

CARLETON UNIVERSITY

GENERAL OPERATING BY-LAW NO. 1

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A By-law relating generally to the conduct of the affairs of

CARLETON UNIVERSITY
(the “University”)

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CARLETON UNIVERSITY (the “University”)

WHEREAS the University was initially constituted as The Ottawa Association for the Advancement of Learning by Letters Patent issued on June 19th, 1943;

AND WHEREAS the University was thereafter constituted by *The Carleton University Act, 1952*, S.O. 1952, c.117 on the 19th day of April, 1952, which was subsequently amended by *The Carleton University Act, 1957*, S.O. 1957, c.130 and *The Carleton University Act, 1968*, S.O. 1968, c.48590;

AND WHEREAS sections 15 and 18 of *The Carleton University Act, 1952* empower the Board to make by-laws in respect of the University;

NOW THEREFORE BE IT ENACTED as a General Operating By-law of the University as follows:

SECTION I **INTERPRETATION, APPLICATION AND DEFINITIONS**

1.01 Defined Terms

In all By-laws and resolutions of the University, unless the context otherwise requires:

- (a) “Academic Staff” means all Teaching Staff together with all full-time employees of the University including holding the position of Librarian or Instructor;
- (b) “Act” means the *Carleton University Act, 1952*, S.O. 1952, c. 117, as amended from time to time;
- (c) “Administrative Staff” means all continuing and/or permanent employees of the University, other than Academic Staff;
- (d) “Alumni” means all persons who have received degrees, diplomas or certificates from the University and who are no longer registered as students;
- (e) “Alumni Association” means the Carleton University Alumni Association;
- (f) “Board” means the Board of Governors of the University, established pursuant to the Act;
- (g) “By-laws” means this by-law and all other by-laws of the University as amended from time to time and which are in force and effect;

- (h) “Chancellor” means the Chancellor of the University, appointed by the Board pursuant to section 7.01 of this By-law;
- (i) “*Code of Conduct*” means the duties and responsibilities of Governors as summarized in the document titled “*Board of Governors Code of Conduct*,” adopted by the Board and amended from time to time by Ordinary Resolution of the Board;
- (j) “Executive Officer” means the persons appointed by the University as Executive Officers pursuant to section 7.01;
- (k) “*ex officio*” means an individual who qualifies as a Governor because of the office they hold;
- (l) “Faculty Boards” means the faculty boards referred to in section X of this By-law;
- (m) “Governor” means a member of the Board, either serving *ex officio* or elected to serve as such pursuant to section IV of this By-law, who are directors for the purpose of corporate law;
- (n) “Member” means a member of the University for the purpose of corporate law and “Members” or “Membership” means the collective membership of the University;
- (o) “Officer” means an officer of the University, appointed or elected by the Board pursuant to section VII of this By-law;
- (p) “Operating Policies and General Procedures” means the operating policies and general procedures approved by the Board in accordance with section 1.03 of this By-law;
- (q) “Ordinary Resolution” means a motion or resolution passed by a majority of the votes cast by persons entitled to vote at the applicable meeting duly called for the purpose of considering the said motion or resolution, unless the Act or this By-law otherwise requires.
- (r) “President” means the President and Vice-Chancellor of the University, appointed by the Board pursuant to section 7.01 of this By-law;
- (s) “Senate” means the Senate of the University, established pursuant to the Act;
- (t) “Senator” means a member of Senate, either serving *ex officio*, appointed or elected to serve as such pursuant to section IX of this By-law;
- (u) “Special Resolution” means a motion or resolution passed by a majority of not less than two thirds (2/3) of the votes cast by persons entitled to vote at the applicable meeting duly called for the purpose of considering the said motion or resolution, unless the Act or this By-law otherwise requires;

- (v) “Student” means a member of the Board elected to serve as such pursuant to sections 4.01(c) and 4.01(d);
- (w) “Teaching Staff” means full-time employees of the University holding the academic rank of professor, associate professor, assistant professor, lecturer professor (teaching stream), associate professor (teaching stream), assistant professor (teaching stream) or lecturer (teaching stream), engaged in the work of teaching or research; and
- (x) “Secretary” means the University Secretary appointed by the Board from time to time.

1.02 Interpretation

In the interpretation of this By-law, unless the context otherwise requires, the following rules shall apply:

- (a) words importing the singular number only will include the plural and *vice versa* and words importing one gender shall be interpreted to include all genders;
- (b) the word “person” will include an individual, sole proprietorship, partnership, unincorporated association, body corporate, and a natural person;
- (c) the word “including” shall be interpreted to mean “including without limitation,” and shall not be interpreted as limiting any words which precede it by reference to the specific words which follow it;
- (d) if any of the provisions contained in the By-laws are inconsistent with those contained in the Act, the provisions contained in the Act, as the case may be, shall prevail; and
- (e) the insertion of headings in this By-law and the division of this By-law into sections and subsections are for convenience of reference only and shall not affect the interpretation of this By-law.

1.03 Operating Polices and General Procedures

The Board may adopt, amend, or repeal by resolution any such Operating Policies and/or General Procedures that are not inconsistent with the Act or the By-laws of the University including but not limited to such matters as terms of reference of committees, duties of Officers, duties of Governors and conflict of interest, as well as procedural and other requirements relating to the By-laws as the Board may deem appropriate from time to time. Any Operating Policies and General Procedures adopted by the Board will continue to have force and effect until amended, repealed, or replaced by a subsequent Ordinary Resolution of the Board, including any Operating Policies and General Procedures appended to these By-Laws.

SECTION II **MEMBERS**

2.01 Classes and Conditions of Membership

There shall be one (1) class of Members in the University. Membership in the University shall be available only to Governors, who shall automatically become Members of the University upon election as Governors.

2.02 Rights of Members

A Member of the University shall have the right to receive notice of, attend, speak and participate at all meetings of Members and the right to one (1) vote at all meetings of Members. The role of Members includes receiving the approved financial statements; appointing the auditors; and electing the Governors. Membership in the University is not transferable.

2.03 Termination of Membership

Membership in the University is terminated when:

- (a) the Member dies;
- (b) the Member ceases to be a Governor, either because the term as a Governor expires or the term ends otherwise in accordance with section 4.06;
- (c) the Member resigns by delivering a written resignation to the Secretary in which case such resignation shall be effective at the time the resignation is received by the University or at the time specified in the resignation, whichever is later; or
- (d) the University is liquidated or dissolved.

Subject to the Act, upon any termination of membership, the rights of the Member automatically cease to exist. Where a person is no longer a Member, then such person shall be deemed to have also automatically resigned as a Governor, an Officer and/or a committee member, as applicable, provided that the Board may, in its discretion, subsequently re-appoint such individual as an Officer or committee member if the Board deems it appropriate in the circumstances.

SECTION III **MEETINGS OF MEMBERS**

3.01 Place of Meetings

Meetings of Members shall be held at the campus of the University, but may be held at such other location within or outside Ontario as may be agreed to by all of the Members entitled to vote at the meeting.

3.02 Annual Meetings

The annual meeting for the purpose of consideration of the financial statements and the audit report thereon, election of Governors and appointment of the auditor shall be held on a day and at a place fixed by the Board provided that the annual meeting must be held not later than fifteen (15) months after holding the preceding annual meeting.

3.03 Special Meetings

The Chair may at any time call a special meeting of the Members. The Board shall call a special meeting on written requisition of the Members of the University who hold at least ten percent (10%) of votes that may be cast at a meeting for any purpose connected with the affairs of the University, within twenty-one (21) days from the date of the deposit of the requisition.

