



CAPILANO UNIVERSITY BOARD GOVERNANCE MANUAL

APPROVED BY THE BOARD OF GOVERNORS

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A. INTRODUCTION

1. Board Manual

This Board Governance Manual (“Board Manual”) is approved by the Capilano University Board of Governors.

The Board Manual sets out the responsibilities of the Board and its members, and the governance structure pursuant to which the Board exercises its legislative duty to manage, administer and control the property, revenue, business and affairs of the University: *University Act* section 27.

The Board Manual reflects today’s best governance practices to ensure the University fulfills its mandate.

2. Definitions

In this Board Manual:

“Act” means the British Columbia *University Act*, R.S.B.C. 1996, c.468.

“Appointed Member” means a person appointed to the Board of Governors by the Lieutenant Governor in Council.

“Bylaws” means the rules and regulations by which the Board operates and governs.

“Board” means the Board of Governors of the University and includes committees of the Board.

“Board Member” means a duly elected, appointed or ex-officio member of the University’s Board of Governors.

“Elected Member” means a person elected to the Board of Governors by a constituency group.

“Ex-officio” means a person who holds an appointment by virtue of their position, e.g. the President and the Chancellor are ex-officio members of the Board of Governors.

“Officer of the University” means the University’s President, Vice-Presidents and Registrar.

“Senior Leadership” refers to the University administrators that are members of the Senior Leadership Council.

“President” means the President of Capilano University.

“University” means Capilano University.

“University Executive” includes the President and Vice-Presidents collectively.

3. Bicameral Governance Framework

The University is a publicly funded, special purpose, teaching university operating under a bicameral governance structure in accordance with the *Act*, with a division of powers among the Board and the Senate. Both the Board and the Senate are governing bodies of the University. Bicameral governance delineates the strategic oversight of the Board from the academic responsibility of the Senate.

Pursuant to section 27 the *Act*, the Board is responsible for the “management, administration and control of the property, revenue, business and affairs” of the University.

The Senate is responsible for academic and curriculum-related matters. The powers and duties of the Senate are set out in section 35.2 of the *Act*.

The *Act* provides for Board interaction with the Senate in a number of areas:

- a) the Senate must advise the Board and the Board must seek the advice of the Senate on the development of educational policy as outlined in section 35.2(6) of the *Act*;
- b) the Board must consider recommendation from the Senate for the establishment of faculties and departments with suitable teaching staff and courses of instruction: section 27(2)(i) of the *Act*;
- c) the Board must consult with the Senate on those matters as specified in sections 27 (2)(d) and (e) of the *Act*;
- d) the Board must get approval of the Senate on specified matters set out in sections 27(2)(f), (j), (k), and (r); and
- e) the *Act* also provides that the Board may appoint one member to be a non-voting member of the Senate to serve for one (1) year (section 35.2(2)(k)).

The President of the University is the chief executive officer and must generally supervise and direct the academic work of the University (section 59 of the *Act*). The President also has other powers and responsibilities as set out in sections 28 and 60-63 of the *Act*.

4. Precedence of the University Act

Where any provision of this Board Manual is at variance with the *Act* or at variance with regulations promulgated pursuant to the *Act*, the *Act* and the regulations will take precedence.

5. Commitment

To demonstrate determination and commitment, Board Members should annually review this Board Manual and make the Annual Declaration found at Appendix “C”.

6. Amendment of the Board Manual

This Board Manual, including the Board Bylaws set out in Part D, may be amended at any Board meeting by a two-thirds (2/3) majority vote, provided written notice of the proposed amendment has been forwarded to Board members prior to the date of the meeting.

7. Seal

The University has a common seal, which is in the custody of the President.

8. Execution of Documents

The execution of documents required to be in writing will be in accordance with the *Act* and the policies of the Board.

9. Records

The public records of the Board are in the custody of the Executive Assistant to the Board at the North Vancouver campus and are open for inspection.

B. BOARD CHARTER AND MANDATE

10. Purpose

The Charter and Mandate explain the statutory authority and obligations, and statement of roles and responsibilities, of the Board and provide guidance to Board members in the performance of their duties.

11. Mandate of the Board

The source of the Board's legislative authority and mandate is the *Act*, under which the Board is responsible for strategic oversight of the business and affairs of the University: Part 6 and Part 10 of the *Act*.

The Board also receives a Mandate Letter from the BC Ministry responsible for post-secondary educational institutions ("Ministry") each year, outlining the respective accountabilities, roles and responsibilities of the University and Government. The mandate letters are signed by institution board chairs upon resolution of all board members. Signed letters are posted on the Ministry and university website.

12. Role of the Board

The Board's role is one of governance and oversight of the University. The Board carries out its responsibilities under the *Act* through a stewardship role and is accountable for ensuring the University fulfills its mandate. The Board's role is to be informed about, but not supervise or direct, the day-to-day activities, risks and successes of the University. The Board sets the overall vision and strategic direction, periodically assesses the operational status relative to that direction, and leaves the day-to-day management and operation of the University to the President and senior leadership team. The Board is responsible for the business of the University – its administration, finances, operations, assets, role in the community and the integrity of such.

The Board's governance role involves a wide range of responsibilities, including:

- overseeing the development of the overarching strategic direction and policy framework for the University;
- approving the University's annual and long-term plans, including a strategic plan;
- ensuring the University's activities are consistent with its mandate;
- monitoring the University's performance;
- ensuring effective stewardship of institutional resources;
- ensuring senior leadership are appropriately qualified;
- ensuring an effective process for identifying, monitoring and managing institutional risk;
- selecting and evaluating the President; and
- overseeing a succession planning process to ensure continued leadership.

These duties are mainly discharged through oversight of the President and senior leadership, who are responsible for the management and day-to-day operations of the University and for implementation of the direction set by the Board.

13. Delegation of Authority

In the absence of a specific reservation of authority in the *Act* or otherwise, and subject to Board policies and Board policy directions, the management of the University and all necessary authority in connection with that is delegated to the President. The President will specify required actions and develop administrative regulations and policies under which the University will be operated. Such actions, regulations and policies give directions on how the University will meet the values, standards and expectations established by the Board and will be in every respect consistent with the policies of the Board. No such actions, regulations or policies will commit the University to expenditures beyond current budget projections.

Nothing in the foregoing will inhibit direct action by the Board when such action is deemed necessary and prudent.

14. Board Culture

The Board culture is advanced through the Board members' consistent practice and attention to the following tenets. The Board will:

- a) embrace leading practice and strive for continuous improvement in governance;
- b) ensure transparency and facilitate communication with stakeholders;
- c) cultivate a collegial and respectful atmosphere within its membership, and in its interactions with University stakeholders; and
- d) act ethically and prudently in regards to University interests.

15. Accountability

The Board is accountable for:

- a) adhering to the *Act* in the execution of its responsibilities;
- b) proactively supporting the University in the achievement of its mission and goals;
- c) focusing on strategic issues, and empowering the President and senior leadership team to manage the University's operations; and
- d) stewardship of the University's resources.

16. Duties and Key Responsibilities of the Board

The duties and key responsibilities of the Board are set out below.

a. Human Resources

The Board has human resources responsibilities including:

- a) in consultation with the Post-Secondary Employers' Association (PSEA) and the Public Sector Employers Council (PSEC), recruiting and appointing the President as chief executive officer of the University, approving the President's compensation, and defining the President's duties and tenure in office;
- b) monitoring and evaluating the President's performance;
- c) overseeing President succession planning and ensuring plans are in place to deal with a planned or emergency departure of the President;
- d) ensuring plans are made for senior leadership succession and development;
- e) providing support and advice to the President in the execution of the President's duties;
- f) appointing or providing through policy for the appointment of faculty, staff and senior administrators to the University;
- g) in consultation with PSEA, providing direction and approval for bargaining unit negotiations;
- h) monitoring the progress of bargaining unit negotiations and working with PSEA to confirm that all negotiated terms are within the scope of government guidelines, and are within the University's ability to pay and remain sustainable; and
- i) consulting with PSEA regarding direction and approval for any legal actions related to bargaining unit negotiations.

b. Communications

The Board has communications responsibilities including:

- a) ensuring the University has a plan in place to engage and communicate effectively with key stakeholders, including students, faculty and staff, senate, donors, alumni, government and communities;
- b) adhering to the Board Communications Protocol (Appendix D) to ensure consistency, accuracy and transparency in communications with stakeholders; and
- c) ensuring the only member authorized to speak on behalf of the Board is the Chair.

c. Strategy

The Board supports strategic planning by:

- a) reviewing and approving the vision, mission and values of the University in collaboration with the Senate;
- b) providing input, reviewing and approving the strategic plan and initiatives;
- c) reviewing and approving the annual operational and capital plans, and key performance indicators;
- d) monitoring, on a regular basis, performance against strategic and operational plans, with a focus on key risks and strategies;
- e) approving policies under the jurisdiction of the Board and major transactions;

- f) ensuring compliance with legal and regulatory requirements;
- g) annually reviewing the draft Institutional Accountability Plan and Report prior to its submission to the Ministry; and
- h) creating an excellent working relationship with the Minister and the Ministry to facilitate the University's progress in implementing approved strategies and plans.

d. Financial/Risk

As responsible stewards of University resources, the Board:

- a) understands the key risks affecting the University's operations;
- b) ensures senior leadership has established appropriate systems to manage these risks;
- c) annually reviews the University's risk reduction plans and progress;
- d) receives regular reports on the management of material risks to the University;
- e) reviews and approves annual audited financial statements;
- f) at least quarterly monitors the University's financial position;
- g) receives, reviews and monitors all investment reports related to funds of the University and the Capilano University Foundation; and
- h) ensures that controls, codes or guidelines are in place governing ethical conduct, conflict of interest, environmental protection, personal and public safety, equity and similar concerns.

17. Board Performance

The Board will:

- a) develop and implement a comprehensive orientation program for new members;
- b) conduct an annual performance evaluation the outcomes of which will be used to develop a plan to enhance performance and governance;
- c) oversee the development of the annual Board calendar;
- d) monitor the standing committees' work plans for progress and completion;
- e) develop an annual succession plan to prepare Board members to take on Chair, Vice Chair and committee chair roles; and
- f) set out the skills and characteristics required of future Board members to meet the University's strategic needs.

C. ROLES AND RESPONSIBILITIES

18. Board Members

a. Standards of Conduct

Board members will:

- a) adhere to and annually sign the Annual Declaration found at Appendix “C”;
- b) comply with policies and Bylaws of the Board and the University, including this Board Manual;
- c) comply with all applicable law, including the *Act* and regulations;
- d) make full and timely disclosure of any conflicts of interest; and
- e) keep confidential information confidential, including all information associated with closed and *in-camera* meetings. The duty to maintain information in confidence continues after a Board member ceases to be a Board member.

To support the Board in achieving its obligations, Board members will:

- f) act with integrity, in good faith and in the best interests of the University as a whole;
- g) act ethically and prudently in regard to University interests;
- h) represent the University as a whole, rather than the interest of individual constituents;
- i) cultivate a collegial and respectful atmosphere within the Board, and in its interactions with University stakeholders;
- j) engage with the University’s communities, facilitate communications with stakeholders and ensure transparency in communications;
- k) contribute to the advancement and objectives of the University;
- l) embrace leading practice and strive for continuous improvement in governance;
- m) strive to be constructive, resourceful and solution-oriented;
- n) respect that the Chair is the only authorized spokesperson for the Board; and
- o) avoid publicly speaking against or undermining any decision of the Board, regardless of whether the Board member agrees with or voted for that decision.

b. Meetings

To facilitate effective and efficient Board and Board Committee meetings, Board members will:

- a) be prepared and well-informed on relevant issues for all Board meetings, Committee meetings and planning sessions;
- b) strive for 100% attendance at Board and Committee meetings. Attendance in person is preferred, however, on occasion if circumstances warrant, a Board member may attend by

an online format. The *Act* directs that a Board member who fails to attend at least half of the meetings of the Board in any year is deemed to have vacated their seat.

- c) Board members who are unable to attend a board or committee meeting are required to notify the Board or Committee Chair and the Executive Assistant to the Board to help determine if quorum will be met.
- d) where possible, provide notice to the Chair about emerging board meeting agenda issues;
- e) be prepared to discuss issues and ask relevant questions; and
- f) respect diversity of opinions and perspectives.

c. Board Orientation and Personal Development

Board members will:

- a) attend the Board's orientation program, and participate, as appropriate, in any professional development program made available by the University to Board members;
- b) take part in the Board's programs of self-assessment for the Board as a whole and for individual Board members;
- c) endeavour to become knowledgeable about the University; and
- d) be familiar with the University's strategic plan, vision, purpose, values, operating environment and basic financial drivers.

19. Capilano University Foundation

The Capilano University Foundation is an independent non-profit society registered under the *British Columbia Society Act* and a public charitable foundation registered with the Canada Revenue Agency. The Foundation's Bylaws provide that Capilano University Board of Governors are members of the Foundation. As such, they appoint some of the Foundation's Directors and attend the Foundation's Annual General Meeting where they receive a report on the Foundation's activities and approve the Foundation's financial statements. The Foundation Bylaws are Appendix "G" to this manual.

20. Officers of the Board

a. Role of the Chair

The Chair of the Board provides leadership to the Board and the President.

The Chair will have excellent leadership, communication, negotiation, team building, and networking skills.

b. Responsibilities of the Chair

To fulfill the responsibilities of the position, the Chair will:

- a) act as the spokesperson for the Board;
- b) act as a signing officer on behalf of the Board;

- c) manage conflicts of interest;
- d) build a strong working relationship with the Minister and other government representatives;
- e) build succession for the position of Chair;
- f) build and maintain a sound working relationship with the President and senior leadership;
- g) provide the Board with updates regarding relations and negotiations with key stakeholders;
- h) be available to meet with and discuss issues with stakeholders;
- i) participate in key University events, as required;
- j) conduct committee and member evaluations;
- k) provide guidance and recommendations to Board members regarding roles, responsibilities and conduct; and
- l) perform such other duties as may from time to time be assigned by the Board.

