



BOARD OF GOVERNORS BYLAWS

INDEX

1.0.	DEFINITION OF TERMS	2
2.0.	DUTIES OF BOARD MEMBERS.....	2
3.0.	DUTIES OF THE CHAIR	2
4.0.	DUTIES OF THE VICE CHAIR(S)	3
5.0.	DELEGATION OF AUTHORITY.....	3
6.0.	PROCEDURES FOR THE CONDUCT OF BOARD MEETINGS	3
7.0.	PREPARATION OF AGENDA.....	5
8.0.	ORDER OF BUSINESS.....	5
9.0.	RESOLUTIONS AND VOTING PROCEDURE	6
10.0.	AMENDMENTS TO BYLAWS.....	6
11.0.	QUORUM	6
12.0.	MINUTES OF THE MEETINGS.....	7
13.0.	BOARD COMMITTEES	7
14.0.	REMUNERATION.....	8
15.0.	TERMINATION OF OFFICE OF A BOARD MEMBER.....	9
16.0.	BOARD ATTENDANCE	9
17.0.	CONFLICT OF INTEREST AND CODE OF CONDUCT.....	10
18.0.	CONFIDENTIALITY	10
19.0.	INDEMNIFICATION	11
20.0.	CORPORATE SEAL.....	11

BYLAWS OF YUKON UNIVERSITY

1.0. DEFINITION OF TERMS

In these Bylaws:

- 1.1 "Board" means the Board of Governors of Yukon University.
- 1.2 "Chair" means the Chair of the Board of Governors of Yukon University.
- 1.3 "Committee" means a standing or ad-hoc committee established by the Board of Governors of Yukon University.
- 1.4 "Governor" and "Member" are synonymous terms used when referring to a member of the Board of Governors.
- 1.5 "University" means Yukon University.
- 1.6 "Secretariat" means the office of the University Secretary and General Counsel.

2.0. DUTIES OF BOARD MEMBERS

Governors are fiduciaries of the University and in the discharge of responsibilities assigned to them in Section 21 of the Yukon University Act, the members of the Board shall

- 2.1 Promote the growth, accessibility, and development of the University.
- 2.2 Seek public opinion and, specifically, consider the recommendations of the Community Campus Committees, concerning needs in post-secondary education, which might be accommodated by the University.
- 2.3 Inform the general public of the purposes and functions of the University.

3.0. DUTIES OF THE CHAIR

The Chair of the Board shall, in addition to his/her obligations as a member of the Board

- 3.1 Preside over regular and special meetings of the Board.
- 3.2 Act as the official spokesperson of the Board.

- 3.3 Represent the Board at all official functions sponsored by the Board, or at functions at which the Board is to be formally represented, except as they may designate otherwise.
- 3.4 Sign all documents as required.
- 3.5 With support from the Human Resources Committee, initiate the annual review of the President.

4.0. DUTIES OF THE VICE CHAIR(S)

The Vice Chair(s) of the Board shall, in addition to their obligations as a member of the Board perform all duties and have all powers of the Chair in their absence or inability to act.

5.0. DELEGATION OF AUTHORITY

The President, unless any other person or persons are directed by the Board, shall be the sole signing officer of the University, subject to Board-approved policies, guidelines, and procedures of the University.

6.0. PROCEDURES FOR THE CONDUCT OF BOARD MEETINGS

6.1 Conduct of Board Meetings

- 6.1.1 Except as specifically provided in these Bylaws, the rules for conducting all regular and special meetings shall be those set out in Roberts' Rules of Order.
- 6.1.2 A member of the public may attend any regular meeting of the Board except when in-camera. Members of the public who wish to attend a Board meeting must provide one business days' notice to the Board Executive Assistant.
- 6.1.3 A member of the public permitted to attend the meeting shall not address the meeting unless invited by the Chair.
- 6.1.4 No person will be permitted to use cameras, video or audio recording devices during a Board meeting.
- 6.1.5 At the direction of the Chair, the Secretariat shall make provisions for Board meetings to be held electronically if not all members are able to attend in person.
- 6.1.6 The Board Chair, at their discretion may have meetings or parts of meetings *in-camera*. Subject to section 6.1.6, only Board members without a conflict on the

matter being discussed are permitted to remain in an *in-camera* part of a meeting. All *in-camera* items will usually be completed en bloc before or after public items.

