

## BOARD OF GOVERNORS SPECIAL MEETING

Wednesday, June 7, 2023  
4:15 p.m. to 4:30 p.m. – Public Session

### OPEN AGENDA

If you would like to observe the Public Session of the Board meeting, [PLEASE REGISTER HERE](#). After registering, you will receive a confirmation reply with connection details.

*Members are reminded of the requirement that they give **notice of conflict of interest** prior to consideration of any matter on the Board open and closed session agendas.*

PUBLIC SESSION				
No.	ITEM	PG	LEAD	TIME
1.	Adoption of Agenda		J. Bangs	4:15
2.	Declaration of Conflicts of Interest		J. Bangs	4:15
3.	<b><u>Executive Committee Items:</u></b>		J. Bangs	4:15 – 4:20
	3.1 Notice of Proposed Amendments to the General Board Bylaws and Board Committee Restructuring			
4.	<b><u>Nominating Committee Items:</u></b>		L. Kurkimaki	4:20 - 4:25
	4.1 Election of Chair of the Board of Governors			
5.	Chair's Items		J. Bangs	4:25
ADJOURNMENT				
6.	Adjournment		J. Bangs	4:30

\* Material will be provided at the meeting for items marked  
\*\* Material will be sent separately



**BOARD OF GOVERNORS**

<b>Agenda Title</b>	<b>Notice of Proposed Amendments to the General Board Bylaws and Board Committee Restructuring</b>
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<b>Agenda Item No.</b>	Item 3.1
<b>Date of Meeting</b>	June 7, 2023
<b>Open/Closed session</b>	Open

<b>Action Requested</b>	<input checked="" type="checkbox"/> For Approval <input type="checkbox"/> For Information
<b>Proponent</b>	Mark Johnson University Secretary (Interim)
<b>Presenter(s)</b>	Mark Johnson University Secretary (Interim)

**1. PURPOSE**

To restructure the standing committees of the Board of Governors to ensure that sound university governance principles are followed, that the mandates of the committees align with the best practices for university governance and oversight, and that the structure, number, composition, and mandates of each committee are efficient and effective in carrying out their missions.

**2. SYNOPSIS**

It is proposed that the standing committees of the Board be amended as follows:

- Create a governance committee that includes the responsibility of nominations. (Recommended by Nous Report.)
- Merge the Finance Committee and the Property Development and Planning Committee. (Recommended by Nous Report.)
- Replace the Senior Management Review and Compensation Committee and the Staff Relations Committee with a Human Resources Committee with a broad mandate.
- Enhance the mandate of the Audit committee to include enterprise risk and information technology. Rename this committee “Audit and Risk Committee”. (Recommended by Nous Report)
- Eliminate the Executive Committee.
- Eliminate the Nominating Committee.
- Eliminate the Research Ethics Board Liaison Committee.

**3. RESOLUTION TO CONSIDER**

*BE IT RESOLVED:*

THAT the Board of Governors approve the amendments to the General Bylaws of the Board of Governors of Laurentian University, as recommended by the Executive Committee and as presented at its meeting of June 16, 2023.

#### 4. RISK ANALYSIS

Please note below the specific institutional risk(s) this proposal is addressing.	
<input type="checkbox"/> Enrolment Management	<input type="checkbox"/> Relationship with Stakeholders
<input type="checkbox"/> Faculty and Staff	<input type="checkbox"/> Reputation
<input type="checkbox"/> Funding and Resource Management	<input type="checkbox"/> Research Enterprise
<input type="checkbox"/> IT Services, Software and Hardware	<input type="checkbox"/> Safety
<input checked="" type="checkbox"/> Leadership and Change	<input type="checkbox"/> Student Success
<input type="checkbox"/> Physical Infrastructure	

#### 5. RECOMMENDATIONS

It is recommended that the Board of Governors restructure the standing committees of the Board as set out above.

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##### **A Background/Issue Description**

As result of the restructuring of Laurentian University during 2020-2022, the Board was reduced in size from 26 Governors to 16 Governors. However, the number and size of the Board standing committees were not reduced or restructured.

The Special Report on Laurentian University by the Auditor General of Ontario (November 2022) identified certain issues with respect to the Board's fiduciary oversight of Laurentian. (See section 8, pp. 45-52 of that report.)

The governance report on Laurentian issued by Nous Group (January 2022) also identified certain shortcomings with respect to the structure and mandates of the Board committees. (See recommendation BR.15, page 20)

A comparison of Laurentian to several other Ontario universities (Nipissing, Guelph, Ottawa, Western, Lakehead, Laurier, Trent, and York) shows that Laurentian has a significantly smaller board of governors than the average. The comparison also showed that, unlike the comparators, Laurentian does not have committees mandated with governance, human resources, and risk.

Discussions with executive members of Laurentian led to the conclusion that the Research Ethics Board Liaison Committee is no longer needed. Any reporting obligations of the Research Ethics Board can be transferred to the Board of Governors.

Given the number of standing committees, other committees with Governor appointees, and other governor appointments at Laurentian, the consensus among Governors is that there are too many committees, that committee work is becoming too burdensome for the new smaller size of the Board, and that such work is drawing them away from their core fiduciary and strategic duties.

In light of the foregoing, the Board wishes to restructure its standing committees to ensure that sound university governance principles are followed, that the mandates of the committees align

with the best practices for university governance and oversight, and that the structure, number, composition, and mandates of each committee are efficient and effective in carrying out their missions.

It is proposed that the standing committees of the Board will be amended as follows:

- Create a governance committee that includes the responsibility of nominations. (Recommended by Nous Report.)
- Merge the Finance Committee and the Property Development and Planning Committee. (Recommended by Nous Report.)
- Replace the Senior Management Review and Compensation Committee and the Staff Relations Committee with a Human Resources Committee.
- Enhance the mandate of the Audit committee to include enterprise risk and information technology. Rename this committee “Audit and Risk Committee”. (Recommended by Nous Report)
- Eliminate the Executive Committee.
- Eliminate the Nominating Committee.
- Eliminate the Research Ethics Board Liaison Committee.

### Implementation

The implementation of the above requires certain amendments to the General Bylaws of the Board of Governors (the “Bylaws”).

Section 7.ii of the Bylaws expressly permits the Board to make changes to the Standing Committees: *“There shall be such additions and deletions to, and mergers of, these Standing Committees as the Board may from time to time determine.”*

The amendments proposed for sections 6, 7, and 8 of the Bylaws to implement the foregoing are provided for review and approval.

The redline copy of the proposed amended Bylaws is Appendix 1 and a clean copy of the proposed Bylaws is Appendix 2.

Section 16 addresses amendments to the Bylaws. Advance notice of the amendment must be provided at a prior board meeting. Additionally, the amendment must be passed at a meeting at which at least 50% of the members are present, by a two-thirds majority.

