

Date: March 11, 2016

To: Members of the Board
Carleton University Board of Governors

Cc: Carleton University Community (posted on the Board of Governor's website)

From: Executive Committee of the Board of Governors

Re: Notice of Special Resolution to Approve Revised Bylaws

Dear Board Members,

The Governance Committee was tasked by the Board of Governors for the 2015/2016 year to review the Bylaws and Board Procedures of the University. While the current Bylaws and Procedures documents have served the University well, the pending changes to the Not-for-Profit legislation made it appropriate to conduct a comprehensive review.

I am pleased to advise that the Governance Committee has completed that review and is unanimously recommending that General Operating Bylaw No. 1 be presented for the approval of the Board of Governors at the next Board meeting with an effective date of July 1, 2016. Please find it enclosed along with the proposed special resolution to adopt it.

The Governance Committee, comprised of representatives from the across the Carleton community including students, staff, faculty, Senate, Alumni and community-at-large members, with assistance of the University Secretary, General Counsel and External Counsel, took into account:

- The existing *Carleton University Act*, the *Corporations Act*, and the pending new legislative framework set out by Ontario's *Not-for-Profit Corporations Act* (ONCA) in order to ensure Carleton's compliance with law as it currently stands and in the future;
- Best practices in governance and their corresponding bylaws and procedures of all other Ontario universities;
- Recognized best practices, including the requirements of Universities Canada; and
- Consideration of several submissions from various members and groups from the Carleton University community.

The results of this comprehensive review led to:

- A complete re-organization of the document for greater ease of use and reference;
- Greater clarity and comprehensiveness;
- The integration of essential components of the previously separate Bylaws and Board Procedures document into one comprehensive document;
- The creation of two appendices which address Open and Closed Meetings as well as new Rules of Procedures for the Board and its committees;
- Elimination of inconsistencies in wording and correction of references throughout; and
- Ensuring the Bylaws compliance with the existing legislative framework and the pending application of the ONCA.

At the same time, it is important to note that the proposed new Bylaws make no substantive changes to the composition of the Board, character or eligibility of individuals to serve. While the spirit and material substance of the Bylaws are effectively unchanged, we would draw your attention to the following:

Role of Members and Meetings of Members

- In response to existing and pending statutory corporate requirements, we clarified the role of Members of the Corporation and their corresponding responsibilities. As a result sections II and III were added to the Bylaws to address legal requirements regarding Members.

Student Governors no longer rotate and are selected by Student Bodies as whole

- Article 4.01 (c) and (d): all student representatives will now be selected by their respective student bodies (both graduate and undergraduate) and their selection will be conducted in an open and transparent process including a vote conducted by the University Secretary;
- Article 4.01 (c): Rather than the prior alternating numerical representation of student governors, the bylaws have fixed the number of seats at two for graduate student representatives and two for undergraduate students. This simplifies representation.

It is worth noting that, while no changes were made to Sections IX (Senate) and X (Faculty Boards), a review of these two sections is being conducted in conjunction with the Senate Governance Committee. It is anticipated that revisions to these sections may be presented to the Board for consideration at a later date.

Finally, we would like to thank the Governance Committee Members and the University Secretariat for their time, hard work and careful diligence throughout the long review which has led to the creation of new Bylaws that both the Governance and Executive committees recommend without hesitation.