

To: Board of Governors **Date:** May 31, 2024 (Board)

From: Gina Kennedy University Secretary

Subject: By-Law Amendment Recommendation

Action Required: INFORMATION APPROVAL/DECISION

Recommendation

Moved by Susan Soldan Secoded By Dr. Kristy Côté

Moved that By-Law No. 1 of the Board of Governors of NOSM University be amended as follows and that these amendments be incorporated into By-Law No. 1 and take effect immediately:

Section: 3.4 (a) a Governor may, by Board resolution, have their maximum term as a Governor extended for the sole purpose of that Governor succeeding to the office of Chair or serving as Chair, a member who continues to serve as chair pursuant to 3.4 a) may not be a member of the board for more than eight consecutive years and subsequently is not eligible for reappointment or re-election to the board;

Background

Changes and recommendations to the College and University Board Chairs regarding an Minister's amendment to the Acts received in [Memo dated March 7, 2024](#) as follows:

These amendments enable the Boards of Governors of the 24 colleges of applied arts and technology, Algoma University, Nipissing University, NOSM University, OCAD University, Ontario Tech University, Université de Hearst, and Université de l'Ontario français to extend the term limit for the Chair of the Board, provided that the member would not serve on the board for more than eight consecutive years. Following the extension, the member would not be eligible for reappointment or re-election to the Board.

The amendments are intended to support effective institutional governance by allowing the colleges and universities to retain Board Chairs with the experience and expertise needed to support board decision-making, and to provide additional flexibility to maintain continuity of leadership and ensure an orderly Board Chair transition. The universities that were not included in these amendments could already retain Board Chairs for terms longer than six years.

Attachments/Appendixes: By-laws with track changes for recommendation to the Board

Ministry of Colleges and Universities
Assistant Deputy Minister
Strategic Policy and Planning Division

Ministère des Collèges et Universités
Sous-ministre adjointe
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MEMORANDUM TO: Presidents, Colleges of Applied Arts and Technology

Executive Heads, Algoma University, Nipissing University, NOSM University, OCAD University, Ontario Tech University, Université de Hearst, and Université de l'Ontario français

FROM: Zoë Kroeker
Assistant Deputy Minister, Strategic Policy and Planning Division
Ministry of Colleges and Universities

DATE: March 7, 2024

SUBJECT: **College and University Board Chair Term Extensions**

You may be aware that as part of the government's efforts to reduce red tape, the *Less Red Tape, More Common Sense Act, 2023* received Royal Assent in December 2023. The Act amended the following university acts:

- *Algoma University Act, 2008;*
- *Nipissing University Act, 1992;*
- *Ontario College of Art & Design University Act, 2002*
- *Université de l'Ontario français Act, 2017; and*
- *University of Ontario Institute of Technology Act, 2002.*

In addition, amendments to the following college and university regulations were filed on March 1, 2024:

- Ontario Regulation 34/03 under the *Ontario Colleges of Applied Arts and Technology Act, 2002;*
- Ontario Regulation 153/22 under the *Université de Hearst Act, 2021;* and
- Ontario Regulation 152/22 under the *Northern Ontario School of Medicine University Act, 2021.*

These amendments enable the Boards of Governors of the 24 colleges of applied arts and technology, Algoma University, Nipissing University, NOSM University, OCAD University, Ontario Tech University, Université de Hearst, and Université de l'Ontario français to extend the term limit for the Chair of the Board, provided that the member would not serve on the board for more than eight consecutive years. Following the extension, the member would not be eligible for reappointment or re-election to the Board.

The amendments are intended to support effective institutional governance by allowing the colleges and universities to retain Board Chairs with the experience and expertise needed to support board decision-making, and to provide additional flexibility to maintain continuity of leadership and ensure an orderly Board Chair transition. The universities that were not included in these amendments could already retain Board Chairs for terms longer than six years.

Should you have any questions about the amendments or how they impact your Board, please reach out to Seetha Kumaresh, Director of the Postsecondary Education Programs Branch, at Seetha.Kumaresh@ontario.ca.

College and university Boards of Governors play an integral role in overseeing the direction and management of postsecondary institutions, helping to ensure that they successfully achieve their mandate and provide students with the education and training they need to be successful in the labour market. I trust that the flexibility provided by these changes will help Boards as they continue fulfilling this role.