Upon recommendation by the Executive Committee and following advanced public notice, the Board is holding a special meeting on June 7, 2023 to consider and discuss the proposed amendments. Subsequently, the by-law change will proceed to the Board for approval at its public annual meeting of June 16, 2023, to take effect immediately.

### **B Alignment with Strategic Objective or Plan of the University**

The proposed restructuring aligns with the recommendations of the Nous Report on governance and the findings of the Auditor General’s Special Report on Laurentian University.

### **C Other options considered (where applicable):**

Not applicable.

**D Risks including legislative compliance**

The General Bylaws of the Board will need to be amended. Section 16 addresses amendments to the Bylaws. Advance notice of the amendment must be provided at a prior board meeting. Additionally, the amendment must be passed at a meeting at which at least 50% of the members are present, by a two-thirds majority.

**E Financial Implications (where applicable):**

Not applicable.

**F Benefits**

Streamlined governance structures that Board level. The structure, number, composition, and mandates of each committee will become more efficient and effective in carrying out their missions.

**G Consultations (where applicable)**

- Consultations were conducted with Board members, executive team members, and union heads.
- Board Executive Committee – May 15, 2023
- Board Executive Committee – May 30, 2023

**H Communications Plan**

Post-restructuring communications will be sent to the relevant executive members. The Board webpage will be updated accordingly.

**I Next Steps**

Upon approval, the restructuring and by-law changes will take effect immediately. The new committees will need to be populated with Governors in time for the 2023-24 academic year.

*Members and Terms of Reference*

The restructured standing committees will need new member compositions and terms of reference. The members can be appointed at the annual meeting of the Board on June 16, 2023. The terms of reference can be drafted and finalized over the summer 2023 and approved in September for the 2023-2024 academic year.

**J Appendices**

- Appendix 1: General Bylaws of the Board of Governors: Proposed redline.*
- Appendix 2: General Bylaws of the Board of Governors: Proposed clean.*
- Appendix 3: Governance Reform Report Presentation*

# GENERAL BYLAWS OF THE BOARD OF GOVERNORS OF LAURENTIAN UNIVERSITY

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## **INTERPRETATION**

1. i. In these bylaws:
  - a) "Board" means the Board of Governors of Laurentian University of Sudbury;
  - b) "Senate" means the Senate of the University;
  - c) "teaching staff" includes professors, associate professors, assistant professors, lecturers, associates, instructors, demonstrators and all others engaged in the work of teaching or giving instruction;
  - d) "University" means Laurentian University of Sudbury.
  - e) "Officer of the Board" shall mean the Chair, Vice-Chair, President and Vice-Chancellor, ~~Chair of the Executive Committee~~, the Secretary of the Board and such members as the Board may designate from time to time.
  - f) "Officer of the University" shall mean the President and Vice-Chancellor; Vice-Presidents; and such other officers as may be designated from time to time by the Board.
  - g) "Signing Officer" shall mean any officer of the Board and any officer of the University so designated by the Board of Governors.

## **COMPOSITION OF THE BOARD**

2. i. The composition of the Board as established by the Act of Incorporation, as amended from time to time, shall be 16 voting members.
  - > President and Vice-Chancellor, who shall be a member by virtue of office
  - > Five members named by the Lieutenant Governor in Council
  - > Ten members elected by the Board.
- ii. The election of voting members by the Board shall be determined as follows:
  - a) One from nominations submitted by the ~~Governance Nominating~~ Committee, in consultation with the Laurentian University Alumni Association
  - b) Two from nominations submitted by the officially recognized Student Associations of Laurentian University in accordance with the rotation as provided by the Board.
  - c) Seven from nominations submitted by the ~~Governance Nominating~~ Committee of the Board.
- iii.
  - a) All voting members except the person elected from student nominations shall hold office for a period of three years, ending at the close of the annual meeting in a year named in such appointments.
  - b) The elected voting members for the students' nomination shall hold office for a period of one year ending at the close of the annual meeting in a year named in such appointments.
- iv.
  - a) No voting member shall hold office for more than four consecutive terms, excluding the balance of a partial term.
  - b) Notwithstanding IV. a) the number of terms of a voting Board member serving as Chair, Vice-Chair, or Past Chair may be extended.
  - c) A former voting member may be eligible for re-election after a lapse of one year.

- v. The Board may provide for non-voting members on the Board of Governors and Board Standing Committees. Such non-voting members shall be entitled to participate fully in the discussion at meetings of the Board and Board Standing Committees except that when confidential matters are to be discussed "in camera", the Chair shall advise these members as to their exclusion from such portions of meetings. Non-voting members of the Board of Governors or of Board Standing Committee meetings may not send a designate to participate in Board or Board Standing Committee meetings.

### **MEETINGS OF THE BOARD**

- 3.
  - i. Regular meetings of the Board shall be held at the University or elsewhere as may be determined by the Chair, or in the event of absence or inability to act, at the call of the Vice- Chair. The Board shall hold a minimum of four regular meetings per year. The date and times of such meetings shall be established from time to time by the Board. The first regular meeting held after May 1 in each year shall be the annual meeting.
  - ii. Notice in writing of the time and place of each regular meeting shall be sent to each member of the Board by prepaid post or by electronic transmission addressed to members at their address, as it appears in the records of the Board, at least seventy-two hours before the time appointed for holding such meeting.
  - iii. Special meetings of the Board shall be held at the call of the Chair, or in the event of absence or inability to act, at the call of the Vice-Chair, and may also be called and held on the requisition in writing of not fewer than five members of the Board. Such meetings may be held at any time and at any place in the City of Sudbury or its environs or by electronic transmission.
  - iv. Notice in writing of the time and place of each special meeting shall be sent to each member of the Board by prepaid post or by electronic transmission addressed to members at their 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 purpose for which the meeting is called.
  - v.
    - a) A special meeting of the Board may be held at any time and at any place without notice if all members of the Board are present thereat, or if either before or after the meeting the members of the Board who are absent signify in writing their consent to the meeting being held in their absence.
    - b) On matters of an urgent nature, the Chair may authorize the Secretary to conduct an electronic vote or a telephone vote of Board members.
  - vi. The accidental omission to give notice of a regular or special 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.
  - vii. Fifty percent (50%) plus 1 of the voting members of the Board shall constitute a quorum at a meeting. Vacant positions on the Board shall not be counted for the purposes of quorum.
  - viii.
    - a) All bylaws, motions, and resolutions shall be decided by a majority of the votes of members present at the said meeting, except as hereinafter set out.
    - b) The Chair may vote on any bylaws, motions and resolutions but shall not have a deciding vote where there is an equality of votes.

