

Board of Governors Bylaw 1

being a by-law to regulate generally the affairs and the exercise of the powers of the Board of Governors (hereinafter referred to as the Board) as set forth in the *University of Waterloo Act 1972* (hereinafter referred to as the *Act*) and the calling and conduct of its meetings.

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of the Board of Governors of the University of Waterloo as follows:

A. ELECTION OF BOARD MEMBERS

1. The election and appointment of members of the Board shall be governed by the provisions of the *Act* in respect to number, eligibility for election and term of office.
2. The Secretary of the Board shall be the Chief Returning Officer.
3. Elections shall be conducted in accordance with procedures determined by the Board.

B. MEMBERSHIP ON THE BOARD

1. In accordance with the provisions of Section 11 of the *Act*, the Board of Governors consists of thirty-six members, each of whom shall be a Canadian Citizen, and each of whom shall have voting rights. The membership of the Board is made up as follows:
 - o The President and the Chancellor of the University; the Mayors of the Cities of Waterloo and of Kitchener; and the Chair of the Regional Municipality of Waterloo, who are *ex officio* members.
 - o Seven members appointed by the Lieutenant Governor in Council.
 - o Seven members appointed by the Senate from among the members of faculty of the Senate
 - o Five members, two of whom shall be graduate students, appointed by the Senate from among the student members of the Senate.
 - o Two members of the full-time staff elected by the full-time staff members.
 - o Ten members from the community-at-large, at least three of whom shall be alumni, elected by the Board.
2. The Secretary shall maintain a roll showing the names and addresses of each member which may be used for service of any notice. Each member shall maintain current information with the Secretary.
3. Except for the *ex officio* members, the Secretary shall maintain records of the service of members appointed to the Board and shall notify the appointing authority of the expiration of a member's term of office at least two months in advance of the expiration

date.

4. In accordance with Section 11.3 of the *Act*, the seven members of faculty appointed by Senate to the Board are appointed in such rotation and prior to the times their terms expire, by methods approved by Senate from time to time. Members of faculty shall hold office for a period of two years provided they continue to also serve as Senators.
5. In accordance with Section 11.4 of the *Act*, the five student members of Senate, two of whom shall be graduate students, appointed to the Board are appointed in such rotation and prior to the times their terms expire, by methods approved by Senate from time to time. Student members shall hold office for a period of two years.
6. In accordance with Section 11.5 of the *Act*, two members of the full-time staff of the University elected as members of the Board in such rotation and prior to the times their terms expire, in accordance with procedures determined and established by the Board from time to time. Members of the full-time staff shall hold office for a period of three years.
7. In accordance with Section 12.2 of the *Act*, community-at-large and Lieutenant Governor in Council members shall hold office for a period of three years.
8. Governors shall be eligible for re-election or reappointment for a second consecutive term; and eligible again one year following the completion of two consecutive terms.
9. To accomplish the objectives of Sections 11.2 and 11.6 of the *Act*, the Board shall ensure that one of its standing committees has responsibility for nominations.

C. OFFICERS OF THE BOARD

1. Pursuant to Section 13(1) of the *Act*, the Board shall elect from the community-at-large members, a Chair and a Vice-Chair who shall take office on the 1st day of May in the year following their election.
2. The Chair shall preside at all meetings of the Board and shall carry out such other duties as the Board may from time to time prescribe. In the case of absence or illness of the Chair, or there being a vacancy in that office, the Vice-Chair shall act and shall have all the powers of the Chair.
3. In case of the absence or illness of the Chair and of the Vice-Chair, the Board pursuant to Section 13(2) of the *Act*, may appoint one of its members to act as Chair *pro tempore* and the member so appointed shall act as and have all the powers of the Chair.
4. The Secretary of the Board shall be appointed by the Board and shall hold office at the pleasure of the Board.

