



## BYLAWS OF THE BOARD OF GOVERNORS OF THE UNIVERSITY OF LETHBRIDGE

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## 1. ENACTMENT, DEFINITIONS AND INTERPRETATION

### 1.1 Preamble

The University of Lethbridge (“University”) is a public post-secondary institution under the *Post-Secondary Learning Act* of the Province of Alberta (“*PSLA*”). The University is also subject to the *Alberta Public Agencies Governance Act* (“*APAGA*”). The purpose of the Acts are to provide clear expectations on all elements of governance including accountability and transparency. The University's governance practices comply with these Acts.

### 1.2 Introduction

The University is governed using a bi-cameral governance model by the Board of Governors (“Board”) and General Faculties Council. Subject to the authority of the Board (*PSLA*, 26(1)), General Faculties Council is responsible for the academic affairs of the University. The Board must consider the recommendations of General Faculties Council on matters of academic import.

The Board shall manage and operate the University in accordance with its [Mandate](#). The University has adopted a [Charter of Expectations](#) which sets out specific responsibilities to be discharged by the Board in addition to the powers and duties of the Board set out in the *PSLA*.

While the Board is responsible for the management and operation of the University, the day-to-day leadership, management and operations of the University is delegated to the President. To this end, the Board has adopted the following Bylaws to assist it in its governance responsibilities.

### 1.3 Enactment

The *PSLA* provides that the Board has the capacity and, subject to the *PSLA*, the rights, powers and privileges of a natural person. The following Bylaws of the Board are hereby enacted.

### 1.4 Amendments

Except as otherwise provided in these Bylaws, these Bylaws may be amended by a resolution passed by a vote of two thirds (2/3) of the votes cast at any duly constituted Open Meeting of the Board.

Ongoing editorial amendments needed to these Bylaws such as typos, position title changes or changes to committee terms of reference do not require approval of the Board. Changes will be brought forth to the next Board meeting for information through the Governance Committee. An amendment shall be effective on the date specified in the resolution by which the amendment is enacted or, if no date is specified, on the date the amending resolution was passed.

### 1.5 Interpretation

The headings used throughout these Bylaws are for convenience of reference only.

Any interpretation of these Bylaws is subject to the *PSLA*. To the extent any part of these Bylaws are inconsistent with the *PSLA*, or are found to be unenforceable or invalid, the balance of these Bylaws shall be interpreted as if such part had not been included.

## 1.6 Definitions

In these Bylaws:

**“PSLA”** shall mean the *Post-Secondary Learning Act* (Alberta) as amended or any successor act of the Legislature of Alberta that provides for the creation, incorporation, continuation and regulation of the University, the Board, the Senate and matters relating thereto;

**“Board”** shall mean the Board of Governors of The University of Lethbridge;

**“Bylaws”** shall mean the Bylaws of the Board;

**“Chair”** shall mean the Chair of the Board appointed by the Lieutenant Governor in Council;

**“Chancellor”** shall mean the Chancellor of the University;

**“Governor”** or **“Governors”** when used without qualification shall mean member(s) of the Board;

**“Minister”** shall mean the Minister determined under section 16 of the *Government Organization Act* (Alberta) as the Minister responsible for the Act;

**“President”** shall mean the President and Vice-Chancellor of the University and where the context permits, the word President shall include Acting President;

**“Secretary”** shall mean the Director, University Secretariat serving as Secretary to the Board;

**“Senate”** shall mean the Senate of the University;

**“University”** shall mean The University of Lethbridge; and

**“Vice-President”** without any further descriptive words shall mean a Vice-President of the University.

## 2. THE BOARD

### 2.1 Composition

The Board (*PSLA*, 16 (3)) consists of normally 21 Governors of which the Chair and nine Governors representative of the general public are appointed by the Lieutenant Governor in Council, and additional persons may be appointed by the Lieutenant Governor upon recommendation by the Minister. The Chancellor and the President are Governors by virtue of their offices. Nominated by their constituent group and appointed by Ministerial Order are two

Alumni, one member of Senate, two academic staff members (one nominated by General Faculties Council and one nominated by University of Lethbridge Faculty Association), two undergraduate students, one graduate student, and one member of the non-academic staff. Regardless of the way in which a person becomes a Governor, all Governors have an equal voice in the Board deliberations and a responsibility to act in the best interests of the University (*PSLA*, 16(5)).

