



University
of Regina

Board of Governors

Bylaws

Approved: December 13, 2022

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I. Interpretation

1.1 Definitions

In these Bylaws and Policies, and in any other bylaws, rules and regulations made by the Board of Governors, unless the context otherwise requires, the following definitions shall apply.

- a. “Act” or “*University Act*” means *The University of Regina Act*, as amended from time to time.
- b. "Board" or "Board of Governors" means the Board of Governors of the University established pursuant to the Act.
- c. “Board member” means a member of the Board of Governors.
- d. “Bylaws” means these bylaws of the Board of Governors.
- e. “Chair” means the Chairperson of the Board of Governors as defined in Section 57 of the Act.
- f. “Chancellor” means the chancellor the University established pursuant to the Act.
- g. “Council” means the University of Regina Council established pursuant to the Act.
- h. “Executive of Council” means the executive of the University of Regina Council established pursuant to the Act.
- i. “Ex officio” means a person who holds office because of his/her position.
- j. “In camera” means holding all or a portion of the meeting restricted to Board members and those invited by the Chair.
- k. “Independent” means that it is a board member that is not a student, faculty member or employee of the University and has no material interest in the University other than being a Board member.
- l. “Minister” means the member of the Executive Council of the Provincial Government to whom the administration of the Act is assigned from time to time.
- m. “Performance Measurement Framework” means the summary of the metrics used to evaluate the University’s performance in meeting the objectives outlined in the Strategic Plan.
- n. “President” means the President and Vice-Chancellor of the University.
- o. “Quorum” means the number of Board members required to be present to legally transact the business of the Board of the Governors.
- p. "Senate" means the University of Regina Senate established pursuant to the Act.

- q. “Special meetings” mean those meetings that are held by the Board that are not part of the annual regular schedule. These are called when there is a need for the Board to meet on an emerging issue/opportunity or on an emergent or expedited basis.
- r. “Strategic Plan” means the governing document approved by the Board that defines the strategy for the University.
- s. “University” means the University of Regina.
- t. “University Secretary” means the Secretary of the University as defined in the Act.
- u. “University Secretariat” means the Office of the University Secretary.

All terms contained in these Bylaws which are not defined herein and which are defined in the Act shall have the meaning given to such term in the Act.

1.2 Headings

The headings used throughout the Bylaws are inserted for reference purposes only and are not to be considered in construing the terms and provisions of these Bylaws or to be deemed in any way to clarify, modify or explain the effect of such terms or provisions.

1.3 Conflict with Bylaws

To the extent of any conflict between the provisions of these Bylaws and the provisions of the Act the provisions of the Act shall govern.

1.4 Invalid Provisions

The invalidity or unenforceability of any provisions of these Bylaws shall not affect the validity or enforceability of the remaining provisions of these Bylaws.

1.5 Interpretation

The Board is the sole authority for the interpretation of these Bylaws and the decision of the Board upon any question of interpretation, or upon any matters affecting the Corporation and provided for by these Bylaws shall be final and binding.

II. The University

2.1 Name and Location

The University has two campuses located at 3737 Wascana Parkway and at 2155 College Avenue in the City of Regina and operations in the City of Saskatoon. The official mailing address of The University is 3737 Wascana Parkway, Regina SK S4S 0A2.

The University is situated on Treaty 4 territory, with a presence in Treaty 6. These are the territories of the nêhiyawak, Anihšīnāpēk, Dakota, Lakota, and Nakoda, and the homeland of the Métis/Michif Nation.

2.2 Status and Legislation

The University is a creature of statute established under and governed by the Act.

The University is also required to meet the requirements of many other acts and regulations, including but not limited to *The Local Authority Freedom of Information and Protection of Privacy Act* (Saskatchewan), *The Post-Secondary Education and Skills Training Act*, *The Provincial Capital Commission Act* (Saskatchewan), pension legislation, health and safety legislation, and tax law.

Details relating to academic matters are found in the Senate Bylaws and the University of Regina Undergraduate and Graduate Academic Calendars, as amended from time to time by Senate or Executive of Council. The Senate Bylaws are available on the University of Regina website at: <https://www.uregina.ca/president/governance/senate/bylaws.html>

Details relating to operations of Council are found in the Council Rules and Regulations and as amended from time to time by Council or Executive of Council. The Council Rules and Regulations are available on the University website at: <https://www.uregina.ca/president/governance/council/committees.html>

III. Board of Governors Overview

3.1 Authority and Accountability

The management, administration, and control of the property, revenues, business and affairs of the University are vested in the Board. The Board has the final locus of authority and accountability as specified in the Act. Board members work with the Chair and President to ensure that the Board functions effectively and meets its obligations and responsibilities.

Section 62 of the Act sets out the powers of the Board which includes that the Board may make rules relating to the meetings of the Board and its transactions.

3.2 Roles and Responsibilities

The Board has the following roles and responsibilities as the governing body of the University:

- a. To act in the best interests of the University above those of any internal or external constituency or individual.
- b. To provide stewardship and ensure that the University's actions support the mission, vision and goals of the institution.
- c. To defend the autonomy and independence of the University.
- d. To maintain the highest ethical standards and never allow any personal conflict of interest to exist undeclared and unmanaged.
- e. To ensure that all documents and information provided to the Board remain privileged and confidential and that these documents are retained and destroyed consistent with the University's record retention policy.
- f. To be aware of the difference between matters of broad policy (the Board's responsibility) and matters of administration (which are generally the President's responsibility).
- g. To annually assess the performance of the Board, and to identify skills needed on the Board and candidates who could bring those skills.
- h. To appoint and support the President.
- i. To monitor and assess the President's performance.
- j. To ensure the allocation of time and resources to support a performance development plan for the President.
- k. To provide for the management, administration, and control of the business, appointments, and affairs of the University as specified in the Act.

