



By-laws

(Approved by the Board of Governors on June 16, 2023)

Enactment of By-laws

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

Repeal of Former By-laws

All former by-laws of the Board in force at the date of the adoption of these by-laws are hereby repealed but without prejudice to any action taken thereunder.

ARTICLE 1 INTERPRETATION

1.1 Defined Terms

In these by-laws, the following terms shall have the following meanings:

“**The Act**” or “**the Act of Incorporation**” shall mean the Act Respecting Acadia University, Chapter 134 of the Acts of Nova Scotia, 1891 as amended from time to time.

“**Board of Governors**” or “**Board**” shall mean the Board of Governors of Acadia University.

“**By-law**” shall mean any by-law enacted by the Board.

“**Chair**” or “**Chair of the Board**” shall mean the Chair of the Board of Governors and, where the context permits, the words “Chair” or “Chair of the Board” shall include the Vice-Chairs or other members of the Board when acting as Chair of the Board.

“**Chancellor**” shall mean the Chancellor of Acadia University.

A “**Conflict of Interest**” shall refer to any instance where a Governor has existing or reasonably foreseeable financial or other interests that impair or appear to impair his or her independent, unbiased judgment in the discharge of his or her responsibilities to the University; or where a Governor is aware that a member of his or her family has financial or other interests that would impair or appear to impair the Governor’s independent judgment in the discharge of his or her responsibilities to the University. For the purposes of this provision, a ‘family member’ is defined as a spouse, parent, sibling, or child of the Governor; or the parent, sibling, or child of the spouse of the Governor; or the spouse of a child of the Governor or the Governor’s spouse. Also, for the purposes of



this provision, a ‘spouse’ includes persons married to each other; or persons who have gone through a form of marriage that is voidable and has not been annulled by a declaration of nullity or have gone through a form of marriage with each other, in good faith, that is void and are cohabiting or have cohabited within the preceding year.

“**Ex-officio**” shall mean appointed by virtue of position. Voting rights of ex-officio members shall be determined by each committee where ex-officio members comprise part of the composition of the committee.

“**Governor**” shall mean a member of the Board of Governors.

“**Officer of the Board**” shall mean any one of the Chair, the First Vice-Chair, the Second Vice-Chair, and the Secretary.

“**President**” shall mean the President and Vice-Chancellor of Acadia University.

“**Recording Secretary**” shall mean the University Secretary, President’s Office.

“**University**” shall mean Acadia University.

1.2 Interpretation

In these by-laws, all references to the singular shall also be interpreted as referring to the plural and vice versa and words in one gender include all genders.

The insertion of headings in these by-laws and the division into sections and subsections are for convenience of reference only and shall not affect the interpretation of these by-laws.



ARTICLE 2 BOARD AUTHORITY AND RESPONSIBILITIES

2.1 Board Authority

The Board of Governors shall have and shall exercise those corporate powers prescribed by the Act of Incorporation. It shall exercise its authority as set forth in these by-laws and in such other policy documents it deems to be appropriate. Where there is a conflict, these by-laws and other Board policy statements shall take precedence over all other institutional statements, documents, and policies.

2.2 Predominance of the Act

Nothing in these by-laws shall in any way limit or otherwise affect any of the powers expressly conferred by the Act upon the Board, its Executive Committee, or the Senate.

2.3 Signing Authority

The signing officers of the Board shall be the Chair, or a designated Vice-Chair, or the Secretary, together with the President or the Associate Vice-President, Finance and Treasurer.

2.4 Corporate Seal

All legal documents requiring execution on behalf of the Board shall be executed by the corporate seal of the Board identified by the signatures of two of the signing officers unless some other mode of execution shall be specifically directed by the Board.

2.5 Delegation of Powers

The Board of Governors shall delegate responsibility for the general direction and supervision of the work of the University including the direction and supervision of all persons employed by the University to the President. Such delegated responsibility includes the right to manage the resources and administer the affairs of the University in a manner that best serves the University and is within the parameters established by the Board.

The President shall have the authority to act on behalf of the Board on all matters pertaining to the appointment, promotion, and termination of all employees of the University, except for the following, which are reserved for decision by the full Board: the appointment and dismissal of the Vice-Presidents, the appointment and dismissal of the Associate Vice-President, Finance and Treasurer, and the appointment of professors to the rank of Full Professor.