To facilitate effective and efficient Board meetings, the Chair will:

- a) establish agendas for Board meetings and planning sessions, with input from the President;
- b) call meetings of the Board and preside at all meetings of the Board; and
- c) encourage participation of all Board members in discussions and questions.

To support the committees in achieving their obligations, the Chair will:

- a) appoint committee chairs and committee members;
- b) be ex-officio on all committees;
- c) act as a resource to all committee chairs; and
- d) ensure committees are fulfilling their responsibilities and reporting requirements.

c. Responsibilities of the Vice-Chair

To fulfill the responsibilities of the position, the Vice-Chair will:

- a) in the absence of the Chair, preside at Board meetings and perform the responsibilities of the Chair;
- b) act as a signing officer on behalf of the Board;
- c) serve on the Board Executive and Human Resources Committee;
- d) participate in key University events, as required; and
- e) perform such other duties as may from time to time be assigned by the Board.

21. President

a. Role of the President

In accordance with sections 59–63 of the *Act*, the President is the Chief Executive Officer and Vice-Chancellor of the University. The President is appointed by the Board and reports to and is accountable to the Board.

The President must generally supervise and direct the academic work of the University (section 59 of the *Act*). The President has the overall responsibility to lead the University in the development of strategic recommendations for the approval and direction of the Board, and in the day-to-day performance of its business and administration.

Subject to the *Act* and this Board Manual, the President or such person as they may designate, may appoint and define the duties and tenure of such employees as are necessary to carry on the business and operations of the University, other than those positions required by legislation to be appointed by the Board as indicated in section 27(2)(g) of the *Act*.

b. Duties and Responsibilities of the President

The duties and responsibilities of the President include:

Institutional Leadership

- a) leading the University in the day-to-day management, administration and functioning of the University ensuring compliance with all relevant laws, regulations, standards of ethical behavior and university policies;
- b) leading the University in the development of strategic planning processes, including periodic assessments of operational performance relative to such goals, and recommending the strategic plan to the Board for review and approval;
- c) leading the University in developing and implementing the institutional goals set by the Board;
- d) the development and maintenance of an appropriate administrative organization and policy-making structure for the most efficient and effective utilization of University resources;
- e) fostering and enhancing a relationship of mutual trust and openness among the President, the senior leadership, faculty, staff, students and the Board;

Academic Leadership

- f) leading the University in developing and implementing the academic objectives, initiatives and goals of the University;
- g) suspensions and removal of students, subject to the right of appeal to the Senate as set out in section 61 of the *Act*;

Financial and Risk Management

- h) advising the Board on all institutional material risks, obligations and opportunities;

- i) developing and recommending the annual operational and capital plans and budgets to the Board for review and approval. Annual operational and capital plans and budgets are drafted in collaboration with senior leadership and other staff, key constituents and the Board;
- j) leading the appropriate fiscal management of the University, including allocation and supervision of all appropriated and other funds that finance any activities under the jurisdiction of the University;

Human Resources

- k) development and maintenance of a personnel system concerned with recruitment, selection, assignment, supervision, evaluation and promotion of all personnel employed by the University;
- l) supervising and directing the instructional, administrative and other staff of the University;
- m) establishing and maintaining a senior leadership development and succession plan for annual Board approval;
- n) suspension and removal of employees subject to the right of appeal to the Board as set out in section 60 of the *Act*;

External Relations

- o) acting as primary spokesperson and institutional representative for the University in all external matters, except in matters directly related to the Board which are the responsibility of the Chair;
- p) maintaining a positive working relationship with local, provincial and federal agencies and key stakeholders;

Annual Objectives

- q) establishing, in conjunction with the Executive and Human Resources Committee of the Board, an annual list of personal performance objectives (within the context of the strategic plan) to be achieved in the forthcoming year for approval by the Board; and
- r) exercising such powers and performing such other duties as are assigned by the Board.

c. Offices of the President

Pursuant to section 63 of the *Act*, the President:

- a) is a member of the Board and must attend Board meetings;
- b) is the chair of Senate;
- c) is a member of all standing committees of Senate, except the standing committee on appeals;
- d) is a member of each faculty; and
- e) in the absence of the Chancellor, is the chair of Convocation and must confer all degrees, honorary degrees, diplomas and certificates.

d. Compensation

The President is paid for services rendered in an amount determined by resolution of the Board, subject to the parameters set for executive compensation by the BC Public Sector Employers' Council.

The President will be reimbursed for any reasonable travelling and other out-of-pocket expenses necessarily incurred in the discharge of their duties in accordance with applicable University policies and procedures.

22. Board Secretary

The Board Secretary will be the University's Vice President of Finance and Administration, or such other person as the Board appoints.

23. Chancellor

The Chancellor is responsible for carrying out the ceremonial and official functions of the University. Under sections 5 and 17 of the *Act*, the Chancellor serves as the chair of Convocation, and confers all degrees, honorary degrees, diplomas and certificates.

The Chancellor is appointed by the Board on nomination by the Alumni Association and after consultation with Senate. The Chancellor is appointed for a term of three (3) years and after that until a successor is appointed.

The Chancellor may be appointed for a maximum of two consecutive terms.

In the absence of the Chancellor or where there is a vacancy in that office, the President will act in the Chancellor's place.

If the President is absent or unable to act, another person designated by the Board will act in the Chancellor's place.

D. BOARD BYLAWS

24. The Board of Governors

The powers and duties of the Board will be as defined in the *Act*.

The affairs of the University will be managed by the Board as set out in the *Act*.

Board members will be appointed or elected in the manner provided in section 19 (1) of the *Act*.

The Chair will administer to each Board member, at the first Board meeting they attend, the Oath of Office - attached as Appendix "C".

25. Composition of the Board

Pursuant to section 19 (1) of the *Act*, the Board is composed of 15 members as follows:

- a) the Chancellor;

- b) the President;
- c) two faculty members elected by faculty members;
- d) eight persons appointed by the Lieutenant Governor in Council, two of whom are appointed from individuals nominated by the alumni association;
- e) two students elected by students; and
- f) one person elected by and from University employees who are not faculty members.

26. Term of Office

Board members hold office for terms of varying lengths as set out in section 20 of the *Act*:

- a) Faculty and University employee representatives are elected for three-year terms;
- b) Student representatives are elected for one-year terms;
- c) Appointed members are appointed for term lengths up to three years at the Government's discretion; and
- d) The Chancellor and the President are ex officio members of the Board and, therefore, are members for so long as they hold their respective offices.

Appointed members are eligible for re-appointment and elected members are eligible for re-election, but those members may not hold office for more than six consecutive years (section 21 of the *Act*).

27. Eligibility

Pursuant to section 23 of the *Act*, the following persons are not eligible to be or remain Board members:

- a) members of the Parliament of Canada;
- b) members of the Executive Council or of the Legislative Assembly of British Columbia;
- c) a member of the public service in the ministry; and
- d) a member of the public service designated by the Minister.

28. Vacancies on the Board

Sections 24 and 25 of the *Act* set out the process for declaring and filling vacancies on the Board and the effect of the vacancy.

If a vacancy arises on the Board before the end of the term of the office for which a member has been appointed or elected, the Executive Assistant to the Board will enter the vacancy in the minutes of the Board.

If a vacancy exists in respect of an appointed member, the Lieutenant Governor in council will appoint a person to fill the vacancy. The Executive and Human Resources Committee of the Board develops recommendations for the appointment of Board members.

If a vacancy exists in respect of an elected member, the Registrar will conduct by-elections in accordance with the Capilano University Board Election Procedures and the *Act*.

Persons appointed or elected to fill a vacancy hold office for the remainder of the term for which the person's predecessor was appointed or elected.

A vacancy on the Board does not impair the authority of the remaining Board members to act.

29. Board Election Process

The election process is set out in the Capilano University Board Election Procedures (Appendix E). The Election Procedures have been developed to meet the requirements for elections as set out in the *Act*.

The elections are conducted by the Registrar.

30. Officers of the Board – Election and Term

The Chair and Vice-Chair(s) will be elected annually by the Board from among its appointed members, consistent with section 19.2(1) of the *Act*.

An Acting Chair, when necessary, will be elected from among the Board's appointed members, consistent with section 27 (2) (b) of the *Act*.

The Chair and Vice-Chair will hold office for one (1) year or until a successor is elected.

The Chair and Vice-Chair are eligible for re-election.

The Chair and Vice-Chair may be removed from office by resolution of the Board.

The President will conduct the election as per the process outlined in Appendix F.

31. Resignation and Removal

a. Form of Resignation

The resignation of a Board member will be made by notice in writing, addressed and delivered to the Chair or the President and, for appointed members, also delivered to the Minister designated under the *Act*. The resignation will take effect on the date specified in the notice.

b. Reporting

The Chair will report to the Board at Board meetings all resignations not previously reported to the Board.

c. Deemed Resignation

If a Board member fails to attend at least half of the Board's meetings in any year, the Board will consider whether to permit continued service of that Board member pursuant to section 22 (2) of the *Act*.

32. Conduct of Board and Committee Meetings

a. General Conduct

All Board and Committee meetings will be conducted in accordance with:

- a) the *Act*;
- b) these Bylaws; and
- c) Robert's Rules of Order Newly Revised in respect of procedural matters not governed by the *Act*, and where these Bylaws are silent.

Board meetings will entertain only those motions presented that are germane to the Board's responsibilities as set out in the *Act*.

Board members may participate in a Board meeting or any committee meeting by means of online platforms or other communication facilities by which all participants in the meeting can understand and communicate with each other. A Board member participating in accordance with this provision will be deemed present at the meeting, will be counted in the quorum therefore, and will be entitled to speak and vote thereat.

Committee meetings may be held by electronic means when in person meetings are not practical. When synchronous meetings are held by electronic means the same rules as for in-person meetings will apply.

Asynchronous Board and Board Committee meetings may be held over email when synchronous meetings are not practical. To preserve the deliberative nature of committee proceedings held by email, the following rules will apply;

- a) The Chair of the Board or the Chair of the committee will establish a timeline for discussing and voting on a resolution when the Board or committee begins consideration of the resolution;
- b) All emails concerning the proposed motion will be sent to all Board or committee members, including designated resource people, and to no other person;
- c) To preserve the confidentiality of discussions, no committee member will forward emails to or from the Board's or committee's discussions;
- d) At the designated time, discussion will end and Board or committee members can propose amendments to the motion by emailing the Chair of the Board of the Board or of the committee;
- e) When the designated time for amendments has passed, the Chair of the Board or Chair of the committee will send the motion and all proposed amendments to all Board or committee members in a single email and request that they vote by indicating their support or otherwise for the motion and each amendment; and
- f) Voting will take place over three business days, by email.

b. Public Input at Open Board Meetings

At the discretion of the Chair, the Board may hear presentations or answer questions from a member or members of the University community or the public at an open Board meeting on matters within the purview of the Board. The rules governing public input are as follows:

- a) Any person who wants to make a presentation or ask a question will email the Board Secretary no fewer than fourteen (14) days in advance of the scheduled open Board meeting;
- b) The email will contain the person's name, contact information and a submission outlining the topic and purpose of their presentation, or details of the question they intend to ask the Board;
- c) If permitted to speak, the person's presentation before the Board will be limited to five minutes; and
- d) If not permitted to speak, the email submission may be entered as correspondence for the Board's consideration.

c. Time, Place and Attendance

Board meetings will be held at one of the Capilano University campuses.

The Board will meet at least once every three months in accordance with section 26 (1) of the *Act*.

Board meetings will be held on Tuesdays unless otherwise determined by the Board.

Board member attendance at meetings will meet the requirements of the *Act*.

The Board will endeavour to connect periodically with local representatives and groups within the University's geographic region to discuss common concerns.

The Chair or the President will call a special meeting of the Board upon written request of a majority of Board members.

Any Board meeting may be adjourned to a specific time and place. Only items on the agenda of the meeting adjourned may be acted on at the adjourned meetings.

d. Board Meeting Types

i. Open Board Meetings

All Open Board meetings will be considered open to observers from the University community and members of the public unless specified.

ii. Closed Board Meetings

Closed meetings typically precede an Open Board meeting and may continue after the open meeting has concluded. Closed meetings are held in the absence of observers from the University community and members of the public. Closed meetings include members of the University executive and senior leadership as requested by the Board.

The following matters will be considered at the closed session (unless the meeting determines otherwise):

- a) matters relating to salaries, conditions of employment, and collective bargaining;
- b) matters relating to the employment of any particular person, including appointments, transfers, resignations, promotions, demotions, conduct, discipline or suspension;
- c) matters relating to the conduct, discipline, suspension or other dealings with any particular student;
- d) matters involving legal actions, negotiations or opinions, or that concern the liability or interests of the Board or Board members;
- e) matters relating to acquisition, disposition or security of real property;
- f) matters of a commercial nature where it is in the interest of the University to maintain confidentiality; or
- g) other matters contemplated by the Act, these Bylaws, or that are otherwise usually agreed to be confidential and not public.

By resolution of the Board any matter discussed at a closed session may be brought forward for discussion at an open meeting.

iii. *In-Camera* Board Meetings

After the Open session of a Board meeting, the Board will regularly debrief *in-camera* without any members of the University executive present to allow Board members to freely address any issues they wish to raise privately.

In addition, the following matters will be considered at the in-camera session:

- a) The internal functioning of the Board;
- b) the President's appointment, performance, evaluation or compensation;
- c) the President's annual goals; or
- d) President succession planning.

If discussing matters related to the President, in (b), (c) or (d), the President will also be excused.

Immediately following this debriefing session, the Chair will report to the President on issues discussed at the debriefing session, as appropriate.

No Board member will discuss any matter raised during an *in-camera* meeting outside that meeting.

e. **Quorum and Voting**

A quorum for the transaction of the business of the Board or Board Committee will be a majority of the Board members holding office at the time of the meeting.

Where there is not a quorum present after 10 minutes into a duly called meeting, the meeting will be cancelled. Time sensitive items that require approval will go directly to the Board of Governors or the Executive and Human Resources Committee, at the Board Chair's discretion. Items that are not time sensitive will be added to the next scheduled meeting.

