

**The UNIVERSITY of WESTERN ONTARIO
BOARD OF GOVERNORS**

BY-LAW NO. 1

Ref: By-Law No. 1

Amended: 26SEP17

being a by-law to regulate generally the affairs and the exercise of the powers of The Board of Governors (hereinafter referred to as the Board) as set forth in The University of Western Ontario Act 1982 (hereinafter referred to as the Act) and the calling and conduct of its meetings.

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of The Board of Governors of The University of Western Ontario as follows:

A. CORPORATE SEAL

1. The Corporate Seal of the Board shall be in the form impressed in the margin hereof and it shall be in the custody of the Secretary of the Board or such other person as the Board may from time to time designate.

B. ELECTION OF BOARD MEMBERS

1. The election and appointment of members of the Board shall be governed by the provisions of the Act in respect to number, eligibility for election and term of office.
2. The Secretary of the Board shall be the Chief Returning Officer.
3. Elections shall be conducted in accordance with procedures determined by Special Resolution of the Board.¹

C. MEMBERSHIP ON THE BOARD

1. The Secretary shall maintain a roll showing the names and addresses of each member which may be used for service of any notice. Each member shall maintain current information with the Secretary.
2. Except for the *ex officio* members, the Secretary shall maintain records of the service of members appointed to the Board and shall notify the appointing authority of the expiration of a member's term of office at least one month in advance of the expiration date.
3. The membership year of a member of the Board, other than an *ex officio* member, shall be twelve months from the date of appointment as follows
 - (a) For members elected by the Senate, Faculty-at-Large, Students, and Administrative Staff, the membership term shall begin on July 1, except where the member is appointed to fill a vacancy under the provisions of Special Resolution No. 9,² but in all cases the membership term shall end on June 30;
 - (b) For members appointed by the Lt. Governor-in-Council, Council of the City of London, Alumni Association, and Board of Governors, the membership term shall begin on the date the appointment becomes effective and shall end 48 months later.
4. Pursuant to section 12.(3) of the *UWO Act* (1982), where within any membership year a member of the Board, other than an *ex officio* member, who has not been granted leave of absence attends less than 50 per cent of the regular meetings of the Board, the Board may by resolution declare such membership vacant.

¹ Election Procedures - See [Special Resolution No. 9](#)

² Election Procedures

- (a) The Chair of the Board may grant a leave of absence to a member, but, with the exception of an *ex officio* member, a member who expects or finds an inability to fulfill responsibilities as a member of the Board for six consecutive months or more should resign membership on the Board.
 - (b) The Chair of the Board shall contact any member who does not meet the requirements of section 12.(3) of the *UWO Act* and termination of Board membership may be recommended to the Board.
 - (c) Section 12.(4) of the *UWO Act* (1982) requires that the Board, by resolution, declare a membership vacant if the member fails to attend less than 25 percent of the regular meetings of the Board in a membership year.
5. Pursuant to Section 17 of the *University of Western Ontario Act (1982, as revised in 1988)*, no member of the Board of Governors whose salary is paid under a collective agreement or Memorandum of Agreement between the University and a union or employee association may serve as a member of any team negotiating matters related to the remuneration or benefits, terms of employment, rights or privileges available to employees in a class or group of employees of the University.
 6. At the discretion of the Chair of the Board, a member of the Board or a member of its committees may be reimbursed for expenses incurred in attending meetings or in the performance of duties as a member of the Board or a Board committee member, at rates applicable to officers of the University.