Sincerely,



Zoë Kroeker
Assistant Deputy Minister

Cc: Board Secretaries, Colleges of Applied Arts and Technology, Algoma University, Nipissing University, NOSM University, OCAD University, Ontario Tech University, Université de Hearst, and Université de l'Ontario français

Scott Ramsay, Director of Policy and Issues, Office of the Minister of Colleges and Universities

David Wai, Deputy Minister, Ministry of Colleges and Universities

Seetha Kumaresh, Director, Postsecondary Education Programs Branch

Adrienne Swanson, Manager, Colleges Unit

Carita Ng, Manager, Universities Unit

BY-LAW NO. 1
OF
THE BOARD OF GOVERNORS
OF
NORTHERN ONTARIO SCHOOL OF MEDICINE UNIVERSITY /
UNIVERSITÉ DE L'ÉCOLE DE MÉDECINE DU NORD DE L'ONTARIO

Amendment – Approved by the Board of Governors - DATE

TABLE OF CONTENTS

Article 1 – INTERPRETATION	3
Article 2 – BOARD OF GOVERNORS	4
Article 3 – TERM	5
Article 4 – VACANCY.....	6
Article 5 – REMUNERATION OF GOVERNORS.....	7
Article 6 – CONFIDENTIALITY AND COMMUNICATIONS.....	7
Article 7 – CONFLICT OF INTEREST.....	8
Article 8 – INDEMNITIES TO GOVERNORS AND OTHERS.....	10
Article 9 – PROCEDURES FOR BOARD AND BOARD COMMITTEE MEETINGS	10
Article 10 – VOTING AT BOARD AND BOARD COMMITTEE MEETINGS	12
Article 11 – OFFICERS.....	13
Article 12 – DUTIES OF OFFICERS	14
Article 13 – BOARD COMMITTEES	15
Article 14 – EXECUTIVE COMMITTEE	15
Article 15 – SENATE.....	16
Article 16 – FINANCIAL AND OTHER MATTERS	16
Article 17 – NOTICE.....	17
Article 18 – BY-LAWS AND AMENDMENTS	18
Article 19 – EFFECTIVE DATE AND REPEAL.....	18

**NORTHERN ONTARIO SCHOOL OF MEDICINE UNIVERSITY /
UNIVERSITÉ DE L'ÉCOLE DE MÉDECINE DU NORD DE L'ONTARIO**

BY-LAW NO. 1

being a by-law relating generally to the conduct of the affairs of the Board

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

ARTICLE 1 – INTERPRETATION

1.1 In this By-law and in all other by-laws and resolutions of the Board, unless the context otherwise requires:

- (a) “**Act**” means the *Northern Ontario School of Medicine University Act, 2021* (Ontario).
- (b) “**Board**” means the board of governors of the University.
- (c) “**Board Committees**” means the standing committees and ad hoc committees established by the Board.
- (d) “**By-law**” means this Board by-law.
- (e) “**Chair**” means the chair of the Board.
- (f) “**Chancellor**” means the chancellor of the University, if one is appointed.
- (g) “**day**” means a clear calendar day.
- (h) “*ex-officio*” means membership “by virtue of office” and includes all rights, responsibilities, and power to vote, unless otherwise provided.
- (i) “**Family Member**” means a spouse (including common law spouse or life partner), parent, grandparent, sibling, child, grandchild, child in-law, sibling in-law, and the parent, grandparent, sibling, child, grandchild, child-in law, or sibling in-law of the Governor’s spouse.
- (j) “**Governor**” means a member of the Board.
- (k) “*Not-for-profit Corporations Act*” means the *Not-for-profit Corporations Act, 2010* (Ontario).
- (l) “**President**” means the president of the University.
- (m) “**Secretary**” means the Secretary of the Board and of the University.
- (n) “**Senate**” means the senate of the University.

- (o) “**Students**” means all learners registered at the University.
- (p) “**Teaching Staff**” means professors, associate professors, assistant professors, lecturers, instructors, and all others employed or contracted to do the work of teaching or giving instruction at the University.
- (q) “**telephonic or electronic means**” means any means that uses the telephone or any other electronic or other technological means to transmit information or data, including telephone calls, voice mail, fax, e-mail, automated touch-tone telephone system, computer, or computer networks.
- (r) “**University**” means the Northern Ontario School of Medicine, which, under section 2 of the Act, is continued as a corporation without share capital under the Act, is renamed the Northern Ontario School of Medicine University in English and Université de l’École de médecine du Nord de l’Ontario in French, and which consists of the members of its Board.
- (s) “**Vice-Chair**” means the vice-chair of the Board.
- (t) “**Vice-President**” means the vice-president of the University, if one is appointed.