- c) The President and Vice-Chancellor of the University shall not have a vote on any matter pertaining to the President's office as such.
  - d) A motion on which there is an equality of votes shall be deemed to have been defeated.
- ix. A resolution signed by all members of the Board shall have the same force and effect as if passed at a regularly constituted meeting of the Board.
  - x. In conformity with the Act of Incorporation either the French or the English language may be used at any meeting of the Board and in any documents or correspondence with or by the Board and the minutes and records of a formal nature shall be in both languages.
  - xi. A record of the proceedings of each meeting of the Board shall be kept in a book 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 or the Acting Chair and the Secretary or the Acting Secretary 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.
  - xii. All matters for inclusion in the agenda of Board meetings must be in the hands of the Secretary at least five clear business days (prior to the day of the meeting at which they are to be presented; and only matters which have so been placed in the hands of the Secretary shall be included in the agenda.
  - xiii. Unless prior notice as aforesaid shall have been given, no new matter, other than that of privilege or petition, shall be dealt with at any regular meeting of the Board unless the introduction of such new matter shall be approved by vote of the meeting.
  - xiv. Save and except where it is otherwise herein provided the action of the Board upon any matter coming before it shall be evidenced by bylaw or resolution and the entry thereof in the minutes of the Board shall be prima facie evidence of the action taken.

### **CORPORATE SEAL AND EXECUTION OF DOCUMENTS**

- 4. i. The Corporate or common seal of the University shall be in the custody of the Secretary of the Board or such other person as the Board may from time to time designate.
- ii.
  - a) All other contracts, documents or instruments in writing of an administrative nature requiring execution by the University, or on behalf of the University, whether requiring approval by Board resolution or not, shall be signed by any two signing officers of the Board or of the University, and all such contracts, documents or instruments in writing, so signed, shall be binding upon the Board and the University without any further authorization or formality. The Corporate Seal of the University may, when required be affixed thereto.
  - b) All negotiable instruments issued by the University shall be signed by such signing officers of the Board or of the University in such manner as may be designated from time to time by the Board.



**COMMITTEES**

- 5. i. The Committees constituted by the Board shall be as follows:
  - a) Executive Committee as provided in the Act of Incorporation;
  - b) Standing Committees, being those committees whose duties are normally continuous, and which may include in their membership one or more persons who are not Board members;
  - c) Special Committees, consisting of persons appointed by the Board for specific duties of a non-recurrent nature, and which may include in their membership one or more persons who are not Board members, whose powers will expire with the completion of the task assigned.
- ii. The functions, duties, responsibilities and powers of committees established by specific bylaws of the Board shall be as defined in such bylaws.
- iii. The functions, duties, responsibilities and powers of each other committee constituted by the Board shall be as provided in the resolution of the Board by which it is established, and such resolution shall in each case specify the functions, duties, responsibilities and powers of the committee. The Board shall appoint the members of the committee and shall appoint the Chair. The Vice-Chair shall be appointed by the committee.
- iv. The Chair of the Board, the Vice-Chair of the Board and the President and Vice-Chancellor shall be ex-officio voting members on all committees, unless otherwise resolved by the Board.

**EXECUTIVE COMMITTEE**

- ~~6. i. At the annual meeting of the Board the five members of the Executive Committee, as required by the Act of Incorporation, together with three alternates shall be elected from among the members based on nominations received from the Nominating Committee and any additional nominations submitted by Board members at large.~~
- ~~ii. The Chair shall be elected by the Board following a recommendation from the Nominating Committee and any additional nominations submitted by Board members at large.~~
- ~~iii. The Secretary of the Board shall act as Secretary of the Executive Committee. In the event of absence the Committee shall appoint another person to act as Secretary.~~

**STANDING COMMITTEES**

- 7.6. i. The following standing Committees are established:
  - a) Audit and Risk
  - b) Finance and Property
  - c) Governance
  - d) Human Resources
  - ~~e) Joint Committee on Bilingualism (a joint committee of Senate and the Board)~~
  - ~~f) Joint Committee on Honorary Degrees~~
  - ~~e)g) Nominating~~
  - ~~f) Property Development and Planning~~
  - ~~g) Research Ethics Board Nominating and Oversight (a joint committee of Senate and the Board)~~
  - ~~h) Senior Management Review and Compensation~~
  - ~~i) Staff Relations~~

- ii. There shall be such additions and deletions to, and mergers of, these Standing Committees as the Board may from time to time determine.
- iii. The members and Chairs of all Standing Committees shall be appointed at the annual meeting from nominations submitted by the Governance~~Nominating~~ Committee of the Board.
- iv. In addition to ex-officio voting members each Committee shall consist of not less than three (3) other voting Board members.
- v. ~~The Vice President responsible for the Research Ethics Board Nominating and Oversight Committee shall act as Chair of the Research Ethics Board Nominating and Oversight Committee and shall only be entitled to vote on matters before the Committee in the event of a tie. The President and Vice Chancellor, the Chair of the Board and the Vice Chair of the Board shall be ex-officio non-voting members of this committee.~~

### **DELEGATION OF AUTHORITY**

- ~~8.7. i. The Executive Committee shall exercise all the powers held by the Board, within the limits of the University Act, between regular meetings of the Board, except to repeal, amend or modify the University Act or bylaws or to appoint a President and Vice Chancellor, or Vice President.~~
- ii. The Board may delegate specific discretionary powers or authority to a committee, either by resolution or by provisions contained in the terms of reference of the committee concerned.

### **AUTHORITY OF COMMITTEES**

- ~~9.8. i.~~ Board committees are established primarily for making recommendations to the Board and exercise those powers conferred upon them by the Board. They shall not commit the Board in any matter unless authority to do so has been specifically delegated by the Board.

### **COMMITTEE MEETINGS**

- ~~10.9. i.~~ Meetings of committees may be called whenever it is deemed necessary by the Chair of the Committee, by the Chair of the Board or by the President and Vice-Chancellor.
- ii. Notice of meeting shall be mailed or otherwise delivered to members by the Secretary of the Committee concerned in accordance with the procedure approved by the Committee.
- iii. The inadvertent failure to give notice to any member or any irregularity in connection with the giving of notice shall not invalidate the proceedings at a meeting.
- iv. The agenda shall be prepared by the Secretary and shall be approved by the Chair. All matters for inclusion in the agenda must be in the hands of the secretary at least six business days prior to the day of the meeting at which they are to be presented and only matters which have then been placed in the hands of the secretary shall be included in the agenda. The Chair shall be notified of items received subsequently and a motion to adopt the agenda made and passed when the meeting opens, shall be sufficient to include such new matters.

