

Board of Governors By-laws

1. GENERAL BY-LAWS OF THE BOARD OF GOVERNORS OF DALHOUSIE UNIVERSITY

Enactment of By-laws

- 1.1 The following by-laws are hereby enacted by the Board of Governors of Dalhousie University in accordance with the Act.

Repeal of Former By-laws

- 1.2 Any by- dc 0 Tw 3.482 0 6.072701 Tw 1.973

Term of Membership on the Board

3.4 Normally a Member's term shall be for a period of three years unless otherwise approved by the Board on the recommendation of the Governance and Human Resources Committee.

3.5 Normally no Member may be appointed to the Board pursuant to by-law 3.1(b), (c), (d), (e), or Tw 0.345.4(B)3.2(oTJ 0 Tc 0 Tw (,4.890 Td ()Tj -0006 Tc -0.008 Tw 2 349 C

Board Officers

- 4.2 The Officers of the Board shall consist of the following:
- a) Chair
 - b) Vice-Chair
 - c) President
 - d) Secretary
 - e) Treasurer
 - f) Such other Officers as are determined from time to time by the Board.

Chair and Vice-Chair

- 4.3 The Chair shall be appointed by the Board on the recommendation of the Governance and Human Resources Committee. The term of appointment or reappointment for a Chair shall normally be no greater than three years. The Chair is eligible for reappointment for a second term, on the recommendation of the Governance and Human Resources Committee and approval of the Board.
- 4.4 The Vice-Chair shall be appointed annually by the Board on the recommendation of the Governance and Human Resources Committee.
- 4.5 The President, Chancellor, Chair of Senate, student Members and faculty Members are not eligible to be nominated Chair or Vice Chair.

President

- 4.6 The President shall be appointed by the Board and shall be the Chief Executive Officer of the University. When the Chancellor is absent or if there is a vacancy in the office of the Chancellor, the President shall perform the functions of the Chancellor. Subject to the direction of the Board, the President shall have responsibility for the general and active management of the academic and administrative affairs of the University, and the Senior University Administrators, teaching staff, employees, and students thereof, and also shall have such other powers and duties as from time to time may be conferred upon, or assigned to, the President by the Board.

Secretary

- 4.7 The Board shall appoint a Secretary who shall serve at the pleasure of the Board, and shall be directly responsible to the President and to the Chair. The Secretary shall have charge of the minutes and records of the Board, and shall give or cause to be given notice of all regular and special meetings of the Board. The Secretary shall perform such duties as may from time to time be assigned to the Secretary by the Board or the President.
- 4.8 The Board may from time to time

Treasurer

- 4.9 The Treasurer shall be directly responsible to the President and the Board and shall have charge of the financial books and records of the University. The Treasurer shall perform such duties as may from time to time be assigned to the Treasurer by the President or the Board and shall issue or cause to be issued financial reports.
- 4.10 The Board may from time to time appoint an Acting Treasurer to perform the duties of the Treasurer when the latter is unable by reason of absence or other cause to perform such duties.

Other Officers

- 4.11 The duties of all other Officers shall be such as their terms of engagement state or the Board requires of them.

5. POWERS OF THE BOARD

- 5.1 The powers, rights, authorities and privileges of the Board are determined by the Act and these by-laws are to be construed in accordance with the Act.

6. MEETINGS OF THE BOARD

Regular Meetings

- 6.1 Regular meetings of the Board normally shall be held at least four times each year at such times as may be determined from time to time by the Board. The Annual Meeting of the Board shall be the regular meeting in June unless otherwise determined by the Board. Any meeting of the Board may be postponed or cancelled at the discretion of the Board or of the Chair and the President.
- 6.2 Notice of the time and place of each regular meeting shall be given by the Secretary to each Member, by e-mail, mail or other methods of delivery, at least ten calendar days before the meeting is to take place. When considered necessary or appropriate by the Chair, notice of the meeting may be given orally or by such other method as determine

- 6.4 Members of the public attending the meeting shall not be permitted to address the meeting unless invited by the Chair. No person will be permitted to use cameras, video or audio recording devices or other electronic equipment during the Board meeting.

Special Meetings

- 6.5 Special meetings of the Board may be convened at the request of the Chair or, in case of the Chair's absence, the Vice-Chair, or the President, or any seven Members.

- 6.6 Notice of a special meeting shall be given not less than twenty-four hours before the meeting is to take place and shall specify in reasonable detail the purpose of the meeting.