- l. To provide for the establishment, dissolution and/or material variation of faculties, schools, departments, chairs, research institutes and centres, and programs of instruction as recommended by Senate.
- m. To approve the Strategic Plan.
- n. To monitor and measure the University's success in meeting the Strategic Plan through a Performance Measurement Framework (*appended as Appendix O*), as amended from time to time, and call for action as required.
- o. To oversee the University's risk management and internal control framework.
- p. To approve the University's operating and capital budgets, and monitor financial performance of all of its funds including through comparison of actual and projected revenues and expenditures with the budgeted figures during the fiscal year in accordance with University Policy [GOV-090-030 Fund Monitoring](#).
- q. To approve the annual audit plan and financial results.
- r. To approve tuition and academic fees, ancillaries fees, and collection of URSU fees.
- s. To approve and monitor major capital projects.
- t. To authorize borrowing and expenditures of the University in accordance with sections 67, 67.1 and 69 of the Act.
- u. To approve compensation of employees, including economic and performance adjustments for out-of-scope employees, and collective agreements with in-scope employee groups.
- v. To monitor the performance and approve the annual financial statements of the University's pension plans.

Section 33 of the Act establishes Senate as the University's academic decision-making body. Although Section 62 of the Act provides that the Board may make provision for or establish academic structures (e.g. advisory councils, scholarships, faculties, departments, chairs, programs), approval of all academic matters have been left by the Board to rest with Senate with the exception of Board approval of Senate's recommendation for the establishment of faculties or academic units as defined in the Senate bylaws, and research institutes and centres, the approval of which may commit the University financially in a significant way.

3.3 Compliance

The University ensures compliance with accounting and regulatory requirements, where applicable. As required by legislation, at least once each fiscal year, the accounts of the University shall be audited by the Provincial Auditor or by a person appointed by the Lieutenant Governor in Council.

3.4 Openness and Disclosure

3.4.1 Annual Report

The Board, in accordance with the Act, is required to annually produce a report including the receipts and expenditures of the University for its preceding fiscal year; and containing any other particulars that the Lieutenant Governor in Council or the minister may require.

The Board oversees and approves the integrity of the qualitative and quantitative information disclosed in the annual financial statements and related supplementary materials.

3.4.2 Regular Reports

The President will produce a report at each regularly scheduled Board meeting which will include an update regarding the status of achievement of the President's objectives, which are approved annually by the Board.

Reports from the Chair, Chancellor, Students' Union President and Committee Chairs are presented at regular Board meetings for information.

Reports from academic, administrative and research units may be presented from time to time at regular Board meetings for information.

Opportunities will be sought from time to time for the Board to interact with members of senior management within the University.

3.4.3 Access to Board Information

The following materials will be publicly posted on the Board of Governors' webpage at: <https://www.uregina.ca/president/governance/board-of-governors/minutes.html>

- a. Board agendas (summary page).
- b. Regular reports of the President to the Board.
- c. Minutes of Board meetings once approved by the Board (subject to any redactions that may be required in respect of in camera matters).

Official copies of Board minutes, agendas, and agenda materials are retained by the University Secretariat and in the University Archives.

Public access to Board agenda materials and in camera minutes will be provided only through the University Secretary in accordance with *The Local Authority Freedom of Information and Protection of Privacy Act*.

The Office of the Provincial Auditor will receive copies of the agenda and agenda materials for the Board of Governors and the Audit & Risk Management Committee, in advance of every regular meeting. They are also provided with a copy of the minutes of

the Board and all of its standing committees (including in camera minutes) after approval. The office of the Provincial Auditor, on request, will also be provided with copies of or access to agendas and minutes for all other committee meetings (standing committees or advisory/*ad hoc* committees). The Ministry of Advanced Education will receive copies of the agenda and agenda materials for the Board of Governors and all standing committees in advance of every regular meeting. Both the Office of the Provincial Auditor and the Ministry of Advanced Education will be provided a record of all actions taken at each regular Board meeting (the Record of Decisions report).

3.5 University Secretary

The University Secretary shall keep all records necessary for the Board of Governors and shall perform such other duties as the Board may require.

The University Secretary is appointed on recommendation by the President and is responsible to the Board through the President. The University Secretary is a senior administrator of the University.

The University Secretary is responsible for providing a written agenda in advance of each meeting, for ensuring the taking of minutes at each meeting, and for distributing copies for the approval of the Board at its next regular meeting.

The Board may appoint some other person to act as secretary during Board meetings in the case of disability or absence of the University Secretary.

IV. Board Composition

4.1 Membership of the Board of Governors

The Board of Governors shall be comprised of the following members as described in Section 56 (2) of the Act:

- a. The Chancellor.
- b. The President.
- c. Five members appointed by the Lieutenant Governor in Council.
- d. Two members elected by the Senate.
- e. One student who shall be the President of the Students' Union.
- f. One member of the faculty who is a lecturer, assistant professor, associate professor, or professor, who holds a full-time academic appointment in the University and who is elected by members of Council.

4.2 Appointment and Reappointment

Members of the Board are appointed or elected in accordance with Section 59 of the Act. Members of the Board appointed by the Lieutenant Governor in Council and members elected by the Senate or faculty shall hold office for a term of three years and thereafter until their successors are appointed or elected, and are eligible to serve for a second term.