5. Unless otherwise determined by the Board, in the absence of the Secretary, an Associate Secretary designated by the Secretary to so act shall perform the duties of the Secretary of the Board.
6. The Secretary shall attend all meetings of the Board and shall:
 - o record minutes of all proceedings;
 - o provide copies of such minutes to all Governors as soon as possible;
 - o in consultation with the Chair, Vice-Chair and President, prepare the meeting agenda;
 - o give, or cause to be given, all notices required to be given to Governors as well as agenda and related documents as may be necessary for a meeting;
 - o be responsible for arrangements for meetings; be the custodian of the minutes, papers, records, documents, and other instruments of the Board;
 - o be responsible for the dissemination of decisions or instructions by the Board to all parties concerned unless otherwise ordered by the Board; and
 - o perform such other duties as may from time to time be prescribed by the Board or required by law.

D. MEETINGS

1. The Board shall hold a minimum of four regular meetings per year. The dates and times of such meetings shall be established from time to time by the Board and such dates and times shall be published by the University.
2. Notice in writing of each regular meeting will be sent to Board members at least fourteen days in advance of the meeting date. Agenda material for such meeting will be sent by post to all members of the Board at least seven days prior to the date of each such meeting.
3. The dates, times and places of all such meetings will be made available to the University community and the community-at-large by the Secretary.
4. Special meetings of the Board shall be held at the call of the Chair or Vice-Chair of the Board. Normally notice of special meetings shall be given at least seven days in advance of the meeting date.
5. All regular and special meetings of the Board shall be open to members of the University community, the community-at-large, and representatives of the news media.
6. Non-Board members in attendance at meetings may participate at the pleasure of the Chair and shall observe rules of decorum.
7. The Board, notwithstanding the provisions of the preceding paragraphs and provided that all meetings shall begin in open session, shall have the right to hold that part of any meeting *in camera* where confidential financial matters of the University are being considered, or where intimate financial or personal matters of any person may be

disclosed, unless such person requests that such part of the meeting be open to the public.

8. Where any matter is a confidential financial matter of the University or an intimate financial or personal matter of any person, such matter shall be so designated on the agenda for such Board meeting and described in a manner consistent with maintaining the confidentiality of such matter.
9. The Board shall initially deal with any such confidential matter *in camera*, but, after receiving the pertinent information, relative to the confidential matter, may direct that the matter be thereupon considered in open session.
10. The Secretary of the University or designate shall be the non-voting Secretary of the Board.
11. In accordance with Section 15 of the *Act*, the quorum of the Board shall consist of not fewer than 12 Board members, at least six of whom shall be from the 17 community-at-large and Lieutenant Governor in Council members. *Ex officio* members of the Board shall not be counted in the calculation of a quorum.
12. The general conduct of meetings shall follow the rules and procedures as set forth in *Bourinot's Rules of Order*, latest revised edition.

E. COMMITTEES

1. The Board may from time to time by resolution establish and appoint standing or *ad hoc* committees as it sees fit and determine the composition, duties and responsibilities of any committees so established. As a minimum, the Board shall establish the following standing committees: Executive, Audit, Governance, Building & Properties, Finance & Investment.
2. The composition, duties and responsibilities of such Committees shall be as determined from time to time by resolution of the Board.
3. Committees of the Board are established primarily to make recommendations to the Board and they may not commit the Board in any matter unless authority to do so has been explicitly delegated by Resolution of the Board. Unless otherwise authorized by the Board, committees of the Board shall report only to the Board.
4. Standing Committees may recommend the establishment of subcommittees as necessary, the composition, duties and responsibilities of which shall be submitted to the Board for approval.
5. The membership of the Board's committees and subcommittees, and the appointment of their Chairs, shall be determined by Resolution of the Board. A list of the Committees and their membership as approved shall be published and distributed to members following the April meeting. Membership on committees and subcommittees of the

Board shall expire when the member ceases to be a member of the Board. Continuing membership on committees will be at the pleasure of the Board.