- v. All questions at a meeting shall be decided by a majority of the votes of the members present. Each member of the Committee present at a meeting, including the Chair or acting Chair and ex-officio voting Board members, shall be entitled to one vote, unless said committee members are non-voting members of the committee and any motion on which there is equality of votes shall be deemed to have been defeated.
- vi. When deemed necessary, a resolution signed by all members of a committee shall have the same force and effect as if passed at a regularly constituted meeting of that committee.
- vii. 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.
- viii. The Secretary of a committee shall issue, or cause to be issued, notices of all meetings of such committee, when directed to do so.
- ix. If a committee does not appoint its own Secretary, the Secretary of the Board shall act as Secretary of such committee.
- x. Three voting members of the Board (including ex-officio voting Board members) shall constitute quorum for all Committees.

## **GENERAL**

- 44.10. i. The President and Vice-Chancellor shall be the chief executive officer of the University and chair of the Senate and shall have supervision over and direction of the academic work and general administration of the University and the teaching staff thereof, and the students thereof, and the officers and servants thereof, and also shall have such other powers and duties as may from time to time be conferred by the Board.
- ii. A Vice-President shall act for the President and Vice-Chancellor in such matters as the President and Vice-Chancellor may within his/her own powers delegate to him/her. In case of the absence or illness of the President and Vice-Chancellor, a Vice-President shall perform the duties of the President and Vice-Chancellor except in matters which under the provisions of the Act of Incorporation are within the powers of the President and Vice-Chancellor only.
- iii. The Secretary of the Board shall be directly responsible to the Board and shall have charge of the corporate seal, books and records of the Board.
- iv. The Secretary of the Board shall perform such additional duties as may from time to time be assigned by the Board.
- v. The Secretary of the Board shall issue or cause to be issued notices of all meetings of the Board, when directed so to do.
- vi. The Board may from time to time appoint an Acting Secretary of the Board to perform the duties of the Secretary of the Board when the latter is unable by reason of absence or other cause to perform such duties.
- vii. At the last meeting of the Board in the fiscal year, the Board shall elect a Chair for an initial term of no more than two (2) years to begin July 1<sup>st</sup> of the subsequent fiscal year, following a

- recommendation from the Nominating Committee and any additional nominations submitted by Board members at large. Where a vacancy arises during the fiscal year, the Board may elect a Chair to complete the term of the departed Chair.
- viii. At the first meeting of the Board in each fiscal year the Board shall elect and appoint a Vice-Chair following a recommendation from the Nominating Committee and any additional nominations submitted by Board members at large. The term of the Vice-Chair shall be generally for one (1-) year and no more than two (2) years. Where a vacancy arises during the fiscal year, the Board may elect a Vice-Chair to complete the term of the departed Vice-Chair.
  - ix. The Board, on the recommendation of the President and Vice-Chancellor, may from time to time prescribe the duties of officers and employees of the University, provided that the duties so prescribed are not inconsistent with the Act of Incorporation or the bylaws of the Board from time to time in force.

### **CONDUCT OF BOARD MEETINGS**

- ~~12.11.~~ i. A motion must be moved and seconded before the subject matter of the motion is open for debate.
- ii. General custom permits the withdrawal of a motion by consent of the mover and seconder, but if either objects the motion must be put to a vote. This applies to both substantive motions and amendments.
- iii. a) An amendment to a motion must fall within one of the following categories:
  - i. The deletion of certain words
  - ii. The addition of certain words
  - iii. The deletion of certain words and substitution of others in their place. A motion which would nullify the main motion is not an amendment and cannot be introduced.
- b) There cannot be more than two amendments before the meeting at one time but when one of these has been accepted or rejected another amendment may be introduced but only if it is different in purport from one previously defeated.
- c) Voting is as follows:
  - i. On the amendment to the amendment, or the second amendment.
  - ii. On the amendment.
  - iii. On the motion if amendments have been defeated or on the motion as amended if an amendment has carried.
- iv. Only on a point of order or privilege can a member interrupt another member who is speaking, (except that with the consent of the speaker questions may be asked). If members feel that improper language has been used, irrelevant argument introduced, or a rule of procedure broken, that are entitled to rise to a point of order, interrupting the speaker. The point of order must be stated definitely and concisely. The Chair shall decide without debate, though he/she may ask opinions. The Chair should state his/her opinion authoritatively. The ruling may be appealed by the member who has risen to a point of order. If appealed, the Chair states the decision on the point of appeal and then puts the question which is not debatable: "Shall the decision of the Chair stand as the judgment of this meeting". If the motion is passed, this merely settles a point of procedure and is not a vote of confidence in the Chair.

- v. If a member feels that a statement reflects on his/her reputation or that of the Board, the Committee or the University, he/she is entitled to raise a "question of privilege". The procedure is the same as for a point of order.
- vi. A motion to adjourn may be moved at any time. It is not debatable except if it is sought to adjourn to a time other than the regular meeting time, when discussion is permitted on that point only. If the motion is passed, the meeting ends; if rejected, the business continues.
- vii. a) Irrelevant remarks should be stopped immediately by the Chair. A person who has already spoken on the question should not be allowed to speak again until all those desiring to speak have been heard (this at the Chair's discretion). No one may speak until they have been given the floor by the Chair. Speakers must address their remarks to the Chair and not to the meeting. Only one speaker may have the floor at a time.
  - b) Procedure on special motions (this list is non exhaustive):
    - i. To adjourn (debatable as to time only)
    - ii. To take a recess (not debatable)
    - iii. To raise a point of order or a question of privilege (not debatable)
    - iv. To lay on the table (not debatable)
    - v. To limit or extend the limits of debate (not debatable)
    - vi. To postpone to a definite time (debatable)
    - vii. To postpone to an indefinite time (debatable)
    - viii. To rescind (debatable)
    - ix. To amend (debatable).

### **FISCAL YEAR**

- ~~13~~.12. i. The fiscal year of the University shall end on the 30th of April in each year.

### **BORROWING AUTHORITY**

- ~~14~~.13. i. Laurentian University of Sudbury is hereby authorized by resolution of the Board of Governors from time to time to:
  - a) borrow money on the credit of the University in such amounts, on such terms and from such persons, firms or corporations, including chartered banks, as may be determined by resolution by the Board;
  - b) make, draw and endorse promissory notes or bills of exchange;
  - c) hypothecate, pledge, charge or mortgage all or any part of the property of the University to secure any money so borrowed or the fulfilment 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 by resolution decide and pledge or sell such bonds, debentures and obligations for such sums and at such prices as the Board may by resolution 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.
- ii. The Board of Governors may by resolution, delegate to officers of the Board all or any powers necessary for the purpose of borrowing and giving security by the University to such extent and in such manner as the Board may determine.