The Governance and Nominations Committee of the Board reviews the needs of the Board for specific expertise, resources or skills necessary to bring strength and balance to the Board, recognizing also the benefits of a Board that reflects the diversity of the communities it serves. This Committee will maintain a database of potential candidates. Prospective candidates are referred to the Minister pursuant to the process outlined in the approved Protocol Agreement (*Appendix A*), or as agreed to by the Minister and the Board from time to time..

4.3 Resignation/Vacancy

A Board member will automatically cease to be a member of the Board upon their resignation or death.

In accordance with Section 60 of the Act, vacancies shall be filled according to whether the member is elected or appointed pursuant to 56 (c), (d) and (f). For the elected members from Senate or Council, the Senate Bylaws and Council Regulations provide for the process by which these individuals are elected. For those members appointed by the Lieutenant Governor in Council, the process as defined in the Protocol Agreement approved by the Board (a copy of which is appended as *Appendix A* and made a part hereof) will be followed. A vacancy on the Board does not impair the authority of the remaining Board members and notwithstanding a vacancy among the Board members a quorum of the Board may exercise all the powers of the Board.

Where a vacancy occurs at any time in a committee, the position shall be filled by the Board by a recommendation of the Governance and Nominations Committee.

4.4 Removal

The Board of Governors may recommend that an investigation be conducted by an *ad hoc* committee that will include the Chair, the President and the Chancellor under the following circumstances:

- a. Gross negligence in a Board member's fiduciary responsibilities.
- b. A clear violation of the Board's Bylaws.
- c. A breach of the Board's confidentiality policy or conflict of interest policy.
- d. Any other event or act that may be perceived to put the integrity of the University at risk.

In situations where the Chair or Chancellor is involved, the Vice-Chair will be included as the third member of this committee.

The committee has the delegated authority of the Board of Governors to conduct an investigation, to determine whether negligence or a breach has occurred, to determine the extent of the negligence or breach and to make a recommendation to the Board of Governors on the formal action that could be taken up to and including the removal of the member from the Board of Governors. The committee will report its findings and subsequent recommendation to the Board of Governors immediately following its investigation. The Board of Governors will approve the action that will be taken subsequent to the committee's report.

4.5 Succession Planning

4.5.1 Board Skills Survey

As part of the overall Board evaluation and development process, the Governance and Nominations Committee requires Board members to complete a board skills survey once per year (usually in July or August) to indicate what they consider to be the level of their personal knowledge, experience or expertise in each of the identified areas.

An aggregate of the overall responses is used to inform the Governance and Nominations Committee as to possible workshops that could be offered throughout the coming year to address knowledge gaps that may exist. The responses also provide valuable information regarding the skills that will be sought when identifying potential future Board members.

The Board Skills Rating Survey is *appended as Appendix B* and made a part hereof.

V. Board Members

5.1 Ethics

5.1.1 Code of Conduct

Board members are subject to University Policy [GOV-022-005 Code of Conduct](#) and shall adhere to the requirements of that Policy. In addition, Board members will undertake to:

- a. Act honestly and in good faith with a view to the best interests of the institution.
- b. Act responsibly and fairly with the care, diligence, and prudence of a reasonable individual.
- c. Carry out their functions with integrity, independence and good faith.
- d. Behave in a manner that maintains the good reputation of the Board of Governors and its ability to serve the University's interest.
- e. Act in accordance with the Board's mandate and applicable legislation and policies.
- f. Act impartially when carrying out their duties.
- g. Ensure accurate and up to date contact information, including e-mail addresses are provided to the University Secretariat.
- h. Adhere to such other requirements that the Board may adopt from time to time.

5.1.2 Confidentiality

Board members shall protect all information (i.e. information and decision items, Board member discussions, minutes, reports and any other materials) provided to them in connection with their roles as Board members and respect the confidentiality of all Board meetings and committee meetings. Board members shall sign a conflict of interest and confidentiality agreement at the start of their term of office, which will be renewed on an annual basis.

5.1.3 Conflict of Interest

A conflict of interest, be it real, potential or apparent, whether financial or otherwise, may arise when the private interest(s) of a Board member is/are or may be in conflict with the interests of the University.

At the start of every Board and Board committee meeting, the Chair will ask Board members to declare if there are any agenda items that are or may be perceived to constitute a conflict of interest for Board members. The minutes will reflect that this has been asked and whether there are any declarations made. It is incumbent upon Board members to declare, at any time, if a conflict of interest exists, be it real, potential or

apparent, financial or otherwise, prior to discussion of and decision on an issue. Having declared that interest, the Board member shall refrain from voting, and, at the discretion of the Chair, may be requested to withdraw from the meeting for that item.

In the event of a potential conflict of interest (real or perceived) regarding an issue involving a Board member, the Chair (or Vice-Chair if the conflict pertains to the Chair) and University Secretary will ensure that the Board member does not have access to the confidential information during their term or until such time as the conflict of interest is no longer relevant.

University Policy [GOV-022-010 Conflict of Interest and Conflict of Commitment](#) is applicable to all Board members.

Board members will also be asked annually to identify any contractual relationships that may require disclosure in the Related Party Note of the University's financial statements.

5.2 Professional Development

Board Orientation sessions are required and will normally be held for new Board members prior to their first regular Board meeting. Board members will be apprised of the Board of Governor's Bylaws as part of the orientation program. Board members are also encouraged to participate in continuing education and development programs as offered by the University or otherwise.

