

**Bylaws of the
Board of Regents**

**Memorial University of
Newfoundland**

December 2023

**BYLAWS OF THE BOARD OF REGENTS OF
MEMORIAL UNIVERSITY OF NEWFOUNDLAND**

Adopted at a meeting of the Board of Regents on May 25, 2009

Amended by resolution of the Board of Regents on March 17, 2016, August 25, 2011,
May 13, 2010, October 18, 2023

A. DEFINITIONS AND INTERPRETATION

1. Unless the context specifies or requires otherwise, where used in these Bylaws, the following terms shall have the following meanings:
 - (a) “Act” means [Memorial University Act, R.S.N.L. 1990, c. M-7](#), as amended, and all regulations thereto;
 - (b) “Board” means the Board of Regents of the University;
 - (c) “Chair” means the chairperson of the Board appointed pursuant to section 21 of these Bylaws;
 - (d) “Chancellor” has the meaning ascribed thereto under the *Act*;
 - (e) “Closed Session” has the meaning ascribed thereto in section 55 of these Bylaws;
 - (f) “Committee” means a standing or *ad hoc* committee or subcommittee of the Board appointed pursuant to section 62 of these Bylaws;
 - (g) “Committee Chair” means a chairperson of a Committee;
 - (h) “Committee Vice-Chair” means a vice-chairperson of a Committee;
 - (i) “*In Camera* Session” has the meaning ascribed thereto in section 59 of these Bylaws;
 - (j) “Meeting” shall mean a Regular Meeting or Special Meeting, as the case may be;
 - (k) “Member” means a member of the Board or a Committee, as the case may be;
 - (l) “President” has the meaning ascribed thereto under the *Act*;
 - (m) “Open Session” has the meaning ascribed thereto in section 52 of these Bylaws;

- (n) "Conflict of Interest Policy" means the document of the same name passed by resolution of the Board;
 - (o) "Regular Meeting" has the meaning ascribed thereto in section 35 of these Bylaws;
 - (p) "Secretary" means the secretary of the Board or Committee, as the case may be;
 - (q) "Special Meeting" has the meaning ascribed thereto in section 37 of these Bylaws;
 - (r) "Student Member" has the meaning ascribed thereto in section 8 of these Bylaws;
 - (s) "Terms of Reference" has the meaning ascribed thereto in section 62 of these Bylaws;
 - (t) "University" means Memorial University of Newfoundland and its affiliated colleges, institutes and separately incorporated entities;
 - (u) "Vice-Chair" means the vice-chairperson of the Board as elected pursuant to section 22 of these Bylaws;
 - (v) "Vice President" has the meaning ascribed thereto under the *Act*.
 - (w) "Majority" means a simple majority of 50 percent plus one vote unless specified otherwise.
2. Except as may be otherwise provided herein and unless the context specifies or requires otherwise, wherever used in these Bylaws, terms defined in the *Act* shall have the meanings ascribed to them in the *Act*.
 3. The captions and headings in these Bylaws are for the convenience of reference only and shall not affect the interpretation of any provision of these Bylaws nor shall they affect the scope or intent of the same.
 4. These Bylaws shall be interpreted in accordance with the laws of the Province of Newfoundland and Labrador.
 5. Wherever the singular is used, it shall be deemed to extend to and include the plural.
 6. Any provisions of these Bylaws that are invalid or unenforceable may be severed, and the severance thereof shall not affect the validity or enforceability of any other provision of these Bylaws.

B. ELECTION OF BOARD MEMBERS

7. The election and appointment of Members of the Board shall be governed by the provisions of the *Act* in respect to number, eligibility for election and term of office.

C. COMPOSITION OF THE BOARD

Membership Generally

8. In accordance with the provisions of section 22 of the *Act*, the Board shall consist of thirty (30) Members. The membership of the Board shall be made up as follows:
 - (i) the Chancellor of the University;
 - (ii) the President and Vice-Chancellor of the University;
 - (iii) the Vice-President and Pro Vice-Chancellor of the University;
 - (iv) six (6) members elected by the alumni association of the University;
 - (v) seventeen (17) members appointed by the Lieutenant-Governor in Council, of whom three (3) shall be the same persons who are appointed pursuant to subsection 10(2.1) of the *College Act, 1996*; and
 - (vi) four (4) members appointed by the Lieutenant-Governor-in-Council, being full-time students of the University who meet the requirements set out in subsection 22(2)(d) of the *Act* (the "Student Members").
9. In accordance with section 25 of the *Act*, at no time shall the Board be comprised of less than eight (8) Members.

