



BOARD OF GOVERNORS MEETING AGENDA

Date:	November 25, 2021
Time:	9:00am - 2:00pm (EST)
Location:	Zoom Meeting: https://lakeheadu.zoom.us/j/96792388308 Meeting ID: 967 9238 8308 <ul style="list-style-type: none">• For technical support phone 1-866-652-8657 or email multimed@lakeheadu.ca• To test ahead of time visit https://zoom.us/test• Please remember to mute yourself when possible
On Campus WiFi Network: LUGuest / WiFi Password: LUGuest8	

Board of Governors Members: Brandon Rhéal Amyot; Robert Arnone; Peter Caldwell; Claudine Cousins; Ann Dumyn; Dr. Don Kerr; Angela Maltese (Chair); Brian McKinnon; Michael Nitz; Dr. Moira McPherson; Ross Murray; Anna Sampson; Mark Smith; Cathy Tuckwell; Maria Vasanelli; Wendy Walberg; Debra Woods

Administrative Resources: Barbara Eccles (Secretary) - General Counsel & University Secretary; Marcie Morrison (Recorder) - Assistant University Secretary; Yvonne Roussel - Associate University Secretary

Item	Presenter(s)	Start Time*	Length*
*Timing is approximate and may be changed by the Board			
1. Approval of Agenda MOVED that the agenda be approved.	Angela Maltese	9:00am	
2. Need for In Camera Items to be Declared Members are reminded that items arising that need in camera attention should be declared at the point of discovery.	Angela Maltese		

3.	Declaration of Conflict of Interest Members are reminded of their duty to declare a conflict of interest should awareness of conflict arise at any time during the meeting.	Angela Maltese		
4.	Code of Conduct at Meetings Members are reminded of the Board approved Code of Conduct in place to promote a positive environment.	Angela Maltese		
5.	Chair's Report	Angela Maltese	9:00am	15min
6.	<u>President's Report</u>	Dr. Moira McPherson	9:15am	15min
7.	Consent Agenda <i>For Information: The Board Bylaws provide that no recommendation for a Board Motion can be dealt with as part of the Consent Agenda unless declared beforehand. Prior to approval of the Consent Agenda, Board members may request that an item be removed from the Consent Agenda to allow discussion or debate on such item.</i> MOVED that the Consent Agenda be approved.	Angela Maltese	9:30am	5min
C1.	Previous Minutes <ul style="list-style-type: none"> <u>Approval of the October 1, 2021 Minutes</u> MOVED that the minutes of the October 1, 2021 meeting be approved.			
C2.	Executive Committee Report <i>The Board Executive Committee discussed items of business that were sensitive or confidential in nature. The approved minutes of the November 4, 2021 Board Executive Committee meeting were circulated to the Board of Governors for information with the in camera meeting package.</i>			
C3.	<u>President's Report on Appointments</u>			
C4.	<u>Audit and Risk Committee Report</u>			

		<p>C4a. Research Ethics Board Terms of Reference Amendments</p> <ol style="list-style-type: none"> 1. <u>Current Terms of Reference</u> 2. <u>Proposed Amendments</u> (with markup) 3. <u>Proposed Amendments</u> (without markup) <p>MOVED that the proposed amendments to the Research Ethics Board Terms of Reference be approved.</p>			
	C5.	<u>External Relations Committee Report</u>			
	C6.	Finance and Operations Committee Report			
		<p>C6a. Lakehead University Pension Plan Text Amendments</p> <ol style="list-style-type: none"> 1. <u>Memo</u> 2. <u>Lakehead University Employee Pension Plan (the “Employee Plan”) Amendment 2021/2</u> <p>MOVED that the resolution relating to the Employee Plan Amendment 2021/2, circulated with the meeting materials, be approved.</p> <ol style="list-style-type: none"> 3. <u>Pension Plan for Professional Staff of Lakehead University (the “Professional Plan”) Amendment 2021/2</u> <p>MOVED that the resolution relating to the Professional Plan Amendment 2021/2, circulated with the meeting materials, be approved.</p>			
	C7.	<u>Governance and Nominating Committee Report</u>			
		<p>C7a. Notice of Expiring Terms</p> <p><i>For information: once a year, the Board shall be advised in writing by the Secretary of the names of those members whose terms expire during the current year. These names</i></p>			

		<p><i>shall be recorded in the official minutes of that Board meeting [Bylaws: Article 7].</i></p> <ul style="list-style-type: none"> • Ross Murray (Term: October 3, 2018-AGM 2022) - eligible for 1 more year unless an officer (9 year limit is the AGM 2023) • Maria Vasanelli (Term: October 3, 2018-AGM 2022) - eligible for two more years unless an officer (9 year limit is the AGM 2024) • Anna Sampson (Term: October 3, 2019-AGM 2022) - eligible for one additional three year term • Debra Woods (Term: October 1, 2020-AGM 2022) - eligible for one additional two year term 			
		<p>C7b. Board Learning and Liaison Committee Membership Recommendation</p> <ul style="list-style-type: none"> • <u>BLLC Terms of Reference</u> - for information <p>MOVED that Peter Caldwell be added as a member of the Board Learning and Liaison Committee, commencing immediately until the close of the Annual Meeting in 2022.</p>			
	C8.	<u>Learning and Liaison Committee Report</u>			
	C9.	<p>Sexual and Gender Based Violence Adjudication Panel Pool Appointments</p> <p>MOVED that the following individuals be re-appointed to the Sexual and Gender Based Violence Adjudication Panel Pool commencing immediately, through to the close of the annual meeting in 2022 pursuant to paragraph 11.5 of the Sexual and Gender Based Violence Response Policy:</p> <ol style="list-style-type: none"> 1. BUSET, Hope (returning) 2. CHAPMAN, Frances (returning) 3. CLIFFORD, Lorne (returning) 4. LUKKAROINEN, Mari (returning) 			

		5. MacELHERON, Sabreena (returning) 6. MURPHY, Jodie (returning) 7. NIITYNEN, Miranda (returning) 8. OINONEN, Kirsten (returning) 9. ROUSSEL, Yvonne (returning) 10. TENIUK, Roy (returning) 11. VAILLANCOURT, Anita (returning)			
	C10.	Other Informational Items			
		C10a. Ogimaawin Indigenous Education Council Reports 1. <u>October 7, 2021 Report</u> 2. <u>November 15, 2021 Report</u>			
		C10b. <u>Senate Report</u>			
8.	Items for Discussion from Committee Reports		Angela Maltese	9:35am	
	8.1	Finance and Operations Committee	Cathy Tuckwell		
		8.1a. BFOC Responsible Investing Policy Review Ad Hoc Committee Report 1. Update 2. Investing to Address Climate Change Charter: <i>For information: Excerpt from the minutes of the November 26, 2020 Board of Governors in camera meeting - MOVED (C. Tuckwell) that the Board of Governors approves:</i> <i>a. Initializing steps to become signatory/members of a Responsible Investment organization(s) (such as Responsible Investment Association, UN PRI or IACC) ...</i> <i>Working towards total divestment (fossil-free) by the end of the current Strategic Plan in 2023 but in step with the Responsible Investment Policy and aligned and guided by the work that will be completed as part of recommendation (a) above and in a manner consistent with the fiduciary and</i>	Cathy Tuckwell	9:35am	15min

		<p><i>legal obligations of the Board.</i></p> <p>MOVED that the University initiate the first step for Lakehead to become a signatory of the Investing to Address Climate Change charter.</p>			
	8.2	Governance and Nominating Committee	Maria Vasanelli		
		<p>8.2a. Board of Governors Bylaw Revisions</p> <p><i>For information: Notice of Motion was presented at the October 1, 2021 Board of Governors meeting.</i></p> <ol style="list-style-type: none"> 1. <u>Current Bylaws</u> 2. <u>Proposed Bylaws</u> 3. CONFIDENTIAL: Copy of Comprehensive Bylaw Review Progress Report (<i>Secretary's Note: This report was circulated with the open meeting package and has since been removed for legal reasons</i>) <p>WHEREAS the Board has carried out a comprehensive review of its Bylaws;</p> <p>AND WHEREAS numerous amendments to the Board Bylaws have been proposed;</p> <p>MOVED:</p> <ol style="list-style-type: none"> (a) that the attached revised Board of Governors Bylaws be approved effective November 26, 2021; and (b) that the Board Bylaws in effect on November 25, 2021 are repealed. 	Maria Vasanelli, Barbara Eccles	9:50am	15min
9.	In Camera Session	<p>MOVED to adjourn to an in camera session to discuss items of a personnel, legal, or real estate nature, and other sensitive or confidential matters, and that only members of and others approved by the Board may be present.</p>	Angela Maltese	10:05am	2min

	9a.	Motions Arising from the In Camera Meeting	Barbara Eccles	2:00pm	
10.		Other Business	Angela Maltese	2:00pm	
Adjournment					
Next Meeting: February 5, 2022, 9:00am - 1:00pm (EST)					



BOARD OF GOVERNORS ANNUAL MEETING

DRAFT MINUTES

Date:	October 1, 2021
Time:	9:00am - 4:00pm (EDT)
Location:	Zoom

Board of Governors Members in Attendance: Brandon Rhéal Amyot; Peter Caldwell; Claudine Cousins; Ann Dumyn; Dr. Christine Gottardo; Angela Maltese (Chair); Brian McKinnon; Michael Nitz; Dr. Moira McPherson; Ross Murray; Anna Sampson; Mark Smith; Cathy Tuckwell; Maria Vasanelli; Debra Woods

Regrets: Robert Arnone; Wendy Walberg

Administrative Resources in Attendance: Barbara Eccles (Secretary) - General Counsel & University Secretary; Marcie Morrison (Recorder) - Assistant University Secretary; Yvonne Roussel - Associate University Secretary

Invited Guests in Attendance:

Dr. David Barnett - Provost and Vice-President, Academic (Lakehead University)
Rita Blais - Associate Vice-President, Financial Services (Lakehead University)
Michael den Haan - Vice-President, External Relations (Lakehead University)
Dr. Andrew P. Dean - Vice-President, Research and Innovation (Lakehead University)
Toby Goodfellow - Chief of Staff, Office of the President (Lakehead University)
Dr. Dean Jobin-Bevans - Principal, Orillia Campus (Lakehead University)
Lyn McLeod - Chancellor (Lakehead University)
Dr. Heather Murchison - Vice-Provost, Institutional Planning and Analysis (Lakehead University)
Kathy Pozihun - Vice-President, Administration and Finance (Lakehead University)
Dr. Millo Shaw - Director of Risk Management and Access to Information (Lakehead University)

The Chair opened the meeting by acknowledging the Indigenous territories of Thunder Bay and Orillia, and spoke about National Truth and Reconciliation day.

The meeting was called to order at 9:01 am EDT.

Item	Presenter(s)
<p>1. Approval of Agenda MOVED (C. Tuckwell) that the agenda be approved, as amended.</p> <ul style="list-style-type: none"> • Move item 11a right before item 9. <p>CARRIED AS AMENDED</p>	Angela Maltese
<p>2. Need for In Camera Items to be Declared</p> <p>Members were reminded that items arising that need in camera attention should be declared at the point of discovery.</p>	Angela Maltese
<p>3. Declaration of Conflict of Interest</p> <p>Members were reminded of their duty to declare a conflict of interest should awareness of conflict arise at any time during the meeting.</p>	Angela Maltese
<p>4. Code of Conduct at Meetings</p> <p>Members were reminded of the Board approved Code of Conduct in place to promote a positive environment.</p>	Angela Maltese
<p>5. Previous Minutes</p> <ul style="list-style-type: none"> • Approval of the June 4, 2021 Minutes: The June 4, 2021 minutes were approved, as circulated. • Business Arising from the Minutes: There was no business arising from the minutes. 	Angela Maltese
<p>6. Acknowledging Lakehead University's Chancellor</p> <p>The Chair recognized Chancellor Lyn McLeod on behalf of the Board. In addition Angela Maltese spoke to Lyn McLeod's significant contributions during her four years of service as Chancellor, and her service to our communities.</p> <p>Chancellor McLeod addressed the Board noting her enjoyment filling the role of Chancellor and highlighting Lakehead University's amazing accomplishments.</p> <p>Debra Woods joined the meeting during this agenda item.</p>	Angela Maltese

7.	Chair's Report	Angela Maltese
	The Board Chair acknowledged and thanked all members and Committee Chairs for their hard work and dedication of the past year.	
8.	President's Report	Dr. Moira McPherson
	The October 2021 President's Report was circulated in advance with the meeting materials and is available on the Lakehead website at www.lakeheadu.ca .	
	The President announced the signing of a MOU agreement with Lakehead and Open Text, and spoke of the positive opportunities this partnership will bring for Lakehead students.	
8a.	Annual Report on Student Appeals 2020-21	Dr. Moira McPherson
	The annual report on student appeals, dated September 13, 2021, submitted by the Director of Risk Management and Access to Information, was circulated in advance with the meeting materials for information.	
8b.	Report on Appointments	Dr. Moira McPherson
	The President's report on appointments, dated September 21, 2021, was circulated in advance with the meeting materials for information.	
	Item 11 was discussed next.	
9.	2019-23 Strategic Plan Year End Implementation Report (Year 3)	Dr. Moira McPherson, Dr. Heather Murchison
	The Strategic Plan Year 3 annual report presentation was circulated in advance with the meeting materials. Highlights included: <ul style="list-style-type: none"> • overview of the five Strategic Plan pillars: 1. Academic Excellence; 2. Social Responsibility; 3. Local and Global Partnerships; 4. Entrepreneurship and Innovation; 5. Capacity Development • annual reporting cycle timeline • Report on annual targets achieved: <ul style="list-style-type: none"> ○ Metric 7- Increase in number of Research Chairs to 25 	

	<ul style="list-style-type: none"> ○ Metric 8 - Lakehead's domestic student population will reflect the demographics and diversity in the regions served by the University ○ Metric 13 - Increase in # of partnerships with municipalities, government organizations, research institutes and industry (local, national and international) ○ Metric 14 - Increase in number of partnerships with Indigenous Groups ○ Metric 17 - Increase in total number of engaged alumni (per AlumniEngagement Plan) ○ Metric 27 - Increase proportion of revenue from sources other than government operating grants or government-regulated tuition ● Report on annual targets trending in the right direction /progress impacted by COVID-19: <ul style="list-style-type: none"> ○ Metric 9 - Baccalaureate participation rate for residents of Simcoe County and Northwestern Ontario will increase ○ Metric 21 - Increase in number of businesses and start-ups in local communities directly related to University activity ○ Metric 22 - Increase in the number of patents filed ● 2018-2019 Strategic Plan Report Card ● Year 4 key initiatives/considerations ● Year 4 implementation planning process and approach <p>Discussion ensued following the presentation.</p>	
10.	<p>Executive Committee Report</p> <p>The Board Executive Committee discussed items of business that were sensitive or confidential in nature during its meetings on August 23, 2021 (special meeting) and September 9, 2021. A confidential report was provided during the in camera session.</p>	Angela Maltese
11.	<p>Audit and Risk Committee Annual Report</p> <p>An annual report from the Audit and Risk Committee, for the 2020-21 term, was circulated in advance with the meeting materials.</p>	Brian McKinnon

11a.	<p>Approval of the 2020-21 Financial Statements of Lakehead University and the Independent Auditors' Report</p> <p>A memo dated September 9, 2021, submitted by the Associate Vice-President, Financial Services that included a comprehensive summary of the draft financial statements and the Independent Auditor's Report, was circulated in advance with the meeting materials.</p> <p>MOVED (B. McKinnon) to approve the 2020-21 Financial Statements of Lakehead University and accept the Independent Auditor's Report attached thereto.</p> <p>At the request of a Board member, Administration explained what the surplus means.</p> <p>At the request of a Board member, Administration explained how the FSRA matter impacted the financial statements and confirmed that the FSRA lump sum and future payments are reflected in these financial statements.</p> <p>CARRIED</p> <p>Item 9 was discussed next.</p> <p>Kathy Pozihun left the meeting.</p>	Brian McKinnon
11b.	<p>Appointment of Auditors</p> <p>MOVED (B. McKinnon) to appoint BDO Canada LLP as auditors of the University for the 2021-22 fiscal year.</p> <p>CARRIED</p>	Brian McKinnon
11c.	<p>Research Ethics Board (REB) Annual Report and Letter of Compliance</p> <p>The annual report of the REB (for the period May 1, 2020 to April 30, 2021), including the Letter of Compliance, submitted by the Chair of the REB, were circulated in advance with the meeting materials.</p> <p>MOVED (B. McKinnon) to accept the Research Ethics Board Annual Report and Letter of Compliance.</p> <p>CARRIED</p>	Brian McKinnon

12.	External Relations Committee Annual Report	Ann Dumyn
	An annual report from the External Relations Committee, for the 2020-21 term, was circulated in advance with the meeting materials.	
13.	Finance and Operations Committee Annual Report	Cathy Tuckwell
	An annual report from the Finance and Operations Committee, for the 2020-21 term, was circulated in advance with the meeting materials.	
13a.	<p>Investment Resolution</p> <p>WHEREAS Article 35 of the Board Bylaws requires the Board at its annual meeting to designate two or more individuals to manage the University's investments;</p> <p>MOVED (C. Tuckwell) that the President and the Vice President (Administration and Finance) shall be authorized to manage the investments of the University and to purchase, transfer, exchange, sell or otherwise dispose of or turn to account or realize upon securities, in accordance with the policies established by the Board on the recommendations of the Board Finance and Operations Committee, such as the Statement of Investment Policies and Guidelines for Trust and Endowment Funds Policy, in accordance with the terms of reference of the Committee, and the laws and statutes of the Province of Ontario and the Government of Canada, effective at the close of the annual meeting on October 1, 2021 until the close of the annual meeting in 2022. During the absence of:</p> <ul style="list-style-type: none"> • either the President or the Vice President (Administration and Finance), any one of the University's signing officers shall be authorized as the second signature; and • both the President and the Vice President (Administration and Finance), any two of the signing officers shall be authorized to perform the aforementioned activities, 	Cathy Tuckwell

		effective at the close of the annual meeting on October 1, 2021 until the close of the annual meeting in 2022. CARRIED	
14.	<p>Governance and Nominating Committee Annual Report</p> <p>An annual report from the Governance and Nominating Committee, for the 2020-21 term, was circulated in advance with the meeting materials.</p> <p>The Committee Chair highlighted some of the outstanding workplan items that will be carried forward to the 2021-22 term.</p> <p>Some clerical corrections to the report were requested.</p>		Maria Vasanelli
15.	<p>Learning and Liaison Committee Annual Report</p> <p>An annual report from the Learning and Liaison Committee, for the 2020-21 term, was circulated in advance with the meeting materials.</p>		Maria Vasanelli
	15a.	<p>Association of Governing Boards (AGB) Membership Renewal</p> <p>The AGB invoice was circulated in advance with the meeting materials.</p> <p>MOVED (M. Vasanelli) to approve that the AGB Membership be renewed. CARRIED</p>	Maria Vasanelli
16.	Other Reports for Information		
	16a	<p>Senate Report</p> <p>A report of the September 20, 2021 Senate meeting was circulated for information.</p>	Dr. Christine Gottardo
	16b.	<p>Northern Ontario School of Medicine</p> <ul style="list-style-type: none"> Dean's Report & Strategic Plan Status, Fall 2021 	
17.	In Camera Session		

	<p>MOVED (A.Sampson) to adjourn to an in camera session to discuss items of a personnel, legal, or real estate nature, and other sensitive or confidential matters, and that only members of and others approved by the Board may be present.</p> <p>CARRIED</p> <p>Dr. David Barnett, Dr. Andrew Dean, Barbara Eccles, Toby Goodfellow, Michael den Haan, Dr. Dean Jobin-Bevans, Marcie Morrison, Dr. Heather Murchison, Kathy Pozihun and Yvonne Rousell were invited to remain for the in camera meeting.</p> <p>The Board returned to the open meeting at 4:19pm.</p>	
17a.	<p>Motions Arising from the In Camera Meeting:</p> <p>The Secretary reported that the following resolutions were adopted during the In Camera meeting:</p> <p>Appointment of Officers:</p> <p>MOVED that the following individuals be appointed as Officers of the Lakehead University Board of Governors for a one year term, commencing at the close of the 2021 annual meeting, through to the close of the 2022 annual meeting:</p> <ul style="list-style-type: none"> • Chair - Angela Maltese (elected) • Vice-Chair - Ann Dumyn (elected) • Past Chair - Ross Murray (normally appointed) • President - Dr. Moira McPherson (appointed) • Secretary - Barbara Eccles (appointed) <p>External Member Re-appointments:</p> <p>MOVED that the Board re-elect Wendy Walberg for a three year term, commencing at the close of the 2021 annual meeting, through to the close of the 2024 annual meeting.</p> <p>MOVED that the Board re-elect Robert Arnone for a three year term, commencing at the close of the 2021 annual meeting, through to the close of the 2024 annual meeting.</p> <p>Appointments from Other Organizations:</p>	Barbara Eccles

MOVED to approve that Brandon Rhéal Amyot be re-appointed as the Student Member on the Board of Governors for a one year term, commencing at the close of the 2021 annual meeting, through to the close of the 2022 annual meeting.

MOVED to approve that Dr. Don Kerr be appointed as the Senate Member on the Board of Governors for a three year term, commencing at the close of the 2021 annual meeting, through to the close of the 2024 annual meeting.

Appointments to External Organizations:

MOVED to approve that Maria Vasanelli be appointed as the Board Member on the Senate for a one year term, commencing immediately to June 30, 2022.

MOVED to approve that Ann Dumyn be appointed as the Board Member on the OIEC for a one year term, commencing immediately to June 30, 2022.

MOVED to approve that the Lakehead University Vice-President of Administration and Finance and the Associate Vice-President of Human Resources be appointed to the Lakehead University Employee Pension Plan Advisory Committee for one year, commencing at the close of the annual meeting in 2021 through to the close of the annual meeting in 2022.

MOVED to approve that Cathy Tuckwell and Peter Caldwell be appointed to the Board of the Professional Staff Pension Plan for one year, commencing at the close of the annual meeting in 2021 through to the close of the annual meeting in 2022.

Committee Chairs and Committee Membership
Appointments:

MOVED that the Standing Committee membership recommendations be approved as presented and that the term for each member listed be for one year, commencing at

the close of the 2021 annual meeting, through to the close of the 2022 annual meeting.

Committee Chairs and Committee Membership appointments are posted on the Lakehead University website.

Judicial Panel Appointments:

Faculty:

MOVED that the following faculty members of the University be appointed to the Judicial Panel for the terms indicated:

1. Dr. Susan Scott for the term commencing at the close of the annual meeting in 2021 through to the close of the annual meeting in 2024 (renewal)
2. Dr. Gerald Walton for the term commencing at the close of the annual meeting in 2021 through to the close of the annual meeting in 2024 (renewal)
3. Dr. Paolo Sanzo for the term commencing immediately through to the close of the annual meeting in 2022 (new)
4. Dr. Joan Chambers for the term commencing January 1, 2022 through to June 30, 2022 (new)

Student:

MOVED that the following full-time students of the University be appointed to the Judicial Panel for one year, commencing at the close of the annual meeting in 2021 through to the close of the annual meeting in 2022:

1. Natasha Magyar (new)
2. Manoj Shanake Dissanayake Mudiyanse (new)
3. Aman Jaswal (new)
4. Taylor O'Brien (new)
5. Vishnu Avinash Nair (new)
6. Petri Bailey (new)
7. Clifford Mushquash (renewal)

The Secretary also reported the following for Information:

Board of Governors Bylaw Revisions - Notice of Motion:

		<p>NOTICE OF MOTION: The following motion will be presented to the Board during a future regular meeting: MOVED that the attached revised Board of Governors Bylaws be approved effective immediately.</p> <p>Written Resolutions Adopted by the Board of Governors on July 5, 2021:</p> <p>WHEREAS the President has recommended a candidate for the position of Dean of the Faculty of Behavioural Sciences; MOVED that Dr. Mirella Stronik be appointed as the Dean of the Faculty of Health and Behavioural Sciences for a five year term, commencing August 1, 2021, and any one Board or University Signing Officer be and is hereby authorized to execute and deliver all agreements, notices, consents, acknowledgements, certificates, and other instruments and do all such acts and things as such Officer may consider necessary, desirable or useful for the purpose of giving effect to the foregoing.</p> <p>Other:</p> <p>The Board Chair thanked John Guerard for his work on the Pension Plan Board.</p>	
18.	Informational Items		
	18a.	<p>Amendment to 2020-21 Board Meeting Schedule</p> <p>On September 22, 2021, via email, by consent in writing of all members in accordance with the Ontario Corporations Act, the Board agreed to reschedule the Annual Meeting from September 30, 2021 to October 1, 2021.</p>	
	18b.	Next Meeting: November 25, 2021, 9:00am - 1:00pm (EDT)	
	18c.	<p>Year of Climate Action (YOCA)</p> <p>The YOCA is an invitation, a call to action, and an opportunity for faculty, staff, administration, students, and our larger community to collectively join together to listen, learn, share, and most importantly act on climate change. Find out more at lakeheadu.ca/yoca.</p>	
19.	<p>Other Business</p> <p>There was no other business.</p>		Angela Maltese

The meeting adjourned at 4:21pm.

Angela Maltese, Chair

Barbara Eccles, Secretary



MEMORANDUM

Date: November 25, 2021

From: Moira McPherson – President and Vice Chancellor

To: The Board of Governors

Meeting Date: November 25, 2021

Agenda Item: 7-C3 – Report on Appointments

Adjunct Professors

- Dr. Martha Dowsley was appointed as an Internal Adjunct Professor in the Faculty of Natural Resources Management, effective July 1, 2021 to June 30, 2025.
- Dr. Leigh Potvin was appointed as an Internal Adjunct Professor in the Faculty of Education, effective October 1, 2021 to September 30, 2025.
- Dr. Abhijit Rao was appointed as an External Adjunct Professor in the Department of English, effective July 1, 2021 to June 30, 2025.
- Dr. Katie Whitaker was appointed as an External Adjunct professor in the Department of Anthropology, effective July 1, 2021 to June 30, 2025.

Research Ethics Board Appointment

- Dr. Nicholas Ravanelli was appointed to the Research Ethics Board board effective September 1, 2021 to June 30, 2024.



