

board of governors

General By-Laws

Article I Interpretation

In these By-Laws:

- (1) "Board of Governors" or "Board" shall mean the Board of Governors of York University.
- (2) "Chair of the Board" shall mean Chair of the Board of Governors and where the context permits, the words "Chair of the Board" shall include the Vice-Chair and Acting Chair of the Board.
- (3) "Chancellor" shall mean Chancellor of the University.
- (4) "President" shall mean President of the University.
- (5) "Secretary of the Board" shall mean Secretary of the Board of Governors.
- (6) "University" shall mean York University.
- (7) "Act of Incorporation" means *Chapter 143 of the Statutes of Ontario, 1965*, as amended from time to time.

Article II Corporate Seal

There shall be a corporate seal of the University bearing the words "York University" and the University Crest and Motto, an impression whereof is stamped in the margin hereof. The seal shall be in the custody of the Secretary of the Board.

Article III Execution of Documents

Contracts, documents or any instrument in writing requiring execution on behalf of the Board shall be signed by any one of the following: the Chair of the Board; or in his/her absence, the Vice-Chair of the Board; or in their absence, the Acting Chair appointed by the Board, or the President together with the Secretary of the Board, or in his/her absence the Assistant Secretary of the Board, or in his/her absence a person authorized to act as a Secretary of the Board by a meeting of the Board.

The corporate seal of the University shall be affixed to contracts, documents or instruments in writing signed as aforesaid, provided that contracts specifically approved and covered by appropriations or theretofore specifically approved as not requiring appropriation of funds prior to execution, and contracts arising in the ordinary course of business of the University, may be executed by officers designated by the Board from time to time for that document or class of documents approved at that time.

Article IV Meetings of the Board

(1) A regular meeting of the Board shall be held at such times, dates and places as determined by the Board, with a minimum of four such meetings to be held each year.

(2) Notice of the time and place of each regular meeting shall be delivered or mailed (including by facsimile transmission or electronic mail) to each member of the Board addressed to such member at his/her address as it appears in the records of the Board, at least forty-eight hours before the time appointed for holding such meeting. Such notice shall specify in reasonable detail the matters, other than those of a routine nature, which are to be dealt with at such meeting.

(3) A special meeting of the Board may be convened by the Chair or Vice-Chair and shall be convened by the Secretary of the Board upon the written request of any five members of the Board.

(4) Notice of each special meeting shall be delivered or mailed (including by facsimile transmission or electronic mail) to each member not less than three days (exclusive of the day on which the notice is delivered or mailed or telegraphed but inclusive of the day for which notice is given) before the meeting is to take place; provided always that special meetings of the Board may be held at any time without formal notice if all the members are present or those absent either before or after the meeting signify their consent in writing to the meeting being held in their absence. Notice of any meeting or any irregularity in the meeting or notice there-of may be waived by any number.

(5) The accidental omission to give notice of a meeting to any member of the Board, or any accidental irregularity in connection with the giving of notice, shall not invalidate the proceedings at the meeting.

(6) Two-fifths of the Governors then in office shall constitute a quorum at any meeting of the Board of Governors.

(7) All questions to be decided at any meeting of the Board of Governors shall be decided by a majority of the votes of the Governors present. If there is an equality of votes, the Chair shall have a second or casting vote.

(8) All By-Laws and Resolutions of the Board shall be made, enacted or passed at duly convened meetings. Nevertheless, the signature of every member of the Board which may be in one or more counterparts affixed to any By-Law or Resolution which might be made, passed or enacted by the Board shall, to the extent permitted by law, give to such By-Law or Resolution the same force and effect as if the same had been unanimously made, passed or enacted by the Board at a meeting held to consider the same.

(9) Subject to the provisions of paragraph (11) below, the agenda and the order of business for any meeting of the Board of Governors shall be determined by the Chair.