Term of Office

10. In accordance with section 26(1) of the *Act*, and subject to section 11 hereof, each Member shall hold office for a term of three (3) years.
11. In accordance with sections 26(3) and 26(4) of the *Act*, a Student Member shall hold office for a term of two (2) years, provided they remain a full-time student of the University and meet such academic requirements as may be prescribed from time to time by the *Act*.
12. In accordance with section 27(1) of the *Act*, a Member appointed to the Board shall be eligible for reappointment.
13. In accordance with section 27(2) of the *Act*, a Member elected to the Board shall be eligible for re-election, but shall not hold office for more than six (6) consecutive years.

14. In accordance with section 30 of the *Act*, where a vacancy occurs in respect of an elective or appointed Member of the Board, the Lieutenant-Governor-in-Council shall appoint a person to fill the vacancy. In the case of an elective Member, the person so appointed shall hold office only until the next meeting of the convocation when the convocation shall elect from among its members a person to fill the vacancy. In the case of an appointed Member, the person so appointed shall hold office only for the remainder of the term for which their predecessor was appointed.

Disqualification from Office

15. In accordance with section 26(2) of the *Act*, an elected Member shall vacate their office if they are no longer a member of the convocation of the University.

16. In accordance with sections 31(1) and 31(3) of the *Act*, no person may be appointed or elected to the Board who is a member of the teaching staff of the University or an affiliated college or institution, except those appointed by the Lieutenant-Governor-in-Council under Section 22(2)(c) of the *Act*.

17. In accordance with sections 31(2) and 31(3) of the *Act*, a Member shall vacate their office upon accepting or occupying an office or position as a member of the teaching staff of the University or an affiliated college or institution, except those appointed by the Lieutenant-Governor-in-Council under Section 22(2)(c) of the *Act*.

18. In accordance with sections 32(1) and 32(2), a Member other than those referred to in sections 8 (ii) or 8 (iii) hereof shall vacate their office upon receiving or becoming entitled to receive remuneration from money of the University, except those appointed by the Lieutenant-Governor-in-Council under Section 22(2)(c) of the *Act* who is a member of the teaching staff of the university or an affiliated college.

19. The Secretary shall maintain records of the service of Members appointed to the Board and shall notify the appropriate authority of the expiration of a Member's term of office at least six (6) months in advance of the expiration date.

20. In accordance with section 29 of the *Act*, in the case of a vacancy on the Board caused by death, mental incompetence, resignation or otherwise, which happens before the term of office for which a Member has been appointed or elected has expired, a declaration of the existence of the vacancy shall be entered upon the minutes of the Board by the Secretary.

D. OFFICERS OF THE BOARD

Chair and Vice-Chair

21. In accordance with section 22(3) of the *Act*, the chairperson of the Board shall be appointed by the Lieutenant-Governor-in-Council (the “Chair”).
22. The Board shall elect one of its Members to act as vice-chairperson of the Board for a term of two (2) years (the “Vice-Chair”). The Vice-Chair may stand for re-election at the end of the term.
23. At least one (1) month prior to the expiry of the term of office of a Vice-Chair, the Chair shall call for nominations from Members for the office of Vice-Chair. Members shall then submit nominations in writing to the Secretary no later than three (3) days prior to the next scheduled Regular Meeting, and each such nominee shall constitute a “Nominee” for purposes of these Bylaws. The Secretary shall compile a list of all Nominees and circulate it to the Members prior to such meeting, at which the Members shall elect a Vice-Chair. The election shall proceed by way of written ballot among Members, with each Member having one (1) vote, except Nominees who shall abstain from voting. The election shall take place under the direction of the Chair. A declaration by the Chair that a Vice-Chair has been elected shall be final and binding and constitute evidence of the due election of such Vice-Chair by the Board. The Nominee with the largest number of votes shall be declared by the Chair to be the Vice-Chair. In the event of a tie, the Chair shall have the casting vote.
24. In accordance with section 22(4) of the *Act*, the Chair shall be the presiding officer at all Meetings of the Board. The Chair shall also carry out such other duties as the Board may prescribe from time to time. In case of the absence or disability of the Chair, or in the case of there being a vacancy in the office of Chair, the Vice-Chair shall possess the powers and perform the duties concerning the office of Chair.
25. The Chair of the Board shall be the spokesperson for the Board with respect to all public matters and in consultation with the Board shall determine the items that they release publicly on behalf of the Board.
26. In accordance with section 23 of the *Act*, in the event of the disability or absence from the province of the Chair or Vice-Chair, the Board may appoint one (1) of the Members to be acting-chairperson during such disability or absence. The election of an acting-chairperson shall be by way of majority vote of the Members.