5.3 Communications

5.3.1 Deliberation and Discussion

The members of the Board of Governors will:

- a. Foster openness and trust among the members of the Board, administration, faculty, staff, students, provincial government, and the public.
- b. Seek to be informed about the University and its dynamic role in provincial, national and international society.
- c. Maintain respect for the opinions of one's colleagues and proper restraint in criticism of colleagues.
- d. Engage in frank, open and respectful discussion at Board meetings but support policies and programs once established. Board deliberations and particulars of votes will remain confidential unless a Board member requests that their individual vote be recorded.
- e. Advocate on behalf of the University by communicating to the external community an understanding of the University's culture and Strategic Plan.

5.3.2 Spokesperson for the Board

The Chair is the only person authorized to speak for the Board of Governors. In the absence of the Chair, the Vice-Chair will act as spokesperson for the Board of Governors.

5.3.3 Spokesperson for the University

The President, or such other person as they may delegate, is the primary spokesperson for the University.

5.3.4 Board Member Communication with the University through the President

The President serves as the conduit between the Board of Governors and the University. Board members should discuss matters of interest first with the President who can redirect Board members to the appropriate resource at the University. The University Secretary is the resource available to Board members to facilitate discussions with the President, as required.

5.3.5 Electronic Communication with Board Members

In between regularly scheduled Board meetings, Board members will receive updates via e-mail on University matters of interest. As needed, the University shall endeavour to keep Board members informed on emerging matters of interest/concern by e-mail.

5.4 Attendance

Board members are required to attend all committee meetings for which they are a member as well as all Board meetings. Attendance includes attending meetings in person or alternate forms of attendance as noted in the Board Bylaws.

If a Board member is absent from two-fifths of the regular meetings of the Board, or its committee meetings, over the period of 12 consecutive months, the Chair shall contact the member to determine his or her interest in continuing to serve as a member of the Board. A Board member absent from two-fifths of the regular meetings of the Board and/or its committees over the period of 12 consecutive months, without sufficient reason or without having made satisfactory arrangements with the Chair, shall be referred to the committee responsible for dealing with Board member removal (refer to section 4.4 in these Bylaws).

Members of the Board may attend meetings for any of the standing committees, except the Governance and Nominations Committee in which case attendance of non-Committee Board members requires the prior approval of the Committee.

Board members are also invited to attend various University and community events. Guidance around expectations regarding attendance at these events is provided in the “Board Event Attendance Guide”, *appended as Appendix P*, and provided to Board members in the Board orientation documentation.

5.5 Honorarium and Compensation

The Board of Governors will pay each member of the Board, except the President of the University, the faculty member elected by Council, or an employee of the Government of Saskatchewan, a sum to be determined by the Board for each day that the member attends a meeting of the Board or any committee of the Board (pursuant to section 62 (1) of the Act).

The Governance and Nominations Committee of the Board of Governors will review [GOV-001-005 Board Member Honorarium and Expenses](#) every three years and recommend to the Board of Governors changes or amendments to the policy.

The faculty member elected by Council will receive a teaching workload reduction equivalent to one three-credit-hour course per year. The faculty member's academic unit will be annually compensated the amount of a sessional stipend to recognize the necessity for teaching coverage in lieu of the faculty member's workload reduction to attend to Board responsibilities. Alternatively, the member can instead choose to receive the same per diem/honoraria as other board members (except the President). While a member of the Board, the faculty member will be excluded from the bargaining unit and exempted from the payment of dues.

5.6 Travel and Expenses

Board members required to travel to attend meetings of the Board and its committees, or other mandatory events shall be reimbursed for expenses incurred (e.g. hotel, flights, meals) consistent with [EMP-050-005 Travel](#).

5.7 Other University Privileges for Board Members

Board members have access to the following University services (to be arranged through the University Secretariat):

- a. Access to University library resources.
- b. Complimentary parking to attend Board meetings and Board Committee meetings and campus events (University employees and students excluded).
- c. Use of an iPad for access to Board agendas and other materials.

5.8 Liability and Indemnification

Section 65 of the Act states that no action shall be brought against the Board or against any member on account of actions taken or omitted to be done by him or her in good faith in the execution of their role as Board member.

The University shall indemnify and defend present and past Board members against any and all claims brought against such Board member, while serving the University or thereafter in any way connected with the management, operation, activities or existence of the University during their term of appointment, or in consequence of the Board member acting at the request of the University if:

- a. The individual acted honestly and in good faith with a view to the best interests of, the University; and,
- b. In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that the individual's conduct was lawful.

The Board shall ensure that there is adequate insurance coverage for the University, including Directors and Officers insurance coverage, on an annual basis through its Audit and Risk Management Committee. Details of the University's required insurance coverage can be found in [*OPS-060-005 Insurance Coverage*](#).

VI. Board Chair and Vice-Chair

6.1 Chair and Vice-Chair Term of Office

The term of office for the Chair and Vice-Chair is one year, renewable by election annually. The election is normally held at the April Board meeting to take effect July 1.

If a vacancy occurs in either office mid-term, the Board will hold an election at the Board meeting immediately following the vacancy.

6.2 Chair and Vice-Chair Election

Annually (typically prior to the April Board meeting), the University Secretary will ask all Board members to declare if they have an interest to serve as Chair or Vice-Chair. This is normally done through the annual survey in which Board members are asked for their committee preferences and interest to serve in a Board leadership role. The University Secretary will advise the Governance and Nominations Committee if more than one candidate has expressed an interest, who will in turn advise the rest of the Board that an election will be required. Board members who cannot attend the meeting will advise if they wish to register a vote through the University Secretary. This vote will be held in confidence by the University Secretary and will be included in the counting of votes.

