



**By-law No. 1: General By-law Table of Contents
The Board of Governors of the University of Guelph**

Approved: April 20, 2011; Amended April 17, 2012

TABLE OF CONTENTS

- 1. DEFINITIONS**
 - 1.1 Act
 - 1.2 Board
 - 1.3 Board Member
 - 1.4 Board of Trustees
 - 1.5 Chair
 - 1.6 Chancellor
 - 1.7 Committee
 - 1.8 Committee Member
 - 1.9 President
 - 1.10 Secretary
 - 1.11 University
 - 1.12 Vice-Chair

- 2. OFFICERS OF THE UNIVERSITY**
 - 2.1 Officer of the University
 - 2.2 The President
 - 2.3 The Secretary

- 3. CHAIR AND VICE-CHAIR(S)**

- 4. BOARD COMPOSITION AND VACANCIES**
 - 4.1 Composition
 - 4.2 Vacancies

- 5. BOARD MEMBERSHIP**
 - 5.1 Board Members Office is Deemed Vacated
 - 5.2 Board Members Office is Vacated

6. BOARD MEETINGS

- 6.1 Regular Meetings
- 6.2 Special Meetings
- 6.3 Open and Closed Meetings
- 6.4 Notice of Regular Meetings
- 6.5 Place of Meetings
- 6.6 Attendance
- 6.7 Quorum
- 6.8 Voting
- 6.9 Matters for Inclusion in the Agenda
- 6.10 Evidence of Resolution
- 6.11 Record of the Proceedings

7. COMMITTEES

- 7.1 Committees
- 7.2 Standing Committees
- 7.3 Membership of Standing Committees
- 7.4 Special Committees
- 7.5 Closed Meetings
- 7.6 Notice of Meetings
- 7.7 Place of Meetings
- 7.8 Attendance
- 7.9 Quorum
- 7.10 Voting
- 7.11 Record of the Proceedings

8. CONFIDENTIALITY AND CONFLICT OF INTEREST

- 8.1 Undertaking
- 8.2 Confidentiality
- 8.3 Conflict of Interest

9. INDEMNIFICATION AND INSURANCE

10. REIMBURSEMENT OF EXPENSES

11. CORPORATE SEAL

12. EXECUTION OF DOCUMENTS

13. HEAD OFFICE

14. FISCAL YEAR

15. AUDITOR
16. MAKING, AMENDING OR REPEALING BY-LAWS
17. INTERPRETATION
18. REPEAL
19. COMMENCEMENT

By-law No. 1: General By-law

The Board of Governors of the University of Guelph

Approved: April 15, 2009

In accordance with the power vested in the Board of Governors by *The University of Guelph Act, 1964* (as amended), the Board of Governors makes the following By-law:

1. DEFINITIONS

- 1.1 Act**, means *The University of Guelph Act, 1964* (as amended);
- 1.2 Board**, means the Board of Governors of the University of Guelph;
- 1.3 Board Member**, means a duly appointed Member of the Board;
- 1.4 Board of Trustees**, means the Board of Trustees of the University of Guelph Heritage Fund;
- 1.5 Chair**, means the Chair of the Board;
- 1.6 Chancellor**, means the Chancellor of the University;
- 1.7 Committee**, means a Committee of the Board;
- 1.8 Committee Member**, means a Board Member, or an individual who is not a Board Member, appointed to serve on a Committee;
- 1.9 President**, means the President and Vice-Chancellor of the University;
- 1.10 Secretary**, means the University Secretary or designate.
- 1.11 University**, means the University of Guelph;
- 1.12 Vice-Chair**, means a Vice-Chair of the Board.

2. OFFICERS OF THE UNIVERSITY

- 2.1 Officer of the University**, means any of the Chair, a Vice-Chair, the President, the Provost and Vice-President (Academic), the Vice-President (Finance and Administration), the Vice-President (Research), the Assistant Vice-President (Finance and Services), the Controller, the Chairs of each of the Audit, Finance, Pensions, Physical Resources and Property Committees, the Secretary (but not the Secretary's designate), and such other officers as the Board may designate from time to time.
- 2.2 The President**, in addition to the powers set forth in the Act, shall have authority:
 - a) to recommend to the Board the appointment or promotion to the office of Provost and Vice-President (Academic), Vice-Presidents, and University Secretary;
 - b) to appoint, to promote, or to remove (or to delegate to one or more individual or individuals the authority to appoint, to promote or to remove) all other faculty and staff of the University.

2.3 **The Secretary** shall be entitled to attend all meetings of the Board and each Committee and shall record or cause to be recorded all proceedings of all meetings of the Board and each Committee.

3. CHAIR AND VICE-CHAIR(S)

The Board shall elect the Chair and shall appoint one or more Vice-Chairs from among the Board Members for such period as may be determined by the Board.