Secretary

27. The Board shall appoint a Secretary.
28. The Secretary shall attend all Meetings of the Board and its Committees and shall:
 - (i) record minutes of all proceedings;

- (ii) provide copies of such minutes to all Members prior to the next Regular Meeting of the Board, with all matters discussed by the Board during closed sessions to be included in a separate section of such minutes;
- (iii) make a copy of minutes from open sessions available to the public;
- (iv) make a copy of minutes from closed sessions, duly edited for confidential or time sensitive information, available to the public;
- (v) maintain the confidentiality of minutes from *in camera* sessions, available only to Members and others attending such sessions;
- (vi) In consultation with the Chair, the President and other officers of the University if appropriate and necessary, prepare an agenda for each Regular Meeting of the Board;
- (vii) give, or cause to be given, all notices required to be given to Members as well as such agenda and related documents as may be necessary for any Meeting of the Board;
- (viii) be responsible for the arrangement of Meetings of the Board;
- (ix) be the custodian of the minutes, papers, records, documents and other instruments of the Board and Committees;
- (x) be responsible for the dissemination of decisions or instructions by the Board to all parties concerned unless otherwise ordered by the Board; and
- (xi) perform such other duties as may be prescribed by the Board from time to time.

29. The Secretary shall maintain a roll showing the names and addresses of each Member, which may be used for service of any notice required to be served or given under these Bylaws or the *Act*. To the extent the Board approves the giving or service of notices by means other than by post, each Member shall forthwith give to the Secretary such additional contact information as may be required by the Board to effect such service, and the Secretary shall maintain such information on the role of Members. In all cases, each Member shall maintain current contact information with the secretary.

30. As soon as possible after a Meeting, the Secretary shall provide the Chair with a draft of the Minutes of the Meeting in which at least the following is recorded

- (i) the deliberations and conclusions of matters discussed and
- (ii) particulars of each resolution voted on together with the results of the vote.

E. ROLES AND RESPONSIBILITIES OF THE BOARD

The Board

31. Section 33 of the *Act* sets out the General Powers of the Board and vests with it the management, administration and control of the property, revenue, business and affairs of the university. Section 34 of the *Act* sets out the Specific powers of the Board.

32. Other sections of the *Act* set out the remaining powers of the Board including the power to appoint the President. To remain compliant with the *Act* and to fulfill its statutory and stewardship roles, the following guidelines are intended to assist the Board:

- (i) Participates in setting long term vision, mission and strategic direction of the University in consultation with the President and the Senate
- (ii) Provides oversight for and monitors progress toward achievement of the University's goals
- (iii) Supports and defends the University's autonomy and bicameral system of governance
- (iv) Advocates on behalf of the University to the external community and conveys the needs of society to the University
- (v) Provides the University President with the support, authority and responsibility required to lead and manage its affairs successfully
- (vi) Assesses the performance and sets the compensation of the President
- (vii) Ensures appropriate financial and administrative controls are in place to oversee the management of the University's monetary, physical, and human resources; ensures the allocation of resources is consistent with the achievement of the University's objectives
- (viii) Encourages and fosters the realization of the University's fundraising and development activities
- (ix) Sets policy for the conduct of the Board's affairs and assesses its effectiveness
- (x) Approves policy in areas of mandated responsibility
- (xi) Provides statutory approval of University operations as required.

Members of the Board

33. Every Member shall exercise the powers and discharge the duties of their office diligently, in good faith and in the best interests of the University rather than in the interests of any other person, entity or constituency.

