M.A. in Anthropology • M.A. in Diversity and Immigration • LL.L.-M.A in Globalization and Development • M.A. and Ph.D. in Public Administration • M.A. and Ph.D. in Political Science in English • Ph.D. in Social Work • Ph.D. in Women's Studies • Ph.D. in Human Kinetics • Ph.D. in Health Sciences <p><u>Other programs under consideration</u></p> <ul style="list-style-type: none"> • M.Sc. in Bioenterprise Management (Science and Management) • M.Sc. in Bioinformatics (Science, Engineering and Medicine) • M.Sc. in Computational Neuroscience (Science, Engineering and Medicine) • Certificate in Technology Commercialization (Science, Management and Engineering) • M.A. in Economics with Major in Financial Management (Management and Social Sciences). • Certificate in Critical-Infrastructure Protection (Engineering) • Certificate in e-Arts and Computer Games (Engineering) • Full-time Professional Master's in Educational Counselling (Education) • M.A. and Ph.D. in Educational Counselling (Education) • Master's and Ph.D. for Health Professionals (Education) • M.A. in Population Health (Social Sciences and Health Sciences)
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	<ul style="list-style-type: none"> • M.A. in Women's Studies (Social Sciences) • M.A. in Financial Economics (Social Sciences) • French-language M.A in Public Affairs and LL.M. (Social Science and Common Law) • M.A. in Theatre (Arts) • Ph.D. in Music (Arts)
Postdoctoral training	Gradually attract more postdoctoral fellows by increasing the number of scholarships tied to our strategic areas of development in research (VP Research and FGPS).
Graduate and postdoctoral success	Build on existing undergraduate academic-success programs and services by immediately adding new ones designed to improve retention rates at the graduate level (SASS and FGPS).
Undergraduate research	Immediately start undergraduate-level pilot projects that integrate research and learning (AVP Academic). Expand the undergraduate scholarship program so that more students can participate in laboratory research (Science).

Goal 2.2

To focus on learning that is driven by innovation and excellence

- To ensure that students develop a desire for knowledge as well as intellectual autonomy, which are the best guarantees of their future success.

By 2010, our programs will have focused on clearly defined learning objectives. Members of our academic staff will have developed their full potential in the service of learning and our students will have acquired skills in self-learning.

Main Initiatives Proposed

Faculty growth	Create approximately 300 new teaching positions to preserve quality undergraduate teaching, to keep pace with growth at the graduate level, and to assert our rightful place among the country's research-intensive institutions.
New learning strategies	<p>Over the next several years, support and recognize initiatives designed to implement a range of new and diversified strategies for learning and evaluation to ensure academic success.</p> <ul style="list-style-type: none"> • Open a Clinical Skills and Simulation Centre (Medicine and Health Sciences). • Open summer schools in Cree and Innu territories (Civil Law). • Strengthen ties between the Aboriginal studies program and the Aboriginal community through consultations and resource sharing (Arts). • Expand the audiovisual and multimedia sector by opening a professional art gallery, an audiovisual and multimedia production laboratory, as well as a music and computer laboratory (Arts). • Establish an Academy for Innovation in Medical Education (Medicine). • Establish an Examination and Evaluation Centre (Medicine). • Increase the use of new technologies such as videoconferencing, multimedia rooms, online courses, electronic portfolios, and learning portals (deans and TLSS). • Expand academic-support services such as academic statistical analyses, early identification programs, student mentorship networks, drop-in centres, study groups

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	(deans and SASS). <ul style="list-style-type: none"> • Introduce first- and second-year small-group courses in core disciplines (Arts and Social Sciences).
Learning objectives	Publish learning objectives for each of our programs, at all levels, as soon as possible (AVP Academic and FGPS).
Teacher training	Promptly design and offer specialized training for teaching staff to enhance students' learning experience (TLSS) and pay greater attention to the evaluation of teaching, starting with an immediate restructuring of the Senate Committee on Teaching and Teaching Evaluation (VP Academic and Provost).
Specialized positions	Create "teaching master" positions.

Goal 2.3

To offer students an unparalleled university experience

- To ensure that the student body has the benefit of an education that goes well beyond academe.
- To ensure that the university setting is welcoming and pleasant, encourages interaction and co-operative effort, and promotes diversified means of learning.
- To ensure that students' experience at the University profoundly marks their future as responsible citizens who are aware of local, national and international social and community issues.

By 2010, our students will have acquired new skills related to social involvement in university and community life. Quality standards for all student services will have been introduced. While respecting and developing our natural and architectural heritage, we will have increased the number of multifunctional spaces that allow for reading, studying and discussion.

Main Initiatives Proposed

Broader education	<p>Offer a broader education that promotes ethical principles and taps into features such as out-of-discipline courses, CO-OP education programs and volunteer work.</p> <p><i>Effective immediately</i></p> <ul style="list-style-type: none"> • Increase the annual number of students in the Community Service Learning Program from 200 to 1,000. This will require the involvement of about 40 professors (SASS). • Establish a legal-aid clinic in Gatineau (Civil Law). • Recognize students' social and community work by acknowledging the number of hours volunteered during their studies (SASS and Registrar). • Establish eight new joint CO-OP education programs. <p><i>As of 2006-2007</i></p> <ul style="list-style-type: none"> • Set up CO-OP education programs in several new subjects, including civil law and health sciences, as well as graduate-level and international CO-OP programs (CO-OP). • Establish various clinics: environmental law clinic, charity-work clinic, international law clinic (Common Law).
Library	Transform the library into a hub for 21st-century research and create other multi-purpose spaces on campus (Library).

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	<p><u>Effective immediately</u></p> <ul style="list-style-type: none"> • Make additional investments in collections to support research and learning. • Continue to fully participate as a lead institution in the Canadian Research Knowledge Network to increase access to digital scholarly research, particularly in arts. • Extend Morisset Library's hours from 90 to 127 hours per week. • Increase the number of study and work areas. <p><u>By 2010</u></p> <ul style="list-style-type: none"> • Set up an Information Commons at Morisset Library. • Renovate the Law and the Health Sciences libraries.
Spaces	<p>Create and maintain conditions and spaces that not only allow students and professors to meet and discuss, but also provide young researchers, graduate students and postdoctoral fellows with access to high-quality research facilities (deans and Physical Resources); also renovate the University Centre by 2010 to reassert its role as both a service hub and a gathering place (VP Resources).</p> <p><u>Effective immediately</u></p> <ul style="list-style-type: none"> • Set up chairs and tables in public spaces available in the faculties (VP Resources, SFUO and GSAED). • Set up a student lounge in the University Centre (VP Resources, SFUO and GSAED). • Draft a business plan to open a student café (VP Resources and SFUO).
Service excellence	<p>Implement measures to promote service excellence, for example by restructuring certain services, investing in academic secretariats, immediately simplifying procedures related to the Student Information System and offering more user-friendly online services (SEM and HR).</p>
Undergraduate programs	<p>Create new undergraduate programs to broaden our students' education.</p> <p><u>New programs under consideration</u></p> <ul style="list-style-type: none"> • B.Sc. in Medical Technology (Medicine, Science and Engineering) • B.Sc. in Neuroscience (Science and Medicine) • B.Sc. in Microbiology (Science and Medicine) • Major and Minor in Photonics and in Computational Science (Science and Engineering) • A third option in pharmacology for the biopharmaceutical sciences program (Science and Cellular and Molecular Medicine) • Combined French-language Honours in Political Science and LL. B. (Social Sciences and Common Law) • Combined French-language Honours in International Development and LL. L. (Social Sciences and Civil Law) • Combined French-language Honours in Criminology and LL. L. (Social Sciences and Civil Law) • Film Studies (Arts) • Public Relations (Arts) • Intercultural Studies (Arts and Social Sciences) • Minor in e-Arts (Arts and Engineering) • Major in Economics for Non-Economists (Social Sciences) • Thematic Minors: Francophonie; Science, Technology and Society; Social Thought (Social Sciences)

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Caring for our community

We want to offer our student body the experience of a learning community that is attentive, stimulating, dynamic and effective. To this end, every member of the institution will take part in our educational and research mission. Our alumni, as well as retired members of our academic and support staff, will be given opportunities to become partners in reaching our goals.

Goal 3.1 To highlight our human potential

- To ensure that members of our regular and part-time teaching staff achieve their full academic leadership potential.
- To ensure that members of our support staff feel that they are part of the University's education and research mission, and are given responsibility for providing high-quality services.
- To ensure that our alumni, as well as retired members of our support and academic staff, will take an active part in departmental, faculty and university life, thus giving us the benefit of their experience and contributing to the University's ongoing development.

By 2010, members of our academic staff will have had access to resources allowing them to develop their talents in all three areas of a university career: teaching, scholarly activities, and academic service. Members of our support staff will have the tools and authority to ensure clear, cordial and effective relations with the student body. Also, our support and academic staff will be more representative of Canada in its diversity. We will have consulted our alumni, as well as retired members of our academic and support staff, and will have given them opportunities to participate in departmental, faculty and university life.

Main Initiatives Proposed

Academic Leadership Centre	Immediately establish an Academic Leadership Centre that offers not only programs opening specific career paths for members of the regular academic staff, but also a mentoring system, particularly for women (VP Academic and Provost); in addition, ask the deans to fully assume their leadership role in academic staff development (deans).
Staff training	Broaden and strengthen the continuing-education and professional-development programs for the support staff (HR), while adopting a team approach that guarantees uninterrupted service; in addition, decentralize decision making in the management of exceptional cases involving students (HR and SEM).
Management team evaluation	Starting in 2006-2007, introduce an evaluation process for the University's senior-management team, including the president, vice-presidents, associate vice-presidents and deans (VP Academic and Provost).
Equity	Draw up an action plan that will ensure better representation of women, Aboriginal people, members of visible minorities and persons with disabilities, specifically by compiling a list of candidates who meet the job requirements and by offering awareness workshops (HR).
Alumni	Consult alumni and give them a role in all aspects of the University's development and outreach, by enlisting their help in liaison and recruitment activities, among others (VP University Relations and deans).

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Retired staff	Involve retired staff in special projects, teaching, thesis examinations and continuing education (VP Academic and Provost).
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Goal 3.2 To embrace a modern governance model

- To ensure that community members take a more active part in the decision making process and are promptly informed of decisions affecting our future.
- To ensure that our structures and resource allocations at all levels allow us to reach our goals.
- To take action so that women play a leading role in university governance.

By 2010, this governance model will have included new communication tools for ensuring greater transparency, a change that should cultivate the team spirit we need to carry out our mission. The University will also have moved to an administrative model that facilitates interdisciplinarity and fosters the development of inter-faculty projects.

Main Initiatives Proposed

Structures and Interdisciplinarity	Periodically review the roles and structures of all academic and research units to assess their continued relevance and to open disciplinary boundaries, particularly by facilitating joint appointments for members of the regular academic staff, thus promoting interdisciplinarity (VP Academic and Provost). <i><u>Effective immediately</u></i> The Committee on Academic Planning will study governance problems concerning interdisciplinarity and will recommend a new funding model and specific incentives.
Complaints	Open a one-stop service point to receive complaints, explain procedures and refer issues to the proper authorities (Secretary).
Transparency and representation	Make public the minutes of faculty and University committee meetings; analyze the representativeness of the various university groups on these committees, and adjust practices accordingly (Secretary and deans).
Progress assessment	Post faculty and service strategic plans on the Web; design a scorecard measuring the extent to which our goals have been reached; conduct benchmarking to compare our institution with others; and report annually on our progress toward <i>Vision 2010</i> (President, VP Academic and Provost, IRP).

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BOARD OF GOVERNORS HANDBOOK 2005-2006

Strategic Areas of Research

The University of Ottawa is at a crucial stage in its development as a research-intensive institution. Its size and breadth – comprising a wide range of undergraduate, graduate and professional programs – as well as its location in the nation's capital, its cosmopolitan population, its bilingualism and, above all, its strong commitment to research, create a vigorous and dynamic research environment within and among all faculties and disciplines. The high quality and sheer quantity of research in discipline-based areas, as well as in interdisciplinary research groups are evidenced by the dramatic growth in research funding, and by the national and international dissemination and recognition of research results.

In its strategic plan, *Vision 2010*, the University pledges to increase research activities, with an aim to place the University among Canada's top five in research. This goal is not only important for the reputation and status of the University, but also for the University's ability to fulfill its mandate to further knowledge and contribute to the common good.

To achieve this goal, research must continue to develop on three planes. Sustained disciplinary and interdisciplinary research must continue, often in the form of long-term projects that contribute to our knowledge in a given field; new and potentially significant areas of research must be identified and nurtured; and strategic areas of development, identifying a small number of present priorities, must be established.

This document addresses the third of these requirements. While the University continues to foster and support basic and applied research in all of its domains, *Vision 2010* calls upon the University to review and renew the strategic areas of development to include emerging fields. To this end, the University has identified a number of key areas that are critically and strategically important provincially, nationally and globally. While these strategic areas cover only a portion of the numerous and varied research interests of our researchers, their interdisciplinary nature invites participation from members of all faculties at the University.

Areas identified as research priorities can expect to receive attention in the form of funding and development, but they also have important responsibilities: to attract significant external funding in the form of grants, contracts, donations and external partnerships; to devote considerable resources to the training of students, particularly at the graduate level; and to disseminate knowledge widely within the academic community, to policy-makers as appropriate, and to the broader public.

Canada and the World

Given its bilingualism, its bijural tradition and its location in the nation's capital, the University of Ottawa naturally places a high research priority on issues and themes pertaining to Canada, Canada's place in the world, and its response to global challenges. Issues related to francophone communities in Canada, especially in Ontario, are an important priority for the University. Included in this area is a broad array of pressing cultural, social and ethical issues, alongside those pertaining to politics and policy. These themes touch on the core endeavours of all faculties at the University:

- Human rights
- la Francophonie
- Sustainable environment
- Governance and public policy
- Official languages and bilingualism
- Bijuralism

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Health

Health has long been an area of strength in research and education at the University of Ottawa. The themes reflect a multifaceted approach, encompassing research based on four pillars: biomedical, clinical, health systems and services, and population and public health. Traditionally focused in medicine and health sciences, the study of health is rapidly becoming a multidisciplinary pursuit, engaging business and legal expertise, the humanities and social sciences, as well as the natural sciences and engineering:

- Population health
- Women's health
- Health promotion and health care
- Neurosciences
- Cardiovascular sciences
- Regenerative medicine

e-Society

Over the past 10 years, the University of Ottawa has developed significant strength in information and communication technology. These technologies enable innovation in many fields, such as health, scientific discovery, business, education, Internet law and the visual arts. Understanding the social, cultural and legal impacts of the evolution towards an e-society is an important theme within this area:

- Enabling technologies
- e-Transactions
- Digital media and communications
- Safety and security
- Technology and society

Molecular Sciences

The convergence of technologies at the unit level (bits, atoms and genes) has the potential to generate important innovations in health, the treatment of diseases and the environment, among other areas. At the same time, the ethical, legal and regulatory challenges posed by the power of these technologies are increasingly important, involving research in medicine, health sciences, science, business, law and the arts:

- Molecular and systems biology
- Biopharmaceuticals
- Catalysis and nanotechnology
- Environmental genomics

December 2005

2005 Scorecard

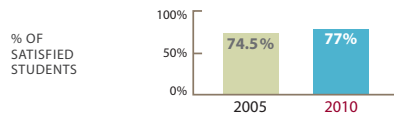
NOVEMBER 2005

Vision 2010

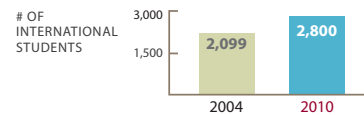
■ CURRENT PERFORMANCE ■ TARGET
● ACHIEVABLE ● CHALLENGING ● REVERSE TREND

STUDENTS AND COMMUNITY

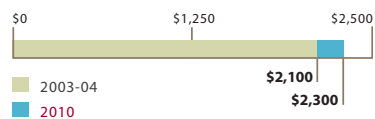
1.1 Service quality assessment (undergraduate)



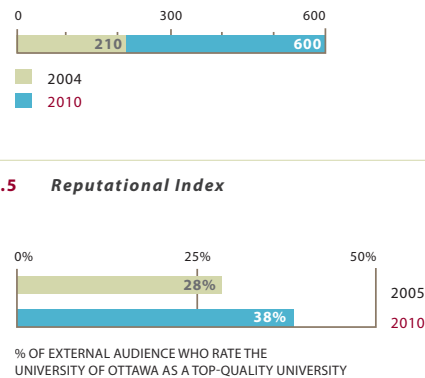
1.4 Internationalism index



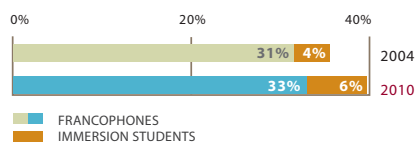
1.2 Financial aid / full-time equivalent students (FTES)



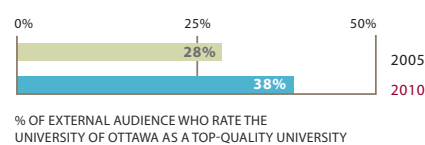
1.5 Reputational Index



1.3 Linguistic balance

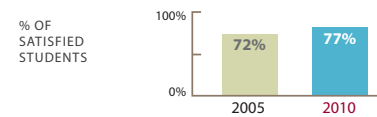


1.5 Reputational Index

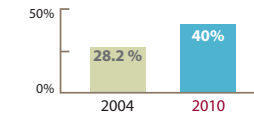


ACADEMIC EXCELLENCE

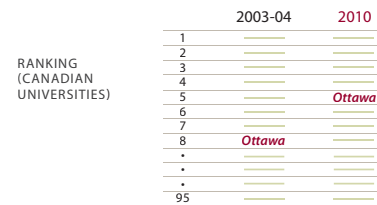
3.1 Learning quality assessment (undergraduate)



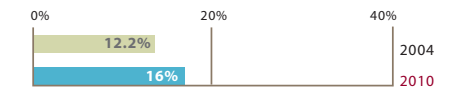
3.4 Percentage of students recruited with an average of at least 85%



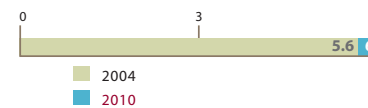
3.2 Federal research agencies funding



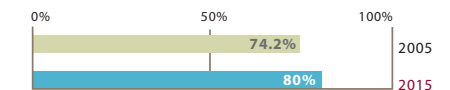
3.5 Graduate student registrations



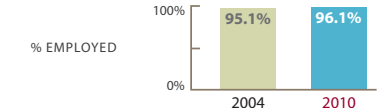
3.3 Professors' research, teaching and professional awards (/1,000)



3.6 Graduation rate (undergraduate)

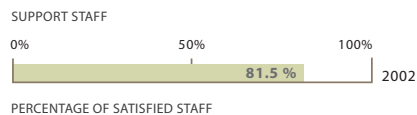


3.7 Employment rate of our undergraduates

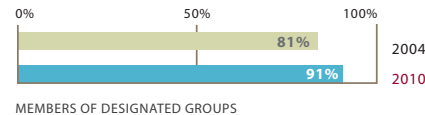


EMPLOYEE QUALITY AND COMMITMENT

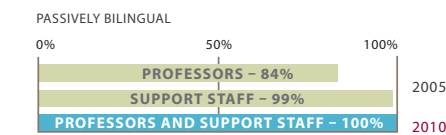
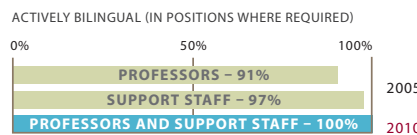
2.1 Work climate index (interim data)



2.3 Staff diversity index

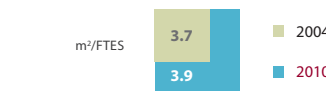


2.2 Bilingualism index

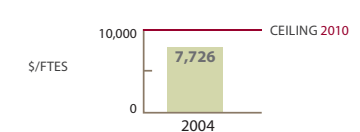


RESOURCES

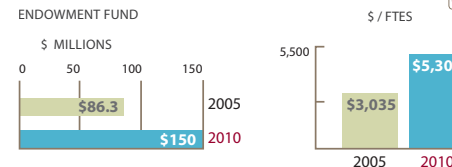
4.1 Learning space / FTES



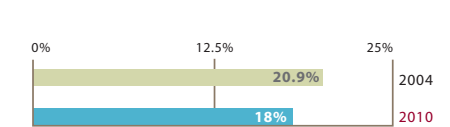
4.3 University debt / FTES-2



4.2 Endowment / FTES-2



4.4 Administrative expenses as % of total expenses



UNIVERSITY OF OTTAWA SCORECARD DEFINITIONS

STUDENTS AND COMMUNITY

1.1 SERVICE QUALITY ASSESSMENT (UNDERGRADUATE)

The percentage of students who are very satisfied or satisfied with a series of non-academic services, i.e. that do not involve teaching and learning (for example: sports, housing, community life, cultural activities, food services, bookstore, computer services, online services, counter services). *Source: Canadian Undergraduate Survey Consortium (CUSC) survey*

1.2 FINANCIAL AID / FULL-TIME EQUIVALENT STUDENTS (FTES)

Ratio of the total annual financial aid offered to the number of full-time equivalents-students. Financial aid includes:

- University of Ottawa financial aid bursaries (University budget bursaries, tuition fees exemption);
- Financial aid bursaries from private companies and various organizations (OSOTF, AUCC, the Queen Elizabeth II Aiming for the Top scholarship, scholarships offered for studying in French in Ontario, other scholarships offered by the Ministry of Education), and others;
- The University's Work-Study Program;
- The Work-Study Program offered by Ontario's Ministry of Education;
- Millennium Scholarships (Ontario and other provinces);
- Excellence Scholarships from the University (admission and renewal, other excellence scholarships, tuition fees exemption scholarships);
- Assistantships.

(Government loans are excluded.)

FTES = (2 x undergraduate FTE declared to the Ministry on November 1) + (1 x graduate FTE declared to the Ministry on November 1, excluding Saint Paul University).

1.3 LINGUISTIC BALANCE

Percentage of full- and part-time Francophone and immersion registered students (undergraduate and graduate).

- Francophones: all students whose first language is French and all students whose first language is neither French nor English, but whose language of correspondence is French.
- Immersion students: Anglophone students from an Ontario high school who completed the most advanced French course in a French immersion program AND students registered in a University of Ottawa French immersion undergraduate program.

1.4 INTERNATIONALISM INDEX

Total percentage of full- and part-time undergraduate and graduate students who participate in an international experience or who are international students. Definition of an international experience: student exchange (outgoing). Definition of an international student: a student who has a student visa or another immigration status (refugee, diplomatic mission), or who was originally admitted on a student visa, including incoming exchange students.

1.5 REPUTATIONAL INDEX

Percentage of external audience, specifically the general population in the National Capital Region and the general Canadian population, who rate the University of Ottawa as a top-quality university.

EMPLOYEE QUALITY AND COMMITMENT

2.1 WORK CLIMATE INDEX

The percentage of employees (regular, part-time and contract support staff; regular and part-time teaching staff) satisfied with the work climate. A survey that is currently being developed will be used annually as of 2006 to measure the work climate satisfaction for both teaching and support staff.

2.2 BILINGUALISM INDEX

The percentage of regular support staff and regular faculty members who are either "actively bilingual" in positions where it is required or "passively bilingual" in all positions. Active bilingualism is determined by oral proficiency (score of 3 on the second language certificate) and written proficiency (score of 2 on the second language certificate).

2.3 STAFF DIVERSITY INDEX

The percentage of additional representation needed to reach our diversity targets as part of the Federal Contractors Program (FCP). There are four designated groups: women, Aboriginal people, members of visible minorities and persons with disabilities.

ACADEMIC EXCELLENCE

3.1 LEARNING QUALITY ASSESSMENT (UNDERGRADUATE)

The percentage of "very good" or "good" answers received on a multiple-choice question addressing a series of personal and academic skills. *Source: CUSC survey*

3.2 FEDERAL RESEARCH AGENCIES FUNDING

Total annual research grants for all programs received from the three main federal research agencies, namely SSHRC, NSERC and CIHR, and ranking among Canadian universities. *Source: federal funding agencies*

- Total annual amount: amount awarded during one fiscal year.

3.3 PROFESSORS' RESEARCH, TEACHING AND PROFESSIONAL AWARDS (1,000)

The five-year tally of the number of full-time professors, per 1,000, who have won national awards. *Source: Maclean's*

3.4 PERCENTAGE OF STUDENTS RECRUITED WITH AN AVERAGE OF AT LEAST 85%

Percentage of undergraduate students admitted (who have accepted an offer of admission) with an average of at least 85% who come from an Ontario secondary school.