OPEN REPORT TO THE BOARD OF GOVERNORS – November 25, 2021

From: Brian McKinnon - Chair, Audit and Risk Committee

Subject: Audit and Risk Committee Open Report

Report Time: 5 minutes

Committee Members: Robert Arnone; Ann Dumyn; Brian McKinnon (Chair); Dr. Moira McPherson; Mark Smith; Cathy Tuckwell

The Board Audit and Risk Committee (BARC) met on November 4, 2021. The following items of business were on the agenda:

Approval of Previous Minutes

The Committee approved the minutes from the September 9, 2021 meeting.

Committee Orientation

As part of the Committee orientation, at the first meeting of each Board term, members are provided with their respective Committee's Terms of Reference, Annual Report(s) to the Board of Governors and its draft workplan for the year. The Committee approved its draft workplan.

Research Ethics Board Terms of Reference

The Committee reviewed the proposed amendment to the REB Terms of Reference and adopted the following motion:

- MOVED to recommend that the Board of Governors approves the proposed amendments to the Research Ethics Board Terms of Reference. CARRIED

The Committee plans to make a recommendation to the Board of Governors on November 25, 2021.

Annual Reviews and Reports Received

- Annual Review of Auditors Letter of Engagement
 - The Committee adopted the following motion and plans to make a recommendation to the Board of Governors on November 25, 2021:
 - MOVED that the Committee accepts the Auditors Engagement Letter and recommends that the Chair of the Board and the President sign the letter. CARRIED
- Annual Review of Audit Fees
- Sexual and Gender Based Violence Response Policy Annual Report

Other Reviews and Reports Received

- Review of the Auditor's Management Letter
- Report on Request for Proposal for Audit Services
- President's Report

- Cybersecurity Ad hoc Committee Update

Informational Items Received

- Management Assurance Letter (with respect to compliance with all statutory requirements)
- 2021-22 Board Meeting Schedule

Additional confidential details have been reported to the Board of Governors in an in camera report.



Terms of Reference for Research Ethics Board (REB)

Jurisdiction: Vice President, Research and Innovation; Board Audit and Risk Committee;

Approval Authority: Board of Governors;

Established on: April 1, 2012 (approved by Board Executive Committee on March 30, 2012);

Amendments: October 2015; June 2016; October 3, 2019; October 1, 2020

A. Introduction

The Terms of Reference for the Research Ethics Board (REB) at Lakehead University are established by the Board of Governors in the Board of Governors Policy Framework on Research Ethics Involving Humans at Lakehead University (the Board Policy Framework).

In the Board Policy Framework, on behalf of Lakehead University, the Board of Governors has endorsed the Tri-Council Policy Statement: Ethical Conduct for Research Involving Humans 2 (TCPS 2) as the policy and compliance guide for the ethical conduct of research involving humans at the University.

The Lakehead University Research Ethics Board is established to fulfill the ethical responsibilities concerning research involving human participants in accordance with the standards developed by the Tri-Councils [Canadian Institute of Health Research (CIHR), Natural Sciences and Engineering Research Council (NSERC) and Social Sciences and Humanities Research Council (SSHRC)] and contained in the TCPS 2 2018, and hereinafter referred to as the TCPS2. The Tri Councils only provide funding to researchers and institutions that are compliant with this Policy.

The REB is built upon the guiding core ethical principles as discussed by the TCPS2, of: respect for persons, concern for welfare, and justice. The application of these core principles is

intended to maintain balance between the necessary protection of participants and the legitimate requirements of research.

Recognizing the importance of research and the need to ensure the ethical conduct of research at Lakehead University, the independent functioning of the REB requires REB members and researchers to navigate a course between the two main goals of providing the necessary protection of participants and serving the legitimate requirements of research through a transparent and accountable process for review of the ethical acceptability of research.

B. Mandate, Authority and Accountability

1) Mandate

The mandate of the REB is to review the ethical acceptability of all research involving humans conducted under Lakehead University's jurisdiction or auspices by faculty members, staff or students, regardless of where the research is conducted in accordance with the TCPS2, or that which is deemed most appropriately reviewed by the Lakehead University REB by the Joint Management Committee established for the Research Ethics Board REB Reciprocity Agreement signed between the Thunder Bay Regional Health Sciences Centre and Lakehead University.

This includes approving, rejecting and proposing modifications to protocols, or terminating any proposed or ongoing research involving humans that is deemed to be non-compliant with the TCPS2.

In support of fulfilling this mandate, the REB:

- establishes and communicates policies regarding the ethical conduct of research with human participants, along with guidelines and standard operating procedures that are consistent with the TCPS2 throughout the research process;
- contributes to education in research ethics that falls within the REB's mandate;
- and

- serves the research community and stakeholders as a consultative body regarding matters that fall within the REB's mandate.

2) Authority

The Board of Governors of Lakehead University has established the REB to ensure competent and independent research ethics review (TCPS2 2018 Article 6.4). The REB will review the ethical acceptability of all research involving humans conducted within the University's jurisdiction or under its auspices, by their faculty, staff or students, regardless of where the research is conducted, in accordance with the TCPS2.

The REB is independent of the Board of Governors, Senate, and Senior Administration in its decision-making with respect to its mandate under the TCPS2. All other entities and offices shall respect the independence, accountability and authority delegated to the REB and may not override an REB decision to approve or reject a research proposal. Information regarding the appeal process is found in Section C of this document.

An REB approval applies to the ethical acceptability of the research and does not, in itself, constitute authorization for the research to proceed (such reasons may be administrative or resource-based in nature).

3) Accountability

In keeping with TCPS2, and the Board of Governors Policy Framework, the REB Chair is responsible for ensuring that the REB process conforms to the requirements of TCPS2 2018 (Article 6.8). The REB and the REB Chair are accountable to the Board of Governors for the integrity of its research ethics review process. For oversight and risk management purposes, beyond an Annual Report to the Board of Governors, when immediate or incidental reporting is required, the REB Chair will notify the President who will notify the Chair of the Board of Governors. For day-to-day administrative matters, the Chair of the REB will report to the President.

In keeping with the Board of Governors Policy Framework on Research Involving Humans, the REB Chair shall prepare an Annual Report to the Board of Governors. The Annual Report shall include the number of proposals reviewed, approved, and rejected, the submitting Faculties, a generic description of research ethics issues/concerns that have been addressed in the past year, and frequency of use of the REB appeals process. The Report shall also demonstrate compliance with the mandatory provisions in the TCPS2 and identify any issues regarding process integrity of research review (initial and continuing) at Lakehead University. Concerns or suggestions regarding the REB Terms of Reference should also be included for discussion with the Board of Governors at this time.

When an official agreement (e.g. reciprocal agreement) is in place, the REB follows the reporting structure outlined in the agreement for studies falling under that agreement.

C. Reconsideration and Appeal Process

Lakehead University's Research Ethics Appeal Board shall be Laurentian University's Research Ethics Board. Laurentian University's Research Ethics Appeal Board shall be Lakehead University's Research Ethics Board. The specific terms and procedures for filing an appeal shall be outlined in an inter-institutional agreement between both Universities in accordance with the TCPS2 and in alignment with the Lakehead University Board of Governors Policy Framework on Research Ethics Involving Humans.

D. REB Meetings and Membership

Meeting Schedule and Notice

The REB will schedule meetings monthly from September through May. Additional meetings will be held whenever necessary. Seven (7) days notice shall be given for all meetings except that a meeting may be held at any time, if required, without due notice if quorum is met.

Meeting Decisions

Decisions related to the REB's mandate shall be by consensus as declared by the Chair. In accordance with the TCPS2, in the event that a minority within the REB membership considers a research project unethical, even though it is acceptable to a majority of members, an effort should be made to reach consensus. Consultation with the researcher, external advice, peer review or further reflection by the REB may be helpful.

Quorum

Quorum is met when the minimum requirements of membership representation are present (TCPS2 2018 Article 6.9, 6.4). The minimum requirements are as follows:

- At least two members with expertise in relevant research disciplines, fields and methodologies covered by the REB;
- At least one member knowledgeable in ethics; and
- At least one community member who has no affiliation with the institution.

The presence of a member knowledgeable in the relevant law is only mandatory when reviewing biomedical research.

When there is less than full attendance, decisions requiring full review should be adopted only when the members in attendance at that meeting have the specific expertise, relevant competence and knowledge necessary as determined by the Chair to provide an adequate 4 research ethics review of the proposals under consideration.

Ad hoc advisors, observers, research ethics administration staff and others attending REB meetings should not be counted in the quorum. Nor should they be allowed to vote on REB decisions (TCPS2 2018 Article 6.9). Decisions made without a quorum are not valid or binding.

Composition and Appointment of Members

The membership of the REB is designed to ensure competent and independent research ethics review.

Annually, the REB determines the need for expertise in relevant research disciplines in order to ensure competent independent research ethics review (TCPS2 2018 Article 6.4). Members shall be appointed by the President on the recommendation of the Chair of the Research Ethics Board. The REB may consult with Faculty Deans, Department Chairs and the Office of Research Services in maintaining appropriate REB membership. Appointments are for three-year terms, renewable once.

The complement of the REB will be determined by the ongoing needs of the University, but should include:

1. Minimum of six full time faculty members who have expertise in relevant research disciplines, fields and methodologies covered by the REB.
2. Minimum of two community members who have no affiliation with the institution but are recruited from the communities served by Lakehead University with preference that one of the community members self-identifies as Indigenous.
3. One member with knowledge in the area of ethics. This can be someone who has a teaching or research specialization in ethics, or someone who has had extensive experience in the area of research ethics.
4. One full time faculty member whose research involves Indigenous Peoples.
5. A minimum of one member with a biomedical background.
6. One member knowledgeable in the relevant law (but the member should not be Lakehead University's legal counsel or risk manager).

Each member shall be appointed to formally fulfill the requirements of only one of the above categories.

The Director, Office of Research Services, is the senior advisor to the REB in all matters associated with its mandate, compliance monitoring, and reporting.

The Research Ethics and Administration Officer provides guidance and support to the REB.

The Research Ethics Coordinator is the Secretary to the REB.

In accordance with the TCPS2 2018 (Chapter 7: Conflicts of Interest), senior administrators or members of the Board of Governors shall not serve on the REB, or directly or indirectly influence the REB decision-making process.

Ad hoc advisors may be consulted in the event that the REB lacks the specific expertise or knowledge to review the ethical acceptability of a research proposal competently.

Terms

Appointments are for three-year terms, renewable once. An exception to the term of an appointment can be made for the members elected to the Chair and/or Vice-Chair positions; this will enable a member to serve 3 years as Vice-Chair, then 3 years as Chair to ensure continuity of leadership on the REB.

Chair

The REB Chair is responsible for ensuring that the REB review process conforms to the requirements of the TCPS2. Their role is to provide leadership and to facilitate the REB review process, based on institutional policies and procedures and the TCPS2. The Chair should monitor the REB's decisions for consistency and ensure that these decisions are recorded accurately and communicated clearly to researchers in writing as soon as possible by the Chair or his or her designate (TCPS2 2018 Article 6.8). The Chair shall hold a tenured position with Lakehead University.

Vice-Chair

The REB Vice-Chair also holds responsible for ensuring that the REB review process conforms to the requirements of the TCPS2. The Vice-Chair will fulfil the role of the Chair when the Chair is either not available, or there is a conflict of interest declared by the Chair. Ideally,

the Vice-Chair will move into the Chair position when the Chair either leaves the REB or completes their term.

Chair and Vice-Chair Selection

The Chair and Vice-Chair shall be appointed by the President based on the recommendation of the REB normally from among the appointed members and shall serve, normally, for a term of three years, once renewable. Preferably, the Vice-Chair will hold a tenured position with Lakehead University, however it is not necessary.

The Chair and Vice-Chair shall not serve in the positions of community member.

Meeting Attendance

Where a member is absent for more than 50% of meetings per academic year, the Chair of the REB shall review whether that member should continue to serve on the REB in a report to the President. Unexpected circumstances such as emergencies may prevent individual member(s) from attending the REB meeting. In these exceptional cases, input from member(s) by the use of technology (e.g., phone or video link) is acceptable.

Conflicts of Interest

Any REB member who has a personal/professional interest or a real or perceived conflict of interest with an issue, project or proposal under review (for example, as Principal Investigator, Co-Investigator, Supervisor, student, funder) must declare a conflict of interest and shall not be present when the REB is conducting its discussions or deliberations.

E. Administrative Support

Guidance and Support: Research Ethics and Administration Officer

Secretary: Research Ethics Coordinator

Administrative Office: Office of Research Services

The REB will be provided human resources, office space and support services from the Office of Research Services in order to fulfill the REB duties.

F. Departmental Undergraduate Ethics Review

The REB delegates the ethical review of undergraduate research projects of minimal risk to Undergraduate Research Ethics Committees (URECs) which are responsible for reviewing any undergraduate course-based research projects and honours theses that involve research on human participants, and/or are a component of the pedagogical process.

Undergraduate level review cannot be used when a student's project is part of a faculty member's own research program. Such research must receive ethics approval from the Lakehead University Research Ethics Board.

URECs are responsible for referring to the REB any matter of ethical concern that the undergraduate research ethics committee is, by reason of disagreement or otherwise, unable to resolve, or is greater than minimal risk as defined by the TCPS2.

Academic units regularly engaged in human participant research are to maintain an active undergraduate research ethics committee charged with the review and monitoring of undergraduate research. This committee shall consist of a minimum of three faculty members who have completed the TCPS2 Course on Research Ethics (CORE). The committee must be registered with the REB, and keep formal records of their deliberations and decisions. A list of approved projects must be submitted to the REB twice annually, in January and July.

Departments not regularly involved in human participant research are required to forward undergraduate research proposals involving human participant research to the REB for review.

WLakehead University Research Ethics Board (REB) Terms of Reference

Effective Date: April 1, 2012

Approved by the Executive Committee of the Board of Governors: March 30, 2012

Revised: June 2016, October 2019, October 2020, [November 2021](#)

A) Introduction

The Terms of Reference for the [Lakehead University](#) Research Ethics Board (REB) ~~at Lakehead University~~ are established by the Board of Governors in the Board of Governors Policy Framework on Research Ethics Involving Humans at Lakehead University (the Board Policy Framework).

In the Board Policy Framework, on behalf of Lakehead University, the Board of Governors has endorsed the Tri-Council Policy Statement: Ethical Conduct for Research Involving Humans 2 (TCPS2), [as amended from time to time](#), as the policy and compliance guide for the ethical conduct of research involving humans at the University.

The Lakehead University ~~REB Research Ethics Board~~ is [responsible for](#) ~~established to~~ fulfilling the ethical responsibilities concerning research involving human participants in accordance with the standards developed by the Tri-Councils [Canadian Institute of Health Research (CIHR), Natural Sciences and Engineering Research Council (NSERC) and Social Sciences and Humanities Research Council (SSHRC)] and contained in the TCPS2 ~~2018, and hereinafter referred to as the TCPS2~~. The Tri-Councils only provide funding to researchers and institutions that are compliant with this Policy.

The REB is built upon the guiding core ethical principles as discussed by the TCPS2, of: respect for persons, concern for welfare, and justice. The application of these core principles is intended to maintain balance between the necessary protection of participants and the legitimate requirements of research.

~~I Recognizing the importance of research and the~~ need to ensure the ethical conduct of research at Lakehead University, [and](#) the independent functioning of the REB requires REB members and researchers to navigate a course between ~~the~~ two main goals: ~~of~~ providing the necessary protection of participants and ~~;~~ serving the legitimate requirements of research through a transparent and accountable process for review of the ethical acceptability ~~of research~~.

B) Mandate, Authority and Accountability

1) Mandate

The mandate of the REB is to review the ethical acceptability of all research involving humans conducted under Lakehead University's jurisdiction or auspices. [This includes research undertaken](#) by faculty members, [adjunct professors](#), staff, [postdoctoral fellows](#), or students, regardless of where the research is conducted in accordance with the TCPS2. [This also includes research, or that which is deemed most appropriately that is](#) reviewed by the Lakehead University REB [in accordance with the](#) ~~by the Joint Management Committee established for the Research Ethics Board~~ REB Reciprocity Agreement signed between the Thunder Bay Regional Health Sciences Centre and Lakehead University.

This [mandate](#) includes approving, rejecting and proposing modifications to protocols, [continuing review](#)

of protocols, or terminating any proposed or ongoing research involving humans that is deemed to be non-compliant with the TCPS2.

In support of fulfilling ~~To fulfill~~ this mandate, the REB:

- establishes and communicates policies, [guidelines, and standard operating procedures](#) regarding the ethical [acceptability](#) of research with human participants, along with guidelines and standard operating procedures that are consistent with the TCPS2 throughout the research process;
- contributes to education in research ethics that falls within the REB's mandate; and
- serves the research community and stakeholders as a consultative body regarding matters that fall within the REB's mandate.

2) Authority

The Board of Governors of Lakehead University has established the REB to ensure competent and independent research ethics review (TCPS2 2018 Article 6.4) [in accordance with its approved mandate](#). ~~The REB will review the ethical acceptability of all research involving humans conducted within the University's jurisdiction or under its auspices, by their faculty, staff or students, regardless of where the research is conducted, in accordance with the TCPS2.~~

The REB is independent of the Board of Governors, Senate, and Senior Administration in its decision-making with respect to its mandate under the TCPS2. All other entities and offices shall respect the independence, accountability and authority delegated to the REB and may not override an REB decision to approve or reject a research proposal. Information regarding the appeal process is found in Section C of this document.

An REB approval applies to the ethical acceptability of the research and does not, in itself, constitute authorization for the research to proceed (such reasons may be administrative or resource-based in nature).

3) Accountability

In keeping with TCPS2, and ~~the the Board Policy Framework~~ [Board of Governors Policy Framework](#), the REB Chair is responsible for ensuring that the REB process conforms to the requirements of TCPS2 2018 (Article 6.8). The REB and the REB Chair are accountable to the Board of Governors for the integrity of its research ethics review process. ~~However, For oversight and risk management purposes, beyond an Annual Report to the Board of Governors,~~ when immediate or incidental reporting is required, the REB Chair will notify the President who will notify the Chair of the Board of Governors. For day-to-day administrative matters, the [REB](#) Chair ~~of the REB~~ will report to the President.

In keeping with the [Board Policy Framework](#) ~~Board of Governors Policy Framework on Research Involving Humans~~, the REB Chair shall prepare [and submit](#) an Annual Report to the Board of Governors. The Annual Report shall include the number of proposals reviewed, approved, and rejected, the submitting Faculties, a generic description of research ethics issues/concerns that have been addressed in the past year, and frequency of use of the REB appeals process. The Report shall also demonstrate compliance with the mandatory provisions in the TCPS2 and identify any issues regarding process integrity of research review (initial and continuing) at Lakehead University. Concerns or suggestions regarding the REB Terms of Reference should also be included for discussion with the Board of Governors at this time.

These REB Terms of Reference shall be reviewed at least every three (3) years or sooner to comply in order to ensure compliance with changes to the TCPS2.

When an official agreement (e.g. reciprocal agreement) is in place with a third party, the REB follows the reporting structure for such third party outlined in the agreement for studies falling under that agreement.

C) Reconsideration and Appeal Process

Lakehead University's Research Ethics Appeal Board shall be Laurentian University's Research Ethics Board. Laurentian University's Research Ethics Appeal Board shall be Lakehead University's Research Ethics Board. The specific terms and procedures for filing an appeal shall be outlined in an inter-institutional agreement between both Universities in accordance with the TCPS2 and in alignment with the Board Policy Framework~~Lakehead University Board of Governors Policy Framework on Research Ethics Involving Humans.~~

D) REB Meetings and Membership

Meeting Schedule and Notice

The REB will schedule meetings monthly from September through May. Additional meetings will be held whenever necessary.

~~Five~~Seven (57) business days notice shall be given for all meetings except that a meeting may be held at any time, if required under exigent circumstances, without due notice and if a quorum is met~~established~~.

Where a member is absent for more than 50% of meetings per academic year, the ~~Chair of the~~ REB Chair shall review whether that member should continue to serve on the REB in a report to the President. Unexpected circumstances such as emergencies may prevent individual member(s) from attending the REB meeting. In these exceptional cases, ~~input participation by~~ from member(s) by the use of technology (e.g., phone or virtual) is acceptable.

Remote Participation using Electronic Technology

Meetings shall normally be held in person but may be held by teleconference, videoconference, or other technological means, when circumstances warrant, at the discretion of the REB Chair. Any member joining a meeting by such electronic means shall be provided with all meeting materials for prior review and be included in determining quorum for the meeting.

~~Seven (7) days notice shall be given for all meetings except that a meeting may be held at any time, if required, without due notice if quorum is met.~~

~~Where a member is absent for more than 50% of meetings per academic year, the Chair of the REB shall review whether that member should continue to serve on the REB in a report to the President. Unexpected circumstances such as emergencies may prevent individual member(s) from attending the REB meeting. In these exceptional cases, input from member(s) by the use of technology (e.g., phone or virtual) is acceptable.~~

Meeting Decisions

Decisions related to the REB's mandate shall be by consensus as declared by the REB Chair. In accordance with the TCPS2, in the event that a minority within the REB membership considers a research project unethical, even though it is acceptable to a majority of members, an effort should be made to reach consensus. Consultation with the researcher, external advice, peer review or further reflection by the REB may be helpful.

Quorum

Quorum is met when the minimum requirements of membership representation are present (*TCPS2 2018 Article 6.9, 6.4*). The minimum requirements are as follows:

- At least two members with expertise in relevant research disciplines, fields and methodologies covered by the REB;
- At least one member knowledgeable in ethics; and
- ~~At least one community member who has no affiliation with the institution.~~

 In addition,

- The presence of a member knowledgeable in the relevant law is only required mandatory when reviewing biomedical research.

~~When there is less than full attendance Quorum is not met at any REB meeting, d~~ Decisions requiring full review should only be ~~adopted~~ made only when the members in attendance at that meeting have the specific expertise, relevant competence and knowledge necessary as determined by the REB Chair; this is to ensure that an ~~to provide an~~ adequate research ethics review is conducted of the proposals under consideration.

Ad hoc advisors, observers, research ethics administration staff and others attending REB meetings should not be counted in the quorum. ~~N~~ nor should they be allowed to vote on REB decisions (*TCPS2 2018-2018 Article 6.9*). Decisions made without a quorum are not valid or binding upon the REB.

Composition and Appointment of Members

The membership of the REB is designed to ensure competent and independent research ethics review.

~~Annually, the REB determines the need for expertise in relevant research disciplines in order to ensure competent independent research ethics review (TCPS2 2018 Article 6.4). Members shall be appointed by the President on the recommendation of the Chair of the Research Ethics Board. The REB shall seek new members through an open call within Lakehead University and may also consult with Faculty Deans, Department Chairs and the Office of Research Services in maintaining appropriate REB membership. Applicants will be reviewed by the REB with recommendations of the REB put forward to the President by the Chair. Members shall be appointed by the President on the recommendation of the Chair of the Research Ethics Board.~~

The complement of the REB will be determined by the ongoing needs of the University, but should include:

1. Minimum of six full time faculty members who have expertise in relevant research disciplines, fields

and methodologies covered by the REB.

2. Minimum of two community members who have no affiliation with the institution but are recruited from the communities served by Lakehead University; at least one community member must -with preference that one of the community members- self-identifyies as Indigenous.
3. One member with knowledge in the area of ethics. This can be someone who has a teaching or research specialization in ethics, or someone who has had extensive experience in the area of research ethics.
4. One full time faculty member whose research involves Indigenous Peoplesarea of expertise includes Indigenous knowledge (i.e., s, for example, governance, culture, community relations, economies, politics, research methodologies and ethics, and the law).
5. A minimum of one member with a biomedical background.
6. One member knowledgeable in the relevant law (but the member should not be Lakehead University's internal legal counsel or risk manager).

Ad hoc advisors may be consulted in the event that the REB lacks the specific expertise or knowledge to review the ethical acceptability of a research proposal competently.

Recruitment and Appointment of New REB Members

Annually, the REB ~~assesses-determines~~ the need for expertise (based on attrition and vacancies) in the relevant research disciplines in order to ensure competent independent research ethics review (TCPS2 2018 Article 6.4). The REB shall seek new members through an open call and direct recruitment within Lakehead University; the open call will specify the research disciplines, fields and methodologies that are being sought to ~~maintain appropriate REB membership~~ensure compliance with these TOR. Expressions of interest to serve on the REB, supported by the member's Faculty Dean, will be reviewed by the REB and final recommendations shall be made by consensus. Each member shall be appointed to formally fulfill the requirements of only one of the above categories.

New members will be recommended to the President by the REB and new REB members shall be appointed by the President.

~~Each member shall be appointed to formally fulfill the requirements of only one of the above categories.~~

~~The Director, Office of Research Services, is the senior advisor to the REB in all matters associated with its mandate, compliance monitoring, and reporting.~~

~~The Research Ethics and Administration Officer provides guidance and support to the REB.~~

~~The Research Ethics Coordinator is the Secretary to the REB.~~

~~In accordance with the TCPS2 2018 (Chapter 7: Conflicts of Interest), senior administrators or members of the Board of Governors shall not serve on the REB, or directly or indirectly influence the REB decision-making process.~~

~~Ad hoc advisors may be consulted in the event that the REB lacks the specific expertise or knowledge to review the ethical acceptability of a research proposal competently.~~

Terms

Appointments are for three-year terms, renewable once. An exception to the term of an appointment can be made for the members elected to the [REB](#) Chair and/or [REB](#) Vice-Chair positions; this will enable a member to serve 3 years as [REB](#) Vice-Chair, then 3 years as [REB](#) Chair to ensure continuity of leadership on the REB.

[REB](#) Chair

The REB Chair is responsible for ensuring that the REB review process conforms to the requirements of the TCPS2. Their role is to provide leadership and to facilitate the REB review process, based on institutional policies and procedures and the TCPS2. The [REB](#) Chair should monitor the REB's decisions for consistency and ensure that these decisions are recorded accurately and communicated clearly to researchers in writing as soon as possible by the [REB](#) Chair or his or her designate (*TCPS2 2018 Article 6.8*). The [REB](#) Chair shall hold a tenured position with Lakehead University.