34. Members are expected to:

- (i) Be accountable for their actions
- (ii) Be familiar with and support the University's mission, strategic objective and operations and to keep apprised of its progress and developments
- (iii) Be cognizant of the University's culture, environment and its risk and the unique role the University plays in the province of Newfoundland and Labrador
- (iv) Be giving of their expertise
- (v) Support the University fund raising activities and contribute to the University to the extent of their abilities
- (vi) Prepare, attend and be punctual for Board meetings, Committee meetings and Board events and to be involved in Board and committee proceedings by listening, questioning issues and challenging administrators and Board colleagues in a respectful manner, and by participating in decisions
- (vii) Have a working knowledge of university governance and be familiar with the Board's bylaws and respect the difference between matters of governance (Board's responsibility) and matters of administration (President's responsibility)
- (viii) Maintain Board and University confidentiality
- (ix) Act in accordance with the Board Code of Conduct and Section H. hereto regarding conflict of interest.
- (x) Support and enhance the reputation of the University
- (xi) Accept and defend academic freedom, autonomy of the University and the practice of bicameral governance
- (xii) Recognize the President as the primary spokesperson for the University.

F. MEETINGS OF THE BOARD

Regular Meetings

35. The Board shall hold regular meetings ("Regular Meetings") in accordance with its schedule. The schedule shall be determined by the Board following a recommendation from the Secretary made in consultation with the President and Chair and where practical, prior to the commencement of each academic year of the University.

36. Agenda material for each Regular Meeting shall be given by the Secretary to all Members normally at least seven (7) days prior to the date of each such meeting. Agenda material, including all material to be presented and discussed at the Regular Meeting, shall be provided by electronic means where appropriate and feasible, or in print.

Special Meetings

37. A Special Meeting of the Board shall be held at the call of the Chair or a quorum of the Members of the Board (a "Special Meeting") when issues arise that require immediate consideration.

38. An agenda and other relevant material for each Special Meeting shall be given by the Secretary to all Members prior to the start of each Special Meeting. Agenda material, including all material to be presented and discussed at the Special Meeting, shall be provided by electronic means where appropriate and feasible, or in print.

39. Only those items placed on the agenda of a Special Meeting may be put before the Board at a Special Meeting.

Attendance at Meetings

40. Attendance of members at regular or special meetings shall be in person whenever possible. However, some members may meet by electronic means. Teleconference or electronic facilities must permit all persons participating in the Meeting to hear each other simultaneously and instantaneously. A Member participating by electronic means is deemed to be present at the meeting.

41. Where any Meeting involves the use of electronic means, the Secretary shall ensure that those Members participating by such means are able to do so in a secure manner.

42. The Chair of the Board may, in exceptional circumstances, decide to conduct a meeting on a particular matter by an electronic (online) vote where, in the view of the Chair:

- a. a decision of a matter is required before the next regularly scheduled meeting of the Board,
- b. items in question are not controversial and do not require extensive background and explanation, and
- c. it would be impractical to schedule a special meeting of the Board.

43. The approval of a resolution by electronic vote shall have the same force and effect as if passed at a regularly constituted meeting of the Board.

Procedures at Meetings

44. Any notice required to be given to any person pursuant to these Bylaws or the *Act* shall be given in writing to the last address given by or on behalf of each such person to the Secretary of the Board; provided, however, notices may additionally or alternatively be given by such other means as the Board may approve by a majority vote, including notice by e-mail and other electronic means.
45. All Members shall be entitled to attend a Meeting. In addition, the following persons shall be entitled to attend such Meetings, including closed sessions, as invitees unless the Chair determines otherwise:
- (i) The Vice-Presidents;
 - (ii) Executive Director to the Board; and
 - (iii) General Counsel to the University.
46. Each Member, including the Chair, shall have one (1) vote if present at a Meeting and no other individual shall be entitled to vote in respect of any matter before the Board. Unless otherwise provided in these Bylaws or the *Act*, every motion submitted to a Meeting shall be decided by a majority of votes given on a show of hands or, where Members are permitted to participate in a Meeting by other means, on a poll taken of all Members participating in the Meeting. Votes shall be counted by the Chair, and a declaration by the Chair that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favor of or against the resolution. If a vote on a motion is tied, the motion is defeated.
47. All persons invited to attend a Meeting shall be permitted to speak but shall not have a vote on any motions put before the Board.
48. Meetings shall be held in a suitable and convenient location, normally on one of the campuses of the university, as directed by the Chair, in consultation with the Executive and Governance Committee.
49. In accordance with section 24 of the *Act*, seven (7) Members shall constitute a quorum for the transaction of business at any Meeting.
50. Unless the Meeting is a Special Meeting, or unless otherwise directed by the Chair, the order of business to be conducted at Meetings shall be as follows:
- (i) Approval of agenda;
 - (ii) Approval of minutes of the previous meeting;
 - (iii) Report of the Chair;
 - (iv) President's report;
 - (v) Consent agenda;
 - (vi) Major items for discussion;
 - (vii) Items for discussion; and