D. **OFFICERS OF THE BOARD**

1. The Board shall elect, from those members eligible under the Act, a Chair and a Vice-Chair who shall each hold office for a term of 24 months, commencing on the first day of January in the year following. The Chair and the Vice-Chair may be re-elected for successive terms.
2. In the event of a vacancy in the office of Chair or Vice-Chair for any reason, the Board shall elect a replacement from those members eligible under the Act, who shall hold office until the next election under article D.1. hereof; provided, however, that if the time remaining in the term of office falling vacant is six months or less, the Board in its discretion may allow the office to remain vacant until the next regular election.
3. The Chair shall preside at all meetings of the Board and shall carry out such other duties as the Board may from time to time prescribe. In the case of absence or illness of the Chair, or there being a vacancy in that office, the Vice-Chair shall act and shall have all the powers of the Chair.
4. In the absence or illness of both the Chair and the Vice-Chair, or there being vacancies in these offices, the powers and duties of the Chair shall be exercised by an Acting Chair who shall be determined by order of precedence as follows, subject to the provisions of Section 14.(2) of the Act:
 - The Chair of the Property & Finance Committee
 - The Vice-Chair of the Property & Finance Committee
 - Other members of the Senior Policy and Operations Committee in order of seniority of Board membership
5. The Secretary of the Board shall be appointed by the Board and shall hold office at the pleasure of the Board.
6. Unless otherwise determined by the Board, in the absence of the Secretary, an Associate Secretary of the Board designated by the Secretary to so act shall perform the duties of the Secretary of the Board.

7. The Secretary shall attend all meetings of the Board and shall:
- (a) enter or cause to be entered in books for that purpose, minutes of all proceedings;
 - (b) provide copies of such minutes to all Board members as soon as possible;
 - (c) give, or cause to be given, all notices required to be given to members of the Board as well as agenda and related documents as may be necessary for a meeting;
 - (d) be responsible for arrangements for meetings;
 - (e) be the custodian of the minute books, papers, records, documents, and other instruments of the Board;
 - (f) be responsible for the dissemination of decisions or instructions by the Board to all parties concerned unless otherwise ordered by the Board; and
 - (g) perform such other duties as may from time to time be prescribed by the Board or required by law.

E. **MEETINGS**

1. **(a) Regular Meetings**

- (i) There will normally be at least five regular meetings of the Board each year, unless otherwise determined by the Board. The Chair may cancel a regular meeting if after consultation with the President he/she is satisfied that the holding of a regular meeting is not warranted because of insufficient agenda.
- (ii) Members may attend up to two regular meetings in a calendar year by teleconferencing or other electronic means.
- (iii) The annual calendar of regular meetings will be provided to members no later than November 1 of the preceding year.
- (iv) The agenda for the meeting shall be prepared by the Secretary in consultation with the Chair and President as required. The Secretary shall be notified of all matters for inclusion in the agenda for regular meetings of the Board not less than seven days before the day of the meeting at which they are to be presented, and only those matters of which the Secretary has been so notified shall be included in the agenda
- (v) Normally, an agenda and documents for a regular meeting will be provided to members at least five days prior to the meeting. With the permission of the Chair, items may be added to the agenda, or additional documentation provided after the five-day deadline.
- (vi) Notices of meetings and agenda materials are normally distributed by electronic means.
- (vii) The accidental failure to give notice of a regular meeting to any member of the Board or any accidental irregularity in connection with the giving of notice shall not invalidate the proceedings at such meeting.
- (viii) In the event that a meeting is adjourned to reconvene at a stated time and place, no further notice is necessary unless the meeting so adjourned decides otherwise by resolution.

(b) Special Meetings

- (i) Special meetings may be held as agreed by the Board, or as called by the Chair, or as called by the Secretary on direction in writing by seven members of the Board.
- (ii) Board members may attend special meetings through teleconferencing or other electronic means.
- (iii) The agenda for a special meeting shall be prepared by the Secretary in consultation with

the Chair and President as required. No business may be conducted at a special meeting other than those matters for which it was called.

- (iv) Notice of special meetings, together with the agenda, shall normally be made available to each member not less than two days before the meeting is to take place. In urgent circumstances, and with the approval of the Chair, a special meeting may be called and materials provided within a shorter time frame.
- (v) Notices of special meetings and agenda materials are normally distributed by electronic means.
- (vi) The accidental failure to give notice of a special meeting to any member of the Board or any accidental irregularity in connection with the giving of notice shall not invalidate the proceedings at such meeting.
- (vii) In the event that a special meeting is adjourned to reconvene at a stated time and place, no further notice is necessary unless the meeting so adjourned decides otherwise by resolution.

