

By-Laws of the University

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APPENDICES – Standing Committees: Terms of Reference

St. Thomas University
Fredericton, NB
E3B 5G3

By-laws of the University

The following shall be the By-laws of St. Thomas University (hereinafter called the “University”), incorporated by Special Act of the Legislative Assembly of New Brunswick, 1934, Chapter 45, and subsequently from time to time amended (hereinafter called the “Act”).

1. INTERPRETATION

Definitions

1.01 Definitions in this by-law and all other by-laws and resolutions of the University, unless the context otherwise requires:

“**Board**” means the Board of Governors of the University;

“**by-laws**” means this by-law and all other by-laws of the University;

“**external member**” means a member of the Board who is not employed by the University, is not a student, and is not an Alumni representative.

“**meeting of members**” means an annual meeting of members of the Board or a general meeting of members of the Board;

“**staff**” means the persons employed by the University who are not faculty;

“**University**” means St. Thomas University

1.02 Interpretation This by-law, unless the context otherwise requires, shall be construed and interpreted in accordance with the following:

- (a) Words importing the singular number include the plural and vice versa; words importing the masculine gender include the feminine; words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations;
- (b) The headings used in this by-law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions;
- (c) In the event of any dispute, the intent or meaning of any word shall be that given to it by the Board, and

- (d) Any reference in this by-law to any statute shall, unless otherwise expressly stated, be deemed a reference to such statute as the same may from time to time be amended, restated, re-enacted or replaced.

2. BUSINESS OF THE UNIVERSITY

Head Office

2.01 The Head Office of the University shall be in the City of Fredericton in the County of York and Province of New Brunswick.

Corporate Seal

2.02 The Seal, an impression whereof is stamped in the margin hereof, is hereby adopted as the corporate seal of the University. The seal shall be kept in the custody of the President at the head office of the University and may be affixed to instruments in writing by any one of those persons hereafter authorized in Section 2.03 to execute instruments on behalf of the University.

Execution of Instruments

2.03 All undertakings, deeds, documents and instruments in writing executed by the University, whether under its corporate seal or not, shall be signed, when authorized by the Executive Committee, or by any two of the Chairperson of the Board, the President and the Secretary of the Board and all undertakings, deeds, documents and instruments in writing so signed shall be binding upon the University without any further authorization or formality.

Cheques, Drafts or Notes

2.04 All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons whether or not officers of the University, and in such a manner as the Board of Governors may from time to time designate.

Bank Accounts

2.05 Bank Accounts may be kept in the name of the University with any incorporated bank or trust company in Canada or elsewhere, and all bills of exchange, cheques, promissory notes and hypothecations shall be made, drawn, signed, accepted, endorsed, or executed by such officers or other persons as may be designated by resolution of the Board of Governors.

Borrowing

- 2.06 The Board may from time to time:
- (a) borrow money upon credit of the University;
 - (b) limit or increase the amount to be borrowed;

- (c) issue bonds, debentures, debenture stock or other securities of the University;
- (d) pledge or sell such bonds, debentures, debenture stock or other securities for such sums and at such price as may be deemed expedient;
- (e) mortgage, hypothecate or pledge the real or personal property or both including book debts and unpaid calls, rights, powers, undertakings and franchises of the University to secure any such bonds, debentures, debenture stock or other securities and any money borrowed for the purpose of the University.

Fiscal Year

2.07 The fiscal year of the University shall end on April 30th.

3. CHANCELLOR AND VICE-CHANCELLOR

Chancellor

3.01 The Roman Catholic Bishop of Saint John shall be the Chancellor of the University (the “Chancellor”) and shall be an ex-officio member of the Board of Governors of St. Thomas University (the Board).The Chancellor is the titular head of the University and shall

- (a) assist the University in the securing and flourishing of its public reputation
- (b) preside at Convocation and assist at other appropriate public functions
- (c) assist with important undertakings (such as lending his personal endorsement for fund-raising and public-relations activities) and confer prestige upon the University as a result of his personal reputation and his being a distinguished member of the community;
- (d) serve as chair of the Presidential Search Committee;
- (e) perform those duties which shall assist the University in the effective performance of its mandate; and provide advice to the Board in respect to the maintenance and promotion of the Catholic identity of the University.

Vice-Chancellor

3.02 The President shall be the Vice-Chancellor of the University and shall perform the duties of the Chancellor in the event of the absence or inability to act of the Chancellor or any vacancy in the office of Chancellor.

4. BOARD OF GOVERNORS

Number and quorum

4.01 The Board is the governing body of the University and shall consist of not more than twenty-five members, including *ex officio* members. At any meeting of the Board, a majority of the membership shall constitute a quorum.

Powers

4.02 Subject always to the provisions of the Act, the Board shall have full power and authority to regulate and manage the affairs of the University and carry out the purposes thereof, and in so doing may delegate all or any such power and authority to the Executive Committee as hereinafter in these by-laws provided.

Term of Office

4.03 Except as otherwise provided, the term of office of each external member of the Board shall commence on the date of his or her appointment by the Board and shall continue for a period ending on the first day of the month which is forty-eight months after the month in which such member was appointed.

