

**BOARD OF GOVERNORS**

**January 30, 2025**

**1:00 p.m. to 3:00 p.m.**

**Livestream Link: <https://youtube.com/live/azadWbjfcd4?feature=share>**

<b>Time</b>	<b>Item</b>	<b>Presenter(s)</b>	<b>Action</b>
<b>1:00</b>	<b>1. IN-CAMERA DISCUSSION (Board Members Only)</b>	<b>Tony Staffieri</b>	Information
<b>1:15</b>	<b>2. IN-CAMERA DISCUSSION (Executive Group Invited)</b>		Information
<b>END OF IN-CAMERA SESSION</b>			
<b>2:00</b>	<b>3. INTRODUCTION</b>	<b>Tony Staffieri</b>	
	3.1 Welcome		
	3.1.1 Land Acknowledgement		
	3.1.2 Chair's Remarks		
	<b>3.2 CONSENT AGENDA</b>	<b>Tony Staffieri</b>	
	3.2.1 Approval of the January 30, 2025 Agenda		<b>Approval</b>
	3.2.2 Declaration of Conflicts of Interest		Information
	3.2.3 Approval of the November 28, 2024 Minutes		<b>Approval</b>
<b>4.</b>	<b>REPORT FROM THE PRESIDENT</b>	<b>Mohamed Lachemi</b>	Information
<b>5.</b>	<b>REPORT FROM THE SECRETARY</b>	<b>Wendy Lawrence</b>	Information
	5.1 <i>Amendments to By-Law No. 1 being the General By-Laws</i>		<b>Approval</b>
<b>6.</b>	<b>REPORT FROM THE PROVOST AND VICE-PRESIDENT ACADEMIC</b>	<b>Roberta Iannacito-Provenzano</b>	Information
<b>7.</b>	<b>DISCUSSION ITEMS</b>		
	7.1 <b>Compliance with Directives under Bill 166: <i>Strengthening Accountability and Student Supports</i></b>	<b>Tanya De Mello</b>	Information

*Act, 2024*

**7.2 REPORT FROM THE CHAIR OF THE FINANCE COMMITTEE**

**David Porter**

**7.2.1 Introduction to the 2025-26 Budget Process**

**Mohamed Lachemi  
Kimberley McCausland  
Roberta Iannacito-Provenzano  
Joanne McKee**

Information

**7.2.2 Review of Revenue and Expenditures for proposed Master of Cybersecurity**

Kimberley McCausland

**Approval**

**8. FOR INFORMATION**

**8.1 University Relations Monthly Metrics and Reach**

Michael Forbes

Information

**8.2 Graduating Student Survey 2024**

Kimberley McCausland

Information

**3:00 9. ADJOURNMENT**

**NEXT MEETING: March 26, 2025**

## **MISSION STATEMENT**

The special mission of Toronto Metropolitan University is the advancement of applied knowledge and research to address societal need, and the provision of programs of study that provide a balance between theory and application and that prepare students for careers in professional and quasi-professional fields.

As a leading centre for applied education, Toronto Metropolitan University is recognized for the excellence of its teaching, the relevance of its curriculum, the success of its students in achieving their academic and career objectives, the quality of its scholarship, research and creative activity, and its commitment to accessibility, lifelong learning, and involvement in the broader community.

By-Law No. 1 Being the General By-Laws of Toronto Metropolitan University

**ARTICLE 9**

**CONFIDENTIALITY AT BOARD MEETINGS HELD IN CAMERA**

“Attendees are reminded that discussions entered into and the decisions made during this *in camera* session are carried out in confidence and are not to be repeated or discussed outside the room in which the Board is meeting except with others who are in attendance at this *in camera* session and who agree to abide by these conditions or as otherwise provided in these conditions.

Any written material provided for this *in camera* session will be retained in confidence afterwards, or at my discretion be required to be returned to the Secretary at the end of the meeting.

Decisions reached during this *in camera* session which are to be announced after the meeting will be made public by the Chair or such other individual as is designated by the Chair, by official announcement or press release only and such publication does not free members of the obligation to hold in confidence the discussions which took place in this *in camera* session or the material involved.

Any person present who does not agree to abide by these conditions is asked to leave the meeting room at this time. The continued presence of a member or others in the room during the discussion at this *in camera* session shall indicate acceptance of these conditions.”



## CONGRATULATIONS

*John Beebe*, director and founder of the Democracy Engagement Exchange, has received a \$100,000 project grant from the Max Bell Foundation, a public policy advocacy charity based in Calgary, to study the potential impact of AI on democratic elections. John's project, which will run through January 2026, will test the feasibility of using AI tools to help voters understand complex issues and candidates' positions on them.

Two TMU researchers have been named Canada Research Chairs (CRCs). *Cheryl Thompson*, professor of performance, is a new Tier 2 CRC in Black Expressive Culture and Creativity. Her research will involve collecting archival stories from across Canada to extend her open-access project Mapping Ontario's Black Archives. *Sharareh Taghipour*, professor of mechanical, industrial, and mechatronics engineering has had her Tier 2 CRC in Physical Asset Management renewed for five years. She will continue to develop automated tools to enhance asset management efficiencies in industries such as energy, manufacturing, and transportation.

Five TMU undergraduate students were recognized as regional winners in the USA & Canada in the Global Undergraduate Awards in Dublin. Congratulations to *Kelsey Hazel* (Faculty of Science; Earth & Environmental Sciences category), *Yerza Hussain* (Faculty of Arts; Social Science: Anthropology & Cultural Studies), *Bryson Landriault* (Faculty of Arts; Social Science: Sociology & Social Policy), *Chau Nguyen* (The Creative School; Visual Arts), and *Margaret Steinbach* (The Creative School; Music, Film & Theatre). Each student has received a certificate of recognition and had the research papers they submitted published on the Global Undergraduate Awards Programme's open-access Undergraduate Library. In addition, nine TMU students received the "Highly Commended" recognition for placing in the top 10% of work submitted in each category.

## RECOGNITION

TMU has ranked tenth in Canada in the Times Higher Education's **Global Employability University Ranking 2025**. The rankings are based on surveys of employers worldwide, who are asked which universities are best at preparing students for work. The six key focus areas in this year's survey were academic excellence, graduate skills, work experience, digital mindset (defined as "The ability to engage with and leverage technology"), internationality ("The ability to work across cultures, adapt to global environments, and leverage diverse perspectives"), and specialization ("Deep expertise in a specific area or field").

In the latest annual **university rankings from Research Infosource**, Inc., which cover the 2022–23 fiscal year, TMU placed among the top five comprehensive research universities in three categories: research

funding per graduate student (fourth), corporate research income (fifth), and corporate research income growth (fifth). Moreover, in this year's university spotlight, focused on artificial intelligence (AI) publications between 2018 and 2022, TMU achieved a fifth-place ranking for AI publications, third for AI publications as a percentage of all TMU research publications, and second for growth of AI publications, with a 205% increase over these five years.

## **EVENTS AND INITIATIVES**

**VIOLA DESMOND AWARDS** – On November 6 at the Elgin and Winter Garden Theatres, TMU hosted the 16th annual Viola Desmond Awards ceremony to promote Black flourishing by recognizing and celebrating the contributions of Black women and gender-diverse people. Awards were presented to TMU community members, high school students, and leaders in the wider community, and four TMU students received bursaries in Desmond's name. This year's ceremony was co-led by the Office of the Vice-President, Equity and Community Inclusion in partnership with the Lincoln Alexander School of Law. In honour of this collaboration, the TorontoMet community leader award was established and awarded for the first time. It recognizes an outstanding member of the legal community who has advanced equity, diversity, and inclusion; harnessed innovation to improve legal services; strengthened access to justice; and/or supported the next generation of lawyers through mentorship and beyond. Toronto Mayor Olivia Chow and Toronto International Film Festival CEO Cameron Bailey delivered remarks, and Dora and Gemini Award-winning actress and singer Jackie Richardson read the poem "Phenomenal Woman" by Maya Angelou.