3.5 GRADUATE STUDENT REGISTRATIONS

Ratio of graduate students registered (certificate, master's and doctorate) to the total number of registrations, full- and part-time.

3.6 GRADUATION RATE (UNDERGRADUATE)

The percentage of first-year students in bachelor's or first professional degree programs who graduated from any program within seven years, as well as graduate students who graduated from their program of study within seven years. *Source: Ministry of Training, Colleges and Universities (MTCU)*

3.7 EMPLOYMENT RATE OF OUR UNDERGRADUATES

Percentage of recent graduates of undergraduate degree programs who were working two years after graduation. *Source: MTCU*

RESOURCES

4.1 LEARNING SPACE / FTES

Ratio of the net assignable square metres of learning space at the University of Ottawa to the number of full-time equivalents-students every fall. *Source: Council of Ontario Universities (COU)*

- According to the definitions of the Council of Ontario Universities (COU), learning space includes: classrooms (COU 1), teaching laboratories (COU 2), research laboratories (COU 3), graduate student offices (COU 4.3), study and library spaces (COU 5).
- FTES = (2 x undergraduate FTE declared to the Ministry on November 1) + (1 x graduate FTE declared to the Ministry on November 1).

4.2 ENDOWMENT / FTES-2

Ratio of the endowed funds to the number of full-time equivalents-students (definition #2). *Source: COU*

- Endowed funds: funds comprising money or securities received by way of gift or endowment, with a capital usually maintained or allocated, as well as of the resulting financial products that are used for the purpose established by the donor or donor.
- FTES-2 = Total number of full-time equivalents-students including undergraduate and graduate, eligible, non-eligible and foreign.

4.3 UNIVERSITY DEBT / FTES-2

Ratio of the money borrowed as of April 30 of every year less the money accumulated in the sinking fund plus the accrued interest accumulated to the number of full-time equivalents-students (definition #2). *Source: COU*

FTES-2 = Total number of full-time equivalents-students including undergraduate and graduate, eligible, non-eligible and foreign.

4.4 ADMINISTRATIVE EXPENSES AS % OF TOTAL EXPENSES

Ratio of administrative expenses to the operational budget (excluding the research budget and endowed funds). *Source: COU*

- Administrative expenses: general administrative expenses, computer and communication expenses (central service), expenses for physical resources and external relations.

2005 Scorecard

The University of Ottawa strategic plan, *Vision 2010*, defines our institution's vision, directions and objectives and outlines some specific initiatives. The Scorecard is a way of translating the vision, directions and objectives into clear and measurable elements, emphasizing what is most important to us, communicating this information to the entire University community, and measuring the impact of the proposed initiatives.

This Scorecard is based on the concept presented in 1992 by Kaplan and Norton in the *Harvard Business Review*. The authors highlight the limitations of management models based solely on financial performance indicators and propose a balanced scorecard based on the four aspects vital to organizational success: measuring potential impacts on the clientele, internal processes, staff, and financial resources.

The University of Ottawa Scorecard presents improvement targets for each of the four aspects vital to our institution's success. The first two aspects involve what is at the core of our mission: the students and community we serve and the pursuit of academic excellence. The following two aspects support this mission: the employee quality and commitment we rely on, as well as the resources necessary to carry out our mission.

Universities have always excelled at measuring and evaluating every aspect of their organization. However, recognizing that balance must be maintained among all these elements is an innovative practice. The Scorecard allows us to set improvement targets for 19 indicators that best define our success for the next five years and that will guide our efforts and investments. In other words, this tool will help us bring together the community, report on progress made and self-evaluate.

Source of data: University of Ottawa (Institutional Research and Planning, Human Resources Service, Strategic Enrollment Management, and Financial Services) unless otherwise stated.



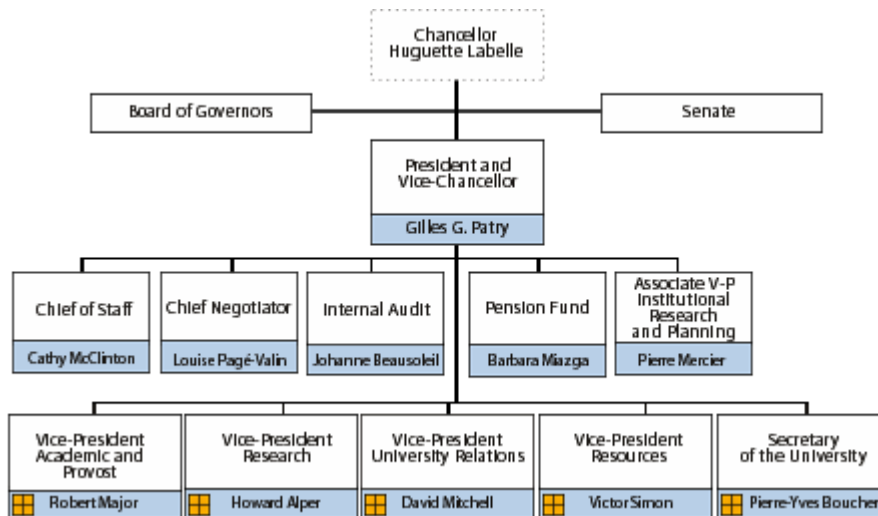
uOttawa

www.uOttawa.ca/vision2010

BOARD OF GOVERNORS HANDBOOK 2005-2006

The Governance of the University of Ottawa

(Organizational chart presenting an overview of the structure)



BOARD OF GOVERNORS HANDBOOK 2005-2006

An Act with regards to the University of Ottawa – Bill 158

The University of Ottawa Act, 1965 outlines the governance of the University of Ottawa. The Act established the Board of Governors and the Senate, describes their membership and powers, and the roles of the principal officers.

The Board and the Senate were both empowered to enact by-laws and regulations, and a Joint Committee of the Senate and the Board was created to discuss matters of mutual concern.

The Act is available on our Web site at www.uOttawa.ca/governance

Board Management

Board Bylaws

A1 (1987) - Corporation of University of Ottawa and to the construction of By-Laws.

A By-Law relating generally to the corporation of University of Ottawa and to the construction of By-Laws.

WHEREAS a new Corporation bearing the name Université d'Ottawa in the French language and University of Ottawa in the English language has been incorporated as of the 1st day of July 1965;

AND WHEREAS the Corporation has deemed it necessary to update and modify its previous By-Laws;

NOW THEREFORE BE IT ENACTED as a By-Law of the University of Ottawa as follows:

INTERPRETATION

In all By-Laws, resolutions, contracts and enactments of this Corporation, unless the context otherwise requires:

- a) "Act" shall mean the University of Ottawa Act 1965;
- b) "Board" means the Board of Governors, and "Governor" has a corresponding meaning;
- c) "Member" means a member of the Board of Governors;
- d) "University" means this Corporation.

HEAD OFFICE

The Head Office of the University shall be at 550 Cumberland Street in the City of Ottawa, in the Province of Ontario or at such other place in Ottawa as the Board may from time to time determine.

BOARD OF GOVERNORS HANDBOOK 2005-2006

SEAL

The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the University.

CONSTRUCTION OF BY-LAWS

In all By-Laws of the University hereafter passed, unless the context otherwise requires, words importing the singular number shall include the plural number, as the case may be and vice versa, and reference to persons shall include firms and corporations.

ENACTED AND PASSED by the Executive Committee of the Board of Governors at its meeting held in Ottawa on the 13th day of October, 1987.

APPROVED by the Board of Governors at its meeting held in Ottawa on the 7th day of December, 1987.

A2 (1987) - Composition of the Board

A By-Law relating to the composition of the Board, the term of office of Governors and related matters, and the conduct of Board meetings.

WHEREAS Section 9 of the Act provides for a Board of Governors of not more than 32 members;

AND WHEREAS the Board may appoint some members for such terms as it may determine by By-Law;

NOW THEREFORE IT BE ENACTED as a By-Law of University of Ottawa as follows:

1. The Board shall be composed of the members mentioned in Section 9 of the Act and their successors duly appointed pursuant thereto and pursuant to this By-Law.
2. The Board shall appoint, among the 12 persons to be appointed under Section 9 (b) of the Act, one full-time support staff member and two students. One student shall be a regular student registered in a degree programme of graduate studies. One student shall be a regular student registered in a degree programme of undergraduate studies. Appointment of the full-time support staff member and of the two student members shall be made pursuant to elections as specified in Section 4 below.
3. The Board shall appoint three members pursuant to Section 9 (g) of the Act, two of whom shall be full-time members of the teaching staff or deemed members of the teaching staff (namely full-time librarians and full-time counselors) of the University, one of whom shall be a full-time member of the support staff.

BOARD OF GOVERNORS HANDBOOK 2005-2006

4. Elections

Elections of the three members to be appointed pursuant to Section 9 (g) of the Act and of the three members to be appointed under Section 9 (b) of the Act shall be conducted according to the following rules:

- i) the Rector or Rector's nominee shall be the President of the election;
- ii) candidates from the full-time members and deemed members of the teaching staff shall be nominated by at least five (5) regular full-time members of deemed members of the teaching staff; candidates from the full-time members of the support staff shall be nominated by at least five (5) full-time members of the support staff;
- iii) the student candidates registered in a graduate programme of studies shall be nominated by at least two (2) regular students registered in a degree programme of graduate studies;
- iv) the student candidates registered in an undergraduate programme of studies shall be nominated by at least two (2) regular students registered in an undergraduate degree programme of studies;
- v) all full-time members or deemed members of the teaching staff, all full time members of the support staff, all students registered in a graduate programme of studies, and all students registered in an undergraduate programme of studies shall be only entitled to vote for the candidates who are members or deemed members of the teaching staff, support staff, or students registered in an undergraduate programme of studies respectively.

5. Term of office

- a) The Rector shall be appointed for the duration of his or her tenure as Rector.
- b) Except for the two student members to be appointed under clause (b) of Section 9 of the Act after an election, the appointments made under clause (b) of Section 9 of the Act shall normally be for a term of three (3) years. The appointment of the two student members shall be for a term of two (2) years.
- c) The Lieutenant-Governor in Council for the appointees under clause (c) of Section 9 of the Act, and Saint Paul University for the nominees under clause (f) of said Section 9, shall be requested to indicate to the Board the term of office of each of the persons appointed.
- d) The term of office of the two persons appointed by Senate under clause (d) of Section 9 of the Act shall be three (3) years.
- e) The term of office of the two persons appointed by the Alumni Association under clause (e) of Section 9 of the Act shall be determined by the Association.

BOARD OF GOVERNORS HANDBOOK 2005-2006

- f) The term of office of the two members of deemed members of the teaching staff appointed under clause (g) of Section 9 of the Act and of the member of the support staff appointed under clause (g) of Section 9 of the Act shall be three (3) years.
- g) Notwithstanding anything herein before contained, in the event of an appointment being made by the Board to replace any vacancy created before the normal expiry date of term of office of the member being replaced, regard shall be had to subsection 5 of Section 10 of the Act.
- h) Except for the three persons appointed after election, the term of office of all Governors appointed under clause (b) of Section 9 of the Act shall normally terminate with the adjournment of the annual meeting concerned and all such new appointments or reappointments shall normally commence immediately after the termination of each annual meeting of the year during which the term of office commences.
- i) Notwithstanding anything to the contrary, the term of office of members appointed from the teaching staff, the support staff or the student body of the University pursuant to an election among the teaching staff, the support staff or the student body of the University shall commence with their appointment to be made at the opening of the meeting of the Board next following the said election and shall terminate with the opening of the meeting of the Board next following the election of their successors.
- j) Notwithstanding anything in this section contained, each Governor shall hold office until a successor is duly appointed.

6. Disqualification

Any Governor who fails to attend three consecutive meetings without prior notice shall, unless the Board otherwise decides, be sent a special letter requiring his or her presence at the following meeting of the Board and should such a Governor fail to appear, or give a reason acceptable to the Board for failing to attend, then the Board shall send such Governor a notice pursuant to subsection 4 of Section 10 of the Act.

7. Chairperson and Vice-chairperson of the Board

The Board shall elect a Chairperson and a Vice-chairperson from among the members appointed under clauses (b), (c) and (e) of Section 9 of the Act, it being understood that where any member of the teaching staff, a full-time member or deemed member of the teaching staff, a full-time member of the support staff, or a student, the said member will not be eligible.

The Executive Committee shall act as the Nominations Committee.

The Chairperson of the Board shall preside at all Board meetings.

The term of office of the Chairperson and of the Vice-chairperson of the Board shall, unless at the time of election the resolution otherwise stipulates, terminate on the date when their respective appointment as Governors expires. The Chairperson and the Vice-chairperson are eligible for re-election.

BOARD OF GOVERNORS HANDBOOK 2005-2006

The Vice-chairperson shall, in the absence of the Chairperson, perform the duties and functions of the Chairperson.

In the absence of both the Chairperson and the Vice-chairperson of the Board, the Vice-chairperson of the Executive Committee shall preside the meetings of the Board.

8. Board meetings

a) Except as otherwise required by law, the Board may hold its regular meetings at such place or places as it may from time to time determine. Should there be no indication of the place of the meeting, then the meeting shall be held at 550 Cumberland Street, Ottawa. No formal notice of any Board meeting shall be necessary if all members of the Board are present or if those absent have signified their consent to the meeting being held in their absence or subsequently waived notice of the meeting. Board meetings may also be called by the Rector or by the Chairperson, or by the Secretary, or any Governor on the direction of the Chairperson, or of the Rector, or of any seven Governors. Notice of such meeting shall be given to each Governor no less than 6 clear days before the meeting is to take place. The statement of the Secretary or Chairperson that notice be given pursuant to this By-Law shall be sufficient evidence of the giving of such notice. The Board may appoint a day or days in any month or months for regular meetings at an hour to be determined and of such regular meetings no notice need be sent. The Board may consider or transact any business either special or general at any meeting of the Board.

b) Quorum

In accordance with subsection 6 of Section 10 of the Act, fourteen (14) members of the Board constitute a quorum.

9. Annual meeting

The annual meeting of the Board shall be held at the Head Office of the University or elsewhere in Ontario as the Board may determine on such day, normally within six (6) months after the end of each fiscal year, as it shall appoint.

At every annual meeting, in addition to any other business which may be transacted, the Board shall:

- i) review and approve the audited financial statement and auditors' report;
- ii) appoint the external auditors and fix their remuneration;
- iii) appoint Board members to the various committees of the Board;
- iv) appoint Governors when the regular term of office of a Governor appointed under article (b) of Section 9 of the Act has expired;
- v) request, if necessary, the appointing authorities concerned to proceed with new appointments in the case of other Governors.

BOARD OF GOVERNORS HANDBOOK 2005-2006

Notwithstanding the above, the Board may, by resolution adopted by a single majority of members present at the annual meeting delegate any of the above matters to the appropriate committee for decision.

No public notice nor advertisement of the annual meeting shall be required, but notwithstanding Section 8 of this By-Law at least ten days notice of each such annual meeting will be given provided that any annual meeting may nevertheless be held at any time and place without such notice if all the members of the Board are present thereat or if Section 10 below is complied with.

The Board of Governors shall meet at least four (4) times in each calendar year, inclusive of the annual meeting.

10. Meeting generally

a) Error or omission in notice

No error or omission in giving notice of any meeting or any adjourned meeting, shall invalidate such meeting or make void any proceedings taken thereat and any person entitled to attend may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

b) Adjournments

Any meeting may be adjourned at any time and cancelled from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

11. Voting at meetings

Questions arising at any meeting of the Board, of the Executive Committee or of other committees of the Board shall be decided by a majority of votes. In case of an equality of votes, the Chairperson, in addition to the original vote, shall have a second or casting vote. Every question shall be decided in the first instance by a show of hands unless a poll be demanded, a declaration by the Chairperson that a resolution has been carried or not carried and an entry to that effect in the minutes of the meeting shall be sufficient evidence of the fact without proof of the number or proportion of the votes accorded in favor of or against such resolution. The demand for a poll may be withdrawn, but, if a poll be demanded and not withdrawn, the question shall be decided by a majority of qualified votes given by the members present in person, and such poll shall be taken in such manner as the Chairperson shall direct, and the result of such poll shall be deemed the decision upon the matter in question.

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12. Financial year

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

13. Remuneration of Governors

The Governors shall receive no remuneration other than actual out of pocket expenses for acting as such.

ENACTED AND PASSED by the Executive Committee of the Board of Governors at its meeting held in Ottawa on the 13th day of October, 1987.

APPROVED by the Board of Governors at its meeting held in Ottawa on the 7th day of December, 1987.

A2.1 (1987) - Appointment of Honorary Members

A By-Law relating to the appointment of Honorary Members.

It is hereby enacted as a By-Law of the University of Ottawa, as follows:

1. Honorary Members of the Board

- a) The Board may, by resolution, appoint one or more persons as Honorary Members of the Board in recognition of extraordinary services rendered to the University, or for particular excellence in the community or whose ability and knowledge will be of outstanding value to the Board.
- b) A person so appointed shall enjoy all the rights and privileges of a member of the Board but shall not have the right to vote nor be counted in determining quorum at any meeting of the Board and shall not be eligible for appointment to the Executive Committee of the Board but may be appointed to other committees of the Board as a consulting member without voting rights.
- c) An Honorary Member of the Board shall hold office at the pleasure of the Board, but in no event shall the appointment be for a period exceeding three years.
- d) A person so appointed shall be eligible for re-appointment.

2. Chancellor of the University

The Chancellor of the University is an Honorary Member of the Board for the duration of his or her term and enjoys all the rights and privileges of an Honorary Member.

ENACTED AND PASSED by the Executive Committee of the Board of Governors at its meeting held in Ottawa on the 13th day of October, 1987.

APPROVED by the Board of Governors at its meeting held in Ottawa on the 7th day of December, 1987.

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A3 (1987) - Officers of the University

A By-Law relating to the Officers of the University

1. **General**

In addition to the following six senior officers of the University, namely, the Rector, the four Vice-rectors and the Secretary, there shall be such other senior officers as the Board or the Executive Committee may, upon the recommendation of the Rector, appoint. The Rector or the Board by resolution, on recommendation of the Rector, may appoint from time to time such other junior officers as may be deemed necessary and determine their duties and terms of employment. No officer, except the Rector, may be a member of the Board, but any officer may, upon invitation of the Rector or of the Board, attend any meeting of the Board.

2. **Duties of officers**

a) The Rector

The Rector, in addition to the duties and powers mentioned in the Act, shall be a member ex officio of all committees of the Board with the exception of the Audit Committee.

The Rector shall be responsible to transmit to all senior officers the orders and directions of the Board and see that the general policy of the Board is implemented by these officers. The Rector shall have direct control of all senior officers, receive their reports and be responsible for submitting them to the Board. Once a year, the Rector will present to the Board a general report of the activities of the University.

The Rector shall also have direct control over the Internal Audit function of the University.

In the event of an emergency and should a duly convened meeting of the Executive Committee fail to produce a quorum, then, after consultation with the members of the Executive Committee present, or, should it not in the opinion of the Rector, due to the urgency of the matter, be practical to convene a meeting of the Executive Committee or of the Board, then the Rector, after consultation with the Chairperson of the Board, if he or she is available, may take any action or do any act or execute any document on behalf of the University as he or she may deem advisable and may thus bind the University, but a meeting of the Executive Committee or the Board shall be convened by the Rector at the earliest practical opportunity and a full report on the matter shall be placed before such meeting.

b) Duties of senior officers

The Vice-rector, Academic, shall be the First Vice-rector, and the Senior Officer after the Rector, and shall replace the Rector in his or her absence. In addition to the duties of senior officers which may be prescribed in the University of Ottawa Act 1965, senior officers shall perform such duties as may be determined by the Rector.

ENACTED AND PASSED by the Executive Committee of the Board of Governors at its meeting held in Ottawa on the 13th day of October, 1987.

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APPROVED by the Board of Governors at its meeting held in Ottawa on the 7th day of December, 1987.

A3.1 (1987) - Appointment of a vice-rector to replace the Rector in cases of absence

A By-Law relating to the appointment of a vice-rector to replace the Rector in cases of absence of the Rector and First Vice-rector for short periods of time.

WHEREAS the University of Ottawa Act 1965 stipulates that one of the Vice-rectors shall act as Rector when the Rector is absent or when there is vacancy in the office of the Rector;

WHEREAS By-Law number A3 (1987) designates the Vice-rector, Academic, as the First Vice-rector who shall replace the Rector in the Rector's absence;

WHEREAS no other Vice-rector has been designated as a Second Vice-rector who would replace the First Vice-rector in the latter's absence;

NOW THEREFORE BE IT ENACTED as a By-Law of the University of Ottawa as follows:

In cases of absences for short periods of time of both the Rector and the Vice-rector, Academic, the Rector shall appoint one of the Vice-rectors to replace him or her for short periods of time.

When no Vice-rector has been appointed by the Rector, the Administrative Committee shall appoint one of the Vice-rectors to replace the Rector.

The Vice-rector appointed under Section 1 or Section 2 of this By-Law shall be the Second Vice-rector for the purpose of article 16 (1) of the University of Ottawa Act 1965.

Notwithstanding the above, in the case of death, disappearance or incapacitation, the Executive Committee of the Board shall appoint an interim Rector and set the selection procedure in motion.

ENACTED AND PASSED by the Executive Committee of the Board of Governors at its meeting held in Ottawa on the 13th day of October, 1987.

APPROVED by the Board of Governors at its meeting held in Ottawa on the 7th day of December, 1987.

A4 (1987) - Documents and records.

A By-Law relating to documents and records.

1. Execution of documents

Deeds, transfers, licences, contracts and engagements on behalf of the University shall be signed by any two of the following, the Rector or First Vice-rector or one of the other Vice-rectors or by the Secretary, and the Office of the Secretary shall affix the seal of the University to such instruments as require same.

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Contracts in the ordinary course of the University's operations may be entered into on behalf of the University by the Rector, either of the Vice-rectors or by the Secretary or by any person authorized by the Board, within the limits of such authorization.

The Rector, the Vice-rectors, the Governors, the Secretary, or any one of them, or any person or persons from time to time designated by the Board, may transfer any and all shares of stocks, bonds, or other securities from time to time standing in the name of the University in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the University transfers of shares of stocks bonds or other securities from time to time transferred to the University, and may affix the corporate seal to any such transfer or acceptances of transfers, and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares of stocks, bonds, or other securities on the books of any company or corporation.

Notwithstanding any provisions to the contrary contained in the By-Laws of the University, the Board may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract, or obligation of the University may or shall be executed.

2. Books and records

All necessary books and records of the University required by the By-Laws or by any applicable statute or law shall be regularly and properly kept.

3. Cheques

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the University, shall be signed by such officer or officers, agent or agents of the University and in such a manner as shall from time to time be determined by resolution of the Board and any one of such officers or agents may alone endorse notes and drafts for collection on account of the University through its bankers, and endorse notes and cheques for deposit with the University or the same may be endorsed "for collection" or "for deposit" with the bankers of the University by using the University's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the University and the University's bankers and may receive all paid cheques and vouchers and sign all banks' forms or settlements of balances and release or verification slips.

4. Deposit of securities for safekeeping

The securities of the University shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the University signed by such officer or officers, agent or agents of the University in such manner as shall, from time to time, be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so with drawn from deposit or the proceeds thereof.

5. Borrowing

The Executive Committee may from time to time as authorized by resolution of the Board:

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- a. borrow money on the credit of the University; or
- b. issue, sell or pledge securities of the University; or
- c. charge, mortgage, hypothecate or pledge all or any of the real or personal property
- d. of the University, including book debts, rights, powers, franchises and undertakings to secure any securities or any money borrowed, or other debt or any other obligation or liability of the University.

From time to time the Executive Committee may authorize any of its members or any officer or employee of the University or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the University as the Committee may authorize, and generally to manage, transact and settle the borrowing of money by the University.

ENACTED AND PASSED by the Executive Committee of the Board of Governors at its meeting held in Ottawa on the 13th day of October, 1987.

APPROVED by the Board of Governors at its meeting held in Ottawa on the 7th day of December, 1987.

A5 (1987) - Protection and indemnity of Governors and Officers

A By-Law relating to the protection and indemnity of Governors and Officers.

