

By-Laws of the Board of Governors of Acadia University

*(Approved by the Board of Governors on 14 October 2005; amended: 16 January 2006; 27 August 2007;
1 February 2008; 10 May 2008; 15 October 2010; 14 May 2011; 4 February 2012; 18 October 2013)*

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, and includes any amendments made 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 and have lived together as spouses within the preceding twelve months; or persons who are living together as spouses.

"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.

"Judicial Procedures" shall mean the processes and procedures of the Non-Academic Judicial System for dealing with cases of student violation of the non-academic rules and regulations of the University.

"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 a member of the administrative staff of the Board Secretariat Office.

"Student" shall mean any person who is permitted by Acadia to be registered in any course offered by Acadia, whether for credit at Acadia or elsewhere or not at all, but which course is offered by Acadia as part of a program that might lead to a degree, diploma, or certificate of the University.

"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 the Board 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 Board Responsibilities

The Board of Governors, subject to such limitations as are set forth in the Act of Incorporation, is responsible for the good governance of the University and has ultimate responsibility for the University's institutional health and well-being.

2.4 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.

2.5 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.

2.6 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 as the Chief Executive Officer of the University. 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, the appointment of Deans, the appointment of Directors of Schools, and the appointment of professors to the rank of full Professor.

2.7 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.

2.8 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.

2.9 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, and the Secretary. 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. 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.

3.4 Duties of the Vice-Chairs

In the absence of the Chair, the First Vice-Chair, or in his absence, the Second Vice-Chair shall perform the duties of the office of the Chair, including presiding at Board and Executive Committee meetings. The Vice-Chairs shall have other powers and duties as the Board may from time to time prescribe and may or may not be nominated to succeed the Chair when a vacancy occurs.

3.5 Duties of the Secretary

The 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 of Incorporation and for the terms assigned to each respectively.

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 of Incorporation.

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 his part
- (vi) any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of his respective office or trust or in relation thereto.

5.3 Indemnification by University

The University shall indemnify a Governor, a former Governor, and his heirs and legal representatives, against all 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 him in respect of any civil, criminal or administration action or proceeding to which he is

made a party by reason of being or having been a Governor or Officer of the Board, if

- (i) he 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, he had reasonable grounds for believing that his conduct was lawful.

5.4 Insurance

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

5.5 Conflict of Interest

A member or members of the Board or any Committee thereof 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 his or her interest and shall not be entitled to participate in the deliberations or vote related thereto. Unless otherwise determined by a majority vote of the Board, such a member, or members, shall withdraw from the meeting during the discussion or voting of any motion relating thereto. In instances where such a member's promotion, terms of employment, or termination of employment are being discussed, such member shall withdraw from the meeting.

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. Further, the Board or Committees may, by policy, determine such other circumstances where members may participate in deliberations but not vote.

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.

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 meetings specifying the purpose for which it is to be convened.

6.3 Annual Retreat

An annual retreat shall be held on a date and in a place to be determined by the Board but generally toward the close of the academic year and generally on campus.

6.4 Attendance at Meetings

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

6.5 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 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;
- (vi) Such other matters as determined by the Board.

6.6 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.

6.7 Notice

Notice of all meetings of the Board shall be sent by the Secretary by prepaid mail addressed to each Governor at his or her address as appearing on the records of the Secretary, posted at least ten days before the day named for the meeting or shall be sent by e-mail or special courier, in which case, delivery should occur at least five days before the day named for the meeting.

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 substantive 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.

6.8 Place of Meeting

All regular meetings of the Board shall be held at Wolfville unless otherwise determined by the Board.

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

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

6.9 Quorum

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

6.10 Voting

Unless otherwise specified in these By-Laws, questions arising at any meeting of the Board or its committees shall be decided by a majority of votes. 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.

6.11 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.

6.12 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.

6.13 Minutes

A record of the proceedings of all meetings 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.

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 a written statement of purpose 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) Audit Committee
- (ii) Executive Committee
- (iii) Advancement Committee
- (iv) Investment Committee
- (v) Pension Committee
- (vi) Student Life Committee
- (vii) Governance 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 Pension Committee shall be appointed by the Board from one of the Board appointees. The Chairs of the remaining standing committees

shall be selected from the committee members by the committee members
and shall be a Governor.