The Chair has the same voting rights as other Board members. In the case of a tie vote on a motion, the motion is defeated and the Chair will so declare.

The President is an ex officio member of the Board (section 19 (1) (b) of the Act).

The Chancellor is an ex officio member of the Board (section 19 (1) (a) of the Act).

f. Agenda

The Chair in consultation with the President and the Board Secretary will prepare the agenda for each Board meeting. The Board Secretariat will forward copies of the agenda and all relevant documentation to Board members far enough in advance of the Board meeting that Board members can ask questions and give an informed vote, but at least 48 hours before each meeting.

The Chair, in consultation with the President and Board Secretary, will prepare the initial portion of the agenda as a consent agenda:

- a) Items on the consent agenda will be matters that do not require discussion or debate.
- b) A single motion and vote will apply to all items on the consent agenda.
- c) Any Board member can request that an item be moved from the consent agenda to the open agenda for discussion and/or debate.
- d) All relevant documentation on consent agenda items, and the proposed motion, will be provided to Board members far enough in advance of the Board meeting that Board members can ask questions and give an informed vote.

The Chair will call for approval of the agenda as the first item of business of each Board meeting. Additions may be proposed by Board members and will be added to the agenda with the approval of the meeting.

For open Board meetings, the agenda and supporting materials are posted on the Board's webpage.

g. Minutes

Minutes of all Board meetings will be:

- a) a record of the formal actions undertaken at the meeting;
- b) stored electronically as a part of a minute book;
- c) circulated to Board members prior to the meeting at which they are to be adopted; and
- d) approved by the meeting of the Board at which they are adopted.

Minutes of open Board meetings will be adopted at the next open Board meeting. Minutes of closed meetings will be adopted at the next closed session. Minutes of *in-camera* meetings will be adopted at the next *in-camera* session.

Due to the significant time between the last meetings in June and the first meetings in September and board composition changes that occur between academic years, the June standing committee and Board meeting minutes will be approved by email in July of the same academic year. Minutes will be sent to all board members in attendance at the respective meeting.

Copies of minutes of Board meetings will be circulated as determined by the Board from time to time and as required by law.

h. Recording and Communication Devices

The Board is responsible for creating a meeting environment that promotes full and frank discussion and the free exchange of ideas in their role of providing strategic oversight for the University. In order to provide an environment where Board members and participants are comfortable to comment, express their opinions and ask questions, any private or unauthorized use of a recording device during meetings of the Board is prohibited. Recording includes any equipment that can be used to record through photography, videotaping or audio recording, an image, a sound or a conversation, including cameras, cellular telephones, smartphones or any similar device.

Participants and guests are also required to turn off or put on silent mode any personal communication device during the meeting.

33. Oath of Office and Annual Declaration

The Oath of Office and the Annual Declaration for Board members is attached as Appendix “C” to this Board Manual.

The Oath of Office is normally to be affirmed or sworn, signed and dated before the Board at the commencement of all members’ first meeting with the Board. In cases where no meeting of the Board is imminent, and waiting for one will impede the ability of a new Board member to join into the work of the Board, the oath may be sworn before the Chair or designate, along with a staff member from the President’s Office.

34. Confidential Information

The details of any matter discussed at a closed, in-camera, or committee meeting of the Board will be held in strict confidence by all those in attendance. By resolution of the Board, any of the matters discussed at a closed, in-camera, or committee meeting may be brought forward for discussion at an open meeting.

35. Committees

a. Appointing Committees

To more efficiently and effectively carry out its functions and responsibilities, the Board will establish permanent committees that meet separately, each of which will have its own chair (“Standing Committees”). These committees meet to consider matters within their terms of reference before bringing these matters to the Board as a whole.

The Board may also from time to time appoint committees as follows:

- a) Committee of the Whole to allow less formal discussion of a complex or controversial issue which, nevertheless, needs some action to be taken; or
- b) ad hoc committees that are created and meet as necessary.

b. Standing Committees

The Board has four (4) Standing Committees:

- Audit and Risk Committee
- Executive and Human Resources Committee
- Finance Committee
- Governance and Planning Committee

c. Proceedings

Standing committee meetings are not public and will be attended by Board members only, with any guests invited by the committee Chair, and with University administrators assigned to serve as resource persons or who are requested to attend by the committee Chair.

All Board members may attend all meetings of any standing committee, except that only the members of the Executive and Human Resources Committee and the Audit and Risk Committee will attend meetings of those committees.

Matters discussed at standing committee meetings will be held in confidence, subject only to the following:

- a) all matters will be reported to the Board;
- b) matters described in the Part D Board Bylaws section 32 (d) (ii) will be treated as closed topics and be reported at the closed Board meeting;
- c) matters described in the Part D Board Bylaws 32 (d) (iii) will be treated as *in-camera* topics and be reported at the *in-camera* Board meeting;

d. Work and Reporting

Each standing committee will review its Terms of Reference annually and propose any changes to the Governance and Planning Committee for review and recommendation to the full Board.

The standing committees will carry out the work assigned in the committee terms of reference as well as any additional mandates as approved from time to time by the Board. Standing committees will report to the Board on work completed and recommendations for Board's approval.

e. Members

The Chair will appoint members to each standing committee in accordance with the committee terms of reference. No standing committee will have fewer than four (4) members. Standing committee quorum will be a majority of the committee members.

Appointments are made based on qualifications and interest, and to avoid potential conflicts of interest.

f. Committee of the Whole

The purpose of a committee of the whole is to suspend a formal meeting in order to address a matter that can better be dealt with informally. Any votes taken during a committee of the whole session are not considered decisions of the Board, but recommendations to the Board (Robert's Rules of Order). The rules are as follows:

- a) The Board members vote to go into committee of the whole.
- b) Committee of the whole functions as a real committee; when it convenes, the Board ceases to be in session.
- c) Committee of the whole can be chaired by a new Chair. The Chair of committee of the whole is appointed by the Chair.
- d) Committee of the whole votes to rise at the conclusion of its session.
- e) Rising implies that committee of the whole ceases to exist and the Board is back in session.

Proceedings of committee of the whole are not entered into the formal minutes of the Board meeting. A brief synopsis of the committee of the whole proceedings will be entered as an appendix to the minutes.

36. Insurance and Indemnification

Under the *Act*, Board members are protected against actions for damages in respect of any act or omission in the course of their duties, except in acts of bad faith. Section 69(1) of the *Act* provides:

An action or proceeding must not be brought against a member of a board, senate or faculties, or against an officer or employee of a university, in respect of an act or omission of a member of a board, senate or faculties, or officer or employee, of the university done or omitted in good faith in the course of the execution of the person's duties on behalf of the university.

Under the University, College and Institute Protection Program, Board members are provided with insurance coverage against liability claims while performing their duties and responsibilities in good faith, subject to the terms and conditions of the University's liability coverage agreement.

Indemnity

The University will indemnify a Board member against all costs, charges and expenses, including an amount paid to settle an action or satisfy a demand or judgment, reasonably incurred by the Board member in respect of any civil, criminal, administrative, investigative or other proceeding in which the Board member is involved because of their duties or responsibilities to the University, so long as the Board member acted honestly and in good faith with a view to the best interests of the University and except to the extent that any such costs, charges or expenses are occasioned by the Board member's own willful neglect or default.

Every Board member will be deemed to have assumed office on the express understanding that the University will be bound by the above Indemnity.

37. Expenses

The University will reimburse Board members for expenses reasonably incurred to carry out duties of Board members, subject only to reasonable policies of the University from time to time.

E. CODE OF CONDUCT AND ETHICS

38. Overview

The University should behave, and be perceived, as an ethical organization. The fundamental relationship between a Board member and the University is one of trust; essential to trust is a commitment to honesty and integrity. Ethical conduct within this relationship imposes certain obligations.

Section 19.1 of the *Act* states, "the members of the board of a university must act in the best interests of the university." In other words, Board members will ensure that their personal and professional interests, or obligations to third parties, do not conflict with their duty to the University.

This Code of Conduct and Ethics outlines how Board members will conduct themselves in accordance with the requirements of the law, the Crown Agencies and Board Resourcing Office (CABRO), Taxpayer Accountability Principles¹, and the Standards of Ethical Conduct Guidelines published by the provincial government.

Each Board member should adhere to the minimum standards described herein and to the standards set out in applicable policies, guidelines or legislation.

39. Duties of a Board Member

All Board members owe certain duties to their organizations under the law. In addition, directors of public agencies in BC will comply with the requirements of the CABRO, which publishes Codes of Conduct from time to time.

Generally, a Board Member owes the following duties to the University:

¹ Taxpayer Accountability Principles: Strengthening Public Sector Governance and Accountability (June 2014) [Accountability principles strengthen public sector governance | BC Gov News](#)

- a) **Loyalty:** Board Members will act honestly, in good faith and in the best interests of the University. In placing the interests of the University ahead of their own personal or business interests, Board members will:
- i. Be honest in their dealings with the University and with others on behalf of the University;
 - ii. Avoid situations where they could profit at the expense of the University, appropriate a business opportunity of the University or otherwise put themselves in a position of conflict between their own private interests and the best interests of the University;
 - iii. Remain impartial and loyal to the best interests of the University and not act as a delegate or representative of any interest, stakeholder or group;
 - iv. Avoid speaking against or undermining any decision of the Board, regardless of whether the Board member agrees with or voted for that decision; and
 - v. Avoid engaging in activity or speaking publicly on matters where this could be perceived as an official act or representation of the University unless specifically authorized to do so by the University.
- b) **Care:** Board members will exercise the degree of skill and diligence reasonably expected from an ordinary person of their knowledge and experience.
- c) **Confidentiality:** Board members will not divulge confidential information that they receive as Board members to any person unless authorized. The duty to maintain information in confidence continues after a Board member ceases to be a Board member.
- d) **Disclosure:** Board members who become aware of a matter which they have a duty to disclose or report will advise the Chair as soon as is reasonably practical.
- e) **Compliance:** Board members will comply with all applicable laws and regulations and with the University's Bylaws and policies adopted by the Board from time to time, including this Code of Conduct and Ethics. No Board member will commit or condone an illegal act or instruct another Board member to do so. All Board members are expected to follow the spirit as well as the letter of the law.
- f) **Knowledge:** Board members will be familiar with and generally knowledgeable about the University's mandate, vision, goals, strategic direction and operations; the community, business and political environment within which the University operates; and the relevant legislation applicable to the University and to Board members.

Any Board member who knows or suspects a breach of this Code of Conduct and Ethics has a responsibility to report it to the Chair.

40. Conflicts of Interest

a. Definitions

A conflict of interest arises when a Board member's private interests supersedes or competes with their dedication and obligations to the interests of the University. This could arise from actual, potential, or apparent conflict of interest for a Board member or related persons and may be financial or otherwise. For this purpose:

- i. **“actual conflict of interest”** occurs when a Board member exercises an official power or performs an official duty or responsibility and, at the same time, knows that in the performance of this duty or responsibility or in the exercise of power there is the opportunity to further a private interest.
- ii. **“potential conflict of interest”** occurs when there exists some private interest that could influence the performance of a Board member’s duty or responsibility or in the exercise of power provided that they have not yet exercised that duty or responsibility.
- iii. **“apparent conflict of interest”** exists when there is possibility that a reasonably well-informed person is concerned that a real conflict of interest exists on the part of the Board member.
- iv. **“related person”** means a spouse, child, parent or sibling of a Board member.

b. General Principles

In general, a conflict of interest exists for Board members who use their position at the University to benefit themselves, friends or families.

A Board member should not use their position with the University to pursue or advance the Board member's personal interests, the interests of a related person, the Board member's business associate, corporation, union or partnership, or the interests of a person to whom the Board member owes an obligation.

A Board member should not directly or indirectly benefit from a transaction with the University over which a Board member can influence decisions made by the University.

A Board member should not take personal advantage of an opportunity available to the University unless the University has clearly and irrevocably decided against pursuing the opportunity, and the opportunity is also available to the public.

A Board member should not use their position with the University to solicit clients for the Board member's business, or a business operated by a close friend, related person, business associate, corporation, union or partnership of the Board member, or a person to whom the Board member owes an obligation.

Every Board member should avoid any situation in which there is, or may appear to be, potential conflict which could appear to interfere with the Board member’s judgment in making decisions in the University’s best interest.

c. Conflict of Interest Situations

Some conflict of interest situations are quite clear, whereas others are less obvious. The following examples of conflict of interest are intended to provide general guidelines for declaring a conflict of interest. These examples should not necessarily be considered exhaustive. Instead, the definitions of conflict of interest and general principles described in sections 41(a) and (b) should be applied in determining the existence of a conflict of interest:

- i. influencing the purchase of goods or services for the University from a company or firm in which the Board member or a related person has financial interest;

- ii. using the position as Board member to obtain employment with the University;
- iii. using confidential or non-public information obtained as a Board member to further a private interest;
- iv. serving on the board of another organization and being in possession of information confidential to the University that is of importance to a matter being considered by the board of the other organization;
- v. assisting a related person, an associate, or an organization in its dealings with the University, when such intervention may result in real or apparent preferential treatment to that person or organization by the University;
- vi. participating in or attempting to influence the appointment, hiring, promotion or evaluation of a related person to positions within the University;
- vii. using the University's resources or facilities for a personal benefit or the benefit of related persons;
- viii. attempting to influence the outcome of a specific program or facility at the University to which the Board member or a related person has made a significant financial contribution; and
- ix. any employment, association, or activity, including political activity, that is, or may reasonably be seen to be, incompatible with the Board member's duties, or otherwise be seen to impair their ability to discharge their duties in an impartial fashion, or cast doubt on the integrity or impartiality of the Board or the University.

d. **Constituency Membership**

Board members who have been selected to the Board as a representative of a stakeholder group or region owe the same duties and loyalty to the University and when their duties conflict with the wishes of the stakeholder or constituent, their primary duty remains to act in the best interests of the University.