**REMEMBRANCE DAY** – On November 11, TMU community members gathered in the Kerr Hall Quad for the annual Remembrance Day ceremony, to pay tribute to the sacrifices made by those who have served in conflict. Three wreaths were laid—one on behalf of faculty, one on behalf of students and alumni, and one on behalf of administration and staff. The Toronto Metropolitan A Cappella Collective performed "O Canada," and further musical contributions were made by longtime TMU carillon player Wayne Detcher and by trumpeter Tristan Tye, formerly of the Band of the Ceremonial Guard in Ottawa. The ceremony was emceed by Vice President, Equity and Community Inclusion Tanya (Toni) De Mello, who read John McRae's poem "In Flanders Fields."

**CATALYST CYBER CLINIC** – On November 14, Rogers Cybersecure Catalyst announced the launch of the Catalyst Cyber Clinic, a program that offers free cybersecurity services to under-resourced not-for-profit organizations in Canada. The services will be provided by cybersecurity learners and recent graduates, giving them hands-on experience. The clinic will be the first Canadian member of the international Consortium of Cybersecurity Clinics, which is headquartered at the University of California, Berkeley and includes over 30 other public and private universities and colleges across the United States and beyond. The clinic is being financially supported by San Francisco-based cloud software company Okta, through its philanthropic arm, Okta for Good.

**MALAYSIAN CYBERSECURITY INITIATIVE** – On November 18, the Government of Canada announced \$3.9 million in funding for the Malaysia Cybersecurity Center of Excellence, which is being delivered by Rogers Cybersecure Catalyst in partnership with BlackBerry Ltd. The funding will enable the Center to develop a cybersecurity curriculum, including dedicated programs for women, to train 3,500 cyber defenders from Malaysia and other ASEAN (Association of Southeast Asian Nations) countries. The funding will also

support these learners by making scholarships and bursaries available. In a statement, Prime Minister Justin Trudeau highlighted the fact that “Cybersecurity is a pillar of Canada’s Indo-Pacific Strategy,” and how this initiative will “increase public-private sector collaboration, and strengthen our collective capacity to counter, deter and respond to cyber threats.”

**CROWN-INDIGENOUS RELATIONS MINISTER ON CAMPUS** – On November 22, federal Crown-Indigenous Relations Minister Gary Anandasangaree visited TMU for an onstage interview organized by the Democracy Forum and hosted by Dais Senior Fellow Martin Regg Cohn. Anandasangaree spoke about building relationships with Indigenous communities and “planting oak trees”—i.e., work that aims for an intergenerational impact. The discussion included questions from the audience and covered issues such as apologies for historical wrongs, self-determination and self-governance, the survival and promotion of Indigenous languages, partnerships between federal and provincial governments on Indigenous-related issues, and non-Indigenous peoples’ collective responsibility to advance reconciliation.

**LANDMARK DONATION TO MEDICAL SCHOOL** – On November 26, TMU announced the donation of \$5 million by Moez and Marissa Kassam, through their Moez & Marissa Kassam Equity Fund, to the School of Medicine (SoM). The investment will establish and fund the SoM’s first comprehensive scholarship program: the Moez & Marissa Kassam Excellence Equity Scholarships, which will cover full tuition for high-performing students facing systemic barriers to medical education. The donation will also help fund the capital costs of converting the former Bramalea Civic Centre into the SoM’s new facilities, whose central gathering hub, in recognition of the Kassams’ generosity, will be named the Moez & Marissa Kassam Atrium. This sunlit space will be designed to symbolize transparency and accessibility in healthcare.

**LANDMARK DONATION TO SUPPORT CAMPUS MASTER PLAN** – On December 3, TMU announced a \$10 million donation from honorary Board member and former Board vice-chair Jack Cockwell (Honorary DComm ’04), through which we have partially acquired the building 2 Queen East. Situated a 10-minute walk from campus and adjacent to St. Michael’s Hospital, the building will provide TMU with 4.5 floors of office space as well as room for research growth. This acquisition addresses recommendations in the Campus Master Plan to reduce TMU’s reliance on leased space. Over the next year, we will further this strategic aim by developing occupancy plans, taking into account cost considerations while seeking to open up more space on campus for student-centred activity.

**FREE FOOD PROJECT** – From December 4 to 13, the Office of the Vice-Provost, Students (OVPS), in partnership with TMU Eats, reintroduced the annual Free Food Project, which made free hot meals available to students during the exam period. At the Hub Café in Jorgenson Hall between 11 a.m. and 3 p.m. each day, students were offered meat and plant-based entrées, as well as side dishes, beverages, and snacks; packaged Kosher and gluten-free options were also available. The project was funded by nine student societies and unions as well as the OVPS and the offices of the president, the provost, and the vice-president, administration and operations.

**DAY OF REMEMBRANCE** – On December 6, TMU held its annual memorial to mark the National Day of Remembrance and Action on Violence Against Women. The event was led by Consent Comes First (in the OVPS) and the Faculty of Engineering and Architectural Science; it included a tribute ceremony, a performance by the Queer Songbook Orchestra, and a panel discussion exploring the 2024 national Day

of Remembrance theme, “Come Together, Act Now,” which emphasizes the importance of involving everyone in Canada—particularly men and boys—in addressing the social factors that contribute to gender-based violence. The event was part of TMU’s participation in the annual international campaign 16 Days of Activism Against Gender-Based Violence, which ran from November 25 (International Day for the Elimination of Violence Against Women) to December 10 (Human Rights Day). The Gender Justice Committee created a webpage featuring 16 daily opportunities for community members to explore taking action against gender-based violence, as well as curated articles, media, and resources to facilitate engagement about the topic with peers.

### ***from the President’s Calendar***

*November 6, 2024:* At the Student Learning Centre, for Take Our Kids to Work Day, I was pleased to deliver remarks to the Grade 9 students and parents participating. I spoke about my own experience with this national event, and how both groups can learn from one another.

*November 6, 2024:* Over lunch, Chief of Staff and Senior Director, Government Relations Matt Baker and I had an introductory meeting with Caitlin Clark, the new chief of staff for the Ministry of Colleges and Universities. We spoke about the ministry’s and TMU’s priorities.

*November 6, 2024:* I met with Andrew Padmos, former CEO of the Royal College of Surgeons and Physicians and former TMU special advisor to the dean of medicine, to discuss the SoM and opportunities for international collaboration.

*November 6, 2024:* I was pleased to deliver remarks at the 16<sup>th</sup> annual Viola Desmond Award ceremony (please see above under “Events and Initiatives”). I spoke about how by celebrating the achievements of powerful Black leaders, and by recognizing that young people in underrepresented groups are empowered by positive role models, we advance social justice at TMU.

*November 7, 2024:* Over breakfast, I had an introductory meeting with the new chief of staff at Trillium Health Partners (THP), Sam Sabbah; he, THP board member Ahmad Attia, and I spoke about TMU’s collaboration with THP on the SoM.

*November 7, 2024:* I had an introductory meeting with Jane Philpott, dean of the Queen’s University Faculty of Health Sciences, director of the Queen’s School of Medicine, and chair of the primary care action team in the Ontario Ministry of Health. We discussed TMU’s approach to healthcare education, including our use of Integrated Health Centres.

*November 7, 2024:* As vice-chair, I attended the fourth meeting of the Brampton MedTech Task Force, which was hosted virtually. I delivered an update about TMU’s progress with the SoM.

*November 8, 2024:* Along with Provost and Vice-President, Academic Roberta Iannacito-Provenzano and Vice-President, University Advancement and Alumni Relations Krishan Mehta, I met over breakfast with Mario Cortellucci, president and CEO of real estate development firm The Cortel Group, as well as Peter Cortellucci, the firm’s vice-president, to update them about TMU’s progress with the SoM and seek their advice.

*November 8, 2024:* I participated in a virtual meeting between Brian Stevenson, Navitas’s president and CEO, University Partnerships North America, and the presidents of Navitas’s partners in Canada (Simon Fraser University, the University of Lethbridge, the University of Manitoba, and Wilfrid Laurier University). Together, we discussed Immigration Canada’s new international student program regulations, and their potential impact on universities.

*November 11, 2024:* As part of the regular cycle for accreditation and re-accreditation for engineering programs, I met with a team from the Canadian Engineering Accreditation Board (CEAB) to discuss the support TMU gives to our programs.

*November 11, 2024:* At TMU's annual Remembrance Day ceremony (please see above under "Events and Initiatives"), I laid a wreath and gave remarks encouraging all present to hold a place in their hearts for those affected by wars and conflicts around the world.