3.04 Special Business

All business transacted at a special meeting of Members and all business transacted at an annual meeting of Members, except consideration of the financial statements and the audit report, election of Governors and re-appointment of the incumbent auditor, is special business.

3.05 Notice of Meetings

Notice of the time and place of a meeting of Members shall be given to each Member entitled to receive notice of the meeting, each Governor, and the auditor, not less than twenty-one (21) and not more than fifty (50) days before any annual or special Members' meeting. Notice shall be given in accordance with the manner provided in section 11.01 of this By-law. Notice of any meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business and state the text of any Special Resolution or By-law to be submitted to the meeting.

3.06 Waiving Notice

A Member and any other person entitled to attend a meeting of Members may in any manner and at any time waive notice of a meeting of Members, and attendance of any such person at a meeting of Members is a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

3.07 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Governors, the Officers, the Executive Officers, the auditors of the University and others who are entitled or required under any provision of the Act or the By-laws to be present at the meeting. Any other person may be admitted only on invitation of the chair of the meeting or by Ordinary Resolution of the Members.

3.08 Participation by Telephone or Electronic Means

A Members meeting will usually be held in person and by teleconference but may be held by means of a telephonic, electronic or other communications facility, including video-conference that permits all participants to communicate with each other during the meeting. A Member participating in the meeting by teleconference or other such means shall be deemed to have been present at that meeting.

3.09 Chair of the Meeting

The Chair of the Board shall be the chair of the Members' meeting. If the Chair of the Board is absent or unable to act, then the Vice-Chair of the Board shall chair the Members' meeting. If the Chair of the Board and the Vice-Chair of the Board are absent or unable to act then the Members present shall appoint by Ordinary Resolution another Governor as chair.

3.10 Quorum

A quorum for the transaction of business at a Members' meeting is an ordinary majority of Members entitled to vote.

3.11 Votes to Govern

All Members shall be entitled to one (1) vote on each question put to the Members at any meeting of Members. Unless otherwise required by the provisions of this By-law, all questions proposed for consideration at a meeting of Members shall be determined by Ordinary Resolution of the votes cast. In the case of an equality of votes, the chair of the Members' meeting, in addition to their original vote, shall not be entitled to a second or casting vote and the motion shall be defeated.

3.12 Voting Procedure

At all meetings of Members, every question shall be decided by a show of hands and by oral vote for Members participating by teleconference, unless a poll on the question is required by the chair of the meeting or requested by any Member. Whenever a vote has been taken upon a question, a declaration by the chair that a resolution has been carried or lost by a particular majority is determinative and an entry to that effect in the minutes of the University is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion, except in such cases where a ballot is conducted. Notwithstanding the foregoing, any vote may be held entirely by means of a telephonic, an electronic or other communication facility, if the University makes available such a communication facility.

On any question proposed for consideration at a meeting of Members, the chair of the meeting may require a ballot or any Member entitled to vote on such question at the meeting may demand a ballot. A ballot so demanded shall be taken in such manner as the chair shall direct. A demand for a ballot may be withdrawn at any time prior to the

taking of the ballot. The result of the ballot so taken shall be the decision of the Members on the question.

SECTION IV **GOVERNORS**

4.01 Composition of Board

The Board shall consist of the following Governors, serving either *ex officio* or nominated by the constituencies set forth below:

- (a) the Chancellor, *ex officio*;
- (b) the President, *ex officio*;
- (c) two (2) graduate students, nominated following an election conducted by the Secretary, by the graduate students-at-large;
- (d) two (2) undergraduate students, nominated following an election conducted by the Secretary, by the undergraduate students-at-large;
- (e) two (2) members of the Administrative Staff, nominated following an election conducted by the Secretary, by the Administrative Staff;
- (f) two (2) members of the Senate who are also members of the Teaching Staff, nominated by the Senate;
- (g) two (2) members of the Academic Staff, nominated following an election conducted by the Secretary, by the Academic staff;
- (h) two (2) members of the Alumni, nominated by the Alumni Association;
- (i) eighteen (18) members from the community-at-large, nominated by the Nominating Committee of the Board.

4.02 Election or Appointment of Governors

- (a) The Board shall establish a committee responsible for implementing the Board Nominating Policy, the details of which shall be set forth by resolution or in Operating Policy or General Procedure.
- (b) This committee shall solicit names of potential Governors from other members of the Board, from the University community and from the community at large.
- (c) The Governors, other than the President and the Chancellor, shall be elected by the Members by Ordinary Resolution at an annual meeting of Members at which an election of Governors is required.
- (d) Every election of Governors shall be carried out with reference to the report of the committee and shall be in conformity with the requirements as to Board composition set forth in section 4.01.
- (e) The President and Chancellor shall automatically become Governors upon their appointment by the Board in accordance with section 7.01.

4.03 Qualifications/Eligibility Criteria of Governors

- (a) Each Governor shall be an individual who is not less than eighteen (18) years of age. No person who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property, who has been found to be incapable by any court in Canada or elsewhere, or who has the status of bankrupt shall be a Governor.
- (b) Each Governor is required to abide by the *Code of Conduct*. Governors must sign the *Code of Conduct* on an annual basis to remain a Governor.
- (c) Each of the undergraduate and graduate students to be elected pursuant to sections 4.01 (c) and (d) of this By-law shall be a person who, in each of the fall and winter academic terms immediately preceding their election, was registered at the University as a student in at least the equivalent of one full credit course and have completed at least 4.0 credits successfully prior to their term of office. Such Governors shall cease to hold office if they fail to be registered as a student at the University in at least the equivalent of one full credit course in each of the fall and winter terms of their term of office. Students must be in good academic standing and non-academic conduct standing in accordance with section 11.07 to be eligible to be elected to and serve on the Board. The academic status of the student will be assessed at the start of each academic term during their term of office using the regulations for Academic Performance Evaluation for the student's program.

4.04 Terms of Office

- (a) Governors (other than *ex officio* Governors) shall be elected by the Members to serve the following terms:
 - (i) Student Governors nominated pursuant to sections 4.01(c) and (d) of this By-law shall serve one (1) year terms.
 - (ii) Academic Staff, Administrative Staff, Senate representatives who are members of the Teaching Staff, and community-at-large Governors nominated pursuant to sections 4.01(e), (f), (g), and (h) of this By-law shall serve three (3) year terms.
 - (iii) Alumni Governors nominated pursuant to section 4.01(i) of this By-law shall serve two (2) year terms.
- (b) Notwithstanding the foregoing, the term of any person as a Governor may be extended for a maximum of one (1) year to coincide with the completion of such person's term of office as Chair or Vice-Chair.
- (c) As much as possible, Governors shall be elected and shall retire in rotation.
- (d) The term of office of Governors shall begin on the first day of the month immediately following the meeting at which the election is held pursuant to section 4.02(b) of this By-law, and shall end on the 30th day of June in the first,

second, or third year of their term, as appropriate, based on the provisions of section 4.04(a) of this By-law.

- (e) If Governors are not elected at a meeting of Members, the incumbent Governors shall continue in office until their successors are elected, provided that a Governor may not serve for a term longer than four (4) years.

4.05 Renewal Terms/Term Limits

- (a) Subject only to sections 7.03(b) and 8.02 of this By-law, Governors elected pursuant to section 4.04(a) of this By-law shall be eligible for re-election for a maximum of one (1) additional term, provided that a Governor first elected to finish a term pursuant to section 4.08 of this By-law shall be eligible for re-election for two (2) additional terms.
- (b) Notwithstanding section 4.05(a) of this By-law, any Governor who has not held the office of Governor at any time during the preceding twelve (12) months shall be eligible for re-election.
- (c) A Governor previously removed as a Governor in accordance with section 4.07 shall be ineligible to be elected or re-elected as a Governor for the next three terms.
- (d) Governors may serve on the Board for a maximum continuous period of nine (9) years, not including years served as Board Chair or Past Chair.