A conflict of interest due to representation of or relation to a specific constituency may occasionally arise. In general, voting on matters which have an effect on a broad group (i.e. students staff, faculty) by a member of that group, who is not a director, officer, or member of the executive of that group, is not considered to be a conflict of interest. Conflict could reasonably be considered to exist however, for the following identified groups in the following situations:

- a) deliberations and decisions directly affecting a specific instructional program in which
 - a. student Board members are enrolled in the program;
 - b. faculty or staff Board members are employed in the program;
 - c. Board members with related persons are enrolled in or employed in the program;
- b) deliberations and decisions related to labour negotiations and labour relations
 - a. for faculty and support staff Board members
 - b. for Board members with related persons who hold faculty and/or support staff positions at the University;

- c. for Board members with related persons who hold positions at other institutions who could be seen to gain benefit from information divulged on these matters;
- c) deliberations and decisions related to labour disputes regarding faculty and support staff
 - a. for faculty and support staff Board members who have the responsibility, or joint responsibility with others, to adjudicate disputes regarding faculty and support staff, represent faculty or support staff or their interests in disputes or are involved in any deliberations, decision-making or implementation of any such decisions by or on behalf of faculty or support staff associations;
 - b. deliberations and decisions related to any matter in which the University's interests may not be aligned with those of the faculty or staff association for Board members who hold executive positions with faculty and staff associations.

For the purposes of clarification, student Board members voting on issues related to tuition and fees other than for the specific instructional program in which they are enrolled, is not considered a conflict of interest.

e. Declaration of Conflict

Board members will arrange their private affairs and conduct themselves in a manner to avoid a conflict of interest. In cases where conflict cannot be avoided, a Board member has an obligation to declare a conflict of interest in writing to the Chair prior to discussion or decision of an issue.

Where a Board member is in doubt or unsure of whether a situation involves a conflict, the Board member will immediately seek the advice of the Chair.

If a Board member believes that another Board member is in a conflict of interest situation, the Board member will immediately identify the conflict to the other Board member and request that the conflict be declared. If the other Board member refuses to declare the conflict, the concerned Board member will immediately notify the Chair. If the situation involves a conflict of interest by the Chair, the issue will be referred to the Chair of the Governance and Planning Committee.

A Board member will declare the nature and extent of any conflict at the first meeting of the Board after which the facts leading to the conflict have come to that Board member's attention. Prior to the approval of the agenda at each Board meeting, the Chair will request that Board members declare any conflicts of interest. The disclosure will be recorded in the minutes of the meeting. After declaring the conflict, the Board member:

- a) in an open, closed, or in-camera session, or committee meeting, will absent themselves from the proceedings by leaving the room during discussion and/or voting on the particular matter giving rise to the conflict;
- b) will not attempt, in any way or at any time, to influence the discussion or the voting of the Board on any question relating to the matter giving rise to the conflict; and
- c) will be counted in the quorum for a meeting at which the Board member attends, notwithstanding that the Board member is absented while any matter is considered in respect of which a conflict of interest exists for that Board member.

Where a conflict of interest is discovered after the consideration of a matter, the conflict will be declared to the Board and appropriately recorded at first opportunity. If the Board determines that the Board member in conflict influenced the Board's consideration or decision of the matter, the Board without further involvement of the said Board member, will reconsider the matter and may rescind, vary or confirm its decision.

f. Determining Conflicts of Interest

Where a potential conflict of interest has been identified to the Chair pursuant to section 41 (e) above, the Board will determine by majority vote whether or not a conflict of interest exists. Prior to the vote, the Board will be provided with information regarding the nature of the perceived conflict and the Board member perceived to be in potential conflict will be given an opportunity to provide their perspective on whether or not a conflict of interest exists.

The Board member perceived to be in conflict will refrain from voting.

If the Board determines that the Board member is in conflict of interest, the Board member will act in accordance with section 41 (e) above.

41. Outside Business Interests

Board members should declare possible conflicting outside business activities at the time of appointment. Notwithstanding any outside activities, Board members are required to act in the best interest of the University.

No Board member should hold a significant financial interest, either directly or through a related person or associate, or hold or accept a position as an officer or Board member in an organization in a material relationship with the University, where by virtue of their position in the University, the Board member could in any way benefit the other organization by influencing the purchasing, selling or other decisions of the University, unless that interest has been fully disclosed in writing to the University.

A "significant financial interest" in this context is any interest substantial enough that decisions of the University could result in a personal gain for the Board member.

These restrictions apply equally to interests in organizations that may compete with the University in all of its areas of activity.

42. Confidential Information

Confidential information includes proprietary technical, business, financial, legal, or any other information which the University treats as confidential (including all matters discussed at closed, in-camera and committee meetings). Board members should not either during, or following, their term as a Board member, disclose such information to any outside person unless authorized or required by law.

Similarly, Board members will never disclose or use confidential information gained by virtue of their association with the University for personal gain, or to benefit related persons, friends or associates.

A breach of confidentiality, whether unintended or deliberate, may result in disciplinary action up to and including removal from the Board in accordance with the *Act*.

If in doubt about what is considered confidential, a Board member should seek guidance from the Chair or the President.

43. Investment Activity

Board members will not, either directly or through related persons or associates, acquire or dispose of any interest, including publicly traded shares, in any company while having undisclosed confidential information obtained in the course of work at the University which could reasonably affect the value of such securities.

44. Outside Employment or Association

A Board member who accepts a position with any organization that could lead to a conflict of interest or situation prejudicial to the University's interests, will discuss the implications of accepting such a position with the Chair. Acceptance of such a position might require the Board member's resignation from the Board.

45. Entertainment, Gifts and Favours

It is essential to fair business practices that all those who associate with the University, as suppliers, contractors or Board members, have access to the University on equal terms.

Board members and their related persons will not accept entertainment, gifts, or favours that create or appear to create a favoured position for doing business with the University. Any person or entity offering such inducement should be asked to cease. Any such gifts received by a Board member should be returned to the donor.

Board members will not offer or solicit entertainment, gifts or favours in order to secure preferential treatment for themselves or the University.

Board members will not under any circumstances offer or receive cash, preferred loans, securities, or secret commissions in exchange for preferential treatment. Any Board member experiencing or witnessing such an offer should report the incident to the Chair immediately.

Gifts and entertainment should only be accepted or offered by a Board member where such practices are common exchanges to established business relationships for the University. An exchange of such gifts should create no sense of obligation on the part of the Board member.

Full and immediate disclosure to the Chair of borderline situations will always be taken as good-faith compliance with this Code of Conduct and Ethics.

46. Use of the University's Property

Board members may only use property owned by the University for personal purposes, or purchase property from the University, at the same cost and through the same processes available to the general public.

A Board member should not purchase property owned by the University if that Board member is involved in an official capacity in some aspect of the sale or purchase.

47. Breach

A Board member found to have breached their duty to the University by violating the minimum standards set out in this Code of Conduct and Ethics may be liable to censure or removal under section 22 of the *Act*.

48. Where to Seek Clarification

Normally, the Chair or the Chair of the Governance and Planning Committee should be responsible to provide guidance on any matter concerning standards of ethical behaviour.

APPENDIX “A”

Bicameral Governance under the University Act

Legislative Framework:

Capilano University is a publicly funded, special purpose, teaching university operating under a bicameral governance structure in accordance with the *University Act* (the Act), with a division of powers among the Board and the Senate.

The management, administration and control of the property, revenue, business and affairs of the University are vested in the Board (section 27 of the Act).

The Senate is responsible for academic and curriculum-related matters. The powers and duties of the Senate are set out in section 35.2 of the Act.

The Senate must also advise the Board and the Board must seek the advice of the Senate on the development of educational policy as outlined in section 35.2(6) of the Act.

The President of the University is the chief executive officer and must generally supervise and direct the academic work of the University (section 59 of the Act). The President also has other powers and responsibilities as set out in sections 28 and 60-63 of the Act.

Board Manual - Section 15(c) Accountability:

One of the key responsibilities of the Board set out in the Board Charter and Mandate is that the Board is accountable for “focusing in strategic issues, and empowering the University’s President and executive team to manage the University’s operations”.

Board Manual - Section 13 Delegation of Authority:

In the absence of a specific reservation of authority in the *Act* or otherwise, and subject to Board policies and Board policy directions, the management of the University and all necessary authority in connection with that is delegated to the President. The President will specify required actions and develop administrative regulations and policies under which the University will be operated. Such actions, regulations and policies give directions on how the University will meet the values, standards and expectations established by the Board and will be in every respect consistent with the policies of the Board. No such actions, regulations or policies will commit the University to expenditures beyond current budget projections.

Nothing in the foregoing will inhibit direct action by the Board when such action is deemed necessary and prudent.

Policy Development and Management

Under Policy B.102 Policy Development and Management, the Board and the Senate develop new and review existing policies in accordance with the respective powers and duties of each as set out in the *Act* as well as any other policies that the University might determine are best handled by one of these bodies.

The Senior Leadership Council develops policies that fall outside the jurisdiction of the Board and the Senate, which normally are operational policies.

Powers and Duties of the Board

The management, administration and control of the property, revenue, business and affairs of the University as vested in the Board (section 27(1) of the Act).

Pursuant to section 27(2) of the Act, the Board exercises the following power and duties:

- s. 27(2)(a) to make rules for the meetings of the board and its transactions;
- s. 27(2)(b) to elect from among its members appointed by the Lieutenant Governor in Council a chair, and, when necessary, an acting chair;
- s. 27(2)(c) to appoint a secretary and committees it considers necessary to carry out the board's functions, including joint committees with the senate, and to confer on the committees' power and authority to act for the board;
- s. 27(2)(g) subject to section 28, to appoint the president of the university, deans of all faculties, the librarian, the registrar, the bursar, the professors, associate professors, assistant professors, lecturers, instructors and other members of the teaching staff of the university, and the officers and employees the board considers necessary for the purpose of the university, and to set their salaries or remuneration, and to define their duties and their tenure of office or employment;
- s. 27(2)(h) if the president is absent or unable to act, or if there is a vacancy in that office, to appoint an acting president;
- s. 27(2)(l) to receive from the president and analyse and adopt with or without modifications the budgets for operating and capital expenditure for the university;
- s. 27(2)(m) to set, determine and collect the fees
 - i. to be paid for instruction, research and all other activities in the university,
 - ii. for extramural instruction,
 - iii. for public lecturing, library fees, and laboratory fees,
 - iv. for examinations, degrees and certificates,
 - v. for the use of any student or alumni organization in charge of student or alumni activities, and
 - vi. for the building and operation of a gymnasium or other athletic facilities;
- s. 27(2)(n) to pay over
 - i. the fees collected for a student or alumni organization that the organization may request, and
 - ii. in accordance with section 27.1, the fees collected for a student society or a provincial or national student organization;
- s. 27(2)(n.1) in accordance with section 27.1 (1.1),
 - i. to impose fees on and collect fees from students who are not members of a student society, and
 - ii. remit those fees to the student society;
- s. 27(2)(o) to administer funds, grants, fees, endowments and other assets;
- s. 27(2)(p) to select a seal and arms for the university and have sole custody and use of the seal;

- s. 27(2)(q) to provide for student loans;
- s. 27(2)(s) to enter into agreements on behalf of the university;
- s. 27(2)(t) to regulate, prohibit and impose requirements in relation to the use of real property, buildings, structures and personal property of the university, including in respect of
 - i. activities and events,
 - ii. vehicle traffic and parking, including bicycles and other conveyances, and
 - iii. pedestrian traffic;
- s. 27(2)(t.1) to regulate, prohibit and impose requirements in relation to noise on or in real property, buildings and structures of the university;
- s. 27(2)(u) to acquire and deal with
 - i. an invention or any interest in it, or a licence to make, use or sell the product of an invention, and
 - ii. a patent, copyright, trade mark, trade name or other proprietary right or any interest in it;
- s. 27(2)(v) to require, as a term of employment or assistance, that a person assign to the board an interest in an invention or an interest in a patent, copyright, trade mark, trade name or other proprietary right resulting from an invention
 - i. made by that person using the facilities, equipment or financial aid provided by the board, or
 - ii. made by that person while acting within the scope of the person's duties or employment, or resulting from or in connection with the person's duties or employment as an officer or employee of the university;
- s. 27(2)(w) to pay to a municipality incorporated under an Act a grant in a year not exceeding the lesser of
 - i. the amount that would be payable as general municipal taxes in the year on property of the university within the municipality if the property were not exempt from these taxes, and
 - ii. the amount specified by the minister or calculated in the manner specified by the minister;
- s. 27(2)(x) to make rules consistent with the powers conferred on the board by this Act;
- s. 27(2)(x.1) to impose and collect penalties, including fines, in relation to a contravention of a rule or other instrument made in the exercise of a power under this section;
- s. 27(2)(x.1) to provide for the hearing and determination of disputes arising in relation to
 - i. the contravention of a rule or other instrument made in the exercise of a power under this section, and
 - ii. the imposition of a penalty under paragraph (x.1);
- s. 27(2)(y) to do and perform all other matters and things that may be necessary or advisable for carrying out and advancing, directly or indirectly, the purposes of the university and the performance of any duty by the board or its officers prescribed by this Act or the [Sexual Violence and Misconduct Policy Act](#).

Powers and Duties of the Senate

Pursuant to sections 27(2) and 35.2 of the *Act*, the Senate exercises the following power and duties:

A. Powers with final authority resting with the Senate (s. 35.2(5)):

- s. 35.2(5)(a) regulate how its meetings and proceedings are conducted, including the quorum necessary to conduct business and how a vice chair, who is to chair meetings in the absence of the president, is elected;
- s. 35.2(5)(b) set criteria for awarding certificates, diplomas and degrees, including honorary degrees;
- s. 35.2(5)(c) set curriculum content for courses leading to certificates, diplomas and degrees;
- s. 35.2(5)(d) set qualifications for admission;
- s. 35.2(5)(e) set policies concerning examinations and evaluation of student performance;
- s. 35.2(5)(f) set residency requirements for awarding credentials for courses and programs;
- s. 35.2(5)(g) set policies concerning student withdrawal from courses, programs, or Capilano University;
- s. 35.2(5)(h) set criteria for academic standing, academic standards, and the grading system;
- s. 35.2(5)(i) set criteria for awards recognizing academic excellence;
- s. 35.2(5)(j) set policies and procedures for appeals by students on academic matters and establish a final appeal tribunal for these appeals; and
- s. 35.2(5)(k) set policies on curriculum evaluation for determining whether:
 - i. courses or programs, or course credit from another university or body are equivalent to courses, programs, or course credit at Capilano University; and
 - ii. courses or programs, or course credit from one part of Capilano University are equivalent to courses or programs, or course credit in another part of Capilano University.