*November 11, 2024:* I was interviewed for a video being produced by The Creative School in honour of outgoing Creative School Dean Charles Falzon.

*November 11, 2024:* Along with SoM Interim Associate Dean, Equity & Social Accountability Lisa Barnoff; SoM Executive Director Sharanjeet Kaur; and Roberta Iannacito-Provenzano, I met for lunch with Harry Rakowski, senior cardiologist at the Peter Munk Cardiac Centre and contributor to the National Post, to discuss the values and goals of the SoM.

*November 12, 2024:* Over breakfast, I met with Vic Gupta, CEO of the City of Toronto property management agency CreateTO, for an update about the ongoing discussion and collaboration between his organization and TMU.

*November 12, 2024:* Over lunch, I met with former TMU president Brian Segal and TRSM dean emeritus Ken Jones to update them about TMU's ongoing initiatives.

*November 12, 2024:* I had an introductory meeting with Cyrus Madon, executive chairman of Brookfield's Private Equity Group and of Brookfield Business Partners. We discussed the SoM and other TMU initiatives.

*November 12, 2024:* I had an introductory meeting with physician and University of Toronto medicine lecturer Farhan Asrar about his new role as associate dean, clinical faculty relations at the SoM.

*November 12, 2024:* Together with Vice-Provost, Students Jen McMillen, I met with nine TMU student society presidents to discuss their priorities and upcoming projects.

*November 12, 2024:* Matt Baker and I attended a Canada Arab Business Council (CABC) business forum, during which Abdullah Snobar, executive director of the DMZ and CEO of DMZ Ventures, received a CABC Award.

*November 14, 2024:* I met with John McCall MacBain, founder of the McCall MacBain Foundation and chancellor emeritus of McGill University, to continue our conversation about affordable housing for students.

*November 14, 2024:* At the 2024 Alumni Achievement Awards, I was proud to congratulate recipients onstage and to deliver remarks about how they are inspiring future generations to innovate, lead, and make their own lasting contributions.

*November 18, 2024:* I met with the Toronto Metropolitan Students' Union 2024-25 executive group; they presented some of their accomplishments to date and upcoming projects and initiatives.

*November 18, 2024:* Along with Cory Searcy, assistant vice-president, international, I met with three representatives of the University of Pretoria in South Africa: Vice-Chancellor and Principal Francis Petersen, director of the Centre for the Future of Work Wesley Roslyn-Smith, and manager of the Department of Research and Innovation Sedwyn Anthony. We welcomed them to campus ahead of a tour that focused on TMU initiatives in student mobility, research and innovation, and nurturing diversity.

*November 18, 2024:* At the Creative School Catalyst, I attended a presentation by Carole Dagher, vice-president, legal at Loblaw Companies, about mental health in the legal profession; she spoke as part of the Empowering Women in Academia at TMU series.

*November 19, 2024:* I was pleased to attend the 2024 Bold Scholars' Breakfast, which celebrated student athletes who achieved an 80% average during the 2023–24 academic year. I delivered remarks thanking them for being ambassadors for our university as athletes, and for being an inspiration for our entire community.

*November 19, 2024:* I had an introductory meeting with Bob Bodian, managing director of the American law firm Mintz LLP; I spoke with him and with Mitch Frazer, Mintz managing partner and former TMU Board chair, about the firm's work in Toronto.

*November 19, 2024:* I met online with Everton Gooden, president and CEO of North York General Hospital, to discuss the SoM and potential collaboration between our two institutions.

*November 20, 2024:* I attended a regular roundtable meeting of Council of Ontario Universities (COU) executive heads.

*November 20, 2024:* I attended a regular virtual meeting of the COU Council.

*November 20, 2024:* Matt Baker and I attended the Mayor's Evening for the Arts, which was hosted by Toronto Mayor Olivia Chow to support the Toronto Arts Foundation.

*November 21, 2024:* Roberta Iannacito-Provenzano and I met with SoM leaders from the Community, Culture and Belonging Office, who updated us on the accreditation process for the medical school's approach to Diversity, Equity, and Inclusion

*November 21, 2024:* Along with Vice-President, Medical Affairs and Founding Dean, SoM Teresa M. Chan; Roberta Iannacito-Provenzano; and Sharanjeet Kaur, I met with Blair Wolk, president of the real estate development company Orlando Corporation, and representatives of the Carlo Fidani Foundation, to update them on the SoM's progress and priorities.

*November 25, 2024:* Over lunch, I met with Andrew MacLeod, president and CEO of Postmedia Network, to discuss the SOM's priorities.

*November 25, 2024:* At a recognition event for Surjit and Remy Barbra, I was pleased to deliver remarks thanking them for their exceptional generosity in donating \$1 million to the SoM, and to present them with a gift box and bouquet from University Advancement.

*November 26, 2024:* Along with Assistant Vice-President, Zone Learning John MacRitchie; Matt Baker; and Roberta Iannacito-Provenzano, I had an introductory meeting with representatives of the Office of Quebec in Toronto to explore opportunities for collaboration with institutions in the province of Quebec.

*November 26, 2024:* I met for lunch with Richard Rooney (Honorary DLaws '24) to thank him for his engagement with TMU and to update him on our projects and initiatives.

*November 26, 2024:* At a recognition event for Moez and Marissa Kassam, I was pleased to deliver remarks thanking them for their great generosity in making a \$5-million donation to the SoM (please see above under "Events and Initiatives").

*November 28, 2024:* At the Hub Café, I was happy to help serve free soup to students as part of my office's partnership with TMU Eats on monthly Free Soup Days.

*November 28, 2024:* I was proud to deliver opening remarks at the 50<sup>th</sup> anniversary celebration for the Geographic Analysis program. I congratulated the assembled faculty, staff, and alumni, and gave deserved praise to Dennis Mock, vice-president academic emeritus, who was one of the program's founders.

*November 29, 2024:* I hosted Mohamed Sunderji, general manager of GTA spices and herbs company Young-Winfield, as well as Ali Tharia, founder and principal consultant at Tharia Inc. and 2024 recipient of a G. Raymond Chang Outstanding Volunteer Award, for a tour of the SoM's building site. We discussed ways that Sunderji and Tharia may be able to support the SoM.

*November 29, 2024:* I hosted Faroek Hanif, vice-president and CFO of Clorox Canada, for a tour of the SoM's building site. We discussed ways that the Clorox Company Foundation may be able to support the SoM.

*December 2, 2024:* I met with Natasha Sawh, CEO of the McCall MacBain Scholarships at McGill University, for an update about the work of the scholarship program.

*December 2, 2024:* Mitch Frazer and I had lunch with Richard Abboud, founder and CEO of real estate, private equity, and infrastructure company Forum Asset Management, to discuss potential partnership in the area of affordable housing for students.

*December 2, 2024:* I attended the unveiling of a \$15-million gift from Moez and Marissa Kassam to the Hospital for Sick Children.

*December 2, 2024:* At the Image Centre, I delivered remarks at a reception to celebrate the honorary doctorate granted to Mark Bonham in October. I thanked him for his being a part of our university's legacy and for reminding us of what is possible when courage meets purpose.

*December 3, 2024:* I had an introductory online meeting with Babs Omotowa, president of the Nigerian University of Technology and Management, a private university based in Lagos. We discussed areas of potential collaboration between our institutions.

*December 3, 2024:* I attended the annual TMU Frost holiday celebration, at which students skated on Lake Devo and were treated to free snacks and apple cider.

*December 3, 2024:* I was pleased to drop by TMU's faculty association holiday party at Oakham House.

*December 4, 2024:* I was pleased to host Mayor Olivia Chow and Toronto university presidents Meric Gertler (University of Toronto), Rhonda Lenton (York University), and Ana Serrano (OCAD University) at a dinner on campus to discuss opportunities for continued collaboration between the City of Toronto and the higher education sector. We focused on affordable student housing, partnerships to support the mayor's priorities, and university community engagement in city consultations.

*December 5, 2024:* In Brampton, together with Teresa M. Chan and SoM Executive Director, Advancement Jessica Kovacs, I met with Robert Clifton, president of healthcare technology company Medtronic Canada, and members of his executive team, to introduce them to the SoM and discuss areas of potential collaboration.