6.1.7 Unless motioned otherwise, the University Secretary and General Counsel shall be permitted to remain in any *in camera* part of a meeting in order to provide advice and make records as needed and appropriate. The Board may by motion invite any other person(s) to an *in-camera* part of a meeting necessary to consider the matter before the Board.

6.1.8 Meetings of the Board may be conducted by teleconference, videoconference or other such technology provided that the meeting can be conducted in a manner that enables all participants in the meeting to hear the deliberations of the meeting at the same time and to actively participate. A member participating in a meeting by such means shall be deemed to be present at the meeting.

6.1.9 Participating in Board meetings in person is always considered preferable. Participation by video or teleconference is a contingency when in-person participation is not practical. A request to participate in the meeting by video or teleconference must be made to the Secretariat at least five (5) calendar days prior to the meeting.

6.2 Regular Meetings

6.2.1 The Board shall hold no less than four regular meetings per academic year held on days and at times established by the Board at the end of each academic year for the following academic year.

6.2.2 In the event that the date and/or time of a regular meeting needs to be changed, such a change must be approved by the Chair and must be communicated to the Board no less than three (3) weeks prior to the original meeting and no less than (2) weeks prior to any proposed new meeting.

6.2.3 Items which are not able to be resolved within the allotted time of a regular meeting may be adjourned to the next regular meeting or a special meeting at the sole discretion of the Board.

6.3 Special Meetings

6.3.1 Special meetings may be called by the Chair or by the majority of the members.

6.3.2 Notice of special meeting shall be conveyed to each member at their designated place of contact, at least five (5) calendar days before the meeting. If at least three-quarters of the members agree, the meeting may be held earlier. Notice of the special meeting shall include reasonable detail on the purpose of the meeting.

6.3.3 Only that business for which the special meeting has been called may be dealt with at the special meeting.

7.0. PREPARATION OF AGENDA

7.1 The Secretariat shall prepare the agenda for every meeting in consultation with the Chair and the President.

7.2 A proposed agenda with supporting material shall be transmitted to all members of the Board at least one week prior to a regular meeting.

7.3 A proposed agenda and supporting material shall be transmitted to all members of the Board at least three (3) business days prior to a special meeting.

7.4 In exceptional circumstances, and only with the approval of the Chair, materials supporting items on a circulated agenda may be provided after the deadline a regular or special meeting provided that such materials are provided no less than three (3) calendar days for a regular meeting and one (1) calendar day for a special meeting.

7.5 The agenda shall be accepted by resolution at the commencement of each Board meeting, subject to Board members being able to add or delete items to the agenda.

8.0. ORDER OF BUSINESS

The order of business at any regular meeting of the Board, may include but is not limited to:

- Moment of reflection
- Declaration of Conflict of Interest
- Acceptance/adjustment of the agenda
- Approval of the minutes
- Reports
- Decisions
- New business, policy development
- Community presentations
- Professional development opportunities
- Future agenda items

- In camera discussion
- Information items
- Adjournment

9.0. RESOLUTIONS AND VOTING PROCEDURE

- 9.1 Only decisions made during a duly convened regular or special meeting of the Board in the form of a motion constitute a decision of the Board.
- 9.2 Only members of the Board can make motions and each motion requires a seconder prior to discussion and/or voting on the motion.
- 9.3 Unless they are in a conflict which prohibits their participation, every Board member present at a meeting is entitled to vote on every motion.
- 9.4 All decisions of the Board will be decided by consensus. However, if the Board fails to achieve consensus on an item, the item will be tabled until the next meeting and if not then decided by consensus, the matter will be decided by majority vote.
- 9.5 In case of tie vote, the motion in question will be considered defeated.
- 9.6 A motion or resolution approved by the members present at any duly constituted meeting of the Board at which a quorum is present binds all members of the Board.

10.0. AMENDMENTS TO BYLAWS

No existing or new bylaw shall be amended or repealed except after one month's notice of motion has been given setting out the proposed amendment(s), together with reasons for the amendment(s) to or deletion of any bylaw.