[REB](#) Vice Chair

The REB Vice Chair also holds responsible for ensuring that the REB review process conforms to the requirements of the TCPS2. The [REB](#) Vice Chair will fulfil the role of the [REB](#) Chair when the [REB](#) Chair is either not available, or there is a conflict of interest declared by the [REB](#) Chair. Ideally, the [REB](#) Vice Chair will move into the [REB](#) Chair position when the [REB](#) Chair either leaves the REB or completes their term.

[REB](#) Chair and [REB](#) Vice-Chair Selection

The [REB](#) Chair and [REB](#) Vice-Chair shall be appointed by the President based on the recommendation of the REB normally from among the appointed members and shall serve, normally, for a term of three years, once renewable. ~~Preferably, the [REB](#) Vice-Chair will hold a tenured position with Lakehead University, however it is not necessary.~~

The [REB](#) Chair and [REB](#) Vice Chair shall not serve in the positions of community member.

~~Meeting Attendance~~

~~Where a member is absent for more than 50% of meetings per academic year, the Chair of the REB shall review whether that member should continue to serve on the REB in a report to the President.~~

~~Unexpected circumstances such as emergencies may prevent individual member(s) from attending the REB meeting. In these exceptional cases, input from member(s) by the use of technology (e.g., phone or video link) is acceptable.~~

Conflicts of Interest

Any REB member who has a personal/professional interest or a real or perceived conflict of interest with

an issue, project or proposal under review (for example, as Principal Investigator, Co-Investigator, Supervisor, student, funder) must declare a conflict of interest and shall not be present when the REB is conducting its discussions or deliberations.

E. Research Ethics Administration and Compliance Support

Through the Office of Research Services, the REB will be provided human resources, office space and support services from the Office of Research Services, subject to budgetary approval, in order to fulfill the REB mandate and duties described above; t-such support may his includes resources for educational activities and professional development for REB members.

The Director, Office of Research Services, is the senior advisor to the REB in all matters associated with its mandate, compliance monitoring, and reporting (ex-officio non-voting).

The Manager, Research Ethics and Contracts Officer provides guidance and support to the REB (ex-officio, non-voting).

The Research Ethics Coordinator is the Secretary to the REB.

In accordance with the TCPS2 (Chapter 7: Conflicts of Interest), employees of Lakehead University who are senior administrators or members of the Board of Governors shall not serve on the REB, or directly or indirectly influence the REB decision-making process.

E) ——— Administrative Support

~~Guidance and Support: Research Ethics and Administration Officer~~

~~Secretary: Research Ethics Coordinator~~

~~Administrative Office: Office of Research Services~~

~~The REB will be provided human resources, office space and support services from the Office of Research Services in order to fulfill the REB duties.~~

F) Departmental Undergraduate Ethics Review

The REB delegates the ethical review of undergraduate research projects of minimal risk to Undergraduate Research Ethics Committees (URECs) which are responsible for reviewing any undergraduate course-based research projects and honours theses that involve research with on human participants, and/or are a component of the pedagogical process.

Delegation to Undergraduate level review URECs is not appropriate cannot be used when a student's project is part of a faculty member's own research program. Such research must receive ethics approval from the Lakehead University Research Ethics Board.

URECs are responsible for referring to the REB any matter of ethical concern that the undergraduate

~~research ethics committee~~UREC is, by reason of disagreement or otherwise, unable to resolve, or is greater than minimal risk as defined by the TCPS2.

Academic units regularly engaged in human participant research are to maintain an active ~~undergraduate research ethics committee~~UREC charged with the review and monitoring of undergraduate research. ~~This committee~~Each UREC shall consist of a minimum of three faculty members who have completed the TCPS2 Course on Research Ethics (CORE). ~~The committee~~Each UREC must be registered with the REB, ~~and~~ keep formal records of their deliberations and decisions, and submit. ~~A~~a list of approved projects ~~must be submitted~~ to the REB twice annually, in January and July. Departments not regularly involved in human participant research are required to forward undergraduate research proposals involving human participant research to the REB for review.

Lakehead University Research Ethics Board (REB) Terms of Reference

Effective Date: April 1, 2012

Approved by the Executive Committee of the Board of Governors: March 30, 2012

Revised: June 2016, October 2019, October 2020, November 2021

A) Introduction

The Terms of Reference for the Lakehead University Research Ethics Board (REB) are established by the Board of Governors in the Board of Governors Policy Framework on Research Ethics Involving Humans at Lakehead University (the Board Policy Framework).

In the Board Policy Framework, on behalf of Lakehead University, the Board of Governors has endorsed the Tri-Council Policy Statement: Ethical Conduct for Research Involving Humans 2 (TCPS2), as amended from time to time, as the policy and compliance guide for the ethical conduct of research involving humans at the University.

The Lakehead University REB is responsible for fulfilling the ethical responsibilities concerning research involving human participants in accordance with the standards developed by the Tri-Councils [Canadian Institute of Health Research (CIHR), Natural Sciences and Engineering Research Council (NSERC) and Social Sciences and Humanities Research Council (SSHRC)] and contained in the TCPS2. The Tri-Councils only provide funding to researchers and institutions that are compliant with this Policy.

The REB is built upon the guiding core ethical principles as discussed by the TCPS2, of: respect for persons, concern for welfare, and justice. The application of these core principles is intended to maintain balance between the necessary protection of participants and the legitimate requirements of research.

The need to ensure the ethical conduct of research at Lakehead University, and the independent functioning of the REB requires REB members and researchers to navigate a course between two main goals: providing the necessary protection of participants and; serving the legitimate requirements of research through a transparent and accountable process for review of the ethical acceptability.

B) Mandate, Authority and Accountability

1) Mandate

The mandate of the REB is to review the ethical acceptability of all research involving humans conducted under Lakehead University's jurisdiction or auspices. This includes research undertaken by faculty members, adjunct professors, staff, postdoctoral fellows, or students, regardless of where the research is conducted in accordance with the TCPS2. This also includes research that is reviewed by the Lakehead University REB in accordance with the REB Reciprocity Agreement signed between the Thunder Bay Regional Health Sciences Centre and Lakehead University.

This mandate includes approving, rejecting and proposing modifications to protocols, continuing review of protocols, or terminating any proposed or ongoing research involving humans that is deemed to be non-compliant with the TCPS2.

To fulfill this mandate, the REB:

- establishes and communicates policies, guidelines, and standard operating procedures regarding the ethical acceptability of research with human participants, along with guidelines and standard operating procedures that are consistent with the TCPS2 throughout the research process;
- contributes to education in research ethics that falls within the REB's mandate; and
- serves the research community and stakeholders as a consultative body regarding matters that fall within the REB's mandate.

2) Authority

The Board of Governors of Lakehead University has established the REB to ensure competent and independent research ethics review (*TCPS2 2018 Article 6.4*) in accordance with its approved mandate.

The REB is independent of the Board of Governors, Senate, and Senior Administration in its decision-making with respect to its mandate under the TCPS2. All other entities and offices shall respect the independence, accountability and authority delegated to the REB and may not override an REB decision to approve or reject a research proposal. Information regarding the appeal process is found in Section C of this document.

An REB approval applies to the ethical acceptability of the research and does not, in itself, constitute authorization for the research to proceed (such reasons may be administrative or resource-based in nature).

3) Accountability

In keeping with TCPS2, and the Board Policy Framework, the REB Chair is responsible for ensuring that the REB process conforms to the requirements of TCPS2 2018 (*Article 6.8*). The REB and the REB Chair are accountable to the Board of Governors for the integrity of its research ethics review process. However, when immediate or incidental reporting is required, the REB Chair will notify the President who will notify the Chair of the Board of Governors. For day-to-day administrative matters, the REB Chair will report to the President.

In keeping with the Board Policy Framework, the REB Chair shall prepare and submit an Annual Report to the Board of Governors. The Annual Report shall include the number of proposals reviewed, approved, and rejected, the submitting Faculties, a generic description of research ethics issues/concerns that have been addressed in the past year, and frequency of use of the REB appeals process. The Report shall also demonstrate compliance with the mandatory provisions in the TCPS2 and identify any issues regarding process integrity of research review (initial and continuing) at Lakehead University. Concerns or suggestions regarding the REB Terms of Reference should also be included for discussion with the Board of Governors at this time.

These REB Terms of Reference shall be reviewed at least every three (3) years or sooner in order to ensure compliance with changes to the TCPS2.

When an official agreement (e.g. reciprocal agreement) is in place with a third party, the REB follows the reporting structure for such third party outlined in the agreement for studies falling under that agreement.

C) Reconsideration and Appeal Process

Lakehead University's Research Ethics Appeal Board shall be Laurentian University's Research Ethics Board. Laurentian University's Research Ethics Appeal Board shall be Lakehead University's Research Ethics Board. The specific terms and procedures for filing an appeal shall be outlined in an inter-institutional agreement between both Universities in accordance with the TCPS2 and in alignment with the Board Policy Framework.

D) REB Meetings and Membership

Meeting Schedule and Notice

The REB will schedule meetings monthly from September through May. Additional meetings will be held whenever necessary.

Five (5) business days notice shall be given for all meetings except that a meeting may be held at any time, if required under exigent circumstances, without due notice and if a quorum is established.

Where a member is absent for more than 50% of meetings per academic year, the REB Chair shall review whether that member should continue to serve on the REB in a report to the President. Unexpected circumstances such as emergencies may prevent individual member(s) from attending the REB meeting. In these exceptional cases, participation by member(s) by the use of technology (e.g., phone or virtual) is acceptable.

Remote Participation using Electronic Technology

Meetings shall normally be held in person but may be held by teleconference, videoconference, or other technological means, when circumstances warrant, at the discretion of the REB Chair. Any member joining a meeting by such electronic means shall be provided with all meeting materials for prior review and be included in determining quorum for the meeting.

Meeting Decisions

Decisions related to the REB's mandate shall be by consensus as declared by the REB Chair. In accordance with the TCPS2, in the event that a minority within the REB membership considers a research project unethical, even though it is acceptable to a majority of members, an effort should be made to reach consensus. Consultation with the researcher, external advice, peer review or further reflection by the REB may be helpful.

Quorum

Quorum is met when the minimum requirements of membership representation are present (*TCPS2 2018 Article 6.9, 6.4*). The minimum requirements are as follows:

- At least two members with expertise in relevant research disciplines, fields and methodologies covered by the REB;
- At least one member knowledgeable in ethics; and
- At least one community member who has no affiliation with the institution.
- In addition, the presence of a member knowledgeable in the relevant law is required when reviewing biomedical research.

Decisions requiring full review should only be made when the members in attendance at that meeting

have the specific expertise, relevant competence and knowledge necessary as determined by the REB Chair; this is to ensure that an adequate research ethics review is conducted of the proposals under consideration.

Ad hoc advisors, observers, research ethics administration staff and others attending REB meetings should not be counted in the quorum, nor should they be allowed to vote on REB decisions (*TCPS2 2018 Article 6.9*). Decisions made without a quorum are not valid or binding upon the REB.

Composition and Appointment of Members

The membership of the REB is designed to ensure competent and independent research ethics review.

The complement of the REB will be determined by the ongoing needs of the University, but should include:

1. Minimum of six full time faculty members who have expertise in relevant research disciplines, fields and methodologies covered by the REB.
2. Minimum of two community members who have no affiliation with the institution but are recruited from the communities served by Lakehead University; at least one community member must self-identify as Indigenous.
3. One member with knowledge in the area of ethics. This can be someone who has a teaching or research specialization in ethics, or someone who has had extensive experience in the area of research ethics.
4. One full time faculty member whose area of expertise includes Indigenous knowledge (i.e., governance, culture, community relations, economies, politics, research methodologies and ethics, and the law).
5. A minimum of one member with a biomedical background.
6. One member knowledgeable in the relevant law (but the member should not be Lakehead University's internal legal counsel or risk manager).

Ad hoc advisors may be consulted in the event that the REB lacks the specific expertise or knowledge to review the ethical acceptability of a research proposal competently.

Recruitment and Appointment of New REB Members

Annually, the REB assesses the need for expertise (based on attrition and vacancies) in the relevant research disciplines in order to ensure competent independent research ethics review (*TCPS2 2018 Article 6.4*). The REB shall seek new members through an open call and direct recruitment within Lakehead University; the open call will specify the research disciplines, fields and methodologies that are being sought to ensure compliance with these TOR. Expressions of interest to serve on the REB, supported by the member's Faculty Dean, will be reviewed by the REB and final recommendations shall be made by consensus. Each member shall be appointed to formally fulfill the requirements of only one of the above categories.

New members will be recommended to the President by the REB and new REB members shall be appointed by the President.

Terms

Appointments are for three-year terms, renewable once. An exception to the term of an appointment can be made for the members elected to the REB Chair and/or REB Vice-Chair positions; this will enable a member to serve 3 years as REB Vice-Chair, then 3 years as REB Chair to ensure continuity of leadership on the REB.

REB Chair

The REB Chair is responsible for ensuring that the REB review process conforms to the requirements of the TCPS2. Their role is to provide leadership and to facilitate the REB review process, based on institutional policies and procedures and the TCPS2. The REB Chair should monitor the REB's decisions for consistency and ensure that these decisions are recorded accurately and communicated clearly to researchers in writing as soon as possible by the REB Chair or his or her designate (*TCPS2 2018 Article 6.8*). The REB Chair shall hold a tenured position with Lakehead University.

REB Vice Chair

The REB Vice Chair also holds responsible for ensuring that the REB review process conforms to the requirements of the TCPS2. The REB Vice Chair will fulfil the role of the REB Chair when the REB Chair is either not available, or there is a conflict of interest declared by the REB Chair. Ideally, the REB Vice Chair will move into the REB Chair position when the REB Chair either leaves the REB or completes their term.

REB Chair and REB Vice-Chair Selection

The REB Chair and REB Vice-Chair shall be appointed by the President based on the recommendation of the REB normally from among the appointed members and shall serve, normally, for a term of three years, once renewable. The REB Vice-Chair will hold a tenured position with Lakehead University.

The REB Chair and REB Vice Chair shall not serve in the positions of community member.

Conflicts of Interest

Any REB member who has a personal/professional interest or a real or perceived conflict of interest with an issue, project or proposal under review (for example, as Principal Investigator, Co-Investigator, Supervisor, student, funder) must declare a conflict of interest and shall not be present when the REB is conducting its discussions or deliberations.

E. Research Ethics Administration and Compliance Support

Through the Office of Research Services, the REB will be provided human resources, office space and support services from the Office of Research Services, subject to budgetary approval, in order to fulfill the REB mandate and duties described above; such support may include resources for educational activities and professional development for REB members.

The Director, Office of Research Services, is the senior advisor to the REB in all matters associated with its mandate, compliance monitoring, and reporting (ex-officio non-voting).

The Manager, Research Ethics and Contracts Officer provides guidance and support to the REB (ex-officio, non-voting).

The Research Ethics Coordinator is the Secretary to the REB.

In accordance with the TCPS2 (Chapter 7: Conflicts of Interest), employees of Lakehead University who are senior administrators or members of the Board of Governors shall not serve on the REB, or directly or indirectly influence the REB decision-making process.

F) Departmental Undergraduate Ethics Review

The REB delegates the ethical review of undergraduate research projects of minimal risk to Undergraduate Research Ethics Committees (URECs) which are responsible for reviewing any undergraduate course-based research projects and honours theses that involve research with human participants, and/or are a component of the pedagogical process.

Delegation to URECs is not appropriate when a student's project is part of a faculty member's own research program. Such research must receive ethics approval from the Lakehead University Research Ethics Board.

URECs are responsible for referring to the REB any matter of ethical concern that the UREC is, by reason of disagreement or otherwise, unable to resolve, or is greater than minimal risk as defined by the TCPS2.

Academic units regularly engaged in human participant research are to maintain an active UREC charged with the review and monitoring of undergraduate research. Each UREC shall consist of a minimum of three faculty members who have completed the TCPS2 Course on Research Ethics (CORE). Each UREC must be registered with the REB, keep formal records of their deliberations and decisions, and submit a list of approved projects to the REB twice annually, in January and July. Departments not regularly involved in human participant research are required to forward undergraduate research proposals involving human participant research to the REB for review.



OPEN REPORT TO THE BOARD OF GOVERNORS – November 25, 2021

From: Robert Arnone - Chair, External Relations Committee

Subject: External Relations Committee Open Report

Report Time: 5 minutes

Committee Members: *Robert Arnone (Chair); Peter Caldwell; Ann Dumyn; Dr. Don Kerr; Angela Maltese; Brian McKinnon; Dr. Moira McPherson; Michael Nitz; Anna Sampson; Debra Woods*

The Board External Relations Committee (BERC) met on November 3, 2021. The following items of business were on the agenda:

Approval of Previous Minutes

The Committee approved the minutes from the September 8, 2021 meeting.

Committee Orientation

As part of the Committee orientation, at the first meeting of each Board term, members are provided with their respective Committee's Terms of Reference, Annual Report(s) to the Board of Governors and its draft workplan for the year. The Committee approved its draft workplan. The Vice-President, External Relations provided an overview of the External Relations Portfolio.

Updates and Reports Received

- Vice-President, External Relations Update:
 - Institutional Philanthropic Campaign Update
 - External Relations 2021-22 Q1 Report
 - Overview of External Relations Plans
- Report from the President

Informational Items Received

- 2020-21 Board Meeting Schedule

There are no recommendations being presented to the Board of Governors on November 25, 2021, during the open meeting. Additional information has been reported to the Board in an in camera report.



OPEN REPORT TO THE BOARD OF GOVERNORS – November 25, 2021

From: Cathy Tuckwell - Chair, Finance and Operations Committee

Subject: Finance and Operations Committee Open Report

Report Time: 15 minutes

Committee Members: *Brandon Rhéal Amyot; Robert Arnone; Ann Dumyn; Dr. Don Kerr; Angela Maltese; Dr. Moira McPherson; Ross Murray; Anna Sampson; Mark Smith; Cathy Tuckwell (Chair); Maria Vasanelli*

The Board Finance and Operations Committee (BFOC) met on November 4, 2021. The following items of business were on the agenda:

Approval of Previous Minutes

The Committee approved the minutes from the September 9, 2021 meeting.

Committee Orientation

As part of the Committee orientation, at the first meeting of each Board term, members are provided with their respective Committee's Terms of Reference, Annual Report(s) to the Board of Governors and its draft workplan for the year. The Committee approved its draft workplan.

Lakehead University Pension Plan Text Amendment 2021/2

It was reported that Amendment 2021/2 were recommended for Board approval at the September 17, 2021 Joint Pension meeting of the Pension Board and Advisory Committee. The Committee adopted the following motions and plans to make a recommendation to the Board of Governors on November 25, 2021:

- MOVED to recommend that the Board approve the resolution relating to the Employee Plan Amendment 2021/2 that has been circulated with the meeting materials. CARRIED
- MOVED to recommend that the Board approve the resolution relating to the Professional Plan Amendment 2021/2 that has been circulated with the meeting materials. CARRIED

Reports and Updates Received

- 2019-20 Committee Performance Evaluation Report
- Annual Integrated Planning and Budget Development Process
- BFOC Responsible Investing Policy Review Ad Hoc Committee Report
- President's Report

Informational Items Received

- Operating and Ancillary Update (for the period ending September 30, 2021)
- Investment Reports (as of September 30, 2021)
- 2021-22 Board Meeting Schedule

Additional confidential details have been reported to the Board of Governors in an in camera report.



OFFICE OF THE VICE-PRESIDENT
(ADMINISTRATION & FINANCE)

Date: November 4, 2021
To: Finance & Operations Committee
From: Kathy Pozihun, Vice-President (Administration & Finance)
Re: Lakehead University Pension Plan Text Amendments

One amendment is being put forward by the Advisory Committee to amend the Lakehead University Employee Pension Plan text. This amendment will remove the CPP offset on employer pension contributions for non-union and LUFA plan members. Employer contributions are currently reduced by the employer's contribution to the employee's CPP, so this will represent an increase in employer contributions.

One amendment is being put forward by the Pension Board to amend the Pension Plan for Professional Staff text. This amendment will remove the CPP offset on employer pension contributions for non-union and LUFA plan members. Employer contributions are currently reduced by the employer's contribution to the employee's CPP, so this will represent an increase in employer contributions.

These amendments will be named Amendment 2021/2 for each Plan and were recommended for Board approval at the September 17th Joint Pension Meeting of the Pension Board and Advisory Committee but ultimately it is the Board of Governor's responsibility and right as Plan Administrator to pass an amendment to the University's pension plans.

AMENDMENT 2021/2

**RESOLUTION
OF THE BOARD OF GOVERNORS OF LAKEHEAD UNIVERSITY**

WHEREAS Lakehead University (hereinafter referred to as the "University") has established the Pension Plan for Technical, Clerical and Maintenance Staff of Lakehead University (hereinafter referred to as the "Plan") effective September 1, 1966;

AND WHEREAS the University wishes to amend the Plan to change University contribution rates for non-union employees and contract lecturers;

AND WHEREAS Article 23.01 permits the University to amend the Plan;

NOW THEREFORE BE IT AND IT IS HEREBY RESOLVED THAT THE PLAN SHALL BE AMENDED EFFECTIVE JANUARY 1, 2022 AS FOLLOWS:

1. Article 4.03 is hereby amended by deleting "non-union employees" from paragraphs 4.03(a) and 4.03(b).
2. Paragraph 4.03(c) is hereby amended by deleting ", less Canada Pension Plan contributions made by the University on behalf of Members"

Certified to be a true copy of a resolution passed by the Board of Governors on the _____ day of _____, 2021.

Secretary, Board of Governors

AMENDMENT 2021/2

RESOLUTION OF THE BOARD OF GOVERNORS OF LAKEHEAD UNIVERSITY

WHEREAS Lakehead University (hereinafter referred to as the "University") has established the Pension Plan for Professional Staff of Lakehead University (hereinafter referred to as the "Plan") effective September 1, 1965;

AND WHEREAS the University wishes to amend the Plan to change University contribution rates;

AND WHEREAS Paragraph 19.1 permits the University to amend the Plan;

NOW THEREFORE BE IT AND IT IS HEREBY RESOLVED THAT THE PLAN SHALL BE AMENDED EFFECTIVE JANUARY 1, 2022 AS FOLLOWS:

1. The following paragraph is added at the end of the Introduction:

"Effective January 1, 2022, the Plan was amended to increase Board of Governors contributions for faculty and non-union staff by removing the offset for Canada Pension Plan contributions."

2. The following new paragraph 3.3.2 is hereby added to Article 3 immediately after paragraph 3.3.1 and all following paragraphs under Section 3.3 shall be renumbered accordingly and all previous references to Articles 3.3.2 through 3.3.5 are renumbered accordingly:

"3.3.2 Notwithstanding the foregoing, however, effective January 1, 2022, on behalf of Active Members that are employed full-time and are subject to the Agreement, and are either faculty or a librarian as determined by the Board of Governors, or a Non-Faculty Member, other than members of the Ontario Public Service Employees Union, the Board of Governors shall contribute to the Plan each pay day the applicable percentage of such Member's Earnings as provided under Article 3.3.1, but without regard to the contributions to the Canada Pension Plan. For greater certainty, the Board of Governors contributions for a member of the Ontario Public Service Employees Union shall be based on the applicable rate less his contributions to the Canada Pension Plan."

Certified to be a true copy of a resolution passed by the Board of Governors on the _____ day of _____, 2021.

Secretary, Board of Governors



OPEN REPORT TO THE BOARD OF GOVERNORS – November 25, 2021

From: Maria Vasanelli - Chair, Governance and Nominating Committee

Subject: Governance and Nominating Committee Open Report

Report Time: 5 minutes

Committee Members: *Brandon Rhéal Amyot; Claudine Cousins; Ann Dumyn; Angela Maltese; Dr. Moira McPherson; Ross Murray; Michael Nitz; Anna Sampson; Maria Vasanelli (Chair); Wendy Walberg*

The Board Governance and Nominating Committee (BGNC) met on November 3, 2021. The following items of business were on the agenda:

Approval of Previous Minutes

The Committee approved the minutes of the September 8, 2021 meeting.

Committee Orientation

As part of the Committee orientation, at the first meeting of each Board term, members are provided with their respective Committee's Terms of Reference, Annual Report(s) to the Board of Governors and its draft workplan for the year. The Committee approved its draft workplan.

Notice of Terms Expiring

Once a year, the Board is advised in writing by the Secretary of the names of those members whose terms expire during the current year. The Secretary reported that the following Board members terms expire at the next Board Annual Meeting:

- Ross Murray
- Maria Vasanelli
- Anna Sampson
- Debra Woods

Nominations and Recruitment

The Committee identified upcoming expiring terms on the Board and continues to review new nominations and conduct interviews when required. The Committee received the 2021-22 Individual Skills Assessment Survey responses and established the Interview Sub Committee composition for the 2021-22 term.

Other Items of Business

- Reviewed and discussed the 2020-21 Board Performance survey results.
- Reviewed the Board's annual record of attendance from the 2020-21 term.
- Received an update on Lieutenant Governor In Council (LGIC) appointments.
- Reviewed the Terms of Reference Review schedule for the term.

- Received 2nd Annual Report on Policies and Five Year Policy Review Plan Overview
- Initiated the policy review for Board Members Seeking Employment with Lakehead University.

Informational Items Received

- 2021-22 Board Meeting Schedule

There are no recommendations being presented to the Board of Governors on November 25, 2021, during the open meeting. Additional information has been reported to the Board in an in camera report.

Board Learning & Liaison Committee

Approved by: Board of Governors

Revised: January 31, 2014, October 1, 2015, January 29, 2016, March 2016; November 2018; March 12, 2020 (previously named Board Learning & Research Committee)

PURPOSE

In alignment with the University's Strategic Plan, the Board Learning & Liaison Committee focuses on the professional development of Board members, and promotion of collegial governance.

MANDATE

The Board Learning & Liaison Committee is a Standing Committee of the Lakehead University Board of Governors, with the primary roles of:

- Facilitating liaison to build relationships with the Senate, Alumni Association, Ogimaawin Indigenous Education Council (OIEC), and the Lakehead University Student Union (LUSU) through speakers, presentations, and social events
- Managing the Board Mentorship program in accordance with Board of Governors Mentorship Program Guidelines and Process
- Considering matters pertaining to teaching and learning, research, the student experience, scholarships, and others, and make recommendations to the Board regarding professional development opportunities and/or presentations for members of the Board
- Educating the Board about the role of, and relevant initiatives of the Senate, Alumni Association, OIEC, and LUSU
- Recommending to the Board the annual orientation program, winter term retreat, and other professional development opportunities for new and existing Board members
- Reviewing and making recommendations on policies within their scope to the Board of Governors
- Preparing an Annual Report for the Board of Governors.

