

**BYLAWS OF THE
SEXUAL HARASSMENT BOARD**

**MEMORIAL UNIVERSITY
OF
NEWFOUNDLAND
SEPTEMBER 2021**

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Adopted at two meetings of the Sexual Harassment Board St. John's Component on November 17, 2021 and Grenfell Component on November 24, 2021.

Amended by resolution of the Sexual Harassment Board St. John's and Grenfell Components on November 17, 2021, November 24, 2021, January 28, 2014, February 29, 2008.

A bylaw relating generally to the transaction of the business and affairs of the Memorial University of Newfoundland Sexual Harassment Board, located at Memorial University of Newfoundland, St. John's and at Grenfell Campus in Corner Brook and hereinafter called "the Board".

1. DEFINITIONS AND INTERPRETATIONS

1.1 Definitions:

In this Bylaw and all other bylaws of the Board, unless the context otherwise specifies or requests:

- (i) "Board" means the Sexual Harassment Board, established under the authority of the President, pursuant to the *Terms of Reference*;
- (ii) "Bylaw" means any bylaw of the Board from time to time in force and effect;
- (iii) "Chair" means the chairperson of the Board elected pursuant to section C (vii) of the Terms of Reference for the Board;
- (iv) "Committee" means an ad hoc committee of the Board appointed by the Board;
- (v) "Committee Chair" means a chairperson of a Committee;
- (vi) "Meeting" shall mean a Regular Meeting or Special Meeting, as the case may be;
- (vii) "Member" means a member of the Board or a Committee, as the case may be;
- (viii) "Office" means Sexual Harassment Office established for the purposes of the Policy and Procedures;
- (ix) "Policy" means the Sexual Harassment and Sexual Assault Policy available at <http://www.mun.ca/policy/site/policy.php?id=192>;
- (x) "Procedures" means the *University-Wide Procedures for Sexual Harassment and Sexual Assault Concerns and Complaints* available at <http://www.mun.ca/policy/site/procedure.php?id=348>;

- (xi) “Regular Meeting” A regular meeting is the regular monthly meeting of the Board as set out in section D of the Terms of Reference or as otherwise requested at the call of the Chair;
- (xii) “Secretary” means the Secretary of the Board or Committee, as the case may be;
- (xiii) “Special Meeting” means a meeting convened at anytime outside the regular meetings when issues arise that require immediate consideration;
- (xiv) “Terms of Reference” means the Terms of Reference for the Sexual Harassment Board; and
- (xv) “University” means Memorial University of Newfoundland campuses and institutes.

1.2 Interpretations:

- (i) all terms contained in the bylaws which are defined in Policy shall have the meanings assigned to those terms in the Policy;
- (ii) words importing the singular number only shall include the plural and vice versa; wherever the singular is used, shall be deemed to extend to and include the plural and where one gender is used, it shall include all genders; and
- (iii) the headings used in the bylaws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

2. GUIDELINES FOR MEMBERSHIP APPOINTMENTS AND BOARD PARTICIPATION

2.1 All Members of the Board shall be governed by the Terms of Reference.

2.2 Voting members, including the board Chair, shall vacate their seat on the Board if/when they:

- (i) are no longer a member of the constituent group they have been appointed to represent;
- (ii) engage in behaviour that is contrary to and/or undermines the integrity of the Office or the Board;
- (iii) become known to the Advisor as a complainant or a respondent in an informal or formal complaint of sexual harassment including sexual assault; (seat to be vacated for the period of time as necessary for resolution);
- (iv) engage in behaviour, or acts as an advocate, in a manner that is not consistent with the mandate of the Board as set out in Terms of Reference;
- (v) fail to attend three (3) or more meetings of the Board in a calendar year without a reasonable excuse or expressed regrets; and
- (vi) if and when they by notice, in writing to the Chair, resign their membership within the two (2) year renewable term as outlined in section C(iii) of the Terms of Reference.

