

# BY-LAWS OF THE BOARD OF GOVERNORS OF MOUNT SAINT VINCENT UNIVERSITY

## 1. BY-LAWS

### Enactment of By-Laws

1.1.1 The following by-laws are hereby enacted by the Board of Governors of Mount Saint Vincent University.

### Repeal of Former By-Laws

1.2.1 Any by-laws heretofore passed are repealed, but such repeal does not affect anything heretofore done or any right heretofore acquired under or in pursuance of such by-laws, or revive any by-laws repealed by such by-laws.

## 2. DEFINITIONS

2.1.1 All capitalized terms in these by-laws have the same meaning as defined in the Charter, unless otherwise defined therein.

2.1.2 In these by-laws:

- (a) "Charter" means the Mount Saint Vincent University Act, S.N.S. 1988, c.73.
- (b) "Governor" means a member of the Board of Governors of the University.
- (c) "Senior Administrative Officer" is inclusive of the Vice-Presidents, Associate Vice-Presidents and the Deans; it also includes any manager with line responsibility who is directly involved in or responsible for the formulation of academic or administrative policy and who is not specifically referred to in subsection 7(b) of the Charter.

## 3. MEMBERSHIP OF THE BOARD

3.1.1 The Board shall consist of:

- (a) Ex officio: Those persons who hold those positions named in the Charter which provide for membership on the Board including the Chancellor, the President and Vice-Chancellor, the Vice-President Academic and Provost of the University and the Vice-President Administration of the University, and
- (b) Persons appointed or selected thereto pursuant to the Charter.

### Procedures for Nominations

3.2.1 The Nominating Committee shall prepare annually a list of names of candidates to fill vacancies in the group of Governors from the community at large and, when necessary, a list of officers and members of the Executive Committee, having regard to the needs of the Board and the capabilities of existing Governors. The Governors so named shall be put forward for election at (or before) the annual meeting.

### Term of Membership on the Board

3.3.1 Each Governor selected by the Board from the community at large shall serve a three-year term as Governor and may be appointed for a second consecutive term.

3.3.2 Notwithstanding Article 3.3.1, a Governor to whom that Article applies may be appointed for a term or consecutive terms exceeding six years where the Board, by resolution, so determines.

### Vacancies on the Board

3.4.1 In the event a vacancy in the membership on the Board from the community at large arises between annual meetings, the Board may at any time select a new Governor to complete the term of the Governor whose departure from the Board created the vacancy.

#### **4. OFFICERS OF THE BOARD**

4.1.1 The officers of the Board shall be:

- (a) the Chair;
- (b) the Vice-Chair;
- (c) the Chair of the Finance Committee; and
- (d) the President and Vice-Chancellor.

##### **Election of Officers**

4.2.1 At (or before) the annual meeting, the Board shall receive from the Nominating Committee a slate of Executive Committee members, and shall elect them.

4.2.2 Officers shall normally serve two-year terms.

##### **Chair**

4.3.1 The Chair shall preside at all meetings of the Board and of the Executive Committee and shall perform such duties as may be required under the Charter and the by-laws, or as are incidental to the office. The Chair shall be an ex-officio member of all committees of the Board.

##### **Vice-Chair**

4.4.1 The Vice-Chair shall perform such duties as are assigned to them and shall exercise all powers and perform all duties of the Chair in the absence of the Chair.

##### **Chair of the Finance Committee**

4.5.1 The Finance Committee shall be responsible for ensuring the ongoing monitoring of financial policies, practices, projections and results and for ensuring that any action arising from reports of the auditors or Audit Committee is undertaken.

#### **5. RECORDING SECRETARY**

5.1.1 The Board shall appoint a Recording Secretary who shall serve at the pleasure of the Board. The Recording Secretary shall be directly responsible to the President and Vice-Chancellor and to the Board and shall have charge of the minutes and records thereof. The Recording Secretary shall perform such duties as may from time to time be assigned to them by the Board or the President and Vice-Chancellor and shall issue or cause to be issued notices of all meetings of the Board when directed to do so or as provided for herein. The Board may from time to time appoint an Acting Recording Secretary to perform the duties of the Recording Secretary when the latter is unable by reason of absence or other cause to perform such duties.