(10) Notice of the intention of a Governor to introduce a new matter at a regular meeting of the Board of Governors shall be given:

(a) either at the regular meeting of the Board immediately preceding the regular meeting at which it is intended to introduce the new matter;

or

(b) by written notice to the Secretary of the Board given at least seven days before the regular meeting at which it is intended to introduce the new matter.

(11) Except for matters which the Chair has determined shall be on the agenda, all matters to be included in the agenda for any regular meeting of the Board of Governors must be notified to the Secretary of the Board at least three days (exclusive of holidays) before the date of the regular meeting at which such matters are to be presented. Subject as aforesaid, only matters which have been so notified to the Secretary of the Board shall be included in the agenda for any meeting of the Board of Governors.

(12) Notwithstanding the provisions of paragraphs (10) and (11) of the Article IV, a matter may be introduced to, and considered by, a meeting of the Board of Governors without notice thereof having been given and without it having been included in the agenda if the introduction of such new matter is approved by two-thirds of the Governors present at any meeting.

(13) Notwithstanding the provisions of sub-paragraphs (11) and (12) above, notice of a motion to alter or repeal the General By-Laws or any By-Law must be given not later than at the meeting next preceding that at which the motion is to be presented.

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

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

(16)

(i) Meetings of the Board shall be open to the public, subject to limitations of space, and except for matters which the Chair or the Board may deem to be confidential including without limiting the generality of the foregoing, matters relating to labour relations, personnel, nominations of Board or Committee members and confidential government policies. Minutes of those meetings of the Board which are open to the public shall be available for inspection by the public, by appointment with the Secretary of the Board, at the office of the Secretary of the Board during regular business hours.

(ii) At the discretion of the Chair, all or part of a regular or special meeting of the Board may be held by teleconference.

(17) The Chair of the Board, or in his/her absence, the Acting Chair, shall be responsible for the orderly conduct of meetings of the Board of Governors. Where a situation arises which is not provided for or covered in such rules, the Chair shall have power to make a ruling, which shall be binding on all members of the Board of Governors except where a motion challenging the ruling has been duly moved, seconded and carried by a majority of the Governors present at the meeting, whereupon such ruling shall cease to have force and effect.

(18) Matters to be considered and voted upon by the Board of Governors must be moved and seconded. If Governors present at a meeting of the Board wish to speak, they shall address their remarks to the Chair.

(19) The following shall be the order of precedence of motions at any meeting of the Board of Governors:

(a) motions to terminate or adjourn the meeting of the Board;

(b) motions to challenge a ruling by the Chair of the meeting, which motions shall be dealt with and resolved without debate;

(c) motions to adjourn debate;

(d) motions to put a question to the meeting, which motions shall be dealt with and resolved without debate;

(e) motions to refer; *and*

(f) motions to amend.

(20) The mover of a motion may at any time withdraw the motion moved by him or her, in which case such motion shall be considered to be a nullity.

(21) If a person who is not a member of the Board of Governors wishes to address the Board at any meeting thereof, such person may do so if:

(a) he or she has received the prior written permission of the Executive Committee of the Board of Governors to so address the Board; or

(b) at a meeting of the Board of Governors, where notice of request has been given in advance, a majority of the Governors present at such meeting vote to permit such person to be heard and, where no notice has been so given in advance, not less than two-thirds of the Governors present at such meeting vote to permit such person to be heard.

Article V Committees

(1) The Committees constituted by the Board shall be either:

(a) *Administrative Committees*, being those committees whose duties will normally be continuous, and whose membership consists entirely of Board members,

or

(b) *Standing Committees*, being those committees whose duties are normally continuous, and which include in their membership one or more persons who are not Board members,

or

(c) *Special Committees*, being those committees appointed for specific duties of a non-recurrent nature, whose powers will expire with the completion of the task assigned, and which may include in their membership one or more persons who are not Board members.

(2) The functions, duties, responsibilities and powers of any committee established by By-Law or resolution of the Board shall be as defined in such By-Law or resolution and such resolution shall appoint the members of the committee and the Chair and Vice-Chair thereof, and the Secretary of the committee shall either be appointed by such resolution or by the committee when established.