(viii) Items for information.

51. Minutes of Meetings should be signed by the Chair or the Vice-Chair at the meeting at which they are verified, and when so signed, the minutes are deemed to be true and accurate.

Open Session

52. Meetings may be open to members of the University community and the community-at-large, subject to limitations of available space and except during those portions designated closed or *in camera* sessions as per sections 55 and 58.

53. The Board may make additional rules about the method of voting at Meetings and proceedings at them, including but not limited to provision for electronic (on-line) voting.

54. Application for admission to open sessions, other than by invitation, shall be made to the Secretary to the Board. All members and all other persons in attendance at any Meeting shall observe rules of decorum, and the Chair or a majority of the Board may require any person to leave any meeting if, in the discretion of the Chair or a majority of the Board, such person acts contrary to good order and decorum. Those in attendance shall not be permitted to use cameras or other electronic record or broadcast proceedings of the Board unless permission is granted by the Chair or a majority vote of the Board and subject to such conditions as the Board may impose.

Closed Session

55. Where deemed appropriate by the Chair or a majority of the Members, the Board may consider any matter by way of a Meeting held in a closed session. Persons present at a Meeting of the Board other than Members shall not be permitted to participate in a closed session unless otherwise permitted by the Board Chair. The Chair of the Board may at any time during a meeting, declare the meeting, or any part thereof, a closed session. For greater certainty, but without limiting the foregoing, it generally will be appropriate for the Board to meet in a closed session to discuss matters concerning individual students, faculty or staff members, budget, finance, collective bargaining, legal advice and litigation, the acquisition or disposal of property and any other matters the disclosure of which might be prejudicial to the University or an individual (unless the consent of that individual to the discussion of such matters in an open forum is first obtained).

56. Where any matter to be discussed at a Meeting is of a confidential nature, the matter shall be designated as such on the agenda for that Meeting and described in a manner consistent with maintaining the confidentiality of such matter.

57. All materials or matters discussed at a closed session of the Board shall remain confidential to the Members and all others attending such sessions.

58. Any member of the Board who has a conflict of interest, as per the [Conflict of Interest Policy](#), may be excused.

In Camera Session

59. In conjunction with any meeting of the Board, the Chair may convene an *in camera* session subject to the following procedures.

- a) The purpose of an *in camera* session is to provide an opportunity:
 - i) For any member who may feel constrained during the meeting in expressing candid views or opinion on a matter pertaining to the Board or the University;
 - ii) For discussion of matters affecting Board effectiveness and efficiency. Including, but not limited to:
 - The quality or sufficiency of information or materials provided for the meeting;
 - The performance of the Board and the overall usefulness and quality of meeting;
 - The performance of management in support of the Board;
 - Topics or issues to be placed on the agenda for a future meeting;
 - Board development.
- b) Motions shall not normally be permitted during an *in camera* session.
- c) The *in camera* session shall be indicated on the agenda of the meeting.
- d) An *in camera* session held during a meeting shall be limited to the voting members of the Board, and others specifically invited by the Chair. The President and Vice-Chancellor and the Provost and Vice-President (Academic) may be excused by the Chair. As well, any member of the Board who has a conflict of interest may also be excused.

60. Where any matter to be discussed at a Meeting is of a confidential nature, such matter shall be designated as such on the agenda for that Meeting and described in a manner consistent with maintaining the confidentiality of such matter.