6. The Secretary of the Board may designate another person to act on her/his behalf on such committees or subcommittees.
7. A majority of the membership of each committee or subcommittee shall constitute a quorum at any meeting.
8. Notice of a meeting shall be mailed or otherwise delivered to members by the Secretary of the committee concerned in accordance with established procedures. The accidental failure to give notice to any member or any accidental irregularity in connection with the giving of notice shall not invalidate the proceedings at a meeting.
9. The agenda for a meeting shall be prepared by the Secretary in consultation with the chair.
10. The general conduct of meetings shall follow the rules and procedures as set forth in *Bourinot's Rules of Order*, latest revised edition.
11. All questions at a meeting shall be decided by a majority of the votes of the members present. Each member of the committee present at a meeting, including the Chair, shall be entitled to one vote and any motion on which there is equality of votes shall be deemed to have been defeated. A resolution approved by electronic mail ballot permitted by the Chair of the committee and passed by a majority of the committee members shall have the same force and effect as if passed at a regularly constituted meeting.
12. The Secretary shall keep a record of the proceedings of every meeting and the minutes of every such meeting shall be submitted at the next meeting of the committee for adoption.
13. Unless explicitly released to the public by the committee concerned or by the Board as a report or in another form, committee minutes, agenda materials and related documents which are discussed *in camera* shall remain confidential to committee/Board members who shall be responsible for their safe custody.

F. PRESIDENT - CHIEF EXECUTIVE OFFICER

1. The President, shall be the Chief Executive Officer of the University, and shall have the authority and responsibility for administering the affairs of the University as provided for under Section 29(3) of the *Act* and shall also act in accordance with policies laid down by the Board.
2. The President is empowered under Section 29(4) to delegate his authority, during the period of any temporary absence, to any other officer of the University, provided that, in the absence of such delegation of authority, the senior Vice-President as designated from time to time by the Board shall have the authority to act in the place and stead of the

President. In the absence of such designation, the Vice-President, Academic & Provost shall be deemed to be the senior Vice-President.

3. The Board may, in the absence of the President, and shall, in the event of a vacancy in the office of President, appoint an acting President upon such terms and conditions as the Board may prescribe.

G. DELEGATION OF AUTHORITY

1. The Executive Committee is authorized to approve appointments, excluding the appointment of the President or of Board members, on the recommendation of the President, in circumstances where the selection process has been completed but a regular meeting of the Board is not scheduled to be held within a reasonable time.
2. The Board may delegate authority
 - o to standing committees and other committees created by the Board. Authority delegated to a committee shall not be further delegated to a subcommittee except as authorized by the Board
 - o to the President and other persons by resolution. Further delegation of authority by persons named in such resolutions to other persons, shall be as defined and described in administrative procedures approved by the President
3. The banking affairs of the University shall be transacted on behalf of the Board by such persons as the Board may designate by resolution and to the extent therein provided.
4. The Board may from time to time:
 - o borrow money upon the credit of the University
 - o issue, sell or pledge securities, including bonds, debentures, debenture stock or other liabilities of the University, for such sums and on such terms as the Board of Governors may deem expedient
 - o assign, transfer, convey, charge, mortgage, pledge or give security in any manner upon all or any of the real or personal property of the University, including rights, powers, closes in action, book debts, franchises and undertakings, or other assets, present or future, to secure any such securities or other securities of the University or any money borrowed or to be borrowed or any obligations or liabilities as aforesaid or otherwise of the University, now or hereafter made or incurred directly or indirectly
5. All of the foregoing powers may from time to time be delegated by the Board to any one or more members of the Board or officers of the University.
6. The Board may delegate by resolution authority to manage the investments owned or held in the name of the University and to purchase, transfer, exchange, sell or otherwise dispose of securities in accordance with policies approved by the Board.

H. INDEMNIFICATION - BOARD OF GOVERNORS - OFFICERS - EMPLOYEES

1. Every Governor and former Governor and every officer and former officer of the University and each employee of the University and his/her or their heirs, executors and administrators and other legal personal representatives shall, from time to time and at all times, be indemnified and saved harmless out of the funds or other assets of the University, from and against:
 - All costs, charges and expenses whatsoever which such Governor, officer or employee sustains or incurs in or about any action, suit or proceeding, whether such proceeding is in respect to any civil, criminal or administrative action which is brought, commenced or prosecuted against him/her, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him/her, in or about the execution of the duties of his/her office or employment provided;
 - He or she acted honestly and in good faith with a view to the best interests of the University; and,
 - In the case of a criminal or administrative action or proceeding that is enforced by a monetary, penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.
 - All other costs, charges and expenses that they sustain or incur in or about or in relation to the affairs thereof;

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

I. CONFLICT OF INTEREST FOR GOVERNORS

1. A Governor shall be considered to have an actual, perceived or potential conflict of interest, when the opportunity exists for the Governor to use confidential information gained as a Board member for the personal profit or advantage of any person, or use the authority, knowledge or influence of the Board, or a committee thereof, to further her/his personal, familial or corporate interests or the interests of an employee of the University with whom the Governor has a marital, familial or sexual relationship.
2. Every newly elected / appointed Governor and re-elected / re-appointed Governor of the Board must complete and submit a Conflict of Interest Declaration to the Secretary of the Board congruent with his / her appointment / re-appointment / election / re-election to the Board and annually each May thereafter.