*December 6, 2024:* Along with Vice-President, Administration & Operations Saeed Zolfaghari and Matt Baker, I met with representatives of Enwave Energy Corporation, which supplies heating, cooling, and steam capacity for some of our campus buildings. We discussed ways to help TMU meet our goals of achieving net-zero Scope 1 & 2 emissions by 2045.

*December 6, 2024:* Together with Roberta Iannacito-Provenzano, Jen McMillen, and Saeed Zolfaghari, I was very pleased to join members of TMU student societies and unions to distribute free meals to students at the Hub Café as part of the Free Food Project (Please see above under "Events and Initiatives").

*December 6, 2024:* I delivered remarks at the annual campus event commemorating the National Day of Remembrance and Action on Violence Against Women (please see above under "Events and Initiatives"). I affirmed TMU's commitment to fostering a culture of consent, prevention, and accountability, and our responsibility to ensure that every student on this campus feels safe.

*December 6, 2024:* I was interviewed by CBC News Toronto television journalist Kirthana Sasitharan for a segment about the SoM that will air in January.

## **1. Notice of Proposed Amendments to the By-Laws of Toronto Metropolitan University**

Pursuant to Article 27.1 of the *General By-Laws of Toronto Metropolitan University* (the “By-Laws”), notice is being provided that a proposal to amend the By-Laws will be brought to the Board of Governors (the “Board”) for consideration. The proposed update to the By-Laws includes necessary updates to the provisions regarding the timing of the elections of the Board Chair and the Vice-Chair, add flexibility to the procedure for such elections permitting delegation to the Governance Committee, and add important clarity to the terms for the Board Chair and Vice-Chair, permitting the limited extension to the Board Chair’s term in extraordinary circumstances.

The proposed amendments will be presented to the Governance Committee for review and recommendation on February 26, 2025 and then presented to the Board shortly thereafter via written resolution (electronic ballot) for review and approval.

## **2. Governance Essentials Training**

The Governance Essentials Training program provides Board members with an introduction to corporate governance and financial oversight at the University. All Board members are encouraged to attend the training sessions. Participants who attend all the training sessions will be awarded a certificate of completion. The program schedule is posted on Diligent, and the training materials are posted on Diligent in the Resource Centre following each session.

**Introduction to Performance Measurement at Toronto Metropolitan University:** Thank you to Kimberley McCausland, Vice-Provost, University Planning, who provided Board members on January 17, 2025, with a comprehensive overview of the University’s measurement of institutional and management effectiveness and the transparency that this process provides. Board members also learned about the purposes, audiences, and limitations of performance measures.

The upcoming sessions are as follows:

### **Financial Literacy Module 2**

February 10, 2025, 10:30 a.m. to 12:00 p.m.



**Marketing**

March 18, 2025, 10:00 a.m. to 11:00 a.m.

Presenters: Michael Forbes

**Advancement**

March 18, 2025, 11:00 a.m. to 12:00 p.m.

Presenter: Krishan Mehta

**BOARD OF GOVERNORS**  
**January 30, 2025**

**AGENDA ITEM:** Amendments to *By-Law No. 1 being the General By-Laws*

**STRATEGIC OBJECTIVES:**

- ☐ Academic
- ☐ Student Engagement and Success
- ☐ Space Enhancement
- ☐ Reputation Enhancement
- ☐ Financial Resources Management
- ☐ Compliance (e.g. legislatively required)
- ☒ Governance

**ACTION REQUIRED:** Approval

**SUMMARY:**

In accordance with the notice given at the November 28, 2024, Board of Governors meeting, amendments are being proposed to *By-Law No. 1 being the General By-Laws* (the “By-Laws”) to adequately reflect the mandate of the Audit Committee and amend the name of the committee to appropriately capture the full scope of the committee’s work. The proposed amendments also include minor housekeeping revisions to the composition of the Election Procedures Committee (“EPC”). The Governance Committee is recommending that the Board of Governors approves the proposed amendments to the By-Laws, as presented.

**BACKGROUND:**

It is proposed that the mandate of the Audit Committee be broadened to include the following: receive periodic reports on enterprise-level risks and oversee the risk management framework; receive annual reports on the levels of insurance coverage and a summary of material claims; and periodically review matters relating to legislative and regulatory compliance that fall within the purview of the committee. As such, the terms of reference of the Audit Committee must be revised to appropriately capture the revised mandate. Accordingly, it is proposed that the name of the committee be revised to the “Audit and Risk Committee” to appropriately capture the full scope of the committee’s work. Amendments are being proposed to the By-Laws to reflect these changes regarding the Audit Committee. The proposed amendments also include minor housekeeping revisions to the composition of the EPC.

**ATTACHMENTS:** Redline copy of the proposed amendments to the By-Laws.  
Clean copy of the proposed amendments to the By-Laws.

**PREPARED BY:**

Name: Wendy Lawrence, General Counsel, Secretary of the Board of Governors, and Chief  
Privacy Officer

Adela Mall, Senior Legal Counsel and Governance Officer

Date: January 16, 2025

**APPROVED BY:**

Name: Mohamed Lachemi, President and Vice-Chancellor

Date: January 17, 2025

# **BY-LAW NO. 1**

## **being the**

## **GENERAL BY-LAWS**

## **OF**



### *Amendment Dates*

**March 31, 2003** *General By-Law Review*

**March 29, 2004** *Article 13.3 Procedure to Appoint President at end of Term*

**November 29, 2004** *Article 10 (Appointment of the Chancellor);*

*Article 15(Committees);*

*Article 16.1 (Executive Committee);*

*Article 17.2(Audit Committee)*

**November 28, 2005** *Article 15 and 21 –Removal of External Relations Committee*

**November 27, 2006** *Article 17 – (Change in Composition of Audit Committee)*

**February 26, 2007** *Article 6.3 (e) (Termination of the Board Membership at Age 75)*

**April 28, 2008** *General By-Law Review*

**October 20, 2008** *Rescinding of Special By-Law No. #1 - (Amendment #1)*

**April 26, 2010** *Conflict of Interest*

**September 27, 2010** *Article 13 President*

**April 25, 2011** *Article 24.3 and 24.4 (Title Change)*

**August 17, 2015** *Article 7.1 Regular Meetings*

**January 29, 2018** *Articles 14.2, 18.4, 27.2 (Title Change and Removal of Reference to Special By-law No.#1)*

**November 29, 2021** *Article 7 (Meetings of the Board), Article 8 (Declaration of Interest), Article 16 (Governance Committee), Article 22 (Corporate Seal), General By-Law Review*

**January 30, 2023** *Replacement of Ryerson University with Toronto Metropolitan University, Article 3.4 (c) (Composition of Committee)*

**January 30, 2025** *Replacement of Audit Committee with Audit and Risk Committee and broadening mandate,*

*Articles 8.3(b), 13.5, 15.1, 15.6(c), 15.7(c) and 17; Toronto Metropolitan University Election*

*Procedures Committee, Articles 3.4(a, c, e)*

## TABLE OF CONTENTS

ARTICLE 1 INTERPRETATION	3
ARTICLE 2 COMPOSITION OF THE BOARD	5
ARTICLE 3 ELECTION TO THE BOARD OF ALUMNI, TEACHING FACULTY, ADMINISTRATIVE STAFF AND STUDENTS	5
ARTICLE 4 APPOINTMENT OF TWO BOARD MEMBERS BY THE BOARD	9
ARTICLE 5 APPOINTMENT OF NINE BOARD MEMBERS BY THE LIEUTENANT GOVERNOR IN COUNCIL	10
ARTICLE 6 TERMINATION OF BOARD MEMBERSHIP	11
ARTICLE 7 MEETINGS OF THE BOARD	12
ARTICLE 8 DECLARATION OF INTEREST	16
ARTICLE 9 CONFIDENTIALITY AT BOARD MEETINGS HELD IN CAMERA	19
ARTICLE 10 APPOINTMENT OF A CHANCELLOR	20
ARTICLE 11 CHAIR AND VICE CHAIR OF THE BOARD	21
ARTICLE 12 PROCEDURE FOR ELECTION OF CHAIR AND VICE CHAIR	24
ARTICLE 13 PRESIDENT	26
ARTICLE 14 OFFICERS OF THE UNIVERSITY	29
ARTICLE 15 COMMITTEES	30
ARTICLE 16 THE GOVERNANCE COMMITTEE	34
ARTICLE 17 AUDIT <b>AND RISK</b> COMMITTEE	35
ARTICLE 18 EMPLOYEE RELATIONS AND PENSIONS COMMITTEE	36
ARTICLE 19 FINANCE COMMITTEE	36
ARTICLE 20 NEGOTIATIONS COMMITTEE	37
ARTICLE 21 PROTECTION OF MEMBERS AND OFFICERS OF THE UNIVERSITY	37
ARTICLE 22 CORPORATE SEAL	39
ARTICLE 23 EXECUTION OF DOCUMENTS	39
ARTICLE 24 BORROWING AND BANKING	40
ARTICLE 25 FISCAL YEAR AND AUDIT	41
ARTICLE 26 NOTICE	42
ARTICLE 27 ENACTMENT, AMENDMENT OR REPEAL OF EXISTING BY-LAWS	43

