

 <b>BRANDON UNIVERSITY</b>	<b>General By-Laws of the Board of Governors (By-Law #1)</b>	<b>First Approved:</b> <i>March 16, 2019</i>
		<b>Updated:</b>
<b>Board of Governors By-Law</b>	<b>Approved by</b> <i>Board of Governors</i> <b>Administered by</b> <i>Manager, Executive &amp; Board Operations</i>	<b>Reviewed:</b>

## 1. INTERPRETATION

### 1.1 Definitions

In this By-Law

- a) “**Act**” means the [Brandon University Act](#) (1998), as may be amended from time to time by the Legislature of the Province of Manitoba.
- b) “**Board**” means the Board of Governors of the University.
- c) “**Board Officers**” means the Chair, Vice-Chair, Secretary, and Treasurer of the Board.
- d) “**Board Secretariat**” means the administrative coordinating unit of the Board.
- e) “**Chair**” means the Chair of the Board and, where the context permits, the word Chair shall include Vice-Chair and Acting Chair.
- f) “**Governor**” means a member of the Board.
- g) “**University**” means Brandon University.

### 1.2 Interpretation

- 1.2.1 The Board is the sole authority for the interpretation of this By-Law and the decision of the Board on any question of interpretation shall be final and binding.
- 1.2.2 This By-Law applies to Governors, committees of the Board, and other such persons as may engage with the Board from time to time.

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## **2. BOARD OFFICERS**

### **2.1 Election of Board Officers**

Normally at the September meeting, the Board of Governors shall elect, from among its members, its Board Officers, namely a Chair, a Vice-Chair, a Secretary, and a Treasurer, each of whom shall normally hold office for one year or until their successors are appointed.

### **2.2 Chair**

The Chair shall preside at all meetings of the Board and of the Executive Committee.

### **2.3 Vice-Chair**

The Vice-Chair shall perform all duties of the Chair in the absence of the Chair.

Should neither the Chair nor the Vice-Chair be present at a meeting of the Board or Executive Committee, a Chair shall be elected by and from those members present.

### **2.4 Secretary**

The Secretary shall serve as Chair of the Governance and Nominating Committee and shall serve as a member of the Executive Committee of the Board.

### **2.5 Treasurer**

The Treasurer shall serve as Chair of the Finance and Audit Committee and shall serve as a member of the Executive Committee of the Board.

## **3. BOARD MEETINGS**

### **3.1 Regular Meetings of the Board**

#### **3.1.1 Schedule**

The annual meeting schedule for the Board of Governors and Board Committees shall normally be determined by the Board in September of each year.

The Board of Governors will meet six times per year typically on the fourth Saturday of each meeting month, unless otherwise determined. Additional meetings or special meetings may be called as necessary.

### 3.1.2 Notice

The approval of the annual meeting schedule in September of each year shall be considered sufficient notice to all Governors of any meeting identified in the schedule.

The accidental omission to send notice of any meeting to, or the non-receipt of any notice by, any of the persons entitled to notice does not invalidate the proceedings of the meeting.

## 3.2 Special Meetings of the Board

Special meetings may be convened by the Board Secretariat:

- a) at the call of the Chair; or
- b) on direction in writing (i.e. electronic or paper) of a majority of the Board.

### 3.2.1 Notice

Except in the case of an emergency, notice of special meetings will be provided at least two business days in advance of the meeting date. The notice shall specify the time, date and location of the meeting as well as the general purpose of the meeting.

## 3.3 Participation by Telephonic or Electronic Means

A Governor may participate in a meeting of the Board by means of telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously. A Governor participating in such a manner shall be deemed to be present at the meeting.

## 3.4 Meeting Sessions

### 3.4.1 Open Session

Open Session meetings of the Board shall be open to attendance by members of the public, subject to the limitations of available space as determined by the Chair.

### 3.4.2 Closed Session

Those portions designated as Closed Session shall not be open to attendance by members of the public and any information and written material brought before Governors in Closed Session, as well as the proceedings of Closed Sessions, are designated confidential unless otherwise explicitly directed by the Board.

In Closed Session, Governors shall consider confidential business, including, but not limited to, matters concerning personnel, finance, acquisition or disposal of property and other matters for which the disclosure might be prejudicial to an individual or not in the best interest of the University.