ARTICLE 8 THE AUDIT COMMITTEE

8.1 Purpose of the Audit Committee

The purpose of the Audit Committee is to ensure that appropriate controls and accountabilities exist within the University with respect to finance and areas of material risk, including but not limited to, environmental issues and health and safety. The Committee's primary responsibilities are to monitor that:

- The University's financial reporting processes are sound; and
- The external audit functions are competently performed; and
- Appropriate processes are in place to identify, report and control areas of significant risk to the University; and
- There exists an avenue of communication among the External Auditor, management, and the Board of Governors.

8.2 Composition of the Audit Committee

The Audit Committee shall consist of four Governors appointed by the Board, none of whom shall be a University employee. Audit Committee members must be financially literate with the ability to read and understand the University's financial statements. Two members shall constitute a quorum of the Audit Committee. The chairperson of the Audit Committee shall be appointed from the Committee by the Committee on an annual basis. The Committee may appoint non-Governors, non-voting members as necessary to provide expertise or task-related support. The Audit Committee may invite such employees of the University as it may see fit from time to time to attend meetings of the Committee to assist in the discussion and consideration of matters before the Committee.

ARTICLE 9 THE EXECUTIVE COMMITTEE

9.1 Purpose of the Executive Committee

The Executive Committee is established by the Act of Incorporation and is given specific powers by the Act. In accordance with the Act, the Executive Committee may exercise and discharge all the rights, powers, privileges, and functions of the Board (except the appointment of the President, the Vice-Presidents, the Treasurer, the Deans or the full Professors) in the intervals between meetings of the Board.

The Executive Committee shall keep full minutes of all its proceedings and shall report such minutes together with an account of its proceedings and its recommendations to the Board.

All actions of the Executive Committee shall be subject to review by the Board and to revisions, saving always the rights of third parties arising out of any action lawfully taken by the Executive Committee.

9.2 Composition of the Executive Committee

The Executive Committee shall consist of:

The Chair of the Board (who shall serve as Chair of the Executive Committee)

The First Vice-Chair of the Board

The Second Vice-Chair of the Board

The Secretary of the Board

The President of the University

The President of the Acadia Students' Union

The President of the Associated Alumni of Acadia University

One of the Governors elected by Faculty

The Chairs of the Standing Committees

The Vice President, Finance & Administration and Chief Financial Officer (*ex-officio & non-voting*)

The Associate Vice President Finance and Treasurer (*ex-officio & non-voting*)

In the event that none of the above is from those Governors elected by the Convention of Atlantic Baptist Churches, one additional Governor shall be appointed to the Committee to ensure representation from this constituency.

9.3 Meetings of the Executive Committee

Meetings of the Executive Committee shall be convened as needed for the effective and efficient functioning of the Board and the University and generally shall meet a minimum of 6 times a year. Meetings shall be convened whenever requested by the Chair or the President or by any three Governors who are members of the Executive Committee.

**ARTICLE 10 THE FINANCE COMMITTEE – Rescinded by the Board of Governors on
15 October 2010**

ARTICLE 11 THE ADVANCEMENT COMMITTEE

11.1 Purpose of the Advancement Committee

The Advancement Committee serves as a key point of contact between the Board of Governors and the University's development, alumni affairs, and communications and marketing portfolios, providing guidance and policy recommendations relating to the Advancement programme, and ensuring that Advancement activities retain an appropriate position in Board deliberations and decisions.

11.2 Composition of the Advancement Committee

The Advancement Committee comprises the Chancellor, Chair of the Board of Governors, President of the Associated Alumni of Acadia University, President and Vice Chancellor, and Vice President, Advancement as *ex officio* members; and up to six additional members, three of whom must be members of the Board of Governors, who sit for a term of one year, renewable. The Chair of the Advancement Committee is selected from the Committee members by the Committee members, and must be a Governor.

The Advancement Committee can establish one or more subcommittees and/or working groups to examine and report on specific initiatives and priorities.