## **INDEMNITY OF BOARD MEMBERS**

- ~~15.~~14. i. Except in respect of an action to procure a judgement in its favour, and except as otherwise prohibited by law, every member of the Board or any committee or subcommittee of the Board and the heirs, executors and administrators and the estate and effects of each of them, 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 all costs, charges and expenses whatsoever (including amounts paid to settle an action or satisfy a judgement), that such member sustains or incurs in or about any civil or administrative action, suit, or proceeding that is brought, commenced or prosecuted against such member, for or in respect of any act, deed, matter or thing whatsoever, made done or permitted by such member's in or about the execution of the duties of such office, except such costs, charges or expenses as are occasioned by such member's own wilful neglect or wilful default. Provided however that, in exchange for the presentation of these provisions of indemnity, such indemnified member shall cooperate fully with the University in the defence of such proceedings and shall be subject to such direction as the University or the Counsel shall deem appropriate, failing which such provision of indemnity provided hereby shall forthwith lapse and be of no further force and effect.

## **AMENDMENT OR REPEAL OF EXISTING BYLAWS**

- ~~16.~~15. i. Notice of motion to enact, amend, repeal any Bylaw of the Board shall be given at the meeting of the Board next preceding the meeting at which motion is to be presented.
- ii. Any such enactment, amendment or repeal must be approved at a meeting of the Board at which at least fifty percent of the voting Board members are present, by a two-thirds majority of the voting Board members present.

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*Last amended by the Board of Governors:  
- April 22, 2022*

# GENERAL BYLAWS OF THE BOARD OF GOVERNORS OF LAURENTIAN UNIVERSITY

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## **INTERPRETATION**

1. i. In these bylaws:
  - a) "Board" means the Board of Governors of Laurentian University of Sudbury;
  - b) "Senate" means the Senate of the University;
  - c) "teaching staff" includes professors, associate professors, assistant professors, lecturers, associates, instructors, demonstrators and all others engaged in the work of teaching or giving instruction;
  - d) "University" means Laurentian University of Sudbury.
  - e) "Officer of the Board" shall mean the Chair, Vice-Chair, President and Vice-Chancellor, the Secretary of the Board and such members as the Board may designate from time to time.
  - f) "Officer of the University" shall mean the President and Vice-Chancellor; Vice-Presidents; and such other officers as may be designated from time to time by the Board.
  - g) "Signing Officer" shall mean any officer of the Board and any officer of the University so designated by the Board of Governors.

## **COMPOSITION OF THE BOARD**

2. i. The composition of the Board as established by the Act of Incorporation, as amended from time to time, shall be 16 voting members.
  - > President and Vice-Chancellor, who shall be a member by virtue of office
  - > Five members named by the Lieutenant Governor in Council
  - > Ten members elected by the Board.
- ii. The election of voting members by the Board shall be determined as follows:
  - a) One from nominations submitted by the Governance Committee, in consultation with the Laurentian University Alumni Association
  - b) Two from nominations submitted by the officially recognized Student Associations of Laurentian University in accordance with the rotation as provided by the Board.
  - c) Seven from nominations submitted by the Governance Committee of the Board.
- iii.
  - a) All voting members except the person elected from student nominations shall hold office for a period of three years, ending at the close of the annual meeting in a year named in such appointments.
  - b) The elected voting members for the students' nomination shall hold office for a period of one year ending at the close of the annual meeting in a year named in such appointments.
- iv.
  - a) No voting member shall hold office for more than four consecutive terms, excluding the balance of a partial term.
  - b) Notwithstanding IV. a) the number of terms of a voting Board member serving as Chair, Vice-Chair, or Past Chair may be extended.
  - c) A former voting member may be eligible for re-election after a lapse of one year.

- v. The Board may provide for non-voting members on the Board of Governors and Board Standing Committees. Such non-voting members shall be entitled to participate fully in the discussion at meetings of the Board and Board Standing Committees except that when confidential matters are to be discussed "in camera", the Chair shall advise these members as to their exclusion from such portions of meetings. Non-voting members of the Board of Governors or of Board Standing Committee meetings may not send a designate to participate in Board or Board Standing Committee meetings.

### **MEETINGS OF THE BOARD**

- 3.
  - i. Regular meetings of the Board shall be held at the University or elsewhere as may be determined by the Chair, or in the event of absence or inability to act, at the call of the Vice- Chair. The Board shall hold a minimum of four regular meetings per year. The date and times of such meetings shall be established from time to time by the Board. The first regular meeting held after May 1 in each year shall be the annual meeting.
  - ii. Notice in writing of the time and place of each regular meeting shall be sent to each member of the Board by prepaid post or by electronic transmission addressed to members at their address, as it appears in the records of the Board, at least seventy-two hours before the time appointed for holding such meeting.
  - iii. Special meetings of the Board shall be held at the call of the Chair, or in the event of absence or inability to act, at the call of the Vice-Chair, and may also be called and held on the requisition in writing of not fewer than five members of the Board. Such meetings may be held at any time and at any place in the City of Sudbury or its environs or by electronic transmission.
  - iv. Notice in writing of the time and place of each special meeting shall be sent to each member of the Board by prepaid post or by electronic transmission addressed to members at their 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 purpose for which the meeting is called.
  - v.
    - a) A special meeting of the Board may be held at any time and at any place without notice if all members of the Board are present thereat, or if either before or after the meeting the members of the Board who are absent signify in writing their consent to the meeting being held in their absence.
    - b) On matters of an urgent nature, the Chair may authorize the Secretary to conduct an electronic vote or a telephone vote of Board members.
  - vi. The accidental omission to give notice of a regular or special 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.
  - vii. Fifty percent (50%) plus 1 of the voting members of the Board shall constitute a quorum at a meeting. Vacant positions on the Board shall not be counted for the purposes of quorum.
  - viii.
    - a) All bylaws, motions, and resolutions shall be decided by a majority of the votes of members present at the said meeting, except as hereinafter set out.
    - b) The Chair may vote on any bylaws, motions and resolutions but shall not have a deciding vote where there is an equality of votes.



- c) The President and Vice-Chancellor of the University shall not have a vote on any matter pertaining to the President's office as such.
  - d) A motion on which there is an equality of votes shall be deemed to have been defeated.
- ix. A resolution signed by all members of the Board shall have the same force and effect as if passed at a regularly constituted meeting of the Board.
  - x. In conformity with the Act of Incorporation either the French or the English language may be used at any meeting of the Board and in any documents or correspondence with or by the Board and the minutes and records of a formal nature shall be in both languages.
  - xi. A record of the proceedings of each meeting of the Board shall be kept in a book 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 or the Acting Chair and the Secretary or the Acting Secretary 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.
  - xii. All matters for inclusion in the agenda of Board meetings must be in the hands of the Secretary at least five clear business days (prior to the day of the meeting at which they are to be presented; and only matters which have so been placed in the hands of the Secretary shall be included in the agenda.
  - xiii. Unless prior notice as aforesaid shall have been given, no new matter, other than that of privilege or petition, shall be dealt with at any regular meeting of the Board unless the introduction of such new matter shall be approved by vote of the meeting.
  - xiv. Save and except where it is otherwise herein provided the action of the Board upon any matter coming before it shall be evidenced by bylaw or resolution and the entry thereof in the minutes of the Board shall be prima facie evidence of the action taken.