#### **6. MEETINGS OF THE BOARD**

6.1.1 There shall be a minimum of five meetings of the Board in each academic year (July 1 – June 30) including the annual meeting which shall normally be held in June.

6.1.2 Should a member miss three consecutive meetings of the Board or its committees, without reasonable excuse, the member may be asked to resign. The member's attendance will be forwarded to the Nominations Committee for recommended action.

6.2.1 At the Annual meeting, the Board shall:

- a) receive and approve the audited financial statements of the University for the immediately preceding fiscal year;
- b) appoint the auditor;
- c) receive the report of the Nominating Committee and elect the Executive Committee of the Board including the officers;
- d) receive the report of the Nominating Committee and elect the new Governors;
- e) receive the annual reports of all standing committees of the Board.

6.3.1 A quorum shall consist of fifteen Members.

6.4.1 Meetings of the Board shall be held at a time and place designated by the Chair. Special meetings of the Board may be called by the Chair as needed. Board and Committee meeting formats (i.e. in-person, conference call, Microsoft TEAMS, hybrid model, etc.) will be at the call of the Board and/or Committee Chair.

Board or Committee members participating in an in-person meeting by conference telephone, Microsoft TEAMS, or other acceptable electronic means shall be deemed to be “present” at the meeting and shall be counted in the quorum therefore and be entitled to speak and vote thereat. The normal rules of order and procedure for the conduct of meetings will apply.

6.5.1 Any seven governors shall have the power to call a special meeting of the Board at any time upon submission to the Chair of a written request for such a meeting, specifying the purpose for which it is to be convened.

6.6.1 The accidental failure to give notice of a regular or special meeting to any Governor, or any accidental irregularity in connection with the giving of notice or the conduct of a meeting, shall not invalidate the proceedings of the meeting.

6.7.1 Unless otherwise provided herein, matters arising at any meeting of the Board shall be decided by a majority of votes. Only Governors present may vote and no Governor may be represented by proxy.

Board and Committee members must make every reasonable attempt to attend and participate in in-person meetings. However, where this is not possible due to personal circumstances or inclement weather, the member of the Board of Governors or a Standing or ad hoc committee of the Board of Governors may participate, where possible, in a meeting of the Board of Governors or a Standing or ad hoc Committee of the Board, of which they are a member, by means of a teleconference, Microsoft TEAMS or other such electronic means. Board or Committee members who must participate by teleconference or other means of electronic communication are to notify the Recording Secretary in a timely manner to arrange their participation. A Board or Committee member participating in an in-person meeting by conference telephone, Microsoft TEAMS, or other acceptable electronic means shall be deemed to be “present” at the meeting and shall be counted in the quorum therefore and be entitled to speak and vote thereat.

In the case of a tie vote, the Chair shall cast the deciding vote. Any vote shall be taken by ballot if so demanded by any Governor present, but if no demand is made, the vote shall be taken in the normal way by a voice vote or a show of hands. The declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.

6.8.1 In extenuating circumstances, and where there has been prior discussion, the Board (or Board Standing or ad hoc Committee) may, with the permission of the Chair of the Board of Governors, use an electronic process for voting on resolutions in order to facilitate the Board’s (or Board Standing or ad hoc Committee’s) business outside of its regular meeting schedule.

The proposed motion will be circulated (complete with background information) by the Recording Secretary. Board or Committee members will be afforded the opportunity to raise questions and receive clarification from the Board Chair (or their designate).

In the event that the electronic voting process is used to complete business initiated at a Board (or Board Standing or ad hoc Committee) meeting, members absent from the meeting must be contacted by the Board Chair or their designate, and the background of the motion discussed thoroughly. Once Board (or Committee) members have received sufficient information to ensure they understand the background data and the proposed motion, they will vote on the proposed motion electronically.

The resolution shall be valid and effective if approved by a majority of the Board (or Board Standing or ad hoc Committee) voting members and shall be recorded in the minutes of the Board (or Board Standing or ad hoc Committee) at its next meeting.

- 6.9.1 Meetings of the Board are closed to the public; attendance of non-Board members shall be by invitation. Following the approval of the minutes of Board meetings, a Master Agenda and document outlining meeting outcomes will be made available for public viewing via the Board of Governors' website.