**BY-LAW NO. 1**  
**being the**  
**GENERAL BY-LAWS OF**



**Article 1**  
**INTERPRETATION**

**1.1 Defined Terms**

In these By-Laws the following terms shall have the following meanings:

“**Administrative Staff**” shall mean the full-time employees of the University who are not members of the Teaching Faculty; provided that an individual shall only be considered to be a full-time employee for the purposes of this definition if he or she is serving in a regular capacity on a continuing basis.

“**Alumni**” shall mean the persons who have received degrees, diplomas or certificates from Ryerson Institute of Technology, Ryerson Polytechnical Institute, Ryerson Polytechnic University, Ryerson University or Toronto Metropolitan University and who are no longer registered as students.

“**Board Appointees**” shall mean those individuals appointed to the Board in the manner contemplated by Article 4.

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

“**Business Day**” shall mean any day of the week other than a Saturday or a Sunday or a day, which is a civic or statutory holiday in the City of Toronto.

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

“**Chancellor**” shall mean the Chancellor of Toronto Metropolitan University.

“**Committee of the Board**” or “**Committee**” shall mean a Committee of the Board appointed by By-Law or resolution of the Board in accordance with the provisions of the *Toronto Metropolitan University Act*.

“**Corporate Seal**” shall mean the corporate seal of Toronto Metropolitan University.

“**Corporations Act**” shall mean the *Corporations Act* (Ontario) R.S.O. 1990, c. C.38, the regulations enacted pursuant to it and any statutes and regulations that may be substituted for them, as amended from time to time.

“**LGIC Appointees**” shall mean those individuals appointed to the Board in the manner contemplated by Article 5.

“**Officer of the University**” shall mean any one of the Chair, Vice Chair, President and Vice Chancellor, Provost and Vice President Academic, Vice President Administration and Operations, Secretary of the Board, and such other person or persons as shall be appointed by the Board pursuant to Section 14.4.

“**President**” shall mean the President of Toronto Metropolitan University.

“**Rules of Order**” shall have the meaning ascribed thereto in Section 7.17.

“**University**” shall mean Toronto Metropolitan University.

“***Toronto Metropolitan University Act***” shall mean the *Toronto Metropolitan University Act, 1977* and all statutory modifications thereof for the time being in force.

“**Secretary**” or “**Secretary of the Board**” shall mean the Secretary of the Board of Governors.

“**Students**” shall mean persons who are registered as such in a program or course of study at the University that leads to a degree, diploma or certificate of the University.

“**Teaching Faculty**” shall mean the full-time employees of the University whose principal duty is the performance of the teaching function or research function of the University, including the employees holding the offices of Dean, Chair, Assistant Chair or Associate Chair of a department, or Academic Director; provided that an individual shall only be considered to be a full-time employee for the purposes of this definition if he or she is a regular faculty member or probationer.

## **1.2 Interpretation**

In this By-Law 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 this By-Law and the division into sections and subsections are for convenience of reference only and shall not affect the interpretation of this By-Law. References to an Article or Section refer to the applicable article or section of this By-Law. The word "**including**" means "including without limitation" and shall not be deemed to limit any words which follow it to the specific words which precede it.

## **Article 2 COMPOSITION OF THE BOARD**

### **2.1 Composition**

The Board shall consist of the President, the Chancellor, the Board Appointees, the LGIC Appointees and those members of the Alumni, Teaching Faculty, Administrative Staff and Students appointed or elected in the manner contemplated by the *Toronto Metropolitan University Act* and as hereinafter prescribed.

### **2.2 Vacancies**

Notwithstanding any vacancy on the Board, as long as a quorum of the Board, as defined in Section 4(9) of the *Toronto Metropolitan University Act*, remains in office, the Board is competent to exercise all and any of its powers.

### **2.3 No Remuneration**

The members of the Board shall receive no remuneration for acting as such. The Board may authorize payment to a member for travelling and other expenses in connection with Board business.

## **Article 3 ELECTION TO THE BOARD OF ALUMNI, TEACHING FACULTY, ADMINISTRATIVE STAFF AND STUDENTS**

### **3.1 Number**

Each constituency set forth below shall have the right to elect to the Board the following number of persons:

- (a) Alumni: Three members, each of whom shall hold office for a three year term; one of whom shall be elected annually;
- (b) Teaching Faculty: Three members, each of whom shall hold office for a two year term; two of whom shall be elected in each odd numbered year and one of whom shall be elected in each even numbered year;



- (c) Administrative Staff: Two members, each of whom shall hold office for a two year term; one of whom shall be elected annually; and
- (d) Students: Three Students, each of whom shall hold office for a one year term; all of whom shall be elected annually.

### **3.2 Term of Office**

The term of office for Alumni, Teaching Faculty, Administrative Staff and Student members elected to the Board pursuant to Section 3.1 shall be for the respective periods specified in Section 3.1 and shall commence on the 1<sup>st</sup> day of September immediately following the date of his or her election as such.

### **3.3 Date and Time of Election**

Subject to the provisions of Section 3.7, an election shall be held on campus in the spring of each year for the election to the Board of those Alumni, Teaching Faculty, Administrative Staff and Student members to be elected pursuant to Section 3.1.

### **3.4 Toronto Metropolitan University Election Procedures Committee**

#### **(a) Formation and Composition**

Prior to December 31 in each year, a committee to be known as the Toronto Metropolitan University Election Procedures Committee shall be struck by the Secretary which shall, save and except where it is otherwise herein provided, have responsibility and authority for: (i) conducting the election to be held in the next following year to elect the Board members to be elected pursuant to Section 3.1 (each such election, in this Article 3, the "Election"); (ii) appointing a Returning Officer for the Election ~~from among the employees of the University~~, (iii) determining the period of time during which nominations may be received in respect of the Election and accepting all nominations duly received and submitted; (iv) determining and publishing the necessary forms, information and regulations for the Election; (v) determining those elected and the order of standing of candidates in the Election; (vi) executing all related matters necessary for the proper conduct of the Election; and determine any dispute as to eligibility to hold office or vote in any election for membership on the Board of Governors under article 3 of the By-Laws.

#### **(b) Funds**

Funds for the purpose of conducting the Election shall be provided for in the operating budget of the University and shall be made available to the Toronto Metropolitan University Election Procedures Committee on approval by the Secretary of the Board of recommendations for expenditures made by the Committee.

#### **(c) Composition of Committee**

Each Toronto Metropolitan University Election Procedures Committee struck from time to time shall be composed of the Secretary of the Board, who shall act as Chair; representative from the Office of the General Counsel and Board Secretariat, who shall act as Secretary of the Committee ~~the Assistant Secretary of the Board~~, one member of the Alumni designated by the University's Director of Alumni Affairs; one member of the Teaching Faculty nominated by the Toronto Metropolitan Faculty Association; one member of the Administrative Staff nominated by the Management and Confidential Group or by the Ontario Public Service Employees Union or by the Canadian Union of Public Employees, on a rotation basis; one Student nominated by the Toronto Metropolitan Association of Part-Time Students; one Student nominated by the Toronto Metropolitan Students' Union; and one Student nominated by the Toronto Metropolitan Graduate Students' Union.

(d) **Qualification for Appointment to Committee**

To ensure impartiality in the conduct of the Election, as a condition of appointment to the Toronto Metropolitan University Election Procedures Committee, each person so appointed must agree not to be a candidate for election to the Board in the Election, not to actively support, or make known support for any candidate in the Election and to refrain from active participation in any related matter.