1.2 In this By-law and in all other by-laws and resolutions of the Board hereafter passed, unless the context otherwise requires, all terms contained in this By-law that are defined in the Act or in the *Not-for-profit Corporations Act* shall have the meanings given to the terms in such acts; words importing the singular shall include the plural and vice versa; and headings are used for convenience of reference and do not affect the interpretation of the by-law or resolution. Any reference to a statute in this By-law includes, where the context requires, the statute and the regulations made under it, all as amended or replaced from time to time.

ARTICLE 2 – BOARD OF GOVERNORS

2.1 The Board shall govern and oversee the management of the activities and affairs of the University and may exercise all other powers and do all other acts and things as the University is, by the *Act*, the *Not-for-profit Corporations Act*, this By-law, or otherwise, authorized to exercise and do.

2.2 The Board shall be composed of not fewer than 15 and not more than 30 Governors, as follows:

- (a) the President, who shall be a Governor *ex-officio*;
- (b) the Chancellor, who shall be a Governor *ex-officio*, if one is appointed;
- (c) five individuals appointed by the Lieutenant Governor in Council, who shall not be a Student, a Teaching Staff member, nor a non-teaching employee of the University;
- (d) one individual elected by the Teaching Staff members from among themselves;

- (e) one individual elected by the Students from among themselves;
- (f) one individual elected by the non-teaching employees of the University from among themselves; and
- (g) such other individuals, not to be fewer than six, whose number the Board shall fix, who satisfy the criteria set out in Sections 2.4 and 2.5, and who are appointed by the Board in accordance with Section 2.6.

2.3 No decrease in the number of Governors shall shorten the term of an incumbent Governor.

2.4 The Governors described in Section 2.2(g) shall not be a Teaching Staff member, non-teaching employee, or Student, and no Family Member of any such individual, shall be eligible for appointment to the Board.

2.5 Each Governor shall:

- (a) be at least 18 years of age;
- (b) not have been found under the *Substitute Decisions Act, 1992* (Ontario) or under the *Mental Health Act* (Ontario) to be incapable of managing property;
- (c) not have been found to be incapable by any court in Canada or elsewhere;
- (d) not have the status of a bankrupt; or
- (e) not be an “ineligible individual” as defined in the *Income Tax Act* (Canada).

2.6 Nominations and appointments of the Governors described in Sections 2.2(d), 2.2(e), 2.2(f), and 2.2(g) shall be made in accordance with this By-law and any nominating and election procedure(s) adopted by the Board from time to time.

2.7 An individual who is elected or appointed to hold office as a Governor shall consent to the election or appointment before or within 10 days after the election or appointment, unless the Governor has been elected or appointed where there is no break in the Governor's terms of office. If an elected or appointed Governor consents in writing after the 10-day period, the election or appointment is valid.

ARTICLE 3 – TERM

3.1 The term of office for a Governor who is a Student shall be one year. Each such Student Governor shall be eligible for re-election for one further term of one year. If a Student Governor graduates during their term of office, they may continue to sit as a Governor for the remainder of their one-year term.

3.2 The term of office for a Governor who is appointed by the Lieutenant Governor in Council shall be as specified in the appointment, which shall not be for a term of more than three years.

3.3 The term of office for a Governor described in Sections 2.2(d), 2.2(f) or 2.2(g) shall be for a term of up to three years. The Board shall fix the term of office for these Governors.

3.4 Each Governor shall be eligible for re-election or re-appointment, provided that the Governor shall not be elected or appointed for a term that will result in the Governor serving more than six consecutive years. Despite the foregoing:

- (a) a Governor may, by Board resolution, have their maximum term as a Governor extended for the sole purpose of that Governor succeeding to the office of Chair or serving as Chair, a member who continues to serve as chair pursuant to 3.4 a) may not be a member of the board for more than eight consecutive years and subsequently is not eligible for reappointment or re-election to the board¹;
- (b) where a Governor is appointed or elected to fill a vacancy on the Board, the partial unexpired term of the vacancy shall be included in the calculation of the maximum years of service;
- (c) in determining a Governor's length of service as a Governor, service before the coming into effect of this By-law shall be excluded; and
- (d) a Governor who has served their maximum term of office is eligible for re-election or re-appointment after one year's absence from the Board.

3.5 Each elected Governor shall hold office until the earlier of the date on which the office is vacated under Section 4.1 or until the end of the meeting at which their successor is elected or appointed.