2. Meetings of the Board will be held in the Board Room, Stevenson Hall unless notice of a different location is given.

- 3. (a) Normally, regular meetings of the Board are divided into Open and Closed sessions. Subject to limitations of space, members of the public may attend the Open session of any Board meeting. Notice of the date, time, and location of the public session of regular meetings shall be sufficiently given if published in the Western News or posted on the university's web page at least two weeks in advance. Notice of special meetings open to the public may be given by other means and for a shorter period of time at the discretion of the Chair.
- (b) The Board meets in closed session to consider confidential business, such as matters concerning personnel, finance, acquisition or disposal of property, and other confidential matters of the University, the disclosure of which might be prejudicial to an individual or to the best interests of the University. Attendance at closed session meetings is limited to members, Secretariat staff, and those invited to attend by the Board to assist with its deliberations.

4. Items of business shall normally be presented to the Board by the following only:

The Chair of the Board
 The Chairs of Committees of the Board
 The President (or a vice-president at the request of the President)
 The Senate (through the President and Vice-Chancellor as its Chair)

but a member of the Board may present an item which has been submitted to and approved by the Chair of the Board for inclusion in the agenda of the meeting prior to its approval. Except for the reports of Committees, items of business furnished to the Secretary for inclusion on the agenda, pursuant to this article, shall be summarized in appropriate form with relevant supporting documents to be attached as necessary.

- 5. 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. (a) Each member shall have one vote except the Chair who may vote only when the vote is by ballot or to break or create a tie, but if the Chair creates a tie the Chair cannot break it. Unless otherwise stated in this by-law, the Board's meeting procedures, or the Board's approved parliamentary authority, motions require a simple majority of those present and voting to pass. Voting may be by show of hands, by such other means as the Board may determine, or by assumed consent when no dissent is voiced.

- (b) A resolution signed by all members of the Board shall have the same force and effect as if passed at a regularly constituted meeting of the Board.
 - (c) A resolution approved by electronic mail ballot permitted by the Chair of the Board and passed by a majority of the Board members shall have the same force and effect as if passed at a regularly constituted meeting of the Board.
7. All dissenting votes at the level of the Board of Governors which relate to issues that may incur personal liability as a result of statutory regulation shall be recorded in the Minutes if requested by the dissenting member at the time the vote is taken. Members absent from a meeting may submit to the Secretary of the Board notice of dissent not more than 7 days after receipt of the Board Minutes. Notices of dissent so submitted will be retained on file by the Secretary of the Board, but shall not affect the outcome of the vote nor be recorded in the Minutes.
8. Members of the Board shall observe strictly the confidential nature of business dealt with in closed session and it shall be their responsibility to ensure that such information is not divulged to unauthorized persons. At the commencement of a closed session the Chair shall remind members of their obligations in respect to confidentiality, by reading or directing their attention to the following caution:
- Members are reminded that discussions entered into and the decisions made during the closed session of this meeting are carried out in confidence and are not to be repeated or discussed outside the Board Room. Any material provided for the session will be retained in confidence afterwards, or may be returned to the Secretary at the end of the meeting.
- Decisions reached during the closed session which are to be announced after the meeting will be made public by official announcement or press release only and such publication does not free members of the obligation to hold in confidence the discussions which took place in the meeting or the material involved.
- The continued presence of a member in the room shall indicate acceptance of these conditions.
9. Should a member declare an intention of noncompliance with the conditions of confidentiality and refuse to leave the room when requested to do so, the Chair shall, subject to a resolution of the Board supported by a majority vote:
- (a) inform the offending member that, pending assurance to the effect that henceforth the member shall abide by the rules of the Board in respect to the confidentiality of information, the member shall be barred from attendance at any meeting of the Board or its Committees at which business of a confidential nature will be dealt with and shall not be sent any notices or material in respect to them; or
 - (b) adjourn the meeting, after having informed members that it will be reconvened at a time and place of which the offending member will not be notified.
10. (a) Permission to address the Board is normally restricted to those members of the administration or other invited guests presenting items of business for the Board's consideration. In special circumstances, and with advanced notice, the Chair may grant speaking privileges to others.
- (b) Spectators (including representatives of the news media) attending the Open session of a meeting are not permitted to address a meeting, communicate with individual members during the meeting, or disturb the conduct of a meeting in any way. Spectators must remain in their assigned seats while in the meeting

room.