(e) **Term of Appointment to Committee**

With the exception of the Secretary of the Board and the representative from the Office of the General Counsel and Board Secretariat, ~~Assistant Secretary of the Board~~ who are permanent members of the Committee, members of each Toronto Metropolitan University Election Procedures Committee shall serve a two-year term renewable once.

(f) **Report to the Board**

Not later than four weeks after the Election, the Toronto Metropolitan Election Procedures Committee shall make a report to the Board on matters related to the Election including the names of those declared elected by the Returning Officer.

### **3.5 Voter Eligibility**

(a) **Alumni**

All members of the Alumni shall be eligible to vote for the Board member to be elected in the Election pursuant to Section 3.1(a).

(b) **Teaching Faculty**

The University's Human Resources shall, not later than four weeks prior to the date of the Election, provide the Toronto Metropolitan University Election Procedures Committee with a list of all individuals who are members of the Teaching Faculty 30 days immediately prior to the date of the Election. All persons included on such

list shall be eligible to vote for the Board members to be elected in the Election pursuant to Section 3.1(b).

(c) **Administrative Staff**

The University's Human Resources shall, not later than four weeks prior to the date of the Election, provide the Toronto Metropolitan University Election Procedures Committee with a list of all individuals who are members of the Administrative Staff 30 days immediately prior to the date of the Election. All persons included on such list shall be eligible to vote for the Board members to be elected in the Election pursuant to Section 3.1(c).

(d) **Students**

The University's Registrar shall, not later than four weeks prior to the date of the Election, provide the Toronto Metropolitan University Election Procedures Committee with a list of all individuals who are Students 30 days immediately prior to the date of the Election. All persons included on such list shall be eligible to vote for the Board members to be elected in the Election pursuant to Section 3.1(d).

### **3.6 Candidate Eligibility**

An individual shall be eligible to stand as a candidate to represent the Alumni, Teaching Faculty, Administrative Staff or Students on the Board, only if he or she, in the case of an individual who has agreed to stand for election pursuant to:

- (a) Section 3.1(a) (Alumni), is a member of the Alumni, is not an employee of the University, is eighteen or more years of age and has been nominated in writing by two other members of the Alumni;
- (b) Section 3.1(b) (Teaching Faculty), is a member of the Teaching Faculty, is eighteen or more years of age and has been nominated in writing by two other members of the Teaching Faculty;
- (c) Section 3.1(c) (Administrative Staff), is a member of the Administrative Staff, is eighteen or more years of age and has been nominated in writing by two other members of the Administrative Staff; and
- (d) Section 3.1(d) (Students) is a Student, whether or not eighteen years of age or older and has been nominated in writing by two other Students.

### **3.7 Special Nominations and Voting Provisions for Alumni**

- (a) Notice that nominations for election of Alumni to the Board are open, of the date of closure of nominations and of the nominating procedures shall be provided to Alumni by the Toronto Metropolitan University Election Procedures Committee not sooner than 160 days and not later than 120 days prior to the Election, via the Toronto Metropolitan University Alumni Magazine or such other method of

providing notice as is likely to be delivered to all or substantially all Alumni for whom the University has a current address, or any combination of such methods.

- (b) The Alumni ballot and voting procedures shall be provided via the Toronto Metropolitan University Alumni Magazine, on request by mail to any Alumni who so requests, by such other method as is likely to provide for the participation in a confidential manner of all Alumni entitled to receive the notice contemplated by Section 3.7(a), or any combination of such methods.
- (c) The date of close of nominations for election of Alumni to the Board shall be determined annually by the Toronto Metropolitan University Election Procedures Committee.

### **3.8 General Provisions Relating to Elections**

#### **(a) Tie Vote**

In the event of any tie vote for any office being filled pursuant to this Article 3, a recount shall be held within seven days of the Election at a time and place and in a manner prescribed by the Toronto Metropolitan University Election Procedures Committee. In the event that the recount confirms the tie vote, a single deciding vote shall be cast by the Returning Officer for that candidate whose name appears on the piece of paper pulled by the Returning Officer from a hat containing one piece of paper for each candidate who is tied with one or more other candidates for first place in such Election.

#### **(b) Filling of Vacancies**

In the event that a vacancy arises in respect of a Board position filled pursuant to this Article 3 (other than a vacancy which arises at the expiry of a Board member's term of office) and the Board determines, having regard to the length of the unexpired term of such office, to fill such vacancy, the vacancy shall be filled by the candidate who received the next highest number of votes for such position in the immediately preceding Election, unless the Board deems it inappropriate to do so, in which case the vacancy shall be filled in such other manner as determined by the Board to be in the best interests of the University. The person so elected or appointed shall serve the unexpired remainder of the term of the departed Board member. If a by-election is held pursuant to this Section 3.8(b), it shall be administered and overseen by the then constituted Toronto Metropolitan University Election Procedures Committee based on procedures established by them; provided that such procedures shall conform to the greatest extent practicable with the procedures prescribed for Elections by this Article 3.

**Article 4**  
**APPOINTMENT OF TWO BOARD MEMBERS BY THE BOARD**

**4.1 Appointment**

The manner and procedure whereby the Board shall appoint two of its members as required by Section 4(1)(g) of the *Toronto Metropolitan University Act* shall be as follows:

- (a) At a regular meeting of the Board preceding the expiration of the three-year term for which an incumbent was appointed, the Chair shall advise the Board of such upcoming vacancy and ask Board members to advise the Governance Committee of individuals whom they believe would be appropriate to fill such vacancy.
- (b) The Governance Committee will consider all such advice and based thereon or on additional advice will solicit candidates for appointment in a manner determined by the Governance Committee.
- (c) As soon as reasonably practicable thereafter, the Governance Committee will present for approval by the Board one or more nominees to fill such vacancy. Such proceedings shall be held *in camera*.
- (d) The appointment of a member pursuant to this Article 4 shall take effect on the later of:
  - (i) the day following the expiry of the term of the Board member whom the newly appointed member is replacing; and
  - (ii) the day upon which such member's appointment is approved by the Board.

Such member shall continue to hold office as a Board member for a three year term.

**4.2 Vacancy**

In the event that a vacancy arises in respect of a Board position filled pursuant to Section 4(1)(g) of the *Toronto Metropolitan University Act* (other than a vacancy which arises at the expiry of a Board member's term of office), and the Board determines, having regard to the length of the unexpired term of such office, to fill such vacancy, the vacancy shall be filled in the manner contemplated by Section 4.1., but the procedures contemplated thereby shall be commenced at the first Board meeting following the creation of such vacancy or if it is publicly known that such a vacancy will arise, at the first Board meeting after it is so known. The individual appointed shall serve the unexpired remainder of the term of the departed Board member.

**Article 5**  
**APPOINTMENT OF NINE BOARD MEMBERS BY THE LIEUTENANT GOVERNOR**  
**IN COUNCIL**

**5.1 Appointment**

The manner and procedure whereby the Board shall recommend to the Lieutenant Governor in Council those nine individuals to be appointed to the Board pursuant to Section 4(1)(b) of the *Toronto Metropolitan University Act* shall be as follows:

- (a) At a regular meeting of the Board held at least six months preceding the expiration of the three-year term for which an incumbent was appointed pursuant to Section 4(1)(b) of the *Toronto Metropolitan University Act*, the Chair shall advise the Board of such upcoming vacancy and ask Board members to advise the Governance Committee of individuals who they believe would be appropriate to fill such vacancy.
- (b) The Governance Committee will consider all such advice and based thereon or on additional advice, will solicit candidates for appointment in a manner determined by the Governance Committee.
- (c) As soon as possible thereafter, the Governance Committee will present for approval by the Board one or more nominees to recommend to the Lieutenant Governor in Council to fill such vacancy; provided that if the Governance Committee determines that it must make such recommendation before the Board's next regularly scheduled meeting, it shall instruct the Secretary to send a ballot on the matter to all Board members together with a request that each ballot be marked and returned to the Secretary by a specified date. So long as the individual whom the Governance Committee proposes to recommend is so approved by more than 50% of the members of the Board, the Secretary shall have the power and the authority to forward the name of such individual to the Lieutenant Governor in Council pursuant to Section 5.1(d), for and on behalf of the Board. Such proceedings shall be held *in camera*.
- (d) The name of each individual so approved shall be forwarded to the Lieutenant Governor in Council by the Secretary for consideration in the exercise of its right to appoint Board members pursuant to Section 4(1)(b) of the *Toronto Metropolitan University Act*.
- (e) Each Board member appointed pursuant to Section 4(1)(b) of the *Toronto Metropolitan University Act* shall continue to hold office as a Board member for a term expiring on the third anniversary of his or her appointment.