NOW THEREFORE BE IT ENACTED as a By-Law of the University of Ottawa as follows:

1. No Governor or Officer of the University shall be liable for the acts, receipts, neglects or defaults of any other Governor or Officer, or for joining in any receipts or other act for conformity, or for any loss or expense happening to the University through the insufficiency or deficiency of title to any property acquired by order of the Board or on behalf of the University, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the University shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the moneys, securities or effects of the University shall be deposited, or for any loss resulting from any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his or her office or in relation thereto unless the same shall happen through his or her own dishonesty.
2. Every Governor or Officer of the University and their heirs, executors and administrators and estate and effects respectively, shall, at all times, be indemnified and saved harmless out of the funds of the University, from and against:
 - a) all costs, charges and expenses whatsoever which such Governor or Officer sustains or incurs in or about any action, suit or proceedings brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by such Governor or Officer, in or about the execution of the duties of his or her office; and

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- b) all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof; except such costs, charges or expenses as are resulting from his or her own willful neglect or default.

ENACTED AND PASSED by the Executive Committee of the Board of Governors at its meeting held in Ottawa on the 13th day of October, 1987.

APPROVED by the Board of Governors at its meeting held in Ottawa on the 7th day of December, 1987.

A6 (1987) - Committees of the Board in general

A By-Law relating to committees of the Board in general.

WHEREAS the Board of Governors is empowered by Section 11 (d) of the Act to appoint committees and to delegate to any such committee any of its powers;

NOW THEREFORE be it enacted as a By-Law of the Board of Governors of the University of Ottawa as follows:

1. There shall be
 - an Executive Committee
 - an Audit Committee
 - an Administrative Committee
 - a Joint Committee of the Senate and the Board
 - a Committee on Special Cases
 - a Staff Relations Committee
 - an External Relations Committee
 - a Pension Plan Committee.
2. The Board may decide by resolution to create other standing or ad hoc committees or to modify the terms of reference of its committees.

ENACTED AND PASSED by the Executive Committee of the Board of Governors at its meeting held in Ottawa on the 13th day of October, 1987.

APPROVED by the Board of Governors at its meeting held in Ottawa on the 7th of December, 1987.

A6.1 (1987) - Executive Committee of the Board of Governors

A By-Law relating to the Executive Committee of the Board of Governors (Bylaw under revision at the time of publication. Please consult the terms of reference for this committee).

Status

The Executive Committee is a standing committee of the Board of Governors.

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Powers and functions

1. The Executive Committee has all the powers of the Board between the meetings of the Board, unless otherwise specified by the Board

Without limiting the generality of the above, the Executive Committee will, on behalf of the Board:

- a) deal with any matter involving individuals, unless such matter has been specifically entrusted by the Board to another committee. The Executive Committee will, in particular:
 - i. appoint persons to the positions of Assistant Vice-rector, Dean, Vice-dean, Secretary of a Faculty, Director of a School, Chairperson of a Department. It will also appoint persons to the position of Director of an administrative service when such appointment is not made through the Administrative Committee or existing staffing policies;
 - ii. approve honorary degrees for candidates selected by Senate;
 - iii. appoint persons to committees or other bodies where Board representation has been sought;
- b) approve financial transactions and contracts which are within the approved budgets and exceed the limits of approval delegated to the Administrative Committee;
 - i. approve, when they cannot be referred to the Board for reasons of urgency, unforeseen financial transactions or contracts not within the approved budget;
- c) approve the periodical financial reports of the University;
- d) determine the financial parameters within which the University bargaining team may negotiate collective agreements;
- e) ratify collective agreements for unionized University staff, and ratify salary agreements and policies concerning non-unionized groups of employees;
- f) deal with any matter, individual or collective, where a collective agreement between the University and a union refers to the Board of Governors, unless such matter has been specifically delegated to another committee of the Board or the text of the agreement otherwise specifies;
- g) exercise any other power of the Board which the Board may delegate to it by resolution;
- h) the Executive Committee may amend, upon recommendation of the Rector and with the concurrence of at least 75% of the members of the Committee present at any meeting thereof, a By-Law of the Board;
- i) Special notice of any such meeting shall be sent to all members of the Board as well as to the members of the Executive Committee seven (7) days prior to the meeting. The notice shall contain in substance the proposed amendment and any member of the Board who has any comment, suggestion or objection shall be expected to communicate same to any member of the Executive Committee or the Secretary. Any amendment to a By-Law enacted pursuant to this section must be submitted to the Board for ratification at its next meeting, in default of which the said amendment shall from the date of such meeting

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of the Board cease to have any force or effect, without however in any way affecting the validity of any action taken pursuant to the said amendment previous to the said Board meeting.

2. The Executive Committee reviews and recommends for approval by the Board of Governors:
 - the annual budget of the University or the Interim Spending Authorization, as applicable;
 - the annual report of the Pension Plan Committee and other matters related to the Pension Plan insofar as they may modify the Pension Plan.
3. The Executive Committee acts as a nomination committee for the Chancellor, whose appointment shall be made by the Board. It also acts as a nominating committee for the appointment of persons to the Board and its committees.

Membership

The Executive Committee is composed of the following members:

- a) The Chairperson of the Board of Governors;
- b) The Vice-chairperson of the Board of Governors;
- c) The Rector;
- d) Eight (8) other members appointed by the Board.

Officers

The Vice-chairperson of the Board of Governors shall be the Chairperson of the

Committee

The Rector shall be the Vice-chairperson of the Committee and replace the Chairperson in the latter's absence;

The Secretary of the University shall be the Secretary of the Committee.

Meetings

The Executive Committee normally meets once a month.

Quorum

A majority of the members constitutes a quorum.

Relationship

The Committee reports to the Board of Governors by forwarding the approved minutes to the Board members.

ENACTED AND PASSED by the Executive Committee of the Board of Governors at its meeting held in Ottawa on the 13th day of October, 1987.

APPROVED by the Board of Governors at its meeting held in Ottawa on the 7th day of December, 1987.

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A6.2 (1987) - Audit Committee

A By-Law relating to the Audit Committee. (Bylaw under revision at the time of publication. Please consult the terms of reference for this committee).

Creation

The Audit Committee was established by Board of Governors' resolution 85.22.

Status

The Audit Committee is a standing committee of the Board of Governors reporting directly to the Board of Governors.

Functions

The role of the Audit Committee is to act on behalf of the Board of Governors to ensure that adequate controls are in place and that propriety prevails in the acquisition and expenditures of University funds and assets (operating, capital, endowment and pension).

To the extent deemed necessary, the Audit Committee will review, comment upon and recommend to the Board of Governors on the following:

- The draft annual financial statements prepared by the University;
- The extent of the External Auditor's examination prior to the beginning of the annual audit and the findings of the External Auditor following completion of the audit;
- The content of any 'management letters' received from the External Auditor;
- The External Auditor's report to the Board and any comments made by the External Auditor concerning the University's accounting practices;
- The annual appointment of the External Auditor and the remuneration to be paid for the regular annual audit;
- Any special audit to be performed by the External Auditor in addition to the regular annual audit and the remuneration to be paid thereof;
- The policies, procedures and mechanisms for internal audit, to ensure that they meet the audit requirement of the University as determined by the University of Ottawa Act, By-Laws and Board approved policies;
- The maintenance of a reasonable degree of independence by the Internal Auditor in carrying out the duties of the Office and the existence of adequate coordination and cooperation between the internal and external audit functions;
- The audit plan and the annual report of the Internal Auditor;
- Specific reports of the Internal Auditor as required;
- The policies and procedures applicable to investments at the University.

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Membership

The Audit Committee shall consist of at least three (3) Board members – other than the Chairperson and Vice-chairperson of the Board – appointed by the Board of Governors, one of whom shall be a member of the Executive Committee. Only those Board members not employed by the University and appointed under Section 9 b, c, e, and f of the University of Ottawa Act 1965 are eligible.

Officers

The Chairperson and the Vice-chairperson of the Committee are elected by the Committee. The Secretary of the University is the Secretary of the Committee.

The members are appointed for a term of one year, renewable.

Quorum

A majority of members constitutes a quorum.

Operating Procedures

The Audit Committee will meet at least twice yearly and report to the Board at its regular meetings after each meeting held by the Audit Committee.

Minutes of the meetings of the Audit Committee will be retained by the Secretary's office and each and every member of the Board of Governors will have access thereto.

The External Auditor, the Internal Auditor and such other University officers may be invited from time to time, may participate at meetings of the Audit Committee.

ENACTED AND PASSED by the Executive Committee of the Board of Governors at its meeting held in Ottawa on the 13th day of October, 1987.

APPROVED by the Board of Governors at its meeting held in Ottawa on the 7th day of December, 1987.

A6.3 (1987) - Administrative Committee

A By-Law relating to the Administrative Committee. (Bylaw under revision at the time of publication. Please consult the terms of reference for this committee).

Status

The Committee is a standing management committee.

Powers and functions

The powers and functions of the Administrative Committee are the following:

- a) to manage the affairs of the University generally;
- b) to make recommendations on administrative matters;
- c) to make recommendations on budgetary policies and priorities
- d) to exercise all the powers of the Board of Governors in relation to the appointment of academic and support staff, excluding the appointment to the positions of Rector, Vice-

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- rector, Secretary of the University, Assistant Vice-rector, Dean, Vice-dean, Secretary of Faculty, Director of a School, Chairperson of Department, and Director of large services;
- e) to exercise the powers of the Board of Governors in relation to the determination of individual salaries, promotion and removal of members of the support staff, excluding the removal of persons whose appointment is not within the powers of the Administrative Committee as per d) above.
 - f) to exercise the powers of the Board of Governors concerning the determination of individual salaries and promotion of unionized employees of the University, unless the Collective Agreement between the University and the union specifies otherwise;
 - g) to approve, on behalf of the Board, staffing policies and procedures concerning the appointment, promotion, transfer, removal and salary structure of the non-unionized support staff.

Membership

The Committee consists of the following members:

- a) the Rector;
- b) the Vice-rector, Academic;
- c) the Vice-rector, Administration and Services;
- d) the Vice-rector, Resources and Planning;
- e) the Vice-rector, University Relations and Development;
- f) the Secretary of the University.

Officers

The Rector is the Chairperson of the Committee.

The Secretary of the University acts as secretary of the Committee.

Meetings

The Committee meets once a week insofar as possible, and/or at the call of the Rector.

Quorum

A majority of the members constitutes a quorum.

Relationship

The Committee reports to the Board of Governors through the Executive Committee.

Secretarial Services

Secretarial services are provided by the Office of the Secretary of the University.

ENACTED AND PASSED by the Executive Committee of the Board of Governors at its meeting held in Ottawa on the 13th day of October, 1987.

APPROVED by the Board of Governors at its meeting held in Ottawa on the 7th day of December, 1987.

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A6.4 (1987) - Joint Committee of the Senate and the Board

A By-Law relating to the Joint Committee of the Senate and the Board. (Bylaw under revision at the time of publication. Please consult the terms of reference for this committee.)

Status

The Committee is a standing committee of the Board of Governors.

Powers and functions

The Joint Committee deals with matters of mutual concern to the Senate and the Board. Without limiting the generality of the foregoing, the Joint Committee exercises the powers of the Board concerning individual cases of members of the APUO as determined by the Collective Agreement between the Board and the APUO. More specifically, the Joint Committee:

- decides upon the granting or refusal of tenure;
- decides upon the granting or refusal of promotions;
- decides upon the granting or refusal of sabbatical and other leaves as are specified in the Agreement;
- decides upon any other matter concerning individual members of the APUO in accordance with the Collective Agreement

Membership

The Committee consists of the following members:

- a) the Rector;
- b) the Vice-rector, Academic;
- c) the Vice-rector, Resources and Planning;
- d) three (3) persons elected by the Board from among its own members;
- e) three (3) persons elected by the Senate from among its own members.

Terms of office

The term of office of the members elected by the Board is for one (1) year and is renewable.

The term of office of the members elected by the Senate is for three (3) years and is renewable once.

Officers

The Rector is the Chairperson of the Committee. The Vice-rector, Academic is the Vice-chairperson. The Secretary of the University acts as a secretary of the Committee.

Meetings

The Committee meets at the call of the Chair person.

Quorum

A majority of the members constitutes a quorum.

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Secretarial Services

Secretarial services are provided by the Office of the Secretary of the University.

ENACTED AND PASSED by the Executive Committee of the Board of Governors at its meeting held in Ottawa on the 13th day of October, 1987.

APPROVED by the Board of Governors at its meeting held in Ottawa on the 7th day of December, 1987.

A6.5 (1987) Staff Relations Committee

A By-Law relating to the Staff Relations Committee. (Bylaw under revision at the time of publication. Please consult the terms of reference for this committee).

Status

The Staff Relations Committee is a standing committee of the Board of Governors.

Powers and Functions

1. The Staff Relations Committee shall exercise the powers of the Board upon any matter relating to the negotiation of a Collective Agreement with any certified bargaining agent representing any group of employees, whether academic or support staff.
1. The Staff Relations Committee has the power to make all decisions required to instruct the bargaining team of the University on all matters relating to terms or conditions of employment, rights, privileges, or duties of such group of employees, SAVE and EXCEPT on matters dealing with all issues having monetary implications for which parameters shall be determined and decided upon by the Executive Committee of the Board of Governors.
2. The Staff Relations Committee does not have the power to ratify a Collective Agreement. Such ratification shall be made by the Executive Committee of the Board, normally upon recommendation of the Staff Relations Committee.
3. The Staff Relations Committee shall perform or cause to be performed or prepared such other assignments, studies, analysis or other reports as may be requested from time to time by the Board of Governors or by the Executive Committee of the Board or as the Staff Relations Committee may deem necessary or desirable.
4. The Committee shall exercise all the powers of the Board concerning disciplinary sanctions to be imposed upon a member of the APUO, including dismissal for disciplinary reasons unless the Collective Agreement otherwise specifies. When the Committee exercises the powers delegated to it by this article, the Rector may take part in the deliberations, but shall not preside nor shall he or she be entitled to cast a vote.

Membership

- a. The Chairperson of the Board of Governors;
- b. The Chairperson of the Executive Committee of the Board of Governors;
- c. The Chairperson of the Audit Committee;
- d. The Rector;

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- e. One other member appointed by the Board of Governors, such member not to be an employee or student at the University.

Officers

- a. The Rector is the Chairperson of the Committee.
- b. The Secretary of the University is the secretary of the Committee.

Reports

The minutes of any meetings of the said Staff Relations Committee shall be confidential and shall be maintained by the Secretary of the University and shall not be distributed other than to the members of the said Staff Relations Committee, provided however, that the Staff Relations Committee shall, from time to time or as required, report on its activities to the Executive Committee.

Meetings

The Committee meets at the call of its Chairperson.

Quorum

The majority of the members constitute a quorum.

Secretariat

Secretarial services are provided by the Office of the Secretary of the University.

ENACTED AND PASSED by the Executive Committee of the Board of Governors at its meeting held in Ottawa on the 13th day of October, 1987.

APPROVED by the Board of Governors at its meeting held in Ottawa on the 7th day of December, 1987.

A6.6 (1987) - Committee on Special Cases

A By-Law relating to the Committee on Special Cases. (Bylaw under revision at the time of publication. Please consult the terms of reference for this committee).

Status

The Committee on Special Cases is a standing committee of the Board of Governors.

Powers and Functions

1. The Committee exercises the powers of the Board in the following matters:
 - decisions concerning the terms of employment of senior officers of the University, unless otherwise specified by the Board;

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- decisions concerning special cases of salary for a member of the academic or support staff which is outside existing policies or collective agreements, in which case the decision shall have to be ratified by the union concerned.
- 2. The Committee shall exercise any other power which the Board may delegate to it concerning the study of individual cases, either for the purpose of making recommendation to the appropriate body, or for final decision.

Membership

- a. The Chairperson of the Board of Governors is the Chairperson of the Committee;
- b. The Chairperson of the Executive Committee of the Board of Governors;
- c. The Chairperson of the Audit Committee.

Report

The Committee reports to the Board of Governors through the Executive Committee. In reporting on its activities, the Committee shall have regard to preserve confidentiality.

Meetings

The Committee shall meet at the call of its Chairperson.

Quorum

Two of the three members of the Committee shall constitute a quorum.

ENACTED AND PASSED by the Executive Committee of the Board of Governors at its meeting held in Ottawa on the 13th day of October, 1987.

APPROVED by the Board of Governors at its meeting held in Ottawa on the 7th day of December, 1987.

A6.7 (1987) - External Relations Committee

A By-Law relating to the External Relations Committee (Bylaw under revision at the time of publication. Please consult the terms of reference for this committee).

Status

The Committee is an advisory committee of the Board.

Mandate

To advise the Board on communication and development strategies to enhance the profile of the University in the community.

To advise the Board on ways and means to bring about better understanding of the University in the community in order to gain financial, governmental and moral support for the University.

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Responsibilities

To review matters affecting the general perceptions that the constituents and the community have of the University of Ottawa and to recommend means to ensure perceptions reflect the aims and purposes of the University.

To provide advice on appropriate programs to foster community interest in the life of the University.

To provide guidance in the development of community contacts to assist the University in its promotional and fund raising efforts and to foster community and government support.

To provide advice on promotional programs aimed at making academic and research programs better known locally, nationally and internationally.

To solicit additional input as required.

Membership

Ex-officio members:

- Rector
- Vice-rector, Academic
- Vice-rector, University Relations and Development

Resource persons:

- Director of Alumni and Development
- Director of Public Relations and Information

Appointed Members:

- Minimum of six (6) members: members should have interest or experience in communications and fund raising; faculty, staff, alumni, student and community interests should be represented on the Committee. At least three (3) members of the Committee will be Board members.

Chairperson:

- A member of the Board appointed by the Board.

Terms of Office

Two years, renewable.

Meetings

The Committee meets at least once per year at the call of the chair.

Quorum

Three (3) members, not including ex-officio members, constitute a quorum.

Report to Board

The Committee reports as required, and at least annually, to the Board of Governors.

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Budget

Funds required will be provided by the Office of the Vice-rector, University Relations Development.

Secretarial Services

Secretarial services will be provided by the Office of the Secretary of the University.

ENACTED AND PASSED by the Executive Committee of the Board of Governors at its meeting held in Ottawa on the 13th day of October, 1987.

APPROVED by the Board of Governors at its meeting held in Ottawa on the 7th day of December, 1987.

1 (1991) - Pension Plan Committee

A By-Law relating to the Pension Plan Committee. (Bylaw under revision at the time of publication. Please consult the terms of reference for this committee).

This By-Law amends and replaces Board By-Law A6.8 (1987)

Functions

The Committee has been delegated all the powers necessary for the interpretation of the Pension Plan and the administration of the Pension Fund, save and except the powers:

- a. to appoint the members of the Committee;
- b. to modify the Pension Plan;
- c. to appoint the trustee(s) and investment managers of the Pension Fund;

which are under exclusive jurisdiction of the Board of Governors.

Membership

The Rector is an ex officio member of the Committee. In addition to the Rector the Committee has twelve (12) other members as follows:

- a. a person appointed by the Board of Governors to serve as Chairperson of the Committee;
- b. the Director of Human Resources Service;
- c. three (3) members of the Association of Professors of the University of Ottawa appointed by the Association of Professors of the University of Ottawa;
- d. a person representing the clinical teachers of the Faculty of Medicine, appointed by the Board of Governors upon nomination by the Dean of the Faculty of Medicine;
- e. six (6) other persons, appointed in a manner prescribed by the Board.

Term of Office

The term of office of the members appointed to the Committee is one calendar year and can be renewed indefinitely by those responsible for the appointments.

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Officers

Chairperson – The Chairperson is appointed by the Board of Governors.

Vice-chairperson – The Committee elects a Vice-chairperson among its own members.

Meetings

The Committee meets at the call of the Chairperson.

The Chairperson must convene the Committee upon request of three (3) members.

A period of five (5) working days must be allowed between the date of the notice calling a meeting and the date of the meeting. If required, an urgent meeting may be called on giving less than five (5) working days notice which may be declared legal by a majority vote of the members of the Committee.

Quorum

A quorum is the majority of the members, the Chairperson or the Vice-chairperson being present.

Relationship

The Committee reports as required and at least annually to the Board of Governors on the exercise of its power.

Budget

Funds required for the operation of the Committee are included in the budget for Human Resources Service.

Secretarial Services

Secretarial services are provided by the Office of the Secretary of the University.

ENACTED AND PASSED by the Executive Committee of the Board of Governors at its meeting held in Ottawa on the 9th day of April, 1991.

APPROVED by the Board of Governors at its meeting, held in Ottawa on the 27th day of May, 1991.

3 (1991) - Corporate seal of the University of Ottawa

A By-law relating to the corporate seal of the University of Ottawa

This By-law amends paragraph 3 of the Board By-law number A1 (1987).

WHEREAS the Coat of Arms of the University of Ottawa has been granted under the powers held by the Governor General and Commander-in-Chief of Canada, Head of the Canadian Heraldic Authority;

AND WHEREAS the University wishes to use as its corporate seal the said Coat of Arms;

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NOW THEREFORE BE IT ENACTED as a By-law of the University of Ottawa, as follows:

1. The seal, an impression whereof is stamped in the margin hereof, shall be the new corporate seal of the University.

ENACTED AND PASSED by the Executive Committee of the Board of Governors at its meeting held in Ottawa on the 8th day of October, 1991.

APPROVED by the Board of Governors at its meeting held in Ottawa on the 21st day of October, 1991.

1 (1992) - Joint Committee of the Senate and the Board

A By-law relating to the Joint Committee of the Senate and the Board

This By-law amends sub-paragraph c) of the paragraph entitled 'Membership' of the Board By-law number A6.4 (1987).

WHEREAS the Board of Governors of the University of Ottawa has decided to replace the Vice-Rector, Resources and Planning, a member of the Joint Committee, with the Vice-Rector, University Relations and Development;

NOW THEREFORE Board By-law number A6.4 (1987) of the University of Ottawa is amended as follows:

1. Sub-paragraph c) of the paragraph entitled 'Membership' is hereby deleted and replaced with the following:

"c) The Vice-Rector, University Relations and Development".

ENACTED AND PASSED by the Executive Committee of the Board of Governors at its meeting held in Ottawa on the 5th day of May, 1992.

APPROVED by the Board of Governors at its meeting held in Ottawa on the 25th day of May, 1992.

1 (1997) - Abolition of the position of Vice-rector, Academic

A By-law relating to the abolition of the position of Vice-rector, Academic, and the creation of the position of Vice-rector, Academic, and Vice-rector, Research

WHEREAS the Board has decided to divide the responsibilities formerly held by the Vice-rector, Academic, into two positions to be known as Vice-rector, Academic, and Vice-rector, Research;

AND WHEREAS the implementation of such a decision requires the amendment of Board By-law A6.3 (1987), A6.4 (1987) and 1 (1992);

NOW THEREFORE BE IT ENACTED as follows:

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1. Board By-law Number A6.3 (1987) relating to the Administrative Committee is hereby amended by changing the membership of the Administrative Committee as follows:

Membership

The Committee consists of the following members:

- a. the Rector;
 - b. the Vice-rector, Academic;
 - c. the Vice-rector, Research;
 - d. the Vice-rector, Resources;
 - e. the Vice-rector, University Relations and Development;
 - f. the Secretary of the University
2. Board By-law Number A6.4 (1987) and Board By-law Number 1 (1992) relating to the Joint Committee of the Senate and the Board are hereby amended by changing the membership of the Joint Committee of the Senate and Board as follows:

Membership
The Committee consists of the following members:
 - a. the Rector
 - b. two (2) Vice-rectors appointed by the Executive Committee of the Board of Governors
 - c. three (3) persons elected by the Board of Governors from among its own members;
 - d. three (3) persons elected by the Senate from among its own members.
 3. Board By-Law Number A6.4 (1987) relation to the Joint Committee of the Senate and the Board is hereby amended by deleting the Vice-rector, Academic, from the vice-chairmanship of the Joint Committee and by inserting the following: "One of the Vice-rectors designated by the Rector will act as Vice-chairperson".

ENACTED AND PASSED by the Executive Committee of the Board of Governors at its meeting held in Ottawa on the 15th day of July, 1997.

APPROVED by the Board of Governors at its meeting held in Ottawa on the 21st day of July, 1997.