## **2.2 Meetings**

### **2.2.1 Rules of Order**

Except to the extent otherwise provided in these Bylaws, Robert's Rules of Order, as published from time to time, shall be followed at all meetings of the Board and its committees. The Chair shall consult with the Secretary when there is uncertainty on how to proceed.

### **2.2.2 Location, Place, Time and Notice**

Meetings shall be held at such place or places as the Chair, may decide upon in accordance with the steps below:

Notice of the time and place of every meeting shall be provided to each Governor at least four days before the time appointed for the holding of such meeting. The notice need not specify the nature of the business to be transacted at such meeting. Notice of the meeting may also be given orally to Governors. Failure to give notice of a meeting to any Governor, or irregularity in connection with the giving of notice or the conduct of a meeting shall not, in itself, invalidate the proceedings of the meeting.

A meeting may also be held at any time and at any place without due or any notice, if all Governors are present and consent thereto or if, either before or after the meeting is held, those absent signify their consent to the meeting being held in their absence.

### **2.2.3 Quorum**

A quorum for a meeting shall consist of a majority of Governors being in attendance in person, or virtually (phone or video). A meeting that starts with quorum shall be deemed to have a continuing quorum, until a quorum count is requested by a Governor.

Where a quorum count is requested and there are insufficient Governors present to constitute a quorum, the meeting shall be adjourned immediately and reconvened seven days later, or at another mutually agreed upon date.

## **2.2.4 Voting**

Each Governor is entitled to one vote. Only Governors present either in person or by electronic means may vote. No Governor may be represented by proxy. Unless otherwise provided in these Bylaws, approval by a majority of the Governors voting or by consent without objection shall be sufficient to carry a motion.

Voting may be by voice vote, electronically or the show of hands. A Governor may call for voting by ballot. When balloting is used, the Director, University Secretariat or designate shall serve as the returning officer. The returning officer shall distribute ballots to all Governors present and allow for suitable confidential electronic participation. The returning officer shall count the votes in the presence of the Chair who shall then announce the count. Ballots shall be disposed of following the approval of the minutes of the meeting.

The Chair is accorded a vote when the vote can change the result, or if a ballot vote is requested.

A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be *prima facie* evidence of the fact without proof of the number or proportion of the votes recorded in favour or against a resolution.

### *2.2.4.1 Resolution in Writing (electronic)*

A written emailed resolution may be distributed to all Governors. A resolution approved by more than 50% of the Governors shall have the same force and effect as if passed at a regularly constituted meeting of the Board.

### *2.2.4.2 Meeting by Telephone or Other Electronic Means*

Governors may join a Board meeting by telephone or other electronic means, provided that all participating in the meeting can hear each other. In this circumstance such Governors are deemed to be present and are counted to determine the presence of quorum.

## **2.2.5 Open Meetings of the Board and Observers**

Any person may attend the non-confidential portion of the Board meetings (“Open Meetings”) as an observer, subject to the limitation of space and good conduct as determined at the sole discretion of the Chair.

No observer shall be permitted to address an Open Meeting, except with the prior permission of the Chair. The Board may hear representatives from the public at large on reasonable, prior application to the Chair. Attendance of Senior Administrators is determined by the President with the concurrence of the Chair.

Senior Administrator attendees are excused for any agenda items that are reserved for discussion among Governors only.

#### **2.2.6 Closed Meetings of the Board**

The Board may, at any time, determine that a meeting, or part thereof, be designated as a closed session to deal with confidential matters which shall include, without limitation, the matters set out in [section 2.2.9.1](#) of these Bylaws (“Closed Meeting”).

Only Governors shall attend a Closed Meeting, except that the Chair, in consultation with the President, may from time-to-time designate University staff and invitees to attend certain parts of a Closed Meeting. Attendance of Senior Administrators is determined by the President with the concurrence of the Chair. Senior Administrator attendees are excused for any agenda items that are reserved for discussion among Governors only.

All information presented, discussion, and decisions taken in Closed Meetings are confidential and shall not be conveyed to persons outside the Board without the prior permission of the Chair unless made available for public release on the authority of the Chair or the President.

Items for public release shall be given to the media only on the authority of the Chair or the President.

#### **2.2.7 Meeting Minutes and Recordings**

Minutes of an Open Meeting shall be taken and the minutes shall be provided to the Governors, and the Vice-Presidents prior to the next Open Meeting, at which time there shall be a vote to approve the minutes. The minutes of the Open Meetings shall be posted on the internet and filed in accordance with any relevant Records Retention Policies.