A record of the proceedings of each meeting of the Board shall be kept by the Recording Secretary and a summary thereof in respect of the previous meeting shall be submitted at the next meeting of the Board. After adoption by the Board, the summary shall be signed by the Chair and the Recording Secretary and shall be available for inspection by any person by prior appointment in the office of the Recording Secretary. A copy of the summary of the proceedings of each meeting as drafted by the Recording Secretary shall be sent to each Governor prior to the next regular meeting of the Board.

- 6.10.1 A Governor who has a conflict of interest, either in a proposed contract with the University or in some other matter to be considered, shall declare their interest and shall not vote thereon. Such Governor may be asked by the Chair to withdraw from the meeting during the discussion or voting of any motion relating thereto.

## 7. COMMITTEES

- 7.1.1 The Board shall generally discharge the duties and responsibilities vested in it by the Charter through delegation of its functions, for recommendation or decision, as it deems appropriate, to the committees of the Board.

- 7.1.2 The committees constituted by the Board shall be:

- (a) The Executive Committee (standing committee of the Board);
- (b) Other standing committees, being those committees, whose duties are normally continuous. Unless otherwise determined by the Board, the other standing committees are:
  - Audit
  - Finance
  - Campus Planning
  - Human Resources and Governance
  - Investment
  - Senior Administrators Compensation
  - Nominating
  - Advancement and External Relations; and
  - Joint Board/Senate Liaison
- (c) Ad hoc committees, being those committees appointed by the Board or the Executive Committee for specific duties of a non-recurrent nature, and which may include in their membership one or more persons who are not Governors subject to the proviso that the chair of any ad hoc committee must be a Governor.

- 7.1.3 All committees shall have the power to strike subcommittees or task forces.
- 7.1.4 The composition of the Executive Committee and the other standing committees and the details of the responsibilities of those committees shall be as set out in the Board Policies and Procedures Manual.

**Executive Committee**

- 7.2.1 Subject to the direction and control of the Board, the Executive Committee has the power to transact all regular business of the Board between meetings of the Board. The Executive Committee shall be a standing committee of the Board and shall monitor the performance of any Board functions that have been delegated. Any decisions taken at the Executive Committee must be sent to the Board for ratification at its next scheduled meeting.

**Audit Committee**

- 7.3.1 The Audit Committee is responsible for investigating, reporting, and recommending action on any matters relating to the control of financial or material assets of the University, and advising the Board with respect to the annual audited financial statements and appointment of auditors. In addition, the Audit Committee is responsible for risk management through the identification of principal risks facing the University, including cyber-security.

**Finance Committee**

- 7.4.1 The Finance Committee is responsible to the Board. In addition to assisting and supporting the Chair of the Finance Committee in the discharge of their duties, the Finance Committee is responsible for advising the Board on annual operating and capital budget and overall fiscal policy, planning, and practice.

**Campus Planning Committee**

- 7.5.1 The Campus Planning Committee is responsible for the development and monitoring of an overall campus plan for physical plant and other campus facilities, which includes both long-term planning and shorter-term maintenance policy.

**Human Resources and Governance Committee**

- 7.6.1 The Human Resources and Governance Committee is responsible for ensuring that the Board is taking all necessary and appropriate steps in respect of the fulfilment of the Board's responsibilities in the area of employment matters and making recommendations in respect thereof.

**Joint Board/Senate Liaison Committee**

- 7.7.1 The Joint Board/Senate Liaison Committee serves as a means of liaison and communication between Board and Senate, particularly in areas where the Charter has given them overlapping responsibilities; its members should report fully to their respective appointing bodies on a regular basis.

**Investment Committee**

- 7.8.1 The Investment Committee is charged with the investment of the Capital Funds, Endowment Funds, Learning and Leading Funds, Chair in Women's Studies Funds and any other sums of money of the University and is responsible for advising the Board of Governors on investment policies.

**Senior Administrators Compensation Committee**

- 7.9.1 The Senior Administrators Compensation Committee is responsible for approving specific compensation proposals for senior management and reports to the Board of Governors annually on compensation policy matters.

