



Lakehead
UNIVERSITY
BOARD OF GOVERNORS

BY-LAWS

REVISED

March 28, 2014

Contents

Article 1.	DEFINITIONS.....	4
Article 2.	INTERPRETATION	5
Article 3.	AUTHORITY	5
Article 4.	POWERS OF THE BOARD	5
Article 5.	COMPOSITION OF THE BOARD	7
Article 6.	ELECTION, APPOINTMENT, AND TERMS OF BOARD MEMBERS	7
Article 7.	NOTICE OF EXPIRING TERMS AND PROCEDURE FOR NOMINATION....	9
Article 8.	MEMBERSHIP VACATED.....	9
Article 9.	VACANCIES ON THE BOARD.....	10
Article 10.	OFFICERS OF THE BOARD.....	10
Article 11.	DUTIES OF OFFICERS	11
Article 12.	ACTING PRESIDENT.....	13
Article 13.	MEETINGS OF THE BOARD	13
Article 14.	PLACE OF MEETING.....	14
Article 15.	ERROR IN GIVING NOTICE	14
Article 16.	QUORUM	15
Article 17.	ANNUAL MEETING.....	15
Article 18.	VOTING AT MEETINGS.....	15
Article 19.	CONFLICT OF INTEREST	16
Article 20.	TRANSPARENCY, CONFIDENTIALITY, AND NON-DISCLOSURE	17
Article 21.	IN CAMERA MEETINGS.....	18
Article 22.	GENERAL RULES	19
Article 23.	RESOLUTION	19
Article 24.	BOARD MEETINGS - AGENDA.....	19
Article 25.	BOARD MEETINGS - ORDER OF BUSINESS	20
Article 26.	RECORD OF PROCEEDINGS.....	21
Article 27.	EVIDENCE OF ACTION.....	21
Article 28.	INDEMNIFICATION.....	21
Article 29.	COMMITTEES.....	21
Article 30.	EXECUTIVE COMMITTEE	22
Article 31.	STANDING COMMITTEES OF THE BOARD	23
Article 32.	ADVISORY COMMITTEE OR AD HOC COMMITTEE	23

Article 33.	STANDING COMMITTEES - GENERAL RULES	24
Article 34.	SIGNING OFFICERS OF THE UNIVERSITY (ON BEHALF OF THE BOARD OF GOVERNORS).....	27
Article 35.	INVESTMENT RESOLUTION	27
Article 36.	DEPOSIT OF SECURITIES	27
Article 37.	FISCAL YEAR	28
Article 38.	AUDITORS - EXTERNAL	28
Article 39.	CORPORATE SEAL.....	28
Article 40.	AMENDMENT OR REPEAL OF EXISTING BY-LAWS	28
Article 41.	REPEAL OF FORMER BY-LAWS.....	28
Article 42.	COMING INTO FORCE	29

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* is a Board member who has had no direct or indirect material relationship with the University in the past three years before appointment to the Board. External Board members by definition exclude faculty; non-faculty staff, (including management or advisors or administration); and students at the University.
- f. *Internal member* is a Board member who has a direct or indirect material relationship with the University in the past three years before the member's appointment to the Board. Internal Board members are appointed to the Board in a non-representative capacity with respect to the criteria above, and include faculty, non-faculty staff, (including management, advisors, or administration) and students at the University.
- 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
- (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.
- (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 one year term.
- (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 an external Board member for a maximum of a two year term.
- (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 one year term.
- (vi) the remaining external members shall normally serve three-year terms, 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 one additional three-year term.
- (ii) The external Board member from the Alumni Association may be appointed for no more than one additional two year term.
- (iii) The external Board member from the Lakehead University Ogimaawin/Aboriginal Governance Council shall hold membership for one term but may be recommended by the O-AGC for no more than two additional one-year terms.

- (iv) The member recommended by LUSU shall hold membership for no more than two consecutive one-year terms.
 - (v) No other members, shall hold membership for more than nine years, plus any partial year at the commencement of their membership, but any such member shall again be eligible for re-election or re-appointment after a lapse of two years after the expiration of their eligible time period, but such re-election or re-appointment shall be for no more than three years.
- c. The term of a member who is serving as Chair, Past-Chair, or Vice-Chair 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 2nd day of March, 2012

and shall come into force immediately following the 2012 Annual Lakehead University Board of Governors Meeting.

SECRETARY

CHAIR