- (c) Space permitting, members of the press may video record a meeting provided that they have made arrangements in advance with the University Secretary and the Associate Vice-President (Public Relations & Community Affairs). Placement of cameras within the meeting room will be at the direction of the University Secretary.
 - (d) Recording is not permitted, except with the permission of the Chair.
 - (e) Space permitting, and with the approval of the Chair, placards or signs may be brought into the meeting room provided that they are of a size that will not obstruct doorway, or the view of others in the room, and are made of materials that could not be used to harm individuals or damage property. Placards or signs that have been permitted in the meeting room or been brought in without permission must be removed if so ordered by the Chair at any point in the meeting.
11. Spectators may obtain copies of the agenda and the non-confidential portion of the supporting material from the University Secretariat's website.
 12. The Official Minute Book shall be open to the inspection of any member of the Board at any time during regular office hours in the office of the Secretary of the Board, but such inspection shall not be permitted by other persons.
 - (a) The Secretary shall be responsible for safeguarding the confidentiality of the Minutes of closed sessions of the Board meetings but shall have discretion to furnish extracts therefrom to authorized officers of the University or in satisfaction of a reasonable request.
 - (b) The Minutes of the open sessions of the Board's meetings shall be published electronically by the Secretary.
 13. The conduct of meetings shall follow the Rules of Procedure at Meetings approved by the Board, and for matters not covered in the Rules of Procedure, the Board's approved parliamentary authority.

F. **QUORUM**

1. A quorum of the Board consists of ten members, of whom at least five shall be members appointed or elected under clauses (b), (c), (d), and (h) of Section 9.(1) of the Act.

G. **COMMITTEES**

1. The Board shall maintain as Standing Committees of the Board, *inter alia*:

The Audit Committee
 The Governance and By-Laws Committee
 The Fund Raising & Donor Relations Committee
 The Property & Finance Committee
 The Senior Policy and Operations Committee

and the composition, duties and responsibilities of such Committees shall be as determined from time to time by resolution of the Board.

2. The Board may from time to time by resolution establish and appoint such other standing or ad hoc committees as it sees fit and determine the composition, duties and responsibilities of any committees so established.

3. Committees of the Board are established primarily to make recommendations to the Board and they may not commit the Board in any matter unless authority to do so has been specifically delegated by the Board. Unless otherwise authorized by the Board, committees of the Board shall report only to the Board.
4. Standing Committees may recommend the establishment of subcommittees as necessary, the composition, duties and responsibilities of which shall be submitted to the Board for approval.
5. The membership of the Board's committees and subcommittees, and the appointment of their Chairs and Vice-Chairs, shall be determined by the Board annually at the January meeting on the recommendation of the Senior Policy & Operations Committee. A list of the Committees and their membership as approved shall be published and distributed to members following the January meeting.
 - (a) The Senior Policy & Operations Committee may fill vacancies in the membership of committees and subcommittees as necessary in the succeeding 12 months and will advise the Board of such appointments.
 - (b) Membership on committees and subcommittees of the Board shall expire when the member ceases to be a member of the Board. Continuing membership on committees and organizations external to the Board (where a member was appointed by the Board), will be at the pleasure of the Board and in accordance with the membership regulations of the external organization.
6. The schedules of the regular Committee meetings will be posted on the University Secretariat's website.
7. Where the Secretary of the Board is a member or resource person on a standing committee of the Board, the Secretary may designate another person to act on his/her behalf on such committee or subcommittee.
8. A majority of the voting members of each committee shall constitute a quorum at any meeting.
9. (a) Regular Meetings
 - (i) The agenda for the meeting shall be prepared by the Secretary in consultation with the Chair, the President and the appropriate vice-presidents as required. The Secretary shall be notified of all matters for inclusion in the agenda not less than seven days before the day of the meeting at which they are to be presented.
 - (ii) Notice of regular meetings together with the agenda, shall be made available to each member not less than five days before the meeting is to take place. With the permission of the Chair of the Committee, items may be added to an agenda and additional documentation distributed within a shorter time frame.
 - (iii) Notice to members may be given by mail, telephone, facsimile, electronic mail or voice mail.
 - (iv) Attendance at committee meetings by teleconferencing or other electronic means is permitted.
 - (v) The accidental failure to give notice of a meeting to any member of the committee or any accidental irregularity in connection with the giving of notice shall not invalidate the proceedings at such meeting
 - (vi) In the event that a meeting is adjourned to reconvene at a stated time and place, no further notice is necessary unless the meeting so adjourned decides otherwise by resolution.