2.3 Secretary

- (i) the Board shall appoint the Sexual Harassment Office Administrative Coordinator in the role of Secretary;
- (ii) the Sexual Harassment Office Administrative Coordinator 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;
- (iii) in the case of a vacancy on the Board, a declaration of the existence of the vacancy shall be entered upon the minutes of the Board by the Sexual Harassment Office Administrative Coordinator;
- (iv) as Secretary to the Board, the Sexual Harassment Office Administrative Coordinator shall attend all Meetings of the Board and shall be responsible for the arrangement of Meetings of the Board;
 - (i) record minutes of all proceedings;
 - (ii) provide copies of such minutes through a secured format to all Members prior to the next Regular Meeting of the Board, with all matters discussed by the Board;
 - (iii) in consultation with the Chair/Sexual Harassment Advisor, prepare an agenda for each Regular Meeting of the Board;
 - (v) 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;
 - (vi) be the custodian of the minutes, papers, records, documents and other instruments of the Board;
 - (vii) be responsible for the dissemination of decisions or instructions by the Board to all members concerned unless otherwise ordered by the Board;
 - (viii) perform such other duties as may be prescribed by the Board from time to time;
 - (ix) 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. Each Member shall maintain current contact information with the Sexual Harassment Office Administrative Coordinator; and
 - (x) as soon as possible after a Meeting, provide the Chair and Sexual Harassment Advisor 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.

3. **CHAIR**

3.1 Chair:

- (i) the Chair shall be elected by a majority of voting Board Members at a meeting called annually by the Sexual Harassment Advisor;
- (ii) in the event of an absence of the Chair for a scheduled Board meeting, that an alternate Board member be identified in advance by the Chair in consultation with the Sexual Harassment Advisor;
- (iii) in the event of a disability or extended absence from the province of the Chair, the Board may appoint one (1) of the Members to be the Acting Chair during such disability or absence. The election of an Acting Chair shall be by way of majority vote of the Members present at a Special Meeting offered by the Sexual Harassment Advisor; and
- (iv) the Chair shall act as a spokesperson for the Board on matters as discussed and agreed upon by the Board.

3.2 Duties:

- (i) the Chair should preside at all meetings of the Board; and
- (ii) the Chair may exercise such powers to perform duties that may, from time to time, be assigned by the Board in accordance with the Terms of Reference.

3.3 Term of Office:

- (i) the Chair is be elected for a one-year renewable term as outlined in the Terms of Reference; and
- (ii) the completion of a term as Chair does not impact a person's ability to serve as a member of the Board for their respective constituent group.

3.4 Removal of Chair:

- (i) by unanimous vote of Board Members in attendance at a Board meeting, with an appropriate quorum as set out in 4.5 (ii), may remove the Chair prior to the expiration of their term and may appoint another Board member in their stead for the remainder of the term.

3.5 Remuneration

- (i) the Chair and voting members of the Board shall serve without remuneration, and neither the Chair nor any voting members of the Board shall directly or indirectly receive any profit or benefits from their position.

3.6 Members of the Board

- (i) members are expected to exercise the powers and discharge the duties of their office diligently, in good faith and in the best interests of the Sexual Harassment Office and the University rather than in the interests of any other person, entity or constituency;

- (ii) support and enhance the reputation of the Sexual Harassment Board and the University be accountable for their actions;
- (iii) be giving of their expertise;
- (iv) prepare, attend and be punctual for Board meetings.
- (v) be involved in Board proceedings by participating in decisions and decisions, in a respective manner;
- (vi) maintain Board confidentiality;
- (vii) act in accordance with Memorial University Conflict of Interest Policy hereto regarding Conflict of Interest:

Conflict of Interest — A conflict of interest exists in any situation where there is a potential divergence between a Member's personal interests and their obligations to the University such that an independent observer would reasonably question whether the Member's behaviour or decisions are in any way motivated by considerations of personal interest, financial or otherwise. A conflict of interest may be real, perceived or potential. A conflict of interest does not necessarily imply wrongdoing as a conflict of interest depends upon the circumstances and not on the character of a Member. In addition, the presence of a real, perceived, or potential conflict of interest does not necessarily preclude the involvement of the Member, but it does mean that the conflict be disclosed by the Member, and any

allowed, managed or disallowed decision be recorded appropriately.

4. MEETINGS OF THE BOARD

4.1 Place of Meetings:

- (i) meetings shall be called by the Chair and held in a suitable and convenient location, normally on one of the campuses of the University.