At the conclusion of a Closed Session meeting, the Board may, by resolution, make a public announcement of any decision(s).

### 3.4.3 In Camera Session

The purpose of an In Camera Session is to provide a confidential forum for Governors to discuss particularly sensitive matters that are within the purview of the Board.

#### 2.4.3.1 Guidelines

- a) All regular meetings of the Board will include an In Camera Session as the last item on the agenda.
- b) All matters addressed in In Camera Session are to be kept confidential. If a Governor is participating by alternate (i.e. telephonic or electronic) means, they shall verbally confirm that no one else is present.
- c) In Camera Sessions shall be divided into two parts: the first part will include all Governors and administrative resources; the second part will include only Governors with the exception of the President who will excuse himself/herself. The Board Secretariat will remain present.
- d) In Camera Sessions include matters of Board governance for information, questions, and discussion.

- e) There shall be no agenda, no minutes will be recorded, and no motions will be tabled or voted upon. Recommendations arising from the discussion may be brought forward to a subsequent Board or Committee meeting. This can be done through a request to the Board Secretariat.
- f) Following an In Camera Session, the Chair may discuss with the President recommendations or actions for which the President was not present, as per the recommendation of the Board.

### 3.5 Quorum

A majority of appointed Governors (i.e. filled positions) shall form a quorum for the transaction of business.

### 3.6 Conduct of Meetings

#### 3.6.1 General Rules of Procedure

The Chair shall be responsible for the orderly conduct of meetings of the Board. Meetings will be conducted in accordance with all applicable laws (including specifically the [\*Freedom of Information and Protection of Privacy Act\*](#)) and the By-Laws of the Board or, where applicable laws or these By-Laws are silent on the matter, as determined by a ruling of the Chair.

The Chair may consult the Board Secretariat and look to Robert's Rules of Order for guidance on the conduct of meetings, however, none of these sources shall be considered determinative and the Chair retains the discretion to make a final determination on the matter, subject to challenge as provided below.

The Chair's ruling shall bind all members of the Board except where a motion challenging the ruling has been duly moved, seconded and carried by a majority of the Governors present at the meeting, whereupon such ruling shall cease to have force and effect. In this event, a Governor may propose a new ruling and provided it is duly moved, seconded and carried by a majority of the Governors present at the meeting, it shall bind all members of the Board.

### 3.6.2 Collegiality

Governors shall foster a collegial working environment and conduct themselves in a manner that demonstrates a climate of openness and trust, respect for different perspectives, builds on the contribution of others, and constructively puts forward alternative considerations. Governors shall treat one another, students, administrators, faculty, and staff with respect and will work in a spirit of collaboration, cooperation and civility.

### 3.6.3 Invited Guests and Visitors

Guests may be invited to attend and speak at a Board meeting:

- a) with the approval of the Chair given in advance of the meeting; or
- b) at the discretion of the Chair during the meeting.

The Chair may invite to a particular meeting (Open or Closed Session) persons whose presence would be useful to the deliberation and may invite such persons to speak.

Visitors in attendance at a meeting to observe Board proceedings may speak only if expressly invited to do so by the Chair.

### 3.6.4 Delegations

A member of the public may request an appearance before the Board either to make a presentation or a statement. The request will be considered by the Chair who shall be empowered to place a time limit on a delegation, if approved. All submissions shall be made to the Board Secretariat.

### 3.6.5 Decorum

All visitors are expected to maintain high standards of decorum and, in the event of a disturbance, may be ejected from the meeting by the Chair.

## 3.7 Voting

### 3.7.1 Votes to Govern

Questions arising at any meeting of the Board shall be decided by a majority vote of the Governors present at the meeting.

### 3.7.2 Right to Vote

Each Governor shall be entitled to one vote. No Governor shall be entitled to vote by proxy.

The Chair shall have a deliberative vote and also a casting vote in case of equality of votes.

### 3.7.3 Method of Voting

All votes at any Board meeting shall be taken by a show of hands unless the Board, by resolution, elects to conduct a vote by ballot in which case the vote by ballot will be conducted in such a manner as the Chair directs.

### 3.7.4 Evidence of Vote Outcome

A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be conclusive evidence of the votes recorded in favour of or against such resolution.