### **CORPORATE SEAL AND EXECUTION OF DOCUMENTS**

- 4. i. The Corporate or common seal of the University shall be in the custody of the Secretary of the Board or such other person as the Board may from time to time designate.
- ii.
  - a) All other contracts, documents or instruments in writing of an administrative nature requiring execution by the University, or on behalf of the University, whether requiring approval by Board resolution or not, shall be signed by any two signing officers of the Board or of the University, and all such contracts, documents or instruments in writing, so signed, shall be binding upon the Board and the University without any further authorization or formality. The Corporate Seal of the University may, when required be affixed thereto.
  - b) All negotiable instruments issued by the University shall be signed by such signing officers of the Board or of the University in such manner as may be designated from time to time by the Board.

**COMMITTEES**

- 5. i. The Committees constituted by the Board shall be as follows:
  - a) Executive Committee as provided in the Act of Incorporation;
  - b) Standing Committees, being those committees whose duties are normally continuous, and which may include in their membership one or more persons who are not Board members;
  - c) Special Committees, consisting of persons appointed by the Board for specific duties of a non-recurrent nature, and which may include in their membership one or more persons who are not Board members, whose powers will expire with the completion of the task assigned.
- ii. The functions, duties, responsibilities and powers of committees established by specific bylaws of the Board shall be as defined in such bylaws.
- iii. The functions, duties, responsibilities and powers of each other committee constituted by the Board shall be as provided in the resolution of the Board by which it is established, and such resolution shall in each case specify the functions, duties, responsibilities and powers of the committee. The Board shall appoint the members of the committee and shall appoint the Chair. The Vice-Chair shall be appointed by the committee.
- iv. The Chair of the Board, the Vice-Chair of the Board and the President and Vice-Chancellor shall be ex-officio voting members on all committees, unless otherwise resolved by the Board.

**STANDING COMMITTEES**

- 6. i. The following standing Committees are established:
  - a) Audit and Risk
  - b) Finance and Property
  - c) Governance
  - d) Human Resources
  - e) Joint Committee on Bilingualism (*a joint committee of Senate and the Board*)
  - f) Joint Committee on Honorary Degrees

- ii. There shall be such additions and deletions to, and mergers of, these Standing Committees as the Board may from time to time determine.
- iii. The members and Chairs of all Standing Committees shall be appointed at the annual meeting from nominations submitted by the Governance Committee of the Board.
- iv. In addition to ex-officio voting members each Committee shall consist of not less than three (3) other voting Board members.

**DELEGATION OF AUTHORITY**

- 7. i. The Board may delegate specific discretionary powers or authority to a committee, either by resolution or by provisions contained in the terms of reference of the committee concerned.

**AUTHORITY OF COMMITTEES**

- 8. i. Board committees are established primarily for making recommendations to the Board and exercise those powers conferred upon them by the Board. They shall not commit the Board in any matter unless authority to do so has been specifically delegated by the Board.

**COMMITTEE MEETINGS**

- 9. i. Meetings of committees may be called whenever it is deemed necessary by the Chair of the Committee, by the Chair of the Board or by the President and Vice-Chancellor.
- ii. Notice of meeting shall be mailed or otherwise delivered to members by the Secretary of the Committee concerned in accordance with the procedure approved by the Committee.
- iii. The inadvertent failure to give notice to any member or any irregularity in connection with the giving of notice shall not invalidate the proceedings at a meeting.
- iv. The agenda shall be prepared by the Secretary and shall be approved by the Chair. All matters for inclusion in the agenda must be in the hands of the secretary at least six business days prior to the day of the meeting at which they are to be presented and only matters which have then been placed in the hands of the secretary shall be included in the agenda. The Chair shall be notified of items received subsequently and a motion to adopt the agenda made and passed when the meeting opens, shall be sufficient to include such new matters.

- v. All questions at a meeting shall be decided by a majority of the votes of the members present. Each member of the Committee present at a meeting, including the Chair or acting Chair and ex-officio voting Board members, shall be entitled to one vote, unless said committee members are non-voting members of the committee and any motion on which there is equality of votes shall be deemed to have been defeated.
- vi. When deemed necessary, a resolution signed by all members of a committee shall have the same force and effect as if passed at a regularly constituted meeting of that committee.
- vii. 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.
- viii. The Secretary of a committee shall issue, or cause to be issued, notices of all meetings of such committee, when directed to do so.
- ix. If a committee does not appoint its own Secretary, the Secretary of the Board shall act as Secretary of such committee.
- x. Three voting members of the Board (including ex-officio voting Board members) shall constitute quorum for all Committees.

## **GENERAL**

- 10.
  - i. The President and Vice-Chancellor shall be the chief executive officer of the University and chair of the Senate and shall have supervision over and direction of the academic work and general administration of the University and the teaching staff thereof, and the students thereof, and the officers and servants thereof, and also shall have such other powers and duties as may from time to time be conferred by the Board.
  - ii. A Vice-President shall act for the President and Vice-Chancellor in such matters as the President and Vice-Chancellor may within his/her own powers delegate to him/her. In case of the absence or illness of the President and Vice-Chancellor, a Vice-President shall perform the duties of the President and Vice-Chancellor except in matters which under the provisions of the Act of Incorporation are within the powers of the President and Vice-Chancellor only.
  - iii. The Secretary of the Board shall be directly responsible to the Board and shall have charge of the corporate seal, books and records of the Board.
  - iv. The Secretary of the Board shall perform such additional duties as may from time to time be assigned by the Board.
  - v. The Secretary of the Board shall issue or cause to be issued notices of all meetings of the Board, when directed so to do.
  - vi. The Board may from time to time appoint an Acting Secretary of the Board to perform the duties of the Secretary of the Board when the latter is unable by reason of absence or other cause to perform such duties.
  - vii. At the last meeting of the Board in the fiscal year, the Board shall elect a Chair for an initial term of no more than two (2) years to begin July 1<sup>st</sup> of the subsequent fiscal year, following a

- recommendation from the Governance Committee and any additional nominations submitted by Board members at large. Where a vacancy arises during the fiscal year, the Board may elect a Chair to complete the term of the departed Chair.
- viii. At the first meeting of the Board in each fiscal year the Board shall elect and appoint a Vice-Chair following a recommendation from the Governance Committee and any additional nominations submitted by Board members at large. The term of the Vice-Chair shall be generally for one (1) year and no more than two (2) years. Where a vacancy arises during the fiscal year, the Board may elect a Vice-Chair to complete the term of the departed Vice-Chair.
  - ix. The Board, on the recommendation of the President and Vice-Chancellor, may from time to time prescribe the duties of officers and employees of the University, provided that the duties so prescribed are not inconsistent with the Act of Incorporation or the bylaws of the Board from time to time in force.