61. All material or matters discussed at an *in camera* session of the Board shall remain confidential to the Members and all others attending such sessions.

G. COMMITTEES

Establishment and Appointment of Committees

62. In accordance with section 34 of the Act, the Board may from time to time establish and appoint such committees (the "Committees") as it sees fit and determine the Terms of Reference of such committees, including the composition, duties and responsibilities of such Committees (the "Terms of Reference"). The Board shall provide each such Committee with a written outline of its respective Terms of Reference.

63. The Executive and Governance Committee shall conduct a comprehensive committee review every five years. Additionally, each Committee shall review its Terms of Reference every year, and where appropriate recommend any amendments to the Board for its approval.

Standing Committees

64. The Board shall establish the following Committees:

- (i) Executive and Governance
 - a. Joint Board-Senate Liaison Sub-committee
- (ii) Audit and Finance
 - a. Investment Sub-Committee
- (iii) Human Resources
- (iv) Physical and Digital Infrastructure
- (v) Committee to Hear Appeals Regarding Sexual Harassment and Sexual Assault
- (vi) University Benefits Committee
- (vii) University Pensions Committee

Committee Chairs

65. The Chair of the Board shall appoint the Members of each Committee, in accordance with the Terms of Reference of each such Committee, and shall appoint one Member of each Committee to serve as chair of that committee (the “Committee Chair”) and a second member to serve as vice chair of that committee (the “Committee Vice-Chair”) who will serve as Committee Chair at meetings where the Committee Chair is not present.

Subcommittees

66. A Committee may recommend to the Board the establishment of such subcommittees as the Committee deems necessary, the composition, duties and responsibilities of which shall be submitted to the Board for approval.

Composition of Committees

67. Unless otherwise stated, composition of each Board committee shall be constant with the [Terms of Reference](#) for each Committee. Normally, Members of the Board should serve on at least one committee and no more than three active committees, excluding the Executive and Governance Committee.

68. Each Committee Chair and Committee Vice-Chair shall hold office as chairperson and

vice-chairperson, respectively for one (1) year from the date of appointment, unless the Terms of Reference for such Committee provide otherwise.

69. The Secretary to the Board, or delegate, shall serve as the non-voting Secretary for each Committee.

Procedure at Committee Meetings

70. Each Committee shall meet at a time and place directed by the Committee Chair. Where practical, the Committee Chair, in consultation with the Chair of the Board, shall schedule all meetings of such Committee prior to the commencement of an academic year.

71. Notice of a meeting of a Committee (a "Committee meeting") shall be given to Members of each Committee by the Secretary. The accidental failure to give notice to any Member or any accidental irregularity in connection with the giving of notice shall not invalidate the proceedings at a Committee meeting.

72. The agenda for each Committee Meeting shall be prepared by the Secretary in consultation with the Committee Chair. The agenda and agenda material shall be circulated to all Members of the Committee at least seven (7) days prior to each Committee meeting.

73. Unless otherwise stated in the Committee Terms of Reference, a majority of the Members of a Committee shall constitute a quorum at any Committee meeting.

74. The approval of a resolution by electronic mail ballot shall have the same force and effect as if passed at a regularly constituted Committee meeting.

75. The Secretary shall keep a record of the proceedings of every Committee meeting.

76. Closed Session

- i. Meetings of Board Committees shall be held in closed session unless the Committee Chair or a majority of the Committee resolves to carry out a meeting or part of a meeting in open or *in camera* session.
- ii. Committee Members and others named in the Terms of Reference of the Committee shall attend the meeting. Additionally, meetings of Board Committees may be attended by any Board Members and others specifically invited by the Committee Chair; however, voting is restricted to Committee Voting Members as per the Terms of Reference of the Committee. Any Member of the Board who has a conflict of interest may be excused.
- iii. All matters discussed in closed session are considered confidential unless otherwise indicated by the Chair of the Committee.