Minutes of a Closed Meeting shall be taken and the minutes shall be provided to the Governors, and the Vice-Presidents prior to the next Closed Meeting, at which time there shall be a vote to approve the minutes. Any such minutes shall be deemed to be confidential minutes of the Board.

An edition of the minutes of a Closed Meeting, duly edited for confidentiality, may be made available to persons other than the Board, on the prior authority of the Chair or the President.

With the exception of the equipment used expressly by the Secretary for the meeting, any private or unauthorized use of a recording or broadcasting device during a meeting is prohibited. This includes any equipment that can be used to record or broadcast either through photography, videotaping or audio recording an image, sound or a conversation, including smartphones, iPads or any similar device.

### **2.2.8**      ***In Camera***

Every Closed Meeting will have, and every Board Committee meeting may have an *in camera* session. The Board may, at any time, determine that a meeting, or part thereof be held *in camera*.

Only Governors, the Board Secretary, or designate, and those invited by the Chair shall attend an *in camera* session.

*In camera* sessions provide an opportunity for the Board to discuss particularly sensitive matters within the jurisdiction of the Board (such as litigation, labour relations, or management performance).

- To provide an opportunity for the Board to discuss sensitive internal Board governance matters.
- To provide an opportunity for the Board to review the performance and compensation of the President.
- To provide a forum where Board members who are reticent or reluctant to speak may indicate this and seek advice on the appropriate way to raise issues of concern.
- In the case of internal and external auditors, to safeguard the independence of those officers by providing direct access to the Board without members of the administration in attendance.

No decisions are made *in camera* and no minutes shall be taken.

Care must be exercised by the Chair to ensure that *in camera* sessions remain focused on appropriate items and do not digress into areas that should be discussed in the presence of management. The Chair must exercise their authority to determine the appropriateness and relevance of issues raised *in camera*, and if the President is not in attendance, the Chair shall convey to the President, as necessary, matters from an *in camera* meeting for the information of administration.

### **2.2.9**      **Agendas**

Information and data that are important to the Board's understanding of issues will be contained within the agendas. Senior Administrators will make every attempt to make this material as concise as possible while still providing the desired information and focusing attention on critical issues to be considered by the Board. Agendas shall be circulated to Governors at least four days prior to the meeting. The Governance Committee assesses the availability, relevance and timeliness of information required by the Board.



The Executive Committee of the Board shall approve the agendas for the Open Meetings and the Closed Meetings.

A motion to adopt the agenda, including any additional matters, will be passed at the beginning of the Open and Closed meetings.

The agenda for the Open Meeting shall include all matters for consideration excepting those matters set out in [section 2.2.9.1](#) of these Bylaws.

#### *2.2.9.1 Closed Meeting Agenda*

The agenda for the Closed Meeting shall be confidential and shall include:

- matters related to the security of the University's property and community (employees, students and volunteers);
- matters related to personal information about an individual including, without limitation:
  - University employees and potential employees,
  - students, and
  - volunteers or potential volunteers;
- matters which would put the University at a competitive disadvantage in relation to programs, purchases, projects, etc.
- proposed or pending acquisition of property by the University;
- labour relations with employee groups;
- law enforcement matters involving the University;
- litigation or potential litigation, including without limitation matters before administrative tribunals affecting the University;
- strategy for meetings or discussions with the Minister or other government representatives;
- planning strategy toward a desired result;
- questions of privilege of the Board or its Governors;
- business where confidentiality has been requested by the originator;
- matters related to conflict of interest of a Governor; and
- other matters, as determined by the Chair in consultation with the President;

subject to the provisions of the *Freedom of Information and Protection of Privacy Act*.

#### *2.2.9.2 Distribution of Agendas*

Agendas for Open Meetings shall be distributed to Governors, and the following resources: the Provost and Senior Vice-Presidents; the

Associate Vice-Presidents' (Finance), Deputy Provost; the General Counsel; the Executive Director, President and Provost Offices; the Executive Director, Communications, Marketing and Government Relations; and the Director, Internal Auditor. Agendas for Open Meetings shall also be distributed to the executives of all employee groups. The Open Meeting agenda only will be posted on the governance website, and individuals may request access to the supporting materials through [governance@uleth.ca](mailto:governance@uleth.ca).