4.2 Notice:

- (i) Regular Meetings:
 - notice of regular meetings of the Board shall be provided by the Sexual Harassment Office Administrative Coordinator, stating the day, time and place of the meeting and shall be provided to each Board member at least three (3) business days before the meeting is to take place;
 - agenda items for each Regular Meeting shall be shared with all Members at least three (3) days prior to the date of each such meeting;

- agenda items and other materials required for the transaction of the business and affairs of the Board shall be provided in print at the said meeting and retrieved by the Sexual Harassment Administrative Coordinator following the meeting;
- a non-quorum count does not prohibit meetings of the board; and
- the Sexual Harassment Office monthly Activity Report of the Sexual Harassment Advisor shall be documented in the minutes of the meeting.

(ii) Special Meetings

- a special meeting of the Board may be convened without formal notice at the request of the Chair or the Sexual Harassment Advisor; and
- an agenda and other relevant material for each Special Meeting shall be provided to all Members prior to the commencement of each Special Meeting. Agenda material, including all material to be presented at the Special Meeting, shall be provided in print. All meeting materials after the said meeting will be retrieved by the Sexual Harassment Office Administrative Coordinator.

4.3 Attendance at Meetings

- (i) attendance of members at regular or special meetings shall be in person whenever possible. However, some members may meet by teleconference or other 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 teleconference or other electronic means is deemed to be present at the meeting.
- where any Meeting involves the use of teleconference or other electronic means, the Administrative Coordinator shall ensure that those Members participating by such means are able to do so in a secure manner;
 - the Chair or the Sexual Harassment Advisor of the Board may, in exceptional circumstances, decide to conduct a meeting on a particular matter by an electronic (online where respective members have waived their in person vote) 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;
 - c) it would be impractical to schedule a special meeting of the Board; and
 - 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.

4.4 Procedures at Meeting

- (i) any notice to any person pursuant to these Bylaws shall be in writing by the Sexual Harassment Office Administrative Coordinator of the Board to the last address given by or on behalf of each such person. However, such notice including notice by e-mail and other electronic means or also by other means as the Board may approve by a majority vote;
 - as determined by the Board for educational purposes Non-Board persons can attend such Meetings as invitees during the presentation time only;
 - each Member, including the Chair, shall have one (1) vote. at a Meeting and no other individual shall be entitled to vote in respect of any matter before the Board. every motion submitted to a Meeting shall be decided by a majority of votes of those in attendance by any means;
 - votes shall be counted by the Chair, and a declaration by the Chair that a resolution has been carried or not; and
 - 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) Items for discussion;
 - (iv) Items for information; and
 - (v) The Sexual Harassment Advisor's monthly report.

4.5 Quorum and Voting:

- (i) one can vote electronically. 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. In the event, one cannot attend in person, or via teleconference;
- (ii) only board member appointed by their constituencies at the time of the meeting shall be counted as Quorum;
- (iii) unless otherwise stated in the bylaws, a quorum for the transaction of business at meetings of the board or components of the board, shall be a majority of the members attending the meeting; and
- (iv) each Member shall have one (1) vote and in the case of an equal number of votes, the Chair of the meeting shall have a second or casting vote.

4.6 Powers:

- (i) a meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions for the time being vested in or exercisable by the Board generally.

4.7 ByLaws: (Amendment)

- (i) these Bylaws may be amended in whole or in part by an affirmative vote of a majority of the Members in attendance by any means or electronically; and
- (ii) 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.

4.8 Conflicts:

- (i) in the event of a conflict between the bylaws of the Board and the Terms of Reference, the provisions of the Terms of Reference shall govern.

Passed the 17th day of November 2021.

WITNESS the signature of the Chair of the Sexual Harassment Board St. John's Component.

Maxine Paul
 Witness

Barbara Battcock
 Chair

Maxine Paul
 Name

Barbara Battcock
 Name

**THE MEMORIAL UNIVERSITY
 OF
 NEWFOUNDLAND**

SEXUAL HARASSMENT BOARD

RESOLUTION OF THE MEMBERS

RESOLVED THAT Bylaws of the Sexual Harassment Board, being a bylaw relating generally to the transaction of the business and affairs of the Board be and the same is hereby passed as a bylaw of the Board and that the Chair of the Board be and they are hereby authorized to sign the Bylaw as Bylaw of the Boards.

