



Bylaws for the Board of Governors of Concordia University of Edmonton

June 2020

**Concordia University of Edmonton
Board of Governors
Bylaws**

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Concordia University of Edmonton
Board of Governors
BYLAWS

Reading Key:

■ ■ Citation tags

1. General Bylaws

1.1. Enactment

In accordance with authority granted by the Concordia University of Edmonton Act, S.A.1978, Section7, as amended, the Board of Concordia University of Edmonton enacts the following Bylaws.

1.2. Paramountcy

The Bylaws are intended to be in accordance with legislation of the Province of Alberta to which post-secondary education institutions of the Province are subject. In the case of a conflict between such legislation and the Bylaws, the legislation prevails.

1.3. Purpose of Bylaws

The Board enacts the following Bylaws to provide guidance and structure to its proceedings, deliberations, actions and decisions to fulfill its role, responsibilities and performance expectations.

1.4. Repeal of Previous Bylaws

The Board repeals any and all Bylaws previously enacted but determines that such repeal does not affect any action or decision previously undertaken pursuant to such Bylaws.

1.5. Review of Bylaws

The Board will review these Bylaws every four years minimum.

2. Interpretation

2.1. Provincial Legislation

In the Bylaws and in all resolutions of the Board, words, phrases and expressions are interpreted to have the same meaning as *the Act*.

2.2. Number

In the Bylaws, references to the singular are also interpreted as referring to the plural. References to the plural are also interpreted as referring to the singular.

2.3. Gender

In the Bylaws, references to gender are interpreted to include all genders.

2.4. Reference

Bylaw reference to an *Article* without further description is interpreted as an Article of the Bylaws.

2.5. The Word *Including*

The word including used in the Bylaws is interpreted to mean *including without limitation* and not interpreted as limiting any words which precede it.

3. Definitions

In the Bylaws, the following terms are defined as follows:

3.1. *Academic Staff Member*

Academic staff member means an employee of the Board who, as a member of a category of employees or individually, is designated by the Board as an academic staff member.

3.2. *Act*

The *Act* means the *Concordia University of Edmonton Act (previously the Concordia University College of Alberta Act), S.A.1978, as amended.*

3.3. *Alumna/ Alumnus/ Alumni*

An *alumna or alumnus* means a person who has a degree, diploma or certificate from CUE, and who is no longer registered as a CUE student. The plural form of these terms used in the Bylaws is *alumni*.

3.4. *Alumni Association*

The *Alumni Association* means the Alumni Association of CUE.

3.5. *Article*

Article means an identified section of the Bylaws of the Board of Concordia University of Edmonton.

3.6. *Board*

The *Board* means the Board of Governors, constituted and established as body corporate under the name of *Concordia University of Edmonton.*

3.7. *Board Chair*

The *Board Chair* means the person elected by the Board as Chair of the Board of CUE.

3.8. *Board Officials*

The *Board Officials* are the Vice-Presidents who, from time to time, attend Board and Committee meetings at the invitation of the President and at the pleasure of the Board Chair.

3.9. *Bylaws*

The word *Bylaws* means the Bylaws of the Board of Concordia University of Edmonton.

3.10. *Chair*

The *Chair* means a person appointed by the Board to act as the chair of meetings of the Board or a Board committee.

3.11. *Chancellor*

The *Chancellor* means the Chancellor of CUE.

3.12. *Committee*

A *Committee* is a committee established by, and reporting to, the Board, which may be a standing committee, a task committee or a temporary committee.

3.13. *Competence*

Competence is defined broadly to include values, commitment, qualities, skills, expertise, experience, resources and characteristics.

3.14. *Competence Matrix*

The Board uses a competence matrix to measure the competence of Member candidates against the needs of the Board.

3.15. *Corporation*

The *Corporation* means the persons appointed to be members of the Board, constituted and established a body corporate under the name Concordia University of Edmonton by the Act.

3.16. *Concordia Students' Association*

The *Concordia Students' Association (CSA)* means the Student's Association of CUE.

3.17. *CUE*

CUE means Concordia University of Edmonton.

3.18. *Due Diligence*

Due diligence is the duty of a Board member to exercise reasonable care and diligence, in good faith, when acting on behalf of and in the interests of CUE.

3.19. *Graduate Student*

Graduate Student means a person currently registered as a student of CUE as a candidate for an advanced degree authorized by CUE.

3.20. *Graduate Students' Association*

The *Graduate Students' Association (GSA)* means the Graduate Students' Association of CUE.

3.21. *Guest*

A *guest* means a person invited by the Board or a Committee to be present at a meeting.

3.22. *Mandate*

The *Mandate* means the mandate statement of CUE.

3.23. *Meeting*

A *meeting* means a decision-making event, properly constituted according to the Bylaws, during which the authority of the Board or its Committee may be exercised.

3.24. *Member*

Member, when used without qualification and printed with an initial upper case letter, means a member of the Board of CUE.

3.25. *Member of the Public*

Member of the Public means a person from the public at large who is not an employee or student of CUE.

3.26. *Minister*

Minister means the Minister of Alberta Advanced Education or the subsequent title for the Alberta advanced education portfolio.

3.27. *Officer*

A Board *Officer* means an individual who provides leadership to the Board and/or Committees and guidance to its process. The Board Officers are the Board Chair and Vice-Chair, the Committee Chairs and Vice-Chairs, appointed by the Board from time to time, plus the University Secretary. The authority to appoint these officers is delegated as outlined in Article 9.

3.28. *President*

The *President* means the President and Vice-Chancellor of CUE.

3.29. *PSLA*

PSLA means the *Alberta Post-Secondary Learning Act, S.A. 2003, C. P-19.5*, as may be amended from time to time, and every statute that may be substituted for the PSLA.

3.30. *Student*

Student means a person currently registered as a student of CUE.

3.31. *Undergraduate Student*

Undergraduate Student means a person currently registered as a student of CUE as a candidate for an undergraduate degree authorized by CUE.

3.32. *University Secretary*

University Secretary is the senior governance officer serving the Board.

3.33. *Vice-President*

Vice-President means a person appointed by the Board in the executive capacity of vice-president of CUE, reporting to the President.

4. Concordia University of Edmonton – The Corporation

4.1. Name

The name of the corporation is *Concordia University of Edmonton*, in accordance with the Act.

4.2. Sector Role

Concordia University of Edmonton, as an institution in the Independent Academic Institutions sector of the Alberta publicly funded post-secondary system, in accordance with Section 102.3(5) of the PSLA, provides approved programs of study that lead to the granting of baccalaureate, master's, and doctoral degrees, and conducts scholarly research related to approved

programs of study provided by the institution that lead to the granting of baccalaureate, master's, or doctoral degrees. (See also [Article 4.4, Status.](#))

4.3. Location

The location of the corporation is the City of Edmonton, in the Province of Alberta, Canada.

4.4. Status

Concordia University of Edmonton is a publicly funded post-secondary education institution of the Province of Alberta and is designated an *Independent Academic Institution*, in accordance with Section 102.2(1) (e) of the PSLA. (See also [Article 4.2, Sector Role.](#))

4.5. Compliance

Concordia University of Edmonton complies with the legislation and regulations of the Government of Canada, the Province of Alberta, and the bylaws of the City of Edmonton.

4.6. Evidence of Decision

Unless it is otherwise specified in the Bylaws, the resolution of the Board or a Board Committee appearing in approved minutes is evidence of the Board's action in the matter.

4.7. Fiscal Year

The fiscal year of Concordia University of Edmonton is April 1 through March 30.

4.8. Corporate Seal

The Board places the corporate seal of Concordia University of Edmonton in the custody of the University Secretary, who affixes it in accordance with rules approved by the Board. (See also [Articles 9.5.1\(e\)](#) and [Article 12.](#))

4.9. Execution of Documents

The Board, from time to time, approves document execution policy and authorizes a person or persons to execute contracts, documents, or instruments on behalf of the Board.

4.10. Auditors

The Board appoints its auditors.

