

 CAPILANO UNIVERSITY		POLICY	
Policy No.	Officer Responsible		
B.306	President		
Policy Name			
Board of Governors – Bylaws			
Approved by	Replaces	Category	Next Review
Board		A	June 2023
Date Issued	Date Revised	Related Policies, Reference	
Oct. 16, 2012	June 19, 2018	B.308 Board Charter	

1. GENERAL

1.1 Definitions

In these bylaws:

- (a) “Board” means the Board of Governors of the University and includes committees of the Board;
- (b) “Board Member” means a member of the Board;
- (c) “Foundation” means Capilano University Foundation;
- (d) “President” means the President of Capilano University;
- (e) “University” means Capilano University.

1.2 Commitment

To demonstrate determination and commitment, Board Members should annually review these Bylaws and make the following declaration:

“I have read and considered Capilano University Board of Governors’ Bylaws and I will conduct myself in accordance with those Bylaws.”

2. AMENDMENT OF BYLAWS

These Bylaws may be amended at any Board meeting by a simple majority, provided written notice of the proposed amendment has been forwarded to Board Members prior to the date of the meeting.

3. SEAL

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

4. OATH OF OFFICE

The Board Chair shall administer to each Board Member, at the first Board meeting he or she attends, the following Oath of Office (and the Board Member shall swear, sign and date the Oath):

I, , 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 a Member of the Board of Governors of Capilano University. I have read and agree to abide by the bylaws of the Board of Governors of Capilano University.

5. CODE OF CONDUCT

5.1 Overview

The fundamental relationship between a Board member and Capilano 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 *University Act* states: The members of the board of a university must act in the best interests of the university. In other words, Board members must 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 outlines how a Board member will conduct himself or herself in accordance with the requirements of the law and of the Board Resourcing and Development Office (BRDO).

5.2 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 must comply with the requirements of the BRDO, which publishes Codes of Conduct from time to time. Generally, a Board member owes the following duties to the University:

- (a) **Loyalty:** Board members must act honestly, in good faith and in the best interests of Capilano University. In placing the interests of Capilano University ahead of their own personal or business interests, Board members must:
 - (i) Be honest in their dealings with Capilano University and with others on behalf of the University;
 - (ii) Avoid situations where they could profit at the expense of Capilano 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) Avoid speaking against or undermining any decision of the Board, regardless of whether the Board member agrees with or voted for that decision; and
 - (iv) Avoid engaging in activity or speaking publicly on matters where this could be perceived as an official act or representation of Capilano University unless specifically authorized to do so by the University.
- (b) **Care:** Board members must exercise the degree of skill and diligence reasonably

expected from an ordinary person of his or her knowledge and experience.

- (c) **Confidentiality:** Board members must not divulge confidential information that they receive as Board members to anyone other than persons who are authorized to receive the information. 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 he or she has a duty to disclose or report must advise the Chair of the Board as soon as is reasonably practical.
- (e) **Compliance:** Board members must comply with all applicable laws and regulations and with Capilano University's bylaws and policies adopted by the Board from time to time, including this Code. 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 must familiarize themselves with the relevant legislation applicable to Capilano University and to Board members and to satisfy themselves that appropriate safeguards are in place to assure Capilano University of their compliance with that legislation.

5.3 Conflicts of Interest

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

A Board member should not use his or her 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 his or her position with the University to solicit clients for the Board member's business, or a business operated by a close friend, family Board member, 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.

5.4 Disclosure

Full disclosure enables Board members to resolve unclear situations and gives an opportunity to dispose of conflicting interests before any difficulty can arise.

A Board member should, immediately upon becoming aware of a potential conflict of interest situation, disclose the conflict (preferably in writing) to the Board Chair. This requirement exists even if the Board member does not become aware of the conflict until after a transaction is complete.

If a Board member is in doubt whether a situation involves a conflict, the Board member should immediately seek the advice of the Board Chair. Unless a Board member is otherwise directed, a Board member should immediately take steps to resolve the conflict or remove the suspicion that it exists.

If a Board member is concerned that another Board member is in a conflict of interest situation, the Board member should immediately bring his or her concern to the other Board member's attention and request that the conflict be declared. If the other Board member refuses to declare the conflict, the Board member should immediately bring his or her concern to the attention of the Board Chair. If there is a concern with the Board Chair, the issue should be referred to the governance committee or equivalent committee of the board that deals with board governance issues.

A Board member should disclose 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. After disclosing the conflict, the Board member:

- (a) should not take part in the discussion of the matter or vote on any questions in respect of the matter (although the Board member may be counted in the quorum present at the board meeting);
- (b) if the meeting is open to the public, may remain in the room, but shall not take part in that portion of the meeting during which the matter giving rise to the conflict is under discussion, and shall leave the room prior to any vote on the matter giving rise to the conflict;
- (c) should, if the meeting is not open to the public, immediately leave the meeting and not return until all discussion and voting with respect to the matter giving rise to the conflict is completed; and
- (d) should 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.