ARTICLE 4 – VACANCY

4.1 A vacancy on the Board occurs if:

- (a) a Governor resigns or ceases to be eligible for appointment or election to the Board before the end of the Governor's term;
- (b) the appointment of a Governor, who was appointed by the Lieutenant Governor in Council has been revoked by the Lieutenant Governor in Council;
- (c) a Governor is incapable of continuing to act as a Governor and the Board by resolution declares their membership on the Board to be vacated; or
- (d) a Governor fails to attend three regular meetings in any academic year and the Board by resolution declares the membership of the Governor on the Board to have been vacated.

¹ March 1, 2024 Amendment :-Ontario Regulation 152/22 under the Northern Ontario School of Medicine University Act, 2021

4.2 The Board may by simple majority vote remove any elected Governor before the expiry of the Governor's term of office.

4.3 Where there is a vacancy in the Board, so long as there is a quorum of Governors in office:

- (a) the remaining Governors may exercise all the powers of the Board;
- (b) the Board may determine whether or not to fill the vacancy of an elected Governor;
- (c) the vacancy may be filled by a qualified person in accordance with this By-law for the remainder of the vacated term; and
- (d) a Governor appointed or elected to fill a vacancy holds office for the unexpired term of the Governor's predecessor term, and that period of time shall be included in calculating the Governor's maximum term of office.

ARTICLE 5 – REMUNERATION OF GOVERNORS

5.1 The Governors shall serve as such without remuneration and shall not, directly or indirectly, receive any profit from their position as such, provided that they may be paid or reimbursed reasonable expenses incurred by them in the performance of their duties.

ARTICLE 6 – CONFIDENTIALITY AND COMMUNICATIONS

6.1 Every Governor, officer, Board Committee member, and employee of the University shall respect the confidentiality of matters brought before the Board or before any Board Committee or dealt with in the course of the employee's employment, keeping in mind that unauthorized statements could adversely affect the interests of the University.

6.2 Unless otherwise determined by the Board, the Chair, the Vice-Chair in the absence of the Chair, and the President shall each have authority to make statements to the news media or public about matters brought before the Board. The Chair (or the Vice-Chair in the absence of the Chair), in consultation with the President, shall determine the items that the spokesperson shall release publicly on behalf of the Board. The President shall be the spokesperson for the University. No other persons shall have the authority to comment to the news media or public on any matters concerning the Board or the University, unless authorized by the Chair or by the President.

ARTICLE 7 – CONFLICT OF INTEREST

7.1 Disclosure of Conflict

- (a) For the purposes of this Article 7, “officer” means an officer of the corporation appointed under the *Not-for-profit Corporations Act*, including the Chair, the Vice-Chair, the President, a vice-president (if any), the Secretary, and any other individual who performs functions for the University similar to those normally performed by an individual listed in this definition.
- (b) A Governor or officer who:
 - (i) is a party to a material contract or transaction or proposed material contract or transaction with the University; or
 - (ii) is a Governor or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the University,shall disclose to the University or request to have entered in the minutes of Board meetings the nature and extent of their interest.
- (c) The disclosure required by Section 7.1(b) must be made, in the case of a Governor:
 - (i) at the meeting at which a proposed contract or transaction is first considered;
 - (ii) if the Governor was not then interested in a proposed contract or transaction, at the first meeting after the Governor becomes so interested;
 - (iii) if the Governor becomes interested after a contract is made or transaction is entered into, at the first meeting after the Governor becomes so interested; or
 - (iv) if an individual who is interested in a contract or transaction later becomes a Governor, at the first meeting after the individual becomes a Governor.
- (d) The disclosure required by Section 7.1(b) must be made, in the case of an officer who is not a Governor:
 - (i) forthwith after the officer becomes aware that the contract or transaction or proposed contract or transaction is to be considered or has been considered at a Board meeting;
 - (ii) if the officer becomes interested after a contract is made or transaction is entered into, forthwith after the officer becomes so interested; or

