

SPECIAL MEETING

BOARD OF GOVERNORS OF LAURENTIAN UNIVERSITY

Friday, December 9, 2022
9:00 a.m. to 9:15 a.m. – Public Session
9:15 a.m. to 10:30 a.m. – Closed 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
ACTION ITEMS				
1.	Adoption of Agenda		J. Bangs	9:00 – 9:05
2.	Declaration of Conflicts of Interest		J. Bangs	9:05 – 9:10
3.	3.1 Approval of Proposed Amendments to the General Bylaws of the Board of Governors of Laurentian University	3	J. Bangs	9:10 – 9:15
OTHER ITEMS				
4.	Chair's Items		J. Bangs	9:15
ADJOURNMENT				
5.	Adjournment		J. Bangs	9:15

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

**SPECIAL MEETING OF
BOARD OF GOVERNORS OF LAURENTIAN UNIVERSITY**

Friday, December 9, 2022 at 9:15 – 10:30 a.m.

Via Zoom

CLOSED AGENDA

No.	ITEM	PG	LEAD	TIME
CLOSED ACTION ITEMS				
1.	Adoption of the Closed Session Agenda		J. Bangs	9:15-9:20
2.	Declaration of Conflicts of Interest		J. Bangs	9:20
3.	Post-Emergence CCAA Issues		J. Bangs	9:20-9:50
4.	Property Development and Planning Committee: Recommendation for Approval 4.1 <i>Term Sheet with Infrastructure Ontario</i>		D. Harquail	9:50-10:10
5.	Nominating Committee 5.1 Approval of board member		R. Brouillette	10:10-10:30
IN CAMERA (BY INVITATION ONLY)				
6.	In Camera Discussion		J. Bangs	10:30
ADJOURNMENT				
7.	Adjournment of Closed Session		J. Bangs	10:30

FOR ACTION

***Resolution of the Board of Governors on recommendation of the Executive Committee
Re: Proposed Amendments to the General Bylaws of the Board of Governors
Presented at the Board of Governors meeting of December 9, 2022***

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 by way of the Notice of Proposed Amendments to the General Bylaws of the Board of Governors dated December 2, 2022.

MOVED BY: _____
signature

SECONDED BY: _____
signature

UNIVERSITY SECRETARY (INTERIM)



PROPOSED AMENDMENTS TO THE
GENERAL BYLAWS OF THE
BOARD OF GOVERNORS OF LAURENTIAN UNIVERSITY

TO: Board of Governors
FROM: Executive Committee
DATE: December 9, 2022
RE: Bylaw amendment recommendations

In accordance with the *General Bylaws of the Board of Governors of Laurentian University* (“Bylaws”), Notice was given on December 2, 2022 at the meeting of the Board of Governors that the Bylaw amendments as referenced in this Notice, and further outlined in the appended “redlined” Bylaw document, would be considered for approval at a Special Meeting of the Laurentian University Board of Governors (“Board”).

BACKGROUND

- The University General Bylaws of the Board of Governors of Laurentian University were last amended and approved at the April 22, 2022 meeting of the Board.
- The Amended CCAA Plan of Compromise and Arrangement (“The Plan”) was approved by the Creditors on September 14, 2022 and approved by the Court on October 5, 2022 as part of the Sanction Order.
- Article IV, Section 4.1 (g) of the Plan provides as follows:

“within 60 calendar days following the Plan Implementation Date, the Applicant will make amendments to the Bylaws of the Board of Governors consistent with the following principles:

- (i) establishing certain minimum requirements of the Board of Governors regarding the skillset and diversity of the Board of Governors that are consistent with best practices of other Ontario post-secondary education organizations;*
- (ii) including maximum terms of appointment to the Board of Governors; and*
- (iii) requiring regular ongoing training for current and future members of the Board of Governors;”*

- The amendments proposed for the Bylaws in **sections 2iv and 2v** are provided for review and approval. These amendments have been reviewed and confirmed as appropriate by University and Board Counsel, Weir & Foulds LLP. The redline copy of the amended Bylaws is Item 3.1c and clean copy of the proposed Bylaws is Item 3.1d.