4.11. Borrowing Powers

Subject to the Act and to the PSLA and all other legislation and regulations of the Province of Alberta, the Board may borrow money on the credit of the University in such amount, on such terms and from such persons, firms or corporations, including chartered banks, as may be determined by Normal Resolution of the Board from time to time. (See Normal Resolution, [Article 11.6\(b\).](#))

5. Board of Governors

5.1. Name

In accordance with the Act, the members of the Board of Governors constitute the body corporate under the name *Concordia University of Edmonton.*

5.2. Status

The Board is the senior decision-making body of CUE's governance structure. It constitutes the body corporate of CUE, and it acts with broad general powers granted by the Act and the PSLA.

5.3. Accountability

The Board is accountable to the people of the Province of Alberta.

5.4. Role

The Board has approved and established its Role as follows:

- (a) Exercise all powers necessary to meet the statutory objects of the institution, to fulfill its obligations to the people of Alberta, and to identify and comply with all legal, financial and governance obligations required of the Board of a publicly funded university of the Independent Academic Institution sector of Alberta Post-Secondary Education.
- (b) Ensure the institution's long-term independence, success, viability and welfare.
- (c) Establish and advance clear institutional Mission and Vision Framework.
- (d) Establish and maintain a principled culture and high standards of ethics and conduct.
- (e) Maintain focus on governance rather than management, oversight rather than operation, policy rather than process, strategy rather than tactics.
- (f) Honouring Concordia's history through a clearly articulated mission and vision statement.
- (g) Review CUE's governance structure every 8 years minimum.

5.5. Responsibilities

The Board has approved and established its Responsibilities as follows:

- (a) Appoint, support and assess the performance of the President.
- (b) Approve the institution's strategic, financial and capital plans, institutional policy and delegations of Board authority.
- (c) Comply with relevant government legislation, regulations and policy as well as Board policy, Bylaws and guiding frameworks.
- (d) Ensure adequate resources to advance the institution's Mission and Vision and to realize its Goals.
- (e) Ensure fiscal integrity, preserve institutional assets, deploy resources effectively, provide fiduciary oversight, monitor performance, borrow money, ensure adequate financial controls and reporting, engage with auditors, review audit results, approve financial statements and ensure institutional risks are identified and adequately managed.
- (f) Ensure that key relationships are established and maintained to advance the interests of the institution.
- (g) Assess Board performance regularly.

5.6. Openness, Disclosure and Communication

- (a) Annual Report:
The Board releases annually a public report of CUE's plans and performance.

- (b) Regular Reports to the Board:
The Board receives reports from the President with regularity and detail sufficient to inform the Board adequately in order to fulfill its role of advancing CUE's Mission and Vision Framework and ensuring long-term independence, success, viability and welfare.
- (c) Public Access to Board Meetings and Documents:
The Board grants reasonable public access to the proceedings and documentation of Open Sessions of Board meetings through the Office of the University Secretary.
- (d) Spokesperson for CUE:
The President is the spokesperson of CUE.
- (e) Spokesperson for the Board:
The Board Chair is the spokesperson of the Board.
- (f) Alternative Spokesperson:
The Board Chair and President may occasionally designate an alternative spokesperson for their roles described in Articles 5.6(d) and Article 5.6(e).

6. Constituting the Board

6.1. Authority of the Act

The Board establishes its membership in accordance with Sections 3(1), 5 and 6(1) of the Act.

6.2. Appointment

The Act vests authority in the Board to appoint all Board members. In the case of persons identified as members by virtue of office, the Board ratifies the appointment.

6.3. Reappointment

The Board retains the authority to reappoint all Board members.

6.4. Term of Service

A Board member's term of service normally begins on July 1, unless otherwise determined by the Board Chair. A Board member's term identified in Articles 7.1, 7.4 and 7.5 is a maximum of three years. The Board may reappoint such a Member for a further term of three years, for a maximum service of six consecutive years. After such a Member serves the maximum service period, the Member is eligible to serve again on the Board after three full years have elapsed.

6.5. Vacancy

A Board member continues to hold office after the expiry of the appointment term until the Member is reappointed, the Member's successor is appointed, or a period of three months elapse, whichever occurs first.

6.6. Disqualification

- (a) A Board member who serves by virtue of office, in accordance with Article 7.2 and 7.3, is disqualified from continuing Board membership in this capacity when the person vacates the specified office.
- (b) A Board member who serves in the capacity of a CUE stakeholder, in accordance with Article 7.2(b), is disqualified from continuing Board membership in this capacity when the person is no longer a member of the CUE stakeholder group.

6.7. Resignation

Board members who resign from the Board must do so in writing to the Board Chair and must return all confidential materials to the University Secretary by the resignation date.

6.8. Removal

The Board may, by Special Resolution in accordance with Article 11.6(c), remove any Board member from office prior to the expiration of that Member's term for any reason which the Board deems sufficient. (See Sanction, Article 8.10.)

6.9. Succession Policy

The Board seeks excellence in Member candidates whose competence, as established in Article 6.10(a), matches the nature of CUE and meets the needs of the Board, as established by the Board, in order to ensure effective good governance and oversight, while advancing Concordia's Mission, honouring its Vision, aligning with its Mandate and realizing its institutional Goals.

6.10. Succession Principles

The Board establishes the following principles to guide Board succession:

- (a) **Competence-Based Selection:**
The Board selects its members based upon a process of matching candidate competence, defined broadly to include values, commitment, qualities, skills, expertise, experience, resources and characteristics, with the needs and nature of CUE and the Board, as determined by the Board's Competence Matrix.
- (b) **Conflict Screening:**
The Board screens each Member candidate for potential conflicts of interest. (See also Article 10.3.4(a).)
- (c) **Trustee Engagement:**
The Human Resources Committee establishes the needs of the Board within its membership and, based upon those needs and the nature of CUE, recruits candidates, receives nominations, reviews candidates and identifies candidates for Board appointment.
- (d) **Openness:**
The Board's Succession Policy, Principles and Process appear on the public website of CUE.
- (e) **Consistency:**
The Board's Succession Policy, Principles and Process apply to search and selection of CUE Board members. The Board may decline a recommendation to appoint a candidate presented by virtue of office (Article 7.2 and Article 7.3), a candidate nominated by a stakeholder group (Article 7.4) or a candidate for Public Member (Article 7.5), if that candidate is deemed by the Board not to satisfy its established standards for competence-based selection or if that candidate does not satisfy the Board's standard for conflict-of-interest.
- (f) **Timeliness:**
The Board considers appointments and announces appointments of Board members to fill vacancies in a timely manner, while ensuring that it adheres to its Succession Policy and Principles.
- (g) **Diversity:**
The Board recognizes the importance of diversity in creating and assessing candidates for Board membership.

6.11. Succession Rules

The Board reserves the authority to appoint all Board members. In so doing, it reserves the right to receive and consider the recommendations of the Executive & Governance Committee, to appoint the recommended persons, or to decline the recommendation and return the matter to the Executive & Governance Committee. In order for the Executive & Governance Committee to fulfill its role, the Board grants authority to the Executive & Governance Committee to establish a succession process aligned with the Board's Succession Policy and Principles as set forth in Article 6.9 and Article 6.10, including the authority to:

- (a) monitor succession planning of Board members, including Board member terms and anticipated vacancies;
- (b) weight particular elements of the Board Competence Matrix from time to time to ensure that critically important Board needs are addressed in a timely manner within the appointment process;
- (c) assess Board candidates who are nominated by virtue of office in accordance with Article 7.2 and Article 7.3, on the basis of competence-based selection, as established by the Board;
- (d) assess Board candidates who are nominated by stakeholder groups in accordance with Article 7.4, on the basis of competence-based selection, as established by the Board;
- (e) develop a candidate pool for Public Member positions on the Board in accordance with Article 7.5, which includes a public announcement and which may include polling current Board members, inviting nominations or expressions of interest, consulting widely within and outside the institution; and such other appropriate means to create a diverse and inclusive pool of qualified candidates for Board membership;
- (f) select from the candidate pool (Article 6.11(e)) the candidate for each Public Member position who best meets the need of the Board, as established by competence-based selection;
- (g) screen all Board candidates for conflict of interest, as established by the Board; and
- (h) recommend that the Board appoint Board members.