Agendas for Closed Meetings shall be distributed to Governors, and the following resources (unless the Executive Committee deems certain materials should be withheld): the Senior Administrators designated to attend; and the resources to the other Committees [the Associate Vice-President's (Finance); the General Counsel; the Executive Director, President and Provost Offices; the Executive Director, Communications, Marketing and Government Relations; and the Director, Internal Auditor].

#### **2.2.10 Duration of Meetings**

Board meetings shall end no later than 5:00 p.m. unless a Board motion to continue beyond that time is approved.

### **2.3 Assessing the Performance of the Board, Committees and Individual Governors**

The University has adopted a [Charter of Expectations](#) that sets out the specific responsibilities to be discharged by the Board in addition to the powers and duties of the Board set out in the *PSLA*. A purpose of this Charter of Expectations is to assist the Board in annually assessing its performance.

The Governance Committee develops and reports to the Board annually on the process for assessing the performance and operation of the Board, Chair, each committee and individual Governors. The Governance Committee also reports to the Board annually on the evaluation of the performance of the Board, each of its committees, and individual Governors, based on the results of the annual self-assessment questionnaire. In addition, formal interviews may be undertaken annually by the Chair based on the results of the questionnaire and the [Position Description of Individual Governors](#). The performance of the Chair is evaluated annually against the [Board Chair Position Description](#) and a summary of the results are provided via the Vice-Chair of the Board to the Chair.

### **2.4 Committees**

#### **2.4.1 General**

The Board may form committees to deal with matters of ongoing interest, which shall continue yearly and shall be called standing committees. Each committee operates

according to Board-approved terms of reference. For short-term matters, committees shall have a specified duration and shall be called task forces.

When a committee is formed, the Board shall determine:

- the name of the committee;
- whether the committee shall be a standing committee or a task force;
- whether committee members must be Governors;
- the number of members of the committee, any other conditions regarding the composition of the committee and the officers of the committee;
- membership on the committee and officers of the committee;
- the terms of reference of the committee; and
- if the committee is a task force, the date or event that shall result in the termination of the committee.
- Committees deal with topics that involve a considerable degree of confidentiality, and meetings shall therefore be closed, subject to the Board designating all or parts of committee meetings to be open. Each committee shall report its actions to the Board. A task force shall conform to the practice designated for standing committees unless otherwise instructed by the Board.

[Sections 2.2.1 through 2.2.4](#) of these Bylaws shall apply *mutatis mutandis* to committee meetings.

The duties and responsibilities of the Committee Chairs are mandated by the Board in the Position Description: Committee Chair.

The minutes and agendas of the committees shall be distributed to the committee members, and to the University staff as may be designated by the committee chair in consultation with the President.

Unless otherwise specified in these Bylaws or at the formation of a committee, a record shall be kept of the proceedings of every committee meeting with a copy to be provided to the Secretary.

The standing committees constituted by the Board shall be:

Executive Committee  
Finance Committee  
Audit Committee  
Governance Committee  
Human Resources and Compensation Committee  
and any other committees the Board may, from time to time, establish.

The Board may, by resolution, dissolve or temporarily suspend any committee at any time.

#### **2.4.2 Committee Membership**

Membership on committees is determined annually on, or prior to, September 1 with the appointment becoming effective September 1.

The Executive Committee shall be responsible for proposing lists of persons for appointment to committees, and for Board appointments to other bodies, taking into account the skills, experience, knowledge and preference of individual Governors.

The Board favours the periodic rotation of committee members and committee chairs. Such rotation, when recommended, will be made in a way that recognizes and balances the need for renewal of ideas, continuity, and the utilization of each Governor's particular expertise. The Board shall either ratify the lists as presented, in whole or in part, or appoint for those positions not ratified.

Unless otherwise provided in these Bylaws or at the formation of a committee, the Chair and the President shall be *ex-officio* voting members of all committees.

When a committee member must be a Governor, the committee appointment expires on the earlier of the date of expiry of the Governor's appointment to the Board or at the annual determination of committee membership.

A Governor or a committee member may be re-appointed to a committee.

A vacancy on a committee may be filled at the direction of the Chair until the annual determination of committee membership.

### **3. GOVERNORS**

#### **3.1 Governors Appointed by the Minister**

Governors nominated by a body and thereafter appointed by the Minister to serve as a Governor must abide as follows.