COMPOSITION

- President of the University (ex officio)
- Immediate Past Chair of the Board (ex officio)
- A minimum of three external members with preference give to new members**

- One student Member of the Board (ex officio)
- One faculty Senator Member of the Board (ex officio)
- One OIEC Member of the Board (ex officio)
- One Alumni Member of the Board (ex officio)

**"new" refers to members of the Board who have been on the Board for one year or less.

All Board members shall be invited to each meeting (non-voting).

Resources (Executive Team Members and/or Senior Management Team Members who are copied on meeting materials, and regularly invited to attend the BLRC meetings):

- *Provost and Vice-President (Academic)*
- *Vice-President (Research and Innovation)*
- *University Secretary who shall be the Secretary to the Committee (non-voting)*



OPEN REPORT TO THE BOARD OF GOVERNORS – November 25, 2021

From: Wendy Walberg - Chair, Learning and Liaison Committee

Subject: Learning and Liaison Committee Open Report

Report Time: 5 minutes

Committee Members: *Brandon Rhéal Amyot; Claudine Cousins; Dr. Don Kerr; Dr. Moira McPherson; Ross Murray; Mark Smith; Wendy Walberg (Chair); Debra Woods*
All Board of Governors members were invited to participate in this meeting, in accordance with the BLLC Terms of Reference.

The Board Learning and Liaison Committee (BLLC) met on November 3, 2021. The following items of business were on the agenda:

Approval of Previous Minutes

The Committee approved the minutes of the September 8, 2021 meeting.

Committee Orientation

As part of the Committee orientation, at the first meeting of each Board term, members are provided with their respective Committee's Terms of Reference, Annual Report(s) to the Board of Governors and its draft workplan for the year. The Committee approved its draft workplan.

Mentor/Mentee Assignment

The Committee reviewed the mentor/mentee assignment for the 2021-22 term.

Professional Development Planning

Board Winter Retreat Planning:

The Committee made recommendations for the theme and potential topics for this year's winter retreat program.

Committee members received links to Board professional development resources and opportunities.

Collegial Governance Planning and Initiatives

The Committee received a debrief of the launch of the Lakehead University Student Union 40th Anniversary event that recently took place on the Thunder Bay Campus.

Research and Innovation Education

Guest speaker Dr. Pauline Sameshima, Professor, CRC-Arts Integrated Research, at Lakehead University, joined the meeting to give a presentation on What is Arts Integrated Research?

President's Report

The President reported on recent internal and external University events, and gave an update on Lakehead's Mandatory Vaccination Policy and other University initiatives.

Informational Items Received

- 2021-22 Board Meeting Schedule

There are no recommendations being presented to the Board of Governors on November 25, 2021, during the open meeting. Additional information has been reported to the Board in an in camera report.



OIEC Summary Report

To: Lakehead University Board of Governors

From: From: Barbara Eccles – General Counsel and University Secretariat

Subject: Ogimaawin Indigenous Education Council (OIEC) Report

OIEC Members: *Precious Anderson - Member-At-Large; Robert Atastise - Member At Large; Dr. David Barnett - Provost and Vice-President, Academic (Lakehead University); Denise Baxter - Vice-Provost, Indigenous Initiatives (Lakehead University); Kathy Beardy - Nishnawbe Aski Nation; Dr. Dean Jobin-Bevans - Orillia Principal (Lakehead University); Matthew Bombardier - Indigenous Student Member (Lakehead University); Alecia Boshcoff (Fort William First Nation); Alicia Cameron - Member-At-Large; Lorrie Deschamps - Oshki-Pimache-O-Win Education & Training Institute; Ben Cousineau (Chippewas of Rama First Nation); Ann Dumyn - Board of Governor Member (Lakehead University); Barbara Eccles (Secretary, Non Voting) - General Counsel & University Secretary (Lakehead University); Christopher Glover - Designate, Orillia Principal (Lakehead University); Dr. Moira McPherson - President and Vice-Chancellor (Lakehead University, Non Voting); Elder Gene Nowegejick (Non Voting); Dr. Lana Ray - Indigenous Faculty Member (Lakehead University); Valerie Stortini (Chair) - Thunder Bay Indigenous Friendship Centre; Howard Twance - Seven Generations Education Institute; Dr. Anita Vaillancourt (OIEC Advisors Committee Chair*

- *External members Ben Cousineau and Alecia Boshcoff were appointed during the meeting.*
- *Exofficio member Dr. Anita Vaillancourt's term commenced on August 24, 2021.*

The OIEC met on October 7, 2021. Elder Gene Nowegejick shared an opening and closing prayer. New members Dr. Anita Vaillancourt, Ben Cousineau and Alecia Boshcoff were welcomed and introduced to the group.

The following items of business were on the agenda:

Bylaw Amendment Notice of Motion

In accordance with the OIEC Bylaws (Article 9.1) notice was given that the following motion will be brought forward at the next meeting of the OIEC:

MOVED to amend the OIEC Bylaws by deleting the following from paragraph 4.1.2(a): "North Superior Chiefs Groups;"

Length of OIEC Meetings

An online survey was circulated to OIEC members in June 2021 with regards to the length of meetings. The Chair reported that following a review of the survey results, adjusting the length of OIEC meetings is not required at this time.

Reports and Updates Received

- Report from the OIEC Chair
- OIEC Ad hoc Nominating Committee Report (of the August 30, 2021 meeting)
- OIEC Advisors Committee Report (of the September 21, 2021 meeting)

- Joint SAC/OIEC Sub-Committee Update
- President's October 2021 Online Report and update on relevant University matters
- Updates/Reports from External Members

Informational Items Received

- Board of Governors Report (of the June 4, 2021 meeting)
- Senate Report (of the September 20, 2021 meeting)
- Chair on Truth and Reconciliation Reports
- Office of Indigenous Initiatives Report
- Year of Climate Action (YOCA) invitation

The following motions were adopted by the OIEC on October 7, 2021:

- MOVE that Paul Capon be re-appointed as an External Voting Member from the Indigenous Community (Matawa First Nations), for a term commencing immediately, through to July 30, 2023.
- MOVED that Ben Cousineau be appointed as an External Voting Member from the Indigenous Community (Chippewas of Rama First Nation), for a term commencing immediately, through to July 2024.
- MOVED that Alecia Boshcoff be appointed as an External Voting Member from the Indigenous Community (Fort William First Nation), for a term commencing immediately, through to June 30, 2024.

The next OIEC meeting is scheduled to take place on November 15, 2021, 2:00pm - 4:00pm (EST).



OIEC Summary Report

To: Lakehead University Board of Governors

From: Barbara Eccles – General Counsel and University Secretariat

Subject: Ogimaawin Indigenous Education Council (OIEC) Report

OIEC Members: Precious Anderson - Member-At-Large; Robert Atastise - Member At Large; Dr. David Barnett - Provost and Vice-President, Academic (Lakehead University); Denise Baxter - Vice-Provost, Indigenous Initiatives (Lakehead University); Kathy Beardy - Nishnawbe Aski Nation; Dr. Dean Jobin-Bevans - Orillia Principal (Lakehead University); Matthew Bombardier - Indigenous Student Member (Lakehead University); Alecia Boshcoff - Fort William First Nation; Charles Brown - Member-At-Large; Paul Capon - Matawa First Nations; Alicia Cameron - Member-At-Large; Ben Cousineau - Chippewas of Rama First Nation; Lorrie Deschamps - Oshki-Pimache-O-Win Education & Training Institute; Ann Dumyn - Board of Governor Member (Lakehead University); Barbara Eccles (Secretary, Non Voting) - General Counsel & University Secretary (Lakehead University); Christopher Glover - Designate, Orillia Principal (Lakehead University); Dr. Moira McPherson - President and Vice-Chancellor (Lakehead University, Non Voting); Elder Gene Nowegejick (Non Voting); Dr. Lana Ray - Indigenous Faculty Member (Lakehead University); Valerie Stortini (Chair) - Thunder Bay Indigenous Friendship Centre; Howard Twance - Seven Generations Education Institute; Dr. Anita Vaillancourt (OIEC Advisors Committee Chair)

The OIEC met on November 15, 2021. Elder Gene Nowegejick shared an opening and closing prayer. The following items of business were on the agenda:

OIEC Bylaw Amendment

Notice of Motion was presented to the OIEC at the October 7, 2021 meeting, in accordance with the OIEC Bylaws (Article 9.1). As only nine voting members were in attendance, the motion to approve the proposed amendments to the Bylaws was postponed to the next meeting.

Reports, Updates and Presentations Received

- Presentation from Lakehead University's Indigenous Research Chair in Decolonial Futures
- Report from the OIEC Chair
- OIEC Advisors Committee Report (of the September 21, 2021 meeting)
- President's November 2021 Online Report and update on relevant University matters
- Updates/Reports from External Members

Informational Items Received

- Board of Governors Report (of the October 1, 2021 meeting)
- Senate Report (of the October 18, 2021 meeting)
- Office of Indigenous Initiatives Report (for the period September 21, 2021 to November 1, 2021)

The next OIEC meeting is scheduled to take place on January 31, 2022, 2:00pm - 4:00pm (EST).



REPORT TO THE BOARD OF GOVERNORS

From: Don Kerr

Board Meeting Date: November 25, 2021

Subject: Senate Report

October 18, 2021 Senate Meeting Summary

Prior to the meeting being called to order the President, who served as Chair of the University's Chancellor Electoral Board, welcomed and introduced Lakehead's next chancellor, Dr. Rita Shelton Deverell.

Dr. Barnett recognized Gerald Walton, Faculty of Education, recipient of the Distinguished Instructor Award, being honoured at the Senate meeting.

The Senate referred changes to academic programs, academic regulations and academic admission requirements (known as "calendar changes") to the appropriate Senate committees for consideration. Before appearing on the Senate agenda for referral to a committee, each calendar change has already been approved by a Faculty Council and the appropriate Dean(s). If the proposed calendar changes are approved by the Senate committees, they will be brought back to the Senate for final approval. This is a very thorough vetting process that includes input from academic units and the Registrar's office as well as consideration of potential budgetary implications. The establishment and revision of academic programs, regulations and admission requirements is a primary function of the Senate as set out in the Lakehead University Act, 1965. The Senate also granted final approval to a number of calendar changes.

The graduands list was circulated in advance of the meeting and the Senate adopted the following:

- MOVED that the candidates on the distributed Graduands List be awarded the undergraduate degrees or diplomas, and graduate degrees indicated.

The reports of the Senate Academic Committee, Senate Budget Committee, Faculty of Graduate Studies Council, Senate Nominations Committee and Maria Vasanelli's bio, Senate Research Committee, Senate Teaching and Learning Committee, Senate Undergraduate Studies Committee were circulated in advance of the meeting.

The Senate adopted the following Senate Committee recommendations, and received a notice of motion:

- MOVED that Maria Vasanelli be appointed as the Board of Governors Member on the Senate for the term commencing immediately to June 30, 2022.

- MOVED that the attached amendments to the Distinguished Researcher Award Guidelines be approved.
- MOVED that the May 9, 2022 Senate meeting be rescheduled to take place on May 12, 2022 from 4 - 6 PM ET.
- Notice of Motion: ***“MOVED that the following amendment to Appendix A of the Senate Bylaws be approved: Faculty Senators who accept another continuing position on the Senate shall be replaced for the remainder of their term or for the duration of their new position, if it does not exceed their remaining term.”***

The Senate also adopted the following motions:

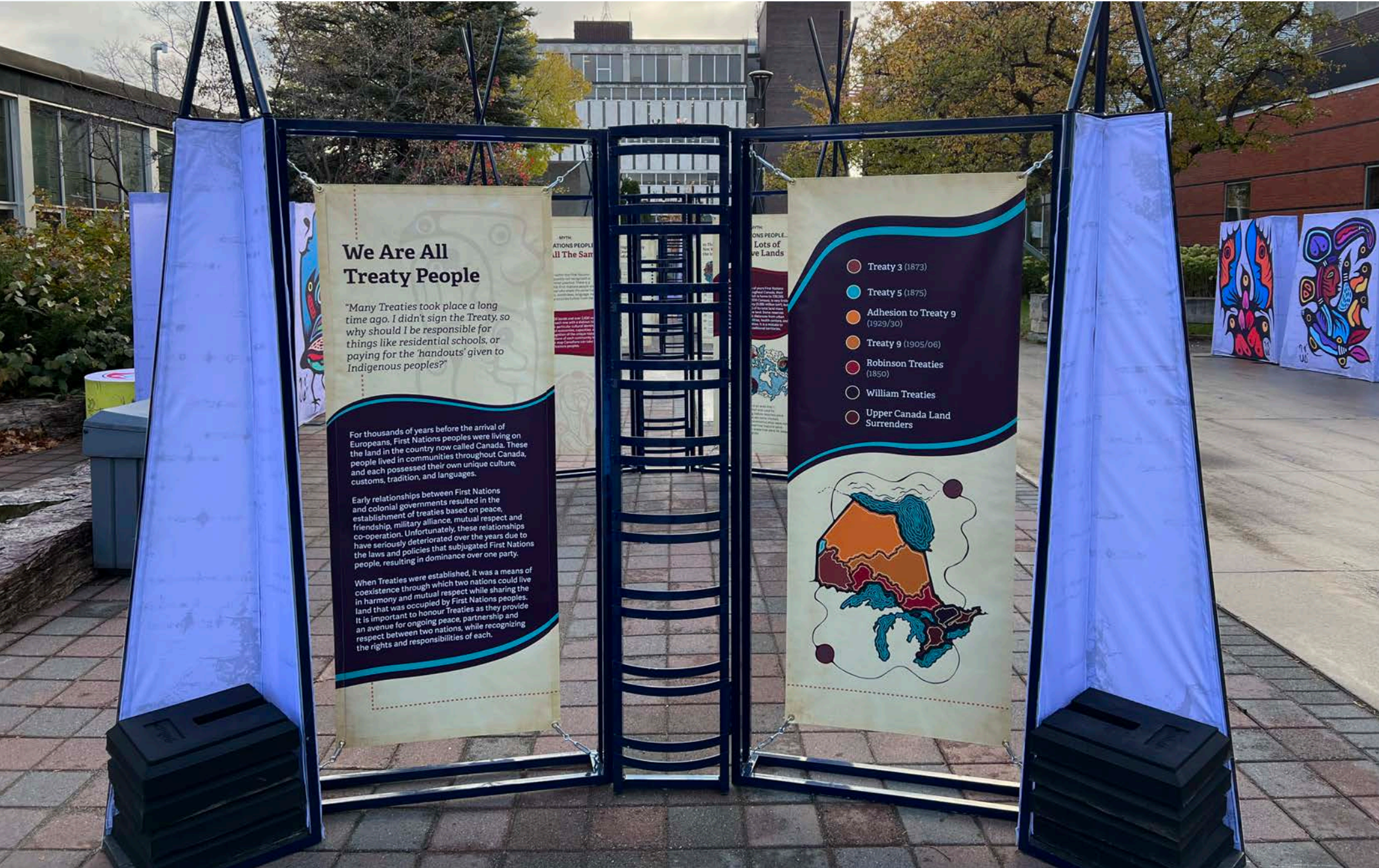
- MOVED that the Senate adjourns to an in camera session to discuss honorary degrees and other confidential matters and that only Senators and those specifically invited by the Chair shall be present.
- MOVED that the attached Adjunct Professor recommendations be approved.

The Senate then took up the following informational items:

- Adjunct Professor Renewal
- Calendar Change Deadline Final Reminder
- Northern Ontario School of Medicine Report
- Ogimaawin Indigenous Education Council (OIEC) Report
- Board of Governors (Board) Report
- President's Report
- Provost and Vice-President, Academic Report

The next Senate meeting is scheduled to take place on November 29, 2021.

Access to the Senate meeting materials is available on the [Senate section of the website](#).



We Are All Treaty People

"Many Treaties took place a long time ago. I didn't sign the Treaty, so why should I be responsible for things like residential schools, or paying for the 'handouts' given to Indigenous peoples?"

For thousands of years before the arrival of Europeans, First Nations peoples were living on the land in the country now called Canada. These people lived in communities throughout Canada, and each possessed their own unique culture, customs, tradition, and languages.

Early relationships between First Nations and colonial governments resulted in the establishment of treaties based on peace, friendship, military alliance, mutual respect and co-operation. Unfortunately, these relationships have seriously deteriorated over the years due to the laws and policies that subjugated First Nations people, resulting in dominance over one party.

When Treaties were established, it was a means of coexistence through which two nations could live in harmony and mutual respect while sharing the land that was occupied by First Nations peoples. It is important to honour Treaties as they provide an avenue for ongoing peace, partnership and respect between two nations, while recognizing the rights and responsibilities of each.

- Treaty 3 (1873)
- Treaty 5 (1875)
- Adhesion to Treaty 9 (1929/30)
- Treaty 9 (1905/06)
- Robinson Treaties (1850)
- William Treaties
- Upper Canada Land Surrenders



President's Report to
the Board of Governors

November
2021





Office of the President

Maclean's ranks Lakehead University second in Ontario among primarily undergraduate universities

Maclean's has once again included Lakehead University among Canada's top 10 primarily undergraduate universities in the magazine's 2022 University Rankings.

Lakehead ranked second overall among Ontario universities in its category, and eighth out of 19 primarily undergraduate universities from across Canada.



"At Lakehead University we provide a transformative university experience, grounded in exceptional scholarship and unique student potential," said Lakehead University President and Vice-Chancellor Dr. Moira McPherson.

"These rankings recognize Lakehead's success in creating future leaders who support the economic, social and cultural resilience of Northwestern Ontario and Simcoe County. At Lakehead University we are committed to supporting student success by helping students realize their potential and achieve their career goals," Dr. McPherson explained.

This year, Maclean's University Rankings place Lakehead first in Ontario in student awards (tied), faculty awards, and total library acquisitions; second for highest quality, developing the leaders of tomorrow, social sciences and humanities grants, scholarships and bursaries, operating budget, and library expenses; and third for most innovative, student/faculty ratio, total research dollars, medical/science grants, and reputation.

Maclean's also found that Lakehead has the lowest class sizes in first- and second-year classes among all Ontario universities.

Dr. McPherson added that Lakehead's placement in the Maclean's Rankings comes on the heels of last month's revelation that Lakehead has been included in the top half of the Times Higher Education's list of the best universities around the world for the third year in a row, and a leading university in specific disciplines. [Read more here.](#)

You can read the full [Maclean's University Rankings here.](#)

[Click here to view media release...](#)



Lakehead Orillia Homecoming 2021

Lakehead Orillia's 2021 Homecoming featured virtual and in-person events open to all alumni. The capstone event was the in-person celebration of the recipients of this year's Alumni Awards. *Lakehead Celebrates* celebrated the accomplishments and contributions of both Sue Mulcahy, a prominent Orillia businesswomen and philanthropist who received an Honorary Alumni award, and Sami Pritchard (HBASc alum), student social justice champion and higher education consultant who received the Trailblazer award.

Virtual events' participants came from as far away as Nova Scotia and Manitoba, and as close as Simcoe County. Such activities included a Comedy Night hosted by Yuk Yuk's Comedy; *Spilling the Tea*, a talk covering the hot beverage's history and perfect preparation tips; and *Ontario Wines – Get them off the Bench*, hosted by **Lakehead alumna Allison Findlay** (BSc'12), a winemaker at Flat Rock Cellars, who spoke about the business of winemaking and why people should give Ontario wines a spot on their wine rack.

Allison spoke to her experience at Lakehead which included small class sizes that helped nurture a feeling that she mattered more than just her marks, learning in a respectful environment, and learning how to think critically! She explained that her experience at Lakehead provided her with an unconventional route, but key stepping stone to a career of working to create fabulous wines. Lakehead University's personal approach to learning, including a focus on hands-on and other engaging forms of learning, was fundamental to developing the skills she needed to achieve her goals.



Academic Excellence

Student-designed video game for Thunder Bay campus

Over the summer, a Lakehead Thunder Bay student made a video game to help people new to the campus explore and discover all the services that Lakehead offers.

Find all the lost socks and laugh and enjoy as you learn about campus services.

Find it [here](#) on the Google Play store.





Radialis Medical Submits FDA 510(k) Premarket Notification for its Organ-Targeted PET Camera

Radialis Medical announced that it has submitted a U.S. Food & Drug Administration (FDA) 510(k) premarket notification for the Radialis PET Camera, an organ-targeted positron emission tomography system whose underlying technology was developed, in part, by **Dr. Alla Reznik**, Professor and Tier 1 Canada Research Chair in Physics of Radiation Medical Imaging at Lakehead University and a scientist at the Thunder Bay Regional Health Research Institute.

“Emerging radiotracers being developed for PET imaging allow specific disease processes to be visualized and facilitate precision medicine. The Radialis PET Camera is the first organ-targeted PET system focused on low-dose PET imaging of multiple diseases,” said **Dr. Alla Reznik**, Professor and Tier 1 Canada Research Chair in Physics of Radiation Medical Imaging at Lakehead and a Scientist and the TBRHRI.

The University Health Network-Princess Margaret Cancer Centre (UNH-PMCC) in Toronto is currently using the Radialis PET Camera in a study titled “Evaluating Positron Emission Mammography Imaging of Suspicious Breast Abnormalities” (ClinicalTrials.gov Identifier: NCT03520218).

[Click here to view media release...](#)



Public Safety Canada Cyber Security Research Grant Awarded

Dr. Amir Ameli, Assistant Professor, Department of Electrical Engineering, in collaboration with Dr. Mohsen Ghafouri from the Concordia Institute for Information Systems Engineering (CIISE), has been awarded \$90,000 from Public Safety Canada’s Cyber Security Cooperation Program. This project intends to address the cyber-security problem of Wide Area Monitoring, Protection, and Control (WAMPAC) systems and their associated Internet of Things (IoT) devices using Artificial Intelligence (AI). The cyber-security of WAMPAC systems is a timely and crucial problem in power networks, since these systems are highly prone to malware and cyber-attacks, due to their dependence on information technology, and directly affect the stability and operation of power grids. This research is of significant importance for Canada’s economy, security, and development of Canada.





Lakehead University professors receiving \$470k from SSHRC for important research

Seven professors at Lakehead University are receiving a total of more than \$470,000 from the Social Sciences and Humanities Research Council of Canada (SSHRC) to fund their important research projects. SSHRC is the federal research funding agency that promotes and supports research and training in the humanities and social sciences.

SSHRC  CRSH

Some of the innovative research projects receiving funding include: a study of climate change education practice in Ontario and policy in Canada; understanding stress for post-secondary students; and uncovering public perceptions of inequality. A full list of awarded research projects can be found [here](#).

New NOHFC Internship Awards

Lakehead University has received three Internship Awards from the Northern Ontario Heritage Fund Corporation (NOHFC). Under the Workforce Development Stream, these positions help develop Northern Ontario's workforce by providing internships to new entrants in the workforce, those transitioning to a new career, or those who are unemployed or underemployed and are entering a new field.

Research Internships

- **Dr. Zubair Fadlullah**, Department of Computer Science, "Biomedical Image Processing & Analytics with Explainable AI", \$31,082.
- **Dr. Tarlok Sahota**, Lakehead University Agricultural Research Station, "Research and Extension Intern", \$35,000.

Administrative Internship

- **Robin Sutherland**, Director of Indigenous Relations, Bora Laskin Faculty of Law, "Office of Indigenous Relations Position", \$35,000.



Local and Global Partnerships

Lakehead University hosted Treaties Recognition Week

Lakehead University hosted a virtual Treaties Recognition Week events daily from Monday, Nov. 1 to Friday, Nov. 5, as well as an in-person display provided by Nishnawbe Aski Nation (NAN).

In 2016, Ontario passed legislation declaring the first week of November as Treaties Recognition Week. This annual event honours the importance of treaties and helps students and residents of Ontario learn more about treaty rights and relationships.

Lakehead kicked-off the week on Monday, Nov. 1 at 12:30 pm with an opening ceremony featuring remarks from Chief Ted Williams from Chippewas of Rama First Nation, Chief Peter Collins from Fort William First Nation, and Dr. David Barnett, Lakehead's Provost and Vice-President (Academic).

Elder Gene Nowegejick began the ceremony with a prayer. Dr. Gina Starblanket, Associate Professor in Indigenous Governance at the University of Victoria, provided a talk called Seeding Our Futures.

She is the principal investigator of the Prairie Indigenous Relationality Network. Her research discusses questions of treaty implementation, prairie Indigenous life, gender and Indigenous feminism.

NAN's Community Building Exhibit includes 16 panels that have information on treaties and the history of Residential Schools. This display is set up outside Lakehead University – in between the Chancellor Paterson Library and the Agora Circle.

It covers Treaty relationships and aims to dispel myths in a way that participants can engage at their own pace. This display also highlights many of the realities faced by First Nations Peoples. The panels will be on display at future community events.

[Click here to view media release...](#)





Lakehead University Libraries support Treaties Recognition Week

All Lakehead University Libraries on the Thunder Bay campus (Chancellor Paterson, Education, and Law) and the Orillia campus (Harvie Legacy and Education Library), set up displays in honour of Treaties Recognition Week which was held November 1 to 7, 2021.

It was introduced in Ontario in 2016 as the Treaties Recognition Week Act. The purpose of the week is to honour the importance of treaties and to build an awareness and understanding of their significance.

Lakehead's libraries offer many treaty resources and the unique offerings of each library will be featured. The library displays included print resources pertaining to Indigenous history, treaties in Canada, elementary and secondary teaching resources, and provided information about online resources that are available.

Additional opportunities for involvement in related events and activities are listed on the provincial [Treaties Recognition Week website](#).

International Education Week 2021

Everyone in Thunder Bay and Simcoe County was invited to participate in International Education Week, which was celebrated during the third week of November by more than 100 countries.

IEW provides an opportunity to highlight the benefits of internationalization efforts worldwide. From November 15-19, Lakehead University offered a variety of virtual and in-person events that were available to all members at Lakehead University and everyone in Thunder Bay and Simcoe County.