7. Board Composition – Voting Members

The Board shall consist of the following members:

7.1. Chair

Chair of the Board;

7.2. Chancellor

Chancellor;

7.3. President

President & Vice-Chancellor;

7.4. Stakeholder Members

- (a) Two CUE alumni, nominated by the Concordia Alumni Association;
- (b) One CUE Academic Staff Members who is a member of, and who is nominated by, the Faculty Association;
- (c) One CUE Academic Staff Member who is a member of, and who is nominated by, the General Faculties Council;
- (d) Two (2) members of the CSA, nominated by the CSA, normally one (1) of which is the President;
- (e) One (1) member of the GSA, nominated by the GSA, which is normally the President;
- (f) One member of the non-academic staff nominated by the non-academic staff.

7.5. Public Members

Not more than nine (9) members representative of the general public, in addition to the Chair.

8. Board Members

8.1. Rights

The Board grants to Members the following rights:

- (a) **Right to Be Informed:**
Board members have the right to be informed of current and emerging issues, sufficient to ensure that they have a fair opportunity to make timely and informed decisions.
- (b) **Right to Attend:**
Voting Board members defined in Article 7 have the right to attend meetings of the Board and meetings of Committees to which they have been appointed. The Board identifies two exceptions to this right: the Board excuses the President from a portion of a meeting during which the President's performance and compensation are considered; and the Board excuses a Member from a portion of a meeting when that Member is in a position of conflict of interest.
- (c) **Right to Vote:**
With the exception of circumstances described in Article 8.1(b), Article 10.3, Board members identified in Article 7 have the right to vote upon any resolution considered by the Board or any resolution considered by a Board Committee to which they have been appointed.

8.2. Performance Expectations

The Board establishes its Performance Expectations for Board members as follows:

- (a) Attend to duties diligently and well; maintain current institutional and sector knowledge relevant to role; attend meetings; prepare conscientiously; participate fully; raise questions which are relevant, substantive, and timely; and exercise best judgment in the interests of the institution.
- (b) Promote a Board culture of trust, which encourages candour, welcomes diversity in perspective and opinion, honours confidentiality and demonstrates the highest standard of respect and civility.
- (c) Accept and support the decisions of the Board.
- (d) Comply unflinchingly with Board Ethics Policy, consisting of the Board Code of Conduct (Article 10.2), the Board Conflict of Interest Policy (Article 10.3) and the Board Confidentiality Policy (Article 10.4).
- (e) Respect the role and authority of the Board Chair, the Committee Chairs, the President and officers of the institution.
- (f) Commit to attendance at all Board and Committee meetings, retreats and other meetings or occasions requiring Board member attendance as designated by the Board Chair.

8.3. Education

The purpose of Board education is to ensure that all Board members receive adequate preparation and ongoing enhancement of their knowledge, insight and skills to fulfill their full measure of potential in their role. Member education includes the following:

- (a) **Orientation:**
The Board provides a timely and thorough educational orientation to each Board member. The Board authorizes the Executive & Governance Committee to ensure an effective educational orientation to prepare the Member for early effective Board service. The Board authorizes the University Secretary to implement the orientation program.

- (b) Annual Workshop:
The Board normally schedules an annual intensive educational opportunity for Board members, approved by the Executive & Governance Committee, intended to enhance their knowledge and performance as Board members.
- (c) Ongoing Education:
The Board, through its Executive & Governance Committee, provides ongoing educational opportunities for the Board.
- (d) Access to Best Practice Resources:
The Board ensures that Board members have access to governance best practice resources for the post-secondary education sector, which may include online resources, publications, events and experts.
- (e) Board Handbook :
The Board provides the web-based Board Handbook to Members as a primary source of CUE, Board, planning and logistical information related to their role on the Board. The Board authorizes the University Secretary to establish and maintain the Handbook in a format the University Secretary deems appropriate.

8.4. Communication

- (a) Member Communication with CUE:
Board members communicate with CUE only through the President and University Secretary.
- (b) Electronic Communication with Members:
CUE normally communicates with Members by means of electronic media for routine information including notices, schedules, agendas, reports and invitation. Members agree to permit and utilize this form of communication.
- (c) Crisis Communication with Members:
CUE establishes and maintains a reliable means to communicate with Members in events of crisis.
- (d) Public Communication with the Board:
Persons wishing to communicate with the Board must do so in writing addressed to the University Secretary.

8.5. Recognition

The Board normally announces publicly a Member's appointment to the Board and normally honours a retiring Member during the last meeting served in the Member's term.

8.6. Compensation

Members are entitled to and accept no compensation, in any amount or in any form, in consideration of their service on the Board.

8.7. Travel Expenses

CUE reimburses Board members for reasonable travel expenses incurred to attend only Board and Board Committee meetings, and for other events authorized in advance by the Board Chair. Expense reimbursement requests and approvals are in accordance with approved CUE policies.

8.8. Liability and Indemnification

CUE indemnifies and saves harmless each Board member, the Member's estate and effects, the Member's heirs, executors and administrators and other legal personal representatives, from time to time and at all times, from and against all costs, charges and expenses whatsoever, including amounts paid to settle an action or satisfy a judgment and fines and other monetary penalties, which the Member sustains or incurs in or about any criminal, civil or administrative action, suit or proceeding that is brought, commenced or prosecuted against the Member, for or in respect of any act, deed, matter or

thing whatsoever, made, done or permitted by the Member, in or about the execution of the duties of the Member's office, except such costs, charges or expenses as are occasioned by the Member's own wilful neglect or wilful default.

8.9. Attendance

The Board may declare vacant any seat of a Board member who, without being granted a leave of absence by the Board Chair, fails to attend three consecutive Regular meetings of the Board, as defined by [Article 11.1\(a\)](#). In this event, the Board automatically and immediately considers that the Member's term has expired.

8.10. Sanction

Members who breach terms of the Bylaws are subject to sanction by the Board, up to and including the Member's removal from the Board, as the case may require. The Chair assesses the circumstances related to any Bylaw non-compliance or breach and makes a recommendation to the Board. In situations where the Chair is involved in Bylaw non-compliance or breach, the Board Vice- Chair and the Chair of the Audit Committee assess the circumstances and make a recommendation to the Board. A Board decision to sanction a Board member requires a Special Resolution, in accordance with [Article 11.6\(c\)](#). (See also [Article 8.10](#), [Article 9.6\(d\)](#) and [Article 10.1](#).)

9. Board Officers

Board Officers provide leadership to the Board and guidance to its process; advance the CUE Mission and Vision Framework; and ensure compliance with legislation, bylaws and policy. Their authority is derived solely from the Board.

9.1. Board Chair

The senior officer of the Board is the Board Chair.

9.1.1. Role:

- (a) Lead and facilitate impartial and orderly meetings of the Board and designated committees.
- (b) Create a safe and respectful environment for decision-making by protecting the right of each Board member to be informed, to participate in the meeting, debate the issues freely, and consider opposing views and to vote on business before the Board.
- (c) Demonstrate expertise in the frameworks guiding the Board's work, including CUE's Mission and Vision Framework, Board Bylaws and relevant legislation, policy and rules.
- (d) Ensure that rules of order are followed, including ensuring that each decision is made by means of a properly presented motion in the presence of a quorum, that debate is orderly and civil, and that the matter is determined by a vote of the Board.
- (e) Work with the Executive & Governance Committee to identify and recruit new Board members.
- (f) Lead the development of a strong Board and cultivate leadership in individual Board members.
- (g) Embed established performance expectations in the work and culture of the Board and ensure regular Board and Board member assessment.
- (h) Lead and facilitate the Presidential search, assessment, and compensation processes.
- (i) Represent and speak for the Board in all official capacities.

9.1.2. Election:

Board members elect the Board Chair. The election requires a simple majority vote.

9.1.3. Re-Election:

The Board may re-elect the Board Chair for subsequent terms

9.1.4. Term of Service:

The Board Chair's first term is a period of no more than three years. The maximum term of office of a Board Chair is six consecutive years.

9.1.5. Resignation or Vacancy:

Following the resignation of the Board Chair or a vacancy occurring in the office for any other reason, the Board elects a successor at the next Regular Board meeting. During a vacancy in the office of Board Chair, the Vice-Chair serves in all capacities of the Chair. (See Article 9.2.)

9.2. Board Vice-Chair

The senior officer of the Board, second only to the Board Chair, is the Board Vice-Chair.