- (iii) if an individual who is interested in a contract or transaction later becomes an officer, forthwith after the individual becomes an officer.
- (e) If the contract or transaction or proposed contract or transaction in respect of which a disclosure is required to be made for the purposes of Section 7.1(b) is one that, in the ordinary course of the University's business, would not require approval of the Board, then the Governor or officer shall disclose to the University, or request to have entered in the minutes of Board meetings, the nature and extent of their interest forthwith after the Governor or officer becomes aware of the contract or transaction or proposed contract or transaction.
- (f) Except as permitted by the Act, a Governor referred to in Section 7.1(b) shall not attend any part of a Board meeting during which the contract or transaction is discussed, and shall not vote on any resolution to approve the contract or transaction.
- (g) If no quorum exists for the purposes of voting on a resolution to approve a contract or transaction only because one or more Governor(s) are not permitted to be present at the meeting by virtue of Section 7.1(f), the remaining Governors are deemed to constitute a quorum for the purpose of voting on the resolution.
- (h) For the purposes of Section 7.1, a general notice to the Board by a Governor or officer disclosing that the individual is a Governor or officer of, or has a material interest in, a person, or that there has been a material change in the Governor's or officer's interest in the person, and is to be regarded as interested in any contract or transaction entered into with that person, is sufficient disclosure of interest in relation to any such contract or transaction.
- (i) A contract or transaction for which disclosure is required under Section 7.1(b) is not void or voidable, and the Governor or officer is not accountable to the University for any profit or gain realized from the contract or transaction, because of the Governor's or officer's interest in the contract or transaction or because the Governor was present or was counted to determine whether a quorum existed at the Board or Board Committee meeting that considered the contract or transaction, if:
 - (i) disclosure of the interest was made in accordance with this Section;
 - (ii) the Board approved the contract or transaction; and
 - (iii) the contract or transaction was reasonable and fair to the University when it was approved.
- (j) The provisions of this Article are in addition to the conflict of interest provisions found in the Act and in any Board-approved conflict of interest policy.

ARTICLE 8 – INDEMNITIES TO GOVERNORS AND OTHERS

8.1 The University shall indemnify a Governor or officer of the University, a former Governor or officer of the University, or an individual who acts or acted at the University's request as a Governor or officer, or in a similar capacity, of another entity, against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative, or other action or proceeding in which the individual is involved because of that association with the University or other entity.

8.2 The University may advance money to an individual referred to in Section 8.1 for the costs, charges, and expenses of an action or proceeding referred to in that Section, but the individual shall repay the money if the individual does not fulfil the conditions set out in Section 8.3.

8.3 The University shall not indemnify an individual under Section 8.1, unless:

- (1) the individual acted honestly and in good faith with a view to the best interests of the University or other entity, as the case may be; and
- (2) if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

ARTICLE 9 – PROCEDURES FOR BOARD AND BOARD COMMITTEE MEETINGS

9.1 The Board shall hold regular meetings at least once every quarter, and may appoint one or more days for regular meetings, at a date, time, and place named. Subject to the *Not-for-profit Corporations Act*, no other notice shall be required for any regular meeting.

9.2 In addition to Section 9.1:

- (1) The Chair or President may call special Board meetings; and
- (2) if a majority of the Governors so request in writing, the Secretary shall call a special Board meeting,

and such meeting shall be held at the time and place determined in the notice of meeting.

9.3 All Board meetings shall be open to the public, subject to Section 9.4.

9.4 Where deemed appropriate by the Chair or a majority of the Governors, the Board may consider any matter by way of a meeting, or part of a meeting, held in a closed session. Individuals present at a Board meeting other than Governors shall not be permitted to participate in a closed session, unless otherwise permitted by the Chair or a majority of the Governors. The Chair may at any time during a Board meeting, declare the meeting, or any part of it, a closed session. For greater certainty, but without limiting the foregoing, it generally will be appropriate for the Board to meet in a closed session to discuss matters of a personal nature concerning an individual, including matters concerning individual Students, Teaching Staff, or non-teaching employees, or to discuss a confidential matter, including budget, finance, collective bargaining, legal advice and litigation,

the acquisition or disposal of property, and any other matters the disclosure of which might be prejudicial to the University or an individual (unless the consent of that individual to the discussion of such matters in an open forum is first obtained).

9.5 Board Committee meetings may be called as provided in this By-law, in the terms of reference for the Board Committee, or in a Board-approved general committee policy.

9.6 Notice of a Board meeting need not specify the purpose of or the business to be transacted at the meeting, unless the meeting is intended to deal with any of the following matters, in which case the notice must specify that matter:

- (1) to fill a vacancy among the Governors or in the position of auditor;
- (2) to appoint additional Governors;
- (3) to issue debt obligations, except as authorized by the Governors;
- (4) to approve any annual financial statements; or
- (5) to adopt, amend, or repeal by-laws.