11.0. QUORUM

- 11.1 A majority of the members currently serving on the Board shall constitute a quorum at any meeting.
- 11.2 No act or proceeding of the Board is valid unless it is adopted at a meeting of the Board at which a quorum is present.
- 11.3 If the Chair or Vice-Chair is not present, the members present shall appoint a chair for the meeting.

12.0. MINUTES OF THE MEETINGS

- 12.1 The minutes of all meetings of the Board and Committees shall note all reports, correspondence and presentations received, comments on such materials, together with a record of all motions and their disposition.
- 12.2 Draft minutes of a meeting of the Board and its Committees shall be distributed along with the agenda for the subsequent meeting of the Board or relevant Committee.
- 12.3 Approved minutes of regular and special meetings of the Board, with the exception of in-camera sessions, shall be open to the public, and made available on the Yukon University website.

13.0. BOARD COMMITTEES

- 13.1 The Board may establish standing or ad-hoc Committees by resolution as needed or required including their names, size, composition, duties and responsibilities.
- 13.2 Each standing Committee should have a terms of reference that is approved by the Board and reviewed bi-annually. Ad-hoc Committees should be provided with clear duties and responsibilities in writing by the Board.
- 13.3 Each Committee shall have a chair appointed by the Board Chair. If the Committee chair is not present at the meeting, the Committee shall select another member of the Committee to act as chair for that meeting.
- 13.4 The President and Chair shall be *ex officio* members of every standing or ad-hoc Committee but will only exercise voting rights if an appointed member of the Committee by the Board or pursuant to the Committee's terms of reference.
- 13.5 Meetings of a Committee shall be held at the place, time and date as determined by the chair of the Committee provided all Committee members are provided with no less than ten (10) calendar days' notice of the meeting.
- 13.6 Standing Committees shall meet no less than four (4) times in an academic year. Typically, Committees will meet in the two weeks prior to a regular meeting of the Board though additional Committee meetings may be called as reasonably necessary.
- 13.7 The agenda for each Committee meeting will be prepared by the Secretariat in consultation with the Committee chair and the appropriate member(s) of the University's administration as designated by the President. Each agenda shall be approved by the Committee chair before it is circulated to the Committee membership.

- 13.8 Committee meeting packages including the agenda, minutes from previous meeting(s) and all documents necessary to inform the business on the agenda of the Committee shall be circulated to Committee members no less than five (5) calendar days before the meeting.
- 13.9 Committee meetings may be held by teleconference or video conference and the Secretariat shall ensure a link is provided for such electronic attendance when each meeting package is distributed. Members attending by such means are deemed present at the meeting.
- 13.10 Except as otherwise established in a Committee's terms of reference, the quorum for each Committee is half the total voting membership of the Committee regardless of vacant positions.
- 13.11 Committee decisions will be made in the same manner as Board decision as set out in section 9.4 above.
- 13.12 In exceptional circumstances, with the consent of the Committee chair and reported to the Chair, a Committee may conduct a vote on a decision item via electronic means outside of a duly established meeting. Such electronic votes shall be administered by the Secretariat.
- 13.13 Every Committee will report on its activities to the Board by distributing the minutes of its meetings to Board members and by the Committee chair providing an oral report to the Board with respect to every major matter considered by the Committee since the last meeting of the Board.
- 13.14 All members of Committees, other than *ex-officio* members, shall serve at the pleasure of the Board. Vacancies occurring in the membership of a Committee shall be filled by the Board at the next meeting of the Board after such vacancies occur, or as soon thereafter as is practicable.
- 13.15 Committee proceedings are confidential and not permitted to be disclosed unless and until a matter before a Committee is approved by the Board.

14.0. REMUNERATION

- 14.1 Board members will be paid per diems only in accordance with Yukon University Act's Board Remuneration Regulation and any Board policies pertaining to remuneration. Expenses in addition to remuneration may be payable to Board members and may include meals, childcare, accommodation, and travel, and should be discussed and approved by the Chair. Yukon Government rates for travel and expenses apply.