If candidates are unopposed for the role of Chair or Vice-Chair (i.e. only one person expresses an interest to serve), the election shall be by a show of hands.

If more than one candidate has expressed an interest to serve in the role of Chair or Vice-Chair, the election shall be by ballot using the following process:

- a. The Chair will ask a Board member who is not seeking election for either office, to act as scrutineer.
- b. All Board members, including the Chair, will participate in the election by ballot.
- c. The election will be undertaken by asking all Board members present at the meeting to 'write in' their desired candidate for each office on a paper ballot. If attending remotely, a Board member can email their selection to the University Secretary.
- d. With the scrutineer present, the ballots (including any ballots previously provided to the University Secretary from any absent Board member) will be collected and counted by the University Secretary.
- e. The candidate receiving the most votes (relative majority) will be declared the winner.
- f. The result of the election will be announced by the Chair.
- g. After the election is concluded, the Chair will ask for a motion to destroy the ballots immediately following the meeting.

6.3 Chair Roles and Responsibilities

The Chair works with the President to ensure effective relations with Board members, stakeholders, and the public and reinforces that all communication flows through the President.

The Chair maintains on-going communications with the University Secretary. The Chair may also interact with other members of the senior administration, normally through the President.

The Chair's primary role is managing the affairs of the Board including ensuring that the Board is organized properly, functions effectively, and meets its obligations and responsibilities. This is achieved by:

- a. Acting as the principal sounding board for the President, including helping to review strategies, define issues, maintain accountability, and build relationships.
- b. Working closely with the President to ensure that management strategies, plans, and performance are appropriately presented to the Board.
- c. Assisting in representing the University, where appropriate.
- d. Ensuring that the President is aware of concerns of the Board, stakeholders, and the public.
- e. Leading the Board in monitoring and evaluating the performance of the President, ensuring the accountability of the President and ensuring implementation of the management succession and development plans by the President.
- f. Presiding at all meetings of the Board.
- g. Ensuring that the Board is aware of its obligations to the University, management, stakeholders, and adheres to all applicable laws.
- h. Establishing the schedule of Board meetings and reviewing such schedule from time to time, as considered appropriate or as requested by the Board.
- i. Ensuring the coordination of the agenda, information packages, and related events for Board meetings in conjunction with the President and the University Secretary.
- j. Ensuring that the Board receives adequate and regular updates from the President on issues important to the welfare and future of the University.
- k. Recommending, through the Governance and Nominations Committee, the committee members and committee chair appointments to the Board for approval and their review of the need for, and the performance and suitability of, those committees.
- l. Assigning an experienced Board member as a mentor for each new Board member.
- m. Making himself available to meet annually with all Board members individually to provide an opportunity for Board members to discuss the Board's operations and any other concerns that they may have.

- n. Performing formal exit interviews with departing Board members and reporting back to the Board any information that is deemed important to improve Board operations.
- o. Ensuring, in conjunction with the President, that the University's management and, where applicable, the Board, are appropriately represented at official functions and meetings with major stakeholders.
- p. Undertaking public service activities, as requested by the President and relevant committees, in connection with the University's objectives.

6.4 Vice-Chair Roles and Responsibilities

In the event of the absence or disability of the Chair, the Vice-Chair shall have all the powers and perform all the duties of the Chair (pursuant to section 57 of the Act). The Vice-Chair typically intends to take the role of Chair at the time that the current Chair completes their term in this role.

VII. Meetings of the Board

7.1 Meetings (Regular, Special)

Regular meetings of the Board shall be held up to five times per year. The University Secretary shall develop an annual schedule of Board and Committee meetings which will be presented to the Board at least one year in advance for approval. Any meeting may be rescheduled or cancelled at the discretion of the Board or of the Chair and the President.

Special meetings of the Board shall be called by the Chair at the request of the President or on the written request of six members of the Board of Governors. The purpose(s) of the special meeting shall be stated in the written call to Board members.

Board meetings shall be closed except for persons invited to attend. The University Secretary and Vice-Presidents are regular attendees. Guests are invited at the discretion of the Chair.

7.2 Schedule of Delivery of Agendas and Notices of Meetings

Regular Meetings: Notices of meeting and agenda materials for regular meetings should be provided electronically a minimum of four calendar days in advance of the meeting.

Special Meetings: At the call of the Chair, e-mail notices of the meeting and all available agenda materials for special meetings shall be provided a minimum of two calendar days in advance of the meeting.

7.3 Distribution of Agendas and Agenda Materials

The University Secretariat is responsible for the distribution of agendas and agenda materials. All meeting information provided to the Board of Governors shall be through the University Secretariat.

7.4 In Camera Sessions and Meetings

The confidentiality achieved from in camera sessions and meetings is intended to address one or more of three purposes:

- To protect the University or other organizations from harm that could result from premature release of information.
- To protect individuals when the release of certain information would be an unreasonable invasion of their personal privacy.
- To allow participants to freely express their opinions in the best interests of the University.

In camera sessions are held on a regular basis and are normally scheduled at the end of the regular meetings of the Board. Sometimes the Chair will request an additional in camera session at the beginning of a meeting to enable Board members to ask questions of the Chair or Board colleagues or raise items on the agenda that may require added attention during the meeting. An in camera session of a regular meeting is normally identified as one of two types: an in camera

with the President present (in camera I) or one in which the President is excused (in camera II), in which discussion is typically related to the President's performance.

The only individuals normally entitled to attend in camera Board meetings are the Board members themselves and the University Secretary. However, with the Chair's approval, certain management resources may remain to assist with in camera discussion or answer questions.