4.06 Resignation and Termination

The office of a Governor shall automatically be vacated immediately:

- (a) if the Governor dies;
- (b) if the Governor resigns office by written notice to the Secretary, which resignation shall be effective at the time it is received by the Secretary or at the time specified in the notice, whichever is later;
- (c) if the Governor no longer fulfils all of the qualifications to be a Governor set out in section 4.03, as determined in the sole discretion of the Board; or
- (d) if the Governor is removed in accordance with section 4.07.

Where a person is no longer a Governor, then such person shall be deemed to have also automatically resigned as a Member, an Officer and/or a committee member, as applicable, provided that the Board may in its discretion subsequently re-appoint such individual as an Officer or committee member if the Board deems it appropriate in the circumstances.

4.07 Removal of Governors

The Members of the University may remove any Governor of the University for any one or more of the following grounds:

- (a) violating any provision of the Act, By-laws, Operating Policies or General Procedures of the University;
- (b) failing to abide by the *Code of Conduct*; and/or
- (c) for any other reason that the Members in their discretion consider to be reasonable, having regard to the purposes of the University.

In the event that the Board determines by Ordinary Resolution that a Governor should be removed, the process shall be done in good faith and in a fair and reasonable manner. The Board shall provide at least fifteen (15) days' notice of proposed removal to the Governor and shall provide reasons therefor. The Governor may speak to the proposed removal at the Board meeting in which the proposed removal is considered. Following the meeting proposing the removal of the Governor, the Governor may make further written submissions to the Board within ten (10) days of the Ordinary Resolution. In the event that no written submissions are received by the Board, the Governor shall be deemed to have resigned as a Governor and the office of that Governor shall automatically be deemed to be vacant as of the expiration of the twenty (20) day period. Where written submissions are received, the Chair shall call a special meeting of the Members notifying the Members of the proposal to remove the Governor, the reasons therefore, and attaching the written submissions of the Governor being considered for removal.

4.08 Vacancy and Filling of Vacancies

A vacancy on the Board shall be filled as follows:

- (a) a quorum of Governors may fill a vacancy among the Governors;
- (b) if there is not a quorum of Governors or there has been a failure to elect the minimum number of Governors set out in the Act, the Governors then in office shall call a special meeting of the Members to fill the vacancy and, if they fail to call such a meeting or if there are no Governors then in office, the meeting may be called by any Member.

A Governor appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

SECTION V **POWERS, RESPONSIBILITIES AND ROLES**

5.01 Powers of Board

Subject to the Act, the Board shall manage or supervise the management of the activities and affairs of the University. Notwithstanding any vacancies on the Board, the Board may exercise its powers so long as there are at least twelve (12) Governors on the Board.

5.02 Conflict of Interest and Confidentiality

Governors shall respect and comply with their confidentiality and conflict of interest obligations in accordance with the *Code of Conduct*. Failure of a Governor to comply shall result in removal from the Board in accordance with section 4.07.

5.03 Remuneration of Governors

Governors shall serve without remuneration, and no Governor shall directly or indirectly receive any profit from their position as such, provided that a Governor may be reimbursed for reasonable approved expenses incurred in performing their duties.

5.04 Protection and Indemnity to Governors, Officers and Others

(a) Indemnity to Governors, Officers and Others

Every Governor, Officer, Member, committee member, employee and volunteer of the University, and their heirs, executors and administrators, and estate and effects, respectively, who has undertaken or is about to undertake any liability on behalf of the University, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the University from and against the following:

- (i) all costs, charges and expenses whatsoever that such Governor, Officer, Member, committee member, employee and volunteer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the Governor, Officer, Member, committee member, employee and volunteer for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them, in or about the execution of the duties of their office or in respect of any such liability; and
- (ii) all other costs, charges and expenses that the Governor, Officer, Member, committee member, employee and volunteer sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges and expenses as are occasioned by their own wilful neglect or default.

(b) Indemnity to Others

The University may also indemnify such other persons in such other circumstances as the law permits or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provision of this By-law to the extent permitted by the law.

(c) Limitation

The University shall not indemnify an individual under section 5.05(a) unless,

- (i) the individual acted honestly and in good faith with a view to the best interests of the University; and
- (ii) if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

5.05 Insurance

The University shall purchase and maintain insurance for the benefit of any person entitled to be indemnified by the University pursuant to the immediately preceding section, provided that due consideration is first given to the requirements under the *Charities Accounting Act* (Ontario) and any other legal requirements for the purchase of directors and officers liability insurance.

SECTION VI **MEETINGS OF THE BOARD OF GOVERNORS**

6.01 Calling of Meetings/Regular Meetings

- (a) Meetings of the Governors may, subject to section 6.02, be called by the Chair of the Board at any time.
- (b) Any nine (9) Governors may request, in writing, a meeting of the Board. The Board shall hold such a meeting within fifteen (15) working days or as soon thereafter as practicable following receipt of the request, in writing, by the Secretary.
- (c) The Board shall normally meet five times in each year between the first day of July and the 30th day of June, as the Board shall arrange. The Board may fix the place and time of regular Board meetings and send notice of the scheduled meetings to each Governor, and no other notice shall be required for any such meetings.
- (d) A record of the proceedings of all meetings of the Board shall be kept by the Secretary and the minutes of every such meeting shall be submitted at the next meeting of the Board. After adoption by the Board, the minutes shall be open to inspection by any Governor at any time during regular office hours of the Secretary.
- (e) Meetings of the Board shall be held at the campus of the University, or by e-mail, teleconference, electronic or other means that comply with sections 6.05 and 6.13, but may be held at such other location within or outside Canada as may be determined from time to time by Executive Committee of the Board.

6.02 Notice of Meeting

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in section 11.01 of this By-law to every Governor of the University not less than five (5) business days before the time when the meeting is to be held. A Board of Governors meeting may be held without notice immediately before or following the annual meeting of Members. In computing the date when notice must be given pursuant to this section, the date of giving the notice shall be excluded and the date of the meeting of which notice is given shall be included.

6.03 Waiver of Notice

Notwithstanding the provisions of section 6.02 of this By-law, a meeting of the Board may take place without the requisite notice having been provided to Governors if:

- (a) all Governors are present, and none objects to the holding of the meeting;
- (b) either before or after the meeting, those absent from the meeting signify in writing or by electronic means their consent to the meeting being held in their absence; or
- (c) an exceptional circumstance requires the immediate attention of the Board, the determination of which shall be a matter in the sole discretion of the Chair of the Board, or in the absence of the Chair of the Board, the Vice-Chair of the Board.

6.04 Persons Entitled to be Present

The only persons entitled to attend a meeting of the Board are the Governors, the Officers, the Executive Officers, the auditors of the University and others who are entitled or required under any provision of the Act or the By-laws to be present at the meeting. Any other person may be admitted subject to space constraints in the meeting room. Any person wishing to attend the open session of the Board meeting is required to contact the Secretary prior to the meeting. All persons attending the meeting shall not interfere with the ability of the Board to conduct meetings without disruption or intimidation.

6.05 Participation at Meeting by Electronic Means

A Board meeting will usually be held in person and may be conducted by means of a telephonic, electronic, or other communications facility, including video-conference provided that:

- (a) All of the Governors consent.
- (b) Advance notice of the specific communications facility and the necessary technical procedures shall be provided to Governors.
- (c) Each Governor has access to the specific means of communication to be used.
- (d) Participation in the meeting constitutes presence at the meeting for the purpose of determining quorum. Quorum shall be established at the beginning of the meeting.