Staff and community partners hosted interactive sessions that showcased opportunities for studying abroad, celebrate cultural diversity at Lakehead, highlighted the unique voices of Lakehead's international students through panel discussions, and much more. Lakehead invited all to join in the collaborative dialogue.

Visit www.lakeheadu.ca/iew to view more information and get access to the full schedule of events.



Lakehead University sharing hundreds of thousands of wipes with local organizations after receiving five million from Lysol

Everyone knows that germs don't stand a chance against Lysol products.

That's why, after receiving a donation of more than five million disinfecting wipes from Reckitt, the maker of Lysol, Lakehead University provided hundreds of thousands of wipes to Confederation College, George Jeffrey Children's Centre, Camp Quality, the Victorian Order of Nurses, and other organizations in Thunder Bay and Northwestern Ontario.

Four tractor-trailers – each carrying 21 skids – arrived at Lakehead University the week of October 25.

Confederation College is taking 10 skids – or 7,500 packages containing 600,000 wipes – which staff will use to maximize disinfection of classrooms and labs, including public areas of the College, residence, the Children and Family Centre, the Wellness Centre, and other areas of the College. These wipes will help ensure the safety and health of everyone who accesses the College.

The College will offer wipes to vulnerable students who cannot purchase them.

The United Way has contacted its partners to see if any of them require Lysol wipes.

Other organizations that have also picked up Lysol wipes from Lakehead include the Ignace Food Bank and the Canadian Mental Health Association. As of today, more than 45 organizations will benefit from this donation.

[Click here to view media release...](#)



Mark Tilbury, Lakehead's Alumni and Annual Giving Director, centre, hands one package of Lysol wipes to Shelley Graham, Development Officer at Confederation College, and one package to Albert Brulé, Chief Executive Officer of the United Way

Finnish Delegation Visits Lakehead University

On October 25th, the Finnish Delegation visited Lakehead University. The visit focused on discussions about forestry and innovative uses of wood fibres and bio energy. Lakehead University representatives provided the delegation an update on past and current academic activities of the Chair of the Finnish Studies Program.



From left, Dr. Michel S. Beaulieu, Associate Vice-Provost (Academic)-Special Projects, Mr. James Aldridge, Vice-Provost, International, Dr. David Barnett, Provost & Vice-President (Academic), Dr. Moira McPherson, President and Vice-Chancellor, Ambassador of Finland to Canada, His Excellency Roy Eriksson, Mr. Pasi Pinta, the newly appointed Honorary Consul of Finland to Thunder Bay, Deputy Head of Mission of Finland to Canada, Ms. Kaisa Heikkilä and Trade Commissioner of Finland to Canada, Mr. Seppo Rantala



From left, Mr. James Aldridge, Vice-Provost, International, Dr. Ronald Harpelle, History Professor, Pentti Paularinne, President, Suomi Foundation, Dr. Michel S. Beaulieu, Associate Vice-Provost (Academic)-Special Projects, Ambassador of Finland to Canada, His Excellency Roy Eriksson, Mr. Pasi Pinta, the newly appointed Honorary Consul of Finland to Thunder Bay, Deputy Head of Mission of Finland to Canada, Ms. Kaisa Heikkilä and Trade Commissioner of Finland to Canada, Mr. Seppo Rantala



From left, Mr. James Aldridge, Dr. Ulf Runesson, Dean, Faculty of Natural Resources Management, Ambassador of Finland to Canada, His Excellency Roy Eriksson, Mr. Pasi Pinta, the newly appointed Honorary Consul of Finland to Thunder Bay, Deputy Head of Mission of Finland to Canada, Ms. Kaisa Heikkilä and Trade Commissioner of Finland to Canada, Mr. Seppo Rantala



Region is in Spotlight at Upcoming Palliative Care Online Summit

This year's Northwestern Ontario Palliative Care Online Summit was held on Thursday, Oct. 28. It highlights the strength and resilience of the Thunder Bay region's palliative care professionals in adapting to devastating situations and continuing to provide high-quality care.

Coordinated by the Centre for Education and Research on Aging & Health (CERAH), Lakehead University, the summit will spotlight the approaches that regional health-care providers have taken to continue delivering a high standard of palliative care to the people of Northwestern Ontario during these challenging times.

Palliative care health-care providers have been through many changes in health-care delivery during the pandemic and in many cases, the situations they've faced have been especially difficult. For example, visitation restrictions have caused much moral, ethical and emotional distress to health-care workers, patients and their families, and have resulted in many people dying without loved ones by their side.

Dr. Amy Montour from Six Nations of the Grand River Territory, a palliative-care physician, helped to set the stage, highlighting how health-care workers can recover and even thrive and grow together as demonstrated by the continued work to improve access to high-quality, culturally safer palliative care despite the pandemic.

Dr. Montour also explained the Two-Eyed Seeing approach to palliative care for Indigenous people, and how health-care workers can incorporate a trauma-informed perspective to the practice of palliative care.

Regional health-care providers from Kenora, Nipigon, Manitouwadge, and Thunder Bay discussed achievements and developments in the palliative care delivered in Northwestern Ontario – such as the implementation of Indigenous Transition Facilitators throughout the region, which have helped patients and their families receive the sensitive and responsive support they need at the palliative and end-of-life phases in their illness journey.

This event was organized by CERAH and the 2021 Northwestern Ontario Palliative Care Online Summit Committee, made up of health-care organizations from Thunder Bay and the region. [Click here for more information about the Summit.](#)

[Click here to view media release...](#)



Lakehead University hosted first electric vehicle show in Northwestern Ontario

On Oct. 16, Lakehead University hosted the first ever electric vehicle show in Northwestern Ontario at Lot G9 on the Thunder Bay campus (near Lakehead's ATAC building and the Bike Shack).

As part of Lakehead's Year of Climate Action – a year to make connections and spark climate action – students, staff, faculty and members of the public in Thunder Bay was able to speak with electric vehicle owners about what it's like to drive an EV in Northwestern Ontario.

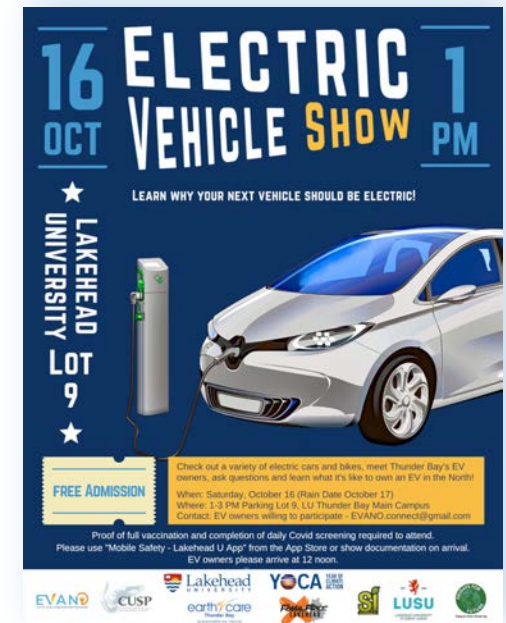
“Where do you charge the battery? How much does it cost to drive it? Are there enough charging stations to drive to Toronto or Winnipeg? Do they still work in the winter?”

Who better to ask than our neighbours?

Lakehead partnered with EVANO, the Electric Vehicle Association of Northern Ontario, a citizens' group who are “EV ambassadors in our communities” - helping citizens understand the benefits to drivers and to the planet of transitioning to electric vehicles.

Other partners include EarthCare, Fridays for Future Thunder Bay, Fossil Free Lakehead, the Lakehead University Student Union Sustainability Initiative, and Citizens United for a Sustainable Planet.

[Click here to view media release...](#)



Province's GO-VAXX bus visits Lakehead

On October 6, the province's GO-VAXX bus was setup at Lakehead's Orillia campus offering students, faculty, staff and the community the opportunity to receive first or second doses of the Pfizer COVID-19 vaccine. The bus offered a convenient option to get vaccinated, and supported Lakehead's goal of achieving a high rate of vaccination amongst our community.

[Click here to view media release...](#)



Centre on Education and Lifelong Learning - September

The Third Age Learning Lakehead (TALL) series began on September 15th: *System Failure?: The Changing Economy*. This series features Dame Frances Cairncross (*The Economist*), Dr. Andreas Park (Rotman), Jeffrey C. Martin ("The Generation Effect"), Dr. Bipasha Baruah (Western) and Lakehead's own **Dr. Todd Dufresne**. Over 120 households are tuning in on zoom each week. O next series will be hosted by Thunder Bay (and is in development with a seniors advisory group from Thunder Bay) and begin in November.

The Ontario Master Naturalist Program's fall certificate is in session with a full cohort of participants. Later this fall a workshop will be offered as part of YOCA - Naturalists in the Know: Responding to the Climate Crisis - on November 22.

Consultations will begin this fall with elders and youth from local First Nations in the Simcoe County area. These will inform the launch of "Truth and Reconciliation in our Community: Enabling Indigenous-led Dialogue". This project is funded by a SSHRC Connection grant.

In the past year, CELL programming had 1436 participants - and we're excited to keep growing!

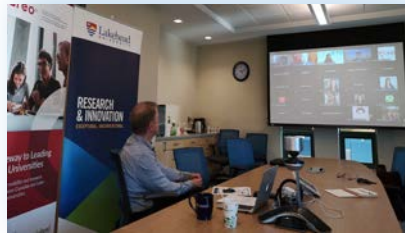
Centre on Education and Lifelong Learning - November

As part of Lakehead's Year of Climate Action, Third Age Learning Lakehead launched its second fall series on November 3, "Climate ACTION: What/Now?". The incredible line up of speakers includes Dianne Saxe, Seth Klein, Lakehead's Ellen Field and Allie Rougeot, Vicki Montague, and Maude Barlow.

Special High Skills Major programming is expanding into the Algoma District School board. In November, over 100 grade 7 and 8 students in Elliot Lake will participate in a module on Wetlands, while a cohort of students at White Pines Collegiate in Sault Ste. Marie will complete the Ontario Youth Naturalist Program, offered in partnership with Parks Canada.



CALAREO Receives Grant for International Research Mobility Experience (IRME) Project



The Canada and Latin America Research & Exchange Opportunities (CALAREO) Consortium has been awarded a Global Skills Opportunity (GSO) project grant of \$799,200 to launch an outbound mobility project, the CALAREO International Research Mobility Experience (IRME) project. CALAREO is a consortium of five Canadian universities (Lakehead, Vancouver Island University, Carleton University, École de technologie supérieure (ÉTS), and Memorial University) dedicated to increasing research collaboration and student mobility with Latin American universities. Co-funded by Mitacs (\$240,000) and CALAREO (\$40,000), the IRME Project will sponsor an estimated 138 undergraduate students to participate in various research-focused mobility opportunities (medium- and short-term research internships/co-ops, as well as faculty-led programs). CALAREO partnerships in Mexico and

Colombia and knowledge exchange among members provide the framework for developing inclusive programs and services for student mobility, including enhanced funding and services for underrepresented students (indigenous students, students with disabilities, and low-income students). The project will also develop a promotional strategy for Latin America, based in the results of the student survey funded by the 2020-21 GSO Outbound Mobility Pilot Project, to address information gaps and increase interest in Latin America. The CALAREO Secretariat based at Lakehead will administer the IRME Project, which runs through March 31, 2025.

The **Global Skills Opportunity program (GSO)** is a program of the Canadian government designed to increase outbound undergraduate student mobility, with the ultimate goal of improving Canada's competitiveness in the global marketplace. Funded by Employment and Skills Development Canada (ESDC) and administered by Universities Canada, the GSO program has a number of specific objectives, including (1) increasing outbound mobility to non-traditional destinations (including Latin America); (2) improving access and supports for students who are traditionally underrepresented in outbound mobility programs; and (3) testing innovative approaches to increasing outbound mobility.

Lakehead International was successful in securing nearly \$500,000 in funding for its New Horizons Program. The goal of the New Horizons program is to provide opportunities for Indigenous students and low-income students to develop international experience and cultural intelligence, expand their knowledge of issues relevant to Indigenous peoples globally, and to provide students access to innovative and culturally relevant supports, resources, training, and financial backing needed to participate in international mobility opportunities. The program, which runs until 2025, will send students on short-term and 1-semester study abroad courses and programs to partner universities in Australia, Brazil, Chile, Colombia, Ecuador, Finland, Mexico, and Norway. Some courses are one which already exist, while others can still be developed. All are coordinated with our partners and all will inspire students to see their world differently, learn intercultural skills, and build a brighter future.

"IRME" is an acronym, but the word "irme" means "I am going" in Spanish (pronounced like "ear-may").



CALAREO Presents at the Conference of the Americas on International Education

CALAREO made a splash at the 7th edition of the Conference of the Americas on International Education from October 19-22, 2021. The conference, organized by OUI-IOHE, was hosted in Chile in virtual format. As a platinum sponsor, CALAREO's virtual booth gave the organization presence, along with two presentations. On Wednesday, October 20, CALAREO gave its overview presentation, and with more than 100 participants, it was session (apart from the plenaries) with the highest attendance at the conference. At a parallel session on Thursday, Dr. Andrew Dean joined Dr. Giovanni Anzola-Pardo, Executive Director of Colombia Challenge Your Knowledge (CCYK) and Javiera Visedo of Education New Zealand, for a reflective discussion entitled Challenges, Resources and Strategies of IHE: Collaborative Efforts of Colombia, Canada and New Zealand. CAIE Chile-2021 brought together a total of 1100+ participants from 40 different countries, representing higher-education institutions and associations, governments and international organizations.



Entrepreneurship and Innovation



2022 Research & Innovation Week: Planetary Stewardship

The Office of the Vice-President, Research and Innovation is pleased to announce that Research & Innovation Week 2022 will be held from Monday, March 7 – Friday, March 11. In alignment with the Year of Climate Action (YOCA), the theme of this year's R&I Week will be **Planetary Stewardship**. This weeklong event will again be hosted virtually this year to celebrate the accomplishments of our Thunder Bay and Orillia researchers. More information will be available soon at <https://www.lakeheadu.ca/research-and-innovation/week>.



Ingenuity Launches Fall Events

Ingenuity hosted 3 events to help celebrate BDC's Small Business Week October 18-22 including an IP information Panel, a session for inclusive hiring practices and the second of four sessions in partnership with their community partner PARO. Ingenuity is looking forward to hosting their annual Pitch It event November 10 on campus with a virtual audience. Ingenuity is also excited to announce that with the help of External Relations an Indigenous Start-Up fund that provides \$5000 towards business development for an Indigenous Lakehead student is currently open for applications.

Ingenuity Indigenous Start Up Fund



Ingenuity's Indigenous Start Up Fund is a great opportunity for an entrepreneurial minded Indigenous Lakehead University student looking to transition an idea into a business opportunity or accelerate the growth and development of their early stage start-up. The Ingenuity Indigenous Start Up Fund will deliver \$5000 to one business idea for costs associated with business development. Along with the funding Ingenuity will provide mentorship and support to help move your business idea to the next stage.

Applicants must meet the following criteria:

- Must be a current student enrolled at Lakehead University
- Must identify as Indigenous
- Willing to commit to mentorship, coaching and knowledge based learning from Ingenuity in order to develop business
- Must be eligible and meet the requirements of starting and running a business in Canada

TO APPLY:
<https://forms.gle/YCnNWUZSbW37E9hn7>
or visit the events page of ingenuity.lakeheadu.ca

Application deadline:
November 26, 2021
Interviews to take place December 2021 with winner announced the week of December 20th, 2021



INGENUITY



Lakehead UNIVERSITY

For more information, please reach out to Alyson MacKay, Manager, Ingenuity
amackay@lakeheadu.ca

Women Mean Business



Ingenuity and PARO Women's Enterprise present a 4 part series to help get your business idea out of your head and ready to launch. The final part in the series will include a business pitch competition for a chance to win \$750 in cash prize to use towards your business. Attendance is required in all sessions prior to participating in the pitch. All sessions will be presented virtually.

Session #1-Business Model Canvas
October 6, 12:15 pm - 1:15 pm
In this session we will take you through the steps to build your business model canvas and help prepare you for your business planning.

Session #2-Marketing Your Business
October 20, 11:00 am - 12:00 pm
Kassandra Arsenault, owner of Konnect; a Social Media Management Company will present a session on social media marketing and why it is so important to incorporate within your business.

Session #3-Finance for Your Business
November 3, 12:15 pm - 1:15 pm
Joanne Delarocbil, owner of Numbers will discuss what you need to know and where to start on general bookkeeping information along with some tax information and tips

Session #4-The Pitch Competition
November 17, 4:00 pm - 6:00 pm
Complete a 3 min elevator pitch of your business to judges for a chance to win. \$500 will be given for first place and \$250 to second place. More information will be provided in the previous sessions to prepare you to pitch.

To register:
Email amackay@lakeheadu.ca
or trainer@paro.ca



PARO Centre
For Women's Enterprise
Pour l'entreprise des femmes
INDIGÈNES



INGENUITY



FedNor



Lakehead UNIVERSITY

For more information, please contact Alyson MacKay
amackay@lakeheadu.ca



Lakehead hosts first Sustainability Disruption Contest

Lakehead University's first ever Sustainability Disruption Contest was held on Friday, Nov. 5.

Similar to popular TV shows such as *Shark Tank* or *Dragon's Den*, this online contest featured the Wolf Pack, a panel of judges made up of exceptional Thunder Bay community leaders and disruptors.

It was an engaging and entertaining event as the Wolf Pack judges choose the team with the best pitch as the first winners of the Lakehead Sustainability Disruption Contest.

Lakehead's International Office will work with the winning team to implement their idea at the University in alignment with Lakehead's commitment to sustainability as set out [in the 2019-2024 Sustainability Plan](#).

The Sustainability Disruption Contest is part of the Lakehead Makes Leaders Program where students develop key leadership skills focused on innovation, conflict resolution, disruption, flexibility, negotiations, managing uncertainty, and more. The Lakehead Makes Leaders program is an initiative of Lakehead International, comprised of five online leadership modules that students can complete during their studies at Lakehead.

[Click here to view media release...](#)

Social Responsibility

ESS's 40th Annual Charity Bus Pull supports Big Brothers Big Sisters

On October 5, the Engineering Students Society of Lakehead University (ESS) held its 40th annual charity bus pull. Teams competed to pull a school bus around the Agora Circle in support of Big Brothers Big Sisters, a division of Our Kids Count!

The bus pull for Big Brothers Big Sisters Thunder Bay is an ESS tradition started by students in 1980. ESS chooses Big Brothers Big Sisters because they offer mentor programs for young people and hopes that Lakehead students will get involved and inspire younger generations to consider a career in engineering.





MEMO TO THE BOARD OF GOVERNORS – November 18, 2021

From: Cathy Tuckwell, CFA - Chair, Responsible Investing Ad Hoc Committee

Subject: Update on the Divestment of Fossil Fuel Investments in Lakehead Trusts and Endowments ("Funds")

When Lakehead University's Board of Governors made the decision to divest the Funds of investments in the Carbon Underground 200 ("CU200") - the top global publicly-owned coal, oil, and gas reserve owners - such investments accounted for 2.04% of the Funds' portfolios.

We are pleased to report that as of October 31, 2021, that exposure has been reduced to 1.61%, or approximately \$2.5M in the Funds' \$155M. It is also important to note that exposure to coal has been reduced to just 5% of the CU200 exposure, compared to 17% in 2020. There have been no additional purchases; the total current exposure would have been lower except for market value appreciation over the past year in the remaining CU200 investments. As per the commitment made in November 2020, the exposure will be zero no later than April 2023.

Lakehead's Funds are invested in pooled funds which means its investments are pooled with those of other institutional investors. As Lakehead modifies its Statements of Investment Policies and Guidelines for the Funds to specifically exclude CU200 investments, divestment of all of the Funds' current pooled fund investments will likely have to be sold as the investment mandates for these pooled funds have no such exclusion and the current exposure is in all asset classes (equity, fixed income and short term investments).

As these Funds are invested to keep pace with inflation, generate income to support student aids, bursaries, awards, research projects and special purposes, as well as cover expenses, it is not a simple thing to replace assets that have been fulfilling the needs of Lakehead with a smaller universe of investment options. Income generated by the Endowments alone has provided support to the tune of \$2.2M annually as well as maintained the purchasing power of the Funds.

In addition to the progress made on divestment, a motion is being presented to the Board of Governors to direct Lakehead University to initiate the first step to become a signatory of the Investing to Address Climate Change Charter. Lakehead is pleased to join the 15 original signatories to this Charter

With this step, Lakehead University pledges to:

1. Adopt a responsible investing framework to guide investment decision-making, in line with recognized standards such as the UN-supported Principles of Responsible Investment. Such a framework would:
 - a. Incorporate ESG factors into investment management practices, and
 - b. Encourage active engagement with companies to foster disclosure of ESG (including climate) related risks, and adoption of operational practices that reduce carbon emissions and foster ESG-positive behaviour more broadly.
2. Regularly measure the carbon intensity of Lakehead investment portfolios and set meaningful targets for their reduction over time.
3. Evaluate progress towards these objectives on a regular basis and share the results of such assessments publicly.
4. Ensure that the performance evaluation of its investment managers takes into account their success in achieving such objectives, alongside the other criteria for assessing their performance.

You will note in the points above that Lakehead will be committed to annually measuring the carbon intensity of the Funds and sharing the results of these assessments publicly. This is a far more meaningful measure of divestment in the Funds' portfolios because it takes into account every investment's carbon footprint. It is not only the CU200 companies that emit Greenhouse Gas (GHG); even banks contribute to GHG emissions.

The Board of Governors and Administration are fully committed to divestment of fossil fuels by the end of our strategic plan in 2023 and we are well on track to achieving this goal.



Lakehead
UNIVERSITY
BOARD OF GOVERNORS

BY-LAWS

REVISED

June 7, 2019

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BY-LAWS
OF THE
BOARD OF GOVERNORS OF LAKEHEAD UNIVERSITY

Article 1. DEFINITIONS

In these By-Laws:

- a. *Act* means The Lakehead University Act, 1965 which mandates the Board of Governors as a legislated Corporation; by the name, Board of Governors of Lakehead University
- b. *University* means Lakehead University.
- c. *Board* means the Board of Governors of Lakehead University.
- d. *Member* means an individual appointed or elected to the Lakehead University Board of Governors.
- e. *External member*: a Board member who is not an Internal Member. External Board members are appointed to the Board in a non-representative capacity.
- f. *Internal member*: a Board member who is an employee (including faculty, staff, and senior administration) or student of the University, unless otherwise determined by the Board. Internal Board members are appointed to the Board in a non-representative capacity.
- g. *Chair* means Chair of the Board.
- h. *Vice-Chair* means Vice-Chair of the Board.
- i. *Past-Chair* means the immediate Past-Chair of the Board (or if unavailable, whoever shall be appointed by the Board.)
- j. *President* means the President and Vice-Chancellor of the University
- k. *Vice-President* means a Vice-President of the University.
- l. *Secretary* means the Secretary of the Board of Governors, and is a non-voting Officer of the Board.

- m. *Officer of the Board* means any duly elected or appointed Board Officer, namely, the Chair, the Past-Chair, the Vice-Chair, the President, the Secretary, and such other member as the Board may so designate from time to time.
- n. *Officer of the University* means any duly appointed University Officer, namely: the President and the Vice-Presidents, and such other person as may be designated from time to time by the Board.
- o. *Signing Officer* of the University means any duly elected or appointed person who will have power to sign all or select instruments and documents on behalf of the Board.
- p. *Visitor* means an individual who is invited by the Board or Committee Chair to attend and participate in a Board meeting, Board Standing Committee meeting, Advisory Committee meeting, or ad hoc committee meeting.
- q. *In camera meeting of the Board, Board Executive Committee or a Board Standing Committee* means a meeting or portion of a meeting of the Board of Governors or of a meeting of a Board Standing Committee that is conducted as an In-camera meeting; on the basis that discussion and decisions may take place regarding items of a personnel, legal or real estate nature, or any other item of a sensitive or confidential nature which the Chair of that meeting deems must be discussed, recorded and permanently archived confidentially, so as to protect nondisclosure and prevent unintended disclosure.

Article 2. INTERPRETATION

In all By-Laws of the Board where the context so requires, or permits, the singular shall include the plural and the plural the singular, and the word "person" shall include firms and corporations.

Article 3. AUTHORITY

All business of the Board of Governors shall be conducted in conformity with the Act, other relevant and applicable legislation, and the Board of Governors By-laws. The Chair of the Board or a Board Standing Committee meeting shall conduct the proceedings of meetings in conformity with the Act, other relevant and applicable legislation and the Board of Governors' By-laws.

Article 4. POWERS OF THE BOARD

The Board exercises the following powers, as set out in section 12 of the Act:

“Except as to such matters by this Act specifically assigned to the Senate, the government, conduct, management and control of the University and of its property, revenues, expenditures, business and affairs are vested in the Board, and the Board has all powers necessary or convenient to perform its duties and achieve the objects and purposes of the University, including, without limiting the generality of the foregoing, power,

- a. to appoint and remove the President and the Vice-President, if any;
- b. to appoint, promote and remove the heads of all faculties, schools and departments, the senior administrative officers of the University, the teaching staff of the University, and all such other officers and employees as the Board deems necessary or expedient for the purposes of the University, but no person shall be appointed, promoted or removed as head of a faculty, school, or department, as a senior administrative officer or as a member of the teaching staff of the University, except on the recommendation of the President;
- c. to fix the number, duties, salaries and other emoluments of the officers, agents and employees of the University;
- d. to appoint an executive committee and such other committees as it deems advisable, and to delegate to any such committee any of its powers;
- e. to establish such advisory bodies as it sees fit;
- f. to 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 the Board;
- g. to make, draw and endorse promissory notes or bills of exchange;
- h. to hypothecate, pledge, charge or mortgage all or any part of the property of the University to secure any money so borrowed or for the fulfilment of the obligations incurred by it under any promissory note or bill of exchange signed, made, drawn or endorsed by it;
- i. to issue bonds, debentures and obligations on such terms and conditions as it may decide, and pledge or sell such bonds, debentures and obligations for such sums and at such prices as it may decide, and mortgage, charge,

hypothecate or pledge all or any part of the property of the University to secure any such bonds, debentures and obligations;

- j. to provide for the retirement and superannuation of persons mentioned in clauses *a* and *b*;
- k. to provide for payments by way of gratuities, retiring allowances, superannuation allowances, pensions, annuities, life insurance or health insurance, or any combination thereof payable to, in respect of, or for the benefit of the persons mentioned in clauses *a* and *b* for any class or classes thereof out of a fund or funds comprising contributions made by such persons or any class or classes thereof, or by the Board, or both, or otherwise;
- l. to expend such sums as may be required for the purposes of funds which are established for the payment of gratuities, retirement allowances, pensions, life insurance or health insurance for the benefit of the persons mentioned in clauses *a* and *b*;
- m. to make By-Laws respecting the meetings of the Board, including the determination of a quorum necessary for the transaction of business, fixing fees to be paid by students for instruction, examinations, certificates, diplomas and any ancillary activities. 1965,c.54,s.12."