9.2.1. Role:

- (a) Grasp the role of the Board Chair as described in Article 9.1.1 and serve in this role in the absence of the Chair.
- (b) Work closely with the Board Chair and participate as an effective part of Board leadership.
- (c) Attend Board meetings and events.
- (d) Serve on Committees, as designated by the Board.
- (e) Undertake special assignments as determined by the Board or requested by the Board Chair.

9.2.2. Election:

Board members elect the Board Vice-Chair. The election requires a simple majority vote.

9.2.3. Re-Election:

The Board may re-elect the Board Vice-Chair for subsequent terms.

9.2.4. Term of Service:

The Board Vice-Chair's first term is a period of no more than three years. The maximum term of service of a Board Vice-Chair is six consecutive years.

9.2.5. Resignation or Vacancy:

Following the resignation of the Board Vice-Chair or a vacancy occurring in the office for any other reason, the Board elects a successor at the next Regular Board meeting.

9.3. Committee Chairs

The senior officer of a Board Committee is the Committee Chair.

9.3.1. Role:

- (a) Grasp the Committee's mandate, duties, composition and the Board's Bylaws pertaining to Committees. (See Article 13.)
- (b) Lead and facilitate impartial and orderly meetings of the designated Committee.
- (c) Create a safe and respectful environment for decision-making by protecting the right of each Committee member to be informed, to participate in the meeting, debate the issues freely, consider opposing views and to vote on business before the Committee.

- (d) Represent the Committee and present the Committee's reports to the Board.

9.3.2. Appointment:

The Board may designate within Board-approved terms of reference that a Committee Chair serves by virtue of office. In all other cases, the Board Executive and Governance Committee appoints and reappoints the Chair of a Board Committee.

9.3.3. Term of Service:

A Board Committee Chair's first term is a period of no more than three years. The maximum term of service of a Committee Chair is six consecutive years.

9.3.4. Resignation or Vacancy:

Following the resignation of a Board Committee Chair or a vacancy occurring in the office for any other reason, the Board or designated Committee appoints a successor in a timely way. During a vacancy in the office of Board Committee Chair, the Committee Vice-Chair serves in all capacities of the Committee Chair. (See [Article 9.4.](#))

9.4. Committee Vice-Chairs

The senior officer of a Board Committee, second only to the Committee Chair, is the Committee Vice-Chair

9.4.1. Role:

- (a) Grasp the role of the Committee Chair as described in [Article 9.3.1](#) and serve in this role in the absence of the Committee Chair.
- (b) Work closely with the Committee Chair and participate as an effective part of Committee leadership.
- (c) Attend Committee meetings and events.
- (d) Undertake special assignments as determined by the Board or requested by the Board Chair or Committee Chair.

9.4.2. Appointment:

The Board may designate within Board-approved terms of reference that a Committee Vice-Chair serves by virtue of office. In all other cases, the Committee appoints and reappoints their Vice-Chair.

9.4.3. Term of Service:

A Board Committee Vice-Chair's first term is a period of no more than three years. The maximum term of service for the office of Committee Vice-Chair is limited to six consecutive years.

9.4.4. Resignation or Vacancy:

Following the resignation of a Board Committee Vice-Chair or a vacancy occurring in the office for any other reason, the Board Committee appoints a successor in a timely way.

9.5. University Secretary

The senior governance officer serving the Board is the University Secretary.

9.5.1. Role:

- (a) Serve the interests of the Board by providing decision support for the Board and its committees consistent with the principles and practices of good governance.
- (b) Assist the Board Chair in matters associated with the Chair's role in Board leadership.
- (c) Assist Committee Chairs in matters associated with the role of Committee leadership.

- (d) Provide liaison between Board members and CUE.
- (e) Serve as custodian of the Board's permanent records and corporate seal. (See also Articles 4.8 and 12.)
- (f) Assist the Board in interpreting and ensuring compliance with the Board's bylaws.
- (g) Consistent with Article 8.3, assist in effective orientation and continuing education programs and provide an accessible Board Handbook of current and helpful information relevant to the role of Board members.
- (h) Carry out other duties as are assigned to the Secretary by the Board, the Board Bylaws, policy or Committee terms of reference, by the Chair of the Board or by the President. (See also Article 12.)

9.5.2. Appointment:

The University Secretary is a CUE employee, appointed by and reporting to the President consistent with CUE employment policy and process. The President approves a detailed position description for the University Secretary consistent with CUE employment policy as well as the Board Bylaws. The President consults the Board Chair in matters associated with the appointment and performance assessment of the University Secretary.

9.6. Board Officer Succession

In addition to requirements set forth in Articles 9.1-9.4, and with the exception of the succession of the University Secretary who is subject to CUE employee policy and process, Board Officer succession must comply with the following rules:

- (a) **Competence-Based Selection:**
Selection, election, re-election, appointment, reappointment and succession of Board Officers are based upon matching Member competence, defined broadly to include values, commitment, qualities, skills, expertise, experience, resources and characteristics, with the needs and nature of the role of the Board Officer.
- (b) **Regular Succession:**
The regular succession of Board Officers is described in Articles 9.1 - 9.4.
- (c) **Emergency Succession:**
In rare and unanticipated circumstances, when regular succession proves impossible and the consequences are deemed by the Board Chair to be mission-critical, the Board Chair may appoint a successor to a Board Officer for a temporary period, not exceeding three months, until the regular succession process and requirements can be undertaken.
- (d) **Removal:**
The Board may, by Special Resolution in accordance with Article 11.6(c), remove any Board Officer from office prior to the expiration of that Officer's term for any reason which the Board deems sufficient. (See also Article 8.10)

10. Ethics

The Board embraces the values established by CUE which inform and guide all institutional behaviour and action. The Board establishes standards of conduct and framework policies which uphold the integrity, reputation and interests of CUE.

10.1. Ethics Compliance

The Board establishes CUE ethics policies and requires compliance of all Board members. Non-compliance is subject to sanction, in accordance with Article 8.10.

10.2. Board Code of Conduct

The Board expresses its commitment to CUE's values and the Board's role as stewards of the institution, upholding the integrity, reputation and interests of CUE by establishing the Board Code of Conduct.

- (a) Demonstrate the highest standards of personal integrity, honour, respect, truthfulness, honesty and good faith;
- (b) Demonstrate the duty of loyalty to CUE, serving individually and collectively in the interests of the institution's greater good, setting aside personal and professional interests to serve the greater good of the institution;
- (c) Act lawfully, complying with all laws, regulations, policies and rules relevant to their role as a Board member;
- (d) Act with the prudence of a reasonable individual, bringing care, competence and due diligence to each task;
- (e) Act in a way which demonstrates a commitment to transparency and accountability which shows their actions are fair and reasonable in the circumstance;
- (f) Contribute to an honest, safe and healthy atmosphere which values respect, fairness and integrity, free from corruption, disrespect, discrimination, harassment or violence.
- (g) Refuse fees, gifts or other benefits that are connected directly or indirectly with the performance of their role as a Board member, from any individual, organization or corporation, other than the normal exchange of gifts between friends or business colleagues, tokens exchanged as part of protocol or the normal presentation of gifts to people participating in public functions.
- (h) Comply unfailingly with Board policy, with particular attention to those related to ethics, consisting of the Board Code of Conduct, (Article 10.2), Board Conflict of Interest Policy (Article 10.3) and the Board Confidentiality Policy (Article 10.4);
- (i) Acknowledge that breaches of the Board Code of Conduct may result in sanctions, in compliance with Article 8.10.

10.3. Board Conflict of Interest Policy

10.3.1. Purpose

The purpose of the Board Conflict of Interest Policy is to safeguard CUE's reputation, uphold the Board's integrity and protect CUE's interest when the Board or Board Committee is considering a decision, transaction or arrangement that might benefit the private interest of a Board member. This policy is intended to align with the Board Code of Conduct.