Every Governor is further required to submit a supplemental Conflict of Interest Declaration to the Secretary of the Board at such further time throughout the year that an actual, perceived, or potential conflict of interest may arise.

3. Governors who have an actual, perceived or potential conflict of interest, with respect to any matter under consideration by the Board or a committee thereof:
 - shall declare the nature and extent of the interest immediately and refrain from taking part in any discussion or vote in relation to the matter, and
 - withdraw from the meeting when the matter is being discussed.

The nature and extent of the Governor's interest will be recorded in the minutes of the meeting of the Board.

4. Where the Board or a committee of the Board is of the opinion that a conflict of interest exists that has not been declared, the Board or committee may declare by a resolution carried by two-thirds of its members present at the meeting, that a conflict of interest exists and a Governor thus found to be in conflict shall:
 - o refrain from taking part in any discussion or vote in relation to the matter, and withdraw from the meeting when the matter is being discussed.

The nature and extent of the Governor's interest will be recorded in the minutes of the meeting of the Board.

5. No Governor may serve on the Audit Committee while that Governor or a company with whom the Governor has a business or employee relationship is receiving consulting, advisory or other fees from UW.
6. It is desirable and appropriate for faculty and staff Governors to participate fully in Board discussions and vote on the issue under consideration unless their personal interest in the issue differs substantively from the general interest of their faculty and staff colleagues, in which event they shall declare a conflict of interest and the provisions of this section shall apply. In particular, such members may take part in discussions and vote upon matters related to global remuneration or benefits, terms of employment, and rights or privileges of UW employees established in a collective fashion for an employee group.

J. FISCAL YEAR

1. The fiscal year of the Board shall be a twelve-month period commencing on the first day of May and ending on the thirtieth day of April in the next succeeding year.

K. USE OF UNIVERSITY NAME AND ARMS

1. No persons shall assume or use the name or the coat-of-arms of the University of Waterloo, or any design in imitation of the same without the authority of the Board.

L. CORPORATE SEALS

1. The Corporate Seal of the Board of Governors, University of Waterloo, shall be in the form impressed hereon.
2. The Corporate Seal of the University of Waterloo shall be in the form impressed hereon, and representation of the seal may be used on materials created in the course of university business by faculty or by staff in a manner as may be determined from time to time by university administration.
3. The Corporate Seals shall be in the custody of the Secretary of the Board.

M. AMENDMENT

1. Notice of any motion to enact, amend or repeal any By-Law of the Board shall be given by mail, facsimile, or electronic mail at least 30 days prior to the meeting of the Board preceding the meeting at which the motion is to be presented.
2. A motion to enact, amend or repeal any By-Law of the Board shall not carry unless it receives the affirmative vote of at least 19 members of the Board.

N. EFFECT OF REPEAL OF EXISTING BYLAWS

1. All bylaws and resolutions heretofore passed by the Board relating to matters which are dealt with in this bylaw, except as herein otherwise specifically provided, are hereby repealed, but such repeal shall not affect the previous operation of such bylaws and resolutions or anything duly done or suffered thereunder, or affect any right, privilege, obligation or liability acquired, accrued, accruing or incurred thereunder.

Approved by the Board of Governors, December 13, 1972.

Amended by the Board of Governors, October 4, 1977.

Amended by the Board of Governors, October 6, 1981.

Amended by the Board of Governors, October 3, 1989.

Amended by the Board of Governors, June 6, 2006.

Amended by the Board of Governors, April 6, 2010.

<https://uwaterloo.ca/secretariat/bylaws/board-governors-bylaw-1>