(3) The Chair of an Administrative, Standing or Special Committee shall submit a report of the proceedings of such committee at the regular meeting of the Board next following.

(4) The Chair of the Board and President shall be *ex-officio* members of all committees of the Board.

(5) Each Administrative or Standing Committee shall consist of not fewer than four members, in addition to the *ex-officio* members.

(6) Every committee, unless otherwise specifically provided for in these By-Laws, or in the resolution of the Board by which it is constituted, shall be subject to the following regulations:

(i) All members of committees, other than *ex-officio* members, shall hold office during the pleasure of the Board. Vacancies occurring in the membership of a committee shall be filled by the Board at the next meeting of the Board after such vacancies occur, or as soon thereafter as may be convenient, but notwithstanding such vacancies the remaining members of the committee shall have authority to exercise the full powers of the committee, providing that a quorum remains in office.

(ii) Meetings shall be held at the call of the Chair of the committee, or, in his/her absence or inability to act, at the call of the Vice-Chair of the committee, or in case of the absence or inability to act of both may be held at the call of any two members of the committee, and shall be

held at such places and at such times as the Chair or Vice-Chair or members of the committee respectively may appoint. Notice of the time and place of every meeting shall be delivered or mailed (including by facsimile transmission or electronic mail) by the Secretary of such committee to each member of the committee at his/her address as it appears in the records of the Board at least forty-eight hours before the time appointed for holding such meeting. The notice need not specify the nature of the business to be transacted at such meeting.

(iii) A meeting may also be held at any time and at any place within the Province of Ontario without notice, if all the members of the committee are present and consent thereto, or if, either before or after the meeting is held, those absent signify in writing their consent to the meeting being held in their absence.

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

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

(vi) The Chair of the committee shall preside at meetings, and in his/her absence the Vice-Chair of the committee shall preside. If both the Chair and the Vice-Chair of the committee are absent, the members present shall appoint one of their number acting chair to preside at the meeting.

(vii) Three members of a committee shall constitute a quorum. Each member of the committee including *ex-officio* members present at a meeting shall be entitled to one vote.

(viii) All questions at a meeting shall be decided by a majority of the votes of the members including *ex-officio* members present. The Chair or acting chair may vote on all motions and any motion on which there is an equality of votes shall be deemed to be negatived.

(ix) A record shall be kept of the proceedings of every meeting of each committee, and it is the responsibility of the Chair of the committee to submit a report of such proceedings to the Secretary of the Board as soon as conveniently possible thereafter.

(x) If a committee does not appoint its own secretary, the Secretary of the Board shall act as secretary of such committee.

(xi) At the discretion of a committee chair, all or part of a regular or special meeting of a committee may be held by teleconference.

Article VI The Executive Committee

(1) There may be an Executive Committee of the Board.

(2) The Executive Committee shall consist of the Chair of the Board, the Vice-Chairs of the Board, the President, and such other members of the Board appointed from time to time by the Board and to hold office during the pleasure of the Board.

(3) The Chair of the Board shall be chair of the Executive Committee and in his/her absence a Vice-Chair of the Board shall preside. The Secretary of the Board shall act as secretary of the Executive Committee. In the event of his/her absence the Committee shall appoint another person to act as secretary.

(4) The Executive Committee shall have power and authority to act for the Board in and in relation to the following matters:

(a) any appropriation(s) outside the approved budget not in excess of 1% of the approved budget for any fiscal year, subject to reporting any such appropriations to the Board meeting next following the decision;

(b) such other matters with respect to which the Board may from time to time deem it expedient to delegate its authority to the Executive Committee;

(c) any urgent matter which, in the opinion of the Chair or Vice-Chair of the Board, time does not permit the calling of a regular or special meeting of the Board;

(d) represent the Board in meetings with the Senate, or its representatives;

(e) any matter arising during the summer months which, in the judgement of the Chair of the Board, a Vice-Chair of the Board, or, in their absence, the President, does not warrant the calling of a special meeting of the Board, subject to any such approval being reported for information to the next regular meeting of the Board.