9.7 The Secretary shall give notice of Board meetings and Board Committee meetings. A notice shall be delivered or sent by telephonic or electronic means, to each Governor or Board Committee member, as applicable, at least 48 hours in advance of the meeting. A notice of a Board meeting shall also be posted on the University's website at least 48 hours in advance of the Board meeting.

9.8 The Chair shall, when present, preside at all Board meetings. If the Chair is absent or otherwise unavailable, the Vice-Chair shall act temporarily in the Chair's place. If the Chair and the Vice-Chair are both absent or otherwise unavailable, the Board shall appoint the President or any Governor, who is not a Student, Teaching Staff member, or non-academic employee of the University, to act temporarily in the Chair's place.

9.9 A quorum of the Board is constituted if a majority of the current Governors are present at the meeting.

9.10 If all the Governors consent, a Governor may participate in a Board meeting and a Board Committee member may participate in a Board Committee meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Governor or Board Committee member so participating in a meeting is deemed for to be present at the meeting.

9.11 Any questions of procedure at or for any Board or Board Committee meetings that have not been provided for in this By-law or any Board-approved policies, or by the Act or the *Not-for-profit Corporations Act*, shall be determined by the chair of the meeting in accordance with the rules of order adopted by the Board, or failing such adoption, adopted by the chair of the meeting following an acceptable procedural text.

9.12 The Board may, from time to time, adopt, amend, or repeal such policies and procedures as it may deem necessary or desirable in connection with the management of the activities of the Corporation, the affairs of the Board, and the conduct of the Governors and officers; provided, however, that any policy shall be consistent with the provisions of the Act, the *Not-for-profit Corporations Act*, and this By-law.

9.13 If within one-half hour after the time appointed for a Board meeting a quorum is not present, the meeting shall stand adjourned until a day within two weeks to be determined by the Chair. At least 24 hours' notice of a rescheduled meeting following an adjournment by an appropriate means shall be given to each Governor; provided that in calculating the 24-hour notice period Saturday, Sundays, and statutory holidays shall be excluded.

ARTICLE 10 – VOTING AT BOARD AND BOARD COMMITTEE MEETINGS

10.1 Each Governor in attendance at a Board meeting shall be entitled to one vote on each matter.

10.2 Unless otherwise specified in the Act or the *Not-for-profit Corporations Act*, business arising at any Board or Board Committee meeting shall be decided by a majority of votes, provided that:

- (a) the chair of the meeting shall have one original vote but shall not have a second vote;
- (b) in the event of a tie, the motion is lost;
- (c) the vote on any question shall be taken by secret ballot if so demanded by any Governor in attendance and entitled to vote, and the chair of the meeting shall count the ballots; otherwise, a vote shall be by a show of hands; and
- (d) unless a ballot is demanded, an entry in the minutes of a meeting to the effect that the chair of the meeting declared a resolution to be carried or defeated is, in the absence of evidence to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

10.3 A resolution signed by all of the Governors or Board Committee members entitled to vote on that resolution at a meeting of the Board or a Board Committee (as applicable) is as valid as if it had been passed at a meeting.

10.4 Dissents shall be addressed in the following manner:

- (1) A Governor who is present at a Board or Board Committee meeting is deemed to have consented to any resolution passed or action taken at the meeting, unless:
 - (a) the Governor requests that their dissent be entered in the meeting minutes;
 - (b) the Governor gives their dissent to the secretary of the meeting before the meeting is terminated; or

- (c) the Governor submits their dissent to the University immediately after the meeting is terminated.
- (2) A Governor who votes for or consents to a resolution is not entitled to dissent under this Section 10.4.
- (3) A Governor who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action, unless within seven days after becoming aware of the resolution, the Governor:
 - (a) causes their dissent to be placed with the meeting minutes; or
 - (b) submits their dissent to the Board Chair.

ARTICLE 11 – OFFICERS

11.1 The Board shall appoint the following officers:

- (a) Chair;
- (b) Vice-Chair;
- (c) President;
- (d) Secretary; and
- (e) such other officers as the Board may determine.

11.2 The Chair and Vice-Chair shall be appointed from among those Governors, who are not Students, Teaching Staff, or non-teaching employees of the University.

11.3 Unless otherwise provided in this By-law, and other than the President, the officers shall hold office for a one-year renewable term from the date of appointment or until their successors are appointed in their stead. The Board may remove any officer at any time. The Chair and Vice-Chair shall be eligible for re-appointment; provided that they shall each have a limit of two consecutive terms, and they may each be eligible for re-appointment for another term (to a maximum of three consecutive years) if the Board approves such extension by two-thirds of the votes cast at a Board meeting.