### **CONDUCT OF BOARD MEETINGS**

- 11.
  - i. A motion must be moved and seconded before the subject matter of the motion is open for debate.
  - ii. General custom permits the withdrawal of a motion by consent of the mover and seconder, but if either objects the motion must be put to a vote. This applies to both substantive motions and amendments.
  - iii.
    - a) An amendment to a motion must fall within one of the following categories:
      - i. The deletion of certain words
      - ii. The addition of certain words
      - iii. The deletion of certain words and substitution of others in their place. A motion which would nullify the main motion is not an amendment and cannot be introduced.
    - b) There cannot be more than two amendments before the meeting at one time but when one of these has been accepted or rejected another amendment may be introduced but only if it is different in purport from one previously defeated.
    - c) Voting is as follows:
      - i. On the amendment to the amendment, or the second amendment.
      - ii. On the amendment.
      - iii. On the motion if amendments have been defeated or on the motion as amended if an amendment has carried.
  - iv. Only on a point of order or privilege can a member interrupt another member who is speaking, (except that with the consent of the speaker questions may be asked). If members feel that improper language has been used, irrelevant argument introduced, or a rule of procedure broken, that are entitled to rise to a point of order, interrupting the speaker. The point of order must be stated definitely and concisely. The Chair shall decide without debate, though he/she may ask opinions. The Chair should state his/her opinion authoritatively. The ruling may be appealed by the member who has risen to a point of order. If appealed, the Chair states the decision on the point of appeal and then puts the question which is not debatable: "Shall the decision of the Chair stand as the judgment of this meeting". If the motion is passed, this merely settles a point of procedure and is not a vote of confidence in the Chair.

- v. If a member feels that a statement reflects on his/her reputation or that of the Board, the Committee or the University, he/she is entitled to raise a "question of privilege". The procedure is the same as for a point of order.
- vi. A motion to adjourn may be moved at any time. It is not debatable except if it is sought to adjourn to a time other than the regular meeting time, when discussion is permitted on that point only. If the motion is passed, the meeting ends; if rejected, the business continues.
- vii. a) Irrelevant remarks should be stopped immediately by the Chair. A person who has already spoken on the question should not be allowed to speak again until all those desiring to speak have been heard (this at the Chair's discretion). No one may speak until they have been given the floor by the Chair. Speakers must address their remarks to the Chair and not to the meeting. Only one speaker may have the floor at a time.  
  
b) Procedure on special motions (this list is non exhaustive):
  - i. To adjourn (debatable as to time only)
  - ii. To take a recess (not debatable)
  - iii. To raise a point of order or a question of privilege (not debatable)
  - iv. To lay on the table (not debatable)
  - v. To limit or extend the limits of debate (not debatable)
  - vi. To postpone to a definite time (debatable)
  - vii. To postpone to an indefinite time (debatable)
  - viii. To rescind (debatable)
  - ix. To amend (debatable).

### **FISCAL YEAR**

- 12. i. The fiscal year of the University shall end on the 30th of April in each year.

### **BORROWING AUTHORITY**

- 13. i. Laurentian University of Sudbury is hereby authorized by resolution of the Board of Governors from time to time to:
  - a) borrow money on the credit of the University in such amounts, on such terms and from such persons, firms or corporations, including chartered banks, as may be determined by resolution by the Board;
  - b) make, draw and endorse promissory notes or bills of exchange;
  - c) hypothecate, pledge, charge or mortgage all or any part of the property of the University to secure any money so borrowed or the fulfilment 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 by resolution decide and pledge or sell such bonds, debentures and obligations for such sums and at such prices as the Board may by resolution 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.
- ii. The Board of Governors may by resolution, delegate to officers of the Board all or any powers necessary for the purpose of borrowing and giving security by the University to such extent and in such manner as the Board may determine.

**INDEMNITY OF BOARD MEMBERS**

14. i. Except in respect of an action to procure a judgement in its favour, and except as otherwise prohibited by law, every member of the Board or any committee or subcommittee of the Board and the heirs, executors and administrators and the estate and effects of each of them, 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 all costs, charges and expenses whatsoever (including amounts paid to settle an action or satisfy a judgement), that such member sustains or incurs in or about any civil or administrative action, suit, or proceeding that is brought, commenced or prosecuted against such member, for or in respect of any act, deed, matter or thing whatsoever, made done or permitted by such member's in or about the execution of the duties of such office, except such costs, charges or expenses as are occasioned by such member's own wilful neglect or wilful default. Provided however that, in exchange for the presentation of these provisions of indemnity, such indemnified member shall cooperate fully with the University in the defence of such proceedings and shall be subject to such direction as the University or the Counsel shall deem appropriate, failing which such provision of indemnity provided hereby shall forthwith lapse and be of no further force and effect.

**AMENDMENT OR REPEAL OF EXISTING BYLAWS**

15. i. Notice of motion to enact, amend, repeal any Bylaw of the Board shall be given at the meeting of the Board next preceding the meeting at which motion is to be presented.
- ii. Any such enactment, amendment or repeal must be approved at a meeting of the Board at which at least fifty percent of the voting Board members are present, by a two-thirds majority of the voting Board members present.

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*Last amended by the Board of Governors:  
- April 22, 2022*

Laurentian University

# Board Committee Restructuring

MARK JOHNSON

UNIVERSITY SECRETARY (INTERIM)



# Background

Causes of Insolvency + AG Report + Nous Report +  
Discussions with governors and management

**= Board committees at Laurentian need to be  
reformed and improved.**

**➔ Improved governance of the school**

# Current State

- ▶ **16 Governors spread across...**
- ▶ **9 main standing committees**
  - ▶ **Audit, Executive, Finance, Bilingualism, Nominating, Property & Planning, Research Ethics Board Liaison, Senior Management Review and Compensation, Staff Relations**
- + 6 other committees**
  - ▶ **Pension, LUNEC, Honorary Degrees, Alumni Association, Senate, Academic Planning Committee of the Senate**
- + Academic search committees**

# The Problems

- ▶ **Too many committees**
- ▶ **Committees are too large. Size is pre-CCAA.**
  - ▶ Reduced size of board in 2022. Committee sizes were not reduced.
- ▶ **Overtaxed governors.** Not core supervisory duties.
- ▶ **\*\*Governance gaps\*\*** (AG report, NOUS report)
  - ▶ Risk
  - ▶ Governance
  - ▶ Human Resources and Labour Relations
  - ▶ IT
  - ▶ Communications/Development
  - ▶ Student Experience/Research

# Comparators

- ▶ Examined seven other Ontario universities  
(Nipissing, Guelph, Ottawa, Western, Lakehead, Laurier, Trent, York)

## Observations

- ▶ All have significantly larger boards. **KEY POINT!**
  - ▶ Laurentian: 16, Nippissing 26, Guelph 24, Ottawa 32, Western 30, Lakehead 30, Laurier 34, Trent 26, York 32
- ▶ Most combine finance and property (or audit).
- ▶ All have governance.
- ▶ Audit and risk are combined.
- ▶ Nominating falls under another committee, usually governance.
- ▶ Executive has a broader mandate, e.g. HR
- ▶ Property/plant combined with finance.