Detailed minutes of discussions held in camera will not normally be kept; however, decisions made at an in camera session will be recorded and included as part of the in camera minutes from the meeting. The University Secretary will normally remain for all in camera sessions of the Board, except in those instances when excused by the Chair.

In case of a meeting that is completely in camera, a record of the meeting having occurred, those present, and decisions taken will be recorded in minutes that will remain confidential. In camera minutes will be reviewed and approved by the Board at its next in camera session.

Under *The Local Authority Freedom of Information and Protection of Privacy Act*, disclosure of the records from in camera meetings will be exempt from disclosure if these records could be reasonably expected to disclose:

- a. Positions, plans, procedures, criteria or instructions developed for the purpose of contractual or other negotiations by or on behalf of the University, or considerations that relate to those negotiations [clause 16(1)(c)].
- b. Information, including the proposed plans, policies or projects of the local authority, the disclosure of which could reasonably be expected to result in disclosure of a pending policy or budgetary decision [clause 16(1)(e)].
- c. Information, the disclosure of which could reasonably be expected to interfere with contractual or other negotiations of the University [clause 17(1)(d)].
- d. Positions, plans, procedures, criteria or instructions developed for the purpose of contractual or other negotiations by or on behalf of the University, or considerations that relate to those negotiations [clause 17(1)(e)].
- e. Information, the disclosure of which could reasonably be expected to result in financial loss or gain to, prejudice the competitive position of, or interfere with the contractual or other negotiation of a third party [clause 18(1)(c)].
- f. Personal information of an individual [clause 28(1)].

7.5 Annual Work Plan

Each committee shall develop an annual work plan and present its work plan to the Board for approval (refer to section 10.7 of these Bylaws). The combined summary of all committee work plans will be the work plan for the Board of Governors which will also be annually reviewed and approved.

7.6 Rules of Order

Conduct of the meetings of Board shall be guided by the rules of order as detailed in the current edition of *Robert's Rules of Order*.

7.7 Voting

7.7.1 Quorum

Six members of the Board constitute a quorum for the transaction of business (section 58 of the Act). For the purpose of achieving quorum, a member joining the meeting by video conference, teleconference or other electronic media which permit all persons participating to hear one another, shall be considered to be present.

7.7.2 Normal Voting

Unless otherwise noted in these Bylaws, normal voting procedures is by a show of hands at the call of the Chair, and in the event that a Board member attends by teleconference, will be by verbal affirmation.

7.7.3 Alternative Voting Procedures and Authorized Media

A vote by written resolution (through email voting) may be called if required in order to deal with a matter outside of a regularly scheduled Board meeting, at the determination of the Chair of the Board. The e-mail address that will be used is the one provided by the Board members and updated regularly. The process for e-mail votes of the Board of Governors is as follows:

- a. Decision by e-mail votes shall require an eighty percent (80%) return of responses and a two-thirds (2/3) majority of those voting.
- b. Three business days from date of e-mailing shall be allowed for completion of the poll, from date of notification by e-mail.
- c. Decisions taken by the Board of Governors by e-mail are deemed approved and will be announced by e-mail and documented by the University Secretary in the official record of the Board of Governors.

7.8 Meeting Venue

7.8.1 Normal Meeting Location

Normally, the meeting place for Board of Governors meetings is the Administration-Humanities Boardroom 527 located at the University's Wascana Parkway campus.

7.8.2 Alternative Meeting Location

In the event that an alternative meeting location is required, Board members will be advised by email at least 24 hours before the set time of the meeting regarding the location of the meeting.

7.9 Request for a Meeting with the Board

Any person may communicate with the Board of Governors in writing on a matter of interest to the Board. Such communication shall be received by the University Secretary at least seven days prior to any meeting of the Board to permit time for distribution of the material.

Decisions on whether or not a person or persons shall be permitted to meet with the Board shall be determined by the Chair and the President, in consultation with the University Secretary. If a person or persons is/are to make a presentation to the Board, this shall normally be done under the following conditions:

- The material or brief shall be made available for distribution with the regular agenda material for the Board meeting.
- A specific time limit shall be established, in advance, for the presentation and discussion (not normally to exceed 30 minutes in total).
- Following the presentation, the person or persons will leave the meeting and the Board shall consider the representations made and make whatever decisions the Board deems necessary or appropriate.

VIII. Board Documents

8.1 Agendas

Board agendas will include, but shall not be limited to:

- a. The minutes of every regular or special meeting since the previous regularly scheduled Board meeting.
- b. Reports from the Board standing Committees, and *ad hoc* Committees (when applicable).
- c. Reports from the Chair, the Chancellor, the President and the President of the Students' Union.
- d. A report from Senate that will include the items recommended to the Board by Senate for decision as well as a summary of all other Senate decisions taken for information.

8.2 Record of Proceedings

The minutes of each meeting of the Board of the Governors or any of its standing or *ad hoc* Committees will include the following detail:

- a. The type of meeting – regular or special.
- b. The date, time and location of the meeting.
- c. The name of the Committee or if it is a Board of Governors meeting.
- d. Declarations of any conflicts of interest by Board members.
- e. The attendees at the meeting, including Board members, the University Secretary, other University employees and guests.
- f. Whether minutes of the previous meeting were read and approved and if amendments were made to the minutes.
- g. Every motion or resolution made at the meeting. The name of the moving Board member and the seconder will be recorded.
- h. Any Board member may have his or her vote recorded for the minutes on request, which will be part of the public record.
- i. The time of adjournment, including the name of the individual that made a motion to adjourn.