- (e)Governors must be able to hear the comments of and speak to all those present at the meeting, and all those present at the meeting must be able to hear the comments of and speak to Governors contemporaneously.
- (f) A general vote may be called for by the Chair on motions. The Chair will ask Board members to vote on motions as follows: any opposed, any abstentions, and all those in favour. On any matter a Governor may ask for a vote by roll call or by secret ballot.

6.06 Open and Closed Session

Board of Governors meeting shall be divided into an open and closed session as required. The Minutes and supporting material provided for the open session of meetings of the Board shall be posted on the Board's website. Closed sessions of the Board and Committee meetings are held *in camera* and the discussion and material shall be kept in confidence as required by section 6.07. General guidelines regarding the matters to be considered in closed sessions of the Board and Committees are at Appendix A.

6.07 Confidentiality of Materials and Discussion

Information and documents issued to the Board and its Committees, the discussion at Committee meetings, and anything tabled or discussed during the closed session of a Board meeting is confidential until it is either discussed at or distributed to the Board for the open session of a Board meeting, or is released by the University. Compliance with this practice is a condition of membership on the Board as required by the *Code of Conduct*.

6.08 Agenda and Consent Agenda

The agenda for the meeting shall be prepared by the Secretary and approved by the Executive Committee as required. The business of a meeting shall be confined to the agenda as approved by the Board at the beginning of the open and closed sessions and no new matter shall be dealt with unless a majority of members present approve the introduction of such new matter.

6.09 Chair of Meetings

The chair of all Board meetings shall be the Chair of the Board. If the Chair of the Board is absent or unable to act, then the Vice-Chair of the Board shall be the chair. If the Chair of the Board and the Vice-Chair of the Board are absent or unable to act, then a Governor appointed by the Board by Ordinary Resolution shall be the chair.

6.10 Conduct of Meetings and Decorum

The Chair shall preserve order and decorum at all meetings of the Board. Any Governor or person admitted to a meeting of the Board who, in the opinion of the Chair, misconducts himself or herself must withdraw from the meeting at the order of the chair; provided that, for greater certainty, such order shall be considered to be a ruling

by the chair on a point of order and may be challenged in the manner contemplated by the Rules of Procedure. In the event that such a person refuses to withdraw, the chair has the power to declare a short recess or to adjourn the meeting and may declare that the continuation of the recessed or adjourned meeting shall be *in camera*.

6.11 Quorum

Subject to the Act, nine (9) Governors constitutes a quorum at any meeting of the Board. For the purpose of determining quorum, a Governor may be present in person, telephonic, electronic, or other communications facility, including video-conference.

6.12 Votes to Govern

Each Governor may exercise one (1) vote. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to his original vote shall not be entitled to a second or casting vote and the motion shall be defeated. Proxies are not permitted at any meeting of the Board or any of its Committees.

6.13 Voting Procedures

At all meetings of the Board, a general vote may be called for by the Chair on motions. The Chair will ask Board members to vote on motions as follows: any opposed, any abstentions, and all those in favour. On any matter a Governor may ask for a vote by roll call or by secret ballot. A declaration by the chair that a resolution has been carried and an entry to that effect in the minutes of the Board is conclusive evidence of the fact without proof of the number of proportionate votes recorded in favour or against the resolution.

6.14 Rules of Order

Any questions of procedures at or for any meetings of the Governors, which have not been provided for in this By-law, the Rules of Procedure, or by the Act, shall be determined by the chair. The Rules of Procedure are found in Appendix B.

SECTION VII **OFFICERS**

7.01 Appointment and Election

The Board may designate the offices of the University, appoint Officers, specify their duties and, subject to the Act, delegate to such Officers the power to manage the affairs of the University. A Governor may be appointed or elected to any office of the University. An Officer may, but need not be, a Governor unless the Act or this By-law otherwise provides. Two or more offices may be held by the same person.

7.02 Description of Offices

Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the University, if designated and if Officers are appointed or elected thereto, shall have the following duties and powers associated therewith, as well as such other duties and powers as the Board may specify from time to time.

- (a) **Chancellor** - The Chancellor shall be a Governor *ex officio*. The Chancellor shall be the titular head of the University and shall confer all degrees. In the event of a vacancy in the Office of the Chancellor, or in the absence or incapacity of the Chancellor, and absent any action by the Board in respect thereof, the President and Vice-Chancellor shall be acting Chancellor.
- (b) **President and Vice-Chancellor** – The President shall be a Governor *ex officio*. The President shall be the chief executive officer of the University and, subject to the direction of the Board, shall have supervision over and direction of the academic work and general administration of the University. The Board hereby delegates to the President the power to manage and direct the business and affairs of the University and to employ and to dismiss employees of the University, except the Chancellor. The President shall not be required to give the Board particulars of the exercise of such authority in respect of employment matters for approval or otherwise. The President may at any time and from time to time delegate in whole or in part the authority delegated to the President by the Board pursuant to this subsection.

Except as may otherwise be provided by By-law or law, the President has full authority to hear and determine all complaints, petitions or appeals relating to the terms and conditions of employment of those employees of the University whom the President has authority to employ and dismiss, and there shall be no appeal from the decisions of the President in these respects.

In the event of a vacancy in the Office of the President, or in the absence or incapacity of the President, and absent any action by the Board in respect thereof, the Provost and Vice-President (Academic) *ex officio* shall be acting President.

- (c) **Chair of the Board** – The Chair of the Board shall be a Governor. The Chair of the Board shall, when present, preside at all meetings of the Board and of the Members. The Chair shall be the spokesperson for the Board and shall be the only individual entitled to speak on behalf of the Board unless otherwise determined by Ordinary Resolution of the Board.
- (d) **Vice-Chair of the Board** – The Vice-Chair of the Board shall be a Governor. The Vice-Chair of the Board shall chair meetings of the Board in the absence of the Chair of the Board.

- (e) **Past-Chair of the Board** – The Past-Chair of the Board shall be a Governor. The Past-Chair of the Board shall generally be the immediate past Chair of the Board of the University and may serve until the end of the Chair’s term.

The duties of all other Officers of the University shall be such as the terms of their engagement call for or the Board or the Chair requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any Officer.

7.03 Term of Office

- (a) Officers, except the Chancellor and the President, shall hold their position for a period of one (1) year, or, in those cases where an Officer is appointed by the Board to fill a vacancy during the year, until the next annual general meeting.
- (b) The Chair and Vice-Chair of the Board may be elected to such positions for not more than three (3) consecutive one (1) year terms, and for that purpose, and so long as they remain in such positions, shall not be subject to the limitations imposed on the renewal terms of Governors pursuant to sections 4.05 (a), (b) and (c) of this By-law.
- (c) The Chancellor shall be appointed by the Board for an initial term of three (3) years, and may be re-appointed by the Board for not more than two (2) additional three (3) year terms.
- (d) In special circumstances as may be determined by the Board, the Board may extend the final term of the Chancellor or the Chair for a further period of not more than one (1) year.
- (e) The President shall be appointed by the Board for such term and on such terms and conditions as the Board may determine.

7.04 Vacancy in Office

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Officer of the University. Unless so removed, an Officer shall hold office until the earlier of:

- (a) the Officer’s successor being appointed;
- (b) the Officer’s resignation;
- (c) such Officer ceasing to be a Director (if a necessary qualification of this appointment); or
- (d) such Officer’s death.

If the office of any Officer of the University shall be or become vacant, the Board may appoint a person to fill such vacancy.

7.05 Signing and Executive Officers

At its first meeting following the first day of June, the Board shall appoint the chair of the Finance Committee established pursuant to section 8.02 of this By-law, and nine (9) other persons as signing Officers.