- 14.2 Remuneration is not to be received for volunteer participation in social and cultural events, or events not approved in advance by the Chair. Board members claiming remunerations for non-Board meeting attendance will submit the date, activity, and number of hours to the Secretariat. The Chair will approve all Board members' requests for remuneration; the President will approve the Chair's requests for remuneration.
- 14.3 All Board members will be paid their remuneration on the regular University pay schedule. No rush or advance payments will be paid.
- 14.4 Board responsibilities for Board members who are Yukon University employees are not considered a part of their employment workload. Therefore, such members may choose to receive remuneration as a Board member or compensation as an employee for meetings during regularly scheduled work hours but shall not be permitted to both. For greater certainty, Board members who are Yukon University employees are required to take leave while attending to Board business in order to receive remuneration under these bylaws for such business.

15.0. TERMINATION OF OFFICE OF A BOARD MEMBER

- 15.1 A member of the Board may tender his/her resignation by sending notice in writing to the Chair.
- 15.2 Upon receiving notice of resignation from a member, the Chair, on behalf of the Board, shall inform the body which appointed the member and request they appoint a successor.
- 15.3 The Chair shall also advise the Board members in writing where in their opinion a Board member has ceased to be a Board member for reasons set out in the Yukon University Act Section 14(3), 18(2), or 19(2), whereupon the Chair, after consultation at the next regular meeting with the Board, shall then proceed to inform the body which appointed the member and request that they appoint a successor.
- 15.4 As per the Yukon University Act Section 19(1), if a resolution is passed by at least a 2/3 majority of the members of the board requesting that a member be removed for cause, the Chair of the Board shall inform the Commission in Executive Council of circumstances.

16.0. BOARD ATTENDANCE

- 16.1 When for any reason a Board member intends to be absent from a Board or Committee meeting, they must notify the Secretariat of such absence in advance of the meeting who in turn shall advise the Chair.

16.2 An attendance concern occurs when:

16.2.1 A Board member is absent without notice from a regular Board meeting; or

16.2.2 A Board member has three absences from a regular Board meeting with notice (consecutive or not consecutive) within a fiscal year.

16.3 In the event of an attendance concern, the following is to take place:

16.3.1 The Chair shall notify the member in writing of the attendance concern and expectations that attendance to Board and Committee meetings improve.

16.3.2 Absences from regular Board meetings will be monitored and addressed by the Chair whereby the Chair will promptly contact the member for discussion.

16.3.3 Absences from Committee meetings will be monitored and addressed by the Committee Chair whereby the Committee Chair will promptly contact the member for discussion. The Committee Chair will then report to the Chair with an update of the conversation.

16.3.4 If in the opinion of the Chair the member is not willing or able to correct the attendance concerns or the member misses three consecutive regular Board meetings following written notice set out in section 16.4.1, it shall be deemed that the member has resigned whereby the Secretariat will so advise the body which appointed the member to take the necessary steps to appoint a replacement. Notice will be sent by the Chair to the absent member.

17.0. CONFLICT OF INTEREST AND CODE OF CONDUCT

The Board of Governors commits itself and its members to the highest standards of ethical and professional conduct, in which their actions and behaviours uphold the principles of integrity, respect, and accountability. To that end, Board of Governors Policy BOG5.0 Code of Conduct serves as the guiding principles with respect to code of conduct, conflict of interest, and oath of office, and should be referred to when addressing concerns and/or questions related to such.

18.0. CONFIDENTIALITY

Only those matters discussed *in camera* are considered confidential. Unless otherwise determined by the Board, all members and any person entitled by the Board to attend an *in-camera* part of a meeting of the Board shall respect the privacy of matters discussed in confidence and shall not disclose such matters to any other person.

19.0. INDEMNIFICATION

Subject to any limitations in any applicable statute or regulation, the University shall indemnify its Governors, members of Committees of the Board and officers, former Governors, former members of Committees of the Board and officers, their heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by them in respect to any civil, criminal or administrative action or proceeding to which they are made a party by reason of being or having been a Governor, member of a Committee of the Board or officer of the University, if

- 19.1 They acted honestly and in good faith with a view to the best interests of the University; and
- 19.2 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.

20.0. CORPORATE SEAL

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