3 (2004) - Rector to President

WHEREAS the 1965 University of Ottawa Act states that the University will have a rector;

AND WHEREAS the title of "recteur" designating the head of a university is firmly rooted in the French-Canadian tradition;

AND WHEREAS the English equivalent of the title, namely "Rector", is sometimes confused with the title of some heads of the church and that the title is less firmly rooted in the Anglophone North-American academic tradition;

AND WHEREAS some Canadian universities have chosen to use the title "recteur" in French and "President" as the English equivalent;

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IT IS THEN DECIDED that the title of “recteur” be kept in French but replaced with the title of “President” in English, and that in all internal by-laws and other official documents of the University, the English title “Rector” be replaced with “President”;

IT IS ALSO DECIDED that the English title of “Vice-Rector”, “Associate Vice-Rector” and so on become “Vice-President”, “Associate Vice-President” and so on, while in French the titles “vice-recteur”, “vice-recteur associé” and so on continue to be used.

ENACTED AND PASSED in Ottawa by the Board of Governors at its meeting on December 13, 2004.

4 (2004) - Vice-Rector Academic to Vice-President Academic and Provost

WHEREAS the role and responsibilities of the Vice-Rector, Academic, have evolved significantly over the last years and are more similar to the role and responsibilities of research-intensive universities that offer a wide range of programs;

AND WHEREAS several Canadian universities recognize in the English title the new role and responsibilities of the Vice-Rector, Academic;

IT IS THEN DECIDED THAT the title of “vice-recteur aux études” continue to be used in French and the title “Vice-President Academic and Provost” be used from now on as the English Equivalent.

ENACTED AND PASSED in Ottawa by the Board of Governors at its meeting on December 13, 2004.

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Powers of the Board

The critical path of approvals outlines the types of decisions and establishes where the decision making authority lies. The document below summarizes the matters requiring approval by the Board of Governors.

TYPE OF REQUEST	COMMITTEE	VICE-PRESIDENT	ADMINISTRATIVE COMMITTEE	EXECUTIVE OF THE BOARD	BOARD OF GOVERNORS	SOURCE OF POWER
Appointments : a) Chancellor b) President c) Vice-Presidents d) Secretary of the University Renewal or extension of tenure: a) Chancellor b) President c) Vice-Presidents d) Secretary of the University	Recommendation Selection Committee a) and b) Recommendation Selection Committee c) and d) Recommendation President			Recommendation a) and b) Recommendation c) et d) Approval	Approval a) et b) Approval	Bill 158
Annual Report from the Pension Plan Committee and all questions pertaining to pension plan that may change it				Recommendation	Approval	Terms of Reference BOG Executive reg. 1, art. 2
Audited financial statements of basic pension plan	Recommendation Audit			Recommendation	Approval	
Audited financial statements of pension plan	Recommendation Audit			Recommendation	Approval	

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TYPE OF REQUEST	COMMITTEE	VICE-PRESIDENT	ADMINISTRATIVE COMMITTEE	EXECUTIVE OF THE BOARD	BOARD OF GOVERNORS	SOURCE OF POWER
Amendments to Pension Plan provisions			Recommandation	Recommendation	Approval Delegation by BOG	Pension Plan Governance Structure November 2002 p.2 BOG power no 1
Pension Plan Governance Structure	Pension Plan Recommendation to BOG on questions pertaining to pension plan governance		Recommendation	Recommendation	Approval	Pension Plan Governance Structure November 2002 p.2 BOG power no 2. p.3 Governance Committee power no. 5
Appointment of members to Pension Plan and Pension Fund Investment Committees (in compliance with selection criteria approved by Pension Plan Committee and APUO collective agreement provisions, where appropriate (Nov. 2002))					Approval	Pension Plan Governance Structure November 2002 p.2 BOG power no 2. p.3

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TYPE OF REQUEST	COMMITTEE	VICE-PRESIDENT	ADMINISTRATIVE COMMITTEE	EXECUTIVE OF THE BOARD	BOARD OF GOVERNORS	SOURCE OF POWER
Actuarial evaluations of funding, solvency and liquidation			Recommendation to Executive Committee of the BOG following actuary's information and advice.	Recommendation BOG	Approval	Pension Plan Governance Structure November 2002 p.2 BOG power no 9. p.4 Executive BOG powers no 8. p.4 AC powers no. 2
Monitoring of governance activities in the Pension Plan Committee, the Executive Committee of the BOG, the Admin. Committee, the Pension Committee, and the Pension Fund Investment Committee					Review of all reports requested from these committees	Pension Plan Governance Structure November 2002 p.2 BOG power no 10.
Pension Plan Governance	Recommendation Pension Plan Committee					Pension Plan Governance Structure November 2002 p.3 Governance Committee powers, no 5

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TYPE OF REQUEST	COMMITTEE	VICE-PRESIDENT	ADMINISTRATIVE COMMITTEE	EXECUTIVE OF THE BOARD	BOARD OF GOVERNORS	SOURCE OF POWER
Statement of Investment Policy and Procedures (Pension Fund)	Pension Plan Committee Review and comments prior to Recommendation from Pension Fund Investment Committee on BOG				Approval Recommendation from Pension Fund Investment Committee	Pension Plan Governance Structure November 2002 p.2 BOG powers no 4. p.3 Pension Plan powers p.5, following
Master Plan	Recommendation Master Plan Review Steering Committee		Recommendation Master Plan Review Steering Committee and informs Senate		Approval	Terms of Reference
Audited uOttawa financial statements	Recommendation (Audit)	Recommendation Vice-President Resources	Recommendation	Recommendation	Approval	Terms of Reference Executive Committee of the BOG
University's annual budget or provisional authorization of expenses (including capital budget)	Committee on Academic Planning	Recommendation Vice-President, Resources	Recommendation	Recommendation	Approval	Terms of Reference Executive Committee of the BOG
Borrow funds on University account		Recommendation Vice-President, Resources	Recommendation	Recommendation	Approval	Bill 158

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TYPE OF REQUEST	COMMITTEE	VICE-PRESIDENT	ADMINISTRATIVE COMMITTEE	EXECUTIVE OF THE BOARD	BOARD OF GOVERNORS	SOURCE OF POWER
Mortgage or give as security, all or part of University property		Recommendation Vice-President, Resources	Recommendation	Recommendation	Approval	Bill 158
Issue, pledge or sell bonds and debentures		Recommendation Vice-President, Resources	Recommendation	Recommendation	Approval	Bill 158
Determine rules and policies necessary to government, administration, direction, and University management, and revoke or amend		Recommendation Vice-President (respective)	Recommendation	Approval Depending on case	Approval Depending on case	Bill 158 Terms of Reference and BOG powers
Fees A) Administrative B) Complementary C) Tuition		A) Recommendation Vice-President, Resources	A) Approval B) Recommendation C) Recommendation	B) Approval C) Recommendation	C) Approval	

Approved by the Board of Governors on March 21, 2005

The Role, Responsibility and Liability of Governors

The topics of the role, responsibility and liability of Governors are addressed below in statements by Pierre-Yves Boucher, Secretary of the University and Marc Jolicoeur, Chair of the Board of Governors.

“Boards in Universities”

Originally, universities were self-governing communities of scholars. In the British model, universities were created by a deed of trust or by Royal Charter, and were autonomous in domestic matters (the position of Visitor). The model of lay Boards in universities can be traced back to 12th century Italy, where city states appointed boards of citizens to act as liaison between students and instructors. Following the Protestant Reformation, control of religious and educational policy became the responsibility of lay elders. The solution was to create a model of governance recognizing the need for sound management and the respect of academic judgement on academic issues: the bicameral model of university management. First introduced in Ontario following the 1906 Report of the Royal Commission on the University of Toronto, it is now the most prevalent model of university governance in Canada. The Duff-Berdahl Report of 1967 confirmed the bicameral model and resulted in participation at the level of the Boards by members of the academic staff and students.

Pierre-Yves Boucher, February 2003

“Practical results of the bicameral model

At first glance, it would appear that university boards are the only corporate boards who have no control or say over the product. “At least faculty have felt for a long time that, as experts, they should have the dominant voice in deciding what should be taught and that trustees should stay clear of what is not properly their business. Conventional practice, at least in this century, has assigned responsibility for finances and physical plant to the trustees and reserved responsibility for the educational program to the president and faculty. “This is nonsense. How can trustees be responsible for their institutions if they abdicate responsibility for the goals of those institutions? ...” John W. Nason in *Handbook of College and University Trusteeship*, Jossey-Bass Publishers, 1987.

The Board can, however, control the product in part by using its power over financial and physical resources. But the Board has no power to initiate the creation of a program, department or faculty; it can only decide not to fund the program approved by the Senate.

In *Jeffrey v. Université de Moncton* (1985), the Court held that even the location of a program among three campuses is an academic decision and not one for the Board. “Therefore the court has difficulty in understanding how the University could maintain that the choice of a locality for the establishment of a duly introduced program is not a question of academic affairs.” (Godin, J.)

The Board can, however, close a campus location for financial reasons. In the case of *Kulchyski et al. v. Trent University* (2001), the majority of the Court of Appeal held: “The language of s. 12 giving limited power to the Senate to initiate and control educational policy is always subject to the overriding provision that the Senate requires the approval of the Board “in so far as the expenditure of moneys is concerned”. There is no language in the Trent Act to support the contention that once financial approval is given by the Board to a particular policy, such support can never be withdrawn by the Board no matter how deleterious the policy venture is to the financial well being of the University as a whole. Section 4 of the Trent Act gives the University the power to establish and maintain such faculties and departments “as the Senate deems necessary and as shall be approved with respect to finances and facilities by the Board”. However, once again I suggest that the legislature could never have intended that the University’s bicameral governance system would be so inflexible that once a decision was jointly made, it could never be revoked or modified except by the joint agreement of both deliberative bodies. In this instance, the Board cannot be forced to continue to support the existence of the downtown colleges in the face of

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economic loss, financial necessities and concerns for the future of the entire University.”But there is a very good dissenting decision by R.J. Sharpe, J.A. in which he states the following:“I see nothing in the Trent Act that accords priority, paramountcy or “overriding jurisdiction” to the decision of the Board in the event of conflict between the Board and the Senate on an issue requiring the concurrence of both bodies. The Trent Act specifically excepts from the Board’s powers “such matters specifically assigned by this Trent Act to the Senate or the councils of the faculties...”. These words qualify all of the Board’s powers, including its general governance power and its specific authority over property and expenditures. I agree with the appellants’ submission that by enacting these words, the legislature provided its own solution to potential conflicts between the Board and the Senate. The legislature subtracted authority over educational policy from the Board’s powers and protected Senate’s power over educational policy from encroachment by any power of the Board. Neither the Board’s power of general governance nor its power of the purse allows it to usurp the role of the Senate to control, regulate, and determine the educational policy of the University. The Trent Act makes no provision for a “tie-break” mechanism to resolve a conflict between the Board and the Senate. The way out of deadlock is not unilateral action by the Board but debate, discussion, negotiation, and compromise, or all else failing, legislation.”

Pierre-Yves Boucher, February 2003

“Duties and obligations of the governors of the University of Ottawa Governance Guidelines for Not-For-Profit Corporations Modeled on the new TSX Corporate Governance rules”

Effective Decision-Making

1. Every board of directors should examine its size and composition and undertake, where appropriate, a program to establish a board comprised of members who facilitate effective decision-making.

Disclosure

1. Every corporation should make full and complete disclosure of its system of corporate governance on an annual basis in its annual report.

Code of Conduct

1. The board should adopt a formal code of business ethics or conduct that governs the behaviour of directors, officers and employees.
2. The code should be (i) published in the corporation's annual report or (ii) be posted in an up-to-date format on the corporation's Website.
3. The board of directors must monitor compliance with the code.
4. From time to time the board may grant any waivers from compliance with the code for directors and officers by adopting a specific resolution.

Stewardship

1. The board of directors of every corporation should explicitly assume responsibility for the stewardship of the corporation and adopt a formal mandate setting out the board's stewardship responsibilities. As part of the overall stewardship responsibility, the board should assume responsibility for the following matters:
 - a. adoption of a strategic planning process and the approval and review, on at least an annual basis, of a strategic plan which takes into account, among other things, the opportunities and risks of the business;
 - b. the identification of the principal risks of the corporation's business and overseeing the implementation of appropriate systems to manage these risks;
 - c. succession planning, including appointing, training and monitoring senior management and the CEO in particular;
 - d. communication policies for the corporation, which policies should (i) address how the corporation interacts with members, other key stakeholders and the public; and (ii) be reviewed at least annually; and
 - e. the integrity of the corporation's internal control and management information systems.

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Independence of the Board

1. Every board of directors should implement structures and procedures that ensure that the board can function independently of management.
2. The chair should oversee the board in carrying out its responsibilities effectively.
3. The board and management should clearly define their respective roles and duties. The board may wish to assign responsibility for administering the board's relationship to management to a committee of the board.

Practice Note: Discuss board effectiveness, management of the board and liaison between the board and management in describing the mandates of the board, committees of the board and the chair of the board. If the board does not have a chair separate from management, the corporation must discuss the structures and processes that are in place to facilitate the functioning of the board independently of management. In addition, to ensure the board carries out its responsibilities:

- the board should understand the boundaries between board and management responsibilities;
- prospective candidates should fully understand the role of the board and the contribution they are expected to make; and
- the board should address its responsibilities under the governance system.

External Advisor

1. The board of directors should implement a system which enables an individual director to engage an external adviser at the expense of the company in appropriate circumstances.
2. The engagement of the external advisor should be subject to the approval of an appropriate committee of the board.

Descriptions of Board Positions

1. The board of directors, together with the CEO, should develop position descriptions for the board and for the CEO, including the definition of the limits to management's responsibilities.
2. The board of directors should approve or develop the corporate objectives that the CEO is responsible for meeting and assess the CEO against these objectives.

Practice Note: The board or a committee of the board should assess the CEO, and if a committee conducts the assessment, the results should be reported to the board.

Establishing Board Committees

1. Committees of the board of directors should generally be composed solely of directors.

Practice Note: Committees may invite the participation of management to provide the committee with relevant information and to facilitate communication between the board of directors and management.

Nominating Committee

1. The board of directors of every corporation should appoint a committee of directors, with the responsibility for proposing to the full board new nominees to the board and for assessing directors on an ongoing basis.

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Practice Note: The full board (or an appropriate committee of the board reporting to the board) should engage in a disciplined process to determine, in light of the opportunities and risks facing the corporation, what competencies, skills and personal qualities it should seek in new board members in order to add value to the corporation. The results of the discussion will provide a framework for the work of directors charged with developing lists of candidates. Prospective candidates, once identified, can be approached by the chair of the board, the chair of the nominating committee or another director appointed by the board to be responsible for recruiting directors, with or without the CEO, to explore their interest in joining the board.

2. Every board of directors should implement a process to be carried out by the nominating committee or other appropriate committee for assessing the effectiveness of the board as a whole, the committees of the board and the contribution of individual directors.

Practice Note: Consideration should be given to how frequently these assessments are made. Factors to be considered when making such assessments include attendance at board and committee meetings and overall contribution.

3. Every corporation, as an integral element of the process for appointing new directors, should provide an orientation and education program for new recruits to the board. In addition, every corporation should provide continuing education for all directors.

Practice Note: New directors should fully understand the role of the board, the role of the committees of the board and the contribution individual directors are expected to make, including in particular, the commitment of time and energy that the corporation expects.

Governance Committee

1. The board of directors may assign general responsibility for developing the corporation's approach to governance issues to a committee of directors.
2. A governance committee would, among other things, be responsible for the corporation's response to these governance guidelines.

Compensation Committee

1. A committee of the board of directors should review the adequacy and form of the compensation of senior management.
2. Compensation should realistically reflect the responsibilities and risks of each position.

Audit Committee Guidelines

1. The board of every corporation should have an audit committee.
2. The board should adopt a formal charter for the audit committee which sets out its roles and responsibilities, specifically defined to provide appropriate guidance to audit committee members as to their duties.
3. The audit committee should be composed solely of directors, with the participation of management to provide relevant information.
4. All members of the audit committee should be financially literate and at least one member should have accounting or related financial experience.
 - Each board should determine its definition of and criteria for "financial literacy" and "accounting or related financial experience" and the definitions should be included in a By-law or policy of the corporation.

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Practice Note: A suggested definition of "financial literacy" is the ability to read and understand a balance sheet, an income statement, a cash flow statement and the notes attached thereto. A suggested definition of "accounting or related financial experience" is the ability to analyze and interpret a full set of financial statements, including the notes attached thereto, in accordance with Canadian generally accepted accounting principles.

5. The audit committee should have direct communication channels with the internal and external auditors to discuss and review specific issues as appropriate.

6. The audit committee's duties should include oversight responsibility for management reporting on internal control. While it is management's responsibility to design and implement an effective system of internal control, it is the responsibility of the audit committee to oversee this responsibility.

Practice Note: The audit committee should discuss with the auditor the quality, and not just the acceptability, of the corporation's accounting principles including all critical accounting policies and practices used, any alternative treatments of financial information that have been discussed with management, the ramification of their use and the auditor's preferred treatment, as well as any other material communications with management. The audit committee should implement structures and procedures to ensure that it meets the auditors on a regular basis in the absence of management.

Practice Note: The audit committee should put in place procedures to receive and handle complaints or concerns received by the corporation about accounting or audit matters including the anonymous submission by employees of concerns respecting accounting or auditing matters.

7. The audit committee charter should set out explicitly the role and oversight responsibility of the audit committee with respect to:

- its relationship with and expectation of the external auditors including the establishment of the independence of the external auditor and the approval of any non-audit mandates of the external auditor;
- the determination of which non-audit services the external auditor is prohibited from providing;

- the engagement, evaluation, remuneration and termination of the external auditor;
- appropriate funding for payment of the auditor's compensation and for any advisors retained by the audit committee;

- its relationship with and expectation of the internal auditor function;

- its oversight of internal control;

- disclosure of financial and related information; and

- any other matters that the audit committee feels are important to its mandate or that the board chooses to delegate to it.

8. Even though the audit committee has a specific mandate and its members may have financial experience, they do not have the obligation to act as auditors or to perform auditing, or to determine that the issuer's financial statements are complete and accurate.

9. The audit committee charter should specify that the external auditor is accountable to the board of directors and the audit committee as representatives of the corporation's members.

10. The board of directors should review and reassess the adequacy of the audit committee charter on at least an annual basis.

Practice Note: When discussing auditor independence, the audit committee may wish to consider both rotating the lead audit partner or audit partner responsible for reviewing the audit after a number of years and establishing hiring policies for employees or former employees of its external auditor."

Marc Jolicoeur, Borden, Ladner, Gervais LLP, January 22, 2003

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Council of Ontario Universities

The Council of Ontario Universities (COU) has prepared a set of Briefing Notes to assist in the orientation of members of governing bodies of Ontario universities. Briefing Notes provide information on the higher education system in Ontario, federal and provincial government agencies involved in post-secondary education, the role of the federal government in financing post-secondary education in Canada, a description of the basis for the funding formula used in the distribution of operating grants to Ontario universities and the inadequacy of the financial support received from the provincial government over the past two decades.

Information is also provided on employment and education equity, faculty renewal, secondary school reform, college-university relations, the number of faculty and staff employed by universities in Ontario, enrolment, tuition fees, student assistance, the role of university governing boards in ensuring the accountability of Ontario universities and the legal liability of board members.

The briefing notes are available on the Web site at

http://www.cou.on.ca/bin/publications/onlinePublications/briefingNotes_sep2002.cfm

Code of Ethical Conduct of Members of the Board of Governors of the University of Ottawa

Approved by the Board of Governors October 31, 2005

Purpose

This policy is intended to ensure the highest standards and maintenance of the integrity of the Board of Governors of the University of Ottawa. By disclosing relevant personal, occupational or financial connections or interests with stakeholders and affected organizations, the University will ensure that conflicts of interest can be avoided, managed or resolved, thereby preserving the objectivity and credibility of the Board of Governors. This policy also sets out the responsibilities of Members of the Board of Governors as a fiduciary and the general conduct expected of a Member.

Conflict of interest

Definition or Scope of Conflict of Interest

The term “conflict of interest” refers to a situation in which financial, professional or other personal considerations may compromise, or have the appearance of compromising an individual’s professional judgment in carrying out his or her duties and fiduciary obligations as a Member of the Board of Governors. A conflict of interest may arise in various situations. The following areas are meant to illustrate and are not meant to be exhaustive:

Pecuniary or financial interest: a Member has a pecuniary or financial interest in a decision when he or she stands to gain by that decision, either in the form of money, gifts, favours or other special considerations.

Undue influence: a Member has a private or personal interest sufficient to impair, influence or appear to influence the objective exercise of his or her official duties as a Member of the Board of Governors.

Adverse interest: a Member is said to have an adverse interest to the University when he or she is a party to a claim, application or proceeding against the University.

Personal relationship: a Member has a non-arm’s length relationship, including but not limited to family members and persons with whom there exists or has recently existed a close personal relationship.

Apparent/perceived conflict of interest: An apparent/perceived conflict of interest exists when there is a reasonable apprehension, which reasonably well-informed persons could properly have, that a conflict of interest exists, even if, in fact, there is neither a potential nor a real conflict.

Disclosure of Conflict of Interest

A Member of the Board of Governors is required to disclose the nature and extent of situations of conflict of interest prior to providing service to the Board of Governors. Such disclosure shall be made in writing to the Chair of the Board and the Secretary of the University.

Upon becoming aware of the nature and extent of situations of conflict of interest that exist or could arise, every Member has an ongoing responsibility to immediately inform the Board of Governors through the

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Chair of the Board and the Secretary. Every Member who has or thinks he or she may potentially have a conflict of interest with respect to a proposed or current contract, financial transaction, matter or decision of the University shall disclose the nature and extent of the interest at a meeting of the Board of Governors. Every declaration of a conflict of interest and the general nature of the interest shall be recorded in the minutes of the meeting during which the conflict was declared.

A Member who has declared a conflict of interest shall absent himself or herself during a discussion and vote in connection with the conflict declared and the matter shall be recorded in the minutes of the meeting. Such a Member shall be counted in the quorum for the meeting.

Upon disclosure of a conflict of interest that cannot be readily resolved or managed or that requires further consideration, the Chair of the Board may request that the Committee on Governance consider the matter and determine what, if any, action should be taken by the Member of the Board or by the Board.

Confidentiality and Safeguarding Information

All information disclosed by a Member of the Board of Governors in respect to this policy will be held in confidence in the Office of the Secretary of the University. A Member is expected to respect the confidentiality of any materials provided as part of his or her duties as a Member of the Board of Governors. No Member shall knowingly divulge any such information to any person other than another Member unless the Member is legally required to do so. A Member of the Board of Governors shall not use information obtained as a result of his or her involvement on the Board for his or her personal benefit. Each Member shall avoid activities which may create appearances that he or she has benefited from confidential information received during the course of his or her duties as a Member of the Board of Governors.

Gifts and Hospitality

A Member of the Board of Governors shall not directly or indirectly offer or accept cash payments, gifts, gratuities, privileges or other personal rewards which are intended to influence the activities or affairs of the University. A Member may, however, give or receive modest gifts or hospitality as a matter of general and accepted business practice provided the foregoing does not include cash or other negotiable instruments and further provided proper accounting of any such expenses is made. An exchange of such modest gift or hospitality shall not create a sense of obligation.

Responsibilities of a member

As a Member of the Board of Governors, a Member is a fiduciary with respect to the business and affairs of the University. In addition to the Member's responsibility to disclose conflicts of interest; to observe the obligations regarding gifts and hospitality; and to respect the confidentiality of information and materials provided to him or her, a Member, as a fiduciary, shall,

- have an obligation to act fairly, in good faith and in the best interests of the University in the conduct of his or her duties;
- avoid impropriety and the appearance of impropriety and shall observe high standards of conduct so that the integrity and impartiality of the Board and the process he or she required to follow is preserved;
- be independent and impartial;
- not be influenced by self-interest, outside pressure, political considerations or fear of criticism;

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- not allow past or existing financial, business, professional, family or social relationships or responsibilities to influence his or her conduct or judgement;
- treat all interested parties with dignity and respect and in performing his or her duties, be collegial and assist colleagues through the exchange of views, information and opinions;
- act with honesty and integrity and conduct themselves in a manner consistent with the nature and conduct of the Board's business, the associated responsibilities and the maintenance of public confidence; and
- maintain a level of professional competence and knowledge required to discharge his or her obligations and duties.