Appointment & Re-appointment

4.04 The Board shall, as hereinafter set forth, appoint or elect up to fifteen (15) persons who support the University's mission, its liberal arts program and its Catholic identity, to serve as external members of the Board and shall fill vacancies occurring from time to time among such external members. In the selection of such external members the Board shall have regard to one or more of the following criteria:

- (a) distinction in post-secondary education, professional organization or business community,
- (b) community standing and involvement, including experience in institutional governance and/or affiliation with St. Thomas or other university,
- (c) existing or potential external relationships of importance to the University,
- (d) gender, ethnic background, interest in and support for diversity, membership in or association with recognized groups of persons whose interests are sought to be advanced by the University on an affirmative action basis and who may have been historically under-represented on the Board or disadvantaged in society generally,
- (e) financial literacy, or
- (f) geographical representation.

4.05 External members shall be eligible for re-appointment for a second term upon the expiration of his or her first term.

4.06 Upon the expiration of an external member's second term, such member shall not be eligible for reappointment as a member of the Board for a period of one year thereafter.

4.07 Upon the occurrence of any vacancy in external membership of the Board or of the membership of any committee, or any of the Board's officers the matter shall be referred to the Nominating Committee which shall meet as soon as practicable and nominate, to the Board, or where reasonably required for the efficient and timely conduct of the Board's affairs, to the Executive Committee, candidates for such appointments.

Ex officio members

4.08 The Chancellor, the President and the Vice-President (Academic) of the University shall be *ex officio* members of the Board.

Faculty representation

4.09

- (a) Subject to the provisions of this regulation, the Faculty of the University may recommend to the Board three candidates from among their number, whom the members of the Board may select and appoint to the Board.
- (b) No person is eligible for nomination under this section unless that person is, on the date prescribed for the closing of nominations, a member of the faculty of the University and is tenured or who has a tenure-track appointment.
- (c) Members of the faculty of the University holding, on the date prescribed for election, a full-time position, only those members, are eligible to vote in an election conducted under this section.
- (d) An election shall be held within six months prior to the date prescribed for the commencement of the term of office but not later than the first day of September previous to that date.
- (e) Unless the Board provides otherwise, the vote may be taken by ballot box, by campus or by regular mail, or any combination of these, as the Secretary of the Board may determine.
- (f) Subject to the provisions of sub-section (g), the appointments shall be for a period of two years from the date of appointment or to the first day of September nearest the expiration of the two year period, whichever first occurs.
- (g) A faculty representative on the Board who ceases to be a member of the faculty ipso facto ceases to be a member of the Board.
- (h) The Secretary of the Board, or such other person as the Board may designate, shall, in every year in which an election for recommendation is to take place,

prepare an alphabetical list, to be called the “faculty election register”, of the names and addresses of the members of the faculty who are entitled to vote at an election and the election register shall be open to inspection at all reasonable hours to all members of the faculty.

- (i) The Secretary of the Board, or such other person as the Board may designate, shall conduct all elections, and shall report the results of the election to the Nominating Committee for recommendation to the Board at the next meeting following the election.
- (j) In the event of only one candidate being nominated or only so many candidates being nominated as are required to be elected to the Board, such candidate or candidates shall be deemed to have been elected for recommendation.
- (k) In the event of more candidates being nominated than are required to be recommended to the Board, the candidates receiving the highest number of votes shall be deemed to have been elected for nomination, and, in the event of a tie in votes between candidates, the Board shall cast the deciding vote.
- (l) In the event of a vacancy occurring through death, incapacity or resignation, or because the member has ceased to be employed on the faculty of the University, that vacancy may be filled by an election for recommendation to complete the unfinished term.
- (m) Notwithstanding any other provisions of the bylaws or the Collective Agreement, persons who would be employees except that they are members of the Board of Governors shall be treated as if they are faculty members, as the case may be, for the purposes of the provisions of the Collective Agreement concerning professional responsibilities, evaluations, appointments, tenure, promotion, discipline, department heads, sabbatical leaves, leaves of absence, employment related expenses and research grants, and layoffs, except that they shall not be eligible to sit as employees on any committee established under those provisions.

Student representation

4.10 Student representation:

- (a) Subject to the provisions of this regulation, the student body of the University may recommend to the Nominating Committee two candidates elected from their number, whom the members of the Committee may select and recommend for appointment to the Board.
- (b) Eligible to stand for election is any bona-fide full-time student of the University, who places his or her name in nomination through a written document supported by the signatures of ten bona-fide full-time students of the University, to be filed at the Students’ Union Office not later than ten days before the date of the election.
- (c) An election shall be held by the student body.

- (d) Every full-time bona fide student of the University is eligible to vote.
- (e) In the event of only one candidate being nominated or only two candidates being nominated, each candidate or candidates shall be deemed to have been elected for recommendation.
- (f) In the event of more than two candidates being nominated to be recommended to the Board, the two candidates receiving the highest number of votes shall be deemed to have been elected for nomination, and, in the event of a tie in votes between candidates, the Board may cast the deciding vote.
- (g) The term of office of a student appointed by the Board shall commence at the Annual (May) Meeting of the Board and shall continue until the 1st day of May of the year following the student's appointment.

Alumni representation

4.11 Alumni representation:

- (a) Subject to the provision of this regulation, and subject to the By-laws of the Alumni Association, the Alumni Association of St. Thomas University may recommend to the Nominating Committee two candidates elected according to the constitution and by-laws of the Alumni Association of St. Thomas University, whom the members of the Committee may select and recommend for appointment to the Board.
- (b) The term of office of a member appointed by the Board under this provision shall commence on the date of his or her appointment by the Board and shall continue for a period ending on the first day of the month which is twenty-four months after the month in which such member was appointed.
- (c) In the event of a vacancy occurring through death, incapacity or resignation of a member appointed under this provision, that vacancy may be filled by the appointment, made by the Board, of a candidate chosen according to the constitution and by-laws of the Alumni Association of St. Thomas University to complete the unfinished term.