(5) The Executive Committee may review any matters relating to the property, revenue, business and affairs of the University prior to the submission of such matters to the Board, and shall prepare or cause to be prepared and submitted to the Board such information and data as the Executive Committee considers pertinent to assist in the consideration of such matters by the Board, and the Executive Committee may make such recommendations to the Board with respect to such matters as it may deem appropriate.

(6) The Executive Committee may constitute itself from time to time as the Nominating Committee where no such committee otherwise exists and, as such, may propose the names of individuals to the Board for membership on the Board in conformance with the requirements of these by-laws, may propose to the Board the membership of the various Committees of the Board, including the chairs and vice-chairs thereof, and may undertake any duties which a nominating committee would reasonably do in performing its duties.

Article VII The Board of Governors

(1) Composition of the Board

The Board shall consist of the following categories and numbers of members:

(a) *Ex-officio*: The Chancellor and the President shall be *ex-officio* members of the Board.

(b) Internal Members - There shall be a total of six internal members of the Board who shall be appointed or elected as follows:

(i) Two members of the Senate shall be appointed or elected by the Senate to be members of the Board. One such member shall hold office initially for one year and the other for two years and thereafter one member shall be appointed or elected by the Senate each year to serve as an internal member for a term of two years from the date of such election or appointment.

(ii) Two students of York University shall be appointed or elected by the Student Senator Caucus to be members of the Board, and members of the Student Senator Caucus shall not be disqualified from being so appointed or elected. One such member shall hold office initially for one year and the other for two years and thereafter one member shall be appointed or elected each year by the Student Senator Caucus to serve as an internal member for a term of two years from the date of such election or appointment.

(iii) Two members of the full-time non-academic staff of York University shall be appointed or elected to be members of the Board under nomination and election/appointment procedures to be determined and administered by the Board Executive Committee.

(c) External Members: There shall be up to twenty-four external members of the Board as follows:

(i) Two members of the York University Alumni Association shall be appointed or elected by the Council of York University Alumni to be members of the Board. Members shall be appointed or elected every two years by such Council to serve for a term of four years from the date of such election or appointment.

(ii) Twenty-two persons proposed by the Governance and Human Resources Committee of the Board and elected by a majority of the members of the Board at a meeting for which notice of intention to elect members has been given to the Board shall be members of the Board.

The Governance and Human Resources Committee will have the responsibility of proposing candidates for election to the Board as external members who will best serve the needs and interests of the University and who broadly represent the public community. Without limiting the generality of the foregoing such candidates shall be reflective of the Arts, Business, Industry, Labour, Professions, Sciences and the community at large.

(d) Honorary Members: The Board of Governors may appoint individuals as Honorary Members of the Board for such period of time as the Board may specify. Honorary Members shall be given notice and shall be entitled to attend meetings of the Board, but shall not be entitled to vote at such meetings. Except as provided in this subparagraph (d), no part of this By-Law shall apply to Honorary Members unless it is expressly stated to so apply, and a reference herein to Members shall not be or be construed to be a reference to Honorary Members.

(2) *Citizenship*

A special majority (two-thirds) of the members of the Board of Governors shall be Canadian citizens.

(3) *Vacancies*

(i) Should a vacancy arise on the Board in the category of internal members of the Board as defined in paragraph 1(b) above, the authorized body thereunder shall appoint a person to fill such vacancy for the unexpired term of the internal member of the Board who vacated that position.

(ii) All other vacancies in the Board, whether caused by resignations, death, or otherwise, shall be filled by the vote of a majority of the members of the Board present at a meeting for which notice for such intention to elect members shall have been given. A person thus elected to fill any vacancy shall hold office for the unexpired term of his/her predecessor, and until his/her successor is elected.

(4) *Length and Rotation of Terms*

(i) External members shall be appointed to a term of membership of four years;

(ii) Notwithstanding sub-section (i) above, an external member may be appointed to a term of fewer than four years in order to provide for greater continuity on the membership of the Board.