At any meeting of the Board, a Member is expected to

- treat each party to the meeting with dignity and respect;
- act in a manner that is fair to all parties in the meeting and avoid creating an appearance of impropriety or an appearance of bias;
- act fairly in the conduct of the meeting;
- ensure that the meeting is as efficient as the considerations of fairness permit;
- refrain from publicly expressing personal opinions concerning the merits of any decision taken by the Board;
- refrain from taking part in meetings where any circumstance exists which raises or could raise a reasonable apprehension of bias, including where the Member has a conflict of interest;

Clarification or Questions

The Chair of the Board of Governors or the Secretary will provide guidance on any item in this policy with the advice of Legal Counsel, where appropriate.

Amendments

This policy may be amended at any time and from time to time by the University's Board of Governors after appropriate consultation.

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Schedule A

Conflict of interest disclosure form and acknowledgement and undertaking of responsibilities

TO: Chair of the Board of Governors of the University of Ottawa
AND TO: Secretary of the University of Ottawa

I have read and understood the Policy on Conflict of Interest and the Responsibilities of Members of the Board of Governors of the University of Ottawa (the "Policy") and I state as follows:

- a) I understand and acknowledge that as a Member of the Board of Governors of the University of Ottawa, I am a fiduciary with respect to the business and affairs of the University. I agree to be bound by the obligations contained in the Policy.
- b) I understand that it is my responsibility to report any conflict of interest and to disclose the nature and the extent of the circumstances. I have reviewed my activities as they relate to the definition of conflict of interest in the Policy and attached is a list of those activities.
- c) On an annual basis or upon request by the Board of Governors, I undertake to review my activities as they relate to the definition of conflict of interest in the Policy and execute an Acknowledgement and Undertaking of Responsibilities. I further undertake to inform the Chair of the Board of Governors and the Secretary of the University of any change in circumstances that may create a conflict of interest, as soon as it is known to me.
- d) I undertake to keep in the strictest confidence all confidential or proprietary information communicated or disclosed to me as a Member of the Board of Governors and not to misuse, in any way, such information. I accept that this undertaking respecting confidentiality shall survive the period of my mandate as a Member of the Board.

DATE: _____

Signature of Member: _____

Print Name: _____

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Access to Campus Services

Tuition Exemption and Bursary

Spouses and/or dependents (under the age of twenty-six) of members of the Board of Governors are eligible for tuition fees exemptions and bursaries when registered in a regular funded course or program of studies at the University of Ottawa. Contact the Office of the Secretary by telephone (613) 562-5950, by email cabsec@uOttawa.ca or by mail at the address below if you require more information about this exemption.

Library

Members of the Board of Governors have access to the services and resources of the University of Ottawa Library, one of the foremost research libraries in Canada.

The University of Ottawa Library comprises three libraries:

- Morisset Library (Arts and Science)
- Brian Dickson Law Library
- Health Sciences Library

Our team of specialist librarians can arrange a library tour and demonstrate library products in your areas of interest. If you wish to borrow printed documents, please visit us in person to register at one of our Circulation Desks. If you are interested in accessing our electronic resources or for additional information, please contact H el ene Carrier, Director, Morisset Library at email: hcarrier@uOttawa.ca or tel. 613-562-5690.

Visit us online for more information at: www.biblio.uOttawa.ca

Sports Services

As a member of the Board, you are entitled to a membership to use the University's Sports facilities and services. Simply present your Board identification card. You will also receive a season's pass to all GG sporting events.

Parking

Members of the Board will receive a gold parking permit from the Office of the Secretary. This permit is valid in all University of Ottawa parking lots and is valid for the duration of the member's mandate.

Travel Expenses

The University of Ottawa will reimburse Board members for their expenses involved in attending meetings of the Board of Governors. The University Auditors require that original receipts be provided. Please forward your request and original receipts to the Office of the Secretary, 550 Cumberland, Room 206, Ottawa, ON K1N 6N5

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Calendar of Board meetings:

Meetings are held in Tabaret Hall, 550 Cumberland Street in the Senate Chambers, room 083 at 5:15 p.m.

October 31, 2005

December 19, 2005

March 27, 2006

May 29, 2006

June 26, 2006 (Pension Plan)

July 24, 2006

Board of Governors' Annual Forum (March 9 and 10, 2006)

Training session for recently appointed members (date to be determined)

Calendar of Presentations to the Board

MARCH

- President's Report
- Decisions from the Executive Committee of the Board of Governors
- Appointment of students to the Board of Governors
- Quality Improvement Plan
- Approval of tuition fees
- Approval of incidental fees
- Projections of operating results
- Annual Report: Senate Committee on the Evaluation of Undergraduate Programs
- Report: Committee on Governance (where appropriate)
- Report: Audit Committee (where appropriate)
- Update: Fund-raising campaign and events

MAY

- President's Report
- Decisions from the Executive Committee of the Board of Governors
- Report: Audit Committee (where appropriate)
- Report: Committee on Health, Safety and the Environment
- Update: Fund-raising campaign and events

JUNE (Pension Plan Business)

- President's Report
- Decisions from the Executive Committee of the Board of Governors
- Audited financial statements of the Pension Plan as of December 31, 2003 (upon recommendation from the Audit Committee)
- BOG Annual Report (Committee President)
- Report to Pension Plan Members (Committee President)
- Actuarial Valuation Recommendations (Committee President and V-P, Resources)
- BOG Resolution for Approval and Deposit of the Actuarial Valuation (V-P, Resources)
- Report from the Supplemental Retirement Pension Plan Committee (Committee President)
- Actuarial Valuation Report (presentation by actuaries)
- BOG Annual Report (Committee President)

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- Report from the Pension Fund Investment Committee (Committee President)
- BOG Annual Report
- Report on Investment Returns (Committee President)
- Capital Building Strategy Review
- Approval of contribution rate (V-P, Resources)
- Indexation of Benefits to Retirees
- Annual Indexation (V-P, Resources)
- Ad hoc Adjustment of Retirement Benefits
- Other adjustments (V-P, Resources)
- Pension Plan Governance
- Policy on expenditures to the pension fund

JULY

- President's Report
- Decisions from the Executive Committee of the Board of Governors
- Appointment of members to the Board of Governors and its committees and re-appointments
- Report from the Audit Committee
- University of Ottawa Financial Statements and Auditors' Reports
- Appointment of external auditors
- Budget
- Update: Fund-raising campaign and events

OCTOBER

- President's Report on new academic year, and other
- Decisions from the Executive Committee of the Board of Governors
- Calendar of meetings for the next year
- Update: Fund-raising campaign and events
- Report from the Audit Committee, where appropriate

DECEMBER

- President's Report
- Decisions from the Executive Committee of the Board of Governors
- Projections of operating results
- Report from the Audit Committee, where appropriate
- Sexual Harassment Officer's Annual Report
- Annual Progress Report on Strategic Objectives and Priorities of the Resources Sector
- Update: Fund-raising campaign and events

Other items on the agenda of meetings, as may be required.

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Composition and 2005-2006 members of the Board:

Established by Bill 158, the Board of Governors will consist of not more than 32 members as follows:
The President Gilles G. Patry
The successors of the twelve members initially appointed in the Act: Carmen Vierula Dominique De Celles James C.L. Clark Jean-Pierre Soublière Jeffrey M. Dale Jim Orban Louise Tardif Marc Jolicoeur Vacant Among these persons, the Board will appoint: one full-time member of the support staff: Abdo G. Ghié one full-time student registered in a graduate programme: Valérie Kitchell one full-time student registered in an undergraduate programme: Kelly McClellan
Four persons appointed by the Lieutenant Governor in Council : Peter A. Herrndorf Ruth Freiman V. Peter Harder vacant
Two persons appointed by the Senate : Doug Angus Maurice Taylor
Two persons appointed by the the Alumni Association : Greg MacDonald Marc Seaman
Eight persons appointed by the Council of Administration of Saint Paul University: Claude Gagnon Denis A. St-Onge Gilles D. Hurteau Jennifer Lynch Joanne Chenail-Trépanier Pauline Rochefort Pierre de Blois Pierre Hurtubise, o.m.i.
Other persons appointed by the Board two full-time members of the teaching staff : Richard Clément Chad Gaffield one full-time member of the support staff : Hélène Boivin

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Marc Jolicoeur, Chair

Marc Jolicoeur has been involved with the Board of Governors since 1995 and has been Chair of the Board since 2003. He has held several significant positions within the University of Ottawa, including chair of the Executive Committee, vice-chair of the Board of Governors, chair of the Audit Committee, and chair of the Foundation of the University of Ottawa.

Mr Jolicoeur earned two degrees from the University of Ottawa; a Bachelor of Business Administration in 1975 and an LLB in 1978. He joined the law firm of Borden Ladner Gervais LLP (formerly known as Scott & Ayles) in 1978 as an articling student and returned as a lawyer after completing his Bar Admission Course in the spring of 1980. He became a partner in 1984. He was managing partner of the firm from 1995 to 1998 and is currently the Leader of Business and Realty Law Group in the Ottawa office.



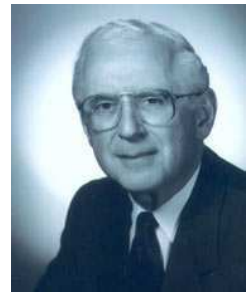
Mr Jolicoeur has a strong belief in business and community participation and has been actively involved with over 20 institutions as members of their boards, steering committees, as well as in various other roles. He has been active in organizations such as the University of Ottawa Heart Institute, the United Way, the National Association of University Board Chairs and Secretaries, the Council of Ontario Universities, the Community Foundation of Ottawa, and the Ottawa Civic Hospital.

Mr Jolicoeur has received many awards including an award recognizing his contribution to the community from Ronald McDonald House (2004), the Queen's Golden Jubilee Medal for contribution to the community (2003), the André Mailhot Award – United Way Canada's highest award of merit (2002), and the Gordon F. Henderson Award from the County of Carleton Law Association in recognition of business and community involvement (2001).

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Gilles Hurteau, Vice-Chair and Chair of the Executive Committee

After completing his undergraduate studies at the University of Ottawa, Dr. Gilles Hurteau subsequently studied medicine at McGill University and trained in surgery at Case-Western University in Cleveland Ohio. He then embarked in specialty training in obstetrics and gynaecology at Yale University, under a fellowship and grant from the Canadian Cancer Society. He joined the University of Ottawa in 1962 where he held the position of Professor and Chair of the Department of Obstetrics and Gynaecology (1967-1976). He was appointed Dean of the Faculty of Medicine (1976) and Dean of the Faculty of Health Sciences (1978), positions he held concurrently until 1989, when he retired from the University as Emeritus Professor.



Doctor Hurteau served as Executive Director of the Royal College of Physicians and Surgeons of Canada (1990-1995), the organization responsible for setting standards of practice in the medical and surgical specialties in Canada and the certification and maintenance of competence of Canadian specialists.

As President of the Association of Canadian Medical Colleges, Doctor Hurteau also chaired its Committee on Accreditation of Canadian Medical Schools. He has represented Canadian physicians at meetings on accreditation, medical education and prevention of nuclear war, in the former USSR, the Middle East and Africa.

Dr. Gilles Hurteau is a Fellow of the Royal College of Physicians and Surgeons of Canada, the Royal College of Physicians of Ireland and the American College of Obstetrics and Gynaecology.

Pierre-Yves Boucher, Secretary

Mr. Boucher holds a Bachelor of Arts (1962), an LLB (1965) and a Graduate Diploma in Law (1966) from the University of Ottawa. He completed with honours the requirements of the Bar Admission Course of the Law Society of Upper Canada at Osgoode Hall in 1967 and has been a member of this Society ever since.

He has been a member of the Canadian Association of University Solicitors (CAUS) since its creation in 1980, as well as its Vice-President (1980-1981) and President (1981-1982). He also sits on the National Association of University Board Chairs and Secretaries (NAUBCS), the Groupe international des secrétaires généraux des universités francophones (GISGUF) and the Association des secrétaires généraux d'établissements universitaires (ASGEU).



Pierre-Yves Boucher was Assistant to the Vice-President, Academic, of the University of Ottawa from 1967 to 1971. He then spent the next five years in private practice as a partner in the legal firm of Séguin, Landriault, Patenaude & Boucher, in Ottawa. In 1975, he returned to the University of Ottawa as Legal Counsel until 1982. Afterwards, he was appointed to the position of Associate Executive Director and Legal Counsel, and later of Executive Vice-President and Legal Counsel, of the Association of Universities and Colleges of Canada from 1982 to 1990.

Mr. Boucher was a member of the Ottawa General Hospital Board of Trustees from 1991 until that hospital merged with three others into the Ottawa Hospital, in 1998. He has been sitting on the Board of Directors of the Ottawa Heart Institute Research Corporation since 1992.

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Members:

Doug Angus

Doug Angus is a Health Economist and Full Professor in the School of Management, University of Ottawa. He also is the Director of the PhD Program in Population Health, one of the Interdisciplinary Studies Programs which are led by the Faculty of Graduate and Postdoctoral Studies. Previously, he was Vice-Dean and Associate Dean (Academic) (from 1999-2002), Director of the Master of Health Administration Program (from 1997-2001) at the University and, before that, was the Director of the Queen's-University of Ottawa Economic Projects on Cost-Effectiveness of the Canadian Health Care System, and is the lead author of its major report, Sustainable Health Care for Canada. Professor Angus has research activities at the international, national, provincial, and regional levels, particularly in the areas of health care reform, strategic management, health economics (cost analysis and economic evaluation of health programs), and health policy.



Hélène Boivin

Hélène Boivin is Manager of Career Services at the University of Ottawa. She is a member of the administrative staff of the University, a professional career counselor, and is experienced in the fields of managerial training, human resources, and career development. She serves on the Board of Governors of the University since 2000.



Joanne Chenail-Trépanier

Ms. Joanne Chenail-Trépanier has practiced as a chartered accountant for over 25 years of which 15 as an audit partner in an accounting firm. She has specialized in investigative and forensic audits and is now practicing as an independent consultant. Ms. Chenail-Trépanier also serves on a number of boards and committees: member of the Board and of the Resources Management Committee of the Sisters of Charity of Ottawa Health Services, treasurer of St. Mary's Home and has recently been nominated on the Professional Conduct Committee of the Ontario Institute of Chartered Accountants.



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James C.L. Clark

James Clark is Vice-President, Business Development, for Aurion Capital Management Inc. based in Toronto. He has over 15 years of investment management experience and has been associated with the University since 1994. Prior to joining Aurion, Mr. Clark had managed a major Canadian pension fund and provided consulting advice to a broad range of pension funds, endowments and other institutional investors.

Over the last ten years, Mr. Clark has been a frequent speaker and author on pension and investment issues. He is qualified as a Chartered Accountant in England and Canada, and he holds the Chartered Financial Analyst designation.



Richard Clément

Richard Clément is a professor of psychology at the University of Ottawa. His current research interests include issues related to bilingualism, second language acquisition and identity change in the process of acculturation. He is particularly interested in the role of interethnic communication in the social and psychological adjustment of minority group members and immigrants. His teaching focuses on these issues as well as on the history and systems of psychology.

In addition to holding multiple international prizes and professorial appointments, he has been director and associate dean of the School of Psychology and editor of the Canadian Journal of Behavioural Science. He currently holds a University research chair on bilingualism and society. He is a fellow of the Canadian and the American Psychological Associations and president-elect of the International Association of Language and Social Psychology.



Jeffrey Dale

Jeffrey Dale is the President and CEO of OCRI, Ottawa's lead economic development agency. OCRI, under the leadership of Mr. Dale, is solidifying Ottawa as a gateway to innovation, research, entrepreneurship and investment.

Prior to his appointment at OCRI, Mr. Dale was the President of KOM NETWORKS Inc., a fast growing company focused on providing innovative data management strategies that enable organizations to gain control over vast amounts of mission-critical data.

Prior to KOM, Jeffrey was Vice-President, Business Development for Peleton Photonic Systems Inc, a growing, innovative startup company delivering solutions for the next generation of optical networks.

Previously, he was the Vice-President of Sales for SHL Systemhouse (Canada/UK). Throughout his fourteen years with Systemhouse, he held numerous management positions in sales and business operations of the company.

Jeffrey is an active member of the Ottawa business community and volunteers his time for a number of community service activities. Currently, Mr. Dale is Chairman of the Board of Directors for Centillion Industries and serves as a member of the Board of Directors for the Ottawa International Airport Authority, the Board of Governors for the University of Ottawa and the Royal Ottawa Health Care Group (Past Chair).



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Pierre de Blois

Until October 2005, Pierre de Blois was the executive director of the Association of Professional Executives of the Public Service of Canada (APEX), an organization that represents the interests of professional executives in the public service in Canada. His initiatives focus on improving the public service management, health and work environment, and work conditions.



Mr. de Blois graduated from the University of Ottawa and has been involved in this community since 1972. He has been member of community associations (Action Sandy Hill, group for the construction of a perimeter highway), art groups (Théâtre d'la Corvée, founder and president of the Franco-Ontarian Festival – 1976-1992); human rights organizations (he is running the funding campaign for the design and construction of the human rights monument on Elgin Street); francophone groups (he was chair of ACFO-Ottawa-Carleton for 5 years where he focused on obtaining Francophone school boards and the bilingual status of municipalities); and health groups (member of the Board of Directors for the Sandy Hill Health Centre, vice-chair of the Board of Directors for Montfort Hospital and member of the Board of Directors for the Ottawa Hospital).

Dominique De Celles

As Vice-President & General Manager of L'Oréal Paris, Dominique DeCelles is at the head of Canada's No.1 beauty brand.

Mrs. DeCelles joined L'Oréal in 1985 as Marketing Assistant: she moved from the Consumer Products Division to the Luxury Products Division where she held the positions of Product Manager and Marketing Group Manager. In 1992, she returns to the Consumer Products Division as Marketing Director for the L'Oréal Paris brand, In 1999, she is promoted to Vice-President Marketing L'Oréal Paris, until August 2000, when she is nominated Vice-President & General Manager for the same brand. In 2003, she also became a member of the L'Oréal Canada Executive Committee.

Mrs. DeCelles is originally from Ottawa and is a graduate from the University of Ottawa's School of Management (B. Com '83) and also holds a diploma in Business from L'École Supérieure de Commerce de Paris (ESCP).



Ruth Freiman

Ruth Freiman is Chief Executive Officer of HOWO , a real estate and financial investments company located in Berlin, Germany. She is responsible for the renovation of older buildings and oversees the leasing staff for the rental of apartments, and retail and warehouse spaces. For many years, she was the owner and director of Robertson Galleries in Ottawa, representing Canadian artists from across the country by selling and evaluating art collections for private, corporate and government sectors. In 1993, Ruth was appointed Vice-Chairperson to the Board of Directors of the National Gallery of Canada. She is also Vice-President of the Congregation Beth Shalom, member of the Professional Art Dealers Association of Canada, member of the Board of Directors of the Ottawa Congress Centre, member of the Board of Hillel Academy, and many others.



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Chad Gaffield

Chad Gaffield holds a University Research Chair as Professor of History at the University of Ottawa where he served as founding Director of the Institute of Canadian Studies from 1997 to 2003. Dr. Gaffield received his B.A.(Hons) in 1973 and his M.A. in 1974 from McGill University, and his Ph.D. in 1978 from the University of Toronto. His research focuses on the socio-cultural history of nineteenth and twentieth-century Canada, and on questions of theory and method in historical research. In 2003, Dr. Gaffield was honoured with The Commemorative Medal for Her Majesty Queen Elizabeth II's Golden Jubilee, and in 2004, the Royal Society of Canada awarded him the J.B. Tyrrell Historical Medal for his outstanding contribution to the study of Canada. Dr. Gaffield has served as President of the Canadian Historical Association (2000-2001) and President of the Humanities and Social Sciences Federation of Canada (1996-1998). He is currently on the Boards of Directors of the Association for Canadian Studies in Canada as well as in the United States.



Claude Gagnon

Mr. Claude Gagnon has been the president and editor of the newspaper Le Droit since May 2002. He previously held several publishing positions such as president of Imprimeries Gesca, executive vice-president of Le Soleil in Québec, president of Progrès in Saguenay and editor of Le Quotidien in Saguenay-Lac-St-Jean and Progrès-Dimanche. In addition to being president and editor, he is also the president and founder of Unimarketing Inc. (founded in 1996), which specializes in relationship marketing and information collection and analysis. He previously worked as manager in fields such as human resources, finance and telecommunications.



Throughout his career, he participated in social activities, namely as honorary chair, speaker and member of the Board of Directors for various social and economic organizations. In addition to his involvement with the University of Ottawa, he is currently member of the Board of Directors for the Canadian Newspaper Association.

Abdo Georges Ghié

Abdo Georges Ghié obtained a bachelor of commerce (management and public policy option) from the University of Ottawa in 1996 and a master's degree in international management from the École nationale d'administration publique (ÉNAP) in 2001.

Mr. Ghié has held various positions at the University of Ottawa. From 1993 to 2004, he was International Student Advisor and, in the summer of 2001, he was Assistant to the President for the 4th Jeux de la Francophonie. Since 2004, he has been Assistant to the Associate Vice-President, Strategic Enrollment Management and Registrar. In 2000 and 2001, he was on temporary assignment as Marketing Director for Cowan Wright Beauchamp. In addition to his regular position, he teaches part time at the University of Ottawa's School of Management.



Abdo Ghié became a member of the University of Ottawa's Board of Governors in 2003. In 2004, he also sat on the Board of Directors of the Canadian Bureau for International Education (CBIE) and, from 1997 to 2002, he was President of the University of Ottawa Alumni Staff Chapter.

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V. Peter Harder

V. Peter Harder was appointed Deputy Minister of Foreign Affairs, Department of Foreign Affairs and International Trade in June, 2003. He also assumed the responsibilities of the Personal Representative of the Prime Minister to the G8 in December, 2003. Mr. Harder first joined the Canadian Foreign Service in 1977.

Peter Harder was first appointed Deputy Minister in 1991 and has served in that capacity in a number of departments, including Treasury Board, Solicitor General, Citizenship and Immigration and most recently Industry Canada.

In 2000, the Governor General presented Mr. Harder with the Prime Minister's Outstanding Achievement Award for public service leadership.

Mr. Harder was born in Winnipeg, Manitoba in 1952 and was raised in Vineland, Ontario. He has a Bachelor of Arts (Honours) in Political Science from the University of Waterloo and a Master of Arts from Queen's University.

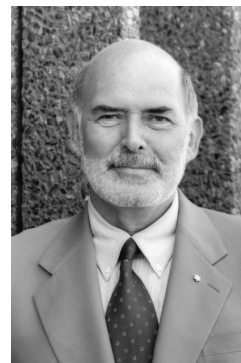


Peter Herrndorf

Peter Herrndorf is the President and CEO of the National Arts Centre. He worked in various production and senior management roles at the Canadian Broadcasting Corporation, was Publisher of Toronto Life magazine, and Chairman and CEO of TVOntario.

Peter Herrndorf is Chairman of the Canadian Broadcasting Museum Foundation Board of Directors and a member of the Steering Committee for the Canadian Arts Summit. He serves on the Board of Directors of the Canadian Broadcasting Corporation and the Board of Governors of the University of Ottawa. He was the Founding President of the Governor General's Performing Arts Awards Foundation; a former member of the Governing Council of the University of Toronto; a former member of the University of Toronto Presidential Search Committee; past Chairman of the Stratford Festival; past Chairman of the Canadian Museum of Civilization; and past Chairman of the Canadian Stage Company. He is an Honorary Fellow of the Ontario College of Art and Design, was a Senior Visiting Fellow at Massey College and served as a Distinguished Visitor in Journalism at the University of Western Ontario.

Peter Herrndorf is an Officer of the Order of Canada. He holds a B.A. in Political Science and English, a law degree and an MBA.



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Pierre Hurtubise, o.m.i

Ottawa native Pierre Hurtubise, o.m.i, is currently Director of the Research Centre for the Religious History of Canada at Saint Paul University. He has a master's degree in Philosophy, a Licentiate in Theology from the University of Ottawa and a Ph.D in History from the Université Paris IV (Paris-Sorbonne). For a number of years, he taught Religious History at the University of Ottawa and at Saint Paul University before he became Rector (from 1985-1994) of Saint Paul University, which is federated with the University of Ottawa.



He is the author of numerous publications in the fields of religious history, social history and cultural history. Since 1977, Pierre Hurtubise has managed a project to inventory documents of Canadian interest in the archives and libraries in Rome. Since 1996, he has managed a project on the history of universities for the International Federation of Catholic Universities. For many years, he was member of the Board then vice-president of this federation.