Article 5. COMPOSITION OF THE BOARD

The Board shall consist of not more than thirty (30) members as follows:

- a. the President, ex officio;
- b. up to twenty-five (25) persons elected by the Board, under the provisions of Article 6 below;
- c. three persons named by the Lieutenant Governor in Council for a term not to exceed three years; and
- d. one person appointed by the Council of the Corporation of the City of Thunder Bay for a term not to exceed three years.

Article 6. ELECTION, APPOINTMENT, AND TERMS OF BOARD MEMBERS

a. Election and Appointments

Of the not more than thirty (30) members on the Board of Governors, not more than twenty-five shall be elected or appointed by the Board. Of the elected or appointed

- (i) one (1) shall be recommended by Senate to serve as an internal Board member for a maximum of three years, and may be re-elected pursuant to the provisions of paragraph 6.b.(i).
- (ii) one (1) shall be full-time non-faculty staff (excluding senior management staff or advisors who report directly to a Vice-President or the President), to serve as an internal Board member for a maximum of three years, and may be re-elected pursuant to the provisions of paragraph 6.b.(i).
- (iii) one (1) shall be a registered student, recommended by the Lakehead University Student Union (LUSU) to serve as an internal Board member for a maximum of one year, and may be re-elected pursuant to the provisions of paragraph 6.b.(iv).
- (iv) one (1) shall be a graduate of Lakehead University who has graduated from Lakehead University more than three years prior to appointment, and is recommended by the Lakehead University Alumni Association, to serve as a Board member for a maximum of two years , and may be re-elected pursuant to the provisions of paragraph 6.b.(ii).
- (v) one (1) shall be recommended by the Lakehead University Ogimaawin/Aboriginal Governance Council (O-AGC) to serve as an external Board member for a maximum of one year, and may be re-elected pursuant to the provisions of paragraph 6.b.(iii).
- (vi) the remaining external members shall normally be appointed for three years, and may be re-elected pursuant to the provisions of paragraph 6.b.(v).

b. Number of Terms

- (i) Internal Board members recommended from Senate, or non-faculty staff may be appointed for no more than three additional years, to a maximum of six years, plus any partial year at the commencement of their membership.

- (ii) The Board member recommended by the Alumni Association may be appointed for no more than two additional years, to a maximum four years, plus any partial year at the commencement of their membership.
 - (iii) The external Board member recommended by the Lakehead University Ogimaawin - Aboriginal Governance Council may be appointed for up to one additional year at a time, to a maximum of three years, plus any partial year at the commencement of their membership.
 - (iv) The internal Board member recommended by Lakehead University Student Union may be appointed for no more than two consecutive years, plus any partial year at the commencement of their membership.
 - (v) Subject to the Act, no other Board member shall hold membership for more than nine years, plus any partial year at the commencement of their membership. Despite the foregoing, any such member shall be eligible for re-election or re-appointment for no more than three additional years, as long as such member has not been a member of the Board for at least a cumulative two year period during the eleven year period commencing on the date such member first joined the Board.
- c. The term of a member who is serving as Chair, Vice-Chair, Past-Chair, President, or Secretary of the Board may continue after nine years so long as the member continues to serve in any of these offices.

Article 7. NOTICE OF EXPIRING TERMS AND PROCEDURE FOR NOMINATION

- a. Once a year, the Board shall be advised in writing by the Secretary of the names of those members whose terms expire during the current year. These names shall be recorded in the Official Minutes of that Board meeting.
- b. At its Annual Meeting the Board shall receive from the Governance and Nominating Committee a list of eligible nominees to fill vacancies on the Board in keeping with the Board approved Nominations Process.

Article 8. MEMBERSHIP VACATED

- a. A position on the Board is vacated when:
 - (i) such member resigns as a member of the Board; or
 - (ii) changes in the member's ability to serve results in surrender of the position; or
 - (iii) the Board declares such position on the Board vacant.
- b. The Board shall have the right in its sole and absolute discretion to declare a member's position on the Board vacant:
 - (i) where a member of the Board becomes incapable of acting as a member;
 - (ii) where a member of the Board ceases to be eligible for appointment or election to the Board;
 - (iii) where a member of the Board has not acted honestly, in good faith or in the best interests of the University, or of any part thereof;
 - (iii) where, within any previous membership year, a member of the Board fails to contribute significantly in the estimation of the Board to the work of the Board and/or its committees;

or

 - (iv) where a member does not act in good faith or exercise due diligence, or respect the principles and practices of any Board of Governors By-laws, and in particular with respect to articles 19, 20, and 21.
- c. The Board's declaration that a member's membership in the Board is vacated shall be made by a resolution of the Board carried by two-thirds of the total voting membership of the Board not less than 30 days after written notice of the proposed declaration of the Board and the reasons therefore have been delivered by ordinary mail to the address of the member as it appears in the records of the Board.
- d. The resolution declaring the vacancy in the Board shall be entered in the minutes of the Board and shall be conclusive evidence of the vacancy.

Article 9. VACANCIES ON THE BOARD

Where a vacancy on the Board occurs before the term of membership for which that person has been appointed or elected has expired,

- a. if the vacancy is that of a recommended member, the vacancy may be filled by the same process which appointed the person whose membership is vacant in keeping with the Board approved nominations process; and
- b. if the vacancy is that of an elected member, the Board in its sole discretion shall determine if the vacancy is to be filled and, if so, the manner and procedure for doing so, and a person appointed or elected hereunder shall hold membership for the remainder of the vacated term.

Article 10. OFFICERS OF THE BOARD

- a. *Officer of the Board* means the Chair, the Past-Chair, the Vice-Chair, the President, the Secretary of the Board, and such other member as the Board may so designate from time to time as an Officer of the Board.
- b. Persons to be elected or appointed as Officers of the Board shall be those nominated by the Governance and Nominating Committee or those nominated from the floor.
- c. The length of term of each elected or appointed Officer of the Board is two consecutive years, each beginning immediately after the Annual Board meeting at which the person is elected or appointed and ending at the conclusion of the following Annual Board meeting.

Article 11. DUTIES OF OFFICERS

- a. General

Officers of the Board shall perform the duties prescribed by these By-Laws and by the authority adopted by the Board, as set out in in Article 3.

- b. Specific

- (i) Chair

The duties of the Chair include, but are not limited to, the following:

- chairing regular and special meetings of the Board
- chairing regular and special meetings of the Executive Committee
- membership on the Executive Committee, the Governance and Nominating Committee, the Finance and Operations Committee and the External Relations Committee
- acting as a Board signing officer
- in conjunction with the Vice-Chair overseeing the regular evaluation of the performance of the President and making recommendations to the Board as from time to time may be necessary
- in conjunction with the Vice-Chair and the President recommending to the Executive Committee appropriate compensation increment guidelines for use in negotiations
- in conjunction with the Compensation Committee, negotiating the terms of the President's contract
- participating in activities of the chairs of governing boards of Ontario universities
- representing the Board of Governors at formal and other functions held on campus and elsewhere
- such other duties as may from time to time be required by the Board

(ii) Past-Chair

The duties of the Past-Chair include, but are not limited to, the following:

- representing the Board of Governors at formal and other functions held on campus and elsewhere
- such other duties as may from time to time be required by the Board or the Board Chair

(iii) Vice-Chair

The duties of the Vice-Chair include, but are not limited to, the following:

- chairing regular or special meetings of the Board in the absence of, or at the discretion of the Chair
- chairing regular or special meetings of the Executive Committee in the absence of, or at the discretion of the Chair
- shall be a member of the Finance and Investment Committee
- in conjunction with the Chair and the President, recommending to the Executive Committee appropriate compensation increment guidelines for use in negotiations
- representing the Board of Governors at formal and other functions held on campus and elsewhere

- such other duties as may from time to time be required by the Board

(iv) President

The duties of the President as defined in Section 15 (3) of The Lakehead University Act, 1965 are as follows:

The President shall be Vice-Chancellor and chief executive officer of the University and Chair of the Senate, and, when the Chancellor is absent or if there is a vacancy in the office of the Chancellor, shall perform the functions of the Chancellor, and, subject to the will of the Board, the President shall have supervision over and direction of the academic work and general administration of the University and the teaching staff, officers and employees and students thereof, and such other powers and duties as from time to time may be conferred upon or assigned by the Board.

Specifically, the President is:

- a voting member of the Board Executive Committee
- a voting member of all Standing Committees, except the Audit and Risk Management Committee
- Chair of the Electoral Board for the election of Chancellor [Section 16 (3) of The Lakehead University Act, 1965]

(v) Secretary

The Secretary shall:

- be responsible to the Board and shall have charge of the minutes and records, and seal of the Board
- perform the duties as may be required to assure the efficient and timely operation of the Board
- issue or cause to be issued notices of all meetings of the Board
- perform such other duties as may from time to time be assigned by the Board or the President

Article 12. ACTING PRESIDENT

- a. The President is empowered to delegate presidential authority during the period of any temporary absence to any other officer of the University.
- b. In the event of a vacancy in the Office of the President, or in the event of an extended absence of the President where delegation by the President,

pursuant to Article 12(a) has not occurred, or in the event of incapacity of the President, and lacking any action by the Board of Governors in respect thereof, the Provost and Vice-President (Academic) ex-officio shall be Acting President.

Article 13. MEETINGS OF THE BOARD

- a. Regular meetings of the Board shall be held at least six times in each year as the Board shall arrange.
- b. A schedule of proposed Board meetings shall be published on the Board website and distributed to Board members at the Annual Meeting of the Board.
- c. At least seven days before the time appointed for holding a regular meeting, notice of the time and place of each regular meeting shall be sent to each member of the Board electronically at the address which appears in the records of the Board, as provided by the Board member to the Secretary of the Board. Such notice shall specify in reasonable detail the matters, other than those of a routine nature, which are to be considered at the meeting.
- d. Notice of date, time, and place of regular meetings of the Board shall be posted on the Board of Governors' website at least 7 days prior to the meeting.
- e. The Secretary, at the request of the Chair or Vice-Chair or any five (5) members of the Board at any time shall convene a special meeting of the Board. Notice of each special meeting shall be given to each member not less than three days before the meeting is to take place; provided always that special meetings of the Board may be held at any time without formal notice if all the members are present or those absent have waived notice or have signified their consent in writing, either before or after, to the meeting being held in their absence.

Notice of any meeting or any irregularity in the notice thereof may be waived by any member.

- f. Meetings of the Board will normally begin with an open session at which most items of business will be conducted.
- g. Any meeting of the Board may adjourn into an in camera meeting at which discussion and decisions may take place regarding items of a personnel, legal or real estate nature, or any other item of a sensitive or confidential

nature which the Chair of that meeting deems must be discussed, recorded and permanently archived confidentially so as to protect nondisclosure and prevent unintended disclosure.

- h. With the permission of those present, the Chair may reconvene an open Board meeting after the In-camera meeting to complete business decided in the In-camera meeting.
- i. Meetings of the Board shall be conducted in alignment with the “Objects and Purposes” of the University as set out in the Act or other relevant and applicable legislation; according to the By-Laws duly approved by the Board; and, in all cases not specifically provided for by these provisions, in alignment with the latest edition of Robert’s Rules of Order.

Article 14. PLACE OF MEETING

Unless otherwise directed by the Chair, all meetings of the Board shall be held on either the Orillia Campus or the Thunder Bay Campus of the University. Members may participate at all meetings, whether open or in camera, in person, by teleconference, or by video conference.

Article 15. ERROR IN GIVING NOTICE

Inadvertent omission to give notice of any meeting to a member, or non-receipt of notice by a member, shall not invalidate any resolution or By-Law passed or proceedings taken at any meeting of the Board.

Article 16. QUORUM

Nine (9) members of the Board shall constitute a quorum at any Board meeting. Members may attend the meeting in person, by teleconference or video conference.

Article 17. ANNUAL MEETING

- a. The date of the Annual meeting shall be designated at a regular meeting of the Board.
- b. At the Annual Meeting of the Board, Standing Committee Chairs will deliver both a written and verbal summary report of the past year regarding:

- (i) the Governance and Nominating Committee, including a separate nominations process report;
 - (ii) the reports of all other Standing Committees; and
 - (iii) the audited financial statements for the immediately preceding fiscal year.
- c. The Board at its Annual Meeting shall appoint an external Auditor for the current fiscal year.
- d. The Board, at its Annual Meeting shall pass an Investment Resolution as required by Article 34.
- e. The Board, at its Annual Meeting, shall appoint a Secretary, and elect:
 - (i) new members as required;
 - (ii) a Chair and a Vice-Chair;
 - (iii) membership of the Executive Committee; and
 - (iv) new members of the Standing Committees, as required.

Article 18. VOTING AT MEETINGS

- a. Matters arising at any meeting of the Board, except that relating to a change of the By-Laws, shall be decided by a majority of votes.
- b. All votes at any such meeting shall be taken by ballot if so demanded by any member present in person by teleconference or by video conference, but if no demand be made the vote shall be taken in the usual way by a show of hands (or verbally by teleconference).
- c. A declaration by the Chair that a resolution has been carried, or has failed, will be entered in the minutes.
- d. In the absence of the Chair such duties may be performed by the Vice-Chair or in the absence of these by such other member of the Board as the Board may appoint for the purpose.
- e. No member may be represented by proxy.

Article 19. CONFLICT OF INTEREST

- a. At all times and on all matters, the Board of Governors acts in the interest of the University, set out in the objects and purposes of the University, in Section 3 of the Act, as:

- i. “the advancement of learning and the dissemination of knowledge” and;
 - ii. the intellectual, social, moral and physical development of its members and the betterment of society. “1965, c.54, s.3.”
- b. A Board member has a conflict of interest when such member has an interest, directly or indirectly, in any proposed or existing matter under consideration by the Board or a Board Committee that is not substantially the same as all other Board members. The member with a conflict of interest shall:
 - i. declare the nature and extent of the interest as soon as possible and no later than the meeting (including In-camera meetings) at which the matter is to be considered and in advance of any discussion of the matter, and;
 - ii. absent themselves from the discussion of and voting on the matter, by leaving meeting.
- c. Board members who are faculty, staff or students at Lakehead University may participate in the discussion and vote on matters relating generally to the administration of the University provided that their interest in such matters does not differ from the Board as a whole. All Board members may participate in the discussion and vote on matters relating to tuition.
- d. The Chair of the Board (or a Standing Committee of the Board) has an obligation to require that conflicts be recognized and dealt with properly.
- e. Immediately after approval of the agenda, the Board or Committee Chair shall ask for declaration of conflict of interest and remind members of their duty to declare same should awareness of conflict arise at any time in the meeting.
- f. For the sake of good order in a meeting (Board, Standing Committee, or In-camera), the Chair of the Board or a Standing Committee will require a Board member with a conflict of interest to absent him or herself from the meeting before proceeding with that portion of the meeting that will include discussion and voting among Board members not conflicted.
- g. A member of the Board or a Board Committee who has declared a conflict of interest may not be counted to determine the presence of a quorum in consideration of an agenda item for which a conflict of interest has been declared.

- h. The purpose/mandate and role of any Board appointment or member appointed by the Board to other official or special purpose bodies shall be carried out in keeping with the By-laws of the Board of Governors. The Board of Governors' appointee does not officially represent the position of the Board of Governors on any matter; and the appointee's statements, actions and votes on any matter are non-binding on the decisions of the Board.

Article 20. TRANSPARENCY, CONFIDENTIALITY, AND NON-DISCLOSURE

- a. Unless closed for reasons set out elsewhere in these By-laws or some other legal enactment, Board of Governors meetings are open to the public.
- b. The business, including resolutions, conducted by standing and ad hoc Committees is considered confidential to members of the Board, Officers of the University, and non-Board Committee members. It remains confidential until it is formally dealt with at a public session of either the Board or the Executive Committee.
- c. Upon request in writing to the Secretary, the Board of Governors' meeting materials will be distributed to members of the news media prior to the Board meetings, subject to an embargo until after the Board meeting.
- d. In recognition that confidential Board information or reports may be needed in advance of an open public meeting by non-Board members to assist the Board, the President and the Secretary of the Board are authorized to release confidential Board materials to such non-Board members when required for Board associated material preparation or Board meeting attendance.
- e. Anyone who will be using video equipment to record during a public Board meeting or a Board Committee meeting is required to contact the Secretary one week prior to the meeting for approval. Recording can in no way be disruptive to the proceedings of the meeting.
- f. Board members, Ad hoc or Advisory committee members, and visitors are required to sign an Acknowledgement and Undertaking of Confidentiality and Non-disclosure at the beginning of each year immediately following the Annual Meeting or prior to participating in any Board or Committee meetings.

- g. A Board member's disregard for University practices on confidentiality could expose the member to personal liability and/or removal from the Board (See Article 8(b)(v)).

Article 21. IN CAMERA MEETINGS

- a. The Board, or Standing Committees, may elect to conduct an in camera meeting during their meetings. Although not exclusively, in camera discussions and decisions may take place regarding items of a personnel, legal or real estate nature, or any other item of a sensitive or confidential nature which the Chair deems must be discussed, recorded and permanently archived confidentially so as to protect nondisclosure and prevent unintended disclosure.
- b. When the Board or a Standing Committee of the Board declares a meeting or part of a meeting in camera, reasons for so declaring will be clearly stated by the Chair prior to moving in camera.
- c. Before the commencement of an in camera meeting, the room will be cleared of everyone except members of the Board, any members required to leave for conflict of interest purposes, and individuals approved by the Board as visitors for the purposes of assisting the Board with its deliberations.
- d. Only persons entitled to be present at in camera meetings may be informed of the proceedings that transpire therein.
- e. Discussion and the decisions made during a committee's in camera meeting shall be presented to the Board or Executive Committee in an in camera meeting.
- f. Upon adjourning the in camera session and returning to the open meeting, where appropriate, the action taken at the in camera meeting shall be stated in a motion in a manner that does not release confidential information and prevents disclosure.
- g. The discussion, action, minutes and documentation of an Executive Committee in camera meeting remains confidential to the members of the Executive Committee until approved by the Executive Committee or the Board.
- h. The discussion, action, and all documentation of the In camera meeting minutes of standing and ad hoc committees remains confidential to

members of the committee and non-governors who were in attendance at the in camera meeting and are protected from non-disclosure except as set out above.

- i. The use of any recording devices with the intent of disclosure are prohibited.

Article 22. GENERAL RULES

- a. Meetings of the Board shall be conducted in alignment with the “Objects and Purposes” of the University as set out in the Act or other relevant and applicable legislation; according to the By-Laws duly approved by the Board; and, in all cases not specifically provided for by these provisions, in alignment with the latest edition of Robert’s Rules of Order.

Article 23. RESOLUTION

A resolution signed by two-thirds of the members of the Board shall have the same force and effect as if passed at a regularly constituted meeting of the Board.

Article 24. BOARD MEETINGS - AGENDA

All matters for inclusion in the Agenda for meetings of the Board must be in the hands of the Secretary no less than ten days before the day of the meeting at which they are to be presented. Late submissions for Agenda business, including matters of petition, will be subject to approval by the Chair and may be added to a final Agenda. The final Agenda must be approved by a majority of the members of the Board at the beginning of the meeting. Other matters may be added to the Agenda at any time subject to approval by a two-thirds majority of the members of the Board present.

Article 25. BOARD MEETINGS - ORDER OF BUSINESS

- a. The order of business shall be as follows, subject to the discretion of the Chair:
 - Need for In camera Items to be declared
 - Approval of Agenda
 - Declaration of Conflict of Interest
 - Minutes of Previous Meeting
 - Minutes of Executive Committee

- Business Arising from the Minutes
- Chair's Report
- Report of the President
- Report on Strategic Planning
- Consent Agenda (see Article 24(b))
- Motions Arising from Committee Reports
- Other Reports and Information Items
- Other Business
- In camera Meeting
- Adjourn

b. Consent Agenda

- (i) Items for approval under the Consent Agenda include but are not limited to Board Standing Committee reports, reports from committees with Board member representatives, approvals of Adjunct Professors, and appointment of academic chairs.
- (ii) Prior to approving the Agenda, Board members may request that an item be removed from the Consent Agenda portion of the meeting and placed as a separate item on the agenda under Motions Arising from Committee Reports or Other Business to allow discussion or debate on this item.
- (iii) If motions or recommendations for Board consideration are contained in Standing Committee reports, the report will be dealt with as a separate item under Motions Arising from Committees Reports.
- (iv) Unless declared beforehand, no recommendation for a Board motion can be dealt with as part of the Consent Agenda.

Article 26. RECORD OF PROCEEDINGS

A record of the proceedings of each meeting of the Board shall be kept in the form of minutes in a book provided for that purpose and in the custody of the Board Secretary. The minutes of the previous meeting shall be submitted at the following meeting of the Board for approval, and after adoption by the Board, the minutes shall be signed by the Chair and Board Secretary.

Article 27. EVIDENCE OF ACTION

Save and except where it is otherwise herein provided, the action of the Board upon any matter coming before it shall be evidenced by resolution and the entry thereof in the minutes of the Board shall be prima facie evidence of the action taken.

Article 28. INDEMNIFICATION

Every member and Officer of the Board of Governors and every officer of the University, and heirs, executors and administrators thereof, and estate and effects, respectively, from time to time and at all times, shall be indemnified and saved harmless out of the funds of the University, from and against:

- a. all damages, costs, charges and expenses whatsoever which a member or Officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against such above-named individual, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by that individual, where the member acted honestly, in good faith, and in the best interests of the University, in or about the execution of the duties of office; and
- b. all reasonable expenses which are incurred in good faith occasioned in the ordinary course of business for the Corporation while acting in relation to the affairs of the University.

Article 29. COMMITTEES

- a. Standing Committees, being those committees whose duties are normally continuous, and whose terms of reference, including membership, are approved by the Board.
- b. Ad hoc committees or Advisory committees, being those committees appointed for specific duties of a non-recurrent nature, and which may include in their membership one or more persons who are not Board members, subject to the proviso that the Chair of the committee must be a member of the Board.
- c. Persons eligible to be elected by the Board as members of the Executive Committee or of Standing Committees shall be those *external members* nominated by the Governance and Nominating Committee or individuals

nominated from the floor who meet the membership requirements of the Committee, at the Annual Meeting.

- d. As a matter of information, at the regular meeting either of the Board or the Executive Committee next following a meeting of a Standing or Ad hoc or Advisory Committee, the chair of such committee shall make a report of the proceedings of such Committee.

Article 30. EXECUTIVE COMMITTEE

- a. The Executive Committee shall consist of a minimum of 7 external Board members, including the Chair, the Past-Chair, the Vice-Chair, the President, and the Chairs of Governance and Nominations Committee, Finance and Operations Committee and the Audit and Risk Committee, all of whom are external members of the Board, elected at the Annual Meeting, with the exception of the Chair of the Audit and Risk Management Committee.
- b. A majority of the members of the Executive Committee shall constitute a quorum.
- c. The Chair of the Board shall be the Chair of the Executive Committee.
- d. Subject to any regulations or directions which the Board may from time to time impose, during the interval between the meetings of the Board, the Executive Committee may when it deems necessary exercise all the powers of the Board in the management of the affairs of the University (save and except only such acts as must by law or by By-Law be performed by the Board itself).
- e. Subject to any regulations or directions imposed from time to time by the Board the Executive Committee shall have power to determine its rules of procedure.

Article 31. STANDING COMMITTEES OF THE BOARD

- a. All Standing Committees of the Board are accountable to the Board.
- b. The Standing Committees of the Board shall be:
 - (i) Audit and Risk Management Committee
 - (ii) Executive Committee
 - (iii) External Relations Committee

- (iv) Finance and Operations Committee
- (v) Governance and Nominations Committee
- (vi) Learning and Research Committee

Article 32. ADVISORY COMMITTEE OR AD HOC COMMITTEE

- a. The Board, Board Executive Committee or a Standing Committee may establish Advisory or Ad hoc Committees for a fixed purpose or term. Unless specifically provided by the resolution by which it is constituted, each Advisory or Ad hoc Committee shall automatically be dissolved by the establishing Committee on the date of the receipt of its final report.
- b. The establishing Committee will develop the Terms of Reference, its membership, and its term. The Advisory Committee or Ad hoc Committees may only report directly to the establishing Committee.
- c. Such Committees may, at the discretion of the Board or the Executive Committee, be re-appointed with the same or different membership.
- d. An Advisory or Ad hoc Committee must have at least one Board member in its composition.
- e. Advisory or Ad hoc Committees shall comply with the Board By-laws, including but not limited to, the following:
 - Article 20(b) The business, including resolutions, conducted by standing and ad hoc Committees is considered confidential to members of the Board, Officers of the University, and non-Board Committee members. It remains confidential until it is formally dealt with at a public session of either the Board or the Executive Committee.
 - Article 20(f) Board members, Ad hoc or Advisory committee members, and visitors are required to sign an Acknowledgement and Undertaking of Confidentiality and Non-disclosure at the beginning of each year immediately following the Annual Meeting or prior to participating in any Board or Committee meetings.
 - Article 29(b) Ad hoc committees or Advisory committees, being those committees appointed for specific duties of a non-recurrent nature, and which may include in their membership one or more persons who are not Board members, subject to the proviso that the Chair of the committee must be a member of the Board unless otherwise authorized by the Board.
 - Article 29(d) As a matter of information, at the regular meeting either of the Board or the Executive Committee next following a meeting of a

Standing or Ad hoc or Advisory Committee, the chair of such committee shall make a report of the proceedings of such Committee.

- Article 33(f) Members of all Standing, Ad Hoc, or Advisory Committee of the Board are bound by Articles 19 - Conflict of Interest, and Article 20 – Transparency, Confidentiality, and Non-disclosure of these By-Laws.