When acting as members of academic staff all of the relevant provisions of the Academic Staff Collective Agreement apply to members of academic staff serving as Governors. That is, members of academic staff serving as Governors retain all of the rights and responsibilities of members of the academic staff including the provisions of academic freedom, the right to question and criticize the administration of the University, and the right to grieve alleged violations of the Academic Staff Collective Agreement by the Administration.

In any situation where ambiguity of roles may exist, in interactions between Governors and senior academic administrators, it is necessary for the Governor and the administrator to be clear in which capacity the Governor is acting; where, after consultation with the Governor, the administrator remains uncertain as to in which capacity the Governor is acting, the administrator may ask that the Governor declare in writing and in a timely manner the capacity in which they are acting.

Should a faculty member or AUPE Local 053 who is a Governor grieve in their capacity as a member of academic or non-academic staff an alleged violation by the administration of the Academic Staff Collective Agreement or AUPE Agreement, that Governor shall declare to the Board Chair their potential conflict of interest before the next meeting of the Board.

### **3.2 New Governor Education and Ongoing Education**

New Governors will receive an orientation by the University that provides information about the University, the duties and obligations of Governors, the business and operations of the University, updates of recent meetings of the Board and opportunities for meetings and discussions with the optional assigned mentor, other Governors and Senior Administrators. The Board is fully supportive of ongoing education programs for Governors and provides educational elements to Board and committee meetings.

As a general rule and when appropriate, ongoing education presentations are scheduled for Governors.

### **3.3 Position Descriptions**

The Board has developed the following [position descriptions](#):

- Position Description: Chair of the Board;
- Position Description: Board Committee Chair; and
- Position Description: Governor.

### **3.4 Board Appointments to Other Bodies or Liaison with Other Bodies**

#### **3.4.1 Statutory Appointments**

The Executive Committee shall be responsible for proposing nominees for appointment to the Senate. The Board shall either ratify the appointment(s) as nominated, or appoint another Governor in the stead of the nominee.

#### **3.4.2 Requested Appointments**

The Board may, on the request of a third party, appoint a person, who need not be a Governor, to represent the Board's interests in relation to the business or activity of such third party. Such appointments shall be done on a case-by-case basis, for the terms and under the conditions that the Board may decide.

The Executive Committee shall review such requests, and make recommendations to the Board regarding whether such requests should be filled, any conditions that should be attached to the appointment, and the person to be appointed.

The Board will not automatically make such representative appointment because the third party requests such an appointment.

The Board may rescind such representative appointment for any reason at any time, and such right of rescission of the appointment shall be a condition of the appointment in all cases.

### **3.4.3 Liaison with University Bodies**

The Board may, in its discretion and under any conditions it chooses to create, appoint a Governor or Governors to act as liaison between the Board and any other University body which does not report to the Board. Any Governor so appointed shall be responsible for communications between the Board and the body's executive, but shall at no time become a member of such a body.

## **3.5 Code of Conduct**

While it is assumed that all members of the University community, including employees and volunteers, respect and maintain the highest standards of professional and ethical conduct, a [Code of Conduct – Board of Governors](#) is directed to Governors.

In addition to following this Code in all aspects of University business, Governors are expected to seek guidance in any case where there is a question about compliance with both the letter and spirit of University policies and applicable laws.

## **3.6 Chair and Vice-Chair**

The Chair is appointed by the Lieutenant Governor in Council. The duties and responsibilities of the Chair are mandated by the Board in the [Position Description: Chair of the Board](#).

The Vice-Chair will act in the stead of the Chair in the absence or incapacity of the Chair, or when the position of the Chair is vacant for any reason. The Vice-Chair will have any additional powers and duties assigned by the Chair and the Board from time to time.

The Vice-Chair will be appointed by the Board annually, on recommendation of the Executive Committee, at or prior to September 1, with the appointment becoming effective September 1. Neither the Chancellor nor the President is eligible to be appointed Vice-Chair.

## **3.7 Indemnification and Insurance**

### **3.7.1 Indemnity**

The University shall indemnify a Governor, a former Governor, an officer or any other person who acts on the Board's request ("Indemnitee") and the Indemnitee's heirs and representatives, from and against:

- any liability and all costs, charges and expenses the Indemnitee sustains or incurs in respect of any action, suit or proceeding that is threatened or commenced against the Indemnitee, including without limitation an amount paid to settle an action upon the prior written approval of the Board, or to satisfy a judgment, for or in respect of anything done or omitted to be done by the

- Indemnitee in respect of the duties of the office in respect of the University held by the Indemnitee; and
- all other costs, charges and expenses that the Indemnitee sustains or incurs in respect of the affairs of the University.