SECTION VIII **EXECUTIVE AND OTHER COMMITTEES OF THE BOARD**

8.01 Executive Committee and Powers

- (a) The Executive Committee of the Board shall consist of the President, the Chair of the Board, the Vice-Chair of the Board, the Past-Chair of the Board, either the chair and/or the vice-chair of each of the committees of the Board appointed pursuant to section 8.02(b) of this By-law, and such other persons as the Board may from time to time appoint.
- (b) A quorum for meetings of the Executive Committee of the Board shall consist of one-half the number of members of the Executive Committee plus one, present in person, by means of a telephonic, electronic, or other communications facility, including video conference, at least one of whom must be the President, the Chair of the Board or the Vice-Chair of the Board.
- (c) Notwithstanding the provisions of section 8.01(b) of this By-law, the Executive Committee of the Board shall have power at any time between meetings of the Board to exercise any or all of the powers of the Board including but not limited to all powers provided to the Board pursuant to this By-law except the following:
 - (i) submit to the members any question or matter requiring the approval of the members;
 - (ii) fill a vacancy among the directors or in the position of auditor;
 - (iii) appoint additional directors;
 - (iv) issue debt obligations except as authorized by the Governors;
 - (v) approve any financial statements;
 - (vi) adopt, amend or repeal by-laws;
 - (vii) establish contributions to be made, or dues to be paid, by members.
- (d) The Executive Committee has the authority to approve mandates and settlements in respect of labour negotiations, recommendations related to compensation and terms and conditions of work of non-unionized employees, compensation arrangements of senior executives, and to appoint Board members to committees.

8.02 Standing and Establishing of Other Committees of the Board

- (a) There shall be Standing Committees of the Board and such other ad hoc committees of the Board as the Board shall from time to time appoint, both in

keeping with the overall fiduciary responsibility of the Board and so as to better accomplish the objectives and functions of the Board, including without limitation the oversight of the audit and finance functions of the Board.

- (b) At the first meeting following the first day of June, the Executive Committee shall appoint the members of each of the committees referred to in section 8.02(a) of this By-law. Members of the committees so appointed shall assume their responsibilities as such effective the first day of July next following the meeting at which their appointment is made, and shall continue for a period of one year.
- (c) The committees of the Board established pursuant to section 8.02(a) of this By-law shall have power to deal with such matters as may be referred to them by the Board from time to time, so long as such is consistent with the provisions of the Act and this By-law.
- (d) The committees of the Board established pursuant to section 8.02(a) of this By-law shall report on committee activities at each meeting of the Board, and shall table for Board information minutes of committee deliberations following the approval of those minutes by the relevant committee.
- (e) A quorum for committee meetings of the Board shall consist of one-half the number of members of the committee plus one, present in person, by means of a telephonic, electronic, or other communications facility, including video-conference, at least one of whom must be the chair or vice-chair of the committee.
- (f) The chair and vice-chair of any of the standing committees of the Board established pursuant to this subsection this By-law, may be elected to such positions for not more than two (2) consecutive one (1) year terms, and for that purpose, and so long as they remain in such positions, shall not be subject to the limitations imposed on the renewal terms of Governors pursuant to section 4.05(a) of this By-law.
- (g) In special circumstances as may be determined by the Board, the Board may extend the final term of the chair and vice-chair of any of the standing committees of the Board for a further period of not more than one (1) year.
- (h) Meetings of committees shall be closed and follow the Rules of Procedure.

SECTION IX **SENATE**

9.01 Senate Membership

The Senate shall consist of the following individuals as Senators, serving either *ex officio* or nominated or elected by the constituencies set forth below:

- (a) the Chancellor, *ex officio*;

- (b) the President and Vice-Chancellor, *ex officio*;
- (c) the Provost and Vice-President (Academic), *ex officio*;
- (d) the Vice-President (Finance and Administration), *ex officio*;
- (e) the Vice-President (Research and International), *ex officio*;
- (f) the Vice-President (Students and Enrolment) and University Registrar, *ex officio*;
- (g) the Vice-Provost and Associate Vice-President (Academic), *ex officio*;
- (h) the Dean of Arts and Social Sciences, *ex officio*;
- (i) the Dean of Public and Global Affairs, *ex officio*;
- (j) the Dean of the Sprott School of Business, *ex officio*;
- (k) the Dean of Science, *ex officio*;
- (l) the Dean of Engineering and Design, *ex officio*;
- (m) the Director of the Azrieli School of Architecture and Urbanism, *ex officio*;
- (n) the Director of the School of Computer Science, *ex officio*;
- (o) the Director of the School of Industrial Design, *ex officio*;
- (p) the Director of the School of Information Technology, *ex officio*;
- (q) the University Librarian, *ex officio*;
- (r) the President of the Carleton University Students' Association, *ex officio*;
- (s) the President of the Graduate Students' Association, *ex officio*;
- (t) the President of the Carleton Academic Student Government, *ex officio*;
- (u) the Vice-President (Academic) of the Graduate Students' Association, *ex officio*;
- (v) the Clerk of Senate,
- (w) One (1) member of the Teaching Staff, elected by Senate, to serve as the Academic Colleague at the Council of Ontario Universities,
- (x) two (2) members of the Board, appointed by the Board;
- (y) ten (10) students who are registered in an undergraduate program and three (3) students who are registered in a graduate program;
- (z) forty-one (41) members of the Teaching Staff, elected by their respective Faculty Boards identified in subsections 10.01 and 10.02 of this By-law; and
- (aa) two (2) members of the Teaching Staff, elected by and from members of CUPE 4600 Unit 2 (Contract Instructors);
- (bb) one (1) member of the Alumni Association, elected to Senate upon the recommendation of the Alumni Association.

9.02 Senate Terms of Office

- (a) Senators (other than *ex officio* Senators) shall be appointed or elected to Senate to serve the following terms:
 - (i) Senators appointed or elected pursuant to sections 9.01(x) through 9.01(y)(both inclusive) of this By-law shall serve one (1) year terms.
 - (ii) Senators appointed or elected pursuant to subsections 9.01(z) through 9.01(bb) of this By-law shall serve three (3) year terms.
- (b) Senate has the power to fill any vacancy on Senate for the unexpired term of the Senator to be replaced, and appointments made or elections held for this purpose shall be held by Senate at such time or times as it may decide.

- (c) The terms of office of Senators shall begin on July 1 immediately following their election, except for Contract Instructors, whose term of service begins October 1 and *ex-officio* Student Associations positions at s. 9.01 whose terms of service shall begin on the earlier of May 1st or as soon as possible thereafter following the completion of the applicable student associations' election processes. The terms of office shall end in the first or third year of their term, as appropriate, based on the provisions of section 9.02(a) of this By-law.

9.03 Senate Renewal Terms

So long as Senators continue to meet the eligibility requirements to serve as Senators, they shall be entitled to offer to serve an unlimited number of renewal terms, and may do so upon being appointed or elected by the appropriate constituency.

9.04 Senate Deemed Retirement

Senators referred to in sections 9.01(y) and 9.01(bb) of this By-law who, without prior notification to the Clerk of Senate and not being prevented by circumstances beyond their control in each instance, fail to attend at least one-third (1/3) of the meetings of Senate in any year from the first day of July to the 30th day of June next following shall be deemed to have retired from the Senate at the end of that year, and an entry of such retirement in the minutes of the proceedings of Senate shall be sufficient evidence thereof.