Article 33. STANDING COMMITTEES - GENERAL RULES

Every Standing Committee, unless otherwise specifically provided for in these By-Laws or in the resolutions of the body by which it is constituted, shall be subject to the following general rules:

- a. All members of Committees, other than ex officio members, shall serve at the pleasure of the Board.
- b. The terms of reference, composition, and administrative organization of each of the committees of the Board, are as approved by the Board and may be amended from time to time by the Board with a majority vote.
- c. The composition and terms of reference of the Standing Committees will be posted on the University website.
- d. Unless otherwise specified in these By-Laws, the membership of each Standing Committee shall be at least three in number.
- e. Vacancies occurring in the membership of the Board Committee shall be filled by the Board on the recommendation of the Governance and Nominating Committee at the next meeting of the Board after such vacancies occur, or as soon thereafter as may be convenient, but, notwithstanding such vacancies, the remaining members of the Committee shall have authority to exercise the full powers of the Committee, providing that a quorum remains in office.
- f. Members of all Standing, Ad Hoc, or Advisory Committee of the Board are bound by Articles 19 - Conflict of Interest, and Article 20 – Transparency, Confidentiality, and Non-disclosure of these By-Laws.
- g. Meetings of the Board shall be conducted in alignment with the “Objects and Purposes” of the University as set out in the Act or other relevant and applicable legislation; according to the By-Laws duly approved by the Board; and, in all cases not specifically provided for by these provisions, in alignment with the latest edition of Robert’s Rules of Order.

- h. Unless pre-selected in the nominating process or stipulated in the Terms of Reference of a Standing Committee, a Standing Committee of the Board shall elect its Chair at the first meeting of the Committee following the Annual Meeting of the Board.
- i. Quorum in Standing Committees is a majority of filled positions unless otherwise stated in the committee's terms of reference. In the event of a vacancy on a Standing Committee, quorum is a majority calculated using the remaining number of voting members.
- j. Meetings shall be held at the call of the Chair of the Committee, and shall be held at such places and at such times as the Chair of the Committee may determine. On the written request submitted to the Board Secretary by any three members of a Committee, a meeting of that Committee shall be called by the Secretary. Notice of the time and place of every meeting shall be received by each member of the Committee at least forty-eight (48) hours before the meeting. The means of delivery shall be either by:
 - (i) telephone;
 - (ii) hand delivered courier to the member's address as it appears in the records of the Board;
 - (iii) prepaid post to the member's address as it appears in the records of the Board; or
 - (iv) electronic mail.

The notice need not specify the nature of the business to be transacted at such meeting. In exceptional circumstances, the Committee Chair may waive the time requirements for such notices.

- k. A meeting may also be held at any time and at any place within the Province of Ontario without due or any notice, if all the members of the Committee are able to be present and consent thereto.
- l. A resolution signed by two-thirds of the members of a Committee shall have the same force and effect as if passed at a regularly constituted meeting.
- m. Any omission in good faith to give notice to any member, or any inadvertent irregularity in connection with the giving of notice shall not invalidate the proceedings of a meeting.
- n. The Chair of the Committee shall preside at meetings. If the Chair is absent, the members present shall appoint one of their number Acting Chair to preside at the meeting.

- o. Each voting member of the Committee present in person or by teleconference at a meeting shall be entitled to one vote.
- m. All motions at a Committee meeting shall be decided by a majority of the votes of the members present. The Chair or Acting Chair may only vote on a motion to break a tie or negatively to create a tie. In the event of a tie, the motion will be declared defeated.
- n. A record shall be kept of the proceedings of every meeting of each Committee, and it is the responsibility of the Chair of the Committee to submit a report of such proceedings to the Board or the Executive Committee as soon as conveniently possible thereafter.
- o. The Secretary of a Committee shall issue, or cause to be issued, notices of all meetings of such Committee, when directed to do so.
- p. A Committee may, at its discretion, invite other members of the Board or outside experts to a meeting for the purpose of discussion of any item before the Committee at that time.
- q. At the request of one of its members, the Committee may give a member the authority to seek additional information from an outside source and report the information back to the Committee.
- r. The Chair of the Board shall have at least observer status on all Board standing committees and may attend any and all meetings of Standing Committees of the Board, except for the Audit and Risk Management Committee.

Article 34. SIGNING OFFICERS OF THE UNIVERSITY (ON BEHALF OF THE BOARD OF GOVERNORS)

a. General

The Chair, the President, the Vice-Presidents, the Associate Vice-President Financial Services and such other persons as the Board may designate from time to time shall be Signing Officers of the University, any two of whom shall have power to sign all instruments and documents on behalf of the Board.

b. Banking Affairs

The banking affairs of the University shall be transacted with such bank or banks, or other corporations carrying on a banking business, as the Board may from time to time designate by resolution, and all such banking affairs shall be transacted by such two or more signing officers and/or other persons as designated by the Board by resolution.

Article 35. INVESTMENT RESOLUTION

The Board, at the Annual Meeting, shall designate by resolution two or more signing officers or agents of the University who shall be authorized to manage the investments of the University and to purchase, transfer, exchange, sell or otherwise dispose of or turn to account or realize upon securities, in accordance with the policies established by the Board from time to time on the recommendations of the Finance and Operations Committee, in accordance with the terms of reference of the Committee, and the laws and statutes of the Province of Ontario and the Government of Canada.

Article 36. DEPOSIT OF SECURITIES

The securities of the University shall be deposited for safekeeping with such banking or other financial institution as may be designated by resolution of the Board. Any and all securities so deposited may be withdrawn from time to time only upon the written order of the University signed by such officers, or agents of the University, and in such a manner as shall be determined from time to time by resolution of the Board, and such authority may be general or confined as specific instances require.

Article 37. FISCAL YEAR

Unless otherwise ordered by the Board, the fiscal year of the University shall terminate on the 30th day of April in each year.

Article 38. AUDITORS - EXTERNAL

The Board at each Annual Meeting shall appoint one or more external Auditors to hold office until the next Annual Meeting. However, in the unusual event that an appointment is not so made the serving Auditor shall continue until a successor is appointed. The accounts of the University shall be audited at least once a year.

Article 39. CORPORATE SEAL

The corporate seal of Lakehead University shall be in the custody of the Secretary, or such other person as the Board may by resolution from time to time designate. The seal, an impression whereof is in the margin hereof, shall be the corporate seal of the University.

Article 40. AMENDMENT OR REPEAL OF EXISTING BY-LAWS

Any By-Law which purports to amend, alter or repeal any then existing By-Law shall be effective only if enacted:

- a. at a meeting of the Board at which at least two-thirds of the members are present and if due notice of such amendment, alteration or repeal shall have been given at least seven days in advance of such meeting;
- or,
- b. by resolution, signed by two-thirds of the members of the Board.

Article 41. REPEAL OF FORMER BY-LAWS

Any By-Laws heretofore passed insofar as the same are inconsistent with the enactments herein contained, are repealed, but such repeal does not affect anything heretofore done or any right heretofore acquired under or in pursuance of, or revive any By-Laws repealed by such By-Laws.

Article 42. COMING INTO FORCE

These By-Laws passed on the 27 day of March, 2012 and shall come into force immediately following the 2012 Annual Lakehead University Board of Governors Meeting.

SECRETARY

CHAIR

Bylaws

Board of Governors

Revised:

XXXXXX 00, 2021

June 7, 2019

September 27, 2018

March 28, 2014

March 2013

January 2012

September 2011

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Article 1 DEFINITIONS AND INTERPRETATION

1.1 Definitions

In these Board Bylaws, unless the context otherwise requires,

- (a) “Act” means The Lakehead University Act, 1965;
- (b) “Ad Hoc Committee” is a Board Committee with specific duties of a non-recurrent nature, and whose terms of reference, including membership, are as established and approved by the Board or a Board Committee from time to time. An Ad Hoc Committee may also be called a Special Committee;
- (c) “Annual Meeting” means a meeting called in accordance with paragraph 7.9 herein;
- (d) “Board” means the Board of Governors of Lakehead University, the name of a corporation continued pursuant to the Act;
- (e) “Board Chair” means Chair of the Board;
- (f) “Board Committee” means a Standing Committee or Ad Hoc Committee;
- (g) “Board Meeting” means a Regular Board Meeting or a Special Board Meeting and for greater certainty includes the Annual Meeting;
- (h) “Board Officer” means any individual duly elected or appointed as a Board Officer pursuant to paragraph 4.1(a) herein, namely, the Board Chair, the Past-Chair, the Vice-Chair, the President, the Secretary, and others as the Board may so designate from time to time;
- (i) “Board Year” means such period commencing at the close of the Annual Meeting in such year, and ending at the close of the Annual Meeting in the following year;
- (j) “Committee Chair” means the individual chosen from time to time as the chair of a Board Committee, and includes such individual who may chair a Committee Meeting, or any portion thereof, in the absence of the regularly chosen Committee Chair;
- (k) “Committee Meeting” means a meeting of a Board Committee, and includes a Regular Committee Meeting or a Special Committee Meeting;
- (l) “Committee Member” means an individual appointed as a member of a Board Committee in accordance with these Board Bylaws;
- (m) “Establishing Body” has the meaning set out in paragraph 8.2(a) herein;

- (n) “External Governor” means a Governor who is not an Internal Governor;
- (o) “In Camera Session” means any Meeting or portion of a Meeting, at which the proceedings are confidential, such as items of a personnel, legal or real estate nature, or any other item of a sensitive or confidential nature;
- (p) “Internal Governor” means a Governor who is an employee or student of the University, unless otherwise determined by the Board;
- (q) “LGIC Appointee” means a Governor appointed pursuant to subparagraph 3.1(b) herein;
- (r) “Meeting” means a Board Meeting or a Committee Meeting, or a meeting of any other assembly to which these Board Bylaws apply;
- (s) “Meeting Chair” shall mean, in relation to Board Meetings, the Board Chair or other individual chairing any portion of a Board Meeting; and in relation to Committee Meetings, the Committee Chair or other individual chairing any portion of a Committee Meeting;
- (t) “Governor” means an individual appointed or elected to the Board of Governors of Lakehead University as a member pursuant to the Act;
- (u) “Guest(s)” means an individual or group approved by the Board or a Board Committee to attend and participate in their Meeting or portion thereof;
- (v) “Ordinary Resolution” means a resolution passed by a simple majority of the votes at a Meeting, or in lieu of a Meeting, a Resolution Without a Meeting;
- (w) “Past-Chair” means the immediate Past-Chair of the Board (or if unavailable, the Board may appoint another former Board Chair to serve as Past-Chair);
- (x) “President” means the President and Vice-Chancellor of the University;
- (y) “Regular Board Meeting” means a meeting of the Board pursuant to paragraph 7.3 herein;
- (z) “Regular Committee Meeting” has the meaning set out in paragraph 8.3(c) herein;
- (aa) “Resolution Without a Meeting” in relation to any particular Meeting means a resolution that is consented to by each individual entitled to vote at such Meeting;
- (bb) “Secretary” means the Secretary of the Board of Governors, and despite any other provision of these Board Bylaws, need not be a Governor. For greater certainty, the Secretary is not, by virtue of holding the office of Secretary, a voting Governor;

- (cc) “Signing Officer” means a person who the Board has delegated authority to sign all or select instruments and documents on behalf of the Board;
- (dd) “Special Board Meeting” means a meeting of the Board pursuant to paragraph 7.4 herein;
- (ee) “Special Committee Meeting” has the meaning set out in paragraph 8.3(d) herein;
- (ff) “Special Resolution” means a resolution passed at a meeting, with or without amendment, by at least two-thirds of the votes cast, or in lieu of a Board Meeting, by a Resolution Without a Meeting;
- (gg) “Standing Committee” is a Board Committee with duties that are normally continuous, and whose terms of reference, including membership, are as established and approved by the Board from time to time;
- (hh) “University” means Lakehead University;
- (ii) “University Officer” means the President and the Vice-Presidents, and such other person as may be designated from time to time by the Board;
- (jj) “Vice-Chair” means Vice-Chair of the Board; and
- (kk) “Vice-President” means a Vice-President of the University appointed in accordance with section 12(a) of the Act.

1.2 Interpretation

In all Bylaws of the Board where the context so requires, or permits:

- (a) the singular shall include the plural and the plural the singular;
- (b) the word "person" shall include firms and corporations;
- (c) the word “individual” means a natural person, and does not include firms and corporations; and
- (d) whenever words are used in a specific gender, they shall be read and construed to include any gender.

Article 2 POWERS OF THE BOARD

2.1 Powers in Lakehead University Act

The Board exercises the following powers, as set out in section 12 of the Act:

“Except as to such matters by this Act specifically assigned to the Senate, the government, conduct, management and control of the University and of its property, revenues, expenditures, business and affairs are vested in the Board, and the Board has all powers necessary or convenient to perform its duties and achieve the objects and purposes of the University, including, without limiting the generality of the foregoing, power,

- a. to appoint and remove the President and the Vice-President, if any;
- b. to appoint, promote and remove the heads of all faculties, schools and departments, the senior administrative officers of the University, the teaching staff of the University, and all such other officers and employees as the Board deems necessary or expedient for the purposes of the University, but no person shall be appointed, promoted or removed as head of a faculty, school, or department, as a senior administrative officer or as a member of the teaching staff of the University, except on the recommendation of the President;
- c. to fix the number, duties, salaries and other emoluments of the officers, agents and employees of the University;
- d. to appoint an executive committee and such other committees as it deems advisable, and to delegate to any such committee any of its powers;
- e. to establish such advisory bodies as it sees fit;
- f. to 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 the Board;
- g. to make, draw and endorse promissory notes or bills of exchange;
- h. to hypothecate, pledge, charge or mortgage all or any part of the property of the University to secure any money so borrowed or for the fulfilment of the obligations incurred by it under any promissory note or bill of exchange signed, made, drawn or endorsed by it;
- i. to issue bonds, debentures and obligations on such terms and conditions as it may decide, and pledge or sell such bonds, debentures and obligations for such sums and at such prices as it may decide, and mortgage, charge, hypothecate or pledge all or any part of the property of the University to secure any such bonds, debentures and obligations;
- j. to provide for the retirement and superannuation of persons mentioned in clauses a and b;
- k. to provide for payments by way of gratuities, retiring allowances, superannuation allowances, pensions, annuities, life insurance or health insurance, or any combination thereof payable to, in respect of, or for the benefit of the persons mentioned in clauses a and b for any class or classes thereof out of a fund or funds comprising contributions made by such persons or any class or classes thereof, or by the Board, or both, or otherwise;

- l. to expend such sums as may be required for the purposes of funds which are established for the payment of gratuities, retirement allowances, pensions, life insurance or health insurance for the benefit of the persons mentioned in clauses a and b; and
- m. to make Bylaws respecting the meetings of the Board, including the determination of a quorum necessary for the transaction of business, fixing fees to be paid by students for instruction, examinations, certificates, diplomas and any ancillary activities.”

2.2 Powers of Board Executive Committee

Unless otherwise determined by resolution of the Board from time to time, during the interval between Board Meetings, the Executive Committee may when it deems necessary exercise all the powers of the Board in the management of the affairs of the University (save and except only such acts as must by law or by ByLaw be performed by the Board itself).

2.3 Delegation of Powers

In accordance with these Board Bylaws and subject to the Act, the Board may delegate to the President, other University Officers and other appropriate executive or senior employees powers to manage the business and affairs of the University, and the President has the authority to sub delegate.

Article 3 COMPOSITION, TERMS AND VACANCIES

3.1 Composition

The Board shall be composed of not more than thirty Governors, including the following voting members:

- (a) the President (ex officio);
- (b) three persons named by the Lieutenant Governor in Council (LGIC);
- (c) one person appointed by the Council of the Corporation of the City of Thunder Bay; and
- (d) up to twenty-five individuals elected by the Board. Of the elected:

- (1) one shall be a faculty member recommended by Senate;
- (2) one shall be full-time non-faculty staff (excluding senior management staff or advisors who report directly to a Vice-President or the President) chosen by the Board;
- (3) one shall be an External Governor recommended by the Lakehead University Ogimaawin Indigenous Education Council (OIEC);
- (4) one shall be a graduate of Lakehead University who has graduated from Lakehead University more than three years prior to appointment, and is recommended by the Lakehead University Alumni Association;
- (5) one shall be a registered student, recommended by the Lakehead University Student Union (LUSU); and
- (6) the remainder shall be External Governors chosen by the Board.

For greater certainty, the final decision on Governors elected pursuant to subparagraph 3.1(d) rests with the Board.

3.2 Term Expiration

- (a) Governor terms begin at the close of the Annual Meeting in the year their term commences and end at the close of the Annual Meeting in the year their term expires, unless otherwise determined.
- (b) The President shall serve on the Board for as long as they hold the position of President and Vice-Chancellor.
- (c) The LGIC Appointees shall be appointed for up to three-year terms and term limits are as set out in paragraph 3.2(i) or as otherwise determined by the LGIC.
- (d) The individual appointed by the Council of the Corporation of the City of Thunder Bay (the City) shall be appointed for up to a three year term and term limits are as set out in paragraph 3.2(i) or as otherwise determined by the City.
- (e) The Governors listed in 3.1(d)(1) and 3.1(d)(2) shall be elected for up to three year terms and despite paragraph 3.2(i) may not serve more than six consecutive years, plus any partial year at the commencement of their membership.
- (f) The Governor listed in 3.1(d)(4) shall be elected for up to a two year term and despite paragraph 3.2(i) may not serve more than six consecutive years, plus any

partial year at the commencement of their membership.

- (g) The Governor listed in 3.1(d)(5) shall be elected for up to a two year term and despite paragraph 3.2(i) may not serve more than four consecutive years, plus any partial year at the commencement of their membership.
- (h) The remaining External Governors elected by the Board shall be elected for up to three-year terms, and term limits are as set out in paragraph 3.2(i).
- (i) Unless otherwise set out in this paragraph 3.2, a Governor may not serve for more than nine years, plus any partial year at the commencement of their membership. Despite the foregoing, any such Governor shall be eligible for re-election for no more than three additional years, as long as such Governor has not been a Governor for at least a cumulative two-year period since initially becoming a Governor. In addition, despite this paragraph, the term of a Governor who is serving as President, Secretary, Board Chair, Vice-Chair or Past-Chair may continue so long as the Governor continues to serve in any of these offices.

3.3 Qualifications

No person shall be qualified for election as a Governor if such person:

- (a) is less than 18 years of age;
- (b) has been found under the Substitute Decisions Act, 1992 or the Mental Health Act to be incapable of managing property;
- (c) has been found to be incapable by any court in Canada or elsewhere; or
- (d) is not an individual; or
- (e) has the status of a bankrupt.

3.4 Notice of Expiring Terms and Procedure for Nomination

- (a) Once a year, the Board shall be advised in writing by the Secretary of the names of those Governors whose terms expire during the current year. These names shall be recorded in the Minutes of an open Board Meeting.
- (b) At its Annual Meeting, and at such other times as vacancies exist, the Board shall receive from the Governance and Nominating Committee a list of eligible nominees to fill vacancies on the Board.

3.5 Vacancies

A Governor's term on the Board ends and that Governor's position on the Board is vacated when:

- (a) such Governor's term on the Board ends; or
- (b) such Governor resigns as a Governor; or
- (c) such Governor ceases to be qualified for election as a Governor as more particularly set out in paragraph 3.3 herein; or
- (d) the Board declares such position on the Board vacant pursuant to paragraph 3.6 herein.

3.6 Removal of Governors

- (a) The Board shall have the right in its sole and absolute discretion to declare a Governor's position on the Board vacant as set out in the Act, or:
 - (1) where such Governor becomes incapable of acting as a Governor;
 - (2) where such Governor ceases to be qualified for election as a Governor as more particularly set out in paragraph 3.3 herein;
 - (3) where such Governor ceases to be eligible for appointment or election to the Board in the capacity to which they were appointed;
 - (4) where such Governor has breached their duties to the Board, has not acted honestly, in good faith or in the best interests of the University, or of any part thereof, or has not exercised due diligence, or respected the principles and practices set out in the Board Bylaws, and without limiting the foregoing in particular with respect to Article 9 (Conflict of Interest) and Article 10 (Transparency and Confidentiality); or
 - (5) where, within any previous Board Year, such Governor fails to contribute significantly to the work of the Board and/or its Board Committees in the opinion of the Board.
- (b) The Board's declaration that a Governor's membership on the Board is vacated shall be made in accordance with section 11 of the Act, namely by resolution passed at a meeting of the Board by at least two-thirds of the total Governors not less than thirty days after written notice of the proposed declaration of the Board and the reasons therefore have been delivered to such Governor either in person, by email, or by ordinary mail to the address of as it appears in the records of the Board.

3.7 Filling Vacancies

Where a Governor's position on the Board is vacated before the term of office for such

Governor has expired,

- (a) in the case of a Governor chosen pursuant to paragraph 3.1(d)(6), the Board in its sole discretion shall determine if the vacancy is to be filled and, if so, the manner and procedure for doing so, and
- (b) in the case of any other Governor, the vacancy shall be filled in the same manner and by the same authority as the Governor whose membership is vacated was appointed or elected, as the case may be,

and the Governor so appointed or elected shall hold office for the remainder of the term of office of the Governor whose membership was vacated.

Article 4 BOARD OFFICERS

4.1 Appointment of Board Officers

- (a) The Board may from time to time appoint Board Officers, including without limitation a Board Chair, Vice-Chair, Past-Chair, President, Secretary, and such other officers as the Board may determine. Only External Governors are eligible to serve as Board Chair, Vice-Chair or Past-Chair. Save for the Board Chair, Vice-Chair, Past-Chair and President, a Board Officer may but need not be a Governor. One person may hold more than one office.
- (b) Persons to be elected as Board Officers shall be those nominated by the Governance and Nominating Committee or those nominated from the floor.

4.2 Term of Board Officers

- (a) Except for the President, the length of term of each Board Officer is up to two consecutive years, each beginning immediately after the Annual Meeting at which the person is elected and ending at the conclusion of the Annual Meeting in the year their term ends, unless such term is terminated earlier in accordance with these Board Bylaws.

4.3 Duties of Board Officers

- (a) General

The Board may specify the duties of the Board Officers. Board Officers shall perform the duties prescribed by these Board Bylaws and any other duties specified by the Board from time to time.

- (b) Specific

(1) Board Chair

The duties of the Board Chair include, but are not limited to, the following:

- chairing Board Meetings;
- chairing Executive Committee Meetings unless the terms of reference of the Executive Committee otherwise determine;
- acting as a Board signing officer;
- in conjunction with the Vice-Chair overseeing the regular evaluation of the performance of the President and making recommendations to the Board as from time to time may be necessary;
- in conjunction with the Executive Committee, negotiating the terms of the President's contract;
- participating in activities of appropriate external organizations to which Lakehead belongs, such as the COU Council of Chairs of Ontario Universities;
- representing the Board of Governors at formal and other functions held on campus and elsewhere; and
- such other duties as may from time to time be required by the Board.

(2) Past-Chair

The duties of the Past-Chair include, but are not limited to, the following:

- representing the Board of Governors at formal and other functions held on campus and elsewhere;
- participating in activities of appropriate external organizations to which Lakehead belongs, such as the COU Council of Chairs of Ontario Universities;
- such other duties as may from time to time be required by the Board.

(3) Vice-Chair

The duties of the Vice-Chair include, but are not limited to, the following:

- chairing Board Meetings in the absence of, or at the discretion of the Board Chair
- chairing Executive Committee Meetings in the absence of, or at the discretion of the Board Chair
- participating in activities of appropriate external organizations to which Lakehead belongs, such as the COU Council of Chairs of Ontario Universities;
- in conjunction with the Board Chair overseeing the regular evaluation of the performance of the President and making recommendations to the Board as from time to time may be necessary

- representing the Board of Governors at formal and other functions held on campus and elsewhere
- such other duties as may from time to time be required by the Board or the Board Chair.

(4) President

The duties of the President include, but are not limited to, the following:

- (ii) such duties as set out in Section 15 (3) of Act including the following:

The President is Vice-Chancellor and chief executive officer of the University and chair of the Senate, and, when the Chancellor is absent or if there is a vacancy in the office of the Chancellor, shall perform the functions of the Chancellor, and, subject to the will of the Board, the President shall have supervision over and direction of the academic work and general administration of the University and the teaching staff, officers and employees and students thereof, and has such other powers and duties as from time to time may be conferred upon or assigned by the Board.

- (iii) Specific duties including:

- a voting member of the Board;
- a voting member of all Standing Committees (including without limitation the Executive Committee), except the Audit and Risk Committee; and
- Chair of the Electoral Board for the election of Chancellor as more particularly set out in Section 16(3) of the Act, and

- (iv) such other duties as may from time to time be required by the Board.

(5) Secretary

The duties of the Secretary include, but are not limited to, the following:

- being responsible to the Board;
- shall have charge of the minutes, records, and seal of the Board;
- perform such duties as may be required to assure the efficient and timely operation of the Board;
- issue or cause to be issued notices of all Board Meetings, and
- perform such other duties as may from time to time be assigned by the Board.

Article 5 ACTING PRESIDENT

5.1 Temporary Absences

The President may delegate presidential authority during the period of any temporary absence to any other University Officer or other appropriate executive or senior employee of the University.

5.2 Extended Absences

In the event of a vacancy in the office of the President, or in the event of an extended absence of the President where delegation by the President, pursuant, has not occurred, or in the event of incapacity of the President, and lacking any action by the Board of Governors in respect thereof, the Provost and Vice-President (Academic) shall be Acting President unless and until the Board otherwise determines.

Article 6 SIGNING OFFICERS AND GENERAL CORPORATE MATTERS

6.1 General

The Board Chair, the President, the Vice-Presidents, the Associate Vice-President Financial Services and such other persons as the Board may designate from time to time shall be Signing Officers of the University, any two of whom shall have power to sign all instruments and documents on behalf of the Board.

6.2 Banking Affairs

The banking affairs of the University shall be transacted with such bank or banks, or other corporations carrying on a banking business, as the Board may from time to time designate by resolution, and all such banking affairs shall be transacted by such two or more Signing Officers and/or other persons as designated by the Board by resolution.