11.3 Frequency of Meetings

The Advancement Committee meets at least twice each year, once in the Spring and once in the Fall. Additional meetings may be called as needed by the Chair.

All meetings are accessible by conference call.

11.4 Responsibilities

1. To provide linkage, guidance and expertise to the Vice President, Advancement and, through him/her, to the University's Advancement staff relating to the status, resources and priorities of the Office of Advancement;
2. To offer updates and recommendations to the Board on policy issues relating to development, alumni affairs, communications and marketing;
3. To underscore the value and importance of an integrated advancement model, whereby development, alumni affairs, communications and marketing are interdependent and mutually-reinforcing.
4. With respect to the development portfolio, the Advancement Committee's mandate captures the responsibilities formerly assigned to the Fundraising Committee, and rests upon the long-established principle that all University fundraising activities are coordinated through the Office of Advancement.

ARTICLE 12 THE INVESTMENT COMMITTEE

12.1 Purpose of the Investment Committee

The purpose of the Investment Committee is to provide stewardship of endowment and trust funds; to set policy for investment and asset management; and to provide general oversight of total portfolio management. It shall have charge of the investment of the trust funds and any other sums of money of the Board or University, subject always to the general directions of the Board, and shall have power to make loans, to call in loans, and to purchase and sell securities.

12.2 Composition of the Investment Committee

The Investment Committee shall consist of the President, the Treasurer, and four Governors appointed by the Board and shall have the power to appoint not more than two additional members, who need not be Governors.

ARTICLE 13 THE PENSION COMMITTEE

13.1 Purpose of the Pension Committee

The purpose of the Pension Committee is to fulfill the responsibilities of the Board to administer the Acadia University Pension Plan. The purpose of the Plan is to provide for the regular uniform accumulation of funds within an acceptable level of risk and to meet the defined benefit obligations to the members as they become due.

13.2 Composition of the Pension Committee

The Pension Committee shall consist of:

Three Governors appointed by the Board

Two members appointed by the Acadia University Faculty Association (AUFA)

One member appointed by the Service Employee International Union (SEIU Local 902)

One member appointed by the Acadia University Professional Administrative and Technical staff (AUPAT)

One member appointed as agreed by AUFA, SEIU and AUPAT

One member of the President's Advisory Council

The Director of Human Resources (or delegate) and a Committee Secretary shall also serve in an ex-officio resource capacity.

ARTICLE 14 THE STUDENT LIFE COMMITTEE

14.1 Purpose of the Student Life Committee

The purpose of the Student Life Committee is to underscore the importance of the learning environment and the quality of campus life as critical dimensions of the student experience and to ensure that both continue to be fundamental considerations in all Board deliberations.

14.2 Composition of the Student Life Committee

The Student Life Committee shall consist of 6 members, at least two of whom shall be student governors. The University's Vice President, Enrolment and Student Services; Senior Director, Student Affairs; and First Year Advisor shall serve on the Committee in an ex-officio resource (non-voting) capacity.

ARTICLE 15 THE GOVERNANCE COMMITTEE

15.1 Purpose of the Governance Committee

The central purpose of the Governance Committee is to foster and promote excellence in institutional governance. It has responsibility for Board development and Board effectiveness and plays a critical role in identifying the Board profile and member resources that are required to carry out the work of the Board and to complement and advance the University's overall institutional strategy. The Committee is also responsible for fulfilling a nominating committee function and for annually submitting nominations to the Board for the following Board positions: Chair, First Vice-Chair, Second Vice-Chair, Secretary and members of all Standing Committees. In addition, the Committee is responsible for submitting nominations for any special and ad hoc committees of the Board and for submitting nominations for any appointments that the Board may be required to make.

15.2 Composition of the Governance Committee

The Governance Committee shall consist of 9 Board members including the University President and at least one representative from each of the following 4 constituent groups that appoint members to the Board: Associated Alumni, Convention of Atlantic Baptist Churches, Faculty, and Students.

ARTICLE 16 THE BY-LAWS

16.1 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.

16.2 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.

16.3 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.