Orientation

4.12 Upon initial appointment or election to the Board, or any committee thereof, the Nominating Committee shall ensure each member is provided with an appropriate orientation.

Annual and General Meetings

4.13 The Board shall meet on or about graduation day in May each year at such time and place as shall be determined by the Board. Such meeting shall constitute the annual meeting of the Board. The Board shall also hold at least three other meetings each year at such time and place as shall be determined by the Board. In addition, meetings of the Board may be held from time to time at the call of either the Chair, the President, or at the call of not less than one-third of the members of the Board.

Calling of Meetings

4.14 Notice of annual and other meetings of the Board shall be distributed to all members of the Board at least fourteen days before the day of the meeting. Any irregularity in the notice or calling of any meeting shall not invalidate any of the proceedings at such meeting provided there has been substantial compliance with the provisions of this section. The notice of meeting shall set out, as far as possible, the matters to be dealt with at such meeting.

Voting at Meetings

4.15 Each member (including *ex officio*) of the Board present at a meeting shall have one vote. Questions arising at any meeting of the Board, other than resolutions amending these by-laws, shall be decided by a majority of votes. No member of the Board may vote by proxy at any meeting of the Board.

Deciding vote

4.16 In the case of an equality of votes at any meeting, either upon a show of hands or upon a poll, the Chair at the meeting, in addition to his or her original vote, shall have a second or deciding vote.

Polls

4.17 Voting may be a show of hands unless a ballot is determined by any Board member or required hereunder. A declaration by the Chair that a resolution has been carried, and that an entry to that effect has been recorded in the minutes, shall be admissible as prima facie proof of that fact.

Adjournment of meetings

4.18 The Chair may, with the consent of a majority of those present at any meeting, adjourn the same to a fixed time and place and no advance notice of such adjournment need be given to the members of the Board. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling such original meeting.

Duty & Confidentiality

4.19 Each member of the Board, in recognition of the reliance placed upon his or her judgment and the trust and confidence reposed in him or her, shall, in exercising the powers conferred hereunder, act with honesty and in good faith and with a view to the best interests of the University.

4.20 The subject matter of all meetings of the Board and any committee thereof, as well as all information disclosed to members at any time in connection therewith or with any of their responsibilities hereunder and all deliberation thereupon is confidential, regardless of whether it is disclosed orally or in writing and whether it is marked confidential or not. Other than as may be required pursuant to the order or decree of any tribunal having authority over the University, said confidential information shall not be disclosed to any unauthorized person by a member at any time by any means either during the member's term on the Board or after the completion of the term and a member shall use the same degree of care and caution to avoid such disclosure that he or she would use in respect to his or her own confidential information. All such confidential information shall remain the sole and exclusive property of the University, shall be returned or destroyed as the University may request and shall be disclosed or made public only in such manner and at such times as the Board may agree by resolution or as may occur through the exercise of the duties and responsibilities of the chair and/or the *ex officio* members of the Board, whereupon such information shall thereafter cease to be confidential, but only to the extent of such disclosure. Periodically at meetings of the Board or its committees, the Chair of the meeting shall, before any business comes before the meeting, remind members of the policy on confidentiality. Violations of this confidentiality policy will be the subject of sanctions, such to be determined by the Board. Nothing in this provision is to be construed to limit the sharing of information by and among Board members in the course of their duties.

Conflict of Interest

4.21 Each member of the Board shall advise the Board promptly upon becoming aware of any matter that does or might constitute a conflict of interest. Upon determination by the Board or the member that a conflict of interest does or is likely to exist, such member shall withdraw from and shall not participate in any discussions, deliberations or vote in relation to such matter..

Attendance

4.22 A member may participate in any meeting of the Board or committee thereof by means of such telephone or other communications facilities as permit all persons participating in the meeting to communicate with each other, and a member participating in such a meeting by such means is deemed to be present at that meeting. A member of the Board who is absent for three (3) consecutive meetings of the Board may, at the option of the Board, cease to be a member of the Board.

Limitation of Liability & Indemnification

4.23 No member shall be liable for

- (a) the acts, receipts, neglects or defaults of any other member or employee of the University
- (b) any loss or expense happening to the University through the insufficiency or deficiency of title to any property acquired by the order of the board for or on behalf of the University
- (c) the insufficiency or deficiency of any security in or upon which any of the monies of the University shall be invested
- (d) any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the University shall be deposited, or
- (e) any loss occasioned by the error of judgment or oversight on his or her part or for any loss, damage or misfortune whatever, which shall happen in the execution of the duties of his or her office or in relation thereto unless in or as a result of any action, suit or proceeding he or she is adjudged to be in breach of any duty or responsibility imposed on him or her under any act, regulation or by-law governing the affairs of the University.

4.24 The University shall indemnify the members of the Board both during and after their term of office and their heirs and legal representatives against all costs, charges and expenses including an amount paid to defend or settle a claim or action or satisfy a judgment arising in respect of any civil, criminal or administrative action or proceeding to which a member has been made a party by reason of being or having been a member if:

- (a) he or she acted honestly and in good faith with a view to the best interest of the University; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

4.25 The University shall purchase and maintain insurance for the benefit of members against any liabilities, costs, charges and expenses sustained or incurred by them for failure to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Rules of Order

4.26 Meetings of the Board and of any committee thereof shall be conducted in accordance with Bourinot's Rules of Order. Where such rules are silent or lack clarity or in any instance where it is considered desirable, an alternate procedure may be adopted by the meeting upon the affirmative vote of not less than 75% of those members present and entitled to vote at such meeting.