11.4 The Board may, in its discretion, decide to appoint a Chancellor. If the Board decides to appoint a Chancellor, it shall establish an appointment committee, composed of such members of the Board and Senate as may be determined by the Board. The appointment committee shall make recommendations to the Board as to the individual to be appointed Chancellor. The Board shall take into consideration the recommendations of the appointment committee when appointing a Chancellor. If appointed, the Chancellor shall hold office for a term of four years. The Chancellor may be reappointed for a further term but shall not be reappointed for more than two consecutive terms.

11.5 The Board may, in its discretion and on the recommendation of the President, decide to appoint a Vice-President.

ARTICLE 12 – DUTIES OF OFFICERS

12.1 The Chair shall, when present, preside at all Board meetings, act as a direct liaison between the Board and the President, be the spokesperson for the Board in accordance with Section 6.2, and represent the Board at University functions as may be required or appropriate.

12.2 The Vice-Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair.

12.3 The President shall function primarily as the dean of medicine and the chief executive officer of the University. If a Chancellor is appointed, the President shall be the vice-chancellor of the University. The President shall have supervision over and direction of the academic and general administration of the University, its Students, Teaching Staff, and non-teaching employees. The Board shall approve a position description for the President that describes their powers and duties. The Board shall ensure that the President approves a position description for those to whom the President delegates their powers and duties, including the Vice-President, vice-deans, associate and assistant deans, department heads, senior administrative staff, faculty, and operational committees.

12.4 The Secretary shall carry out the duties of the secretary of the University generally and shall attend or cause a recording secretary to attend all Board and Board Committee meetings to act as a clerk thereof and to record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary shall give or cause to be given notice of all Board and Board Committee meetings.

12.5 If a Chancellor is appointed, the Chancellor shall be the titular head of the University and, when authorized by the Senate to do so, shall confer all degrees, honorary degrees, certificates, and diplomas on behalf of the University.

12.6 The officers shall also have the powers and duties described in any position description for the officer and such other duties as may be required by statute or as may be determined by the Board; provided that no officer shall have the power to do anything referred to in Section 14.2.

12.7 Any officer may delegate the exercise and performance of any of their powers and duties unless the Board otherwise directs.

12.8 The President may delegate their powers and duties, during the period of any temporary absence, to any other officer of the University.

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

ARTICLE 13 – BOARD COMMITTEES

13.1 The Board may, from time to time, establish:

- (a) standing committees, being those committees, whose duties are normally continuous; and
- (b) *ad hoc* committees, being those committees appointed for specific duties and whose mandate shall expire with the completion of the tasks assigned.

13.2 The Board shall provide for the functions, duties, responsibilities, and powers of the Board Committees in the Board resolution by which a Board Committee is established or in Board-approved terms of reference for the Board Committee, or any Board-approved general committee policy.

13.3 The Board may dissolve any Board Committee at any time.

13.4 Unless otherwise provided by by-law or Board resolution, the Board shall appoint the chair, the vice-chair (if any), and the members of each Board Committee, who shall hold their Committee membership and office at the will of the Board.

13.5 Unless otherwise provided by by-law or Board resolution, the President shall be an *ex-officio* member of all Board Committees.

13.6 The chair of each Board Committee shall be a Governor. The Board Committees may include members who are not Governors (other than an Executive Committee, if any). Unless otherwise provided by this By-law, a Board resolution, the Board-approved terms of reference for the Board Committee, or any Board-approved general committee policy, a majority of the members of any Board Committee shall be elected Governors.

13.7 Procedures at, and quorum for, Board Committee meetings shall be determined by the chair of each Board Committee, unless established by this By-law, by Board resolution, in the terms of reference for the Board Committee, or by Board-approved general committee policy. Each Board Committee shall fix the date, time, and place of its meetings.

13.8 All Board Committee meetings shall be closed to the public, subject to this By-law, a Board resolution, the Board-approved terms of reference for the Board Committee, or any Board-approved general committee policy.

ARTICLE 14 – EXECUTIVE COMMITTEE

14.1 The Board may, but shall not be required to, establish an Executive Committee consisting entirely of Governors, and of not fewer than three Governors.

14.2 The Board may delegate to the Executive Committee any powers of the Board, other than the following powers, which must be exercised by the full Board:

- (1) to fill a vacancy among the Governors or in the position of auditor;

- (2) to appoint additional Governors;
- (3) to issue debt obligations, except as authorized by the Board;
- (4) to approve any annual financial statements; and
- (5) to adopt, amend, or repeal by-laws.