- a) **The Chair**, when present, shall preside at all Board meetings, shall sign such documents as may require the Chair's signature in accordance with the By-laws or otherwise, and may perform such other duties as may be assigned from time to time by the Board.
- b) **The Vice-Chair** earliest appointed who is present shall perform the duties of the Chair when the latter is unable for any reason to perform such duties.
- c) **Each Vice-Chair** may perform such other duties as may be assigned from time to time by the Board.

4. BOARD COMPOSITION AND VACANCIES

4.1 Composition

The Board is composed of not more than twenty-four (24) Board Members.

4.2 Vacancies

Where a vacancy on the Board occurs before the term of office for which a Board Member has been appointed or elected expires, the vacancy shall be filled by the Board at its earliest convenience, and the Board Member so appointed or elected shall hold office for the remainder of the term of office of the Board Member whose Board membership is vacant. Notwithstanding any vacancy on the Board, as long as a quorum of Board Members remains in office, the Board may exercise all or any of its powers.

5. BOARD MEMBERSHIP

5.1 Board Members Office is Deemed Vacated

A Board Members office may be deemed to be vacated if:

- a) such Board Member becomes bankrupt;

- b) such Board Member is convicted of a criminal offense under the Criminal Code of Canada (for which a pardon has not been granted) as a result of which the Board determines such individual to be unfit or inappropriate to act as a Board Member;
- c) an order or a decision of a court or tribunal of competent jurisdiction order is made declaring such Board Member to be a mentally incompetent person or incapable of managing his or her own affairs;
- d) as provided under the Act, after thirty (30) days notice to such Board Member, a resolution to that effect is passed at a Board meeting by at least two-thirds (2/3) of the total Board Members;
- e) such Board Member contravenes any University By-law or policy as a result of which the Board determines such individual to be unfit or inappropriate to act as a Board Member.

5.2 Board Members Office is Vacated

A Board Members office is vacated if:

- a) by notice in writing to the Chair or the President such Board Member resigns such office;
- b) in the case of a Board Member who is a student, such Board Member ceases to be registered in either the fall semester or the winter semester;
- c) in the case of a Board Member who is faculty or staff of the University, such Board Member ceases to be faculty or staff of the University.

6. BOARD MEETINGS

6.1 Regular Meetings

The Board shall hold regular meetings not less than four (4) times a year on a schedule to be accepted by the Board.

6.2 Special Meetings

Special meetings may be called to address an issue of immediate concern and may be held at any time at the call of the Chair, or in case of the Chair's inability for any reason to perform the Chair's functions, at the call of the Vice-Chair, or in case of the Vice-Chair's inability for any reason to perform the Vice-Chair's functions, at the call of the President and any three (3) Board Members.

6.3 Open and Closed Meetings

Board meetings shall be open to the public except for matters which may be deemed to be confidential including without limiting the generality of the foregoing, matters relating to labour relations, personnel, nominations of Board Members or Committee Members, real estate, and confidential government policies. Minutes of those Board meetings or portions of Board meetings which are open to the public shall be available for inspection by the public, by arrangement with the Secretary.

6.4 Notice of Regular Meetings

Notice in writing of the time and place of any regular Board meetings shall be sent to each Board Member at least three (3) days prior to the day appointed for the meeting. Notice may be sent by campus mail services, courier, email, facsimile or pre-paid regular mail. The accidental failure to give notice of a Board meeting to any Board Member or any accidental irregularity in connection with the giving of notice of a Board meeting shall not invalidate the proceedings at the relevant meeting.

6.5 Place of Meetings

All Board meetings shall normally be held on the University's main campus.

6.6 Attendance

Board Members may attend meetings in person or by telephone, electronic or other communication facilities, as permit all individuals participating in the meeting to communicate.

6.7 Quorum

Ten (10) Board Members shall constitute a quorum at any Board meeting.

6.8 Voting

- a) All questions at a Board meeting shall be decided by a majority of the votes of Board Members present and eligible to vote. The Chair may vote on all motions and if regarding any motion there is a tie, that motion is deemed to be defeated. The Chair does not have a second or casting vote.
- b) Recommendation to accept a mediated settlement regarding the Special Plan Agreement with the Faculty Association need only be approved by more than one-third (1/3) of Board Members present and eligible to vote.

- c) No Board Member may use a proxy or be represented by a proxy-holder.
- d) A resolution or By-law signed by all of the Board Members is as valid and effective as if passed or made at a Board meeting duly called, constituted and held for that purpose.

6.9 Matters for Inclusion in the Agenda

All matters for inclusion in the agenda for Regular Board meetings must be delivered to the Secretary at least three (3) days prior to the day of the meeting at which they are to be presented. Inclusion of matters in the agenda is at the discretion of the Chair. No other matter, other than that of privilege or petition, shall be dealt with at any regular Board meeting, unless the introduction of such matter is approved by a majority of all Board Members present at such meeting.