2.6 Reporting Responsibilities of the Associate Vice-President, Finance and Treasurer

The Associate Vice-President, Finance and Treasurer, in reporting on the financial affairs of the University, shall have direct accountability to the Board of Governors as well as to the President.

2.7 Responsibility for Student Discipline

Final authority over the regulations governing the social conduct and discipline of students rests with the Board of Governors. The Board may, from time to time, authorize an individual or body to establish rules, regulations and procedures and to enforce them on its behalf. Actions of such individuals or bodies shall be regarded as actions of the Board.

2.8 Responsibility for Hearing Disciplinary Appeals

Any student who is suspended, dismissed or expelled from the University for disciplinary reasons shall have the right of appeal to a Committee appointed by the Board or its Executive Committee within the terms established by the current Judicial Procedures.

ARTICLE 3 OFFICERS OF THE BOARD

3.1 Officers

The Officers of the Board shall be the Chair, the First Vice-Chair, the Second Vice-Chair, the Secretary, and such other Officers as are determined from time to time by the Board. These Officers are elected each year at the Annual Meeting of the Board, and each shall hold office until the next Annual Meeting or until their successors are appointed.

3.2 Vacancies

Any vacancy in any of the Officer of the Board positions occurring between meetings of the Board may be filled temporarily by the Executive Committee subject to confirmation or substitution at the next meeting of the Board.

3.3 Duties of the Chair

The Chair shall preside at all Board meetings, serve as spokesperson for the Board, and shall serve as the Board's liaison with the President, and shall determine the procedures for the conduct of such Board meeting consistent with these by-laws and subject to such direction or procedures as enacted from time to time by the Board. The Chair shall also serve as the Chair of the Executive Committee and shall be an ex-officio member of all



other standing committees of the Board. In the absence of the Chair, the Chair's duties shall be performed by the First and Second Vice-Chairs respectively and, in the absence of both the Vice-Chairs, by such Governor as the Board may appoint for such purpose.

3.4 Duties of the Recording Secretary

The Recording Secretary shall cause notices of meetings to be issued, and minutes of the proceedings of the Board and of the Executive Committee to be kept and shall have such other powers and duties as the Board may from time to time prescribe.

ARTICLE 4 MEMBERSHIP OF THE BOARD

4.1 Composition

The Board shall consist of those persons holding the offices identified and those persons whose appointment is in accordance with the provisions of the Act and for the terms assigned to each respectively.

Through the work of the Governance Committee and the nominations process, the Board shall, in exercising its right to nominate members to the Board, ensure that such nominations align with the Board's commitment to equity, diversity and inclusion.

4.2 Chancellor

The Board may appoint a person to be an honorary officer of Acadia University with the title of Chancellor. The duties of the Chancellor shall be to preside over or assist in all ceremonies of the University, including Convocation, to the extent and in the manner prescribed by the Board. The term of the appointment shall be determined by the Board. The Chancellor shall serve without remuneration.

4.3 Honorary Governors

An Honorary Governor shall be any former Board Chair or Chancellor or any former Governor who by resolution of the Board of Governors is deemed to have given distinguished service or support to the Board. Honorary Governors shall be permitted to attend and speak at full Board meetings but may not vote.

4.4 Vacancies

In the event of an unexpected vacancy occurring on the Board of Governors, the vacancy shall be filled as provided by the Act.



ARTICLE 5 LIABILITY & PROTECTION OF BOARD GOVERNORS

5.1 Fiduciary Duty

Every Governor, in exercising the powers and discharging the duties in keeping with the role of Governor, shall act honestly and in good faith with a view to the best interests of the University.

5.2 Limitation on Liability

Subject to the provisions of article 5.1, no Governor shall be liable to the University for any of the following:

- (i) the acts, receipts, neglects or defaults of any other Governor or employee of the University;
- (ii) any loss, damage or expense happening to the University through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the University;
- (iii) the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the University shall be placed out or invested;
- (iv) any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any moneys, securities or effects of the University shall be lodged or deposited;
- (v) any loss occasioned by any error of judgment or oversight on their part; and
- (vi) any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of their respective office or trust or in relation thereto.

5.3 Indemnification by University

The University shall indemnify a Governor, a former Governor, and their heirs and legal representatives, against all documented costs (including lawyer's fees and disbursements), charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by them in respect of any civil, criminal or administration action or proceeding to which they are is made a party by reason of being or having been a Governor or Officer of the Board, if

- (i) they acted honestly and in good faith with a view to the best interests of the University; and
- (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful.



