



**Lakehead**  
UNIVERSITY

## **Board of Governors Bylaws**

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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. "Board Only Sessions" means any portion of an In Camera Session that only Governors are permitted to be present for;
- q. "Internal Governor" means a Governor who is an employee or student of the University, unless otherwise determined by the Board;
- r. "LGIC Appointee" means a Governor appointed pursuant to subparagraph 3.1(b) herein;
- s. "Meeting" means a Board Meeting or a Committee Meeting, or a meeting of any other assembly to which these Board Bylaws apply;
- t. "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;
- u. "Governor" means an individual appointed or elected to the Board of Governors of Lakehead University as a member pursuant to the Act;

- v. "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;
- w. "Ordinary Resolution" means a resolution passed by a simple majority of the votes at a Meeting;
- x. "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);
- y. "President" means the President and Vice-Chancellor of the University;
- z. "Regular Board Meeting" means a meeting of the Board pursuant to paragraph 7.3 herein;
- aa. "Regular Committee Meeting" has the meaning set out in paragraph 8.3(c) herein;
- bb. "Resolution Without a Meeting" means a resolution adopted outside of a meeting that is signed by all the Governors entitled to vote on that resolution;
- cc. "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;
- dd. "Signing Officer" means a person who the Board has delegated authority to sign all or select instruments and documents on behalf of the Board;
- ee. "Special Board Meeting" means a meeting of the Board pursuant to paragraph 7.4 herein;
- ff. "Special Committee Meeting" has the meaning set out in paragraph 8.3(d) herein;
- gg. "Special Resolution" means a resolution passed at a meeting, by at least two-thirds of the votes cast;
- hh. "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;
- ii. "University" means Lakehead University;
- jj. "University Officer" means the President and the Vice-Presidents, and such other person as may be designated from time to time by the Board;
- kk. "Vice-Chair" means Vice-Chair of the Board; and
- ll. "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 up to thirty Governors with not more than one-third of the Governors being employees of the University or any of its affiliates. This shall include 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 Ojimaawin 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 term shall normally begin immediately after the Annual Meeting at which the person is elected as Officer and end at the conclusion of the Annual Meeting in the year their term as Officer ends, unless such term is terminated earlier in accordance with these Board Bylaws.
- b. Except for the President, Board Officers, in the absence of agreement to the contrary, shall be subject to removal by resolution of the Board at any time, with or without cause or by resignation. Such action shall normally be upon recommendation of the Board Governors and Nominating Committee.

### 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:

- i. 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.
- ii. 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
- iii. 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:

- a. an inadvertent or accidental omission to give notice of that meeting to any Governor,

- b. an accidental or inadvertent irregularity in connection with the giving of such notice, or
- c. 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. Board Only Sessions have no agenda, decisions may not be made, and the proceedings are not recorded or minuted. The purpose of Board Only Sessions is to provide an opportunity for the Board to discuss particularly sensitive matters within the jurisdiction of the Board. Board Only Sessions are subject to the Board's Conflict of Interest policies.

Not all matters that individual Governors wish to raise are appropriate to discuss at Board Only Sessions. Such sessions are not designed as a forum to raise personal agendas or special interests, nor to alter a decision that has been adopted. The Board Chair must exercise authority as Chair to determine the appropriateness and relevance of issues raised in Board Only Sessions, and to provide opportunities for all Governors to contribute meaningfully to the discussion.

- d. 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.
- e. Decisions made at an In Camera Session and any associated records shall be recorded by the Secretary and permanently archived to protect against disclosure.
- f. The use of any recording devices during an In Camera Session with the intent of disclosure are prohibited.
- g. 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.
- h. 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 the 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**

- a. 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.
- b. 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 forgoing, 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 Committees through the 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 majority of the Audit and Risk Committee members must not be officers (e.g., Board Officers, Signing Officers, University Officers) or employees of the University or any of its affiliates.
  - i. The Committee Chair of each Standing Committee shall be an External Governor appointed by the Board.
  - j. 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 be 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 Rules and 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. The Board can delegate its powers only to a committee composed solely of Governors. Therefore, any committee that has one or more members that are not Governors can only act in an advisory capacity to the Board. In accordance with the Ontario Not-for-Profit Corporations Act the Board may not delegate the following powers:
  - To submit to the members any question or matter requiring the approval of the members.
  - To fill a vacancy among the directors or in the position of auditor or of a person appointed to conduct a review engagement of the corporation.
  - To appoint additional directors.
  - To issue debt obligations except as authorized by the directors.
  - To approve any financial statements under section 83.
  - To adopt, amend or repeal by-laws.
  - To establish contributions to be made, or dues to be paid, by members under section 86. 2010, c. 15, s. 36 (2).
- c. 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.
- d. 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.
- e. 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.
- f. 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.
- g. Unless otherwise determined by the Board, each Committee Member shall be a voting member of such Board Committee.
- h. 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.

- i. 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.
- j. 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.
- k. 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.
- l. 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 released by the Board (e.g., through an open standing committee report) or otherwise dealt with at a public session of the Board.

## **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 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 on the 30th day of November, 2023, and in effect, as of the 30th day of November, 2023.

Board Chair \_\_\_\_\_ Secretary \_\_\_\_\_