The minutes of the Board of Governors shall be approved at the next meeting of the Board and once approved, will be signed by the University Secretary and the Chair and put into the official records of the Board of Governors. The minutes of the standing and *ad hoc* committee meetings shall be approved at the next committee meeting and once approved and signed by the University Secretary are put into the official records of the Board of Governors.

The University Secretariat will prepare a summary of the decisions taken (Record of Decisions report) at the meeting within five business days of any meeting to be provided to the Board and its resources, and the Ministry of Advanced Education and Office of the Provincial Auditor as described in 3.4.3 of these Bylaws.

8.3 Record Custodian

The University Secretary will hold the official files of the Board of Governors, including all correspondence received on behalf of the Board of Governors. These records will be retained, disposed and archived in accordance with the policy [GOV-070-005 Records and Information Management](#).

The University Secretary is the custodian of the Board of Governors records. Every year the records of the meetings held the year prior will be bound and housed in the University Secretariat.

8.4 Audio or Video Recording of Meetings

Audio or video recording, by any means, of a Board meeting or a meeting of any of its Committees is not permitted.

IX. Corporate Issues

9.1 Delegation of Board Authority

9.1.1 Authority for Delegation

Appendix C sets out the Board's approved Guidelines for Determining the Locus of Decision Making by the Board and Management.

Section 62 (n) of the Act states that the Board may delegate any of the powers conferred upon it by the Act to a Committee or an officer of the Board.

Every officer (typically Board Chair or Vice-Chair) or committee of the Board shall ensure that all decisions made using delegated authority shall be reported to the Board at regular intervals or as required. Further information related to committees of the Board can be found in section 10 of these Bylaws.

9.1.2 Signing Authority and Execution of Documents

The Chair of the Board will have the authority to sign on behalf of the Board of Governors for the University and to execute documents that result from the decisions of the Board, in accordance with the policy [GOV-010-005 Approval Authorities and Execution of Documents](#).

9.1.3 Delegation – Acting President

By annual resolution, the Board of Governors shall appoint a member of the staff to be Acting President to exercise the powers and perform the duties of the President when the President is ill or absent (Section 81 (2) of the Act). Normally, the following priority for Acting President will be in force and is subject to annual review and approval:

- a. The Provost and Vice-President (Academic) or, if absent,
- b. The Vice-President (Research), or, if absent,
- c. The Vice-President (Administration).

If all the vice-presidents will be absent, the President may designate another member of the senior leadership team as Acting President for a period of not more than five days.

9.2 Corporate and University Seals

Policy [GOV-020-030 – University Name, Corporate and Academic Seals](#) defines the permitted use and any restrictions on the use of the University's academic seal and the University's corporate seal.

The University Secretary shall be the keeper of the University's corporate seal and the offices of the University Secretariat and the Registrar shall be the keeper of the University's academic seal.

The corporate and academic seals shall be kept in a locked and secure place. The corporate and academic seals shall be made available for use in a secure location that allows vigilant oversight.

The corporate seal may be affixed by the University Secretary, or by an agent or employee of the University carrying out their assigned duties.

9.3 Fiscal Year

The fiscal year for the University of Regina is May 1 to April 30.

X. Committees

10.1 Authority

The Board has the authority to appoint standing, advisory and *ad hoc* committees as are deemed necessary and shall appoint Board members to those committees by resolution.

10.2 Establishment

Each standing, advisory and *ad hoc* committee shall have a written purpose which will be defined in its terms of reference outlining its composition and accountabilities. *Ad hoc* committees' terms of reference will include clear outcomes and a termination date for the work of the committee.

10.3 Changes to the Standing Committee Structure

Changes to the University's governing standing committee structure will normally be made by resolution of the Board, as considered and recommended by the Governance and Nominations Committee.

10.4 Committee Rules of Order

Conduct of meetings of standing Committees of the Board shall be guided by the rules of order as detailed in the current edition of *Robert's Rules of Order*.

Quorum for all committees is the number of members representing greater than half (> 50%) of the total committee membership.

Matters decided by the committee shall be decided by a majority vote of those present and eligible to vote. All members of committees appointed by the Board shall be entitled as Board appointees or representatives to move, second and vote on resolutions at meetings of committees to which they have been named.

Standing committee agendas will regularly include in camera sessions. In accordance with governance best practices, the Audit and Risk Management Committee will regularly meet with both internal and external auditors without management present (President and University Secretary excused).

Any committee with the approval of the Board is empowered to retain outside advice at the expense of the University where it deems that such advice is necessary and desirable for the effective performance of its responsibilities.

10.5 Committee Meeting Schedule

All standing committees, with the exception of the Distinguished Service Award (DSA) Committee, will normally meet at least five (5) times per year, the day prior to the Board meetings. The standing committee meeting schedule is prepared one year in advance. The Distinguished Service Award Committee will generally meet once per year.

Meetings of the committee may be called by the Chair of the committee, the Chair of the Board, or the President.

Senior University officials, as outlined in the committee's terms of reference, will normally attend the committee meetings as resources. Other employees of the University and other guests may be invited to attend committee meetings where such attendance is warranted by the agenda and with the approval of the President and the committee chair. The only individuals entitled to attend in camera sessions at a committee meeting are the committee members and the University Secretary, although the Chair may request or allow other individuals to attend when warranted by the item(s) under consideration.

Advisory and *adhoc* committees will meet as required to achieve their purpose as defined in the approved terms of reference for the committee.

10.6 Terms of Reference

10.6.1 Approval

Each committee is responsible for developing its terms of reference and for bringing its terms of reference to the Board for approval.

10.6.2 Amendment

Amendments to the terms of reference of a committee must be approved by the Board.