- 6.7 A special meeting of the Board may be held without formal notice in any one of the following circumstances:

- a) if all the Members are present (including present by telephone, video conference or other technology);

- b) if the Chair or Vice-Chair or President or any seven Members are present in person or by telephone, video conference or other technology;

Quorum

- 6.11 One-half of the Members present shall constitute a quorum at any meeting of the Board.

Error in Giving Notice or the Conduct of a Meeting

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

Voting at Meetings

- 6.13 Unless otherwise provided herein, matters arising at any meeting of the Board shall be decided by a majority of votes. Only Members present may vote and no Member may be represented by proxy. The Chair shall have a single vote which would typically be cast after other Members have voted. All votes at any meeting shall be taken by ballot if so demanded by any Member present, but if no demand is made the vote shall be taken in the usual way by a voice vote or a

present. The Chair shall be notified before the meeting of new items to be

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- Resources Committee. Notwithstanding any vacancies the remaining members of the Committee shall have authority to exercise the full powers of the Committee, providing that a quorum remains in office.
- 7.6 Meetings shall be held at the call of the Chair of the Committee and shall be held at such places and at such times as the Chair of the Committee may determine. Notice of the time and place of each regular meeting shall be given to each Member, by e-mail, mail or other methods of delivery at least forty-eight hours before the meeting is to take place. When considered necessary or appropriate by the Chair of the Committee, notice of the meeting may be given orally or by such other method as is determined by the Chair. The notice need not specify the nature of the business to be transacted at such meeting.
 - 7.7 All Committee meetings shall be held in camera and all deliberations at these meetings shall be deemed to be confidential.
 - 7.8 Meetings of a Committee may be conducted by teleconference, videoconference or other such technology provided that the meeting can be conducted in a manner that enables all participants in the meeting to hear the deliberations of the meeting at the same time and to actively participate.
 - 7.9 Participation in person is always considered preferable, and teleconference participation is intended as a contingency when in-person participation is not practical. Any member of a Committee may, subject to logistical constraints, participate in a meeting of the Committee by means of teleconference, videoconference or other such technology. A member participating in a meeting by such means shall be deemed to be present at the meeting. A request to participate in a meeting by telephone or video link or other technology must be made to the Secretary at least five (5) calendar days prior to the meeting in question.
 - 7.10 A resolution signed by two-thirds of the members of a Committee shall have the same force and effect as if passed at a regularly constituted meeting.
 - 7.11 The accidental omission to give notice to any member of a Committee or any accidental irregularity in connection with the giving of notice or the conduct of a meeting shall not invalidate the proceedings of a meeting.
 - 7.12 All decisions at a meeting of a Committee shall be decided by a majority of the votes of the members present. The Chair or Acting Chair may vote on all motions and any motion on which there is an equal number of votes shall be deemed to be negated.
 - 7.13 From time to time to facilitate a Committee's business outside of its regular meeting schedule, the Committee, with the consent of the Chair of the Committee, may use an electronic process for voting on special resolutions. Such resolutions require approval of a two-thirds majority of the members of the Committee. The outcome of an electronic vote will be reported at the next regular meeting of the Committee and a record contained in the minutes of that meeting.

- 7.14 A record shall be kept of the proceedings of every meeting of each Committee and it is the responsibility of the Chair of the Committee to submit a report of such proceedings to the Board as soon as conveniently possible thereafter. Such minutes or record of the proceedings shall not be available for inspection by any person who is not a Member of the Board or a member of the Committee in issue/question without the written consent of the Chair of the Board unless otherwise determined by the Board.

8 SEAL

- 8.1 There shall be a corporate seal of the University and copies thereof as may be authorized from time to time by the Board and the custody of the seals and copies thereof shall be with the Secretary of the Board and such other persons as the Board may from time to time designate.

9 EXECUTION OF DOCUMENTS 8.1

13 CHEQUES, DRAFTS AND NOTES

- 13.1 All cheques, drafts or orders for payment of money, and all notes and acceptances and bills of exchange received or issued by the University, shall be signed by such Officer of the Board or Senior University Administrators of the University and by such signing authority of the University in such manner as may be determined from time to time by the Board.

14 INVESTMENTS

- 14.1 All policies in relation to the management of the investment of funds under the control of the University shall be approved by the Board taking into account the recommendations of the Finance, Audit, Investment and Risk Committee.

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18 CHANGES TO THESE BY-LAWS

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