5.5 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 Capilano University.

No Board member should hold a significant financial interest, either directly or through a relative 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 his or her 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.

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.

5.6 Confidential Information

Confidential information includes proprietary technical, business, financial, legal, or any other information which the University treats as confidential. Board members should not, either during or following the termination of an appointment, disclose such information to any outside person unless authorized.

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

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

5.7 Investment Activity

Board members should not, either directly or through relatives 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 organization which could reasonably affect the value of such securities.

5.8 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, should discuss the implications of accepting such a position with the Board Chair recognizing that acceptance of such a position might require the Board member’s resignation from the University’s board.

5.9 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 members of their immediate families should not accept entertainment, gifts or favours that create or appear to create a favoured position for doing business with the University. Any firm offering such inducement should be asked to cease.

Similarly, no Board member should offer or solicit gifts or favours in order to secure preferential treatment for themselves or the University.

Under no circumstances should Board members 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 Board Chair immediately.

Gifts and entertainment should only be accepted or offered by a Board member in the normal exchanges common 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.

Inappropriate gifts received by a Board member should be returned to the donor.

Full and immediate disclosure to the Board Chair of borderline cases will always be taken as good-faith compliance with these standards.

5.10 Use of the University's Property

A Board member should require the University's approval to use property owned by the University for personal purposes, or to purchase property from the University unless the purchase is made through the usual channels also available to the public.

Even then, 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.

5.11 Responsibility

The University should behave, and be perceived, as an ethical organization. Each Board member should adhere to the minimum standards described herein and in the University's code of conduct, and to the standards set out in applicable policies, guidelines or legislation.

Any Board member who knows or suspects a breach of the University's code of conduct and ethics has a responsibility to report it to the Board Chair.

5.12 Breach

A Board member found to have breached his/her duty by violating the minimum standards set out in this document may be liable to censure or removal under section 22 of the *University Act*.

5.13 Where to Seek Clarification

Normally, the Board Chair or the governance committee chair should be responsible to provide guidance on any item concerning standards of ethical behaviour.

6. INDEMNITY AND EXPENSES

6.1 Indemnity

The University shall indemnify a Board member or former Board member, or an individual who acts or acted at the University's request in a similar capacity for another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a demand or judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of his or her association with the University or other entity, so long as the individual:

- (a) acted honestly and in good faith with a view to the best interests of the University, or (as the case may be) the best interests of the other entity for which the individual acted in a similar capacity at the University's request;
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that the individual's conduct was lawful.

6.2 Advance

The University may advance moneys to an individual for the costs, charges and expenses of a proceeding referred to in Bylaw 6.1. The individual shall repay the moneys if the individual does not meet the conditions set out in Bylaws 6.1(a) and 6.1(b).

6.3 Agreement

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

6.4 Expenses

The University shall reimburse Board members for expenses reasonably incurred to carry out duties of Board members (including expenses related to duties assigned by any other organization in which a Board member holds office by virtue of being a Board member, unless such expenses can be borne by that organization), subject only to reasonable policies of the University from time to time.

7. RESIGNATION AND REMOVAL

7.1 Form of Resignation

A Board Member may resign from the Board only by notice in writing, addressed and delivered to the Minister, with a copy delivered to the Board Chair, and the resignation shall take effect on the date specified in the notice.

7.2 Reporting

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

7.3 Deemed Resignation

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

8. CHAIR AND VICE-CHAIR: ELECTION AND DUTIES

8.1 Election

At its annual June meeting the Board shall elect by majority vote of Board members present (if they constitute a quorum) a Chair and a Vice-Chair. The President of Capilano University will conduct the election.

8.2 Chair's Duties

The Chair shall preside, when present, at all meetings of the Board, and generally shall fulfill all duties usually performed by a Chair.

8.3 Vice-Chair's Duties

The Vice-Chair shall preside at Board meetings in the absence of the Chair.

8.4 Acting Chair

If the Chair and Vice-Chair are both absent from a Board meeting, the members present at the meeting shall elect one of their number to act as Chair of that meeting.

8.5 Voting Rights of Chair

The Chair has the same voting rights as other Board members. In case of an equality of votes for and against a motion, the question is resolved in the negative, and the Chair shall so declare.

9. MEETINGS

9.1 General Conduct

- (a) All Board meetings shall be conducted in accordance with these bylaws, and where these bylaws are silent, in accordance with Roberts' Rules of Order.
- (b) Board meetings shall entertain only those motions presented that are germane to the Board's responsibilities as set out in the *University Act*.
- (c) Board members may participate in a Board meeting or any committee meeting by means of conference telephones 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 shall be deemed present at the meeting, shall be counted in the quorum therefore, and shall be entitled to speak and vote thereat.