B. Advisory duties, with final authority given to the Board:

1. The Board must seek, and the Senate must give, advice on the development of educational policy for the following matters (s. 35.2(6)):
 - s. 35.2(6)(a) the mission statement and the educational goals, objectives, strategies, and priorities of the Capilano University;
 - s. 35.2(6)(b) the establishment, revision, or discontinuance of courses and programs at Capilano University;
 - s. 35.2(6)(c) the preparation and presentation of reports after implementation by Capilano University without prior review by the Senate of
 - i. new non-credit courses, or
 - ii. programs offered under service contract;
 - s. 35.2(6)(d) the priorities for implementation of new programs and courses leading to certificates, diplomas, or degrees;

- s. 35.2(6)(e) the establishment or discontinuance of faculties at Capilano University;
- s. 35.2(6)(f) the evaluation of programs and educational services;
- s. 35.2(6)(g) the library and resource centres;
- s. 35.2(6)(h) the setting of the academic schedule;
- s. 35.2(6)(i) the qualifications for faculty members;
- s. 35.2(6)(j) the adjudication procedure for appealable matters of student discipline;
- s. 35.2(6)(k) the terms for affiliation with other post-secondary bodies;
- s. 35.2(6)(l) the consultation with community and program advisory groups concerning Capilano University's educational programs; and
- s. 35.2(6)(m) other matters specified by the Board.

2. In addition, the **Board must consult with Senate on the following matters** (s. 27(2)):

- s. 27(2)(d) the maintenance and keep in proper order and condition the real property of the University, the erection and maintenance of the buildings and structures on it that in the opinion of the Board are necessary and advisable, and the rules respecting the management, government and control of the real property, buildings and structures;
- s. 27(2)(e) the conservation of the heritage sites of the University, including any heritage buildings, structures and land of the University;
- s. 27(2)(i) the establishment of faculties and departments with suitable teaching staff and courses of instruction; and
- s. 27(2)(k) providing for the chairs, institutes, fellowships, scholarships, exhibitions, bursaries and prizes the board and the senate consider advisable.

C. Powers with final authority resting with the Senate and the Board:

- s. 27(2)(f) the establishment of procedures for the recommendation and selection of candidates for president, deans, librarians, registrar and other senior academic administrators as the board may designate;
- s. 27(2)(j) the establishment of faculties and departments the board considers necessary; and
- s. 27(2)(r) the number of students that may in the opinion of the board, having regard to the resources available, be accommodated in the university or in any faculty of it, and to make rules considered advisable for limiting the admission or accommodation of students to the number so determined.

APPENDIX “B”

Oath of Office and Annual Declaration

OATH OF OFFICE

I, [name of Board Member], sincerely promise and swear (or affirm) that I will truly, faithfully and impartially, to the best of my ability, execute the duties and responsibilities of my position as a member of the Board of Governors of Capilano University. I have read and agree to abide by the Capilano University Board Governance Manual, including the Board of Governor’s Bylaws and Code of Conduct and Ethics.

Date at City, British Columbia, this date of month, year.

Signature of Board Member

Print Name

ANNUAL DECLARATION

I have read and considered the Capilano University Board Governance Manual, including the Bylaws and Code of Conduct and Ethics.

I understand and agree that:

- I will conduct myself in accordance with the provisions contained in the Board Governance Manual.
- I have disclosed all activity I am engaged in that could be perceived as a conflict of interest.
- I will not distribute Board and committee materials further, and I will keep in confidence the Board and committee materials designated as confidential and confidential conversations of the Board. I agree that my undertaking of confidentiality extends beyond my term on the Board into perpetuity.
- Should circumstances change, and in particular if a new potential conflict of interest arises, I will update the information in this declaration to disclose any such change as soon as possible.

I certify that the information provided above is true and complete to the best of my knowledge.

Date

Signature of Board Member

Print Name

APPENDIX “C”

Capilano University Board of Governors Communication Protocol

Purpose

Capilano University Board of Governors members (“Board members”) may be approached by members of the public with questions or may receive requests for information related to Capilano University. Because activities and issues evolve over time and it is important that information provided to the community is consistent and as up to date as possible, the following communications protocol has been established. This protocol is intended to support Board members in their responsibility as representatives of Capilano University and to ensure that our response to the community is consistent, timely and accurate.

Protocol

- Key messages related to emerging issues or activities will be provided to Board members as necessary in the Board agenda package. Board members are asked to refer to the key messages to address questions that may be posed informally by community members (e.g. in a social setting).
- If a significant update is available prior to a board meeting, a briefing note, specific to that initiative/issue, will be emailed to all Board members by the President’s Office or Board Secretariat.
- The only spokesperson for Board matters is the Chair or the Chair’s express delegate.
- The only spokesperson for senior leadership is the President or the President’s express delegate.
- Once the Board takes a decision after a fair and objective hearing of different opinions on an issue before it, Board members are expected to stand united in that decision in public.
- Board members are expected to communicate promptly and clearly to the Chair and the President any significant concern or complaint. Any subsequent response would be developed by the President, in consultation with the Chair and supported by knowledge experts and University communications.
- Occasionally, the Chair, or Board members, may be asked to respond to a media request or an inquiry from a representative group. All such inquiries should be directed to the Director, Communications via the Chair and then to the President’s Office. The Director, Communications will undertake any background research required and will work with the Chair, or appropriate spokesperson, to respond to the request. The Director, Communications will ensure the President’s Office remains the conduit to any final communications prepared, that the Board member who originally received the request is copied; and the entire Board is notified of the request and the response is included as part of the next Board meeting agenda package.
- The Board may be asked to receive a signed petition or other appeal, from a group or representative body. The sender receives confirmation of receipt from the Director, Communications and assurance of the process to present the petition to the Board and document it in the Board’s records management system.

APPENDIX “D”

Capilano University

Board Election Procedures

March 2016

Purpose:

The rules and procedures included in this document outline the process to be undertaken by Capilano University for all Board elections. The rules and procedures for elections are in accordance with the *University Act*. In the event of a disagreement between the procedures and the *University Act*, the *University Act* will prevail.

Schedule for Elections:

Regular elections will normally occur in late February. The Registrar is responsible for preparing the election schedule and will distribute the schedule to involved constituency groups prior to the election.

Procedural definitions:

Faculty: An academic educational administrative division of a university constituted by the Board as a Faculty under section 39 of the University Act, or the dean and faculty members of a Faculty, as the context requires.

At Capilano University there are five (5) Faculties: Arts and Sciences; Business and Professional Studies; Fine and Applied Arts; Education, Health and Human Development; and Global and Community Studies.

Faculty Member: A person employed by a university as an instructor, lecturer, assistant professor, associate professor, professor, or in an equivalent position designated by Senate.

At Capilano University lab instructors, lab supervisors, private music instructors, instructional associates, special appointees, counselors, and librarians, have also been designated by Senate as faculty members.

Support Staff: Capilano University employees who are not faculty members, and who are staff, including exempt staff and administrators, excluding the President and Registrar.

Term of Office:

Support staff and faculty representatives

The term of office for support staff and faculty representatives on the Board of Governors shall be three (3) years, normally commencing on August 1st.

Student representatives:

The term of office for student representatives on the Board of Governors shall be one (1) year, commencing on August 1st.

Orientation:

Orientation for all new members may occur prior to the official term commencement date. It is the responsibility of the representatives to ensure their participation in the orientation.

Eligibility to Nominate, Vote, Run and Hold Office:

Students

Eligibility to Nominate:

To nominate an individual, students must be enrolled in at least one credit course at Capilano University.

Eligibility to Vote*:

The voters list for the Board student representatives shall be comprised of all students enrolled in at least one credit course at Capilano University.

Eligibility to Stand for Election and Hold Office:

Students elected to the Board must be enrolled in at least one credit course and cannot have the current notation of 'Required to Withdraw' on their record. If an elected student's enrolment is terminated due to being 'Required to Withdraw', student conduct, or any other reason, the position will be declared vacant.

Support staff

Support staff members who are also employed under the category of faculty members shall be designated by the role that has the majority of the workload. If the workload is equal, in order to participate in elections the employee must choose, on a one-time-only basis, to be considered either a faculty member or a non-faculty member for purposes of Board voting and candidacy.

Support staff members who are also students cannot stand for election, nominate, or vote as students.

Eligibility to Nominate:

To nominate an individual, staff must meet the same criteria as those described for eligibility to vote.

Eligibility to Vote*:

The voters list for the Board support staff representatives shall be comprised of all support staff, exempt staff, and administrators who are not officers of the University (President, Registrar, and Vice-Presidents), deans, or faculty members.

Eligibility to Stand for Election and Hold Office:

Support staff elected to the Board of Governors must be employed continuously for the entire three (3) year term of office. If an elected support staff member's employment with the University is terminated for any reason, the position will be declared vacant.

Faculty

For purposes of voting and candidacy, an employee who has both a faculty and a non-faculty position shall be designated by the role that has the majority of the workload. If the workload is equal, in order to participate in elections the employee must choose, on a one-time-only basis, to be considered either a faculty member or a non-faculty member for purposes of the Board voting and candidacy.

Eligibility to Nominate:

To nominate an individual, faculty must meet the same criteria as those described for eligibility to vote.

Eligibility to Vote*:

The voters list for the Board faculty representatives shall be comprised of all faculty members, as designated by Senate, with current appointments during the election period.

Eligibility to Stand for Election and Hold Office:

Faculty members elected to the Board of Governors must have appointments within one or more Faculties of Capilano University as constituted by the Board of Governors. If an elected faculty member's appointment with the University is terminated for any reason, the position will be declared vacant.

*The Registrar is responsible for both maintaining and having the final authority over the voters list. A copy of the voters list will be available for viewing in the Registrar's Office once an election or by-election has been called.

Election Timelines and Process

Timelines:

The Registrar is responsible for establishing timelines and shall post them on the Capilano University website.

Nomination period will be a two-week duration ending at 4:00 pm on the final day. The nomination results will be announced within two (2) working days from the end of the nomination period.

The nomination period must end at least one (1) week before the start of the voting period.

The voting period will be of one week duration beginning at 12:01 a.m. on the first day and ending at 11:59 p.m. on the final day. The voting results will be announced within two (2) working days from the end of the voting period.

Election Process

Nominations:

The Registrar will post timelines and nomination forms on the Capilano University website. Information required for nominations includes full name, signature, date and student ID (for students) or employee ID (for staff or faculty).

Candidates List:

The Registrar will post on the Capilano University website the list of candidates and their respective nomination statements (verbatim).

Campaigning:

A candidates' orientation will be held prior to the start of the campaign period. It is the sole responsibility of the candidate to ensure they are familiar with all the rules of the election, whether they attend the orientation or not.

Promotion of the election, excluding the Capilano University website, but including all-candidates' meeting is the responsibility of the constituent groups.

All campaign material will be in accordance with Human Rights Legislation.

Campaigning is allowed and is undertaken at the individual's expense and in their own time. Campaigning includes, but is not limited to, posters, signs, websites, social media, and telephone/email communications. Encouraging individuals to vote is not considered campaigning if there is no reference to an individual candidate or group of candidates.

Candidates may not abuse Capilano University's resources. All candidates are required to act with honesty and integrity.

Election Results:

The Registrar shall:

1. Post the election results within two (2) working days following each election
2. Inform the President of the results of the election
3. Report the Board election results at the first Board meeting following each election
4. Post results publicly on the University's website including names of candidates who were not successful.

If the number of candidates for a position matches the required number of candidates to be elected, the candidate(s) will be declared elected by acclamation.

If the number of candidates for a position is more than the required number of candidates to be elected, the candidate(s) with the most votes will be declared as elected.

In the case of tie votes, the following will take place:

Ties will be broken by the Registrar via a coin-toss that is administered in the presence of the tied candidates.

Appeals:

It is recognized that there may be challenges to the conduct of the elections. To consider these challenges, an Appeals Committee will be convened.

This committee will:

1. Be composed of one member of each constituent group, appointed by their executive (the member cannot have been a candidate in the election).
2. Be chaired by the Registrar or designate, or by the Vice President, Academic and Provost, or designate, as determined by the nature of the appeal. In either case, the Chair is non-voting.
3. Have a mandate to hear the appeals based on the rules for election.

Appeals Procedure:

All appeals must be received, signed and in writing to the Registrar's Office no later than 3:00 p.m. two (2) working days after the results of the election are announced.

All candidates of the affected constituent group will receive a copy of each appeal prior to the Appeals Committee hearing.

Each candidate will have an opportunity to respond to the appeal in writing. Appeals that question the conduct of candidates or the election process will be chaired by the Registrar or designate. In the case of an appeal against the conduct of the Registrar or designate, the Vice President, Academic and Provost, or designate, will chair the appeals committee. Each response will be signed and received in the Registrar's Office no later than 3:00 p.m. two (2) days after receipt of the appeal.

The Appeals Committee Chair will allow each of these candidates an opportunity to speak to the committee during the designated Appeals Committee Hearing. These candidates must confirm their attendance with the Registrar's Office 24 hours prior to the Appeals Committee Hearing. Time limitations and a schedule will be at the discretion of the Appeals Committee, taking into consideration the number of appeals and candidates wishing to address the committee.

Each confirmed candidate addressing the Appeals Committee will be allowed one support person at the Appeals Committee Hearing. This support person is not able to address the committee.

Once all confirmed candidates have addressed the committee, the committee will consider all evidence presented and take appropriate action, including:

- Over-ruling the objection
- Making recommendations to the Registrar with respect to future elections
- Ordering new procedures
- Requiring a new election

The Appeals Committee decision will be final. So there is no disruption in representation to the Board of

Governors, those who have been declared elected are confirmed in their positions until the appeals have been concluded.