6.3 Investment Resolution

The investments of the University shall be managed by such University Officers, Signing Officers, or agents of the University as shall be determined from time to time by resolution of the Board, and such individuals shall be authorized to purchase, transfer, exchange, sell or otherwise dispose of or turn to account or realize upon securities, in accordance with the policies established by the Board from time to time on the recommendations of the Finance and Operations Committee, in accordance with the terms of reference of the Committee, and the laws and statutes of the Province of Ontario and the Government of Canada.

6.4 Deposit of Securities

The securities of the University shall be deposited for safekeeping with such banking or

other financial institution as may be designated by resolution of the Board. Any securities so deposited may be withdrawn from time to time only upon the written order of the University signed by such officers, or agents of the University, and in such a manner as shall be determined from time to time by resolution of the Board, and such authority may be general or confined as specific instances require.

6.5 Fiscal Year

Unless otherwise determined by the Board, the fiscal year of the University shall terminate on the 30th day of April in each year.

6.6 Appointment of External Auditors

At each Annual Meeting, the Board shall appoint one or more external Auditors to hold office until the next Annual Meeting. Despite the foregoing, in the unusual event that an appointment is not so made, the serving Auditor shall continue until a successor is appointed. The accounts of the University shall be audited at least once a year.

6.7 Corporate Seal

The corporate seal of Lakehead University shall be in the custody of the Secretary, or such other person as the Board may by resolution from time to time designate. The seal, an impression whereof is in the margin hereof, shall be the corporate seal of the University.

Article 7 BOARD MEETINGS

7.1 Place of Meetings

Unless otherwise determined by the Board Chair, Board Meetings shall be held on either the Orillia Campus or the Thunder Bay Campus of the University.

7.2 Participation Via Distance

Any Governor may participate in a Board Meeting by electronic means, such as teleconference or video conference, provided all persons participating in the meeting may communicate with each other simultaneously and instantaneously and a Governor participating in such a meeting by such means is deemed for the purposes of the Act and these Board Bylaws to be present at the Board Meeting.

7.3 Regular Board Meetings

(a) Scheduling Regular Board Meetings

Subject to paragraph 7.3(b), the Board may approve a meeting schedule or appoint a day or

days in any month or months for regular meetings of the Board (“Regular Board Meetings”). A schedule of Regular Board Meetings for a Board Year shall be published on the University website and distributed to Governors on or before the Annual Meeting of the Board for the previous Board Year. No other notice shall be required for any Regular Board Meetings except where otherwise required by these Bylaws or by law, including without limitation where the law requires the purpose thereof or the business to be transacted thereat to be specified.

(b) Number of Regular Board Meetings

There shall be a minimum of six Regular Board Meetings per Board Year, with the final Board Meeting of each Board Year being the Annual Meeting. There shall not be more than 15 months between Annual Meetings.

(c) Notice of Regular Meetings

At least five business days before the time appointed for holding a Regular Board Meeting, notice shall be sent to each Governor electronically at the address which appears in the records of the Board, as provided by the Governor to the Secretary. Such notice shall specify the time and place of the meeting, and in reasonable detail the matters, other than those of a routine nature, which are to be considered at the meeting.

7.4 Special Board Meetings

(a) Convening Special Board Meetings

Upon the request of the Board Chair, Vice-Chair or any five Governors, the Secretary shall convene a special meeting of the Board (“Special Board Meeting”).

(b) Notice of Special Board Meetings

Notice of a Special Board Meeting shall be given to each Governor not less than three business days before the meeting is to take place; provided always that Special Board Meetings may be held at any time without formal notice if all the Governors are present or those absent have waived notice or have signified their consent in writing, either before or after, to the meeting being held in their absence.

7.5 Error in Meeting Notice

The proceedings of a Board Meeting, whether a Regular Board Meeting or Special Board Meeting, will not be invalidated because of:

- (i) an inadvertent or accidental omission to give notice of that meeting to any

Governor,

- (ii) an accidental or inadvertent irregularity in connection with the giving of such notice, or
- (iii) non-receipt of notice by a Governor.

A Governor may waive notice of any Board Meeting or any irregularity in the notice thereof, or may consent to abridge the time for the giving of such notice.

7.6 Open Meetings

Regular Board Meetings shall normally begin with an open session at which observers, Guests and the public may attend, except where the Board has resolved by a majority vote to hold an In Camera Session or the Board Chair has determined that such Regular Board Meeting should begin with an In camera Session.

7.7 In Camera Sessions

- (a) The Board may declare a Board Meeting or a part of a Board Meeting as an In Camera Session. Although not exclusively, In Camera Sessions may include discussions and decisions regarding items of a personnel, legal or real estate nature, or any other item of sensitive or confidential nature which the Board Chair or Board decides should be conducted confidentially.
- (b) The Board shall determine whom, other than Governors, are permitted to be present during an In Camera Session.
- (c) Only persons entitled to be present at an In camera Session may be informed of the proceedings that transpire therein, unless otherwise approved by the Board or a Board Officer.
- (d) Decisions made at an In Camera Session and any associated records shall be recorded by the Secretary and permanently archived to protect against disclosure.
- (e) The use of any recording devices during an In Camera Session with the intent of disclosure are prohibited.
- (f) Upon returning to the open Board Meeting, where at all possible the action taken at an In Camera Session shall be stated in a manner that does not release confidential information.
- (g) Discussion and the decisions made during confidential or In camera portions of a Board Committee meeting shall be presented to the Board in an In Camera Session.

7.8 Audio-Visual Recording of Board Meetings

Anyone who wishes to use video or audio equipment to record during a Board Meeting may request permission from the Secretary at least three days prior to such Board Meeting. Recording of any portion of a Board Meeting is not permitted without approval of the Board, and in any event shall not be disruptive to the proceedings of any Board Meeting.

7.9 ANNUAL MEETING

- (a) The date of the Annual Meeting shall be chosen by the Board.
- (b) The following order of business shall normally be observed at the Annual Meetings unless otherwise determined by the Board:
 - (1) Such business as is normally conducted at a Regular Board Meeting;
 - (2) Standing Committee Chairs shall deliver a written and verbal summary report of the past year summarizing the proceedings of their Standing Committee;
 - (3) Consideration of approval of the audited financial statements for the immediately preceding fiscal year;
 - (4) appoint an external Auditor for the current fiscal year as required by paragraph 6.6;
 - (5) Receive a report on the nominations process and recommendations from the Governance and Nominating Committee;
 - (6) Appoint or elect new Governors to fill existing vacancies;
 - (7) Fill any existing vacancies in Board Officers;
 - (8) Appoint Chairs of Standing Committees and Standing Committee membership,
 - (9) Conduct such other business as may properly be brought before the Annual Meeting.

7.10 Parliamentary Authority

All Board business, including Board Meetings shall be conducted in accordance with:

- (a) the Act, including without limitation the “Objects and Purposes” of the University, and other relevant and applicable legislation,
- (b) these Board Bylaws and other bylaws duly approved by the Board; and,

(c) the most recent edition of Robert's Rules of Order.

If any instrument listed in this paragraph 7.10 conflicts with another such instrument, the instrument listed first in this paragraph 7.10 shall prevail.

7.11 Requirement to Provide Documentation for Board Meetings

Unless otherwise set out in these Board Bylaws or determined by the Board or Board Chair, all matters, including supporting documentation, for inclusion in the agenda for Board Meetings must be provided to the Secretary no less than eight business days before the day of the Board Meeting at which they are to be presented. Late submissions for the agenda, including supporting documentation may be added to the materials for the Board's consideration at the discretion of the Board Chair.

7.12 Agenda

The agenda for a Board Meeting shall be that which is approved by Board at or near the beginning of the Board Meeting. Other matters may be added to the agenda at any time during a Board Meeting subject to approval by a Special Resolution of the Governors.

7.13 Quorum

Nine Governors or a majority of filled positions, whichever is greater, shall constitute a quorum at any Board Meeting.

7.14 Order of Business

The following order of business shall normally be observed at Regular Board Meetings unless otherwise determined by the Board:

- Approval of Agenda
- Need for In Camera items to be declared
- Declaration of Conflict of Interest
- Minutes of Previous Meeting
- Presentations that require participation from Guest(s)
- Consent Agenda if necessary (see paragraph 7.15)
- Board Chair's Report
- President's Report
- Report of Board Executive Committee on actions taken on behalf of the Board pursuant to paragraph 2.2 of these Board Bylaws, if any
- Board Executive Committee Report or Minutes of Executive Committee as the case may be
- Standing Committee Reports, including any motions arising from such reports and any

required action arising therefrom

- Reports of any Ad Hoc Committees that report to the Board, including any motions arising from such reports and any required action arising therefrom
- Other Reports and Information Items
- Other Business
- In Camera Session
- Other informational items and reports that do not require action by the Board or participation from Guests
- Other business
- Adjournment

7.15 Consent Agenda

- (i) Items for approval under the Consent Agenda may include non-controversial items and routine items that are regularly discussed including without limitation Board Standing Committee reports, reports from other committees with Governor representatives, approvals of Adjunct Professors, and appointment of academic chairs.
- (ii) Any Governor may require that an item be removed from the Consent Agenda portion of the meeting and placed as a separate item on the agenda to allow discussion or debate on the item.

7.16 Voting at Board Meetings

- (a) Matters arising at any Board Meeting shall be decided by Ordinary Resolution, except:
 - where otherwise required by law, these Board Bylaws, or a Board approved Policy; or
 - where otherwise required by Roberts Rules of Order.
- (b) Only Governors may vote, and each voting Governor shall have one vote. Despite the foregoing, the Board Chair, or such other individual as may be chairing the portion of a Board Meeting at which a vote is occurring, may only vote if such vote will change the result (such as to create a tie or break a tie), or if the vote is taken by secret ballot. In the event of a tie, a motion shall fail.
- (c) Absentee and proxy voting are not permitted. Despite the foregoing, a resolution signed by all of the Governors shall have the same force and effect as if passed at a regularly constituted Board Meeting.

- (d) A vote at any Board Meeting shall be taken by secret ballot if so demanded by any Governor present in person, by teleconference or by video conference, but if no demand be made the vote shall be taken in the usual way by a show of hands, using appropriate meeting software, or verbally by teleconference.
- (e) In the absence of the Chair such duties may be performed by the Vice-Chair or in the absence of these by such other Governors as the Board may appoint for the purpose.

7.17 Evidence of Action

An action of the Board upon any matter coming before it shall be evidenced by resolution, and the entry thereof in the minutes of the Board shall be prima facie evidence of the action taken. A declaration by the Meeting Chair that a resolution has been carried, or has failed, will be entered in the minutes.

7.18 Minutes

The Secretary shall ensure that minutes of each Board Meeting are recorded and presented to the Board for approval. The Secretary shall ensure that approved minutes from each Board Meeting are signed by the Board Chair and Secretary and archived. The approved minutes of portions of Board Meetings that are not In Camera Sessions shall be made accessible to the public. The approved minutes of portions of Board Meetings that are In Camera Sessions shall be archived confidentially by the Secretary.

Article 8 BOARD COMMITTEE MEETINGS

8.1 Standing Committees

- (a) The Board may establish Standing Committees. Unless otherwise determined by the Board, the Standing Committees shall be:

- (1) Audit and Risk Committee;
 - (2) Executive Committee;
 - (3) External Relations Committee;
 - (4) Finance and Operations Committee;
 - (5) Governance and Nominating Committee;
 - (6) Learning and Liaison Committee, and
 - (7) such other Standing Committees created in accordance with these Board Bylaws.
- (b) The terms of reference, composition, and administrative organization of each of the Standing Committees are as approved by the Board from time to time. Unless otherwise set out in these Board Bylaws, the membership of each Standing Committee shall be at least three in number.
 - (c) The Board may delegate matters in the Board's purview to Standing Committee through terms of reference or resolutions.
 - (d) Standing Committees report to and are accountable to the Board.
 - (e) The Board shall determine the Committee Members of the Standing Committees from time to time. Members of Standing Committees, other than ex officio members, shall serve at the pleasure of the Board. The names of the Committee Members and terms of reference of the Standing Committees shall be posted on the University website.
 - (f) Except for the Audit and Risk Committee, the Board Chair shall have at least observer status on all Standing Committees and may attend any Standing Committee Meeting.
 - (g) The Executive Committee shall consist of a minimum of seven Governors, one of whom shall be the President and the remainder shall be External Governors including the Board Chair, Vice-Chair, Past-Chair, and the Chairs of the Governance and Nominating Committee, Finance and Operations Committee, and Audit and Risk Committee, and such other Standing Committees as may be determined by the Board.
 - (h) The Committee Chair of each Standing Committee shall be an External Governor appointed by the Board.

- (i) Standing Committee Vacancies: Any vacancies occurring in the membership of a Standing Committee shall be filled by the Board at the next meeting of the Board after such vacancy occurs, or as soon thereafter as may be convenient, but, notwithstanding any such vacancy, the remaining members of the Standing Committee shall have authority to exercise the full powers of the Standing Committee, providing that the minimum number of Committee Members as set out in these Board Bylaws remains in office.

8.2 Ad Hoc Committees

- (a) The Board or any Standing Committee may establish one or more Ad Hoc Committees for fixed purposes or terms. The Board or Standing Committee that establishes an Ad Hoc Committee shall be referred to as the “Establishing Body” in this paragraph 8.2. Unless otherwise set out in these Board Bylaws, the membership of each Ad Hoc Committee shall be at least three in number.
- (b) Unless specifically provided by the resolution or in the applicable Terms of Reference, an Ad Hoc Committee shall automatically be dissolved on the date of the receipt of its final report by the Establishing Body.
- (c) The Establishing Body shall approve Terms of Reference for any Ad Hoc Committee it establishes, which Terms of Reference shall include the Ad Hoc Committee composition, roles, duties, deliverables, if applicable its term, and such other matters as the Establishing Body decides to include. The Establishing Body may delegate matters in its purview to such Ad Hoc Committees through the Terms of Reference and through motions.
- (d) Each Ad Hoc Committee shall report to its Establishing Body.
- (e) The Establishing Body shall determine the Committee Members of the Ad Hoc Committees it establishes from time to time. Membership of Ad Hoc Committees may include one or more persons who are not Governors, however the Ad Hoc Committee Chair must be a Governor. Members of Ad Hoc Committees shall serve at the pleasure of the Establishing Body.
- (f) Ad Hoc Committee Vacancies: Any vacancies occurring in the membership of an Ad Hoc Committee shall be filled by the Establishing Body at the next meeting of the Establishing Body after such vacancy occurs, or as soon thereafter as may be convenient, but, notwithstanding any such vacancy, the remaining members of the Ad Hoc Committee shall have authority to exercise the full powers of the Ad Hoc Committee, providing that the minimum number of Committee Members as set out in these Board Bylaws remains in office.

8.3 Convening Committee Meetings

- (a) Committee Meetings shall be convened at the call of the Committee Chair, and shall be held at such places and at such times as the Committee Chair may determine. The Secretary or Committee Secretary shall issue, or cause to be issued, notices of meetings of Board Committees, in accordance with these Board Bylaws.
- (b) Unless otherwise set out in this paragraph 8.3, at least five business days of notice shall be given to the Committee Members for each Board Committee meeting except that a meeting may be held at any time without due notice if all Committee Members are able to be present and/or consent thereto. Notice shall include suitable access to the agenda and all supporting documentation. Late submissions for the agenda including supporting documentation will be subject to approval by the Committee Chair or the Board Committee and may be added to the materials for the Board Committee's consideration. In exceptional circumstances, the Committee Chair may waive the time requirements for such notices.
- (c) Regular Committee Meetings

The Board or a Board Committee may appoint a day or days in any month or months for regular meetings of Standing Committees ("Regular Committee Meetings"). A schedule of Regular Committee Meetings for a Board Year shall distributed to the Governors and any Committee Members prior to the first Standing Committee Meeting following the Annual Meeting of the Board for the previous Board Year. No other notice shall be required for any Regular Committee Meetings except where otherwise required by law, including without limitation where the law requires the purpose thereof or the business to be transacted thereat to be specified.

- (d) Special Committee Meetings

Upon the written request of the Committee Chair or any three Committee Members at any time, the Secretary shall convene a special meeting of a Board Committee ("Special Committee Meeting").

Notice of a Special Committee Meeting shall be given to each Committee Member not less than forty-eight (48) hours before the meeting is to take place; provided always that Special Committee Meetings may be held at any time without formal notice if all Committee Members are present or those absent have waived in writing such notice or have signified their consent in writing, either before or after, to the meeting being held in their absence.

- (e) Error in Committee Meeting Notice

Any omission in good faith to give notice to any Committee Member, or any inadvertent irregularity in connection with the giving of notice shall not invalidate the proceedings of a Committee Meeting. A Committee Member may waive notice of any Committee Meeting or any irregularity in the notice thereof, or may consent to abridge the time for the giving of such notice.

8.4 Committee Meeting Procedures

- (a) Committee Meetings shall be conducted in conformity with these Board Bylaws, applicable legislation and the rules of procedure enacted by the Board. In all cases not provided for, the most recent edition of Robert's Rules of Order shall be observed in conducting the business of the Board Committees. Board Committees and Committee Members shall comply with the Board Bylaws, including but not limited to, paragraph 10.2 (Confidentiality), 10.5 (Acknowledgement of Confidentiality), and Article 9 (Conflict of Interest).
- (b) A Board Committee may, at its discretion, invite other Governors, members of the University community or outside experts to a Committee Meeting for the purpose of discussion of any item before the Committee at that time. A Board Committee may, at its discretion, seek additional information from an outside source.
- (c) Committee Meetings shall be chaired by the Committee Chair, or in the absence or other conflict of the Committee Chair, by such other External Governor as may be designated by the Board Committee.
- (d) Unless otherwise stated in these Board Bylaws or a Board Committee's terms of reference, quorum in Board Committees is a majority of filled positions. In the event of a vacancy on a Standing Committee, quorum is a majority calculated using the remaining number of voting Committee Members.
- (e) Any Committee Member may participate in a Committee Meeting in person or by electronic means, such as teleconference or video conference, provided all persons participating in the meeting may communicate with each other simultaneously and instantaneously and a Committee Member participating in such a meeting by such means is deemed for the purposes of the Act and these Board Bylaws to be present at the Committee Meeting.
- (f) Unless otherwise determined by the Board, each Committee Member shall be a voting member of such Board Committee.
- (g) Each voting Committee Member present at a Committee Meeting shall be entitled to one vote. For greater certainty, the Committee Chair, or other Meeting Chair, may participate in discussion and vote on all matters, but may not move or second

a motion during any portion of a Committee Meeting they are chairing. Each Committee Member shall vote in accordance with their individual assessment of the merits of each question before the Board Committee, based on what is in the best interests of the University.

- (h) A vote at any Committee Meeting shall be taken by secret ballot if so demanded by any voting Committee Member present, but if no demand be made the vote shall be taken in the usual way by a show of hands, using appropriate meeting software, or verbally by teleconference.
- (i) Proxy voting or absentee voting is not permitted at Committee Meetings. Despite the foregoing, a resolution signed by all voting Committee Members of a Board Committee shall have the same force and effect as if passed at a regularly constituted Committee Meeting.
- (j) At the next Regular Board Meeting following a meeting of a Standing Committee, or an Ad Hoc Committee that reports to the Board, the Committee Chair shall report the proceedings of such Board Committee to the Board.
- (k) Committee Chairs of Ad Hoc Committees that report to a Standing Committee shall report the proceedings of such Ad Hoc Committee to the Standing Committee at its next meeting.

8.5 Minutes

(a) Evidence of Action

An action of a Board Committee upon any matter coming before it shall be evidenced by resolution, and the entry thereof in the minutes of the Board Committee shall be prima facie evidence of the action taken. A declaration by the Committee Chair, or such other Meeting Chair, that the vote upon the question has been carried or not carried, and an entry to that effect in the minutes of the Committee Meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the question.

(b) Recording and Archiving Minutes of Committee Meetings

The Secretary shall be responsible for ensuring the recording of the proceedings of Committee Meetings. The Secretary or Committee Secretary shall ensure that minutes of each Committee Meeting are recorded and presented to the Board Committee for approval.

Records of proceedings of Committee Meetings shall be considered as confidential unless and until dealt with at a public session of the Board or a public session of the Executive Committee exercising its powers pursuant to paragraph 2.2.

Annually, following approval of the final set of minutes for the Board Year, records of the Committee Meetings shall be forwarded to the Secretary. The Secretary shall ensure that approved minutes from each Committee Meeting are archived appropriately.

Article 9 DUTIES AND CONFLICT OF INTEREST

9.1 Fiduciary Duty and Duty of Care

Every Governor, Committee Member, and Board Officer, in exercising powers and discharging duties to the University, shall:

- (a) act honestly and in good faith with a view to the best interests of the University, in accordance with their fiduciary duty to the University; and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, in accordance with their duty of care to the University.

9.2 Non-Representative Capacity

Governors and Committee Members are appointed to the Board in a non-representative capacity. Each Governor shall vote in accordance with their individual assessment of the merits of each question before the Board, based on what is in the best interests of the University, and not as delegates of the constituencies by which they have been elected, recommended or appointed.

9.3 Conflict of Interest Definition

A conflict of interest refers to situations in which personal, occupational or financial considerations may affect, or appear to affect, a person's objectivity, judgment or ability to act in the best interests of the Corporation or otherwise fulfill such person's duties to the Corporation.

9.4 Declaration of Conflict of Interest

- (a) A Governor, Committee Member, or Board Officer with a conflict of interest shall:
 - (1) declare the nature and extent of the interest as soon as possible and no later than the Meeting at which the matter is to be considered and in advance of any discussion of the matter, and;
 - (2) absent themselves from the discussion of and voting on the matter, by leaving the Meeting.
- (b) The Meeting Chair shall require that conflicts be recognized and dealt with properly during a Meeting. Immediately after approval of the agenda, the Meeting

Chair shall ask for declaration of conflict of interest and remind Governors or Committee Members of their duty to declare the same should awareness of conflict arise at any time in the Meeting.

- (1) The Meeting Chair shall require a Governor or Committee Member with a conflict of interest to leave the Meeting before proceeding with that portion of the Meeting that will include discussion and voting among Governors or Committee Members not conflicted.
- (2) A Governor or Committee Member who has declared a conflict of interest may not be counted to determine the presence of a quorum in consideration of an agenda item for which a conflict of interest has been declared.

9.5 Exceptions to Conflict of Interest Process

Despite this Article 9:

- (a) Internal Governors, and Committee Members who are faculty, staff or students at Lakehead University, may participate in the discussion and vote on matters relating generally to the administration of the University provided that their interest in such matters does not differ substantially from the Board or Board Committee as a whole;
- (b) any Governor and Committee Member may participate in any discussion and vote on matters relating to tuition; and
- (c) The rule on abstaining from voting on a question of direct personal interest does not mean that a Governor should not vote for themselves for an office or other position to which Governors generally are eligible, or should not vote when other Governors are included with them in a motion.

9.6 Governor Participation on Other Bodies

A Board of Governors' appointee on other official or special purpose bodies, including without limitation the University Senate and the OIEC, does not officially represent Board or the position of the Board on any matter; and such appointee's statements, actions and votes on any matter are non-binding on the Board.

Article 10 TRANSPARENCY and CONFIDENTIALITY

10.1 Board Meetings Public

Unless closed for reasons set out elsewhere in these Board Bylaws or other legal reason, Board Meetings are open to the public.

10.2 Committee Meetings Closed

Unless otherwise determined by the Board or a Board Committee, Committee Meetings are not open to the public. The business, including resolutions, conducted by Board Committees is confidential to Governors, Board Officers, University Officers, and Committee Members. It remains confidential unless and until it is formally dealt with at a public session of the Board or a public session of the Executive Committee exercising its powers pursuant to paragraph 2.2.

10.3 Media Requests

Upon request in writing to the Secretary, meeting materials for open portions of Regular Board Meetings will be distributed to members of the news media prior to the Board meetings, subject to an embargo until after the Board meeting.

10.4 Disclosure of Confidential Materials

In recognition that confidential Board information or reports may be needed in advance of an open public meeting by non-Board members to assist the Board, the Board Chair, President or the Secretary may release confidential Board materials to such non-Board members when required for Board associated material preparation or Board Meeting attendance.

10.5 Confidentiality Declaration

Governors, Committee Members, Board Officers, University Officers, and others determined by the Board from time to time, are required to sign an Acknowledgement and Undertaking of Confidentiality and Non-disclosure at the beginning of each Board Year immediately following the Annual Meeting or prior to participating in any Meetings. Each individual granted access to an In Camera Session of the Board or a Committee Meeting shall be required by the Secretary to sign a confidentiality undertaking or be otherwise bound by confidentiality.

Article 11 INDEMNIFICATION

11.1 Indemnification

Every Governor, Committee Member, Board Officer, University Officer, and Signing Officer, and their heirs, executors and administrators thereof, and estate and effects, respectively (hereinafter "Indemnified Individual"), from time to time and at all times, shall

be indemnified and saved harmless out of the funds of the University or insurance proceeds as the case may be, from and against:

- (a) all damages, costs, charges and expenses whatsoever which such Indemnified Individual sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against such Indemnified Individual, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by that Indemnified Individual, where the Indemnified Individual acted honestly, in good faith, and in the best interests of the University, in or about the execution of the duties of office; and
- (b) all reasonable expenses which are incurred in good faith occasioned in the ordinary course of business for the Corporation while acting in relation to the affairs of the University.

Article 12 AMENDMENT, REVISION OR REPEAL OF BOARD BYLAWS

12.1 Amendment

- (a) Any bylaw which purports to amend, alter or repeal any then existing bylaw shall be effective only if enacted by Special Resolution at a meeting of the Board, and only if due notice of such amendment, revision or repeal shall have been given at least thirty (30) days prior to such Board Meeting. Despite any other provision in these Board Bylaws, including without limitation paragraph 2.2 herein, amendment, revision or repeal of these Board Bylaws may not be approved by the Board Executive Committee.
- (b) Any amendment or revision of these Board Bylaws shall be effective as of the date of the approval of the resolution to amend unless otherwise determined by the Board.

12.2 Repeal of Former Board Bylaws

Any other existing Board Bylaws that are inconsistent with these Board Bylaws are hereby repealed, however such repeal does not affect anything done (including without limitation any repealing of other Board Bylaws) under such previous Bylaw.

APPROVED by the Board of Governors this _____ day of _____, 20____, and in effect, this _____ day of _____, 20____

Board Chair_____ Secretary_____