### 3.7.5 Electronic Vote

#### 3.7.5.1 Items Eligible for Electronic Vote

The Chair, in consultation with the Board Secretariat, may designate matters which may be decided by email vote of the Governors where:

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

The Chair will endeavour to maintain the procedural integrity expected for Board decisions, making certain that order is

preserved and the business before the Board is dealt with in an appropriate and efficient manner.

#### 3.7.5.2 Electronic Voting Process

The Board Secretariat will circulate the motion(s) to Governors and open the voting period.

- a) The voting period shall normally be a minimum of seven (7) calendar days.
- b) The vote may be conducted via email or other electronic method that authenticates the votes' identities.
- c) No amendments to the motion(s) are permitted unless permitted by the Chair.
- d) Quorum for electronic votes shall be reached when a majority of Governors have voted. If quorum is not achieved by the end of the voting period, the period may be extended by a maximum of seven (7) calendar days.
- e) The Board Secretariat will announce the results at the end of the voting period.

### 3.8 Agenda

#### 3.8.1 Required Notice for Inclusion of Items in Agenda

Any matter to be considered for inclusion in the agenda for regular meetings of the Board shall be provided in writing, and be accompanied by any supporting materials, to the Board Secretariat at least ten (10) business days in advance of the meeting at which it is intended to be introduced. Only materials which have been so received will be considered by the Chair when establishing the draft agendas.

The Executive Committee shall approve the agendas for the Open and Closed Sessions of the Board. When considering the agendas, and in the case of a discrepancy, the Executive Committee will assess the availability, relevance and timeliness of information required by the Board.

#### 3.8.2 Introduction of New Matter Without Notice

Notwithstanding the provisions of 3.8.1 above, a matter may be introduced to, and considered by, a meeting of the Board without notice having been given and without it having been included in the agenda if the introduction of such new matter is approved by a majority of all Governors present.

### 3.8.3 Consent Agenda

To ensure the Board has sufficient time to deliberate on substantive and strategic matters, emerging opportunities, and planning, a Consent Agenda shall normally be used.

The Consent Agenda is a component of a regular meeting agenda that enables the grouping of action and information items that are routine, standard, non-controversial and self-explanatory so that they can be passed with a single motion. The Consent Agenda implies that there is unanimous consent and that issues do not need any discussion before a vote is taken. Should a Governor wish to separate an item for discussion and/or vote, the Governor may make this request prior to the approval of the Consent Agenda.

## 3.9 Materials

### 3.9.1 Distribution of Meeting Materials

The Board Secretariat shall ensure that materials for meetings are normally distributed to Governors:

- a) at least one week in advance of regular meetings; and
- b) at least one day in advance of special meetings.

Meeting materials will be provided to Governors in electronic format. Governors may obtain meeting materials in alternative formats (i.e. print copy) by request to the Board Secretariat.

### 3.9.2 Inclusion of Meeting Materials

Information and data that are important to the Board's understanding of issues will be distributed to the Board before each Board meeting. The Chair, in consultation with the President and Board Secretariat, will make every attempt to ensure that this material is as concise as possible while

still providing the relevant information and focusing attention on critical issues to be considered by the Board.

### 3.9.3 Access to Meeting Materials

Documents to be presented in Open Session meetings of the Board may be made available to members of the University community and the public upon request.

### 3.9.4 Confidential Meeting Materials

Documents to be presented in Closed Session and/or In Camera Session meetings of the Board will be made available only to Governors and to appropriate resource personnel.

## 3.10 Record of Proceedings

The Board Secretariat shall keep a record of the proceedings of all meetings of the Board and the minutes of every such meeting shall be submitted to the Board for approval at the next meeting of the Board. After adoption by the Board, the minutes shall be signed by the Chair and Secretary, or any two of the designated Board Officers in their absence.

### 3.10.1 Access to Record of Proceedings

The Board Secretariat shall make Open Session minutes approved by the Board available on the Board of Governors webpage following the meeting at which they are approved.

### 3.10.2 Recording/Broadcasting of Meeting

Any private or unauthorized use of a recording or broadcasting device during a meeting of the Board is prohibited. A recording or broadcasting device 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 cameras, smartphones, or any similar device.