10.3.2. Policy Statement

The Board commits to ethical standards of conduct for its members and establishes the Board Conflict of Interest Policy, applicable to all Board members. Board members hold a position of trust and are required first and foremost to serve the interests of CUE. The Board requires members to ensure that their actions are not in any circumstance influenced by, or perceived to be influenced by, any factor other than impartial interpretation of the facts. The Board views conflict of interest, whether actual, potential or perceived, to be a serious matter and acts expeditiously and in accordance with the Board Bylaws to ensure that all types of conflict are adequately reported, fairly and expeditiously assessed and that conflicts are effectively managed. In the extreme circumstance of a conflict of interest which is deemed impossible to be reasonably managed, the Board takes action permitted by the Bylaws to protect the interests, integrity and reputation of CUE. Non-compliance with this Policy is a breach of the Bylaws.

10.3.3. Definitions

For the purposes of the Board Conflict of Interest Policy, the following definitions apply:

- (a) Conflict of Interest:
Conflict of Interest means a situation where there is, or where there may reasonably be perceived to be, a divergence between a Board member's obligations to CUE established by the Bylaws and the interests of the Board member or the Board member's family, which include financial benefit and non-monetary benefit, such that an impartial observer might reasonably question whether the Board member's actions or decisions are influenced by considerations of self-interest.

- (b) Board Member Interest:
Board Member Interest means an interest of a material nature in an existing or proposed transaction, agreement or arrangement with CUE, by which the Board member or a Board member's family might receive financial or non-financial benefit; a Board member's personal, financial, corporate or other organizational duties which may, or which may reasonably be seen to, influence the actions and/or decision-making of a Board member; any other circumstance which the Board decides is, or would be, a conflict of interest, whether the conflict is actual, potential or perceived.
- (c) Financial Benefit:
Financial benefit means the receipt, or expectation, of anything of monetary value.
- (d) Non-financial benefit:
Non-financial benefit means the receipt, or expectation, of any personal benefit of a non-monetary nature.
- (e) Family Member:
Family member means a Board member's spouse or adult interdependent partner or another individual to whom the person is related by blood, marriage or adoption.
- (f) Manageable Conflict:
A conflict of interest may be permitted if it can be managed in a manner which upholds the integrity, reputation and interests of CUE; complies with legislation, bylaws, policy and rules; and which withstands the test of reasonable and independent scrutiny.
- (g) Recusal:
A *recusal* is a disqualification of a Board member's role to influence the course of the Board or Committee's decision-making. Examples of recusals include excusing a Board member from a meeting room for the duration of consideration of, and voting on, the subject matter which gives rise to a conflict of interest; prohibiting a Board member from lobbying other Board members concerning the subject matter; and prohibiting a Board member from using information and knowledge gained in the capacity of a Member for any Board Member Interest

10.3.4. Conflict of Interest Rules for Board Members

The Board establishes the following Conflict of Interest Rules:

- (a) Conflict of Interest Screening:
In accordance with [Article 6.10\(b\)](#), the Board screens each Member candidate for potential conflicts of interest.
- (b) Avoiding Conflict of Interest:
The Board expects its members to avoid real or perceived conflict of interest whenever possible.
- (c) Declaring a Conflict of Interest at a Meeting:
In the event of an actual, potential or perceived Board member conflict of interest arising from a Board or Committee agenda, the Board requires the Member concerned to declare the conflict of interest and to leave the meeting room, disqualifying the Member from influencing the discussion and voting. In the event that a Board member is uncertain whether circumstances exist that might properly be considered a conflict of interest, the Board requires the Board member to declare the interest in the matter and abide by the decision of the Chair. The Chair may decide to allow the Board or Committee to decide the question by a Normal Resolution, in accordance with [Article 11.6\(b\)](#). In the event that the Board or a Committee is of the opinion that a conflict of interest exists but has not been declared, the Board or Committee may declare that a conflict of interest exists by means of a Special Resolution, in accordance with [Article 11.6\(c\)](#). The Board requires the University Secretary to ensure that meeting minutes explicitly record voluntary declarations of conflict of interest by a member or observation of conflict of interest raised by the Board or committee; decisions arising from conflict assessment in accordance with [Article 10.3.4\(e\)](#) and [Article 10.3.4\(f\)](#); and decisions for conflict management in accordance with [Article 10.3.4\(g\)](#), [Article 10.3.4\(h\)](#) and [Article 10.3.4\(i\)](#).

(d) Duty to Report Annually:

The Board requires its members to report annually through a best-practice disclosure statement, on existing, emerging or potential conflicts; to update the annual reporting as soon as situations of new conflict arise; to declare conflicts during meetings where agenda items present conflict situations. Breaches are subject to sanctions, in accordance with Article 8.10. If a Board member has reasonable cause to think that another Board member is in a circumstance of conflict of interest, the first Member may immediately bring the concern to the other Member's attention and request that a conflict be declared. If the other Member refuses to do so, the first Member may immediately bring the concern to the attention of the Board Chair. In the case of a concern about the Board Chair, the first Member may immediately bring the concern to the attention of the Vice-Chair, who acts jointly either with the Chair of the Executive & Governance Committee or the Chair of the Audit Committee.

(e) Conflict Assessment:

The Board acknowledges that avoiding conflict of interest may not always be possible and therefore determines that conflicts reported in accordance with Article 10.3.4(d) will be assessed and decided in a fair, orderly and expeditious manner, exercising due diligence. The Board Chair assesses and decides conflicts of Board members. The Vice-Chair and either the Chair of the Executive & Governance Committee or the Chair of the Audit Committee jointly assess and decide conflicts of the Board Chair. During assessment period, the Board member is required to cease the Board activity or withdraw from the Board situation which gave rise to the potential conflict until the conflict has been decided. If requested, CUE provides legal counsel to the Officers designated by this Article to play the role of assessing conflict.

(f) Decision of No Conflict:

If the Officer authorized by Article 10.3.4(e) determines that no conflict exists, the Board member concerned may resume full duties of a Board member.

(g) Decision of Manageable Conflict:

If the Officer authorized by Article 10.3.4(e) determines that a conflict exists and that it is manageable, the Officer decides upon a strategy to manage the conflict to ensure that the Board member does not influence the outcome of decision-making in the circumstance that gave rise to the conflict, and the Board member concerned is required to abide by the decision. The Board considers conflict management as a normal practice of good governance and recognizes that recusals and other acceptable forms of conflict management protect the interests and reputation of CUE and the Board, as well as the reputation of the Board member concerned.

(h) Decision of Serious Conflict Which Cannot Reasonably Be Managed:

The Board acknowledges that, in extremely rare circumstances following due diligence, a Board member conflict is judged as sufficiently serious that it breaches the terms of the Board's Bylaws and is deemed impossible to managed in a reasonable way. If the Officer authorized by Article 10.3.4(e) determines that this circumstance exists, the Officer recommends that the Board member immediately take action sufficient to remove the circumstance of serious conflict or, alternatively, that the Board member resign from the Board in accordance with Article 6.7. If the matter is not resolved quickly and to the Officer's satisfaction, the Officer refers the matter to the Board to review the circumstance, hear from the Officer and the Board member, and decide the matter as final.

(i) Voluntary Resignation:

The Board recognizes that circumstances of conflict of interest are inevitable within a Board of accomplished individuals who have business, professional, governance and other interests. The Board expects that the vast majority of conflicts can be reasonably managed, but recognizes that there will be occasions when a Board member prefers to resign from the Board in accordance with Article 6.7 to pursue an interest rather than continue in a managed conflict or in a circumstance which might jeopardize the Board's or the member's reputation. The Board, nevertheless, requires the member concerned to comply fully and in perpetuity with the Board Confidentiality Policy as set forth in Article 10.4. In these circumstances, the Board Chair accepts the resignation and the Board member steps down with honour, receiving normal recognition described in Article 8.5.

10.4. Board Confidentiality Policy

10.4.1. Purpose

Board members are subject to the Bylaws, including the Board Code of Conduct (Article 10.2), and bound by the duty of loyalty in accordance with Article 10.2(b). Accordingly, the Board requires Board members to comply with the Board Confidentiality Policy which protects the interests, integrity and reputation of CUE.

10.4.2. Policy Statement

The Board expresses its commitment to CUE's values, upholding the integrity, reputation and interests of CUE by establishing the Board Confidentiality Policy which ensures a high degree of transparency in order for stakeholders to access information sufficient to understand the Board's decision-making on most issues. The Board requires Board members to protect in perpetuity all information, in any and all formats, gained by virtue of their role as a Member, which is considered by the Board to be confidential.