Valérie Kitchell

Valerie Kitchell is a 3rd year Health Science student here at the University of Ottawa. As one of the co-founding members of the Baccalaureate of Health Science Student Association, she served as Vice-President Academic Anglophone. Ms. Kitchell also currently sits on Senate as the Health Science student representative and on the Council on Undergraduate Studies.



Jennifer Lynch Q.C.

Jennifer Lynch, Q.C. is a member of the Executive Committee of the Board of Governors and chairs the Pension Plan Committee and Supplementary Pension Plan Committee. Ms. Lynch is President of PDG People Development Group Inc., a Canadian consulting firm that works with organizations to develop strategic, integrated approaches to conflict management. She practiced law in Ontario for 19 years, retiring as a partner of Lang Michener in 1995, and served as a quasi-judicial officer and agency head for police grievances and discipline (the RCMP External Review Committee).

Ms. Lynch has served on a number of international, national, provincial, and Ottawa community boards, including the Association for Conflict Resolution, the International Association of Civilian Overseers of Law Enforcement, Crimestoppers, the Salvation Army Red Shield Appeal, the Children's Hospital of Eastern Ontario foundation, and the Queen's University Council.



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Greg MacDonald

Greg MacDonald is Manager, Program Delivery for Yahoo! Canada, where he has worked since 2005.

Before joining Yahoo! Canada, Greg was Associate Director of Corporate Development for Bell Mobility, a division of Bell Canada, the country's largest communications company, from 2000-2005..

Before joining Bell, Greg was Senior Consultant for Temple Scott Associates (TSA), a strategic communications consultancy in Ottawa and Toronto, from 1996-2000. He has also held positions in the federal public service.

Based in Toronto, Greg is an active volunteer both in Toronto and in Ottawa. He served as President of the University of Ottawa Alumni Association from 2001-2005 and has served as Alumni representative to the Board of Governors since 2003.

Greg is a graduate of the University of Ottawa and has completed management studies at Stanford University.



Kelly McClellan

Kelly McClellan joined the University of Ottawa as a PhD student in the Department of Cellular and Molecular Medicine in 2003 after completing her Bachelor of Science and Master of Science degrees at McGill University. A recipient of numerous provincial, national, and international research awards, Kelly presently holds a prestigious Canada Graduate Scholarship from the Canadian Institutes of Health Research. Under the supervision of Dr. Ruth Slack in the Faculty of Medicine, Kelly's research is focused on identifying genes that regulate neural stem cells in the developing brain. In 2005 graduate students at the University of Ottawa voted overwhelmingly in favor of Kelly's nomination to the Board of Governors. Kelly's role is to represent the interests of graduate students at large. She brings with her a wealth of experience representing graduate student interests having served for over 4 years on several administrative bodies at both University of Ottawa and McGill. In addition to serving on the Board of Governors, Kelly is currently President of the Cellular and Molecular Medicine/Neurosciences Graduate Student Association.

Jim Orban

Jim started his newspaper career at the Ottawa Journal in 1972 and joined the Citizen in 1975. He has held various management and executive positions and in 2003 was appointed publisher of the newspaper.

For over 30 years, Jim has been involved in many community and newspaper organizations and is currently active on 13 community advisory/foundation boards. His community involvement has been recognized by the Ottawa Center for Research and Innovation (OCRI) with the Civic Entrepreneur of the Year Award (2002) for his efforts in aiding community collaboration. In 2004, he received the Trudeau Medal from the School of Management in recognition of his professional and community leadership.



Jim holds a Master of Business Administration degree from the University of Ottawa and the School of Management established the \$50,000 James E. Orban scholarship (2002), which awards annual bursaries to students demonstrating leadership and academic excellence.

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Gilles G. Patry

In August 2001, Gilles G. Patry became the University of Ottawa's fourth President since a 1965 reorganisation allowed it to join the ranks of Ontario's provincially assisted universities. Not only is he the first locally born and educated CEO of the 157-year-old institution, he is also the first to have extensive private-sector experience.

That experience proved invaluable when Dr. Patry spearheaded efforts to create the School of Information Technology and Engineering (SITE), a massive interdisciplinary project designed to provide leading-edge information technology research and education at the University of Ottawa.

Gilles Patry is a proud alumnus of the University of Ottawa, where he earned BAsC and MASc degrees in civil engineering in 1971 and 1973, respectively. In 1971, Dr. Patry began his professional life as a consulting engineer prior to becoming a civil engineering professor at l'École Polytechnique de Montréal (1978) and at McMaster University (1983-1993). In 1983, he added a PhD in civil engineering from the University of California, Davis.

In 1985, he founded Hydromantis Inc., an international consulting firm specializing in the modelling and simulation of water and wastewater treatment facilities. In 1993, he returned to the University of Ottawa as the Dean of the Faculty of Engineering. He was appointed Vice-President, Academic in 1997, and President and Vice-Chancellor in August 2001.

Gilles Patry is a member of a number of Boards, including the University of Ottawa Heart Institute, the Ottawa Centre for Research and Innovation (OCRI), and the National Research Council of Canada.



Pauline Rochefort

Pauline Rochefort has been President of the Canadian Wood Council since February 2004.

In the past, she has held the position of Vice-president of the Business Development Bank of Canada (BDC) for the East and North regions of Ontario. Ms. Rochefort has had the opportunity to collaborate with entrepreneurs from all over Canada, many of whom work in the construction and logging industries.

Ms. Rochefort is a graduate from the University of Ottawa's Executive Master's in Business Administration (MBA) Program. She has graduated with honours from Laurentian University where she obtained her bachelor's degree in commerce.



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Marc Seaman

Marc Seaman is Microsoft's National Director for Public Affairs, responsible for reputation and relationship management across all levels of governments in Canada. In this role, Marc oversees all aspects of government relations, communication, policy, community investments, and outreach relating to public sector organizations as well as public policy influencers. He brings more than 13 years of senior experience within this field of expertise having previously worked as a Partner and Vice-President with APCO Worldwide and as Associate Vice-President and National Practice Group Leader with GPC International, two prominent global public affairs and strategic communications firms.



Marc's career and community involvement have also been focused on helping shape Ottawa as one of the world's leading regions in which to live and work. Marc commenced his professional career as one of the original managers of the Ottawa Senators, helping bring NHL hockey back to Ottawa. He also worked with OCRI, the City of Ottawa, and The Ottawa Partnership (TOP) to develop the international strategy to position the region as one of the world's leading high-technology centres. Marc is an Executive Member of the Board of Governors of the University of Ottawa and is Chair of its External Relations Committee, helping build the school's reputation as "Canada's University" and as one of the key pillars within the Ottawa community. His commitment to the region has also helped raise over \$50,000 in student bursaries since 2001 as President of the University's Alumni Golf Tournament, and over \$200,000 through his close work with the Ottawa Food Bank's Annual Vintage Wine Auction. Marc is also on the Cabinet of the Ottawa Chapter of the United Way and is Chair of its Next Generation Division.

Marc's professional achievements have earned him Canada's IABC Award of Excellence for Marketing, Ottawa's Capital Excel Award, and a nomination to Canada's Top 40 Under 40. Fluently bilingual, Marc holds a Bachelors Degree in Communications from the University of Ottawa where he also undertook post-graduate studies in Business Administration and Human Kinetics.

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Jean-Pierre Soublière

Jean-Pierre Soublière is the President of Anderson Soublière Inc., an executive focused consulting corporation. Founded in 1996, the Company has been an advisor to corporations such as the Merrill Lynch Investment Banking Group, Adobe, and FreeBalance. Mr. Soublière was also the President and COO of Alis Technologies from January 1997 to January 1999. Previously, during his 19 years at SHL Systemhouse, he served as President, SHL Systemhouse Canada and International. Prior to joining SHL, Mr. Soublière worked for the Canadian Federal Government, Carleton University and Northern Telecom, and was a part-time instructor at the Université du Québec à Hull.



Very active in the National Capital Region and in the high technology industry, he is a member of several Councils and Boards including United Way of Canada (Chair), the University of Ottawa, the Harmony Foundation (Chair), and the advisory board of Talent Map. Mr. Soublière is also a past Board member of several organizations such as UniMedia Inc., the University of Ottawa Heart Institute, the Ottawa Hospital, and the Inter-American Development Bank's Industry Advisory Council. He was the Chairman of the 1989 United Way Campaign in Ottawa, and from 1998 to 1999, he chaired the task force that coordinated health care re-structuring in the region. In 1998, he chaired the Canadian Federal Government's Ad Hoc Industry Advisory Committee on Electronic Commerce.

In 1995, he was named Business Person of the Year by the Ottawa-Carleton Board of Trade. He was also awarded the 1996 Prix d'excellence by the Regroupement des gens d'affaires, the 1997 Trudeau Medal by the University of Ottawa, the President's Award as a volunteer for United Way in Ottawa in 1996, the Queen's Golden Jubilee Medal (2002) and the Order of Ottawa for Economic Development (2004).

Mr. Soublière graduated from the University of Ottawa with a Bachelor of Commerce Degree in 1967, and received a Masters of Business Administration Degree from the University of British Columbia in 1971.

Denis A. St-Onge

Denis A. St-Onge began his career as a geoscientist at the University of Manitoba where, through the Collège de Saint-Boniface, he received his bachelor's degree in 1951. In 1957 he obtained a L.Sc. from the Université de Louvain, Belgium and, soon after, joined the Geographical Branch of the Department of Mines and Technical Surveys. He was awarded a D.Sc. by the Université de Louvain in 1962.



Mr. St-Onge worked as a research scientist with the Geological Survey of Canada and professor at the University of Ottawa where he held a series of positions, among them Chair of the Department of Geography and Vice-Dean of the School of Graduate Studies and Research. At the Geological Survey he was Director of the Terrain Sciences Division and Scientific Advisor to the Polar Continental Shelf Project. Mr. St-Onge has also been active in many national and international bodies.

Among the honours he has received in recognition for his scientific research is an Honorary Doctorate in Science from the University of Manitoba in 1990. In September 1994, he was awarded the Scottish Geographical Medal by the Royal Scottish Geographical Society. His induction as an Officer of the Order of Canada in May 1996 was in recognition of his long and distinguished career. In 2002 he was awarded the Queen Elizabeth II Golden Jubilee Medal.

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Louise Tardif

As vice-president of National Bank Financial and manager of the Ottawa office, Louise Tardif supervises a staff of 20 professional investment advisors. With 18 years of service, she brings a wealth of experience to the NBF.

Recognized by the business community for her contributions to the improvement of the personal economic status of women, she has received the Business Woman of the Year Award in the category business and professions and was awarded the Trudeau Medal in 1998 by the University of Ottawa.

Louise Tardif has been honored by appointments to numerous boards including The Media Awareness Network, the Forum for Young Canadians, the Ontario Development Corporation, Sisters of Charity of Ottawa Health Services and by election as Chairperson of the Board for the Eastern Ontario Development Corporation and the Sophie Steadman Bursary. She is presently president of the board of administration of the Centretown Community Health Centre.



Maurice Taylor

Maurice Taylor is a professor at the University of Ottawa in the Faculty of Education, where he teaches and supervises graduate students in Adult Education. He has served on numerous national and international advisory committees and task forces related to adult learning such as the National Judicial Institute, Learning Disabilities Association of Canada, Canadian Conference of Catholic Bishops and the National Task Force on Paid Educational Leave. He has also held administrative positions with the Canadian Association for the Study of Adult Education, the Commonwealth Association for Education and Training of Adults and Algonquin College of Applied Arts and Technology. His publications mainly focus on workplace training, foundations of adult literacy learning and the adult identity formation.



Carmen Vierula

Carmen Vierula has served on a number of volunteer boards of directors.

She has been a member of the Board of Trustees of the Royal Ottawa Health Care Group since 2002. She chairs the Audit Committee and the Administration Committee. She joined the University of Ottawa's Board of Governors in 2004. A graduate of Laurentian University (B.Comm.1982), Ms Vierula has worked with national public accounting firms in Calgary, Guelph and Ottawa, providing audit, accounting and financial advisory services to organizations engaged in a broad range of industries. In 1998, she was appointed Director, Internal Audit at the University of Ottawa.

In 2002, Ms Vierula joined the Bank of Canada as Director of Internal Audit, where she plays a key role in the evaluation of the effectiveness of the Bank's risk management, control and governance processes, and promotes continuous improvement of these processes. She has also conducted a risk assessment of the Banque Nationale du Rwanda for the International Monetary Fund.



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Honorary Members

Judge Jean-Pierre Beaulne

J. Richard Bertrand

Pierre Camu

Pierre DesRoches

Roger Guindon OMI

Grete Hale

Huguette Labelle

G.G. Ernest Steele

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Terms of Reference of Board Committees

Executive Committee of the Board of Governors

Establishment

The Committee was established by By-Law No. 1, 1965, amended by By-Law No. 3, 1965, By-Law No. 12, 1966, By-Law No. 3, 1973, By-Law No. 1, 1976 and further amended by By-Law No. A6.1, 1987.

Status

The Executive Committee is a standing committee of the Board of Governors.

Powers and Functions

1. The Executive Committee has all the powers of the Board between the meetings of the Board, unless otherwise specified by the Board.

Without limiting the generality of the above, the Executive Committee will, on behalf of the Board:

- deal with any matter involving individuals, unless such matter has been specifically entrusted by the Board to another committee. The Executive Committee will, in particular:
- appoint persons to the positions of Assistant Vice-president, Dean, Vice-Dean, Secretary of a Faculty, Director of a School, Chairperson of a Department. It will also appoint persons to the position of Director of an administrative service when such appointment is not made through the Administrative Committee or existing staffing policies;
- approve honorary degrees for candidates selected by Senate;
- appoint persons to committees or other bodies where Board representation has been sought;
- approve financial transactions and contracts which are within the approved budgets and exceed the limits of approval delegated to the Administrative Committee;
- approve, when they cannot be referred to the Board for reasons of urgency, unforeseen financial transactions or contracts not within the approved budget;
- approve the periodical financial reports of the University;
- determine the financial parameters within which the University bargaining team may negotiate collective agreements;
- ratify collective agreements for unionized University staff, and ratify salary agreements and policies concerning non-unionized groups of employees;
- deal with any matter, individual or collective, where a collective agreement between the University and a union refers to the Board of Governors, unless such matter has been specifically delegated to another committee of the Board or the text of the agreement otherwise specifies;
- exercise any other power of the Board which the Board may delegate to it by resolution;
- the Executive Committee may amend, upon the recommendation of the President and with the concurrence of at least 75% of the members of the Committee present at any meeting thereof, a By-Law of the Board.

Special notice of any such meeting shall be sent to all members of the Board as well as to the members of the Executive Committee seven (7) days prior to the meeting. The notice shall contain in substance the proposed amendment and any member of the Board who has any comment, suggestion or objection shall be expected to communicate same to any member of the Executive Committee or the Secretary. Any amendment to a By-Law enacted pursuant to this section must be submitted to the Board for ratification at its next meeting, in default of which the

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said amendment shall from the date of such meeting of the Board cease to have any force or effect, without however in any way affecting the validity of any action taken pursuant to the said amendment previous to the said Board meeting.

2. The Executive Committee reviews and recommends for approval by the Board of Governors:
 - the annual budget of the University or the Interim Spending Authorization, as applicable;
 - the annual report of the Pension Plan Committee and other matters related to the Pension Plan insofar as they may modify the Pension Plan.
3. The Executive Committee acts as a nomination committee for the Chancellor, whose appointment shall be made by the Board. It also acts as a nominating committee for the appointment of persons to the Board and its committees.

Membership

The Executive Committee is composed of the following members:

1. the Chairperson of the Board of Governors;
2. the Vice-chairperson of the Board;
3. the President;
4. eight (8) other members appointed by the Board.

Officers

- a) The Vice-chairperson of the Board of Governors shall be the Chairperson of the Committee.
- b) The President shall be the Vice-chairperson of the Committee and replace the Chairperson in the latter's absence.
- c) The Secretary of the University shall be the secretary of the Committee.

Meetings

The Executive Committee normally meets once a month.

Quorum

A majority of the members constitutes a quorum.

Relationship

The Committee reports to the Board of Governors by forwarding the approved minutes to the Board members.

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Committee on Governance

Terms of Reference

Creation

The Committee on Governance was established by Board of Governors resolution 99.17. The terms of reference were amended by the Board of Governors at its meeting of March 21, 2005 by resolution 2005.3.

Status

The Committee on Governance is a standing committee of the Board of Governors reporting directly to the Board of Governors.

Terms of Reference

The Committee on Governance, on behalf of the Board of Governors:

1. to the extent deemed necessary, assesses, comments upon and recommends to the Board of Governors on the following:
 - the structure of the Board and its committees;
 - the process for evaluating the effectiveness of the Board and its committees;
 - the mix of skills and competencies required on the Board;
 - the orientation and training of Board and Committee members;
 - the selection process for Board members.
2. recommends to the Province or to the Board potential candidates for nomination to the Board in anticipation of vacancies;
3. evaluates the performance of the President.

The President shall not be present nor take part in any deliberations relating to his or her performance.

The Committee can seek assistance from University personnel or from consultants to carry out its functions as it deems necessary and appropriate.

Membership

The Committee on Governance shall consist of the following Board members:

- the Chairperson of the Board;
- the Chairperson of the Executive of the Board;
- the Chairperson of the Audit Committee;
- the past Chairperson of the Board, and;
- the President.

Only those Board members not employed by the University and appointed under Section 9 (b), (c), (e), and (f) of the University of Ottawa Act 1965 are eligible.

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Chairperson and Secretary

The Chairperson is elected by the Committee. The Secretary of the University is the Secretary of the Committee.

The Secretary of the University shall not be present nor take part in any deliberations relating to the evaluation of the President's performance.

Quorum

A majority of members constitutes a quorum.

Operating Procedures

The Committee on Governance will meet at least twice yearly and report to the Board at its regular meetings after each meeting held.

Administrative Committee

Establishment

The Committee was established by By-Law No. 13, 1966 and amended by By-Law No. 4, 1968, By-Law No. 2, 1969, By-Law No. 1, 1975, By-Law No. 2, 1975, By-Law No. 4, 1976, By-Law No. 2, 1980, decision X87.,47 (April 14, 1987) of the Executive Committee of the Board, By-Law No. A6.3, (1987) and By-Law No.1, 1997.

Status

The Committee is a standing management committee.

Powers and Functions

The powers and functions of the Administrative Committee are the following:

- a) to manage the affairs of the University generally;
- b) to make recommendations on administrative matters;
- c) to make recommendations on budgetary policies and priorities;
- d) to exercise all the powers of the Board of Governors in relation to the appointment of academic and support staff, excluding the appointment to the positions of President, Vice-President, Secretary of the University, Assistant Vice-President, Dean, Vice-Dean, Secretary of Faculty, Director of a School, Chairperson of Department, and Director of large services;
- e) to exercise the powers of the Board of Governors in relation to the determination of individual salaries, promotion and removal of members of the support staff, excluding the removal of persons whose appointment is not within the powers of the Administrative Committee as per d) above;

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- f) to exercise the powers of the Board of Governors concerning the determination of individual salaries and promotion of unionized employees of the University, unless the Collective Agreement between the University and the union specifies otherwise;
- g) to approve, on behalf of the Board, staffing policies and procedures concerning the appointment, promotion, transfer, removal and salary structure of the non-unionized support staff.

Membership

The Committee consists of the following members;

- a) the President;
- b) the Vice-President Academic and Provost;
- c) the Vice-President, Research;
- d) the Vice-President, Resources;
- e) the Vice-President, University Relations;
- f) the Secretary of the University.

Officers

The President is the Chairperson of the Committee.

The Secretary of the University acts as secretary to the Committee.

Meetings

The Committee meets once a week insofar as possible, and/or at the call of the President.

Quorum

A majority of the members constitutes a quorum.

Relationship

The Committee reports to the Board of Governors through the Executive Committee.

Secretarial Services

Secretarial services are provided by the Office of the Secretary of the University.

Joint Committee of the Senate and the Board of Governors

Establishment

The Committee was established on May 29, 1967 by Resolution 67.27 of the Board of Governors, modified on April 20, 1976 by By-Law No. 2, 1976, on April 14, 1987 by the Executive Committee of the Board, decision X87.47 which was ratified by the Board of Governors on May 25, 1987, decision 87.13, on May 25, 1992 by By-Law No. 1, 1992, resolution 92.5 and on July 21, 1997 by By-Law No. 1, 1997, resolution 97.21.

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Status

The Joint Committee of the Senate and the Board is a standing committee of the Board of Governors.

Powers and Functions

The Joint Committee deals with matters of mutual concern to the Senate and the Board. Without limiting the generality of the foregoing, the Joint Committee exercises the powers of the Board concerning individual cases of members of the APUO as determined by the Collective Agreement between the Board and the APUO. More specifically, the Joint Committee:

- decides upon the granting or refusal of tenure;
- decides upon the granting or refusal of promotions;
- decides upon the granting or refusal of sabbatical and other leaves as are specified in the Collective Agreement;
- decides upon any other matter concerning individual members of the APUO in accordance with the Collective Agreement.

Membership

The Committee consists of the following members;

- a) the President;
- b) two (2) Vice-presidents appointed by the Executive Committee of the Board of Governors;
- c) three (3) persons elected by the Board of Governors from among its own members;
- d) three (3) persons elected by the Senate from among its own members.

Terms of Office

The term of office of the members elected by the Board is for one year and is renewable. The term of office of the members elected by the Senate is for three (3) years and is renewable once.

Officers

The President is the Chairperson of the Committee. One of the Vice-presidents designated by the President will act as Vice-chairperson. The Secretary of the University acts as secretary of the Committee.

Meetings

The Committee meets at the call of the Chairperson.

Quorum

A majority of the members constitutes a quorum.

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Secretarial Services

Secretarial services are provided by the Office of the Secretary of the University.

Audit Committee

Terms of Reference

Creation

The Audit Committee has been established by Board of Governors resolution 85.22 and confirmed by Board By-Law A6.2, 1987. The terms of reference were amended by the Board of Governors at its meeting of March 21, 2005 by resolution 2005.2.

Status

The Audit Committee is a standing committee of the Board of Governors reporting directly to the Board of Governors.

Functions

The Audit Committee's responsibility is to provide assistance to the Board of Governors in fulfilling its legal and fiduciary obligations with respect to matters involving the accounting, auditing, financial reporting, internal control and financially related legal compliance functions of the University.

The Audit Committee will review, comment upon and/or recommend to the Board of Governors on the following areas:

Financial Reporting

- the draft annual financial statements of the University of Ottawa and of the University of Ottawa Retirement Pension Plan (1965), including the review and discussion of the following:
- compliance with generally accepted accounting principles (GAAP) and with presentation and disclosure standards;
- quality and completeness of financial disclosures including the procedures for disclosure of financial information;
- quality and appropriateness of GAAP, including benchmarking with the industry;
- significant variances between comparative periods;
- management's recommendations on resolution of areas of concern identified within the financial reporting process;
- proposed changes in accounting standards, policies, regulations, key estimates and judgments that may be material to financial reporting;
- Risk Management and Control Environment

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- management's report on the risk assessment process identifying and managing the principal business risks in order to satisfy themselves that the process operates efficiently;
- management's report on the management of financial risks to ensure they are being effectively managed and controlled;
- the External Auditor's and/or the Internal Auditor's review of management's assessment of significant financial risks;
- reports from management when significant control deviations or indications of fraud occur, and how such control breakdowns have been corrected;
- reports from the Internal Auditor's review of senior management expense accounts;
- the confirmation by management of the University's compliance with tax and financial reporting laws and regulations;

External Audit

- the scope of the External Auditor's examination of the annual financial statements;
- the content of any management letters received from the External Auditor, and management's responses and action plans;
- the External Auditor's opinion addressed to the Board;
- the annual appointment of the External Auditor and the remuneration to be paid for the regular annual audit;
- the confirmation of the External Auditor's independence;
- any other audit and non-audit engagement performed by the External Auditor in addition to the regular annual audit and the remuneration to be paid thereof;
- the monitoring of the quality and effectiveness of the External Auditor's relationship with management;

Internal Audit

- the policies and procedures for internal audit, to ensure that they meet the audit requirement of the University as determined by the University of Ottawa Act, By-Laws and Board approved policies;
- the President's recommendation on the appointment of the Internal Auditor;
- the maintenance of reasonable degree of independence by the Internal Auditor in carrying out the duties of the Office;
- the existence of adequate coordination and cooperation between the internal and external audit functions;
- the terms of reference, the budget, the audit plan and the annual report of the Internal Auditor;

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- specific reports of the Internal Audit Office as required, including management's response to findings and to recommendations, and follow-up on action plans;

Other Audits

- any other audit reports issued by external agencies or funding councils.