- An additional amendment is proposed at **section 2iii.a** to enable the Board to appoint governors for terms of less than three (3) years. Particularly with the heightened level of Board renewal currently underway, it would be advantageous for the terms of governors to be staggered to ensure that there can be an orderly renewal undertaken in the coming years for the Board.
- On November 14, 2022, the Board Executive Committee voted unanimously in favour of recommending the proposed revisions to the *General Bylaws of the Board of Governors* (as presented) to the Board for final approval.

THE BOARD OF GOVERNORS OF LAURENTIAN UNIVERSITY



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 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 Nominating Committee of the Board.
- iii.
 - a) All voting members except the person elected from student nominations shall hold office for a period of **up to** 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~~ **three** consecutive terms, excluding the balance of a partial term.
 - b) Notwithstanding ~~IV iv a) and iv c)~~ the number of terms of a voting Board member serving as Chair, ~~or Vice-Chair, or Past-Chair~~ **may be extended by the Board for a maximum of two years subject to the concurrence of the authority which appointed or elected such member.**
 - c) A former voting member may be eligible for re-election **or appointment** after a lapse of ~~one~~ **two years after the expiration of the third of three consecutive terms.**
 - d) **This section does not apply to the President and Vice-Chancellor of the University.**
- v.
 - a) **In relation to the membership of the Board, the Board will:**

(i) ensure that the majority of voting members are external to the University (being individuals who are not students, members of the teaching staff or non-teaching employees of the University);

(ii) take diversity, equity, inclusion, and Indigeneity into account with respect to both its own composition as well as that of its committees, subcommittees, and working groups;

(iii) ensure that the skillset of the Board reflects the needs of a post-secondary education governing body, including areas of expertise such as governance, finance, legal, audit, risk management, senior management, strategic planning, human resources, real property and capital planning, and

(iv) ensure that all current and future Governors participate in regular ongoing training relevant to a post-secondary institution governing body.

- 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 COMMITTEE

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

- 11.
 - 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 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.
- 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.
 - 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. i. The fiscal year of the University shall end on the 30th of April in each year.

BORROWING AUTHORITY

- 14. 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. 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. 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.

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

THE BOARD OF GOVERNORS OF LAURENTIAN UNIVERSITY



INTERPRETATION

1. i. In these bylaws:
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 - 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.
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 - > Five members named by the Lieutenant Governor in Council
 - > Ten members elected by the Board.
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 - a) One from nominations submitted by the 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 Nominating Committee of the Board.
- iii.
 - a) All voting members except the person elected from student nominations shall hold office for a period of up to 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~~ three consecutive terms, excluding the balance of a partial term.
 - b) Notwithstanding iv a) and iv c) the number of terms of a voting Board member serving as Chair, or Vice-Chair, may be extended by the Board for a maximum of two years subject to the concurrence of the authority which appointed or elected such member.
 - c) A former voting member may be eligible for re-election or appointment after a lapse of two years after the expiration of the third of three consecutive terms.
 - d) This section does not apply to the President and Vice-Chancellor of the University.
- v.
 - a) In relation to the membership of the Board, the Board will:
 - (i) ensure that the majority of voting members are external to the University (being

individuals who are not students, members of the teaching staff or non-teaching employees of the University);

(ii) take diversity, equity, inclusion, and Indigeneity into account with respect to both its own composition as well as that of its committees, subcommittees, and working groups;

(iii) ensure that the skillset of the Board reflects the needs of a post-secondary education governing body, including areas of expertise such as governance, finance, legal, audit, risk management, senior management, strategic planning, human resources, real property and capital planning, and

(iv) ensure that all current and future Governors participate in regular ongoing training relevant to a post-secondary institution governing body.

- 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 COMMITTEE

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

- 11.
 - 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 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.
- 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.
 - 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. i. The fiscal year of the University shall end on the 30th of April in each year.

BORROWING AUTHORITY

- 14. 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. 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. 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.

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