(b) Special Meetings

- (i) The agenda for the meeting shall be prepared by the Secretary in consultation with the Chair, the President and the appropriate vice-presidents as required. The Secretary shall be notified of all matters for inclusion in the agenda not less than four days before the day of the meeting at which they are to be presented.
 - (ii) Notice of special meetings together with the agenda, shall be made available to each member not less than two days before the meeting is to take place. With the permission of the Chair of the Committee, items may be added to an agenda and additional documentation distributed within a shorter time frame.
 - (iii) Notice to members may be given by mail, telephone, facsimile, electronic mail or voice mail.
 - (iv) Attendance at committee meetings by teleconferencing or other electronic means is permitted.
 - (v) The accidental failure to give notice of a meeting to any member of the committee or any accidental irregularity in connection with the giving of notice shall not invalidate the proceedings at such meeting
 - (vi) In the event that a meeting is adjourned to reconvene at a stated time and place, no further notice is necessary unless the meeting so adjourned decides otherwise by resolution.
10. The general conduct of meetings shall follow the rules and procedures as set forth in the Rules of Procedure at meetings, and for matters not dealt with in the Rules of Procedure, the Board's approved parliamentary authority.
 11. Unless provided otherwise in the Rules of Procedure or the Board's approved parliamentary authority, all questions at a meeting shall be decided by a majority of the votes of the members present and voting. Each voting member of the committee present at a meeting, including the Chair, shall be entitled to one vote and any motion on which there is equality of votes shall be deemed to have been defeated. A resolution approved by electronic means permitted by the Chair of the committee and passed by a majority of the voting committee members shall have the same force and effect as if passed at a regularly constituted meeting. A report of decisions taken electronically between meetings shall be provided for information at the next available meeting.
 12. The Secretary shall keep a record of the proceedings of every meeting and the minutes of every such meeting shall be submitted at the next meeting of the committee for adoption.
 13. All Board standing committees meet in closed session or in camera. Committee discussions, minutes, agenda materials and related documents are confidential. Committee members, members of the Board and others who are given access to such materials are responsible for their safe custody, unless the materials are explicitly released to the public by the committee concerned or by the Board.
 14. Members of the Board who are not members of the Audit Committee, the Governance & By-Laws Committee, the Fund Raising & Donor Relations Committee, and the Property & Finance Committee may attend meetings of those committees as observers, provided that:
 - (a) They observe the confidentiality of the proceedings to the same degree required of committee members, and
 - (b) A committee may choose, at any time, to move in camera and require those who are not members of the committee or needed resource personnel to leave.

The Senior Policy & Operations Committee always meets in camera and only members

of the committee, named resource personnel or others invited by the committee chair may attend its meetings and have access to its materials.

H. **CHIEF EXECUTIVE OFFICER**

1. The President, as the Chief Executive Officer, shall have the authority and responsibility for administering the affairs of the University in accordance with policies laid down by the Board.
2. Subject to article 1.2(b) the President is empowered to delegate presidential authority during the period of any temporary absence to any other officer of the University provided that, in the absence of such delegation of authority, the senior vice-president present, other than an Acting Vice-President, shall be the Acting President according to seniority as follows:

The Provost & Vice-President (Academic)
 The Vice-President (Operations & Finance)
 The Vice-President (Research)
 The Vice-President (External)

The President shall inform the Chair, Vice-Chair and University Secretary of any such absence and delegation.

3. The Board may, in the absence of the President, and shall in the event of a vacancy in the office of the President, appoint an Acting President upon such terms and conditions as the Board may prescribe.

I. **DELEGATION OF AUTHORITY**

1. The Senior Policy & Operations Committee is authorized to approve appointments, excluding the appointment of the President or a Vice-President, on the recommendation of the President in circumstances where the selection process has been completed but a regular meeting of the Board is not scheduled to be held within a reasonable time.
2. The Board may delegate authority
 - (a) to standing committees and other committees created by it by resolution or as set forth in terms of reference or policies approved by the Board. Authority delegated to a committee shall not be further delegated to a subcommittee except as authorized by the Board.
 - (b) to the President and other persons by resolution. Further delegation of authority by persons named in such resolutions to other persons, shall be as defined and described in administrative policies and procedures approved by the President and authorized by the Board.
3. During the months of the year when no regular meetings of the Property & Finance Committee are scheduled, the functions of that Committee may be performed by any three of its members from time to time present at a meeting, of whom at least one shall be

The Chair or the Vice-Chair of the Committee, or failing such,
 The Chair of the Board or the Vice-Chair of the Board

When such meetings are called, all members of the Committee shall be notified and invited to attend. Business transacted at such meetings shall be reported to the Property & Finance Committee at its next regular meeting.