Membership

The Audit Committee shall consist of at least four (4) Board members - other than the Chairperson and Vice-chairperson of the Board - appointed by the Board of Governors, one of whom shall be a member of the Executive Committee. Only those Board members not employed by the University and appointed under Section 9 b, c, e, and f of the University of Ottawa Act 1965 are eligible. All members of the Audit Committee shall be financially literate (sufficiently versed in financial matters to understand the University's accounting practices and policies and the major judgments involved in preparing the financial statements) and at least one member shall have financial expertise.

Officers

The Chairperson and the Vice-chairperson of the Committee are elected by the Governance Committee. The Secretary of the University is the Secretary of the Committee.

In general, members are appointed for a minimum term of two years, renewable.

Quorum

A majority of members constitutes a quorum.

Operating Procedures

The Audit Committee will meet sufficiently within a year to support its responsibilities and report to the Board at its regular meetings after each meeting held by the Audit Committee.

The Audit Committee, in consultation with management and the external auditors, shall develop an annual work plan responsive to the Audit Committee responsibilities.

Audit Committee meeting agendas shall be the responsibility of the Chairperson of the Committee in consultation with the Committee members, management, the External Auditor and Internal Auditor.

Minutes of the meetings of the Audit Committee will be retained by the Secretary's office and each and every member of the Board of Governors will have access thereto.

The External Auditor and the Internal Auditor shall be invited and such other University officers as may be invited from time to time, may participate at meetings of the Audit Committee.

In general, members of the Committee shall meet in private sessions with the External Auditor, with the Internal Auditor, with management, and with the Committee members only.

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Investment Committee

Establishment

The Investment Committee was created on February 20, 1996 by resolution X96.11 of the Executive Committee of the Board of Governors.

Status

The Investment Committee is a subcommittee of the Executive Committee of the Board of Governors.

Mandate

The Investment Committee's mandate shall be the following:

- a) monitor the performance of the endowment fund in order to ensure compliance with the investment policy;
- b) review endowment fund performance against that of other similar funds;
- c) monitor the portfolio manager's performance;
- d) review the disbursement rate for each individual fund;
- e) submit a semi-annual report to the Executive Committee of the Board of Governors;
- f) review once a year the regular investments of the University as well as performance results and compliance with Regulations no. 56.

Membership

The Committee is composed of the following members:

- the Vice-president, Resources;
- the Vice-president, University Relations and Development;
- two (2) members of the Board of Governors with experience in finance;
- the Assistant Vice-president, Alumni and Development;
- the Director, Financial Services;
- a consultant

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Meetings and Reports

The Committee must meet twice a year. Montrusco will make a presentation on the fund returns and compliance with the investment policy. Montrusco will also prepare a semi-annual report on the funds. The meetings will be held in September to review performance results after the first six (6) months of the year, as at June 30, and in February of every year to review the end-of-year status, as at December 31.

An investment return analysis will be performed and a recommendation made on the disbursement rate for each endowment fund will be submitted to the Committee. This analysis will encompass the complete financial year of the fund, including the indexation rate for these funds based on a disbursement rate of 5% and on the Consumer Price Index.

For the first year of operations with Montrusco, the University will meet with Montrusco every four (4) months to ensure the sound management of the fund. There will be a meeting with the Investment Committee in February and in September, and a meeting with only the Vice-president, Resources, and the Director of Financial Services in May and in November to review the management of the fund. The returns will be reviewed regularly and a meeting of the Investment Committee may be convened in case of special circumstances.

Pension Plan Committee

Terms of Reference

Regulations of the Pension Plan Committee

These regulations form an integral part of the Pension Governance Structure. They have been approved under the authority of the Board of Governors.

Section 1 - Introduction

1.01 This document constitutes the Regulations of the Pension Plan Committee as agent of the University of Ottawa in respect of the University of Ottawa Retirement Pension Plan as of January 1, 2002.

1.02 The Pension Plan Committee was established by by-law no. 4, 1969 of the Board of Governors of the University of Ottawa.

1.03 The basic purpose of the Regulations is to establish the rules the Pension Plan Committee will follow in order to accomplish its functions.

1.04 The Regulations are intended to meet the requirements of Applicable Legislation if any.

Section 2 - Interpretation and Definitions

Interpretation

2.01 The masculine pronoun wherever used herein shall include the feminine pronoun where applicable, and the singular shall include the plural, and vice versa, as the context shall require. References to a section mean a section in these Regulations unless the context clearly indicates otherwise.

2.02 Should there be a contradiction between the Regulations and the provisions of the Plan, the latter shall prevail.

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Definitions

Unless the context or the following definitions clearly indicate otherwise, the terms in these Regulations shall have the meaning as defined in the Plan.

2.03 "Applicable Legislation" means the Pension Benefits Act (Ontario) and the regulations thereunder and the Income Tax Act (Canada) and regulations thereunder, as they relate to registered pension plans.

2.04 "Auditor" means the accountant responsible for the preparation of the financial reports of the Plan, as applicable, and as may be required under Applicable Legislation.

2.05 "Board" means the Board of Governors of the University of Ottawa or authorized representative.

2.06 "Chair" means the Chair of the Pension Plan Committee as appointed under Section 3.02.

2.07 "Committee Member" means a member of the Pension Plan Committee.

2.08 "Executive Committee" means the Executive Committee of the Board.

2.09 "Plan" means the University of Ottawa Pension Plan as sponsored by the University.

2.10 "Pension Plan Committee" means the committee which has had certain administrative functions delegated to it by the Board and whose membership is listed in Appendix A.

2.11 "Regulations" means the regulations of the Pension Plan Committee as established by the Committee on Governance as agent of the Board and set forth in this document and includes any amendments, which are from time to time made hereto.

2.12 "Secretary" means the Secretary of the Pension Plan Committee as designated under Section 3.03, who shall not be a member of the Pension Plan Committee.

2.13 "Vice-Chair" means the Vice-Chair of the Pension Plan Committee as elected under Section 3.02.

Section 3 - Internal Functioning

3.01 The quorum for any meeting of the Pension Plan Committee shall be a majority of the members of the Pension Plan Committee, with the Chair or Vice-Chair being present. The Chair will give proper consideration to requests for the attendance of non-Committee Members who will have no voting rights. It is expected that any of the Director, Pension Fund, the Director, Financial Services and the Director, Internal Audit shall regularly attend such meetings in a non-Committee Member capacity. It is also expected that a designated member of the retired support staff shall regularly attend such meetings as a non-committee member.

3.02 The Board shall appoint a Chair. The Chair shall be a member of the Board. The term of office of the Chair shall be one year, renewable at the discretion of the Board. The Committee Members shall elect a Vice-Chair from among the Committee Members.

3.03 The Chair chairs any meeting of the Pension Plan Committee. If the Chair is absent, the Vice-Chair chairs the meeting. The Secretary of the Board shall designate another person as Secretary of the Pension Plan Committee.

3.04 The decisions of the Pension Plan Committee shall be taken by majority vote of the Committee Members present at the meeting. Each Committee Member has one (1) vote. In the event of a tie vote, the decision of the Chair shall govern.

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3.05 The Pension Plan Committee shall hold not less than two (2) meetings per calendar year. Special meetings of the Pension Plan Committee may be called by the Chair or upon the request of three (3) or more members giving at least five (5) working days notice between the date of the notice calling a meeting and the date of the meeting of the time and place of such special meeting to each Committee Member. Special meetings of the Pension Plan Committee may be held at any time with less notice by a majority vote of the Committee Members.

3.06 In lieu of meeting in person, the Pension Plan Committee may hold meetings by telephone conference call, subject to the above notice requirements for meetings.

3.07 A written notice of any meeting of the Pension Plan Committee shall be given by the Secretary to each Committee Member at least five (5) working days before each meeting is held. Such notice shall indicate the agenda topics to be presented.

3.08 The Secretary shall keep a register of its decisions and a register of potential conflicts of interest in accordance with Applicable Legislation, and will ensure records are kept that contain all documents, reports and correspondence received by the Pension Plan Committee. The Secretary will record the minutes of each meeting unless not present at the meeting. The Secretary will ensure that minutes are distributed to each Committee Member within one month following each meeting.

3.09 Each Committee Member shall treat with appropriate confidentiality, during as well as after the completion of his term of office, all information relating to a person or the affairs of the Plan or the University of which he acquires knowledge in connection with his engagement as Committee Member. Each Committee Member shall sign a Confidentiality Statement to this effect. Documentation provided to each Committee Member for purposes of meetings of the Pension Plan Committee will be returned to the Secretary at the end of the meeting if the Chair so requests.

3.10 The Pension Plan Committee shall fulfill its mandate in accordance with the Plan and Applicable Legislation. However, should a new requirement of Applicable Legislation not yet be reflected in the provisions of the Plan, which shall impact the duties of the Pension Plan Committee, the Plan shall be administered taking into account such requirement.

3.11 The Pension Plan Committee and each Committee Member thereof will carry out its duties and responsibilities honestly and in good faith and in the best interests of all of the members of the Plan and with the care, diligence and skill that a person of ordinary prudence would exercise in dealing with the property of another person, and will use all relevant knowledge and skill that the Pension Plan Committee or Committee Members possesses.

3.12 Committee Members, their heirs, executors, administrators, successors and legal representatives, as applicable, shall be indemnified and saved harmless with respect to any personal liability for damages and costs arising out of any error, omission or wrongful act in the performance of or failure to perform services in the exercise of their duties hereunder, with the exclusion of any dishonest, fraudulent, criminal or malicious act. Committee Members are "additional insureds" under the errors and omissions coverage provided by the Canadian Universities Reciprocal Insurance Exchange. The University will inform each Committee Member in writing of the terms of such indemnities upon each Committee Member joining the Pension Plan Committee and upon any modifications to the indemnities.

3.13 A Committee Member may resign at any time by providing written notice thereof to the Chair. Such notice will state the date on which his resignation takes effect. The Chair of the Pension Plan Committee will, as reasonably practicable upon receipt of such notice, inform the remaining Committee Members of such resignation.

A Committee Member who becomes incapacitated will be fully discharged from all future duties and responsibilities provided written notice of his incapacity is sent on his behalf to the Chair who

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will inform the remaining Committee Members of such incapacity and removal. Such notice will state the date on which the incapacity takes effect.

If a Committee Member dies, his heir, executors and administrators will have no duties, responsibilities or liabilities hereunder.

In the case of the resignation, incapacity, death or removal of any one or more Committee Members under this Section 3.13 or Section 3.14, the remaining Committee Members, subject to the quorum provisions in Section 3.01, will:

- (1) have jointly all the powers, rights, estates and interest of the existing Committee Member; and
- (2) be charged with all duties of the exiting Committee Member;

and a successor member may be designated by the University or elected as appropriate. The replacement mechanism for a committee member who is an APUO member is governed by the appointment process under the collective agreement.

3.14 The Pension Plan Committee reserves the right to recommend to the appointing body and the Committee on Governance the termination at any time during the term of office of any Committee Member as a result of a serious dereliction of his duties. Such recommendation shall be taken by unanimous vote of all the other Committee Members.

3.15 All records, books, documents pertaining to the administration of the Plan and the various pension funds are the property of the University of Ottawa. A Committee Member who has resigned or has been removed (and the personal representatives of the deceased or incapacitated Committee Member) will convey any and all records, books, documents, and other property pertaining to the administration of the Plan and the various pension funds to the successor Committee Member or, if no successor has been appointed or elected, to the Chair of the Pension Plan Committee, as soon as possible.

3.16 Committee Members will not be compensated for performance of their duties on the Pension Plan Committee. Committee Members will be reimbursed, as appropriate, by the University or the applicable pension fund for their normal and reasonable expenses, incurred in or incidental to the performance of their duties hereunder.

Section 4 - Powers and Duties

Save and except the powers to appoint the members of the committee, modify the pension plan, and appoint the trustees and investment managers of the pension fund which are under the exclusive jurisdiction of the Board of Governors, the Pension Plan Committee has been delegated all of the powers necessary for the interpretation of the pension plan and the administration of the pension fund.

In accordance with and without limiting the above, the Pension Plan Committee shall:

1. Monitor the administration of the pension fund so as to ensure compliance with the terms of the Plan bylaws, the pension fund expense policy and the Statement of Investment Policies and Procedures. In order to fulfill this function, the PPC shall receive all relevant information including a copy of the Plan documents, the Annual Information Return and the related Statement of Investment Policies and Procedures, the reports of the Director, Pension Fund in respect of fees and expenses charged to the fund and the relevant parts of the minutes of the meetings of the PFIC.
2. Monitor any proposed plan benefit modifications and advise the Board or one of its committees with respect to these modifications and on any other matters on which the PPC has been asked by the Board or one of its committees to advise.

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3. Monitor member communications so as to ensure an appropriate dissemination of Plan matters to the Plan members through the Director, Human Resources, as required.
4. Monitor the funding of the Plan, at least annually, and comment as appropriate. In order to fulfill this function, the PPC will receive the Plan's audited financial statements and the actuarial reports. The PPC will also receive the reports of the Pension Fund Investment Committee to the Board of Governors.
5. Monitor compliance with legislation through receipt of copies of legislated reports/filings and of annual compliance reports from each of the Director, Pension Fund and the Director, Human Resources.
6. Interpret, when required, any matters relating to the Plan bylaws, the methods to be employed for the calculation of benefits and the determination of a right to a benefit.
7. Review and recommend on the actuarial valuation in a timely manner.
8. Review and recommend on policies relating to the administration of the pension fund, including the pension fund expense policy.
9. Review and recommend on the proposed annual budget of fees and expenses to be charged to the pension fund prepared by the Director, Pension Fund. The budget shall include an allowance for external assistance for the PPC as is necessary for the exercise of its mandate.
10. Request, through the Chair of the PPC, external assistance when necessary for the PPC to exercise its mandate, subject to the approved annual budget, and subject to the pension fund expense policy for unbudgeted amounts.

With respect to the SIPP, the PPC will review and comment on the SIPP prior to any recommendation by the PFIC to the Board. If there are differences between the PPC and the PFIC after the PFIC has provided a response to the PPC on its comments and recommendations, a meeting between the PPC and the Chair of the PFIC will take place if requested. On those parts of the SIPP where there is still a disagreement following such a meeting, the PPC will make its own recommendation to the Board of Governors.

The PPC shall report to the Board at least annually or more often as requested, on relevant pension issues within its mandate.

(Textual excerpt from the Pension Governance Structure, November 2002, approved by the Board of Governors of the University of Ottawa)

Section 5 - Delegated Powers

5.01 The following powers and duties are delegated to the Human Resources Service of the University or its delegate:

- (i) to maintain records on each member and recipient of a benefit which shall include all necessary information for the administration of the Plan, such as the member's earnings, contributions, spouse, beneficiary, and other personal data;
- (ii) to provide the members or any other concerned person with any form necessary for the administration of the Plan, such as enrolment, designation of beneficiary, option election, and spousal waiver forms, and then receive such forms;
- (iii) to perform benefit calculations;
- (iv) to prepare the termination, retirement and death benefit statements required by the Plan;
- (v) to provide to employees who become eligible for membership to the Plan the applicable written description of the applicable Plan benefits and restrictions;

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- (vi) to provide an explanation of a proposed amendment to Plan to each active member as may be required;
- (vii) where applicable, to produce and provide members of the Plan with a benefit statement;
- (viii) to provide to a member any information required under the Plan;
- (ix) to answer any questions or requests of any member or person who is entitled to a benefit under the Plan;
- (x) to provide to the custodian of the Plan funds, the instructions for the payment of any benefit becoming payable under the Plan;
- (xi) to direct the payment of a benefit to a person or institution in accordance with the payee's written instructions;
- (xii) to prepare the annual information returns required by the Financial Services Commission of Ontario and the Canada Revenue Agency, as applicable;
- (xiii) to answer any request for examination of the Plan text or of any other documents; and
- (xiv) if there is a dispute as to whether a person is a spouse, beneficiary or other person entitled to payments under a Plan, or where two or more persons make adverse claims in respect of a benefit, or where a person makes a claim that is inconsistent with information provided by the member, to obtain direction from legal counsel of the University.

5.02 Financial Services shall notify the Pension Plan Committee of any unpaid contribution within sixty (60) days after it becomes due.

5.03 Financial Services shall prepare the financial statements for the Plan and interface with the auditors.

5.04 The person or body exercising delegated powers under this Section shall provide to the Pension Plan Committee such reports or information pertaining to the delegated duties that the Pension Plan Committee may require.

5.05 The person or body exercising delegated powers shall assume the same obligations and incur the same liability as those the Pension Plan Committee or one of its members would have had to assume or have incurred if the powers had been exercised by the Pension Plan Committee.

5.06 The Pension Plan Committee allows Human Resources Services of the University to make available to the Pension Plan Committee confidential information with respect to a member as may be necessary for the determination of any benefits under the Plan.

Section 6 - Amendment

6.01 The Pension Plan Committee may recommend to the Board changes to these Regulations.

Section 7 - Conflicts of Interest

7.01 No Committee Member will knowingly permit his interest, monetary or otherwise, direct or indirect to conflict with the proper exercise of his or duties and responsibilities as described herein.

Each Committee Member will disclose to the Pension Plan Committee in writing the nature and details of any actual, perceived or possible conflicts of interest that such Committee Member knows or ought to know exist with respect to his role on the Pension Plan Committee, and of any rights that the Committee Member may have in or may invoke against the Plan or the related Plan funds, specifying, where such is the case, the nature and value of such rights. Such disclosure will be made to the Pension Plan Committee as soon as practicable after the Committee Member discovers the conflict of interest. Disclosure should also be made at the first Pension Plan Committee meeting at which the matter giving rise to the conflict in issue is discussed. As soon as the conflict is disclosed, the Committee will decide upon a suitable course of action to resolve the conflict.

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These Regulations recognize that membership in the Plan will not automatically, of itself, disentitle any Committee Member from participation in any deliberation or decision making in respect of the Plan.

Any Committee Member to whom an individual conflict of interest applies will abstain from the deliberations and decision making with respect to the matter giving rise to the conflict, unless otherwise permitted by the Chair of the meeting. In the event that the conflict of interest involves the Chair, the Vice-Chair will act for the purpose of any matter coming before the Pension Plan Committee involving the conflict of interest (including the resolution of such conflict) and the same procedures relating to the resolution of the conflict will apply.

The failure of a person to comply with the procedures described in this Section will not of itself invalidate any decision, contract or other matter pertaining to fund investment.

Article 3.14 shall apply to situations where a Committee Member who fails to comply with the procedures described in this Section.

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APPENDIX A - MEMBERSHIP IN THE PENSION PLAN COMMITTEE

The Rector is an ex officio member of the Committee. In addition to the Rector, the Committee has twelve (12) other members, as follows:

- a. a person appointed by the Board to serve as Chair of the Committee;
- b. the Director of Human Resources Service;
- c. three (3) members appointed by the Association;
- d. a person representing the clinical teachers of the Faculty of Medicine, appointed by the Board upon nomination by the dean of that faculty;
- e. six (6) other persons, appointed in a manner prescribed by the Board.

Pension Fund Investment Committee

Terms of Reference

Regulations of the Pension Fund Investment Committee

These regulations form an integral part of the Pension Governance Structure. They have been approved under the authority of the Board of Governors.

Section 1 - Introduction

1.01 This document constitutes the Regulations of the Pension Fund Investment Committee as agent of the University of Ottawa in respect of the University of Ottawa Retirement Pension Plan as of January 1, 2002.

1.02 The Pension Fund Investment Committee was established by the Board of Governors of the University of Ottawa.

1.03 The basic purpose of the Regulations is to establish the rules the Pension Fund Investment Committee will follow in order to accomplish its functions.

1.04 The Regulations are intended to meet the requirements of Applicable Legislation if any.

Section 2 - Interpretation and Definitions

Interpretation

2.01 The masculine pronoun wherever used herein shall include the feminine pronoun where applicable, and the singular shall include the plural, and vice versa, as the context shall require. References to a section mean a section in these Regulations unless the context clearly indicates otherwise.

2.02 Should there be a contradiction between the Regulations and the provisions of the Plan, the latter shall prevail.

Definitions

2.03 Unless the context or the following definitions clearly indicate otherwise, the terms in these Regulations shall have the meaning as defined in the Plan.

2.04 "Applicable Legislation" means the Pension Benefits Act (Ontario) and the regulations thereunder and the Income Tax Act (Canada), as related to registered pension plans.

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2.05 "Auditor" means the accountant responsible for the preparation of the financial reports of the Plan, as applicable, and as may be required under Applicable Legislation.

2.06 "Board" means the Board of Governors of the University of Ottawa or authorized representative.

2.07 "Chair" means the Chair of the Pension Fund Investment Committee as appointed under Section 3.02.

2.08 "Committee Member" means a member of the Pension Fund Investment Committee who has been duly appointed by the Board and in accordance with such rules as may be established by the Committee on Governance of the Board

2.09 "Executive Committee" means Executive Committee of the Board.

2.10 "Pension Fund Investment Committee" means the committee which has had certain administrative functions delegated to it by the Board and whose membership is listed in Appendix A.

2.11 "Plan" means the University of Ottawa Pension Plan as sponsored by the University.

2.12 "Regulations" means the regulations of the Pension Fund Investment Committee as established by the Committee on Governance as agent of the Board and set forth in this document and includes any amendments, which are from time to time made hereto.

2.13 "Secretary" means the Secretary of the Pension Fund Investment Committee as designated under Section 3.04, who shall not be a member of the Pension Fund Investment Committee.

2.14 "Vice-Chair" means the Vice-Chair of the Pension Fund Investment Committee as elected under Section 3.02.

Section 3 - Internal Functioning

3.01 The quorum for any meeting of the Pension Fund Investment Committee shall be a majority of the members of the Pension Fund Investment Committee, with the Chair or Vice-Chair being present. The Chair may, at his or her discretion, invite non-Committee Members, provided such attendees have no voting rights. The Chair will also give proper consideration to requests for the attendance of non-committee members.

3.02 The Board shall appoint a Chair. The term of office of the Chair shall be one year, renewable at the discretion of the Board. The Committee Members shall elect a Vice-Chair from among the Committee Members.

3.03 The term of office of Committee Members will be established by the Board's Committee on Governance. Terms may be staggered and may vary in length from 1 to 3 years to provide for continuity in the Committee. No person may be appointed a Committee Member for more terms than will constitute nine consecutive years.

3.04 The Chair chairs any meeting of the Pension Fund Investment Committee. If the Chair is absent, the Vice-Chair chairs the meeting. The Secretary of the Board shall designate another person as Secretary of the Pension Fund Investment Committee.

3.05 The decisions of the Pension Fund Investment Committee shall be taken by majority vote of the Committee Members present at the meeting. Each Committee Member has one (1) vote. In the event of a tie vote, the decision of the Chair shall govern.

3.06 The Pension Fund Investment Committee shall hold not less than four (4) meetings per calendar year. Special meetings of the Pension Fund Investment Committee may be called by the Chair or upon the request of three (3) or more members giving at least five (5) working days notice of the time and place of such special meeting to each Committee Member. Special

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meetings of the Pension Fund Investment Committee may be held at any time with less notice by a majority vote of the Committee Members.

3.07 In lieu of meeting in person, the Pension Fund Investment Committee may hold meetings by telephone conference call, subject to the above notice requirements for meetings.

3.08 A written notice of any meeting of the Pension Fund Investment Committee shall be given by the Secretary to each Committee Member at least five (5) working days before each meeting is held. Such notice shall indicate the agenda topics to be presented.

3.09 The Secretary shall keep a register of the Committee's decisions and a register of potential conflicts of interest in accordance with Applicable Legislation, and will ensure records are kept that contain all documents, reports and correspondence received by the Pension Fund Investment Committee. The Secretary will record the minutes of each meeting unless not present at the meeting. The Secretary will ensure that minutes are distributed to each Committee Member within one month following each meeting.

3.10 Each Committee Member shall treat with appropriate confidentiality, during as well as after the completion of his term of office, all information relating to a person or the affairs of the Plan or the University of which he acquires knowledge in connection with his engagement as Committee Member. Each Committee Member shall sign a confidentiality statement to this effect.