77. Open Session

- a. Where deemed appropriate by the Committee Chair or a majority of the Members, the Committee may resolve to carry out a meeting or part of a meeting in an open session.
- b. Open sessions may be open to Members of the University community and the community at large, subject to limitations of available space. Admission to open sessions, other than by invitation, shall be made to the Secretary to the Committee. All Members and attendees are required to maintain decorum, and the Committee Chair or a majority of the Committee may require any person to leave the meeting if, at their discretion, such person acts contrary to good order and decorum.
- c. Recording or broadcasting proceedings shall not be allowed unless permission is granted by the Chair or a majority of the Committee, subject to such conditions as the Committee may impose.

78. In Camera Session

- a. Where deemed appropriate by the Committee Chair or a majority of the Members, the Committee may resolve to carry out a meeting or part of a meeting in an *in camera* session.
- b. An *in camera* session is an opportunity for any Member who may feel constrained during the meeting in expressing candid views or opinions on a matter pertaining to the Committee, the Board or the University or matters affecting the Committee's effectiveness and efficiency, such as assessing the quality and adequacy of meeting materials, evaluating the Committee's performance and the effectiveness of meetings, reviewing management's support to the Committee, and identifying topics or issues for future meeting agendas.
- c. Committee Members and others named in the Terms of Reference of the Committee shall attend an *in camera* session unless specifically excused by the Committee Chair. Additionally, a Committee *in camera* session may be attended by any Board Members and others specifically invited by the Committee Chair. Any Member of the Board who has a conflict of interest may be excused.
- d. Motions shall not normally be permitted during an *in camera* session.
- e. The *in camera* session shall be indicated on the record of the proceedings of the meeting.
- f. All material or matters discussed at an *in camera* session of the Committee shall remain confidential to the Members and all others attending such sessions.

H. CONFLICTS OF INTEREST

79. Each Member of the Board shall act in compliance with the Board's [Conflict of Interest Policy](#) in the discharge of their duties on the Board, Committees and Sub-Committees.

I. PROTECTION FROM LIABILITY INDEMNITY

80. Members of the Board are afforded the following protection from liability under the Act:

- a. A Member of the Board is not personally liable for loss or damage suffered by a person other than the University because of anything done or omitted to be done by that Member of the Board in the execution of the office or under, or in the exercise of or supposed exercise of, the powers given to the Board or to a Member of the Board under Section 45 (1) of the *Act*.
- b. Neither the Board nor a Member of the Board is liable for an act or omission of them in respect of an activity of students or on account of an act or omission of a student under Section 45 (3) of the *Act*.

Subject to the *Act*, specifically Section 45, and to any restrictions or conditions imposed on the University under applicable laws, the University shall indemnify each Member and Officer of the Board, each former Member and Officer of the Board and each individual who acts or acted at the Board's request as Member or Officer of the Board and their respective heirs and legal representatives against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by any such person in respect of any civil, criminal, administrative, investigative, arbitration, mediation, or other proceeding or investigation to which they are made a party or involved in by reason of being or having been a Member or Officer of the Board, provided that:

- (a) the individual acted honestly and in good faith with a view to the best interests of the University; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds to believe that the conduct was lawful.

82. Notwithstanding the above, the University's obligation to indemnify will not apply with respect to any costs, charges or expenses, including any amount paid to settle an action or satisfy a judgment relating to an action by or on behalf of the University against the Member of the Board.

As part of the above indemnity, Members of the Board will:

- a) provide written notice to the University as soon as reasonably possible upon becoming aware of any claim, demand, action, or proceeding;
- b) cooperate continuously and fully with the University and General Counsel, including attending hearings and trials, assisting in securing and giving evidence, and assisting in obtaining the attendance of witnesses;
- c) upon the University's request, assist in settling legal proceedings and in enforcing any right of contribution or indemnity against any person or organization who may be liable to the Member; and
- d) not, without the University's prior written approval, make any admission of liability nor voluntarily make any payment, assume any obligation, or incur any expenses.

SEAL

83. In accordance with section 34 of the *Act*, there shall be a corporate seal of the University and copies thereof as may be authorized from time to time by the Board and the custody of the seal and copies thereof shall be with the Board and such persons as the Board may from time to time designate.

AMENDMENT

84. These Bylaws may be amended in whole or in part by an affirmative vote of a majority of the Members.

85. A notice of motion, together with a draft of the proposed amendment to these Bylaws, shall be sent to each Member at least 30 days prior to the Meeting of the Board at which the amendment is to be presented.