Vacant Positions:

Vacant positions must be filled as soon as reasonably possible, taking into account both the length of time of the election/by-election process and the nature of the academic year. The rules for filling vacant positions will be:

1. By-elections will be held when a position is declared vacant prior to the end of term for that position except as follows:
2. If the vacancy occurs on November 1st, or later, and the person holding the position declared vacant is in the final year of their term, then the position will be filled through the normal elections process in the spring. The person elected will immediately assume the vacant position until July 31st, and then begin their elected term of office.

APPENDIX “E”

Board Chair and Vice Chair Election Procedures

PRESIDENT ASSUMES CHAIR

Election of Chair

President calls for nominations
(Call twice or three times.)

Ensure that those nominated are willing to stand.

One nomination/Chair

Motion: THAT...(name) be nominated as Chair of the Board.

(A seconder is not necessary although any number of persons may wish to second the nomination to show support.)

The President can then declare ...(name) to have been elected Chair by acclamation.

OR More than one nomination/Chair

President announces...is nominated and ...is nominated, etc.

A motion is made and seconded to “close nominations”.

Voting is carried out by ballot.

Motion: THAT the Capilano University Board elect...(name) as its chair for the forthcoming year.

Election of Vice-Chair

Same procedure as for Chair.

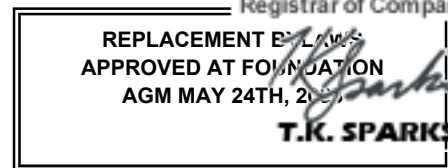
WARNING: The President is inclined at this point to succumb to a rush of enthusiasm and adjourn the meeting. Actually, the new or re-elected Chair assumes the Chair and adjourns the meeting.

CHAIR TO ASSUME CHAIR

Chair says whatever he/she wishes to say. And the following motions must be made if there is a change in Chair.

Motion: THAT the Capilano University Board rescind the appointment of...(name), past Chair, as a signing officer of the University and THAT the Capilano University Board appoint ...(name) Chair as a signing officer of the University.

THE MEETING CONTINUES



**BYLAWS
OF THE
CAPILANO UNIVERSITY FOUNDATION**

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**BYLAWS
OF THE
CAPILANO UNIVERSITY FOUNDATION**

1. INTERPRETATION

1.1 Definitions

In these Bylaws and the Constitution of the Foundation, unless the context otherwise requires:

- (a) **“Act”** means the *Societies Act*, S.B.C. 2015, c. 18, as amended from time to time, and includes any successor legislation thereto;
- (b) **“Address of the Foundation”** means the registered office address of the Foundation on record from time to time with the Registrar;
- (c) **“Alumni Association”** means the “Capilano University Alumni Association”;
- (d) **“Board”** means the Directors collectively acting as authorized by the Act, the Constitution and these Bylaws in managing or supervising the management of the affairs of the Foundation and exercising the powers of the Foundation;
- (e) **“Board of Governors”** means those Persons who are serving as governors of the University from time to time, and ;
- (f) **“Board Resolution”** means:
 - (1) a resolution passed by a simple majority of the votes cast in respect of the resolution by the Directors entitled to vote on such matter:
 - (A) in person at a duly constituted meeting of the Board,
 - (B) by Electronic Means in accordance with these Bylaws, or
 - (C) by combined total of the votes cast in person and by Electronic Means; or
 - (2) a resolution that has been submitted to all Directors and consented to in writing by two-thirds (2/3) of the Directors who would have been entitled to vote on the resolution at a meeting of the Board,and a Board Resolution approved by any of these methods is effective as though passed at a meeting of the Board;
- (g) **“Bylaws”** means the bylaws of the Foundation as filed with the Registrar;
- (h) **“Chair”** means the Person serving as the chair of the Board in accordance with these Bylaws;
- (i) **“Constitution”** means the constitution of the Foundation as filed with the Registrar;
- (j) **“Directors”** means those Persons who are, or who subsequently become, directors of the Foundation in accordance with these Bylaws and have not ceased to be directors, and includes the Ex-Officio Directors;

- (k) **“Electronic Means”** means any system or combination of systems, including but not limited to mail, telephonic, electronic, radio, computer or web-based technology or communication facility, that:
- (1) in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location, and
 - (2) in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters;
- (l) **“Ex-Officio Directors”** means those Persons who hold the positions within the University set out in Bylaw 6.5 and **“Ex-Officio Director”** means any one of them;
- (m) **“General Meeting”** means each annual general meeting and any extraordinary general meetings of the Foundation, but does not include any gatherings of members for purposes other than the conduct of official business of the Foundation;
- (n) **“Governor”** means a member of the Board of Governors;
- (o) **“Income Tax Act”** means the *Income Tax Act*, R.S.C. 1985 (5th Supp.), c.1 as amended from time to time;
- (p) **“Members”** means those Persons who are, or who subsequently become, members of the Foundation in accordance with these Bylaws and who, in either case, have not ceased to be members;
- (q) **“Ordinary Resolution”** means:
- (1) a resolution passed by a simple majority of the votes cast in respect of the resolution by those Members entitled to vote:
 - (A) in person at a duly constituted General Meeting, or
 - (B) by Electronic Means in accordance with these Bylaws, or
 - (C) by combined total of the votes cast in person at a General Meeting and the votes cast by Electronic Means; or
 - (2) a resolution that has been submitted to the Members and consented to in writing by at least two-thirds (2/3) of the voting Members,
- and an Ordinary Resolution approved by any one or more of these methods is effective as though passed at a General Meeting of the Foundation;
- (r) **“Person”** means a natural person;
- (s) **“Registered Address”** of a Member or Director means the address of that Person as recorded in the register of Members or the register of Directors;
- (t) **“Registrar”** means the Registrar of Companies of the Province of British Columbia;
- (u) **“Secretary”** means the Person serving as the secretary of the Board in accordance with these Bylaws;
- (v) **“Foundation”** means the “Capilano University Foundation”;

- (w) **“Special Resolution”** means:
- (1) a resolution, of which the notice required by the Act and these Bylaws has been provided, passed by at least two-thirds (2/3) of the votes cast in respect of the resolution by those Members entitled to vote:
 - (A) in person at a duly constituted General Meeting,
 - (B) by Electronic Means in accordance with these Bylaws, or
 - (C) by combined total of the votes cast in person at a General Meeting and the votes cast by Electronic Means; or
 - (2) a resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a General Meeting,
- and a Special Resolution approved by any one or more of these methods is effective as though passed at a General Meeting;
- (x) **“Treasurer”** means the Person serving as the treasurer of the Board in accordance with these Bylaws; and
- (y) **“University”** means Capilano University.

1.2 Societies Act Definitions

Except as otherwise provided, the definitions in the Act on the date these Bylaws become effective apply to these Bylaws and the Constitution.

1.3 Gender Neutral Language and Plural and Singular Forms

In these Bylaws:

- (a) the terms “they”, “them”, “their” and “themselves” will be used as gender neutral pronouns to denote a Person of any gender, regardless of the Person’s gender or preferred pronouns; and
- (b) a word defined in the plural form includes the singular and vice-versa.

2. MEMBERSHIP

2.1 Membership

The membership of the Foundation is composed of the Board of Governors of the University.

Each Person who is a Governor is automatically, and without further act, a Member and will continue as such until ceasing in accordance with Bylaw 2.7.

2.2 Membership not Transferable

Membership is not transferable by a Member to any other Person or entity.

2.3 Rights of Membership

In addition to any rights conferred by the Act, a Member has the following rights of membership:

- (a) to receive notice of, and to attend, all General Meetings;
- (b) to make or second motions at a General Meeting and to speak in debate on motions under consideration in accordance with such rules of order as may be adopted; and
- (c) to exercise a vote on matters for determination by the Members, whether at General Meetings or otherwise.

2.4 Dues and Standing of Members

There will be no annual membership dues and all Members are deemed to be in good standing.

2.5 Compliance with Constitution, Bylaws and Policies

Every Member will, at all times:

- (a) uphold the Constitution and comply with these Bylaws, the regulations and the policies of the Foundation in effect from time to time;
- (b) abide by such codes of conduct and ethics adopted by the Foundation; and
- (c) further and not hinder the purposes, aims and objects of the Foundation.

2.6 Expulsion of Member

A Member may be expelled by a Special Resolution.

Notice of a Special Resolution to expel a Member will be provided to all Members and will be accompanied by a brief statement of the reasons for the proposed expulsion.

The Member who is the subject of the proposed expulsion will be provided with an opportunity to respond to the statement of reasons at or before the time the Special Resolution for expulsion is considered by the Members.

2.7 Cessation of Membership

A Person will immediately cease to be a Member:

- (a) upon the date which is the later of:
 - (1) the date of delivering their resignation in writing to the Address of the Foundation; and
 - (2) the effective date of the resignation stated thereon;
- (b) upon the date which the Person ceases to be a member of the Board of Governors;
- (c) upon the Person's expulsion by Special Resolution; or
- (d) upon the Person's death.

2.8 No Distribution of Income to Members

The Foundation shall be operated exclusively as a charitable institution without financial gain to its members and all profits and other accretions to the assets of the Foundation shall be used to promote its purposes as set forth in the Constitution.

3. MEETINGS OF MEMBERS

3.1 Time and Place of General Meetings

The General Meetings of the Foundation will be held at such time and place, in accordance with the Act, as the Board decides.

3.2 Annual General Meetings

An annual general meeting will be held at least once in every calendar year and in accordance with the Act.

3.3 Annual Consent Resolution

An annual general meeting is deemed to have been held under the Act and these Bylaws if a resolution in writing is signed by each of the Members which deals with all of the matters that must, under the Act or these Bylaws, be dealt with at that meeting.

3.4 Business Required at Annual General Meeting

The following business is required to be conducted at each annual general meeting of the Foundation (or by resolution in lieu thereof):

- (a) the adoption of an agenda;
- (b) the approval of the minutes of the previous annual general meeting and any extraordinary general meetings held since the previous annual general meeting;
- (c) consideration of the approved annual financial statements and the report of the auditor thereon, if any;
- (d) the appointment of an auditor, or waiver of such appointment; and
- (e) such other business, if any, required by the Act or at law to be considered at an annual general meeting.

The annual general meeting may include other business as determined by the Board in its discretion.

3.5 Extraordinary General Meeting

Every General Meeting other than an annual general meeting is an extraordinary general meeting.

3.6 Calling of Extraordinary General Meeting

The Foundation will convene an extraordinary general meeting by providing notice in accordance with the Act and these Bylaws in any of the following circumstances:

- (a) at the call of the Chair;
- (b) when resolved by Board Resolution; or
- (c) when such a meeting is requisitioned by the Members in accordance with the Act.

3.7 Notice of General Meeting

The Foundation will, in accordance with Bylaw 15.1, send notice of every General Meeting to:

- (a) each Member shown on the register of Members on the date the notice is sent; and
- (b) the auditor of the Foundation, if any is appointed,

not less than fourteen (14) days and not more than sixty (60) days prior to the date of the General Meeting.

No other Person is entitled to be given notice of a General Meeting.

3.8 Contents of Notice

Notice of a General Meeting will specify the date, time and, if applicable, location of the meeting and will include the text of every Special Resolution to be proposed or considered at that meeting.

If the Board has decided to hold a General Meeting with participation by Electronic Means, the notice of that meeting must also contain instructions for attending and participating in the meeting by Electronic Means, including instructions for voting.

3.9 Omission of Notice

The accidental omission to give notice of a General Meeting to a Member, or the non-receipt of notice by a Member, does not invalidate proceedings at that meeting.

4. PROCEEDINGS AT GENERAL MEETINGS

4.1 Attendance at General Meetings

The following Persons are entitled to attend every General Meeting:

- (a) each Member;
- (b) each Director; and
- (c) the Foundation's auditor, if any.

In addition, the Board may invite any other Person or Persons to attend a General Meeting as observers and guests.

All observers and guests may only address the General Meeting assembly at the invitation of the Person presiding as chairperson, or by Ordinary Resolution.

4.2 Electronic Participation in General Meetings

The Board may decide, in its discretion, to hold any General Meeting in whole or in part by Electronic Means.

When a General Meeting is to be conducted using Electronic Means, the Board must take reasonable steps to ensure that all participants are able to communicate and participate in the

meeting adequately and, in particular, that remote participants are able to participate in a manner comparable to participants present in person, if any.

Persons participating by Electronic Means are deemed to be present at the General Meeting.

4.3 Quorum

A quorum at a General Meeting is five (5) Members.

No business, other than the election of a Person to chair the meeting and the adjournment or termination of the meeting, will be conducted at a General Meeting at a time when a quorum is not present. If at any time during a General Meeting there ceases to be a quorum present, business then in progress will be suspended until there is a quorum present or until the meeting is adjourned or terminated.

4.4 Lack of Quorum

If within thirty (30) minutes from the time appointed for a General Meeting a quorum is not present, the meeting, if convened on the requisition of Members, will be terminated, but in any other case it will stand adjourned to the next day, at the same time and place, and if at the adjourned meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the Members present will constitute a quorum and the meeting may proceed.

4.5 Chairperson at General Meetings

The Chair will, subject to a Board Resolution appointing another Person, preside as chairperson at all General Meetings.

If at any General Meeting the Chair or such alternate Person appointed by a Board Resolution, if any, is not present within fifteen (15) minutes after the time appointed for the meeting, the Members present may select one of themselves to preside as chairperson at that meeting.

4.6 Alternate Chairperson

If a Person presiding as chairperson of a General Meeting wishes to step down as chairperson for all or part of that meeting, they may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Members present at such meeting, the designated alternate may preside as chairperson.

4.7 Chairperson to Determine Procedure

In the event of any doubt, dispute or ambiguity in relation to procedural matters or parliamentary process at a General Meeting, the Person presiding as chairperson will have the authority to interpret and apply such rules of order as the meeting has adopted, if any, and determine matters in accordance with those rules, as well as the Act and these Bylaws.