5. EXECUTIVE MEMBERS OF THE BOARD OF GOVERNORS

Chair of the Board

5.01 The Chair shall be elected from among the external members of the Board. The Chair shall be elected for a two-year term and is eligible for re-election to a maximum of six continuous years. Notwithstanding Sections 4.03 and 4.06, the term of the Chair may be extended to permit him or her to complete their term or the extension of their term.

Duties of Chair

5.02 The Chair shall

- (a) preside at all meetings of the Board and the Executive Committee
- (b) serve as spokesperson for the Board and as the Board's liaison with the President
- (c) participate in public functions and activities of the University; and
- (d) perform any or all duties customarily borne by a Chair as well as such other duties as may be assigned to the position by the Board, including those which shall assist the University in the effective performance of its mandate.

Vice-Chair

5.03 The Vice-Chair shall be elected from among the external members of the Board. The Vice-Chair shall be elected for a term of two years and is eligible for re-election to a maximum of six continuous years. In the event of temporary vacancy in the office of the Chair, or in the absence or inability of the Chair to act, the Vice-Chair shall act as, and have all the powers of, the Chair. Notwithstanding Sections 4.03 and 4.06, the term of the Vice-Chair may be extended to permit him or her to complete their term or the extension of their term.

Secretary

5.04 The Board shall appoint a Secretary from among their number. It shall be the duty of the Secretary to keep accurate minutes of the meetings of the Board and the Executive Committee as described herein, and to forward copies of such minutes and notices of meetings to each member of the Board. The Secretary shall give or cause to be given, notice for all meetings of the Board and its committees, if any, when directed to do so.

6. EXECUTIVE COMMITTEE

6.01 The Board shall establish an Executive Committee (Appendix A) which shall coordinate the work of all other Committees of the Board, advise the Board, generally make recommendations to the Board on matters not in the purview of other committees, set agenda for meetings of the Board, and act for the Board on occasions and in circumstances where such authority has been delegated.

Meetings

6.02 The Executive Committee shall meet at least six times per year at the call of the Chair at such place or places as shall be determined by the Chair. The Chair shall call a special meeting of the Executive Committee upon the requisition of three members thereof.

Notice of Meetings

6.03 Notice of meetings of the Executive Committee shall be distributed to all members thereof at least seven days before the day of the meeting, unless otherwise agreed to by the members. Any irregularity in the notice or the calling of any meeting shall not invalidate any of the proceedings at such meeting, provided there has been substantial compliance with the provisions of this section.

Voting at Meetings

6.04 Questions arising at any meeting of the Executive Committee shall be decided by a majority of votes. In case of an equality of votes, in addition to his or her original vote, the Chair of the meeting shall have a second or deciding vote.

7. OTHER COMMITTEES

***Ad hoc* Committees**

7.01 The Board may appoint standing or special committees for any purpose which it may deem proper and shall define the duties and powers of any committee so appointed. It shall appoint a Board member to serve as Chair for each such committee and whose term of office shall be at the pleasure of the Board. The Board may appoint to any such committee any persons whether or not they are members of the Board.

Committees - General

7.02 Each committee referred to herein shall have at least three members of the Board on the committee. These committees may, except for in camera meetings, permit resource and other persons to attend committee members on a continuing or on a topic-specific basis from time to time to provide information or advice, provided that such persons are non-voting participants at the committee.

Committees – Responsibilities and Membership

7.03 Each committee shall meet as often as necessary to carry out its assigned responsibilities, but not less than once in each of the fall and winter terms. Each

committee shall report to the Board as often as is necessary to keep the Board informed with respect to the work of the committee, but not less than once a year.

***Ex officio* Members of Committees**

7.04 Except as otherwise provided in the terms of reference of any committee, the Chair of the Board, the President, and the Chancellor shall be *ex officio* members of each such committee.

Standing Committees

7.05 The following shall be the standing committees of the Board:

- (a) **Senior Administration Compensation Committee** (Appendix B): The Board shall establish a Senior Administration Compensation Committee which shall review and determine compensation of the President and Vice Presidents from time to time and when required.
- (b) **Finance Committee** (Appendix C): The Board shall establish a Finance Committee which shall, review and oversee policy in respect of the all aspects of the financial resources and condition of the University, and make recommendations to the Board in respect thereto
- (c) **Governance Committee** (Appendix D): The Board shall establish a Governance Committee which shall be responsible for ensuring the adequacy and currency of the governance structure of the Board.
- (d) **Human Resources Committee** (Appendix E): The Board shall establish a Human Resources Committee which shall review and oversee policy in regard to all aspects of the University's relationship with its employees and shall make recommendations to the Board in respect thereto.
- (e) **Nominating Committee** (Appendix F): The Board shall establish a Nominating Committee which shall be responsible for the nomination, recruitment and training of Board members.

Joint Committees

7.06 The Board may appoint members to committees which are joint committees of the Board, Senate, and/or students.

The joint committees shall be:

- (a) joint Board-Senate committee established for Honorary Degrees, which shall be required to submit its recommendation regarding the conferral of such degrees to the Board for approval not less than sixty (60) days prior to the anticipated date of such conferral or such other time as the Board deems appropriate.;
- (b) joint Board-Senate committee on the Growth and Future of St. Thomas University.