**5.2 Vacancy**

In the event that a vacancy arises in respect of a Board position filled pursuant to Section 4(1)(b) of the *Toronto Metropolitan University Act* (other than a vacancy which arises at the expiry of a Board member's term of office) the procedures set

forth in Section 5.1 shall be followed. The individual so appointed shall serve the unexpired remainder of the term of the departed Board member unless his or her appointment is revoked earlier by the Lieutenant Governor in Council.

## **Article 6**

### **TERMINATION OF BOARD MEMBERSHIP**

#### **6.1 Automatic Termination**

As provided in the *Toronto Metropolitan University Act*, a Board member ceases to hold office as a member of the Board when he or she ceases to be eligible for appointment or election to the Board.

#### **6.2 Resignation or Declaration of Vacancy**

In addition, the membership of a member of the Board is vacated when such member resigns as a member of the Board or the Board declares such membership in the Board vacant.

#### **6.3 Termination by Board**

The Board shall have the right in its sole and absolute discretion to declare a Board member's membership on the Board vacant where such member:

- (a) becomes incapable of acting as a member;
- (b) has not acted honestly, in good faith or in the best interests of the University, or any part thereof;
- (c) within any previous 12 month period fails to contribute significantly in the estimation of the Board to the work of the Board and/or its Committees;
- (d) does not respect the principles of confidentiality as set out in Article 9;
- (e) has over the course of any 12 month period, attended less than 50 percent of the regular meetings of the Board or committees of the Board of which he or she is a member; or
- (f) in the case of a member elected pursuant to Article 3, such Board member ceases to qualify as a member of the Alumni, the Administrative Staff, the Teaching Faculty or as a Student, as the case may be.

#### **6.4 Term Limits**

As contemplated by Section 4(4) of the *Toronto Metropolitan University Act*, no individual shall be eligible to hold office for more than three consecutive terms (without a minimum one year's absence between any such terms); provided that in calculating the number of consecutive terms an individual has served as a Board

member, the period of time during which such individual served the unexpired portion of a predecessor's term as a Board member, if any, shall not be counted.

## **Article 7**

### **MEETINGS OF THE BOARD**

#### **7.1 Regular Meetings**

A regular meeting of the Board shall be held in at least six of the twelve months of the year, on dates as so determined by the Secretary.

#### **7.2 Notice of Regular Meetings**

Notice in writing of the date, time and place of each meeting shall be sent to each member of the Board, addressed to such member at his or her address as it appears in the records of the Board at least ten days but not more than fifty days before the time appointed for holding such meeting.

#### **7.3 Special Meetings**

A special meeting of the Board shall be convened by the Secretary when so requested by the Chair or the President or in writing by any ten members of the Board constituting a quorum for a meeting of the Board.

#### **7.4 Notice of Special Meetings**

Notice of each special meeting shall be sent to each Board member not less than three days before the meeting is to take place. Any notice concerning a special meeting shall indicate at whose request the meeting is being convened.

#### **7.5 Omission of or Irregularities in Notice of Meetings**

Notice of all meetings, whether regular or special, shall be given only by the Secretary or in his or her absence by a person appointed by the Secretary to act in that capacity. The accidental omission to give notice of a meeting to any member of the Board, or any accidental irregularity in connection with the giving of notice, shall not invalidate the proceedings at the meeting. Notwithstanding the provisions of Sections 7.2 and 7.4, a regular meeting or a special meeting may take place without the requisite notice having been provided to Board members if all the members are present or if either before or after the meeting, those absent from the meeting signify in writing their consent to the meeting being held in their absence.

#### **7.6 Annual Meeting**

The meeting of the Board at which the audited annual financial statements are presented, approved and the signing of the balance sheet authorized shall be designated as the Annual Meeting, which meeting shall take place not later than September 30<sup>th</sup> in each year.



## **7.7 Quorum**

A quorum of the Board shall consist of ten members present in person at least one-half of whom shall be members of the Board appointed or elected under Sections 4(1)(b), (c) and (g) of the *Toronto Metropolitan University Act*.

## **7.8 Votes to Govern**

Except as otherwise specifically contemplated by the *Toronto Metropolitan University Act*, the *Corporations Act*, the By-Laws or the Rules of Order, and all applicable legislation, at all meetings of the Board, every question shall be voted on and decided by a simple majority of the votes of the Board members entitled to vote thereon present in person. In the case of an equality of votes, the Chair shall not have a second or casting vote and the question shall be deemed to be decided in the negative.

## **7.9 Show of Hands**

Unless a Board member entitled to vote demands a ballot, each motion shall be voted upon by a show of hands. Upon a show of hands, each Board member entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, a declaration by the Chair that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the members upon the said question; provided that nothing herein shall prevent a roll call vote being called for, taken, and the results thereof recorded in the minutes on a matter which would otherwise be voted on by a show of hands, so long as such procedure is called by a Board member, for prior to the vote by show of hands and otherwise in accordance with the rules of order governing the meeting.

## **7.10 Vote By Ballot**

Prior to the Chair calling for a vote on a question, a Board member entitled to vote may demand a vote by ballot. A vote by ballot so demanded shall be taken in such manner as the Chair shall direct. A demand for a vote by ballot may be withdrawn at any time prior to the taking of the vote by ballot. Upon a vote by ballot, each member entitled to vote, present in person shall have one vote and the result of the vote by ballot shall be the decision of the members upon the said question.

## **7.11 Resolutions in Writing**

A resolution signed by all of the Board members entitled to vote is as valid and effective as if passed at a meeting of the Board members duly called, constituted and held for that purpose. Resolutions in writing may be signed in counterparts and resolutions in writing signed by one or more members entitled to vote and

transmitted by facsimile or electronic mail to the Secretary shall be deemed to be duly signed by such members.

#### **7.12 Order of Business**

The order of business at regular meetings of the Board shall be as follows:

- (a) Introduction
  - (i) Approval of Agenda (other than the *in camera* portion)
  - (ii) Approval of Minutes
  - (iii) Business Arising from the Minutes
  - (iv) Report from the President
  - (v) Report from one or more of the Officers.
- (b) Discussion Items
  - (i) Committee reports and recommendations
  - (ii) New Business
  - (iii) Other Business

#### **7.13 Required Notice for Inclusion of Items in the Agenda**

All written material for inclusion in the agenda for regular meetings of the Board (including administrative reports and statements for approval) shall be delivered to the Secretary of the Board at least fifteen full Business Days prior to the day of the meeting at which they are to be presented and, unless the Chair otherwise consents, only written material which has been so delivered shall be referred to on the agenda.

#### **7.14 Introduction of New Matter Without Notice**

Unless the requirements of Section 7.13 are observed, no new matter, other than one of privilege or the submission of a petition, shall be dealt with at any regular meeting of the Board unless the introduction of such new matter shall be approved by a simple majority of the votes cast by the members present.

#### **7.15 Record of Proceedings**

A record of the proceedings of all meetings of the Board shall be kept by the Secretary in a book or books provided for that purpose and the minutes of every such meeting shall be submitted at the next meeting of the Board, and after adoption by the Board the minutes, signed by the Chair of the meeting to which the minutes relate or by the Chair of the next succeeding meeting, shall be open to the inspection

by any member of the Board at any time during regular office hours in the office of the Secretary of the Board.

#### **7.16 Supporting Documents**

In the interest of full recording and accuracy of the minutes of meetings for subsequent review of decisions in the light of circumstances existing at the time, all presentations to the Board shall, whenever possible, be in writing and accompanied by relevant supporting documentation.

#### **7.17 Rules of Order**

Each meeting of the Board shall be governed by *Bourinot's Rules of Order* or such other rules of order as have then most recently been adopted by the Board (the “**Rules of Order**”); provided that, in the event of a conflict between such Rules of Order and one or more provisions of the *Corporations Act*, the *Toronto Metropolitan University Act* or the By-Laws, or applicable legislation, the provisions of the *Corporations Act*, the *Toronto Metropolitan University Act* or the By-Laws or applicable legislation shall prevail.