10.4.3. Board Confidentiality Rules

- (a) The Board requires Board members to comply fully with the Board Confidentiality Policy in perpetuity.
- (b) The majority of Board information, e.g., Board membership, Bylaws, policies, committee terms of reference, Open Session agendas and minutes, is intentionally placed in the public domain. There is certain Board information, however, which the Board considers confidential in order to protect the interests, integrity and reputation of CUE and this information can be gained by a Board member from documents, in electronic format, during meeting proceedings or through conversations held in the capacity as a Board member.
- (c) The Board may decide any matter to be confidential, but typical examples of confidential information include information in any and all formats which is associated with Board Closed Sessions as established by Article 11.1(f) and information which is protected by legislation, including the *Alberta Freedom of Information and Protection of Privacy Act, Revised Statutes of Alberta 2000*, Chapter F-25, and successor legislation.
- (d) Specific examples of Board confidential information include, but are not limited to:
 - closed session agenda materials and minutes;
 - privileged information related to human resource matters such as search, selection, appointment, performance review, compensation, discipline, discipline and grievance;
 - legal actions and issues;
 - advice from officials;
 - investment;
 - audit;
 - strategic planning and action;
 - government relations;
 - fund raising,
 - land and asset purchase, sale, acquisition and gift;
 - intellectual property;
 - testing procedures and content;
 - subjects identified by Alberta Freedom of Information and Protection of Privacy Act, Chapter 4, Exceptions to the Right of Access, disclosure of which is harmful to personal privacy, individual or public safety, or the interests of CUE.

11. Decision-Making Rules

The Board establishes, from time to time, rules related to the decision-making, meetings, and operations of the Board and its committees, as it deems necessary and appropriate, including the following rules:

11.1. Meetings

A meeting of the Board or its committees is a decision-making event, properly constituted according to the Bylaws, during which the authority of the Board or its Committee may be exercised. The meeting may be held in person or via electronic media, according to the requirements and limitations of the Bylaws. The Board establishes rules applying to the nature and conduct of Board and Committee meetings.

- (a) **Regular Meetings:**
The Board establishes an annual schedule of not less than four Regular Meetings of the Board. Normally, these meetings are held in person at Edmonton, Alberta. Meetings may be held via electronic media. The Board's Annual Schedule of Meetings provides adequate formal notice of Regular Meetings. A Board Committee establishes an annual schedule of meetings, which provides adequate formal notice of Regular Meetings.
- (b) **Special Meetings:**
The Board Chair may call Special Meetings of the Board and a Committee Chair may call Special Meetings of the Committee between Regular Meetings to permit consideration of urgent and unanticipated business arising between the Regular Meetings. Special Meetings require three days of notice to Members and may be held in person or via electronic media.
- (c) **Emergency Meetings:**
The Board Chair, in rare circumstances, may call an Emergency Meeting of the Board to permit the Board to transact unanticipated mission-critical business. Emergency Meetings require 24 hours of notice to Board members and may be held in person or via electronic media. The Chair may call an Emergency Meeting of the Executive & Governance Committee.
- (d) **Meetings Via Electronic Media:**
The Board or a Board Committee may meet via electronic media which permit all persons participating in the meeting to communicate with each other simultaneously. (See also [Article 11.6\(e\)](#) for voting during meetings conducted via electronic media.)
- (e) **Open Session:**
Open Session is a meeting or portion of a meeting of the Board to which the public and reporting media are welcome to attend, in accordance with any rules established by the Board. Normally, the majority of the Board's business is conducted in Open Session. A Committee may include an Open Session in its meeting.
- (f) **Closed Session:**
Closed Session is a designated meeting or portion of a meeting of the Board at which only voting members of the Board, the University Secretary, invited officials, and invited guests are authorized to be present. Normally, Closed Session is reserved for the Board's consideration of confidential business such as any matter related to an individual person; human resources and employment issues including employee performance, hiring, promotion, conduct, suspension, dismissal, working conditions, and collective bargaining; liability issues; opinions and advice; legal actions such those brought by or against CUE; student discipline; investment issues and other financial matters requiring confidentiality; speculative issues such as acquisition, security, and disposition of real property; issues of individual or collective security and safety; and educational sessions intended solely for the purpose of enhancing Board member understanding and performance. A Committee may choose Closed Session format for its meetings.
- (g) **Privileged Session:**
Privileged Session is a designated meeting or portion of a meeting of the Board or its Committees at which only voting members of the Board and the University Secretary are authorized to be present. On occasion, the Board Chair excuses the President from a Privileged Session. Privileged Session is normally reserved for matters related to the search, selection, appointment, performance, compensation or dismissal of the President.

11.2. Attendance at Meetings

The Board determines the following rules for attendance at meetings:

- (a) **Voting Members:**

Voting Members of the Board are entitled to attend all meetings of the Board as established and limited by [Article 8.1\(b\)](#) and [Article 8.1\(c\)](#). Voting Members of the Board who are appointed to a Committee are entitled to attend meetings of the Committee.

(b) Non-Voting Officials and Guest Experts:

The attendance of non-voting officials as subject experts or the attendance of persons who are guest experts at Board or Board Committee meetings is intended to assist the President in making presentations or responding to Board questions. These officials and guest experts attend certain portions of meetings at the invitation of the President, with the consent of the Board Chair for Board meetings, and with the consent of Committee Chairs for Committee meetings.

(c) Public Gallery:

The Board welcomes the public to attend an Open Session of a Board meeting, in accordance with any rules the Board may establish. There is no public gallery for a meeting held via electronic media unless the Board decides to broadcast a meeting.

(d) Reporting Media Gallery:

The Board welcomes the reporting media to attend an Open Session of a Board meeting, in accordance with any rules the Board may establish. There is no reporting media gallery for a meeting held via electronic media unless the Board decides to broadcast the meeting.

11.3. Debate and Deportment

Board members deliberate and decide issues within CUE's collegial environment and must conduct themselves while so doing in a manner that promotes a culture of trust, encourages candour, welcomes diversity in perspective and opinion, honours confidentiality, and which demonstrates the highest standard of respect and civility.

11.4. Parliamentary Rules

The Board and Board Committees rely upon *Robert's Rules of Order Newly Revised (11th Edition)* and its successor documents to determine questions of procedure and parliamentary situations not provided for in the Act or the Bylaws. On occasion, the Board Chair may designate a Board Parliamentarian in advance of a meeting to assist the Chair during a particularly complex proceeding.

11.5. Expert Advice

The Board may access expert advice from time to time, as it deems necessary and appropriate. Board Committees may access expert advice from time to time, as they deem necessary and appropriate, but only upon the approval of the Executive & Governance Committee.

11.6. Voting

Board and Committee resolutions are decided by a vote in accordance with the following rules:

(a) Quorum:

A majority of the members of the Board appointed in accordance with [Article 7](#) constitutes a quorum for all meetings of the Board. A majority of the members of the Board appointed in accordance with [Article 7](#) who have been appointed to the Committee constitutes a Committee quorum. For purposes of determining the quorum for meetings of a Committee, the ex-officio members shall not be included in the calculation of the number of voting members.

(b) Normal Resolution:

A Normal Resolution is a motion before the Board or a Board Committee requiring a decision in order to transact the Board's business. It requires a simple majority vote of those present, as long as the attendance constitutes a quorum, as determined by [Article 11.6\(a\)](#). The vast majority of Board resolutions are of this nature.

(c) Special Resolution:

A Special Resolution is a motion before the Board or Committee requiring a decision on a matter of particular consequence. It requires a vote in favour by two-thirds of those present, as long as the attendance constitutes a quorum, as determined by Article 11.6(a). Special Resolutions are required for such actions as the removal of a Member, in accordance with Article 6.8; sanction of a Member in accordance with Article 8.10; or determinations of Conflict of Interest in accordance with Article 10.3.4(c); and decisions to approve, amend or repeal Board Bylaws, in accordance with Article 17.1.

(d) Consent Agenda Voting:

The Board permits a single vote on a consent agenda, which is comprised of a number of routine agenda matters which normally do not warrant Board discussion. The intention is to clear agendas and free meeting time in favour of issues more centrally connected with Mission and Vision Framework. A Board member is entitled to move a resolution to remove an item from the consent agenda to permit discussion of the item. Rules for a Normal Resolution apply, as set forth in Article 11.6(b).