4.8 Adjournment

A General Meeting may be adjourned from time to time and from place to place, but no business will be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

4.9 **Notice of Adjournment**

It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than fourteen (14) days, in which case notice of the adjourned meeting will be given as in the case of the original meeting.

4.10 **Minutes of General Meetings**

The Secretary or such other Person designated by the Board will ensure that minutes are taken for all General Meetings.

5. **DECISIONS OF MEMBERSHIP**

5.1 **Ordinary Resolution Sufficient**

Unless the Act, these Bylaws or adopted rules of order provide otherwise, every issue for determination by a vote of the Members will be decided by an Ordinary Resolution.

5.2 **Entitlement to Vote**

Each Member is entitled to one (1) vote on matters for determination by the Members, whether at a General Meeting or otherwise. No other Person is entitled to vote on a matter for determination by the Members.

5.3 **Voting Other than at General Meeting**

The Board may, in its sole discretion, conduct a vote of the Members other than at a General Meeting, whether by mail-in ballot or Electronic Means (a “standalone vote”), provided in each case that the Foundation provides each Member with notice of:

- (a) the text of the resolutions to be voted on;
- (b) the open and closing dates for casting a vote; and
- (c) the means of voting and instructions on how a Member may cast a vote.

Members who wish to cast a vote in a standalone vote must vote by the means, and within the timeframes set out in the notice. A standalone vote will be a valid and effective vote where at least five (5) Members cast a valid vote. The results of the vote will be announced following the completion of the standalone vote.

5.4 **Voting Methods**

Voting by Members may occur by any one or more of the following methods, in the discretion of the Board:

- (a) by show of hands or voting cards;
- (b) by written ballot; or
- (c) by vote conducted by Electronic Means.

Where a vote is to be conducted by show of hands or voting cards, and prior to the question being put to a vote, a number of Members equal to not less than ten percent (10%) of the votes present may request a secret ballot, and where so requested the vote in question will then be conducted by written ballot or other means whereby the tallied votes can be presented anonymously in such a way that it is impossible for the assembly to discern how a given Member voted.

5.5 **Voting by Chair**

If the Person presiding as chairperson of a General Meeting is a Member, then they may, in their sole discretion, cast a vote on any motion or resolution under consideration at the same time as voting occurs by all Members. A Person presiding as chairperson who is not a Member has no vote.

The Person presiding as chairperson of a General Meeting does not have a second or a casting vote in the event of a tie and a motion or resolution that is tied is defeated.

5.6 **Voting by Proxy**

Voting by proxy is not permitted.

6. **DIRECTORS**

6.1 **Management of Property and Affairs**

The Board will have the authority and responsibility to manage, or supervise the management of, the property and the affairs of the Foundation.

6.2 **Qualifications of Directors**

Pursuant to the Act, a Person may not be nominated, elected or appointed to serve (or continue to serve) as a Director if the Person:

- (a) is less than eighteen (18) years of age;
- (b) has been found by any court, in Canada or elsewhere, to be incapable of managing their own affairs;
- (c) is an undischarged bankrupt; or
- (d) has been convicted of a prescribed offence within the prescribed period, for which no pardon has been granted, in accordance with the Act.

In addition to the foregoing, a Person may not be nominated, elected or appointed to serve (or continue to serve) as a Director if the Person is an "ineligible individual" as defined by section 149.1(1) of the *Income Tax Act* (Canada).

6.3 **Composition of Board**

The Board will be composed of not less than three (3) and not more than twelve (12) Directors, as follows:

- (a) the Ex-Officio Directors in accordance with Bylaw 6.5.

- (b) up to two (2) qualified Persons appointed as Directors by the Board of Governors in accordance with Bylaw 6.6.
- (c) up to one (1) qualified Person appointed as Director by the Alumni Association in accordance with Bylaw 6.7.
- (d) up to six (6) qualified Persons appointed as Directors by the Board in accordance with Bylaw 6.8.

6.4 Invalidation of Acts

No act or proceeding of the Board is invalid by reason only of there being fewer than the required number of Directors in office.

6.5 Ex-Officio Directors

A Person who holds one or more of the following positions at the University is, automatically a Director (with full voting rights) by virtue of holding such position (including the equivalent position by another title):

- (a) University President;
- (b) Vice-President, Finance and Administration; and
- (c) Vice President, University Relations.

Notwithstanding the foregoing automatic appointment, an Ex Officio Director may cease office as a Director by resignation in writing, by ceasing to meet the qualifications set out in Bylaw 6.2, or by removal, in accordance with these Bylaws.

6.6 Appointment of Director by Board of Governors

The Board of Governors may appoint a Person qualified in accordance with Bylaw 6.2 as a Director by delivering a written notice of appointment with the Person's full name and address to the Address of the Foundation, provided that there can be no more than two (2) Person's appointed pursuant to this Bylaw at any time. A notice of appointment must be dated and signed by the chair of the Board of Governors.

Persons appointed under this Bylaw will take office on the date of set out in the notice, or the date of receipt of notice by the Foundation, whichever is later. Appointment of new Directors by the Board of Governors will normally align with the appointment of Directors by the Foundation at or prior to an annual general meeting (or resolution in lieu).

The Board of Governors may revoke the appointment of a previously appointed Person at any time by notice in writing and delivered to the Address of the Foundation, and such revocation will be effective on the date of set out in the notice, or the date of receipt of notice by the Foundation, whichever is later.

6.7 Appointment of Director by Alumni Association

The Alumni Association may appoint a Person qualified in accordance with Bylaw 6.2 as a Director by delivering a written notice of appointment with the Person's full name and address to the

Address of the Foundation, provided that there can be no more than one (1) Person's appointed pursuant to this Bylaw at any time. A notice of appointment must be dated and signed by an authorized representative of the Alumni Association.

Persons appointed under this Bylaw will take office on the date of set out in the notice, or the date of receipt of notice by the Foundation, whichever is later. Appointment of new Directors by the Alumni Association will normally align with the appointment of Directors by the Foundation at or prior to an annual general meeting (or resolution in lieu).

The Alumni Association may revoke the appointment of a previously appointed Person at any time by notice in writing and delivered to the Address of the Foundation, and such revocation will be effective on the date of set out in the notice, or the date of receipt of notice by the Foundation, whichever is later.

6.8 Appointment of Directors by Board

The Board may, at any time and from time to time by Board Resolution, appoint one or more Persons as Directors, provided that no more than six (6) Directors appointed pursuant to this Bylaw at any time.

Persons appointed under this Bylaw must be qualified in accordance with Bylaw 6.2, and do not hold a position with the University, but have expertise, skills or knowledge that is beneficial to the Foundation as determined by the Board.

Persons appointed under this Bylaw will take office on the date of the Board Resolution, or such later date as may be set out therein. Normally, appoint of Directors by the Board will occur at or prior to an annual general meeting (or resolution in lieu), but the Board may appoint Directors at other times if its determines necessary.

6.9 Transition of Directors' Terms

Each Person who is a Director on the date these Bylaws come into force will continue as a Director until the conclusion of the next annual general meeting (or resolution in lieu) and may be appointed in accordance with these Bylaws to continue as a Director.

Any previous terms (or part terms) served by Directors prior to these Bylaws coming into force will be counted towards the term limits set out below.

6.10 Term of Directors

Ex-Officio Directors will continue as Directors without specific term, until ceasing in accordance with Bylaw 6.14.

The term of office of all other Directors will normally be three (3) years. However, the respective appointing body may determine that one or more of its valid appointments will have a term of less than three (3) years, the length of such term to be determined by that body in its discretion.

For purposes of calculating the duration of a Director's term of office:

- (a) if a Person is appointed on or before the date that is 90 days after the last annual general meeting, or resolution in lieu thereof, that Person's term will be deemed

to commence at the close of the annual General Meeting (or effective date of the resolution in lieu); and

- (b) if a Person is appointed after the date that is 90 days after the last annual general meeting, or resolution in lieu thereof, that Person's term will be deemed to have commenced at the close of the next annual General Meeting (or effective date of the resolution in lieu).

6.11 Consecutive Terms and Term Limits

With the exception of Ex-Officio Directors, Directors may serve for up to six (6) consecutive years, by any combination of terms. A Person who has served as a Director for six (6) consecutive years may not be re-elected for at least one (1) year following the expiry of their latest term.

6.12 Extension of Term to Maintain Minimum Number of Directors

Every Director serving a term of office will retire from office at the close of the annual general meeting (or resolution in lieu) in the year in which their term expires, provided that if insufficient successors are elected and the result is that the number of Directors would fall below three (3), the Person or Persons previously elected as Directors may, if they consent, continue to hold office, and the term of such Director or Directors is deemed to be extended, until such time as successor Directors are elected.

6.13 Removal of Director

The Members may remove a Director appointed pursuant to Bylaw 6.6 and Bylaw 6.7 before the expiration of such Director's term of office by Special Resolution and may elect a replacement Director by Ordinary Resolution to serve for the balance of the removed Director's term.

A Director elected pursuant to Bylaw 6.8 may be removed before the expiration of their term of office by Board Resolution. The Director proposed for removal has a conflict of interest and may not vote on the Board Resolution, but is entitled to not less than seven (7) days' advance notice in writing of the proposed Board Resolution and to address the Board prior to the vote on the resolution.

6.14 Ceasing to be a Director

A Person will immediately cease to be a Director:

- (a) upon the date which is the later of:
 - (1) the date of delivering their resignation in writing to the Chair or to the Address of the Foundation; and
 - (2) the effective date of the resignation stated therein;
- (b) upon the expiry of their term;
- (c) upon the date such Person is no longer qualified pursuant to Bylaw 6.2;
- (d) upon the Person's removal ; or
- (e) upon the Person's death.

7. POWERS AND RESPONSIBILITIES OF THE BOARD

7.1 Powers of Directors

The Board may exercise all such powers and do all such acts and things as the Foundation may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Members in General Meeting, but nevertheless subject to the provisions of:

- (a) all laws affecting the Foundation; and
- (b) these Bylaws and the Constitution.

Without limiting the generality of the foregoing, the Board will have the power to make expenditures, including grants, gifts and loans, whether or not secured or interest-bearing, in furtherance of the purposes of the Foundation. The Board will also have the power to enter into trust arrangements or contracts on behalf of the Foundation in furtherance of the purposes of the Foundation.

7.2 Duties of Directors

Pursuant to the Act, every Director will:

- (a) act honestly and in good faith with a view to the best interests of the Foundation;
- (b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;
- (c) act in accordance with the Act and the regulations thereunder; and
- (d) subject to Bylaws 7.2(a) to 7.2(c), act in accordance with these Bylaws.

Without limiting Bylaws 7.2(a) to 7.2(d), a Director, when exercising the powers and performing the functions of a Director, must act with a view to the purposes of the Foundation.

7.3 Policies and Procedures

The Board may establish such rules, regulations, policies or procedures relating to the affairs of the Foundation as it deems expedient, provided that no rule, regulation, policy or procedure is valid to the extent that it is inconsistent with the Act, the Constitution or these Bylaws.

7.4 Remuneration of Directors and Officers and Reimbursement of Expenses

A Director is not entitled to any remuneration for acting as a Director. However, a Director may be reimbursed for all expenses necessarily and reasonably incurred by themselves while engaged in the affairs of the Foundation, provided that all claims for reimbursement are in accordance with established policies.

7.5 Investment of Property and Standard of Care

If the Board is required to invest funds on behalf of the Foundation, the Board may invest the property of the Foundation in any form of property or security in which a prudent investor might invest. The standard of care required of the Directors is that they will exercise the care, skill, diligence and judgment that a prudent investor would exercise in making investments in light of

the purposes and distribution requirements of the Foundation. The Board may establish further policies related to the investment of the Foundation's funds and property, provided that such policies are not contrary to the Act or these Bylaws.

7.6 Investment Advice

The Directors may obtain advice with respect to the investment of the property of the Foundation and may rely on such advice if a prudent investor would rely upon the advice in comparable circumstances.

7.7 Delegation of Investment Authority to Agent

The Directors may delegate to a stockbroker, investment dealer, or investment counsel the degree of authority with respect to the investment of the Foundation's property that a prudent investor might delegate in accordance with ordinary business practice.

8. PROCEEDINGS OF THE BOARD

8.1 Board Meetings

Meetings of the Board may be held at any time and place determined by the Board.

8.2 Regular Meetings

The Board may decide to hold regularly scheduled meetings to take place at dates and times set in advance by the Board. Once the schedule for regular meetings is determined and notice given to all Directors, no further notice of those meetings is required to be provided to a Director unless:

- (a) that Director was not in office at the time notice of regular meetings was provided; or
- (b) the date, time or place of a regular meeting has been altered.

8.3 Ad Hoc Meetings

The Board may hold an ad hoc meeting in any of the following circumstances:

- (a) at the call of the Chair; or
- (b) by request of any two (2) or more Directors.

8.4 Notice of Board Meetings

At least two (2) days' notice will be sent to each Director of a board meeting.

However, no formal notice will be necessary if all Directors were present at the preceding meeting when the time and place of the meeting was decided or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Secretary.

For the purposes of the first meeting of the Board held immediately following the election of a Director or Directors conducted at a General Meeting, or for the purposes of a meeting of the Board at which a Director is appointed to fill a vacancy in the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be properly constituted.

If a meeting of the Board will permit participation by Electronic Means, the notice of that meeting must inform Directors and other participants (if any) that they may participate by Electronic Means.

8.5 Attendance at Board Meetings

Every Director is entitled to attend each meeting of the Board.

No other Person is entitled to attend meetings of the Board, but the Board by Board Resolution may invite any Person or Persons to attend one or more meetings of the Board as advisors, observers or guests.

8.6 Participation by Electronic Means

The Board may determine, in its discretion, to hold any meeting or meetings of the Board in whole or in part by Electronic Means.

When a meeting of the Board is conducted by Electronic Means, the Foundation must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting.

8.7 Quorum

Quorum for meetings of the Board will be a majority of the Directors currently in office.