THE UNDERSIGNED, being at least hereby sign the foregoing resolution.

DATED this 17th day of November 2021.

Barbara Battcock

Barbara Battcock ADMINISTRATION
Name Constituency

Sharon Warren

Sharon Warren COMMUNITY
Name Constituency

Susmita Dev Burman

Susmita Dev Burman GSU
Name Constituency

Daniel Banoub

Daniel Banoub LUMUN
Name Constituency

Vicki Hallett

Vicki Hallett MUNFA
Name Constituency

Draco Dunphy

Draco Dunphy MUNSU
Name Constituency

Kelly Pearce

Kelly Pearce NAPE 7801
Name Constituency

Penny Kennedy

Penny Kennedy NAPE 7803
Name Constituency

Shannon Pelly

Shannon Pelly NAPE 7804
Name Constituency

Rhonda McMeekin

Rhonda McMeekin NAPE 7850
Name Constituency

Divyesh Kumar Narendrabhai Patel

Divyesh Kumar Narendrabhai Patel TAUMUN
Name Constituency

Aiden Parsons

Aiden Parsons MISU
Name Constituency

Paul Tucker

Paul Tucker ADMINISTRATION
Name Constituency

Christine Gollop

Christine Gollop CUPE 1615
Name Constituency

Alif Mahmud

Alif Mahmud GSU
Name Constituency

Craig Patey

for Helen Patey

Helen Patey LUMUN
Name Constituency

Hilary Hennessey

Hilary Hennessey MUNSU
Name Constituency

Saradha Venkatraman

Saradha Venkatraman NAPE 7405
Name Constituency

Gerald Peddle

Gerald Peddle NAPE 7801
Name Constituency

Trevton Brown

Trevton Brown NAPE 7803
Name Constituency

Tim Connors

Tim Connors NAPE 7804
Name Constituency

Zahra Aghaei

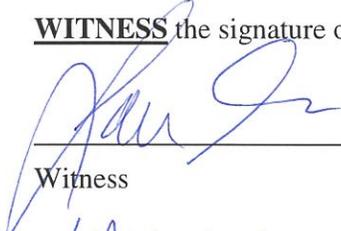
Zahra Aghaei TAUMUN
Name Constituency

Daisy Archibald

Daisy Archibald MISU
Name Constituency

Passed the 24th day of November 2021.

WITNESS the signature of the Chair of the Sexual Harassment Board Grenfell Component



Witness


Name



Chair


Name

**THE MEMORIAL UNIVERSITY
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SEXUAL HARASSMENT BOARD

RESOLUTION OF THE MEMBERS

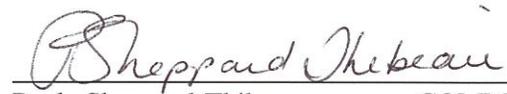
RESOLVED THAT Bylaws of the Sexual Harassment Board, being a bylaw relating generally to the transaction of the business and affairs of the Board be and the same is hereby passed as a bylaw of the Board and that the Chair of the Board be and they are hereby authorized to sign the Bylaw as Bylaw of the Boards.

THE UNDERSIGNED, being at least hereby sign the foregoing resolution.

DATED this 24th day of November 2021.



Laura Edwards ADMINISTRATION
Name Constituency



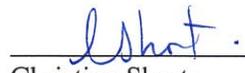
Paula Sheppard-Thibeau COMMUNITY
Name Constituency



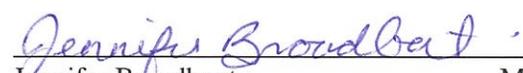
Diane Johnson CUP1615
Name Constituency



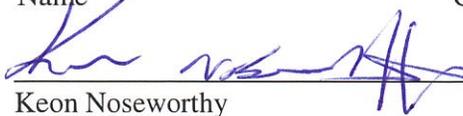
Mary Feltham GCSU
Name Constituency



Christine Short LUMUN
Name Constituency



Jennifer Broadbent MUNFA
Name Constituency



Keon Noseworthy NAPE1804
Name Constituency