- (d) 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. The rules governing public input are as follows:
- (i) Any person who wants to make a presentation or ask a question must email the Board Secretary no fewer than seven (7) days in advance of the scheduled Board meeting;
 - (ii) The email must 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;
 - (iii) If permitted to speak, the person's presentation before the Board will be limited to five minutes; and
 - (iv) If not permitted to speak, the email submission may be entered as correspondence for the Board's consideration.
- (e) 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 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 shall apply;

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

9.2 Time, Place and Attendance

- (a) The Board will meet at the North Vancouver campus unless otherwise approved by the Board.
- (b) The Board shall endeavour to meet periodically with local representatives and

groups of the Howe Sound, the North Shore and the Sunshine Coast to discuss common concerns.

- (c) Regular Board meetings shall be held on Tuesdays unless otherwise determined by the Board.
- (d) The Chair or the President shall call a special meeting of the Board upon written request of a majority of Board Members.
- (e) 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.

9.3 In Camera Meetings

The Board shall (unless the meeting determines otherwise) meet *in camera* if any of the following are to be considered:

- (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 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.

In Camera meetings shall be closed to all persons other than Board Members and those persons invited by the Chair to attend. No Board Member shall discuss any matter raised during an *in-camera* meeting, outside that meeting.

9.4 Quorum

A quorum for a Board meeting shall be a majority of the Board Members holding office at the time of the meeting. However, if no quorum is present at a duly called meeting, the meeting shall be held and motions passed thereat shall be subject to ratification at a later meeting at which a quorum is present.

9.5 Agenda

- (a) The Chair in consultation with the President and Board Members shall prepare the agenda for each Board meeting and shall forward copies to Board Members at least 48 hours before each meeting, together with (where possible) copies of letters and other documents pertinent to the agenda.

- (b) The Chair, in consultation with the President, will prepare the initial portion of the agenda as a consent agenda.
 - (i) Items on the consent agenda will be matters that do not require discussion or debate.
 - (ii) A single motion and vote will apply to all items on the consent agenda.
 - (iii) Any Board Member can move that an item be moved from the consent agenda to the regular agenda for substantive discussion.
 - (iv) All relevant documentation on consent agenda items, and the proposed motion, must be provided to Board Members far enough in advance of the Board meeting that Board Members can ask questions and give an informed vote.
- (c) The Chair shall call for approval of the Agenda as the first item of business of each Board meeting. Additions may be proposed by Board Members and shall be added to the agenda with the approval of the meeting.

9.6 Minutes

- (a) Minutes of all Board meetings shall be:
 - (i) legibly recorded in a minute book;
 - (ii) circulated to Board Members prior to the meeting at which they are to be adopted; and
 - (iii) certified correct by the President and Chair or other person presiding at the meeting at which they are adopted.
- (b) Minutes of Regular and Special Board meetings shall be adopted at the next Regular Board Meeting. Minutes of *In Camera* meetings shall be adopted at the next *In Camera* Meeting.
- (c) Copies of minutes of Board meetings will be circulated as determined by the Board from time to time and as required by law.

10. BOARD COMMITTEES

10.1 Appointing Committees

To better carry out its responsibilities, the Board may from time to time appoint committees as follows:

- (a) standing committees that meet in Committee of the Whole and for which a Board Member is assigned as Board contact person;
- (b) standing committees that meet separately, each of which shall have its own chair;

- (c) ad hoc committees that are created and meet as necessary.

10.2 Committees – General

All Board Members may attend all meetings of any Committee, except that only the members of the Executive Committee and the Finance and Audit Committee shall attend meetings of those committees.

10.3 Committee Proceedings

Committee meetings are not public and shall 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 Chair. Matters discussed at Committee meetings shall be held in confidence subject only to the following:

- (a) all matters shall be reported to the Board;
- (b) matters described in Bylaw 9.3 shall, if discussed by a Committee, be treated as *in camera* topics.

10.4 Work and Reporting

Each Committee shall develop its own terms of reference to be approved by the Board. Every Committee shall carry out the work assigned from time to time by the Board, shall report to the Board, and may make recommendations to the Board. All recommendations presented to Committees for consideration shall be reported to the Board.

11. SEPARATE STANDING COMMITTEES

11.1 Appointment of Separate Standing Committees

The Board shall have the following Standing Committees:

- (a) Governance Committee;
- (b) Executive Committee;
- (c) Policy and Planning Committee;
- (d) Finance and Audit Committee; and
- (e) Investment Management Committee.

The Board Chair will appoint members to each Standing Committee in accordance with the Committee terms of reference. No Standing Committee shall have fewer than four members. Standing Committee quorum will be a majority of the Committee members. The Standing Committees shall carry out the work described in the Committee terms of reference (as well as any additional mandates as approved from time to time by the Board).