**Nominating Committee**

- 7.10.1 The Nominating Committee is responsible for proposing a slate of candidates from the community at large where vacancies exist and, when necessary, a list of officers and members of the Executive Committee for election at the annual meeting.

### **Advancement and External Relations Committee**

- 7.11.1 The Advancement and External Relations Committee is responsible for advancing the University's mission and vision and supports institutional priorities and objectives by promoting sound relationships between the University and its communities, including alumnae, donors, government and broader community partners.

## **8. ADMINISTRATION**

### **Appointments**

- 8.1.1 The Board shall appoint the President and Vice-Chancellor, the Vice-President Academic and Provost, the Vice-President Administration, Associate Vice-Presidents, the Deans and any other Senior Administrative Officers and may, if it deems necessary or expedient, appoint any other academic or administrative officers or employees of the University.

### **The President and Vice-Chancellor**

- 8.2.1 The President and Vice-Chancellor shall fulfil the duties and responsibilities vested in them by the Charter, together with any other duties assigned to them by the Board or Executive Committee.
- 8.2.2 The procedures for the evaluation of and search for a President and Vice-Chancellor shall be as set out in the Board Policies and Procedures Manual.
- 8.2.3 A President and Vice-Chancellor shall hold office for a fixed term to be established by the Board at the time of their appointment or re-appointment.
- 8.2.4 When the office of President and Vice-Chancellor is vacant, the Board may appoint an Acting President and Vice-Chancellor. When there is no President and Vice-Chancellor or Acting President and Vice-Chancellor, the Vice-President Academic and Provost shall have the powers and carry out the duties of President and Vice-Chancellor.

### **Vice-President Academic and Provost**

- 8.3.1 Subject to the direction of the Board and of the President and Vice-Chancellor, the Vice-President Academic and Provost shall have responsibility for and authority over all academic affairs of the university.
- 8.3.2 The procedures for the evaluation of and search for a Vice-President Academic and Provost shall be as set out in the Board Policies and Procedures Manual.
- 8.3.3 A Vice-President Academic and Provost shall hold office for a fixed term to be established by the Board at the time of their appointment or re-appointment.
- 8.3.4 When the office of Vice-President Academic and Provost is vacant, the Board may appoint an Acting Vice-President Academic and Provost.

### **Vice-President Administration**

- 8.4.1 Subject to the direction of the Board and of the President and Vice-Chancellor, the Vice-President Administration shall have responsibility for and authority over all non-academic affairs of the University.
- 8.4.2 The procedures for the evaluation of and search for the Vice-President Administration shall be as set out in the Board Policies and Procedures Manual.
- 8.4.3 The appointment of the Vice-President Administration shall normally be a continuing appointment, upon successful completion of a probationary period as specified in the employment contract.
- 8.4.4 When the office of Vice-President Administration is vacant, the Board may appoint an Acting Vice-President Administration.

**9. STUDENTS**

9.1.1. The Board may, from time to time, authorize an individual or body to enforce rules, regulations and procedures regarding student behaviour and discipline established with the approval of the Board. Actions of such individuals or bodies shall be regarded as actions of the Board.

9.2.1 Any student who is suspended, dismissed or expelled from the University for disciplinary reasons shall have the rights of appeal established in the Student Judicial System for Non-Academic Infractions.

**10. INDEMNIFICATION**

10.1.1 Every Governor, every member of a Board committee, the President and Vice-Chancellor and every Senior Administrative Officer, and their heirs, executors and administrators and other legal personal representatives shall, from time to time and at all times, be indemnified and saved harmless out of the funds or other assets of the University from and against all costs, charges and expenses whatsoever which such person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against them, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them in or about the lawful execution of the duties of their position, office or employment at Mount Saint Vincent University.

**11. INTERPRETATION**

11.1.1 The powers, rights, authorities and privileges of the Board are determined by the Charter and these by-laws are to be construed in accordance therewith.

11.2.1 If any part of these by-laws shall be held to be invalid or unenforceable, the remainder of these by-laws shall be interpreted as if such part had not been included.

11.3.1 In all by-laws of the Board, the singular shall include the plural and vice versa, and the feminine shall include the masculine.

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