10.6.3 Review Cycle

Each standing committee will annually review its terms of reference, and recommend changes as required. The advisory committees are expected to do the same.

10.7 Annual Committee Work Plans

Each committee is responsible for annually developing a work plan and for bringing this work plan to the Board for approval.

10.8 Regular Reports to the Board

A copy of the record of the proceedings of each standing committee, including the agenda material, when sent to and received by members of the Board may be accepted as the equivalent of a corresponding part of such report.

Advisory and *adhoc* committees will report to the Board of Governors as required based on the approved terms of reference.

Committee chairs for the Board standing committees should report on their committees' deliberations, activities, and plans at each regular Board meeting.

10.9 Committee Membership

10.9.1 Term of Service

All standing committee appointments shall be for a term of one year. Advisory and *ad hoc* committee member terms will be as defined and approved in the terms of reference.

10.9.2 Appointment

Appointments for the standing committees will be completed by annual resolution of the Board on recommendation from the Governance and Nominations Committee, which will consider the preference of the Board members.

10.9.3 Committee Chair

The chair of each standing committee shall be appointed by the Board from its Board members, on recommendation of the Governance and Nominations Committee.

Each committee chair will be responsible for reviewing and approving the draft committee agenda, presenting recommendations from the committee to the Board, and reporting on the activities of the committee at each Regular Board meeting.

10.9.4 Independence

Some standing committees require independent Board members as members of the Committee pursuant to its terms of reference in order to minimize conflicts of interest. For this reason, the Audit and Risk Management Committee will have only members that are deemed independent. Due to potential conflicts of interest, no member of the Board that earns an income from the University (except the President and any board member that receives an honorarium) can serve on the Human Resources Committee.

The Board shall assess whether each member is independent as part of the annual request for Board members to declare which committees they would like to serve on as members. The assessment shall also be conducted at such time as a member joins the Board and between election and/or appointment. Each member who has been determined to be independent shall notify the Chair or the Chair of the Governance and Nomination Committee, in the event that such member's personal situations change, in a manner that may affect the Board's determination of whether such member is independent.

10.9.5 Vacancy

Should a committee chair vacancy arise prior to the end of a committee chair's term, the Governance and Nominations Committee will recommend to the Board for approval a replacement committee chair for the remainder of the term.

10.10 Committee Secretary

Each standing committee shall have the University Secretary present at all meetings. The University Secretary is responsible for providing a written agenda in advance of each meeting, for

ensuring the taking of minutes at each meeting, and for distributing copies to the full Board. The advisory and *ad hoc* committees will appoint a secretary from their membership.

10.11 Standing Board of Governors Committees

The standing committees of the Board of Governors are:

- a. Audit and Risk Management Committee: Terms of Reference and Annual Work Plan, *appended as Appendix D.*
- b. Distinguished Service Award Committee: Terms of Reference and Annual Work Plan, *appended as Appendix E.*
- c. Finance and Facilities Committee: Terms of Reference and Annual Work Plan, *appended as Appendix F.*
- d. Governance and Nominations Committee: Terms of Reference and Annual Work Plan, *appended as Appendix G.*
- e. Human Resources Committee: Terms of Reference and Annual Work Plan, *appended as Appendix H.*

10.12 Advisory Board of Governors Committees

The advisory Committees of the Board of Governors are:

- a. Academic and Administrative Benefits Committee: Terms of Reference *appended as Appendix I.*
- b. Non-Academic Benefits Committee: Terms of Reference *appended as Appendix J.*
- c. Joint Pension Investment Committee: Terms of Reference *appended as Appendix K.*
- d. Trust and Endowment Committee: Terms of Reference *appended as Appendix L.*

XI. Assessment

11.1 Review Cycle

Annually, the Board of Governors will complete a Board evaluation and assess itself against the Adapted TSX Corporate Governance Guidelines.

11.2 Board Evaluation

The Board Evaluation (*appended as **Appendix M***) is designed to provide the Chair and Board members with an opportunity to evaluate how the Board is operating and to make suggestions for improvement. Each member of the Board is asked to complete an evaluation form, typically following the July Board meeting.

The Governance and Nominations Committee develops and oversees the process to enable each Board member to assess the effectiveness and performance of the Board, the Chair, the Board standing committees and their respective chairs, and themselves as a member of the Board. The Board will evaluate itself normally once per year and the University Secretary provides the results of the Board evaluation to the Governance and Nominations Committee who will share the results with the rest of the Board.

Board members are encouraged to comment freely. The results are confidential and will be presented only in aggregate form to the Board at its next Board meeting where an in camera discussion shall be held by the Board to discuss and review the feedback from the assessment and consider improvements that will be sought, as required.

The Compliance with Adapted TSX Corporate Governance Guidelines is *appended as **Appendix N*** and is used annually by the Board of Governors to assess itself against leading governance practices.

XII. Bylaw Matters

12.1 Bylaw Approval

The Board of Governors has the authority to approve its own bylaws (section 62 (a) of the Act) by resolution at a Board meeting.

12.2 Bylaw Repeal and Amendment

Bylaws may be altered at any meeting of the Board, but notice of any proposed alteration shall be given to the University Secretary at least ten days prior to the meeting at which such amendment is to be considered. Board members will receive the proposed amendment and/or repeal in its Board Agenda that is distributed prior to the meeting scheduled.

12.3 Bylaw Review

Bylaws will be reviewed regularly by the Board of Governors, and no less than once every five years.

ENACTED by the Board of Governors the 13 day of December, 2022.



Marlene Smadu, Chair