(5) *Limit on Reappointment to Membership*

The Board may reappoint a member to successive terms of membership; however, continuous membership shall not exceed a total of 12 years, except in the case of the Chair where section 8 of the York University Act shall take precedence.

(6) *Officers*

The Board shall elect the Chair and Vice-Chair from among its external members.

(i) The Chair of the Board shall, when present, preside at all meetings of the Board, shall sign such documents as may require his/her signature in accordance with the By-Laws or otherwise, and shall also perform such other duties as may be from time to time assigned to him/her by the Board.

(ii) The Vice-Chair shall perform all the duties of the Chair when the latter is unable by reason of absence or other cause to perform such duties and shall also have such other powers and duties, if any, as may be assigned from time to time to him/her by the Board.

(iii) [Acting Chair] In the absence of both the Chair and Vice-Chair, the members present shall appoint one of their number as Acting Chair to preside at the meeting and he/she shall exercise the powers of the Chair for the designated meeting.

(7) Disqualification of Members

(i) The office of a member of the Board shall be vacated and it shall be the duty of the Board, by resolution, to declare his/her membership vacant:

(a) if he/she becomes bankrupt or makes an authorized assignment or is declared insolvent;

(b) if he/she becomes mentally ill or otherwise incapable of acting as a member;

(c) if by notice in writing to the Board he/she resigns his/her office;

or

(d) ordinarily on the July 1st coincident with or next following the member's attainment of the age of 75 years;

(ii) The office of an internal member of the Board shall be vacated and it shall be the duty of the Board, by resolution, to declare his/her membership vacant if such internal member ceases to be a member of the body that appointed or elected him/her; and

(iii) If, after 30 days notice to such member, by resolution passed by at least two-thirds of the votes cast at a meeting of the Board, the seat of such member is declared vacant.

(8) Confidentiality and Conflict of Interest

Prior to taking up his or her seat on the Board of Governors, each member of the Board shall sign an Undertaking of Confidentiality and Conflict of Interest in the form approved by Board resolution from time to time. A general notice that a Governor is a member of any specified partnership, firm, company or corporation and thereby may be regarded as interested in any subsequent transaction with such partnership, firm, company or corporation, shall be sufficient disclosure where the interest of the Governor is nominal or consists of the holding of a qualifying share or shares, and after such general notice, it shall not be necessary to give any special notice relating to any particular transaction with such partnership, firm, company or corporation, but any such Governor shall refrain from voting upon any motion respecting any transaction with such partnership, firm, company or corporation. No declaration of interest need be made by any Governor or need any Governor refrain from voting on any contract:

(a) or on behalf of the University to give to any of the Governors security by way of indemnity,
or

(b) between the University and any company where the interest of such Governor in such company consists solely in his/her being an officer or director of such company if he/she is the holder of not more than the number of shares in such company as may be requisite to qualify him/her to be a director thereof where the contract is in the ordinary course of business and is let by tender.

(9) Indemnification

The University hereby agrees that every Governor and officer of the University shall be deemed to have assumed office on the express understanding, agreement and condition that every Governor and officer of the University and his/her heirs, executors and administrators and estate and effects respectively, shall, from time to time and 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 proceeding 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; and

(b) all other costs, charges and expenses that he/she sustains or incurs 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.

Article VIII Officers of the University

(1) The President is the chief executive officer of the University and shall have the duties and powers as set forth in the Act of Incorporation and such other duties and powers as may be assigned from time to time to him/her by the Board.

(2) The Board may appoint one or more Vice-Presidents who shall have such powers and duties as may be conferred on him/her or them by the President, and one Vice-President named by the Board shall act as President when the President is absent or if there is a vacancy in the office of the President and while so acting, he/she has all the powers and duties of the President.

(3) Other Officers

In addition to the President and Vice-Presidents named in the Act of Incorporation, upon the recommendation of the President the Board shall appoint a Secretary of the Board, and if deemed advisable an Assistant Secretary and such other officers as the Board may deem necessary and advisable who shall have such authority and perform such duties as from time to time shall be prescribed by the Board.