14.3 The Executive Committee shall fix its quorum at not less than a majority of its members.

ARTICLE 15 – SENATE

15.1 The Senate shall, subject to the Board’s approval with respect to the expenditure of funds, determine and regulate the education policy of the University.

15.2 The membership, constitution, and procedures for the Senate shall be established by senate by-laws.

ARTICLE 16 – FINANCIAL AND OTHER MATTERS

16.1 The Board may approve a corporate seal for the University. The Secretary or such other person as the Board may designate shall have custody of the corporate seal, if any.

16.2 Any two of the Chair, Vice-Chair, President, Vice-President, or such other person as the Board may designate shall sign any deeds, transfers, assignments, contracts, mortgages, conveyances, obligations, certificates, or any other instruments or documents requiring the signature of the University, and all instruments or documents so signed shall be binding upon the University without any further authorization or formality.

16.3 In addition, the Board may, from time to time, direct the manner in which and the person or persons by whom any particular instrument or document or class of instruments or documents may or shall be signed. Any signing officer may affix the corporate seal of the University to any instrument or document, and may certify a copy of any resolution, by-law, or other instrument or document of the University to be a true copy.

16.4 The University may on such terms and in such amounts as the Board may approve:

- (a) borrow money on the credit of the University;
- (b) issue, reissue, sell, or pledge debt obligations of the University;
- (c) give a guarantee on behalf of the University to secure performance of an obligation of any person; and
- (d) mortgage, pledge, or otherwise create a security interest in all or any property of the University, owned or subsequently acquired, to secure any obligation of the University.

16.5 The banking business of the University or any part of it shall be transacted with such banks, trust companies, or other financial institutions as the Board may determine.

16.6 The financial year of the University shall terminate on April 30th of each year or as the Board may determine.

16.7 The Board shall appoint an auditor licensed under the *Public Accounting Act, 2004* (Ontario) to audit the accounts, trust funds, and transactions of the University at least once a year. The auditor shall be independent of the University and its Governors and officers.

16.8 The Board shall see that all necessary records of the University required by the by-laws of the University or by any applicable laws are regularly and properly kept.

ARTICLE 17 – NOTICE

17.1 Whenever under the provisions of this By-law notice is required to be given, the notice may be given in writing and delivered or sent by prepaid mail or courier, or by telephonic or electronic means, if there is a record that the notice has been sent, addressed to the Governor, Board Committee member, or auditor, at the address shown in the records of the University.

17.2 Any notice sent by the following means shall conclusively be deemed to be received as provided below:

- (1) if by telephonic or electronic means, on the next business day after transmission;
- (2) if delivered, at the time of delivery; and
- (3) if by prepaid mail, on the fifth business day following its mailing.

17.3 In computing the date when notice must be given under any provision of this By-law requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the notice period shall terminate at midnight of the last day of the notice period, except if the last day is a holiday, the period shall terminate at midnight of the next day that is not a holiday.

17.4 The accidental omission to give notice of any Board or Board Committee meeting, or the non-receipt of any notice by any Governor, Board Committee member, or the auditor, or any error in any notice not affecting its substance, does not invalidate any resolution passed or any action or proceeding taken at the meeting.

17.5 Any Governor, Board Committee member, or the auditor may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat. Attendance and participation at a meeting constitutes waiver of notice, unless the attendance is for the express purpose of objecting to the transaction of any business on the grounds the meeting was not lawfully called.

ARTICLE 18 – BY-LAWS AND AMENDMENTS

18.1 Subject to the Act and the *Not-for-profit Corporations Act*, the Board may make, amend, or repeal any by-law that regulates the activities and affairs of the University.

18.2 Notwithstanding any other provision of this By-law, a notice of motion to make, amend, or repeal any by-law, together with the draft of the proposed by-law or amendment, shall be given in the notice calling the Board meeting at which it is intended to present the enactment, amendment, or repeal.

18.3 Any such enactment, amendment, or repeal of the by-laws of the University must be approved at a Board meeting by an affirmative vote of the majority of the Governors. Unless otherwise provided, a by-law, amendment, or repeal passed by the Board is effective from the date of the Board resolution.

ARTICLE 19 – EFFECTIVE DATE AND REPEAL

19.1 This By-law shall be effective immediately following approval by the Board or at such later date specified in the Board resolution.

19.2 All previous by-laws of the University in effect prior to its continuance under the Act are repealed as of the effective date of this By-law.