9.05 Senators Elected by Faculty Boards

- (a) Senators elected pursuant to section 9.01(z) of this By-law shall be elected by their respective Faculty Boards in such proportions as may from time to time be determined by Senate.
- (b) In making the determination required by section 9.05(a) of this By-law, Senate shall follow the principle that the proportionate numbers of Senators to be elected from each Faculty Board shall reflect as nearly as possible the relative size of the constituency in each Faculty Board, so long as each of the Faculty Boards shall be entitled to elect at least one Senator pursuant to section 9.01(z).
- (c) In determining the relative size of the constituency in each Faculty Board for the purpose of section 9.05(b) of this By-law, the Senate shall not count the members of the Faculty Board referred to in sections 10.01(c), (d), and (e) and 10.02(c), (d), and (e) of this By-law.

9.06 Senate Elections – General

Senate may pass such electoral regulations from time to time as it may consider appropriate, prescribing procedures respecting nominating candidates for Senate, the qualifications of voters and candidates, the conduct of elections, the determination of any dispute or questions of qualification, eligibility and constituency of voters and candidates and the validity of ballots or votes.

SECTION X
FACULTY BOARDS

10.01 Composition of Faculty Boards

Each of the Faculty Boards of the Faculty of Arts and Social Sciences, the Faculty of Public and Global Affairs, the Sprott School of Business, the Faculty of Science and the Faculty of Engineering and Design shall consist of the following:

- (a) the Dean of the Faculty, *ex officio*;
- (b) all members of the Teaching Staff, *ex officio*, holding an appointment in a department or school within the Faculty;
- (c) all students, *ex officio*, holding elected or appointed memberships of departmental boards or school councils within the Faculty;
- (d) such other members of the Teaching Staff holding appointments outside the Faculty, as may be appointed to and by the Faculty Board from time to time; and
- (e) such other students, being members of another Faculty Board, as may be appointed to and by the Faculty Board from time to time.

10.02 Composition of Faculty Boards for Schools

Each of the Faculty Boards of the Azrieli School of Architecture and Urbanism, the School of Computer Science, the School of Industrial Design and the School of Information Technology shall consist of the following:

- (a) the Director of the School, *ex officio*;
- (b) all members of the Teaching Staff, *ex officio*, holding an appointment within the School;
- (c) those students elected to the Faculty Board in accordance with such regulations as may be passed by the Faculty Board from time to time and approved by Senate;
- (d) such other members of the Teaching Staff holding appointments outside the School, as may be appointed to and by the Faculty Board from time to time; and
- (e) such other students, being members of another Faculty Board, as may be appointed to and by the Faculty Board from time to time.

SECTION XI
NOTICES

11.01 Method of Giving Notices

Any notice required to be sent to any Member or Governor or to the auditor shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Governor at their latest address as shown in the records of the University and to the auditor at its business address, or if no address be given then to the last address of such Member or Governor known to the Secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

11.02 Computation of Time

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period. Days that fall on the weekend and holidays shall be counted unless the period provided is two (2) days or less.

11.03 Omissions and Errors

No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting or other corporate matters.

11.04 Borrowing

Subject to the limitations set out in the Act and this By-law, the Board may:

- (a) borrow money on the credit of the University;
- (b) issue, sell or pledge securities of the University; or
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the University including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed or other debt or any other obligation or liability of the University.

11.05 Execution of Documents and Signing Officers

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the University may be signed by any two of its Officers, Executive Officers, or Governors. The authority of the persons appointed as signing Officers shall commence following the meeting at which their appointment is made, and shall continue for a period of two (2) years, or until their term of Governor is completed, whichever comes first. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Governor, Officer, or Executive Officer may certify a copy of any instrument, resolution, by-law or other document of the University to be a true copy thereof.

11.06 Appointment Powers

In addition to the powers of appointment referred to in section 7.01 of this By-law, the Board shall have the power to appoint and dismiss each of the Vice-Presidents on such terms and conditions as the Board may from time to time determine.

11.07 Student Non-Academic Misconduct

Pursuant to section 22(g) of the Act, the Board shall retain the authority to establish policy concerning student non-academic misconduct.

11.08 Academic Governance, Policy and Procedures

- (a) Subject to the provisions of section 22 of the Act, details on the academic governance of the University shall be as agreed from time to time between the Board and the Senate.
- (b) Subject to the provisions of section 22 of the Act, the Senate is authorized to establish academic policy and procedures and to determine the final outcome in all cases of:
 - (i) academic appeals and petitions from students on academic matter; and.
 - (ii) breaches of codes related to academic integrity and misconduct, as such may be developed and adopted by Senate from time to time.

11.09 Head Office

The head office of the University shall be situated in the City of Ottawa, in the Province of Ontario.

11.10 Fiscal Year

Unless otherwise changed by resolution of the Board, the financial year end of the University shall be the 30th day of April in each year.

11.11 Corporate Seal

The University may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the Secretary shall be the custodian of the corporate seal.

11.12 Auditors

The Members shall, by Ordinary Resolution at each annual meeting, appoint an auditor to hold office until the next following annual meeting and conduct an audit in accordance with the Act. The Governors may fill any casual vacancy in the office of the auditor to hold office until the next following annual meeting. The remuneration of the auditor shall be approved by the Board.

11.13 Presentation of Annual Financial Statements to Members

The University shall send copies of the financial statements to all Members who have informed the University that they wish to receive a copy of those documents not less than twenty-one (21) days before each annual meeting of the Members.

SECTION XII
ENACTMENT, AMENDMENT OR REPEAL OF BY-LAWS

12.01 Amendment of By-laws

The By-laws of the University may be repealed or amended by By-law and enacted by a Special Resolution of the Board at a meeting called for that purpose. Except as otherwise provided, a By-law or an amendment to a By-law passed by the Board has full force and effect from the time the motion is passed or from such future time as may be specified in the motion.

12.02 By-laws Unenforceable/Severable

If any part of this By-law shall be held to be invalid or unenforceable, the remainder of this Bylaw shall be interpreted as if such part had not been included.

12.03 Repealed By-Laws and Coming into Force

All By-laws of the University, other than borrowing by-laws, are hereby repealed and the foregoing substituted therefore. This By-law is effective upon the approval of the By-law by Special Resolution of the Board.

Approvals and Revisions for General Operating By-law No. 1:

- *Document created February 2016*
- *Approved by Special Resolution of the Board at the 595th Meeting, March 21st, 2016*
- *Revision to s.4.03(b) by Special Resolution of the Board at the 606th Meeting, January 9th, 2018*
- *Revision to s.9.01 – 9.06 & s.10.01 – 10.03 by Special Resolution of the Board at the 614th Meeting, March 28, 2019*
- *Revision to s. 1.01, s.9.01, s.9.02, s. 10.01 and removal of s. 10.03 by Special Resolution of the Board at the 642nd Meeting, June 6, 2024*

APPENDIX A

General Guidelines for Board of Governors Meetings

1.0 Open and Closed Sessions:

- a) Each Board meeting may be divided into an open session, a closed session and an in-camera session. Open sessions of the Board shall be open to the public except.
- b) Matters ordinarily discussed in closed sessions of meetings of the Board include:
 - Matters involving the personal information of individuals, including personnel matters.
 - Matters relating to:
 - i. Proceedings or anticipated proceedings before a court, tribunal or other entity relating to labour relations or to the employment of a person by the University;
 - ii. Negotiations or anticipated negotiations between the University and a person, bargaining agent or party to a proceeding or an anticipated proceeding, relating to labour relations or to the employment of a person by the University, including without limitation collective bargaining, grievances and arbitrations; and
 - iii. Any meetings, consultations, discussions or communications about labour relations or employment-related matters in which the University has an interest.
 - Matters relating to negotiations and positions to be taken in negotiations with a government, and generally university-government relations when the release of such information would prejudice the conduct of relations with any level of government by the University.
 - Matters relating to or involving the creation of records that reveal or could reasonably be expected to reveal trade secrets or scientific, technical, commercial, financial or labour relations information, supplied in confidence to the University implicitly or explicitly, where the disclosure of such matters or records could reasonably be expected to:
 - i. Prejudice significantly the competitive position or interfere significantly with the contractual or other negotiations of a person, group of persons, or organization;
 - ii. Result in similar information no longer being supplied to the University where it is in the public interest that similar information continue to be so supplied;
 - iii. Result in undue loss or gain to any person, group, committee or financial institution or agency; or (iv) Reveal information supplied to or the report of a conciliation officer, mediator, labour relations officer or other person appointed to resolve a labour relations dispute.