8.8 Director Conflict of Interest

A Director who knows or reasonably ought to know that they have a direct or indirect material interest in a contract or transaction (whether existing or proposed) with the Foundation, or a matter for consideration by the Directors:

- (a) will be counted in the quorum at a meeting of the Board at which the contract, transaction or matter is considered;
- (b) will disclose fully and promptly the nature and extent of their interest in the contract, transaction or matter;
- (c) is not entitled to vote on the contract, transaction or matter;
- (d) will absent himself or herself from the meeting or portion thereof:
 - (1) at which the contract, transaction or matter is discussed, unless requested by the Board (by consensus or majority vote) to remain to provide relevant information; and
 - (2) in any case, during the vote on the contract, transaction or matter; and
- (e) refrain from any action intended to influence the discussion or vote.

The Board may establish further policies governing conflicts of interest of Directors and others, provided that such policies must not contradict the Act or these Bylaws.

8.9 Chairperson at Board Meetings

The Chair will, subject to a Board Resolution appointing another Person, preside as chairperson at all meetings of the Board.

If at any meeting of the Board the Chair or such alternate Person appointed by a Board Resolution, if any, is not present within fifteen (15) minutes after the time appointed for the meeting or requests that they not chair that meeting, the Directors present may choose one of their number to preside as chairperson at that meeting.

8.10 Alternate Chairperson

If the Person presiding as chairperson of a meeting of the Board wishes to step down as chairperson for all or part of that meeting, they may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Directors present at such meeting, they may preside as chairperson.

8.11 Chairperson to Determine Procedure

In the event of any doubt, dispute or ambiguity in relation to procedural matters or parliamentary process at a meeting of the Board, the person presiding as chairperson will have the authority to interpret and apply such rules of order as the meeting has adopted, if any, and determine matters in accordance with those rules, as well as the Act and these Bylaws.

8.12 Minutes of Board Meetings

The Secretary or such other Person designated by the Board will ensure that minutes are taken for all meetings of the Board.

9. DECISION MAKING AT BOARD MEETINGS

9.1 Passing Resolutions and Motions

Any issue at a meeting of the Board which is not required by the Act, these Bylaws or such rules of order as may apply to be decided by a resolution requiring more than a simple majority will be decided by Board Resolution.

9.2 Resolution in Writing

A Board Resolution may be in two or more counterparts which together will be deemed to constitute one resolution in writing. Such resolution will be filed with minutes of the proceedings of the Board and will be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

9.3 Entitlement to Vote

Subject to Bylaw 8.8, each Director is entitled to one (1) vote on all matters at a meeting of Board. No other Person is entitled to a vote at a meeting of the Board.

9.4 Procedure for Voting

Except where expressly provided for in these Bylaws, voting on matters at a meeting of the Board may occur by any one or more of the following mechanisms, in the discretion of the Chair:

- (a) by show of hands;
- (b) by written ballot;

- (c) by roll-call vote or poll; or
- (d) by Electronic Means.

On the request of any one (1) or more Directors, a vote will be conducted by written ballot or other means whereby the tallied votes can be presented anonymously, in such a way that it is impossible for the assembly to discern how a given Director voted.

10. OFFICERS

10.1 Officers

The officers of the Foundation are the Chair, Secretary and Treasurer, together with such other officers, if any, as the Board, in its discretion, may create. All officers must be Directors.

The Board may, by Board Resolution, create and remove such other officers of the Foundation as it deems necessary and determine the duties and responsibilities of all officers.

10.2 Election of Officers

At each meeting of the Board immediately following an annual general meeting, the Board will elect the officers.

10.3 Term of Officer

The term of office for each officer will be one (1) year, commencing on the date the Director is elected as an officer in accordance with Bylaw 10.2 and continuing until the first meeting of the Board held after the next following annual general meeting. A Director may be elected as an officer for consecutive terms.

10.4 Removal of Officers

A Person may be removed as an officer by Board Resolution.

10.5 Replacement

Should the Chair or any other officer for any reason be unable to complete their term, the Board will remove such officer from their office and will elect a replacement without delay.

10.6 Duties of Chair

The Chair will oversee the other officers and all Directors in the execution of their duties and will preside at all meetings of the Foundation and of the Board.

10.7 Duties of Secretary

The Secretary will be responsible for making the necessary arrangements for:

- (a) the issuance of notices of meetings of the Foundation and the Board;
- (b) the keeping of minutes of all meetings of the Foundation and the Board;

- (c) the custody of all records and documents of the Foundation, except those required to be kept by the Treasurer;
- (d) the maintenance of the register of Members; and
- (e) the conduct of the correspondence of the Foundation.

10.8 Duties of Treasurer

The Treasurer will be responsible for making the necessary arrangements for:

- (a) the keeping of such financial records, reports and returns, including books of account, as are necessary to comply with the Act and the *Income Tax Act*; and
- (b) the rendering of financial statements to the Directors, Members and others, when required.

10.9 Absence of Secretary at Meeting

If the Secretary is absent from any General Meeting or meeting of the Board, the Directors present will appoint another Person to act as secretary at that meeting.

10.10 Combination of Offices of Secretary and Treasurer

The offices of Secretary and Treasurer may be held by one Person who will be known as the Secretary-Treasurer.

11. INDEMNIFICATION

11.1 Indemnification of Directors and Eligible Parties

To the extent permitted by the Act, each Director and eligible party (as defined by the Act) will be indemnified by the Foundation against all costs, charges and expenses, including legal and other fees, actually and reasonably incurred in connection with any legal proceeding or investigative action, whether current, threatened, pending or completed, to which that Person by reason of their holding or having held authority within the Foundation:

- (a) is or may be joined as a party to such legal proceeding or investigative action; or
- (b) is or may be liable for or in respect of a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, such legal proceeding or investigative action.

11.2 Purchase of Insurance

The Foundation may purchase and maintain insurance for the benefit of any or all Directors, officers, employees or agents against personal liability incurred by any such Person as a Director, officer, employee or agent.

12. COMMITTEES

12.1 Creation and Delegation to Committees

The Board may create such standing and special committees, as may from time to time be required. Any such committee will limit its activities to the purpose or purposes for which it is appointed and will have no powers except those specifically conferred by Board Resolution.

The Board may delegate any, but not all, of its powers to committees which may be in whole or in part composed of Directors as it thinks fit.

12.2 Standing and Special Committees

Unless specifically designated as a standing committee, a committee is deemed to be a special committee and any special committee so created must be created for a specified time period.

A special committee will automatically be dissolved upon the earlier of the following:

- (a) the completion of the specified time period; or
- (b) the completion of the task for which it was created.

12.3 Terms of Reference

In the event the Board decides to create a committee, it must establish terms of reference for such committee. A committee, in the exercise of the powers delegated to it, will conform to any rules that may from time to time be imposed by the Board in the terms of reference or otherwise, and will report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board may determine.

12.4 Meetings

The members of a committee may meet and adjourn as they think proper and meetings of the committees will be governed by the rules set out in these Bylaws governing proceedings of the Board, with the necessary changes having been made to ensure that the language makes sense in the context.

12.5 Dissolution

The Board may dissolve a committee by Board Resolution except a committee required by these Bylaws.

13. EXECUTION OF INSTRUMENTS

13.1 Seal

The Foundation will not have a corporate seal.

13.2 Execution of Instruments

Contracts, documents or instruments in writing requiring execution by the Foundation may be signed as follows:

- (a) by the Chair, together with one (1) other Director, or
- (b) in the event that the Chair is unavailable, by any two (2) Directors,

and all contracts, documents and instruments in writing so signed will be binding upon the Foundation without any further authorization or formality.

The Board will have power from time to time by Board Resolution to appoint any officer or officers, or any Person or Persons, on behalf of the Foundation to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

13.3 Signing Officers

The Board will, from time to time by Board Resolution, appoint signing officers who are authorized to sign cheques and all banking documents on behalf of the Foundation.

14. FINANCIAL MATTERS AND REPORTING

14.1 Accounting Records

The Foundation will maintain such financial and accounting records and books of account as are required by the Act and applicable laws.

14.2 Borrowing Powers

In order to carry out the purposes of the Foundation, the Board may, on behalf of and in the name of the Foundation, raise, borrow or secure the payment or repayment of money in any manner it decides, including the granting of guarantees, and in particular, but without limiting the foregoing, by the issue of debentures.

14.3 Restrictions on Borrowing Powers

The Members may by Ordinary Resolution restrict the borrowing powers of the Board.

14.4 When Audit Required

The Foundation is not required by the Act to be audited. However, the Foundation will conduct an audit of its annual financial statements if:

- (a) the Directors determine to conduct an audit by Board Resolution; or
- (b) the Members require the appointment of an auditor by Ordinary Resolution,

in which case the Foundation will appoint an auditor qualified in accordance with Part 9 of the Act and these Bylaws.

14.5 Appointment of Auditor at Annual General Meeting

If the Foundation determines to conduct an audit, an auditor will be appointed at an annual general meeting to hold office until such auditor is reappointed at a subsequent annual general meeting or a successor is appointed in accordance with the procedures set out in the Act or until the Foundation no longer wishes to appoint an auditor.

14.6 Vacancy in Auditor

Except as provided in Bylaw 14.7, the Board will fill any vacancy occurring in the office of auditor and an auditor so appointed will hold office until the next annual general meeting.

14.7 Removal of Auditor

An auditor may be removed and replaced by Ordinary Resolution in accordance with the procedures set out in the Act.

14.8 Notice of Appointment

An auditor will be promptly informed in writing of such appointment or removal.

14.9 Auditor's Report

The auditor, if any, must prepare a report on the financial statements of the Foundation in accordance with the requirements of the Act and applicable law.

14.10 Participation in General Meetings

The auditor, if any, is entitled in respect of a General Meeting to:

- (a) receive every notice relating to a meeting to which a Member is entitled;
- (b) attend the meeting; and
- (c) be heard at the meeting on any part of the business of the meeting that deals with the auditor's duties or function.

An auditor who is present at a General Meeting at which the financial statements are considered must answer questions concerning those financial statements, the auditor's report, if any, and any other matter relating to the auditor's duties or function.

15. NOTICE GENERALLY

15.1 Method of Giving Notice

Except as otherwise provided in these Bylaws, a notice may be given to a Member or a Director either personally, by delivery, courier or by mail posted to such Person's Registered Address, or, where a Member or Director has provided a fax number or e-mail address, by fax or e-mail, respectively.

15.2 When Notice Deemed to have been Received

A notice sent by mail will be deemed to have been given on the day following that on which the notice was posted. In proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian Government post office receptacle with adequate postage affixed, provided that if, between the time of posting and the deemed giving of the notice, a mail strike or other labour dispute which might reasonably be expected to delay the delivery of such notice by the mails occurs, then such notice will only be effective when actually received.

Any notice delivered personally, by delivery or courier, facsimile, or electronic mail will be deemed to have been given on the day it was so delivered or sent.

15.3 Days to be Counted in Notice

If a number of days' notice or a notice extending over any other period is required to be given, the day the notice is given or deemed to have been given and the day on which the event for which notice is given will not be counted in the number of days required.

16. MISCELLANEOUS

16.1 Dissolution

Upon the winding-up or dissolution of the Foundation, any funds and property remaining after the payment of all costs, charges and expenses properly incurred in the winding-up or dissolution, including the remuneration of the liquidator, and the payment to employees of the Foundation of any arrears of salaries or wages, and after payment of any debts of the Foundation, will be distributed to such "qualified donees" as defined by the *Income Tax Act* as are designated by Ordinary Resolution. Any funds or property remaining received for specific purposes will, wherever possible, be distributed to "qualified donees" carrying on work of a similar nature to such specific purposes.

16.2 Inspection of Documents and Records

The documents and records of the Foundation, including the financial and accounting records and the minutes of General Meetings, committee meetings and meetings of the Board, will be open to the inspection of any Director at reasonable times and on reasonable notice.

A Member is entitled, upon providing not less than fourteen (14) days' notice in writing to the Foundation, to inspect any of the following documents and records of the Foundation at the Address of the Foundation during the Foundation's normal business hours:

- (a) the Constitution and these Bylaws, and any amendments thereto;
- (b) the statement of directors and registered office of the Foundation;
- (c) minutes of any General Meeting, including the text of each resolution passed at the meeting;
- (d) resolutions of the Members in writing, if any;
- (e) annual financial statements relating to a past fiscal year that have been received by the Members in a General Meeting;
- (f) the register of Directors;
- (g) the register of Members;
- (h) the Foundation's certificate of incorporation, and any other certificates, confirmations or records furnished to the Foundation by the Registrar;
- (i) copies of orders made by a court, tribunal or government body in respect of the Foundation;

- (j) the written consents of Directors to act as such and the written resignations of Directors; and
- (k) the disclosure of a Director or of a senior manager regarding a conflict of interest.

Except as expressly provided by statute or at law, a Member will not be entitled or have the right to inspect any other document or record of the Foundation. However, subject to such policies as the Board may establish, a Member may request, in writing delivered to the Address of the Foundation, to inspect any other document or record of the Foundation and the Board may allow the Member to inspect the document or a copy thereof, in whole or in part and subject to such redaction as the Board deems necessary, all in the Board's sole discretion.

Copies of documents which a Member is allowed to inspect may be provided on request by the Member for a fee to be determined by the Board, provided such fee does not exceed the limits prescribed in the Act.

16.3 Right to become Member of other Society

The Foundation will have the right to subscribe to, become a member of, and cooperate with any other society, collective or association whose purposes or objectives are in whole or in part similar or complementary to the Foundation's purposes.

17. BYLAWS

17.1 Entitlement of Members to copy of Constitution and Bylaws

On being admitted to membership, each Member is entitled to, and upon request the Foundation will provide them with, access to a copy of the Constitution and these Bylaws.

17.2 Special Resolution required to Alter Bylaws

These Bylaws will not be altered except by Special Resolution.

17.3 Effective Date of Alteration

Any alteration to the Bylaws or Constitution will take effect on the date the alteration application is filed with the Registrar in accordance with the Act.

THESE BYLAWS ADOPTED BY SPECIAL RESOLUTION DATED: _____, 2023.