6.10 Evidence of Resolution

Whenever a vote has been taken upon a question, a declaration by the Chair that a resolution has been carried or lost by a particular majority is determinative and an entry to that effect in the Board's minutes is conclusive evidence of that fact without proof of the number or proportion of votes recorded in favour of or against the motion.

6.11 Record of the Proceedings

Subject only to the following sentence, the Secretary shall record or cause to be recorded the proceedings of all Board meetings and the minutes of every such meeting shall be submitted at the next Board meeting, and after adoption by the Board, the minutes shall be signed by the Chair and Secretary. Unless the Board at the relevant meeting determines otherwise, the Secretary may make or cause to be made an audio or visual or audio and visual record or transmittal of a closed portion of such Board meeting. Subject to the preceding sentence, no person shall make or cause to be made an audio or visual or audio and visual record or transmittal of a closed portion of any Board meeting without prior approval by the chair of the relevant Board meeting. Minutes of Board meetings which are open to the public shall be available for inspection by arrangement with the Secretary, or through the University web site. Minutes of Board meetings which are not open to the public shall be available only to those authorized by the Board or, if the Board has not made a determination in this regard that excludes the Executive Committee from making a determination in this regard, to those authorized by the Executive Committee.

7. COMMITTEES

7.1 Committees

The Board has the power to appoint Standing Committees and Special Committees and to delegate to any such Committee any of its powers.

7.2 Standing Committees

- a) There shall be an Executive Committee.
- b) There shall be other Standing Committees as established from time to time:
 - i) the Audit Committee;
 - ii) the Finance Committee;
 - iii) the Membership and Governance Committee;
 - iv) the Pensions Committee;
 - v) the Physical Resources and Property Committee;
 - vi) the Negotiations and Compensation Committee; and
 - vii) the Board of Trustees of the University of Guelph Heritage Fund; and
 - viii) such other Committees as are designated as Standing Committees by resolution of the Board.
- c) The Terms of Reference for each Standing Committee shall be established by resolution of the Board.

7.3 Membership of Standing Committees

- a) The membership for each Standing Committee shall be established by resolution of the Board, in accordance with the Terms of Reference for each Committee. All Standing Committee Members shall hold such office at the pleasure of the Board. The Chair and the President shall each be a member of all Standing Committees (except that only the Chair (and not the President) shall be a member of the Audit Committee).
- b) Vacancies occurring in the membership of a Standing Committee shall be filled by the Board at its earliest convenience. Notwithstanding any vacancy on a Committee, the Committee may exercise all or any of its powers, as long as a quorum is maintained.

7.4 Special Committees

Special Committees may be appointed from time to time as the Board may determine. The membership of and Terms of Reference for each Special Committee shall be established by resolution of the Board.

7.5 Closed Meetings

Attendance at Committee meetings is limited to committee members and appropriate resource people.

7.6 Notice of Meetings

Notice in writing of the time and place of meetings of a Committee shall be sent to each Committee Member at least three (3) days prior to the day appointed for the meeting. Notice may be sent by campus mail services, courier, email, facsimile or pre-paid regular mail. The accidental failure to give notice of a Committee meeting to any Committee Member or any accidental irregularity in connection with the giving of notice of a Committee meeting shall not invalidate the proceedings at the relevant meeting.

7.7 Place of Meetings

All Committee meetings shall normally be held on the University's main campus.

7.8 Attendance

Committee Members may attend meetings in person or by telephone, electronic or other communication facilities, as permit all individuals participating in the meeting to communicate.

7.9 Quorum

Subject to exceptions provided for in a resolution of the Board or in a Committee's Terms of Reference, quorum for each Committee shall be two-fifths (2/5) of the membership of such Committee.

7.10 Voting

- a) All questions at a Committee meeting shall be decided by a majority of the votes of the Committee Members present. The Committee's Chair may vote on all motions and if regarding any motion there is a tie, that motion is deemed to be defeated. The Committee's Chair does not have a second or casting vote.

- b) No Committee Member may use a proxy or be represented by a proxy-holder.
- c) A resolution signed by all of a Committee's Members is as valid and effective as if passed at a Committee meeting duly called, constituted and held for that purpose.

7.11 Record of the Proceedings

Subject only to the following sentence, the Secretary shall record or cause to be recorded the proceedings of each Committee meeting and the minutes of every such meeting shall be submitted at the next meeting of that Committee. Unless a Committee at the relevant meeting determines otherwise, the Secretary may make or cause to be made an audio or visual or audio and visual record or transmittal of a closed portion of such Committee meeting. Subject to the preceding sentence, no person shall make or cause to be made an audio or visual or audio and visual record or transmittal of a closed portion of any Committee meeting without prior approval by the chair of the relevant Committee meeting. Minutes of each Committee's meetings shall be available to:

- (a) any Committee member of that Committee;
- (b) appropriate resource persons (by arrangement with the Secretary); and
- (c) individuals identified by resolution of that Committee or by resolution of the Board, or if the Board has not made a determination that excludes the Executive Committee from identifying individuals for such purposes, by resolution of the Executive Committee.