3.11 The Pension Fund Investment Committee shall fulfil its mandate in accordance with the Plan and Applicable Legislation. However, should a new requirement of Applicable Legislation not yet be reflected in the provisions of the Plan, which shall impact the duties of the Pension Fund Investment Committee, the Plan shall be administered taking into account such requirement.

3.12 The Pension Fund Investment Committee and each Committee Member thereof will carry out its duties and responsibilities honestly and in good faith and in the best interests of all of the members of the Plan and with the care, diligence and skill that a person of ordinary prudence would exercise in dealing with the property of another person, and will use all relevant knowledge and skill that the Pension Fund Investment Committee or Committee Members possesses.

3.13 Committee Members, their heirs, executors, administrators, successors and legal representatives, as applicable, shall be indemnified and saved harmless with respect to any personal liability for damages and costs arising out of any error, omission or wrongful act in the performance of or failure to perform services in the exercise of their duties hereunder, with the exclusion of any dishonest, fraudulent, criminal or malicious act. Committee Members are "additional insureds" under the errors and omissions coverage provided by the Canadian Universities Reciprocal Insurance Exchange. The University will inform each Committee Member in writing of the terms of such indemnities upon each Committee Member joining the Pension Fund Investment Committee and upon any modifications to the indemnities.

3.14 A Committee Member may resign at any time by providing written notice thereof to the Chair. Such notice will state the date on which his resignation takes effect. The Chair of the Pension Fund Investment Committee will, as reasonably practicable upon receipt of such notice, inform the remaining Committee Members of such resignation.

A Committee Member who becomes incapacitated will be fully discharged from all future duties and responsibilities provided written notice of his incapacity is sent on his behalf to the Chair who will inform the remaining Committee Members of such incapacity and removal. Such notice will state the date on which the incapacity takes effect.

If a Committee Member dies, his heir, executors and administrators will have no duties, responsibilities or liabilities hereunder.

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In the case of the resignation, incapacity, death or removal of any one or more Committee Members under this Section 3.14 or Section 3.15, the remaining Committee Members, subject to the quorum provisions in Section 3.01, will:

- (1) have jointly all the powers, rights, estates and interest of the existing Committee Member; and
- (2) be charged with all duties of the exiting Committee Member;

and a successor member may be designated by the University. The replacement mechanism for a committee member who is an APUO member is governed by the appointment process under the collective agreement

3.15 The Pension Fund Investment Committee reserves the right to recommend to the Board and the Committee on Governance the termination at any time during the term of office of any Committee Member as a result of a serious dereliction of his duties. Such recommendation shall be taken by unanimous vote of all the other Committee Members.

3.16 All records, books, documents pertaining to the administration of the Plan and the various pension funds are the property of the University of Ottawa. A Committee Member who has resigned or has been removed and the personal representatives of the deceased or incapacitated Committee Member will convey any and all records, books, documents, and other property pertaining to the administration of the Plan and the various pension funds to the successor Committee Member or, if no successor has been appointed, to the Chair of the Pension Fund Investment Committee, as soon as possible.

3.17 Committee Members who are employed by the University of Ottawa or members of the Plan or members of the Board, will not be compensated for performance of their duties on the Pension Fund Investment Committee. Committee Members will be reimbursed, as appropriate, by the University or the applicable pension fund, as appropriate, for their normal and reasonable expenses incurred in or incidental to the performance of their duties hereunder.

Section 4 - Powers and Duties

The Pension Fund Investment Committee will, after giving proper consideration to the comments and recommendations of the PPC, recommend to the Board of Governors the approval of the Plan's related SIPP. This includes establishing the return on investment objective and risk tolerance including the asset mix policy and strategic ranges for class assets.

Within the parameters of the approved SIPP, the PFIC will be given the exclusive power to:

1. Approve criteria for investment manager selection and performance criteria.
2. Monitor investment manager performance and compliance with SIPP and applicable legislation.
3. Recommend to the Executive Committee the adoption of any investment manager mandates/contracts, securities lending agreements and trust/custodial agreements related to the Plan.
4. Recommend to the Executive Committee the criteria for trustee/custodian selection and performance evaluations.
5. Recommend to the Executive Committee the appointment, removal or retention of the trustee/custodian and investment managers.
6. Monitor the performance of the trustee/custodian.

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The PFIC shall report to the Board of Governors at least annually or more often as requested, on relevant pension issues within its mandate

(Textual excerpt from the *Pension Governance Structure, November 2002*, approved by the Board of Governors of the University of Ottawa)

Section 5 - Delegated Powers

5.01 The Director, Pension Fund will act as a key resource person for the Pension Fund Investment Committee, the Pension Plan Committee, the Administrative Committee and the Committee on Governance in fulfilling their respective mandates related to pension issues.

As a key resource person for the Pension Fund Investment Committee, the Director, Pension Fund will:

- (i) Recommend to the PFIC on all matters relating to the investment of the pension fund, including return on investment objective and risk tolerance, the asset mix policy and strategic ranges for asset classes, and on the investment manager structure, with the assistance of advisors as needed.
- (ii) Monitor, in conjunction with advisors, the performance of the investment managers against benchmarks, manager mandates/contracts and compliance matters and rebalance assets as necessary. Report to the PFIC.
- (iii) Recommend to the PFIC issues related to investment strategies, including the hiring, retention or dismissal of investment managers.
- (iv) Recommend to the PFIC the investment manager mandates/contracts, securities lending agreements and other activities related to the pension fund, with assistance from staff and advisors as needed.
- (v) Provide support and advice to the PFIC on matters related to the SIPP and the selection and performance criteria to be established for investment managers, trustee/custodian.
- (vi) Recommend to the PFIC the hiring, retention or dismissal of the trustee/custodian.
- (vii) Monitor with the Director, Human Resources the performance of the trustee/custodian.

(Textual excerpt from the *Pension Governance Structure, November 2002*, approved by the Board of Governors of the University of Ottawa)

Section 6 - Amendment

6.01 The Pension Fund Investment Committee may recommend to the Board changes to these Regulations.

Section 7 - Conflicts of Interest

7.01 No Committee Member will knowingly permit his interest, monetary or otherwise, direct or indirect to conflict with the proper exercise of his or duties and responsibilities as described herein.

Each Committee Member will disclose to the Pension Fund Investment Committee in writing the nature and details of any actual, perceived or possible conflicts of interest that such Committee

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Member knows or ought to know exist with respect to his role on the Pension Fund Investment Committee, and of any rights that the Committee Member may have in or may invoke against the Plan or the related Plan funds, specifying, where such is the case, the nature and value of such rights. Such disclosure will be made to the Pension Fund Investment Committee as soon as practicable after the Committee Member discovers the conflict of interest. Disclosure should also be made at the first Pension Fund Investment Committee meeting at which the matter giving rise to the conflict in issue is discussed. As soon as the conflict is disclosed, the Committee will decide upon a suitable course of action to resolve the conflict.

These regulations recognize that membership in the Plan will not automatically, of itself, disentitle any Committee Member from participation in any deliberation or decision making in respect of the Plan.

Any Committee Member to whom an individual conflict of interest applies will abstain from the deliberations and decision making with respect to the matter giving rise to the conflict, unless otherwise permitted by the Chair of the meeting. In the event that the conflict of interest involves the Chair, the Vice-Chair will act for the purpose of any matter coming before the Pension Fund Investment Committee involving the conflict of interest (including the resolution of such conflict) and the same procedures relating to the resolution of the conflict will apply.

The failure of a person to comply with the procedures described in this Section will not of itself invalidate any decision, contract or other matter pertaining to fund investment.

Article 3.15 shall apply to situations where a Committee Member fails to comply with the procedures described in this Section.

APPENDIX A - MEMBERSHIP IN THE PENSION FUND INVESTMENT COMMITTEE

Members of the Pension Fund Investment Committee consists of those persons listed below:

- a. an external person appointed by the Board to serve as Chair of the Committee;
- b. 2 other external persons appointed by the Board
- c. one member of the Board appointed by the Board
- d. the Vice-rector, Resources
- e. 2 members of the APUO appointed by the Board, pursuant to the provisions of the collective agreement
- f. one other member of the Plan, appointed by the Board.
- g. An external person is a person who is neither employed by the University of Ottawa, a member of the Board, or a member of the Plan.

Supplemental Retirement Pension Plan Committee

Document not available at the time of publication.

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Committee on Sexual Harassment

STRUCTURE

1. The Committee is chaired by the Secretary of the University.
2. Each of the groups listed below must forward five nominations to the Secretary of the University, who then appoints members of the Committee as follows:
 - a) Administrative Committee - two people
 - b) Students' Federation - one person
 - c) Graduate Students' Association - one person
 - d) Support Staff Executive Committee - three people
 - e) 796A, 796B - one person
 - f) Association of Part-Time Professors of the University of Ottawa (APTPUO) - one person
 - g) Association of Professors of the University of Ottawa (APUO) - two people
 - h) Clinical professor - two people
3. Appointments are for a period of two years.

TERMS OF REFERENCE

4. The primary mandate of the Committee is to develop and coordinate an education and awareness program on campus relating to sexual harassment.
5. The Committee must, in addition,
 - maintain confidential records;
 - make recommendations with respect to the Sexual Harassment Policy and Procedure;
 - provide an investigative and hearing process for the settlement or determination of sexual harassment complaints;
 - report its activities annually to the Administrative Committee.

For more information, please consult the following policies:

Policy 67: [Policy on Sexual Harassment applicable to members of the APUO](#)

Policy 67a: [Policy on Sexual Harassment applicable to all members of the University community except when the respondent is an APUO member](#)

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Committee on Health, Safety and the Environment

Establishment

The Committee on Health, Safety and the Environment was established on December 7, 1992 by resolution 92.20 of the Board of Governors.

Mandate

To approve, review and modify, as required, a comprehensive University policy on environmental issues. This policy would include matters of the environment, and health and safety issues.

To ensure that administrative processes exist and are adequate to ensure that the University is complying with all applicable regulations on environmental protection and that the physical state of the workplace and of the learning environment at the University of Ottawa meets applicable standards.

To obtain and review regular reports from the Management Committee on the Environment dealing with the state of the environment and of health and safety at the University to ensure that the University addresses all known conditions quickly and effectively.

To request and receive reports dealing with specific issues of interest or of concern to the Committee.

To receive from the Advisory Committee on the Environment reports addressing the University community's concerns about the environment and containing their recommendations for a proactive role in this area.

To report to the Board of Governors on the management of environmental, health and safety issues which should be of direct concern to Board members in light of their legal responsibilities.

To ensure that proper procedures exist to document problems, to record policy or procedural directions, to record the assignment of responsibility for solving those problems, and to record the interim or final solution.

Membership

President, Ex Officio;

Four Board members

Resource Members

Vice-President, Resources;

Director, Physical Resources Service;

Manager, Environmental Health and Safety.

Meetings

Quarterly.

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Advisory Committee on Campus Security

Establishment

The Advisory Committee on Campus Security was created on December 4, 1991 by resolution 1167.6 of the Administrative Committee. Its terms of reference were approved on June 29, 1992 by resolution 1191.5 of the Administrative Committee and subsequently modified on March 24, 2004 by resolution 1747.3 and on February 23, 2005 by resolution 1789.7 of the Administrative Committee.

Mandate

The Committee advises the President and is consulted on :

1. the development of a physical and social environment where all members of the University community feel safe. Special attention will be directed towards persons or groups who have been historically victims of violence;
2. programs aimed at sensitizing the University community to personal safety and the role that each and everyone can play in maintaining a campus where all members feel safe;
3. the promotion of better understanding and support of individuals who are in crisis situations and on the training of those they call upon for help;
4. the resources required to help those who feel that their safety is jeopardized;
5. the liaison between the University and the surrounding community as to issues relating to the mandate of this Committee.

Membership

The membership of the Committee is as follows :

1. Ex officio members
 - the Director of the Office of Risk Management, Environmental Health and Safety, as Chairperson;
 - the Director of Physical Resources Service;
 - the Director of Protection Services;
 - the Sexual Harassment Officer;
 - the Director of Communications Service (University Relations)
2. Delegate members
 - one member of the full-time teaching staff;
 - one member of the part-time teaching staff;
 - one representative of the President;
 - one representative from the surrounding community;
 - one representative from Human Resources Service;
 - one representative from Student Academic Success Service;
 - one representative from the graduate students;
 - one representative from the undergraduate students;
 - one representative from the support staff;
 - one representative from the Smyth Campus.

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Terms of Office

Terms of office are for a two-year period and are renewable.

Quorum

The majority of members constitutes the quorum.

Meetings

The Committee meets at the request of its chairperson.

Secretarial Services

Secretarial services are provided by the Office of the Secretary of the University.

Committee on External Relations

Establishment

The Committee on External Relations was established by Board By-Law No A6.7, 1987. Its terms of reference were approved by the Board of Governors on May 31, 1988, decision 88.8 and amended by By-Law No. 1, 1997.

Status

The Committee is an advisory committee of the Board of Governors.

Mandate

To advise the Board on communication and development strategies to enhance the profile of the University in the community.

To advise the Board on ways and means to bring about better understanding of the University in the community in order to gain financial, governmental and moral support for the University.

Responsibilities

To review matters affecting the general perceptions that the constituents and the community have of the University of Ottawa and to recommend means to ensure perceptions reflect the aims and purposes of the University.

To provide advice on appropriate programs to foster community interest in the life of the University.

To provide guidance in the development of community contacts to assist the University in its promotional and fund raising efforts and to foster community and government support.

To provide advice on promotional programs aimed at making academic and research programs better known locally, nationally and internationally.

To solicit additional input as required.

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Membership

Ex-officio members :

- a. the President;
- b. the Vice-president Academic and Provost
- c. the Vice-president, University Relations

Resource persons:

- a. the Director of Alumni and Development
- b. the Director of Public Relations and Information

Appointed Members:

A minimum of six (6) members: members should have interest or experience in communications and fund raising; faculty, staff, alumni, student and community interests should be represented on the Committee. At least three (3) members of the Committee will be Board members.

Chairperson:

A member of the Board of Governors appointed by the Board.

Term of Office

Two (2) years, renewable.

Meetings

The Committee meets at least once per year at the call of the chair.

Quorum

Three (3) members, not including ex-officio members, constitute a quorum.

Report to the Board of Governors

The Committee reports as required, and at least annually, to the Board of Governors.

Minutes of the Committee's meetings will be forwarded to the Executive Committee of the Board of Governors.

Budget

Funds required will be provided by the Office of the Vice-president, University Relations and Development.

Secretarial Services

Secretarial services will be provided by the Office of the Secretary of the University.

Master Plan Review Steering Committee

Document not available at the time of publication.

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Parking Committee

Establishment

In June 1967, the Executive Committee of the Board of Governors approved the creation of the Parking Committee by resolution 67.23 described in Policy No. 44, amended by resolution 70.11 of the Executive Committee, resolution 190.1 of the Administrative Committee, resolution X85.40 of the Executive Committee of the Board of Governors, resolutions 947.3, 966.9, 1354.9 and 1789.8 of the Administrative Committee.

Status

The Parking Committee is a permanent advisory committee reporting to the Administrative Committee of the Board of Governors.

Functions

The Committee studies parking problems, recommends parking policies and submits the annual budget to the Board of Governors through the Administrative Committee.

Membership

The Committee is composed of the following members:

- a. two (2) persons appointed by the Board of Governors;
- b. two (2) persons appointed by the Association of Professors of the University of Ottawa;
- c. two (2) persons appointed by the Student Federation of the University of Ottawa;
- d. one person appointed by the Graduate Students' Association;
- e. three (3) persons appointed by the Association of Employees of the University of Ottawa;
- f. one person appointed by the Association of Part-time Professors of the University of Ottawa;
- g. the Director of Protection Services.
- h. the Assistant Director of Protection Services, Parking and Traffic Operations.

The Chairperson can invite, in a consultative capacity, one or more persons.

All members are elected or appointed for a one-year term beginning September 1.

Officers

At the first meeting, the Committee elects among its members a Chairperson and a Vice-chairperson. The Director of Protection Services will be the Executive Officer of the Committee and will perform the duties of Secretary and Treasurer.

Meetings

The Committee meets at the call of the Chairperson at least twice a year, in the fall and in the winter.

The Chairperson must convene the Committee upon request of three (3) members. A delay of seven (7) days must be allowed between the date of the notice of meeting and the date of the meeting. If required, an urgent meeting may be called on less than seven (7) days notice, which may be declared legal by a majority of the members of the Committee.

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Quorum

A quorum is a simple majority.

Relationship

The Committee reports to the Administrative Committee.

Secretarial Services

Secretarial services are provided by Protection Services.

Staff Relations Committee

Establishment

The Staff Relations Committee was established by By-Law No. 4, 1975, of the Board of Governors and amended by By-Law No. 2, 1978, decision 85.15 of the Board (July 29, 1985) and By-Law No. A6.5, 1987.

Status

The Staff Relations Committee is a standing committee of the Board of Governors.

Powers and Functions

1. The Staff Relations Committee shall exercise the powers of the Board upon any matter relating to the negotiation of a collective agreement with any certified bargaining agent representing any group of employees, whether academic or support staff. The Staff Relations Committee has the power to make all decisions required to instruct the bargaining team of the University on all matters relating to terms or conditions of employment, rights, privileges or duties of such group of employees, SAVE and EXCEPT on matters dealing with all issues having monetary implications for which parameters shall be determined and edited upon by the Executive Committee of the Board of Governors.
2. The Staff Relations Committee does not have the power to ratify a collective agreement. Such ratification shall be made by the Executive Committee of the Board, normally upon recommendation of the Staff Relations Committee.
3. The Staff Relations Committee shall perform or cause to be performed or prepared such other assignments, studies, analyses or other reports as may be requested from time to time by the Board of Governors or by the Executive Committee of the Board or as the Staff Relations Committee may deem necessary or desirable.
4. The Committee shall exercise all the powers of the Board concerning disciplinary sanctions to be imposed upon a member of the APUO, including dismissal for disciplinary reasons unless the collective agreement otherwise specifies. When the Committee exercises the powers delegated to it by this article, the President may take part in the deliberations, but shall not preside nor shall he or she be entitled to cast a vote.

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Membership

- a) the Chairperson of the Board of Governors;
- b) the Chairperson of the Executive Committee of the Board of Governors;
- c) the Chairperson of the Audit Committee;
- d) the President;
- e) one other member appointed by the Board of Governors, such member not to be an employee or student at the University.

Officers

- a) the President is the Chairperson of the Committee;
- b) the Secretary of the University is the Secretary of the Committee.

Reports

The minutes of any meetings of the said Staff Relations Committee shall be confidential and shall be maintained by the Secretary of the University and shall not be distributed other than to the members of the said Staff Relations Committee, provided however, that the Staff Relations Committee shall, from time to time or as required, report on its activities to the Executive Committee.

Meetings

The Committee meets at the call of its Chairperson.

Quorum

The majority of the members constitutes a quorum.

Secretariat

Secretarial services are provided by the Office of the Secretary of the University.

Committee on Special Cases

Establishment

The Committee on Special Cases was created by Board By-Law No. 3, 1977 and amended by Board By-Law No. A6.6, 1987.

Status

The Committee on Special Cases is a standing committee of the Board of Governors.

Powers and Functions

1. The Committee exercises the powers of the Board in the following matters:
 - decisions concerning the terms of employment of senior officers of the University, unless otherwise specified by the Board;
 - decisions concerning special cases of salary for a member of the academic or support staff which is outside existing policies or collective agreements, in which case the decision shall have to be ratified by the union concerned.

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2. The Committee shall exercise any other power which the Board may delegate to it concerning the study of individual cases, either for the purpose of making a recommendation to the appropriate body, or for final decision.

Membership

- a. the Chairperson of the Board of Governors who is the Chairperson of the Committee;
- b. the Chairperson of the Executive Committee of the Board of Governors;
- c. the Chairperson of the Audit Committee;
- d. according to Board By-Law No. A2, 1987, the President is an ex-officio member.

Report

The Committee reports to the Board of Governors through the Executive Committee. In reporting on its activities, the Committee shall have regard to preserve confidentiality.

Meetings

The Committee shall meet at the call of its Chairperson.

Quorum

Two of the three members of the Committee shall constitute a quorum.

Jock Turcot University Centre Management Board

Establishment

The Jock Turcot University Centre Management Board (UCMB) was established initially under the name University Centre Council by resolution 71.211.

The Executive Committee of the Board of Governors later modified the status of the Council/UCMB by resolution 75.50 on March 26, 1975, by resolution 535.1 on March 1, 1979, by resolution 1535.1 on October 27, 1999 and by resolution X2003.81 on October 21, 2003.

The University Centre Management Board Restructuring Proposal, dated April, 2003, forms an integral of the Management Board's mandate, as it sets out the context and principles that will guide its activities in the future.

Definitions

Management Board

Refers to the Jock Turcot University Centre Management Board (UCMB).

Ex officio members

Any member appointed to the Management Board by virtue of his or her duties or positions at the University.

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Permanent proxies or representatives of ex officio members

The person appointed by an ex officio member to replace him or her at UCBM meetings. Ex officio members cannot appoint more than one person as their permanent proxy or representative on the UCMB. This person is entitled to vote.

Status

The Management Board reports to the Executive Committee of the Board of Governors. The Administrative Committee makes its own comments and recommendations to the Executive Committee of the Board at roughly the same time as does the Management Board.

Functions

The Management Board is generally responsible for upholding the vision set out in the restructuring document, for acting in the best interests of all stakeholders, and for ensuring the financial viability of the Jock Turcot University Centre. Specifically, the Management Board:

1. Makes recommendations on the Centre's use, programs, services and long-term planning; establishes the general policies governing these functions, bearing in mind the Centre's orientation and continued development; accomplishes this work through two sub-committees: one for operations and one for programming.
2. Receives reports from the Student Food Advisory Board on the financial status of contracts involving the University Centre.
3. Receives and reviews the budget and financial reports presented by the University Centre manager, and recommends their approval.
4. Recommends the level of financial support the SFUO, the GSAED and the University should provide to the University Centre, according to the space used by each party.
5. Recommends the retention, removal or introduction of tenants and the rental rates they pay. However, regardless of possible returns or losses, the decision to retain the University Bookstore and the Cafeteria lies solely with the University, while the decision to create or retain a student pub lies solely with the SFUO. All other tenant selections come under the Management Board, in keeping with the principles set out in the Restructuring Proposal (attached to these terms of reference).
6. Reviews space allocations and recommends changes in both space usage and cost sharing. Also recommends concurrent rate increases (decreases).
7. Ensures the proper upkeep of the Centre; to this end, recommends budgets and funding not only for regular facilities maintenance but also for major renovations and expansions.
8. Recommends changes to policies; approves procedures.
9. Submits an annual report to the Board of Governors.

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Membership

Ex officio members

1. President of the SFUO or his or her representative
2. President of the GSAED or his or her representative
3. President of the AEUO or his or her representative

Appointed members

Two members of the Administrative Committee or their delegates.

Two students appointed by the Board of Governors from a list proposed by SFUO.

One member of the Board of Governors, appointed by that Board to act as Chair (non-voting except to break a tie).

Terms of office

1. Ex officio members remain on the Management Board as long as they hold the office or position concerned.
2. Appointed members hold office for two years and may serve for an additional term. Students who lose their student status during their term of office automatically lose their membership on the Management Board.

Resignations and replacements

Any appointed member who fails to attend two consecutive meetings without prior notice or a valid reason is deemed to have resigned from the Management Board.

Officers

1. Chair
2. Vice-Chair
3. Secretary and minutes
4. Resource persons

Meetings

1. The Management Board meets at least four times a year, at the call of the Chair.
2. A meeting schedule is set for the entire year at the beginning of each year.
3. If requested by at least four members, the Chair must convene a meeting of the Management Board. Seven full days must separate the mailing date of the notice and
4. the date of the meeting itself. If required, an urgent meeting may be called at any time and may be declared legal by a majority vote of Management Board members.

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5. Meetings of the Management Board are conducted according to the rules of order of the Code Morin, taking into account the requirements of these terms of reference and any special rules of order approved by the Management Board.

Quorum

Quorum at meetings is five members.

Budget

Any funds required for the operation of the Management Board must come from the University Centre budget.

Other Bodies with Board Appointments

Ottawa Health Sciences Centre

Selection committees

The Selection committees for Chancellor, President, Vice-Presidents or the Secretary and Deans include members of the Board of Governors. The composition of these committees is outlined in each procedure. These procedures are available on the Administration and Governance Web site www.uOttawa.ca/governance



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