### **3.7.2 Exceptions**

Notwithstanding the provisions of [section 3.1](#) of these Bylaws, a Governor, officer or any other person who acts on the Board's request seeking indemnity shall not be indemnified by the University if:

- the person failed to act honestly or in good faith with a view to the best interests of the University; or
- in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the person did not have reasonable grounds to believe that the conduct was lawful.

The Board will purchase and maintain insurance for the benefit of any person the Board considers appropriate against any liability which may be incurred by such person in such person's capacity as a Governor, officer or other capacity as may be requested by the Board.

[Section 3.1](#) of these Bylaws shall not restrict the ability of the Board to exercise any power the Board may have to enter into a contract of indemnity of, with, or for the benefit of any Governor, officer, or any other person acting on the Board's request.

## **3.8 Remuneration**

No Governor or committee member shall receive remuneration of any kind from the Board while attending Board or committee meetings, or while representing the Board, except the President or a Governor who is a University employee who will receive their normal employment remuneration.

A Governor may claim reimbursement of expenses incurred while conducting Board business in accordance with policies established for University employees' expense reimbursements and claims shall be paid by the University. In accordance with the Provincial Government's Treasury Board directive No. 04/12 expenses in relation to travel and hospitality for the Chair and publicly appointed Governors are disclosed.

## **3.9 Parking Permit**

Notwithstanding [section 3.8](#) of these Bylaws, each Governor may be issued a permit for on-campus parking while on Board business.

### 3.10 Participation in University Programs

A Governor may, so long as that person is a Governor, participate in programs offered by the University to staff, students or members of the community, so long as the Governor agrees to the conditions of the program, including the payment of fees.

A Governor shall not be considered to be in a conflict of interest if such Governor participates in decision making related to a program offered generally to staff, students or members of the community in which such Governor is a participant, unless there is a benefit to the Governor that is not generally available.

### 3.11 Confidentiality of Board Records and Information

Except as required by law, each Governor shall ensure all confidential Board records and information to which such Governor has access by virtue of Board membership, remains confidential. Confidentiality is also contained within the [Code of Conduct – Board of Governors](#) (2.3).

Confidential Board records and information includes all non-public information that might be of use to competitors of the University, or harmful to the University or its stakeholders if disclosed and, without limiting the generality of the foregoing, specifically includes the agenda, minutes, and related materials, records and information from Closed Meetings and items enumerated under [section 2.2.9.1](#) of these Bylaws.

Governors shall ensure all Board records in the Governor's custody shall be afforded the degree of security necessary to maintain confidentiality accorded to that kind of record.

All Board records provided to Governors for individual use or created by a Governor remain the property of the Board and shall be returned to the Board on the request of the Chair or Board Secretary.

## 4. ADMINISTRATIVE MATTERS

### 4.1 Senior Administrators

#### 4.1.1 Designation and Appointment of Senior Administration

The Board shall establish a policy that designates and outlines the appointment process of Senior Administrators ([Designation and Appointment of Senior Administrators Policy](#)).

#### 4.1.2 Board Relationship with Senior Administration

The Board supports and encourages Senior Administrators in the performance of their duties and Governors are encouraged to provide their counsel as needed. Senior Administrators are encouraged to make appropriate use of the Board's skills before decisions are brought forward on key issues. Governors have complete access to Senior Administration for relevant information. It is understood that Governors will be prudent



and ensure that this contact is not distracting to the operation of the University and that such contact, if in writing, will be copied to the President.

The Governance Committee monitors the quality of the relationship between Senior Administration and the Board and may recommend changes as deemed necessary or desirable.

#### **4.1.3 Succession Planning and Senior Administrator Development**

Succession planning and Senior Administrator development are key to the ongoing process that contributes substantially to the University's success. The President provides a detailed annual report to the Human Resources & Compensation Committee and a summary presentation to the Board on the current status of Senior Administration succession planning.