Quorum

7.07 At any meeting of a committee, a majority shall constitute a quorum.

8. OFFICERS

President

8.01 The President

- (a) is the chief executive officer of the University, and shall have primary executive responsibility to assist the University in
 - i. the realization and advancement of its mandate and mission,
 - ii. securing its reputation, and
 - iii. establishing external relationships;
- (b) shall be appointed by the Board
- (c) is ex officio Chair of the Senate
- (d) subject to the direction of the Board, has general responsibility for managing and directing all academic, financial and administrative programs of the University and the supervision of the University's officers, faculty and staff, and shall provide regular reports, including an annual report to the Board's annual meeting, in respect thereto to the Board and executive Committee;
- (e) shall have power of appointment, promotion, discipline and termination of all employees of the University, in accordance with any applicable collective agreement,
- (f) shall conduct annual performance evaluations of the Vice Presidents and provide a report thereupon to the Human Resources Committee and make recommendations on their compensation to the Senior Administration Compensation Committee; and
- (g) shall have such other powers and duties as may be assigned by the Board. .

Vice-President (Academic)

8.02 The Vice-President (Academic)

- (a) shall be appointed by and subject to the day-to-day supervision and direction of the President
- (b) is ex-officio vice chair of the Senate
- (c) subject to the direction of the President, shall be responsible to develop and manage the academic priorities and programs of the University, and to recommend the allocation of financial and human resources consistent with such priorities and programs, for recruitment and retention of faculty and the promotion of research and scholarly activity at the University and shall provide reports in respect thereto to the Board and Executive Committee, as requested
- (d) shall assist the President in establishing and advancing external relationships
- (e) shall act for the President in his or her absence or inability and
- (f) perform all additional duties and have such powers as may from time to time be assigned to him by the President within his or her powers of delegation.

Vice-President (Finance and Administration)

8.03 The Vice-President (Finance and Administration)

- (a) shall be appointed by and subject to the day-to-day supervision and direction of the President
- (b) is the chief financial officer of the University
- (c) subject to the direction of the President, is responsible for the development of policies, procedures, and systems to ensure efficient management of the University's financial, physical and human resources
- (d) subject to the direction of the President, shall have custody and care of the funds of the University, shall deposit same in chartered banks in the name of the University and shall pay out and dispose of same, sign all cheques, drafts and notes for payment of money
- (e) shall maintain proper books of account for the University, including financial statements prepared in accordance with generally accepted accounting principles, and shall on a regular basis to the Board and Finance including an annual report to the Board's annual meeting; and shall provide reports in respect thereto to the Board and Finance Committee as requested
- (f) perform all additional duties and have such powers as may from time to time be assigned to him by the President within his or her powers of delegation.

Other Officers

8.06 The Board may appoint such other officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board.

9. SENATE

9.01 The following are *ex officio* members of Senate: the President, who shall be Chair; the Vice-President (Academic), who shall be Vice-Chair; the Registrar, who shall be Secretary; the Deans; the President of the University of New Brunswick; the President of FAUST; the President of the Student Union; Vice-President (Education) of the Student Union; the Chairs and Directors of Departments, Programs and Schools (currently Anthropology, Criminology, Economics, Education, Fine Arts, Gerontology, Great Books, History, Human Rights, Journalism, Mathematics and Science and Technology Studies, Native Studies, Philosophy, Political Science, Psychology, Religious Studies, Romance Languages, Social Work, and Sociology); the 3 faculty members of the Board of Governors.

9.02 Any of the above members may designate delegates to represent them at any given meeting. Such delegates will be considered as voting members of Senate for that meeting, subject to notice being received by the Secretary prior to the meeting.

9.03 The following are elected members of Senate: three (3) faculty members, one of whom should be a part-time faculty member, elected by the faculty; two (2) students elected by the general student body; one member of the Board of Governors who is not a faculty member, elected by the Board; one representative of the Alumni Association, as elected by the Alumni Association.

9.04 At all times the total number of faculty members of Senate must not comprise less than two thirds of the total Senate membership.

9.05 To this body is entrusted the internal academic regulations of the University, subject to the approval of the Board.

10. OTHER

Amendments and Effect

Amendments

10.01 These by-laws may be amended or repealed and additional by-laws passed and adopted by the Board but only after and not until due notice thereof shall have been given by letter mailed to all members of the Board to their respective post office addresses lodged with the Secretary at least three weeks before the day of the meeting at which the same are to be considered; but no such amendment, repeal or additional by-laws shall take effect or be duly passed unless and until approved by a vote of at least two-thirds of the members of the Board present at the meeting at which the same is considered. In addition any proposed amendment which relates to the Senate or faculty representation on the Board shall, so long as required by any collective agreement between the University and its faculty, not be adopted without prior consultation with, but not approval of, FAUST.

Effect

10.02 All by-laws of the University previously made and adopted are hereby repealed, but no act, thing, document or deed voluntarily done, made or executed or resolution heretofore passed and not rescinded under any by-law hereby repealed prior to the coming into force of these by-laws shall be prejudiced or invalidated by the repeal of such by-law.

January 2012

St. Thomas University

**Executive Committee
Board of Governors
Terms of Reference**

1. Purpose and Function

Between meetings of the Board and subject to i) the provisions of the Act and By Laws and ii) any special limitations determined by the Board, the Executive Committee shall exercise all the powers conferred on the Board to regulate and manage the affairs of the University.

2. Authority

The Executive Committee shall be accountable to the Board and shall report to it following each meeting.