(e) Voting Method:

The Board and Board Committees normally vote by show of hands. In rare circumstances, there may be a Motion to vote by ballot, administered by the University Secretary. For meetings held via electronic media, in accordance with Article 11.1(d), the University Secretary conducts a roll call vote for Board members to register their votes orally. The Board prohibits proxy voting.

(f) Electronic Voting:

To facilitate the business outside of the schedule of Regular Meetings, the Board or a Board Committee, from time to time, may use an electronic process administered by the University Secretary for voting on resolutions. Despite the nature of such a resolution, it is deemed to be a Special Resolution in accordance with Article 11.6(c), requiring two-thirds vote of a majority of all voting Board members in the case of a Board resolution, or two-thirds of a majority of all voting Committee members.

11.7. Delegation of Authority

The Board may delegate to a Board committee or to the President any power, duty or function conferred or imposed on it by the Act or the PSLA, except the power to approve, amend or repeal Bylaws. The delegation is made by Normal Resolution and conveyed in writing. Such a delegation normally requires a report to the Board of action taken with delegated authority, unless the nature of the matter is related to operation rather than governance. (See Normal Resolution, Article 11.6(b).) (See also Authority of Board Committee, Article 13.2(a) and Authority of Executive & Governance Committee, Article 13.2(b).)

(a) Principles of Delegation:

The Board may approve Principles of Delegation to inform the Board's decision-making with respect to delegation of authority.

(b) Policy of Delegation:

The Board may approve a Policy of Delegation, including authorities, rules, limits, and review cycles, to guide the Board's decision-making with respect to delegation of authority.

12. Board Documents

The Board authorizes the University Secretary to be responsible for the quality, accessibility, security, dissemination, and archival retention of all Board documents. (See also Articles 4.8, Article 4.9 and 9.5.1(e).)

12.1. Agendas

Each Board and Committee meeting is guided by agenda documentation which is prepared by the President and University Secretary, approved by the Board Chair for Board meetings and Committee Chairs for Committee meetings, and disseminated to Members seven days prior to a Regular Meeting, three days prior to a Special Meeting, or 24 hours prior to an Emergency Meeting. The Executive & Governance Committee approves appropriate dissemination means, including access to documents on a Board member website, electronic document transfer, or hard-copy documents. (See Also Articles 11.1(a), (b) and (c).)

12.2. Minutes of Proceedings

The Board authorizes and requires the University Secretary, or the Secretary's designate, to prepare minutes of the proceedings of each Board and Committee meeting.

- (a) **Minutes Content:**
Minutes include, at the minimum, the name of the decision-making body, date and location of the meeting, attendance, identity of Chair, identity of Secretary, confirmation of quorum, declaration of conflict of interest, the subject matter of the business before the Board or Committee, and the Board or Committee's decisions and/or disposition of the business.
- (b) **Minutes of Meetings Held via Electronic Media and Electronic Voting:**
Board records of proceedings include meetings held via electronic media in accordance with Article 11.1(d) and decisions made by electronic voting in accordance with Article 11.6(f).
- (c) **Approval of Minutes:**
Draft Board minutes appear on the agenda of the subsequent Board meeting agenda and require approval. Draft Committee minutes appear on the subsequent agenda of the Committee and require approval.
- (d) **Temporary Electronic Recordings:**
The Board authorizes the University Secretary to make a temporary electronic recording of meeting proceedings for the sole purpose of assisting in the preparation of minutes, in accordance with Article 12.2. Such recordings are transient and unofficial records, and are destroyed upon formal approval of the official minutes of the proceeding.

13. Board Committees

13.1. Establishment

The Board establishes Board committees as it deems necessary and advisable to enhance the Board's governance and assist in its decision-making. As a minimum, the Board establishes the Executive Committee and the Audit Committee. According to Article 3.12, the Committee may be a standing committee, a task committee or a temporary committee, but it may not be a sub-committee of a Board Committee.

13.2. Authority

- (a) **Authority of Board Committees:**
The Board is the senior decision-making body of CUE's governance structure. It constitutes the body corporate of CUE and it acts with broad general powers granted by the Act and the PSLA (Article 5.2). A Board Committee may exercise only authority and power delegated to it by the Board in accordance with Article 11.7.
- (b) **Authority of the Executive & Governance Committee:**
In the rare circumstances which prevent a Special Board meeting in accordance with Article 11.1(b) or an Emergency Board Meeting in accordance with Article 11.1(c), the Board authorizes the Board Executive Committee to act with the Board's authority to permit a decision on unanticipated and mission-critical business, with the exception of a decision to amend or modify the Act, or repeal, amend or modify the Bylaws, appoint or dismiss the President, or appoint a Board Member. The Executive must report to the next Board meeting on a decision made under such delegated authority and the reasons the Committee acted with the Board's authority. (See Delegation of Authority, Article 11.7.)

13.3. Dissolution

Except for the Executive & Governance Committee and the Audit Committee, provided for in Article 13.1, the Board dissolves Board committees as it deems necessary and advisable.

13.4. Terms of Reference

Terms of reference provide a governance framework for Board Committees and normally include the following components:

- Committee Name
 - Status
 - Mandate
 - Composition
 - Scope of Duty
 - Authority delegated by the Board
- (a) Approval:
The Board approves terms of reference for each Board Committee.
- (b) Amendment:
The Board approves amendments of Committee terms of reference upon its own resolution or upon the recommendation of the committee concerned.
- (c) Review Cycle:
The Board reviews the terms of reference of its committees at least every five years.

13.5. Committee Decision-Making Rules

Board Committees comply with the decision-making rules of [Article 11](#).

13.6. Committee Documents

Board Committees comply with [Article 12](#) with respect to their documents.

13.7. Annual Committee Orientation

The Committee provides an annual educational orientation to enhance Committee members' knowledge, insight and skills in order to fulfill their full measure of potential in their role as Committee members.

13.8. Annual Committee Work plan

The Committee approves an annual work plan to fulfill its mandate.

13.9. Regular Committee Reports

The Committee presents its recommendations and reports its decisions made with delegated authority during the next Regular Meeting of the Board.

13.10. Annual Committee Report

The Committee presents to the Board an annual report summarizing its activity, demonstrating fulfillment of its mandate and completing its work plan. The annual report includes performance measurement summaries for years of Committee assessment. (See [Article 14.2\(d\)](#).)

13.11. Membership

The Board establishes the Composition of Committee Members in approving Committee terms of reference in accordance with [Article 13.4](#).

- (a) Term of Service:
Except for those who serve on a Committee by virtue of office, Committee Members serve a two-year term on a Board Committee.

- (b) Appointment:
The Board retains the authority to appoint Members as well as non-Members to Board Committees, but consults the Executive & Governance Committee for its recommendation.
- (c) Reappointment:
The Board retains the authority to reappointment Members to the Board Committees but consults the Governance Committee for its recommendation.
- (d) Removal:
The Board may, by Special Resolution in accordance with Article 11.6(c), remove a Member from a Board Committee prior to the expiration of the Member's term of appointment on the Committee for any reason which the Board deems sufficient. (See also Sanction, Article 8.10.)
- (e) Succession Planning:
Consistent with the Board's Succession Policy, Article 6.9, the Board seeks excellence in Committee Member candidates whose competence matches the nature of CUE and meets the needs of the Board and its Committees, as established by the Board, in order to ensure effective good governance and oversight, while advancing Concordia's Mission, honouring its Vision, aligning with its Mandate and realizing institutional goals. The Board acknowledges that Committees are an effective learning opportunity for Board members and seeks members of potential as well as competence for its Committees.

13.12. Committee Support

In accordance with Article 9.5.1, the University Secretary provides decision support for the Board and its committees consistent with the principles and practices of good governance.

14. Assessment

The Board deems assessment which is conducted periodically and with thoughtful planning and preparation, to be an effective tool to strengthen performance. The Board establishes a focus on performance measures based upon such things as Mission and Vision Framework, Board Role, Responsibilities, Performance Expectations and Ethics Policies, Committee Mandates, and relevant legislation, regulation and policy.