- Matters relating to or involving the creation of records that reveal or could reasonably be expected to reveal:
 - i. Information obtained through actual or proposed research by an employee of the University where that information is not available to the public;
 - ii. Information the disclosure of which could reasonably be expected to prejudice the economic interests of the University or the competitive position of the University, including without limitation information related to financial campaigns and related strategies;
 - iii. Information the disclosure of which could reasonably be expected to reveal positions, plans, procedures, criteria or instructions to be applied to any negotiations carried on or to be carried on by or on behalf of the University;
 - iv. Information relating to plans concerning the management of personnel or the administration of the University that have not yet been put into operation or made public; and
 - v. Information including the proposed plans, policies or projects of the University where the disclosure of that information could reasonably be expected to result in premature disclosure of a pending policy decision or undue financial benefit or loss to a person.
- Matters relating to any question on which the principles of solicitor/client privilege are engaged.
- Matters where disclosure of records related to those matters could reasonably be expected to interfere with a law enforcement matter or an ongoing investigation into an alleged wrong-doing (all whether within or outside the University), or a disciplinary proceeding or conflict resolution process of any kind within the University.
- Matters relating to or involving the creation of records that disclose or could reasonably be expected to disclose information that could be expected to threaten seriously the safety or health of an individual.

2.0 Confidentiality & Notice of Meetings

- a) Members of the Board must maintain the confidentiality of all closed session discussions, as well as materials, reports, data and other documentation submitted to the Governor in confidence. Material provided for discussion at Open session is not subject to obligation. The duty of confidentiality continues beyond the conclusion of a member's term on the Board.
- b) Meetings of the standing committees of the Board of Governors will be held in Closed session. Unless stipulated otherwise in a committee's terms of reference, any member of the Board may seek permission of the Committee Chair to attend a meeting of a Board committee as an observer.
- c) Notice of meetings of the Board of Governors, agendas, and minutes of open sessions shall be posted on an appropriate electronic site accessible to the public.

3.0 Location of Meetings:

As a general practice, meetings of the Board of Governors are held in Richcraft Hall Room 2440R with a hybrid option available as needed.

4.0 Agenda Setting:

The Chair should follow the agenda, which should provide an opportunity to correct the Minutes of the previous meeting and approve them, and which shall become the order of business unless a motion to amend the agenda is made and adopted.

Discussion may be had on any aspect of each subject as a whole until a specific motion is introduced. The Chair in their discretion may impose time limits on the discussion of subjects in order to ensure the Board has sufficient time to complete the agenda.

The Board Chair, the President, and the University Secretary are jointly responsible for generating agendas for meetings of the Board of Governors and its committees which are normally approved by the Executive Committee of the Board.

5.0 Meeting Materials

- a) To the extent possible, meeting materials will be circulated one-week in advance of any meetings of the Board of Governors and its committees, to ensure that members receive material in such form and time as to allow them an appropriate opportunity to read and reflect on issues they are asked to consider. The University Secretary will provide the administration with a schedule of dates by which material must be sent from the Secretariat to achieve this objective.
- b) Proposals coming forward to the Board should be accompanied by an executive summary that provides context and explains why the matter is being brought forward and what outcome is recommended.
- c) Consideration of material (and issues) not presented to the Board and committees in this way will be deferred to the next meeting unless the Chair of the Board or the chair of a committee agrees in advance with the President and University Secretary that an exception should be made.

6.0 Communication with, and Material for, the Board:

The Board welcomes input from the Carleton community and the public. Those wishing to communicate with the Board are invited to do so in writing (chairoftheboard@carleton.ca) c/o the Board Secretary (secretariat@carleton.ca) who forwards material to the Board Chair for consideration.

7.0 Guests at Board Meetings:

7.1 Observers:

- a) Observers may join the Board of Governors Open Session. The University Secretary or designate will confirm the room location, virtual attendance information, and exact timing to observers' Carleton email account, prior to the meeting.
- b) Observers attending meetings of the Board of Governors do not have speaking privileges unless they have been advised of such privileges in advance of the meeting.
- c) Interference with the progress of a meeting by any observers will not be permitted and those who attempt to impede the business of the meeting will be instructed by the meeting Chair to leave. In such circumstances, the observer will exit the meeting immediately.
- d) Participants are not permitted to record or transmit the meeting or any portion thereof either through the videoconferencing application, any other application, smartphone, computer, or other device.
- e) Observers will exit the meeting immediately upon completion of the Open Session of the meeting or at the request of the Chair.

8.0 Procedures for calling additional meetings:

Annually, the Board of Governors establishes a set schedule of meeting dates for the Board and its committees for the orderly consideration of the business of Carleton University. From time to time, circumstances may arise requiring the moving of a set meeting date or the establishment of additional meetings for the consideration of matters outside of the Annual Meeting Schedule. The following procedure shall be followed prior to the scheduling of meeting dates, beyond those established in the Annual Meeting Schedule, to ensure sufficient notice to permit member participation and timely review of supporting materials.

Prior to scheduling a meeting of a committee of the Board outside of the Annual Meeting Schedule:

- a) the President shall advise the University Secretary that a matter requires the consideration of the Board or a committee on a date not established in the Annual Meeting Schedule.
- b) prior to attempting to schedule the meeting, the University Secretary shall obtain the consent of the Board Chair (or Committee Chair where applicable).
- c) subject to the consent of the Chair, the Secretary will canvass members for availability and thereafter communicate the location, date, and time for the meeting by electronic notice in accordance with general practice, as soon as possible.
- d) to the extent possible, the process for dissemination of meeting materials (s.4.0), shall be followed.

9.0 Recognition of Speakers

- a) after the Chair has called the meeting to order, only one member should speak at a time, and only after being recognized by the Chair.

10.0 Motions – General Procedure

- a) A member who wishes a definite decision may secure recognition from the Chair and make a motion specifying the proposal. The Chair may request motions as required to aid the discussion.
- b) A motion must be seconded before the subject matter of the motion is open for debate, and all discussion must apply to it until disposed of, except as provided below. When every member who wishes to speak has done so, the Chair shall call for a vote.
- c) A motion may be withdrawn on consent of the mover and seconder, but if either objects, the motion must be put to a vote. This applies to substantive motions and amendments.
- d) Motions dealing with procedure shall have priority over other motions. Motions to adjourn if the time for the next meeting has been set, to postpone a decision of a subject to a definite time, or to open or close nominations must be voted upon without debate or amendment.
- e) The Chair may summarize discussions and present alternatives for consideration when no motion is pending.

11.0 Amendments to Motion

- a) An amendment to a motion must fall within one of the following categories:
 - i. The deletion of certain words
 - ii. The addition of certain words
 - iii. The deletion of certain words and the substitution of others in their place.
- b) An amending motion which would nullify the main motion is not an amendment and cannot be introduced.
- c) There cannot be more than two amendments on a motion before the meeting at one time, but when one of these has been accepted or rejected, another amendment may be introduced but only if it is different in purpose from one previously defeated.
- d) Voting is in the following order:
 - i. On the amendment to the amendment, or the second amendment
 - ii. On the amendment
 - iii. On the motion if amendments have been defeated or on the motion as amended if an amendment has carried.