5.4 Insurance

The University shall purchase and maintain insurance for the benefit of any Governor against any liability incurred by such person in their capacity as a Governor except where the liability relates to their failure to act honestly and in good faith with a view to the best interests of the University.

5.5 Conflict of Interest

A Governor of the Board or any Committee who has a conflict of interest, in a proposed contract or agreement with the University or in some other matter to be considered, shall declare their interest and shall not be entitled to participate in the deliberations or vote on the matter. Unless otherwise determined by a majority vote of the Board, such Governor(s), shall withdraw from the meeting during the discussion or voting of any motion relating to such matter.

Notwithstanding the foregoing, the President of the Acadia Students' Union and the two members elected by the Students' Representative Council will be entitled to participate in the deliberations and vote on matters involving tuition fees and all other fees charged to students.

ARTICLE 6 MEETINGS OF THE BOARD AND ITS COMMITTEES

6.1 Regular Meetings

There shall be not less than four regular meetings of the Board held in each calendar year, with the scheduling of these meetings to be determined by the Executive Committee acting on the advice of the Governance Committee. The meeting held in the fall of each calendar year shall be designated as the Annual Meeting. Any meeting of the Board may be postponed or cancelled at the discretion of the Board or the Chair.

6.2 Special Meetings

Special meetings of the Board shall be convened whenever requested by the Chair or the President, or by the Executive Committee, or by any five Governors who submit to the Secretary a request in writing for such special meeting specifying the purpose for which it is to be convened.



6.3 Attendance at Meetings

Attendance at meetings of the Board and its committees shall be limited to current Governors of the Board, ex-officio members, Honorary Governors, and those whose attendance is permitted by invitation of the Board or Committee Chair.

Where the Board or a committee of the Board determines that a meeting, or any part thereof, will be held in camera, only those persons authorized by the Board/committee to be present may remain at the meeting.

6.4 Confidentiality

The substance of Board deliberations and proceedings and that of its committees is considered to be confidential information. The nature and conditions of any disclosure shall be as determined and authorized by the Board.

Where the Board, or a committee of the Board, is considering confidential matters of the University, that part of the meeting may be held in camera. For greater certainty, the following deliberations, proceedings, matters and the substance thereof are deemed confidential and shall be considered in camera unless otherwise determined by the Board:

- (i) Nominations and appointments made pursuant to these by-laws;
- (ii) Personnel and student matters pertaining to individuals;
- (iii) Matters relating to collective bargaining;
- (iv) Matters relating to the negotiation of contracts, the acquisition or sale of real estate property, competitive information or matters relating to progress, settlement or disposition of legal actions;
- (v) Meetings or deliberations of Board Committees; and
- (vi) Such other matters as determined by the Board.

6.5 Use of Cameras and Electronic Recording Equipment

Those in attendance at meetings of the Board or its committees shall not be permitted to use cameras or electronic recording equipment during the Board/committee meeting unless permission is granted by a majority vote of the Board/committee and subject to such conditions as the Board/committee may impose. Any device that has camera or recording capabilities, such as smartphone, tablet or a computer, may not be used for those purposes unless permission is given as stated



6.6 Notice

Notice of all meetings of the Board shall be sent by the Recording Secretary by email, mail or other methods of delivery addressed to each Governor at his or her address as appearing on the records of the Recording Secretary, posted at least ten days before the meeting is to take place.

Notice for a regular or special meeting of the Board may be abridged by a poll vote conducted by phone or by email by the Recording Secretary or, in the absence of the Recording Secretary, such other person designated by the Board Chair. A three-quarters majority of the Board shall be required to abridge the notice provisions of these By-laws.

Notice of all motions to be moved at a meeting shall be included in the circulated agenda. Where circumstances warrant, the notice of motion provision can be waived by a two-thirds majority vote of those present and entitled to vote at the meeting.

Notice and timing of committee meetings shall be as determined from time to time by each committee or the Chair of each committee.

6.7 Place of Meeting

All regular meetings of the Board shall be held at Wolfville, NS unless otherwise determined by the Board. The Board may agree to hold some meetings in virtual or hybrid (combined in-person and virtual) format through the university virtual meeting system, and in such cases the meeting will be deemed to have taken place in Wolfville, NS unless otherwise determined by the Board with the minutes noting that the meeting was held in virtual or hybrid format.