8. CONFIDENTIALITY AND CONFLICT OF INTEREST

8.1 Undertaking

After appointment and prior to the term commencing, each Board Member or Committee Member shall sign an Undertaking regarding Confidentiality and Conflict of Interest in a form approved by the Board. The Undertaking shall be up-dated annually in accordance with the Board conflict of interest and confidentiality policies.

8.2 Confidentiality

The Board shall establish a confidentiality policy regarding the Board and its committees.

8.3 Conflict of Interest

The Board shall establish a conflict of interest policy regarding the Board and its committees.

9. INDEMNIFICATION AND INSURANCE

- a) Except where otherwise prohibited by law, each Board Member and Committee Member (each an "Indemnified Person"), and their heirs, executors, and administrators, and estate and effects, respectively, is hereby indemnified and saved harmless out of the funds of the University, from and against:
 - i. all costs, charges and expenses whatsoever (including amounts paid to settle an action or to satisfy a judgement) that such Indemnified Person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against such Indemnified Person, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by such Indemnified Person, in or about the execution of the duties of such Indemnified Person's office; and
 - ii. all other costs, charges and expenses that such Indemnified Person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by the willful neglect or default of such Indemnified Person.
- b) Notwithstanding the foregoing, each Indemnified Person shall only be indemnified in such cases where such Indemnified Person had reasonable grounds for believing that the act, deed, matter or thing made, done or permitted by such Indemnified Person was lawful and in the best interests of the University. If an Indemnified Person incurs any costs, charges or expenses as provided above because of the act, receipt, neglect or default of any other Board Member or Committee Member, or officer or employee of the University, such Indemnified Person shall be indemnified as provided above.
- c) The University may purchase and maintain insurance for the Board Members and Committee Members (each an "Indemnified Person") against any liability incurred by such Board Members and Committee Members, in such capacities, except where the liability relates to the person's failure to act honestly and in good faith with a view to the best interests of the University.
- d) The preceding provisions regarding indemnification and insurance are subject to any limitations contained in any applicable statute or regulation.

10. REIMBURSEMENT OF EXPENSES

Each Board Member and Committee Member may be reimbursed for all reasonable expenses (including reasonable travel expenses) incurred in connection with the performance of such Member's duties.

11. CORPORATE SEAL

There shall be a corporate seal of the University and it shall be in the custody of the Vice-President (Finance and Administration), or such other person or persons as the Board may from time to time designate.

12. EXECUTION OF DOCUMENTS

- a) All contracts, documents or instruments in writing requiring execution by the University shall be signed by any two (2) Officers of the University. The University's corporate seal shall, when required, be affixed to such signed contracts, documents or other instruments by any Officer of the University.
- b) The Board may from time to time by resolution appoint any Officer or Officers of the University or any person or persons on behalf of the University to sign contracts, documents or instruments in writing generally, or to sign specific classes of contracts, documents or instruments in writing, or to affix the University's corporate seal, or any combination of the preceding.
- c) All cheques, drafts or orders of payment of money, and all notes and acceptances and bills or exchange received or issued by the University, shall be signed by such Officer or Officers of the University or such person or persons on behalf of the University, and in such manner as may be designated from time to time by resolution of the Board.

13. HEAD OFFICE

The University's head office shall be in the City of Guelph in the Regional Municipality of Wellington County in the Province of Ontario.

14. FISCAL YEAR

The University's fiscal year shall terminate on April 30 in each year.

15. AUDITOR

The Board shall each year appoint an external audit firm to audit the University's accounts.

16. MAKING, AMENDING OR REPEALING BY-LAWS

- a) A proposed By-law may only be made effectively if notice of such proposed By-law has been given to the Board not later than at the Board meeting preceding the Board meeting at which the proposed By-law is to be considered.
- b) A By-law may only be amended or repealed by By-law.
- c) A By-law may be made:
 - i) at a Board meeting at which at least fifty percent (50%) of the Board Members are present; or
 - ii) by resolution signed by all Board Members.

17. INTERPRETATION

In all By-laws, where the context requires, the singular shall include the plural and the plural the singular, and the word "person" shall include firms and corporations.

18. REPEAL

The General By-Laws of the Board of Governors of the University of Guelph which came into force on July 1, 1968 and all amendments thereto are hereby repealed.

19. COMMENCEMENT

This By-law shall come into effect on the day it is enacted by the Board.

PASSED this 20th day of April, 2011.