(4) The Secretary of the Board shall have the duties and responsibilities as designated by the Board and shall issue or cause to be issued notices for all meetings of the Board and the Executive Committee when directed so to do; he/she shall have charge of the corporate seal, books and records of the Board; he/she shall sign with other officers or persons such instruments as require his/her signature and shall perform such other duties as may be assigned to him/her by the Board.

(5) The Assistant Secretary (if any) performs all the duties of the Secretary in the absence or disability of the Secretary and shall also have such power and duties as may be assigned from time to time to him/her by the Board.

Article IX Financial

(1) *General Borrowing Powers*

The Board may:

(a) borrow money on the credit of the University in such amount, on such terms and from such persons, firms or corporations, including chartered banks, as may be determined by the Board;

(b) make, draw and endorse promissory notes or bills of exchange;

(c) hypothecate, pledge, charge or mortgage any part or all of the property of the University to secure any money so borrowed or for the fulfillment of the obligations incurred by it under any promissory note or bill of exchange signed, made, drawn or endorsed by it;

(d) issue bonds, debentures and obligations on such terms and conditions as the Board may decide, and pledge or sell such bonds, debentures and obligations for such sums and at such prices as the Board may decide, and mortgage, charge, hypothecate or pledge all or any part of the property of the University to secure any such bonds, debentures and obligations.

(2) *Bank Accounts*

The University's bank accounts shall be kept in such chartered bank, trust company or other firm or corporation carrying on a banking business as the Board may by resolution from time to time determine.

(3) Cheques on the bank accounts, drafts drawn or accepted by the University, promissory notes given by it, acceptances, bills of exchange, orders for the payment of money and other instruments of a like nature may be made, signed, drawn, accepted or endorsed, as the case may be, by such officer or officers, person or persons as the Board may by resolution from time to time name for that purpose, or by such imprinting device or facsimile signature as the Board may by resolution authorize.

Cheques, promissory notes, bills of exchange, orders for the payment of money and other negotiable paper may be endorsed for deposit to the credit of the University's bank account by such officer or officers, person or persons, as the Board may by resolution from time to time name for that purpose, or they may be endorsed "for collection" or "for deposit" by means of a stamp bearing the University's name. Any one of such agents, officers or servants 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 the bank's forms of settlement of balances and releases or verification slips.

(4) *Fiscal Year and Audit*

(a) *Records and Accounts*

The Board shall cause to be kept the documents and registers from time to time prescribed by the Corporations Act to be kept by the University and proper books of account recording therein:

- (i) all sums of money received and expended by the University and the matters in respect of which the receipt and expenditure takes place;
- (ii) all sales and purchases by the University;
- (iii) the assets and liabilities of the University;
- (iv) all other transactions affecting the financial position of the University.

(b) *Fiscal Year*

The fiscal year of the University shall terminate on the 30th day of April in each year.

(c) *Audit*

The University in each year at a meeting of the Board held no later than the month of October, shall appoint an auditor or auditors to hold office until the next such meeting and until the appointment of his/her or their successor or successors unless he/she or they shall resign or his/her or their offices become vacant by death. At least once in every fiscal year such auditor or auditors shall examine the accounts of the University and any Balance Sheet laid before the University no later than at the October meeting and shall report thereon to the Board.

Article X Amendment or Repeal of Existing By-Laws

Any By-Law which purports to amend or repeal any then existing By-Law shall be effective only if enacted at a meeting of the Board at which at least 50% of the members are present, and if notice of intention to present such a By-Law for consideration has been given at the next preceding meeting of the Board, and all members have been given notice of such intention.

All By-Laws of the University enacted prior to the date hereof and heretofore in force are repealed.

(Approved by the Board of Governors on 10 March 1980, Amended by the Board of Governors on 28 September 2001)

<http://www.yorku.ca/univsec/board/documents/bylaws.html>