## 4. GOVERNOR EXPECTATIONS AND OBLIGATIONS

### 4.1 Expectations

Governors are expected to:

- a) Make every reasonable effort to attend all Board meetings and Committee meetings of which they are a member;
- b) Come to meetings prepared to engage in meaningful discussion and provide considered, constructive and thoughtful feedback and commentary, express opinions, and ask questions to enable the Board to exercise its best judgment in decision making and advising; and
- c) Ensure that they are able to devote sufficient time and energy to carrying out their duties effectively.

### 4.2 Obligations

#### 4.2.1 Conflict of Interest

Each Governor owes a duty to the University to:

- a) act honestly, in good faith, and in the best interests of the University; and
- b) to disclose each real, potential or perceived conflict of interest in accordance with the Board of Governors' Conflict of Interest By-Law.

#### 4.2.2 Confidentiality

Each Governor owes a duty of confidence to the University and shall undertake to keep all confidential or proprietary information in strictest confidence.

This duty of confidence survives any term that any Governor may have.

#### 4.2.3 Acknowledgement and Undertaking of Fiduciary Duty and Avoidance of Conflict of Interest

Prior to taking up his or her seat on the Board, each Governor shall sign an Acknowledgement and Undertaking of Fiduciary Duty and Avoidance of Conflict of Interest in the form approved by the Board from time to time.

Annually, and normally at the September Board meeting, each Governor shall reaffirm their commitment to the principles defined within the Acknowledgement and Undertaking of Fiduciary Duty and Avoidance of Conflict of Interest.

#### 4.2.4 Accountability

The Board has a fiduciary duty to act in the best interests of the University. Governors shall not attempt to exercise individual authority over any Board or University business, except as explicitly set forth in Board policies. Accountability of Governors supersedes the personal interests of any Governor as well as any conflicting loyalties with other advocacy or interest groups. Once decisions are reached, Governors shall avoid expressing individual perspectives, act collectively, and respect the decisions of the Board.

## 5. INDEMNIFICATION AND INSURANCE

### 5.1 Indemnification

Subject to any restrictions or conditions imposed on the University under applicable laws, the University shall indemnify a Governor, a former Governor or a voting member of a Committee of the Board (collectively, the “Indemnified Persons”), and their 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 such individual in respect of any civil, criminal, administrative, investigative, or other proceeding in which the individual is involved by reason of being an Indemnified Person, if:

- a) they acted honestly in good faith and in accordance with their duties as a Governor, in performing such Indemnified Person’s duties; and
- b) in the case of a criminal or administrative action or proceeding, such Indemnified Person had reasonable grounds, as determined by the Board of Governors, for believing that his or her conduct was lawful.

## 5.2 Obligation to Maintain Insurance

Without limiting the generality of the foregoing, except where otherwise prohibited by law, the University will purchase and maintain insurance (provided that such insurance is available on terms which are acceptable to the University) to indemnify each current and each former Governor and other officers of the University, and their heirs, executors, and administrators, and estate and effects, respectively, against any liability incurred by any such person in such capacities, except where the liability relates to the person's failure to act honestly, in good faith, and in the best interest of the University.

## 6. ORIENTATION

The Board will utilize a process to provide new Governors with a general orientation to public sector governance and the University's governance framework, information about the Board, the duties and obligations of Governors, as well as the business and operations of the University.

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

## 7. ASSESSMENT

The Board shall periodically evaluate the performance and effectiveness of the Board and its Committees in fulfilling their responsibilities. The Board evaluation is designed to provide an opportunity to evaluate how the Board is operating and to make suggestions for improvement.

## 8. COMMUNICATIONS

The Chair shall be the only spokesperson for the Board.

Correspondence to, inquiries of, or requests to make a presentation to the Board are to be referred to the Chair through the Board Secretariat.

## 9. RELATED DOCUMENTS

- [Brandon University Act](#)
- [Freedom of Information and Protection of Privacy Act](#)
- [By-Law No. 10 – Conflict of Interest](#)
- [By-Law No. 11 – Committees of the Board of Governors](#)
- In Camera Session Guidelines (as approved by Board resolution May 12, 2018)
- Consent Agenda Protocol (as approved by Board resolution November 28, 2015)

*This document is available in PDF format on the Brandon University website. This document can be attained in alternative formats from the Office of the President, Room 116 Clark Hall.*

- Acknowledgement and Undertaking of Fiduciary Duty and Avoidance of Conflict of Interest (as approved by Board resolution June 26, 2016)