12.0 Point of Order

- a) Only on a point of order or privilege can a member interrupt another member who is speaking, except that with the consent of the speaker questions may be asked. If a member feels that improper language has been used, irrelevant argument introduced, or a rule of

procedure broken, the member is entitled to "rise to a point of order", interrupting the speaker.

b) The point of order can only be raised at the meeting and must be stated definitely and concisely. The Chair shall then decide the point of order without debate, although the Chair may ask opinions.

c) The Chair's ruling may be appealed by the member who has risen to a point of order and, if so, the Chair states the decision and the point of appeal. The Chair then puts the question which is not debatable: "Shall the decision of the Chair stand as the judgment of this meeting?". A simple majority decides the issue. This merely settles a point of procedure and is not a vote of confidence in the Chair.

13. Question of Privilege

a) If a member feels that a statement reflects on their reputation or that of the Board, the Committee, or the University, the member is entitled to raise a "question of privilege". The procedure is the same as for a point of order.

14.0 Procedure on Special Motions

a) On special motions, the following procedure shall prevail:

i. To adjourn (debatable as to time only; majority vote required for adoption)

ii. To take a recess (not debatable; majority vote required for adoption)

iii. To raise a question of privilege (not debatable; admissibility ruled on by Chair)

iv. To lay on the table (not debatable; majority vote required for adoption)

v. To limit or extend the limits of debate (not debatable)

vi. To postpone to a definite time (debatable as to time only; majority vote required for adoption)

vii. To amend (debatable; majority vote required for adoption).

15.0 Voting

a) Unless otherwise prescribed by the by-laws or the Act, approval by a majority of those members voting or by consent without objection shall be the necessary to carry a motion.

b) A general vote may be called for by the Chair on motions. The Chair will ask Board members to vote on motions as follows: all those in favour and any opposed. Abstentions will only be recorded by request. On any matter a Governor may ask for a vote by roll call or by secret ballot. A declaration by the chair that a resolution has been carried and an entry to that effect in the minutes of the Board is conclusive evidence of the fact without proof of the number of proportionate votes recorded in favour or against the resolution.

c) A tie vote shall defeat the motion.

16.0 Protocol for In-Camera Meetings

a) Purpose of In Camera Meetings

In camera meetings or sessions, sometimes referred to as restricted or in-caucus sessions, are a best practice of governance aimed at strengthening the Board of Governor's oversight role and its accountability to the organization's many stakeholders, both internal and external.

The impetus for holding in camera meetings began in the for-profit sector, and promotes greater governance oversight, transparency and Board independence from management. The practice has been increasingly adopted within the not-for-profit and university sectors as a proactive process used by Boards to demonstrate commitment to good governance.

In camera meetings respect the different but complementary roles played by an organization's Board of Governors (governance) and senior administration (management). Evidence within the not-for-profit sector reflects that, used appropriately, in camera meetings strengthen Board governance, build accountability, and foster positive and productive relationships between the Board and administration. Conversely, if used inappropriately, in camera meetings can reduce transparency, impair decision-making, erode trust and over time contribute to a dysfunctional or toxic governance culture.

For this reason, the Board of Governors establishes parameters and adheres to the following protocols regarding the issues or items of business that may be considered within an in camera meeting.

b) What are In Camera Meetings?

In camera meetings are sessions, usually within a regularly scheduled meeting of the Board of Governors, that allow the Board to hold candid discussions on sensitive issues without members of the administration, senior management, non-Board staff, or other observers present. In camera meetings may also be employed by committees where the Board has delegated its oversight in specific areas (e.g. Finance Committee, Audit and Risk Committee, Executive Committee, etc.).

In camera meetings are an exception to the Board's normal meeting practice where the President and Vice-Chancellor (pursuant to the *Carleton Act* and Board by-laws), senior management, resource personnel, and designated observers may participate; therefore, in utilizing these sessions the Board acts prudently to balance the need for candour and privacy against the standards of transparency to which the University is committed.

c) What belongs in an In Camera Meeting?

There are two types of in camera meetings: the first where the President and University Secretary are present but other senior management, administrative staff, and observers are not; and the second where the President, University Secretary, senior management, and observers are not

present.

The following chart depicts the items of business that may be considered during in camera sessions. For clarity, the chart also differentiates the items dealt with in in camera sessions from those that may be dealt with routinely during the Board’s regular closed sessions.

Category	Closed Session	In Camera with President	In Camera without President
Agenda items limited to:	LAND – matters related to property transactions and related financial matters where a high degree of financial confidentiality is required; LEGAL – matters related to lawsuits, litigation, sensitive legal undertakings, etc.; LABOUR – sensitive personnel issues relating to University faculty or staff (other than the President individually); for example, collective bargaining, grievances, review of staff salary and compensation.	Discussion with the President regarding their performance evaluation; Discussion with the President regarding their direct reports, sensitive matters concerning relationships among senior management, or any matters as determined by the Board.	President’s performance evaluation and compensation (when required by Executive Committee); Board’s relationship with the President; Conflict among Board members or conflict in the Board’s internal working relationships that would be detrimental to the Board’s relationship with the President in their role as executive head; Meetings with the auditor (if appropriate) regarding the auditor’s report; committee effectiveness and member participation.
Present for Deliberations:	Governors including the President; senior management, where needed and appropriate; University Secretary	Governors; President (in their role as executive head of the University); & University Secretary	Governors excluding the President
Session not open to:	Members of the public and external observers; media; individuals who may have a conflict of interest or are direct beneficiaries of the business at hand.	Senior management, save the University Secretary; members of the public and external observers; media	President (in their role as executive head of the University); senior management, members of the public and external observers; media

d) What is inappropriate for an In Camera Meeting?

Use of in camera meetings for inappropriate matters works against good governance, and over time has the potential to erode working relationships and threaten confidence in the Board.

The following issues or items are inappropriate for in camera meetings:

- Revisiting the regular meeting agenda;
- Revisiting issues already dealt with on the open or closed session agendas;
- Taking new business decisions; and/or
- Revising or reversing decisions previously made with administration present.

e) What is the protocol for calling an In Camera Meeting?

In camera meetings are normally scheduled routinely at the end of each Board meeting, to provide a regular and proactive mechanism for the Board to deal with sensitive issues as identified above.

f) How are In Camera Meetings recorded in the Minutes?

In order to ensure completeness and transparency of the corporate record, the minutes of the meeting should reflect that the Board held an in camera meeting or session, and record any decisions and/or action items. The Chair should also debrief the President and University Secretary immediately following the meeting.

Specific details from the in camera meeting without management are confidential in nature.

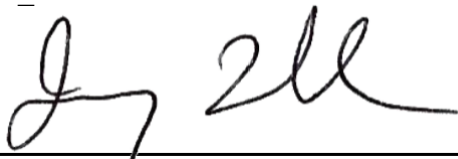
Approvals and Revisions for Appendix A:

- Document created February 2016
- Approved by Special Resolution of the Board at the 596th Meeting, April 26th, 2016
- Approved by Special Resolution of the Board at the 650th Meeting, March 10th, 2026

Approvals and Revisions for Appendix B:

- Document created February 2016
- Approved by Special Resolution of the Board at the 596th Meeting, April 26th, 2016
- Repealed by Special Resolution of the Board at the 650th Meeting, March 10th, 2026

ENACTED by the Governors of the University this 6th day of June 2024 under the seal of the University



President



University Secretary