3. Composition, Appointment and Member Duties

3.1 Composition

The Executive Committee shall consist of the following:

The Chancellor, *ex officio*;
The Chair of the Board, *ex officio*;
The President, *ex officio*,
The Vice-Chair, *ex officio*;
The Secretary, *ex officio*;
The Finance Committee Chair, *ex officio*;
The Human Resources Committee Chair, *ex officio*;
One external member of the Board, and
One member of the Board who is a faculty representative.

The Vice-Presidents shall attend on request, as required by the Committee or as desirable in light of the subject matter under discussion.

3.2 Student Observer

A student who is a member of the Board may attend the meetings of the Executive Committee as a non-voting, observer.

3.3 Appointment of Officers

The officers of the Executive Committee shall be the Chair and Secretary who are designated by Sections 5.02 and 5.04 as the Chair of the Board and the Secretary of the Board.

3.4 Duties of the Chair

The duties of the Chair shall be to

- i. chair all meetings of the Committee;
- ii. to represent the Committee as required;
- iii. to submit reports on behalf of the Committee as necessary; and
- iv. generally, to discharge such duties as may be approved by the Committee in accordance with its objectives.

3.5 Duties of the Secretary

The duties of the Secretary shall be to

- i. call all meetings of the Committee;
- ii. prepare agenda for consideration by the Committee;
- iii. maintain a record of all meetings of the Committee;
- iv. conduct correspondence on behalf of the Committee as necessary; and
- v. generally discharge related duties as required by the Committee.

4. Committee Responsibilities

4.1 Agenda

Approve proposed agendas for Board meetings, assuring there is sufficient and clear information for Board decisions;

4.2 Act as consultative body to Board Chair;

4.3 Acting on Behalf of the Board

- i. Act on behalf of the Board for those matters and during those time periods for which the Board has passed a resolution delegating action to the Executive Committee;
- ii. Act for the Board in situations which, in the opinion of the Executive Committee, require immediate action prior to the next meeting of the Board;

4.5 Serve in advisory capacity to the President;

4.6 Review and make recommendations concerning matters not assigned to other committees.

5. Operating Procedures

5.1 Frequency of Meetings

Meetings of the Executive Committee shall be held at least six (6) times per year.

5.2 Quorum

A quorum shall consist of a majority of members.

5.3 Voting

Decisions reached by the Committee shall normally be by consensus. In instances where a consensus is not possible, decisions will be based on majority vote.

5.4 Rules of Procedure

The Committee shall conduct its meetings in accordance with Bourinot's Rules of Order.

January 2012

St. Thomas University
Board of Governors
Senior Administration Compensation Committee
Terms of Reference

1. Purpose and Function

The Senior Administration Compensation Committee is a standing committee of the Board. The Committee acts on behalf of the Board in ensuring compensation of senior administrative employees is fair and reasonable and that such compensation meets the objectives of the Board in attracting and retaining strong leadership in the University administration.

2. Authority

The Committee shall be accountable to the Board and shall report to it as necessary.

3. Composition, Appointment and Member Duties

The Committee includes:

- i. the Chancellor, *ex officio*
- ii. the Chair of the Board, *ex officio*
- iii. the Board Secretary
- iv. the Chair of the Finance Committee who shall normally act as Chair of the Committee, and
- v. the Chair of the Human Resources Committee.

In light of the mandate of the Committee with respect to employee performance and contract/remuneration issues, all members of the Committee must be external members of the Board.

4. Committee Responsibilities

The Compensation Committee's responsibilities are as follows:

4.1 Determine Compensation for President and Vice-Chancellor

To determine compensation, including but not limited to salaries, pension arrangements and perquisites, for the President and Vice-Chancellor upon appointment and reappointment;

4.2 Approve Recommendations for Vice-President Compensation

To review and approve recommendations of the President regarding compensation on appointment of any Vice-President without academic appointment. Compensation includes but is not limited to salary, pension arrangements and perquisites;

4.3 Periodic Review of President and Vice-Chancellor Compensation

To review periodically (not less than annually) the compensation for the President and Vice-Chancellor, making any adjustments deemed appropriate;

The Committee will review compensation for:

- i. reasonableness (in light of performance and achievement against strategic objectives);
- ii. effectiveness (in the University being able to meet retention and like objectives);
- iii. competitiveness (based on regional comparison of other universities).

The Committee will seek out information it deems necessary to undertake its review and the President/Vice-President (Finance) will provide information requested where possible.

4.4 Periodic Review of Vice-President (Without Academic Appointment) Compensation

To review periodically (not less than annually) the recommendation of the President regarding compensation for any Vice-President without academic appointment, making any adjustments deemed appropriate;

The Committee will review compensation for:

- i. reasonableness (in light of performance and achievement against strategic objectives);
- ii. effectiveness (in the University being able to meet retention and like objectives);
- iii. competitiveness (based on regional comparison of other universities).

The Committee will see out information it deems necessary to undertake its review and the President/Vice-President (Finance) will provide information requested where possible.

4.5 Periodic Review of Vice-President (With Academic Appointment) Stipend

To review periodically (not less than annually) the recommendation of the President regarding the stipend for other non-academic compensation paid to any Vice-President with academic appointment and to make any adjustments deemed appropriate.

4.6 Determine Termination Settlements for President, Vice-Chancellor or Vice-President

To determine any termination settlements or like arrangements paid to a President and Vice-Chancellor or to a Vice-President.

4.7 Other Matters

To carry out other responsibilities as directed by the board or the Executive Committee.

5. Operating Procedures

5.1 Frequency of Meetings

The Committee shall meet at least annually.