The location and format of special meetings of the Board shall be determined by the Chair.

Location and format of committee meetings shall be as determined from time to time by each committee or the Chair of each committee.

6.8 Quorum

A quorum for the Board and for committees of the Board shall be fifty per cent plus one of voting membership present at such meeting.



6.9 Voting

Unless otherwise specified in these by-laws, questions arising at any meeting of the Board or its committees that meet quorum requirements shall be decided by a majority of membership present at such meeting. Every Governor present at the meeting and entitled to vote shall have one vote. In the case of an equality of votes, the Chair shall be entitled to a casting vote.

6.10 Teleconferencing

The Board may use teleconferencing as an alternative to meeting in person but only for special meetings of the Board.

Individual Governors may use teleconferencing as an alternative to participation in person at a regular Board meeting providing this method of participation is understood to be an exceptionality and has been endorsed by the Board Chair.

At the discretion of committee Chairs, committee meetings may be conducted by teleconference and individual Governors may use teleconferencing as an alternative to attendance in person.

6.11 Rules of Order

All meetings of the Board and its committees shall be conducted in accordance with Kerr & King's Procedures for Meetings and Organizations (3rd edition) unless the Board has explicitly substituted an alternative procedure.

An alternate procedure may be referenced and used in those instances where the designated rules of order are either silent on a matter or where they lack adequate clarity on how to proceed. The use of an alternate procedure shall require a three-quarters majority vote of those present and entitled to vote at the meeting and shall be issue specific.

A motion to temporarily suspend a specific Rule of Procedure as established in Kerr and King's Procedures for Meetings and Organizations shall require a three-quarters majority vote of those present and entitled to vote at a meeting.

6.12 Minutes

A record of the proceedings of each meeting of the Board and its committees shall be kept by the Recording Secretary, or the person filling that role at any committee meeting and held in perpetuity as part of the Board's permanent records. The minutes of the



previous meeting shall be submitted for adoption at the next meeting of the Board or committee, as applicable. After adoption by the Board, the minutes of the open session of the meeting shall be made available to the public. A copy of the minutes of each meeting as drafted by the Recording Secretary shall be sent to each member prior to the next regular meeting of the Board.

ARTICLE 7 COMMITTEES

7.1 Establishing Committees

Subject to Article 7.2, the Board may establish such standing and ad-hoc committees as it deems appropriate to the discharge of its responsibilities. Each committee shall have written terms of reference and primary responsibilities as approved by the Board. Each committee shall review its terms of reference for appropriateness and adequacy on an annual basis.

7.2 Standing Committees

Members of the standing committees of the Board, other than co-opted members, shall be appointed at the Annual Meeting in each year. The standing committees of the Board shall be as follows:

- (i) Finance, Audit and Risk Committee
- (ii) Executive Committee
- (iii) Advancement Committee
- (iv) Investment Committee
- (v) Student Life Committee
- (vi) Governance Committee
- (vii) HR Committee
- (viii) Equity, Diversity, and Inclusion Committee
- (ix) Academic Resources Committee
- (x) Enrolment, Marketing and Retention Committee

7.3 Vacancies

Any vacancies in the membership of any of the standing and ad-hoc committees may be filled temporarily by the Executive Committee after consultation with the Chair of the Governance Committee. Such appointments shall be subject to confirmation or substitution at the next meeting of the Board.



7.4 Chair of Standing Committees

The Chair of the Executive Committee shall be the Chair of the Board. The Chair of the remaining standing committees shall be appointed by the Board following the recommendation of the Governance Committee.

ARTICLE 8 THE BY-LAWS

8.1 Repeal of Former By-laws

All former By-laws of the Board in force at the date of the adoption of these By-laws are hereby repealed but without prejudice to any action taken thereunder.

8.2 Review of By-laws

These By-laws shall be reviewed periodically by the Secretary of the Board of Governors and the Governance Committee. The Secretary and the Governance Committee shall recommend any necessary changes to the Executive Committee and the Board of Governors.

8.3 Amendment of By-laws

These By-laws may be amended at any meeting of the Board by a two-thirds vote of those present, provided notice of the substance of the proposed amendment is sent to all Governors at least 30 days before the meeting.