## **4.2 Signing Authorities**

The Board shall establish a policy respecting signing authorities for University accounts and authorizing University employees or officials to enter financial and contractual agreements on behalf of the University ([Contracts-Approval and Signing Authority Policy](#); [Financial Approval Authority Policy](#)).

The policy shall establish both the minimum level of approval required for authorizing expenditures or entering obligations and the designation of which positions within the University have authority to sign on behalf of the University.

## **4.3 Strategic Plan**

The Board requires the creation and updating, from time to time as deemed appropriate, of a strategic plan for the University. The Board is to be involved extensively in the strategic planning process. The Board formally approves the [strategic plan](#).

## **4.4 Principal Risks**

The Board is responsible for understanding the principal risks associated with the University on an ongoing basis and for ensuring that Senior Administration has implemented appropriate strategies to manage these risks. It is the responsibility of Senior Administration to assure that the Board and its committees are kept well informed of these changing risks on a timely basis. It is important that the Board understand and support the key risk decisions of Senior Administration, which include comprehending the appropriate balance between risks and benefits.

## **4.5 Internal Controls and Management Information Systems**

Fundamental to the discharge of the Board's overall responsibilities is the existence of control systems that can in part ensure the effective discharge of these responsibilities. The Board has delegated to the Audit Committee the responsibility for the oversight of internal control procedures, to determine their effectiveness, and to monitor compliance with the University's

policies and [Code of Conduct – Board of Governors](#). The Audit Committee reports on these matters to the Board.

The Audit Committee requires Senior Administration to implement and maintain appropriate systems of internal controls and meets with the University's external auditors and its internal auditor in executive sessions, and with Senior Administration, on at least a quarterly basis to oversee the effectiveness of these systems. The confidence of the Board in the ability and integrity of Senior Administration is the paramount control mechanism.

## 4.6 President's Accountability

The President shall be accountable to the Board in all matters, subject to the provisions of the *PSLA*.

The Board has a [Position Description: President & Vice-Chancellor](#) and the Process for appointing the President is within the [Designation and Appointment of Senior Administrators Policy](#).

# 5. GENERAL MATTERS

## 5.1 Official Records

The Secretary shall maintain the following records provided by the Board:

- minutes of all meetings of the Board and minutes of all committee meetings for which minutes must be maintained;
- a register of Governors, including mailing addresses and telephone numbers;
- executed copies of all Certificates made under section 5.2 of these Bylaws; and
- such other records as the Board may instruct the Secretary to keep from time to time.

A Governor may at any time give written notice to the Board of that Governor's address or change of address by delivering the notice to the Secretary, and the Secretary shall immediately enter the address or change of address in the register of Governors.

## 5.2 Certificates

The Chair or the Secretary or such other person designated by the Board for the purpose may, in a written certificate signed and sealed with the seal of the Board, certify that:

- a writing referred to in the certificate is a true copy of all or part of
- a minute of the proceedings of a meeting of the Board or a committee;
- a resolution in writing of the Board or a committee; or
- a minute of a resolution of the Board or a committee at a meeting thereof; and
- the minute or resolution or part thereof is or is not in effect as at a date stated in the certificate.

A certificate made under [section 5.2](#) of these Bylaws shall, in relation to the Board, be *prima facie* proof of the facts stated therein without proof of the signature or capacity of the person signing the certificate.

If the person making the certificate is not the Secretary, that person shall make and deliver to the Secretary an executed copy of it as soon as reasonably possible.

### **5.3 Accounts and Financial Records**

The Vice-President (Finance and Administration) shall be responsible for maintaining accounts and financial records required in [section 5.3](#) of these Bylaws. The Board shall keep and maintain the financial records and books of account required according to generally accepted accounting principles and the requirements of the Auditor General of Alberta.

The registers, the minute books including minutes of Closed Meetings, the financial records and books of account and any other records the Board is required to keep or maintain shall at all reasonable times be open to the inspection of the Auditor General of Alberta and of each Governor and they shall be entitled to take copies thereof.

The Vice-President (Finance and Administration) shall present a report quarterly to the Board. The report shall provide a summary of the current financial operations and projections of the University.

### **5.4 Seal**

The Board shall have a seal in such form as is adopted by the Board. The seal shall be kept in the custody of the General Counsel.

The seal may be affixed by the President or such person directed by the Board in writing to all deeds, transfers, assignments, contracts, obligations, certificates and other written instruments.

The seal may be affixed by the Registrar of the University to official transcripts of the University.

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