5.2 Quorum

At any meeting, a majority shall constitute a quorum.

5.3 Rules of Procedure

Committee meetings shall be conducted in accordance with Bourinot's Rules of Order.

5.4 Consultation with Outside Consultants

The Committee will retain such outside consultants as it considers appropriate to assist in carrying out its responsibilities.

5.5 Consultation with Chair

In the event the Board Chair is not in attendance at a meeting, he shall be fully consulted on decisions of the Committee before implementation.

5.6 Confidentiality

Deliberations and decisions shall remain in confidence

St. Thomas University

**Board of Governors
Finance Committee
Terms of Reference**

1. Purpose and Function

The Finance Committee is a standing committee of the Board. The Committee shall provide advice to the Board on matters and issues related to finance and administration, investments, property and audit. In so doing, the Committee will review periodically the University's policies and practices and make recommendations to the Board to ensure that the University maintains a sound financial position, that the resources of the University are being effectively managed and that the University is not unduly exposed to risk.

2. Authority

The Finance Committee shall be accountable to the Board and shall report to it as necessary.

3. Composition, Appointment and Member Duties

3.1 Composition

The Finance Committee consists of: not less than five and not greater than eight members of the Board one of whom shall be the Chancellor (*ex officio*), Chair of the Board (*ex officio*) and the President (*ex officio*).

3.2 Appointment

The members of the Committee and the Chair shall be (re)appointed annually by the Board upon the recommendation of the Nominating Committee. The Chair of the Committee shall be an external member of the Board and shall be financially literate.

3.3 Duties of the Vice-President (Finance & Administration)

The Vice-President (Finance & Administration) will attend all meetings.

4. Committee Responsibilities

The Finance Committee's responsibilities are as follows:

4.1 Finance and Administration:

- i. To assist and provide advice to the Board in the development and modification of policies on financial and administrative matters;
- ii. To review the annual budget proposed by the President and to make recommendations to the Board on the budget, including any changes to fees;
- iii. To monitor the financial results of operations relative to budget throughout the year;
- iv. To review and make recommendations to the Board on financial and administrative issues;
- v. To approve salary scales for administrative and support staff and to make recommendations to the Board on the financial terms negotiated with faculty unions;
- vi. To recommend to the Board all transfers of funds among the University's various unrestricted and restricted funds.
- vii. To review management practices to ensure that risk management is incorporated into the implementation of plans and projects and to assess periodically the risks facing the University in pursuing its goals and objectives;
- viii. To review periodically insurance coverages.

4.2 Property

- i. To assist and provide advice to the Board in the development and modification of policies with regard to all property, plant and equipment;
- ii. To review periodically the University's property, plant and equipment with a view to ensuring that it is adequately maintained;
- iii. To make recommendations to the Board on the property needs of the University from a short and long-term perspective;
- iv. To make recommendations to the Board on the acquisition and disposition of land and buildings;

4.3 Investments

- i. To recommend investment policy and objectives for the University's investments including pension funds;
- ii. To recommend to the Board the appointment of fund managers;
- iii. To monitor the performance of fund managers engaged by the University;

4.4 Audit

- i. review and advise the Board on the accounts of the University and on the Auditor's report;

- ii. recommend to the Board the appointment of auditors on an annual basis;
- iii. meet with the auditors to review their report, without senior administration officers present and make any recommendations to the Board to ensure that the external audit is carried out in an effective manner;
- iv. make recommendations to the Board to ensure that the financial statements are presented in accordance with generally accepted accounting principles and auditing standards consistently applied;
- v. make recommendations to the Board to ensure that systems of internal control over financial reporting, the safeguarding of assets, and compliance with legal, ethical and regulatory matters exist and are operating effectively.

4.5 Other Matters

- i. To carry out other responsibilities as directed by the Board.

5. Operating Procedures

5.1 Rules of Procedure

The Committee meetings shall be conducted in accordance with Bourinot's Rules of Order.

5.2 Quorum

A quorum shall consist of three members of the Committee in addition to *ex officio* members.

January 2012

St. Thomas University

**Board of Governors
Governance Committee
Terms of Reference**

1. Purpose and Function

The Governance Committee is a standing committee of the Board with primary responsibility for ensuring the adequacy and currency of the governance structure of the Board.

2. Authority

The Governance Committee shall be accountable to the Board and shall report to it at least twice a year.

3. Composition, Appointment & Member Duties

3.1 Composition

The Governance Committee shall consist of the following members:

- i. The Chancellor (*ex officio*);
- ii. The Chair of the Board (*ex officio*);
- iii. The Vice-Chancellor or President (*ex officio*);
- iv. Three Board members one of whom shall be a student member of the Board and one of whom shall be a faculty member of the Board.

3.2 Appointment

The members of the Committee shall be re-appointed annually by the Board upon the recommendation of the Nominating Committee.

3.3 Officers

The officers of the Committee shall be the Chair, who shall be appointed by the Board and the Secretary who shall be selected by the Committee. The Chair of the Committee shall be an external member of the Board.

3.4 Duties of the Chair

The duties of the Chair shall be:

- i. to chair all meetings of the Committee;
- ii. to represent the Committee as required;

- iii. to submit reports on behalf of the Committee as necessary; and
- iv. generally, to discharge such duties as may be approved by the Committee in accordance with its objectives.

3.5 Duties of the Secretary

The duties of the Secretary shall be:

- i. to call all meetings of the Committee;
- ii. to prepare agenda for consideration by the Committee;
- iii. to maintain a record of all meetings of the Committee;
- iv. to conduct correspondence on behalf of the Committee as necessary; and
- v. generally, to discharge related duties as required by the Committee.