J. **EXECUTION OF INSTRUMENTS**

1. Unless otherwise provided by the Board, and except as herein provided, documents obligating the University which require the Corporate Seal to be affixed thereto shall be signed by two persons, one of whom shall be the Secretary of the Board, and the other of whom shall be:
 - (a) Respecting documents which, by reason of subject matter or amount, exceed authority to sign delegated elsewhere by the Board,

The Chair or the Vice-Chair of the Board or in their absence,
The Chair of the Property & Finance Committee or the Vice-Chair of the Property & Finance Committee
 - (b) Respecting documents which are within delegated authority to sign or which, in the opinion of the Secretary of the Board, may be reasonably considered to be of lesser importance or value, one of

The President & Vice-Chancellor
The Vice-President (Operations & Finance)
The Provost & Vice-President (Academic)
The Vice-President (Research)
The Vice-President (External)
2. The Corporate Seal may be affixed to:
 - (a) diplomas and certificates approved by Senate or awarded at Convocation; such documents may be signed by the Registrar, together with the President and the Dean of the Faculty or School concerned or such other officers as may be specified by Senate from time to time.
 - (b) transcripts of official academic records, which must be signed by the Registrar.
3. The Seal of the Office of the Registrar may be affixed to academic documents of lesser importance. Such documents shall be signed by the Registrar or by such other persons as designated by the Registrar or by other persons consistent with the purpose of the document in question.
4. The Board may at any time determine the manner in which, and the person or persons by whom, any particular deed, transfer, assignment, contract or obligation, or any class thereof may or shall be signed.

K. BANKING

1. The banking affairs of the University shall be transacted with such banks, or other corporations carrying on a banking business, as the Board may from time to time designate by resolution, and all such banking affairs shall be transacted on behalf of the Board by such persons as the Board may designate by resolution and to the extent therein provided.

L. INVESTMENTS

1. The Board may designate by resolution authority to manage the investments owned or held in the name of the University and to purchase, transfer, exchange, sell or otherwise dispose of securities in accordance with policy approved by the Board.

M. CHANNELS OF COMMUNICATION

1. The Board shall not accept recommendations, proposals, or submissions from, or deal directly with, any individual or component of the University or any campus organization other than as referred to in article E.4 hereof.

N. FISCAL YEAR

1. The fiscal year of the Board shall be a twelve-month period commencing on the first day of May and ending on the thirtieth day of April in the next succeeding year.

O. USE OF UNIVERSITY NAME AND ARMS

1. No persons shall assume or use the name or the coat-of-arms of The University of Western Ontario, or any design in imitation of the same, or any trademark, copyrighted material or brand of the university without the authority of the Board.

P. PARLIAMENTARY AUTHORITY

1. The American Institute of Parliamentarians Standard Code of Parliamentary Procedure (latest edition) shall govern the Board of Governors and its committees and subcommittees in all parliamentary situations not provided for in the Act, the by-laws of the Board, Special Resolutions, or Rules of Procedure at Meetings

Q. AMENDMENT

1. Notice of any motion to enact, amend or repeal any By-Law of the Board shall be given by mail, facsimile, or electronic mail at least 30 days prior to the meeting of the Board at which the motion is to be presented.
2. A motion to enact, amend or repeal any By-Law of the Board shall not carry unless it receives the affirmative vote of at least 15 members of the Board.
3. Notwithstanding 1. and 2. above, the Board may, by special resolution, delegate authority to a committee of the Board to approve non-substantive amendments to the By-Laws.
 - (a) Non-substantive amendments require the affirmative vote of majority of those present at a duly constituted meeting of the Board or of a committee to which the Board delegates authority to approve such amendments.
 - (b) Amendments made by a committee on delegated authority of the Board will be reported to the Board at its next regular meeting.