14.1. Review Cycle

The Board establishes review cycles which are deemed to be appropriate to monitor performance.

14.2. Review of Performance

The Board identifies assessment of entities, individuals and officers as tools for performance enhancement.

- (a) Institutional Performance:
The Board authorizes the President to undertake regular review of institutional performance and receives from the President an annual summary of results.
- (b) Board Assessment:
The Board establishes annual assessment and review of its collective performance.
- (c) Member Assessment:
The Board establishes regular assessment of Board Member performance.
- (d) Committee Assessment:
The Board establishes regular assessment of Board Committee performance. (See also Article 13.10.) The Board deems it appropriate to assess the Committee, its Chair and Committee meeting effectiveness in the same year. (See also Article 14.2(g) and Article 14.3(b).)

- (e) Board Chair Assessment:
The Board establishes regular assessment of the Board Chair's performance.
- (f) Board Vice-Chair Assessment:
The Board establishes regular assessment of the Board Vice-Chair's performance.
- (g) Committee Chair Assessment:
The Board establishes regular assessment of the Board Committee Chairs' performance and deems it appropriate to assess the Committee, its Chair and Committee meeting effectiveness in the same year. (See also [Article 14.2\(d\)](#) and [Article 14.3\(b\)](#).)
- (h) Role of a Board Committee in Assessment:
If the Board establishes a Governance Committee, or a committee with a mandate similar to a governance committee, the Board will consider assigning a role to the Committee in approving and coordinating assessments established in [Articles 14.2\(b\) through 14.2\(h\)](#), [Article 14.3](#) and [14.4](#).)

14.3. Assessing Meeting Effectiveness

The Board identifies assessment of meetings which are defined by [Article 11.1](#), as tools for performance enhancement.

- (a) Board Meetings:
The Board establishes annual review of the effectiveness of Board Meetings.
- (b) Board Committee Meetings:
The Board establishes regular review of the effectiveness of Board Committee Meetings. The Board deems it appropriate to assess the Committee, its Chair and Committee meeting effectiveness in the same year. (See also [Article 14.2\(d\)](#) and [Article 14.2\(g\)](#).)

14.4. Board Education Assessment

The Board establishes annual review of its educational programs identified by [Article 8.3](#).

15. The President

15.1. Appointment

The Board retains the sole authority to appoint and reappoint the President and Vice-Chancellor, who serves as the chief executive officer and the senior academic officer of CUE. The Board also retains the sole authority to appoint an Interim President in accordance with [Article 15.10.1](#).

15.2. Role, Authority and Duties

The Board establishes the President's role, authority and duties.

15.3. Goal Establishment

The Board, or a designated committee, establishes the President's goals on an annual cycle tied to presidential compensation. (See also [Article 15.5\(c\)](#).)

15.4. Contract

The Board, or a designated committee, establishes the Board's contract with the President at the time of initial appointment, and approves subsequent contracts at the time of reappointment. The Board may address contract provisions, including title; academic status; base salary; subscription to CUE benefits plans; pension plan; supplementary pension plan; housing and automobile allowance; memberships; moving expense; professional services; travel and entertaining allowance; research funding; study leave; process for goal-setting; annual and end-of-term performance assessment; annual compensation review including calculation of cost-of-living adjustments and process to award

pensionable increments which are based upon performance assessment; provisions for resignation, early contract conclusion and dismissal.

15.5. Annual Compensation

The Board acknowledges that the President is an employee of CUE and therefore is entitled to the normal benefits plans of an employee. The Board also recognizes that the President is an executive of a large organization and is entitled to compensation components appropriate to the position.

- (a) Compensation Policy:
The Board establishes a Presidential Compensation Policy, which identifies the principles applied to determining the President's compensation associated with contracts and compensation that is determined annually.
- (b) Establishment of Initial Compensation:
In accordance with Compensation Policy established by Article 15.5(a), and Consistent with the Presidential Contract of Article 15.4, the Board establishes initial compensation for the President in the initial contract.
- (c) Performance-Based Annual Compensation Review:
In Article 14, the Board expresses its view that assessment is an effective tool to strengthen performance. The Board establishes annual Presidential assessment in Article 15.8(b). Accordingly, the Board establishes an annual compensation review and considers awarding pensionable increments, based upon the results of the annual performance assessment. The Board may act in the matter or delegate its authority in the matter to a Board committee.

15.6. Expense Approval

The Board Chair approves the President's formal claims for reimbursement for legitimate expense, such as travel and entertaining as well as other expenses identified in the President's Contract. When the Board Chair is not available, the President's claims may be signed by the Chair of the Audit Committee. (See also Article 15.4.)

The Chair of the Finance Committee approves the Board Chair's formal claims for reimbursement for legitimate expenses.

15.7. Presidential Search

The Board establishes in Article 15.1 its authority to appoint the President and exercises careful consideration and due diligence. Accordingly, it establishes the means to search for a President. This formal and confidential process normally includes the establishment of a Board search committee; wide consultations of stakeholders on the desired characteristics of the next President in order to develop a candidate profile; a search scope which is at least national and likely international; central attention to CUE's Mission and Vision Framework; and a selection process based upon matching competence to the established profile.

15.8. Presidential Assessment

The Board establishes Presidential review consistent with the Board's principle of assessment as a tool to strengthen performance, as set forth in Article 14.

- (a) Regular Oversight:
The President reports directly to the Board, which has sole authority for oversight of the President's performance.
- (b) Annual Assessment:
Consistent with the principle set forth in Article 14 of assessment as a tool to strengthen performance, the Board establishes the annual assessment of the President's performance, focussed on performance measures established by the Board, based upon such things as Mission and Vision, and CUE Goals, achievement of the President's annual goals established according to Article 15.3, and any other factor agreed in advance by the Board and the President. The President's annual performance assessment is tied to the Annual Compensation Review described in Article 15.5(c).

(c) End-of-Term Assessment:

The Board establishes a means to assess the performance of the President in the event that the President expresses intention to stand for a further term. This formal and confidential process is, however, consultative, and normally includes the establishment of a Board review committee, wide consultations of stakeholders and careful consideration and due diligence on the part of the Board Committee and of the Board, which receives the Committee's recommendation, which is normally required by the Board at a minimum of one year prior to the completion of the President's contract term. In accordance with Article 15.1, the Board has the sole authority to make a final decision on the reappointment of the President.

15.9. Acting President during Absences of the President

15.9.1. The role of President is of central importance to the interests of CUE. In the course of day-to-day business and events, however, it is necessary for the President to be absent from campus for short periods for travel, meetings, engagements and holidays. Unforeseen circumstances including illness and accident can prevent the President from serving.

15.9.2. To ensure that the role of President is fulfilled uninterrupted, the President is authorized to designate an Acting President to serve in the role, with the duties and full authority established by the Board, in accordance with Article 15.2, for periods not exceeding 90 days.

15.9.3. In the event that the President is unable to designate an Acting President in accordance with Article 15.9.2, the Board makes the designation.

15.9.4. The Acting President surrenders the role, authority and duties of Acting President to the President when the President returns to office.

15.10. Emergency Succession – Interim President

15.10.1. The role of President is of central importance to the interest of CUE. In the event that the President is unable or unwilling to continue or complete the presidential term, or in the event the Board removes the President from office, the Board, acting in accordance with Article 15.1, appoints the Interim President who serves the role of President, with duties and full authority as established by the Board in accordance with Article 15.2.

15.10.2. The Interim President normally serves a term of up to a year, allowing the Board to undertake a Presidential Search in accordance with Article 15.7.

15.10.3. The Interim President surrenders the role, authority and duties of Interim President to the President when the presidential term begins.

16. Bylaw Matters

16.1. Approve, Amend, Repeal, Adopt

The Board may approve, amend, repeal or adopt a new set of Bylaws by Special Resolution, in accordance with Article 11.6(c).

16.2. Infractions

Board members are informed of the content and the importance of the Bylaws during the orientation program. Members continue to have access to the Bylaws within the Board Handbook. Board members who breach terms of the Board Bylaws are subject to sanctions by the Board, in accordance with Article 8.10, which may include Removal, in accordance with Article 9.6(d).

CUE Board of Governors Bylaws

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