# Proposal

- ▶ Create Governance. Fold in Nominating. (Recommended by Nous.)
- ▶ Merge Finance with Property & Planning.
- ▶ Merge the two HR committees.
- ▶ Enhance Audit with risk and IT. (Recommended by Nous.)
- ▶ Eliminate Executive.
- ▶ JCOB could be enhanced to Bilingualism, Culture, and Student Life (Recommended by Nous.)
- ▶ Eliminate Research Ethics Board Liaison Committee
  
- ▶ **Result.**
  - ▶ **Standing Committees = 9 reduced to 5**

# Proposal

## BEFORE (# of members)

Finance (9)

Audit (8)

Nominating (4)

Executive (8)

Property Dev. & Planning (6)

Bilingualism (8)

Senior Mgmt. Review & Comp. (4)

Staff Relations (4)

Research Ethics Board Liaison (8)

## AFTER

Finance and Property (5)

Audit and Risk (5)

Human Resources (5)

Governance and Nominating (5)

Bilingualism, Culture, and Student Life (4)

## SIZE

4 and 5 voting members

# Mandates

## Finance and Property

- Budget and financial planning
- Financial oversight
- Investments, pensions & endowment
- Buildings and land
- Large cap. expenditures
- Campus plan

## Audit and Risk

- Annual audit
- Auditors
- Financial accuracy
- Enterprise risk
- IT
- Whistleblowers

## Governance

- Board performance
- Governor performance
- Nominations
- Governor onboarding
- Board development

## Human Resources

- All HR matters
- Pres. and senior mgmt. review
- Workplace culture
- Recruitment and retention
- Salary grids
- Collective bargaining

## Biling., Student Life & Culture

- Bilingualism
- Tri-cultural mandate
- Student experience

# Process

- ▶ No Change to LU Act
- ▶ New Committee Structure:
  - ▶ Board by-law change
    - ▶ Two public board meetings
      - ▶ First: Provide notice. Special meeting. May 2023
      - ▶ Second: Approve with 2/3 majority. Regular board meeting. June 2023
- ▶ New Terms of Reference
  - ▶ Resolution of the board.
  - ▶ Allows new committees to create and finalize their terms of reference

Consultations:      Executive committee  
                                 Management  
                                 Full board



# Other Clean Ups?

## ▶ **Outsiders on committees**

- ▶ LU Act, 18(4)(b)(ii) prevents that committee from approving anything.
- ▶ **Solution**: Remove outsiders.

## ▶ **Search committees for academic administrators**

- ▶ Two governors on each committee. Overtaxed governors.
  - ▶ Not needed. Difficult to find volunteers. Difficult time commitment. Not their core duty.
- ▶ **Solution**: Remove directors from academic search committees.



**BOARD OF GOVERNORS**

<b>Agenda Title</b>	<b>Election of Chair, Board of Governors</b>
<b>Date:</b>	June 7, 2023
<b>Agenda Item Number:</b>	4.1
<b>Open/closed session:</b>	OPEN
<b>Action Requested</b>	<input checked="" type="checkbox"/> <b>For Approval</b> <input type="checkbox"/> For Information
<b>Proposed by:</b>	Board Nominating Committee
<b>Presenter(s):</b>	Laura Kurkimaki, Acting Chair, Nominating Committee Mark Johnson, Interim University Secretary

**1. PURPOSE**

To elect the Board Chair to be effective upon the departure of the incumbent Chair, Jeff Bangs. The Board Chair is an ex-officio voting member to all Board Standing Committees.

**2. SYNOPSIS**

In accordance with the General Board Bylaws, *“at the last meeting of the Board in the fiscal year, the Board shall elect a Chair for an initial term of no more than two (2) years to begin July 1st of the subsequent fiscal year, following a recommendation from the Nominating Committee and any additional nominations submitted by Board members at large. Where a vacancy arises during the fiscal year, the Board may elect a Chair to complete the term of the departed Chair.”*

The Board Nominating Committee is charged with responsibility to make a recommendation to the Board of Governors for the position of Chair of the Board of Governors.

**3. RESOLUTION TO CONSIDER:**

*BE IT RESOLVED,*

THAT the Board of Governors elect *Mr. Vernon Cameron* as Chair of the Board of Governors for a period of two year(s), commencing on July 1, 2023 at the close of June 30, 2025, as recommended by the Board Nominating Committee, and as presented at its meeting of June 7, 2023.

**4. RISK ANALYSIS**

Please note below the specific institutional risk(s) this proposal is addressing.	
<input type="checkbox"/> Enrolment Management <input type="checkbox"/> Faculty and Staff <input type="checkbox"/> Funding and Resource Management <input type="checkbox"/> IT Services, Software and Hardware <input checked="" type="checkbox"/> <b>Leadership and Change</b> <input type="checkbox"/> Physical Infrastructure	<input checked="" type="checkbox"/> <b>Relationship with Stakeholders</b> <input checked="" type="checkbox"/> <b>Reputation</b> <input type="checkbox"/> Research Enterprise <input type="checkbox"/> Safety <input checked="" type="checkbox"/> Student Success

**5. ALIGNMENT WITH STRATEGIC OBJECTIVE**

Executive leadership renewal.

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**A Background/Issue Description**

Through the continued efforts of the Nominating Committee, the Board of Governors is striving to fill current Board vacancies with a broad and diverse lens to help promote good governance.

**B Benefits**

The Board Chair represents the Board of Governors and normally serves as its spokesperson. A critical duty of the Chair is to assume an official signatory responsibility of the University. The Board Chair assumes a valuable link between the Board, University President, Government Officials, and the broader university and public community.

The timely replenishment of this key position to the Board helps to foster the continuity of a solid board structure, steward good governance processes, and promote a positive and responsive board governance environment.

**C Consultations**

- Board Nominating Committee – February 1, 2023
- Board Nominating Committee – March 23, 2023
- Board Nominating Committee – May 10, 2023

**D Next Steps**

A working timeline is provided below:

**Board Chair Renewal**

Recommendation:	By the Nominating Committee (NC)	May 24, 2023
Nomination Period:	University Secretary finalizes the slate of nominations for election held to declare final candidate	May 24 – June 7, 2023
Election:	Held by the Board of Governors	June 7, 2023
Term Duration:	Upon approval, the Board Chair’s 2-year term runs July 1, 2023 to June 30, 2025	July 1, 2023

**E APPENDICES**

N/A