4. Committee Responsibilities

4.1 By-laws

The Committee will monitor, review and ensure ongoing compliance with the By-laws and Charter of the University. The Committee will also recommend changes to the bylaws and Charter as necessary.

4.2 Policies

The Committee will review Board policies on a regular basis and make recommendations on changes when necessary.

4.3 Board-member training

The Committee will monitor existing training practices for Board members and make recommendations for new practices as necessary. The Committee will ensure an orientation process, in collaboration with the President, for new Board members.

4.4 Board evaluation

The Committee shall ensure that a procedure for evaluating the functioning of the Board is in place and those evaluations are conducted on a regular basis.

4.5 Other matters

The Committee will deal with other matters as may be referred by the Board from time to time.

5. Operating Procedures

5.1 Frequency of Meetings

Meetings of the Governance Committee shall be held as necessary to address matters

referred to it.

5.2 Quorum

A quorum shall consist of a majority of members;

5.3 Voting

Decisions reached by the Committee shall normally be by consensus. In instances where a consensus is not possible, decisions will be based on majority vote.

5.4 Rules of Procedure

The Committee shall conduct its meetings in accordance with Bourinot's Rules of Order.

January 2012

St. Thomas University
Board of Governors
Human Resources Committee
Terms of Reference

1. Purpose and Function

The Human Resources Committee is a standing committee of the Board. The Committee shall provide advice to the Board on matters and issues related to human resources policies and procedures, employee relations, and compensation and benefits. In so doing, the Committee will have the objective of the University being a fair and progressive employer.

2. Authority

The Committee is responsible to the Board and shall report to it as required.

3. Composition, Appointment and Member Duties

3.1 Composition

The Human Resources Committee consists of: not less than five and not greater than eight members of the Board one of whom shall be the Chair (*ex officio*); the Chancellor (*ex-officio*) and the President (*ex-officio*).

3.2 Appointment

The members of the committee and the chair shall be (re)appointed annually by the Board upon the recommendation of the Nominating Committee. The Chair of the Committee shall be an external member of the Board.

3.3 Attendance

The Vice-President (Academic), the Director of Human Resources and the Vice-President (Finance & Administration) will normally attend meetings to provide direction and resources, but will not be voting members.

4. Committee Responsibilities

The Human Resources Committee's responsibilities include as follows:

- 4.1 to assist and provide advice to the Board in the development and modification of Board policies on personnel matters;
- 4.2 to consider and make recommendations to the Board on the approval of

collective agreements negotiated with faculty;

- 4.3 to provide advice and make recommendations for position classifications, salary scales and benefit plans for non-unionized employees with the exception of Senior Administration positions which are the responsibility of the Senior Administration Compensation Committee of the Board;
- 4.4 to review the status of employee relations periodically by reviewing information on but not limited to turnover rates, employee satisfaction surveys, grievances, harassment complaints and health and safety recommendations;
- 4.5 to provide advice as required by the President upon such other personnel matters;
- 4.6 to consider and make recommendations on other matters referred to the Committee by the Board of Governors.
- 4.7 To work with the President in developing the Strategic Objectives against which his/her performance will be evaluated in the annual review process to be carried out by the Senior Administration Compensation Committee (SACC).
- 4.8 Following Board approval of the Strategic Objectives, to prepare a mandate letter for the signature of the Board Chair to the President and the Chair of the SACC outlining the annual Strategic Objectives against which performance will be evaluated at the time of the annual review to be carried out by SACC.

5. Operating Procedures

5.1 Rules of Procedure

The Committee meetings shall be conducted in accordance with Bourinot's Rules of Order.

5.2 Quorum

A quorum shall consist of a majority of voting members.

January 2012

St. Thomas University
Board of Governors
Nominating Committee (Established May 15, 1995)
Terms of Reference

1. Purpose and Function

1.1 The Nominating Committee is a standing committee of the Board. The Committee shall provide advice to the Board on membership in the various committees and on the appointment of the executive members of the Board.

2. Authority

2.1 The Committee shall be accountable to the Board and shall report to it as necessary.

3. Composition, Appointment and Member Duties

3.1 Composition

Membership:

- i. Chancellor, *ex officio*
- ii. Chair of the Board, *ex officio*
- iii. President, *ex officio*
- iv. One member of the Executive Committee chosen by the Executive Committee
- v. One member of the Board chosen by the Board.

3.2 Appointment

The members of the Committee and the Chair shall be appointed by the Board. The Chair of the Committee shall be an external member of the Board.

4. Committee Responsibilities

4.1 Recommendations to the Board

The Committee shall recommend to the Board

- i. The names of individuals to be considered by the Board for possible appointment to the Board. In the case of a vacancy occurring among the external members of the Board, the Committee shall, prior to making any recommendation to the Board for filling of such vacancy, call upon Board members to provide any suggestions they may have concerning possible candidates for filling such vacancy. In the case of faculty, alumni and student representatives chosen by each of these bodies, the Nominating Committee shall present such names for the approval of the Board.
- ii. Membership and chairpersons for the various committees of the Board on an

annual basis, and the names of individuals to fill vacancies as they occur on such committees.

iii. Candidates for election as officers of the Board.

5. Rules of Procedure

5.1 The Committee meetings shall be conducted in accordance with Bourinot's Rules of Order.

5.2 Quorum:

At any meeting of a committee, a majority shall constitute a quorum.

January 2012