#### **7.18 Conduct of Meetings**

- (a) The Chair shall preserve order and decorum at all meetings of the Board. Any person admitted to a meeting of the Board who, in the opinion of the Chair, misconducts himself or herself must withdraw from the meeting at the order of the Chair; provided that, for greater certainty, such order shall be considered to be a ruling by the Chair on a point of order and may be challenged in the manner contemplated by the Rules of Order. In the event that such a person refuses to withdraw, the Chair has the power to declare a short recess or to adjourn the meeting and may declare that the continuation of the recessed or adjourned meeting shall be *in camera*.
- (b) Subject to limitations of space, meetings of the Board shall be open to attendance by the public except during *in camera* sessions so designated for the consideration of confidential business, such as matters concerning personnel, finance, acquisition or disposal of property and other confidential matters of the University, the disclosure of which might be prejudicial to an individual or to the best interests of the University. *In camera* sessions shall be open only to Board members and other persons invited to attend by the Chair.
- (c) Spectators (including representatives of the media) shall not be permitted to disturb the conduct of a meeting in any way, or, without the consent of the Chair (but subject in any event to the provisions of Section 7.18(a)), to bring placards or signs into the room in which the Board is meeting.
- (d) For greater certainty, only Board members will have the right to vote and speak at Board meetings although others present at such meetings in accordance with this Section 7.18 shall be allowed to speak with the consent of the Board.

**Article 8**  
**DECLARATION OF INTEREST**

**8.1 Definitions**

For the purposes of this Article 8

- (a) “Conflict of Interest” A Conflict of Interest arises where (i) a member of the Board has or could be perceived to have the opportunity to use the authority, knowledge, or influence derived from his or her position for his or her own benefit, or the benefit of a member of his or her immediate family; or (ii) where the interests of a member of the Board may be, or may be perceived as being, incompatible with the interests of the University.
- (b) “Partners” two persons are partners if they have lived together for at least one year and have a close personal relationship that is of primary importance in both persons’ lives; and
- (c) “Relatives” two persons are relatives if they are related by blood, marriage or adoption.

**8.2 Conflict of Interest Examples**

Without restricting the generality of the foregoing definition and solely in order to illustrate kinds of Conflicts of Interest that may arise in the context of the University, the following are or may be considered Conflicts of Interest:

- (a) having a personal interest either directly or indirectly in the outcome of deliberations of the Board;
- (b) having a personal interest, either directly or indirectly, or being a party to a contract, transaction, or proposed contract to be entered into by the University;
- (c) being a member of the Board of Directors or senior management of a corporation, institution or body, whether public or private, which is a party to a contract, transaction, or proposed contract to be entered into by the University;
- (d) being a member of the Board of Directors or senior management of a corporation, institution or body, whether public or private, whose interests may be in competition with those of the University;
- (e) accepting gifts , gratuities or favours from a firm or corporation engaged in or wishing to engage in transactions with the University, except in the case of customary gifts of a purely nominal value; and
- (f) seeking employment with the University for oneself, a partner or relative.

### 8.3 Conflict of Interest Procedures

- (a) Board members who are considering engaging in activities that may represent a Conflict of Interest with respect to their role on the Board of Governors must seek approval from the Board Chair prior to engaging in such activities.
- (b) In the event that it is uncertain whether a matter is a Conflict of Interest the Secretary shall convoke a committee, comprised of the Chair of the Board of Governors or designate, the Chair of the Audit and Risk Committee and the Secretary, to consider the matter. The committee shall determine what, if any, action should be taken by the member or by the Board, in order to deal with the matter.
- (c) A member of the Board who has or believes he or she has a Conflict of Interest shall:
  - i. Declare to the Chair of the Board or the Secretary of the Board the Conflict of Interest as soon as possible, and no later than the meeting at which the matter is being considered, if applicable;
  - ii. Refrain from taking part in any discussion or decision related to the matter, in the case of financial Conflict of Interest;
  - iii. Participate in the discussion and vote on the matter in the case of a non-financial Conflict of Interest, unless two-thirds of the Board members who have not declared such an interest decide otherwise;
  - iv. Withdraw from the Board meeting at which the matter is being discussed if required to do so by a majority of the members of the Board present at the meeting, or if the member in his or her discretion wishes to do so.
- (d) The Secretary shall note in the minutes the declaration of interest and the refrain, participation, withdrawal, or recusal of the Board member.

### 8.4 Failure to Declare a Conflict

If a Board member fails to declare a Conflict of Interest where there is a perceived conflict the Board Chair or Vice Chair will bring the matter to the board member's attention. The Chair may ask that the board member declare the Conflict of Interest and/or absent him/herself from the discussion and/or refrain from voting on the matter which elicited the Conflict of Interest. The Chair may also request full disclosure in writing of the Board member's relevant interests and/or an explanation that no Conflict of Interest exists.

### 8.5 Effect of Disclosure

A member of the Board who has declared his or her interest in a contract or transaction or a proposed contract or transaction and who has not voted in respect thereof, shall not be accountable to the University, or its creditors, for any profit

realized from the contract and the contract is not voidable by reason only of such member holding that office or of the fiduciary relationship established thereby.

#### **8.6 Gifts**

If a member of the Board or an Officer of the University receives a gift in his or her capacity as such, with a value greater than \$250.00, he or she shall either return the gift or make it over to the University; provided that the foregoing shall not apply to:

- (a) gifts presented from the Board or the University or any organization of the University;
- (b) hospitality extended between all or some of such Board members and officers of the \_\_\_\_\_ University; \_\_\_\_\_ or
- (c) hospitality approved by the President (in the case of hospitality extended to an Officer of the University other than the President) or by the Chair (in the case of hospitality extended to a Board Member including the President), or the Vice Chair, in the case of hospitality extended to the Chair)

#### **8.7 Business Dealings with Toronto Metropolitan University**

Board members shall inform the Secretary annually of direct or indirect business dealings with Toronto Metropolitan University.

### **Article 9**

#### **CONFIDENTIALITY AT BOARD MEETINGS HELD IN CAMERA**

##### **9.1 Adoption of Confidential Agenda**

The first item of business in the *in camera* session of any meeting of the Board shall be a ruling by the Chair that all matters described on the *in camera* agenda are appropriate to be discussed *in camera*. Any member of the Board shall be free to challenge the ruling of the Chair on such a matter, in accordance with the Rules of Order; provided that any discussion of that matter will be of a general nature and shall not disclose any confidential matters. In the event that the Board overrules the Chair on such matter, the matter may be dealt with at the same meeting of the Board in a general session or at a subsequent general meeting of the Board or withdrawn, as the Chair directs.

##### **9.2 Language to be Read**

Following the ruling of the Chair referred to in Section 9.1 and the completion of any vote resulting therefrom, and provided that there continue to be matters to be discussed in the *in camera* session, the Chair shall remind those present of their obligations in respect to confidentiality, by reading the following conditions:

“Attendees are reminded that discussions entered into and the decisions made during this *in camera* session are carried out in confidence and are not to be repeated or discussed outside the room in which the Board is meeting except with others who are in attendance at this *in camera* session and who agree to abide by these conditions or as otherwise provided in these conditions.

Any written material provided for this *in camera* session will be retained in confidence afterwards, or at my discretion be required to be returned to the Secretary at the end of the meeting.

Decisions reached during this *in camera* session which are to be announced after the meeting will be made public by the Chair or such other individual as is designated by the Chair, by official announcement or press release only and such publication does not free members of the obligation to hold in confidence the discussions which took place in this *in camera* session or the material involved.

Any person present who does not agree to abide by these conditions is asked to leave the meeting room at this time. The continued presence of a member or others in the room during the discussion at this *in camera* session shall indicate acceptance of these conditions.”

### **9.3 Failure to Leave Meeting**

Should anyone present declare an intention of non-compliance with the conditions of confidentiality and refuse to leave the room when requested to do so, the Chair shall, subject to a resolution of the Board supported by a majority vote: (i) inform the offending individual that, pending assurance to the effect that henceforth such individual shall abide by the rules of the Board in respect to the confidentiality of information, such individual shall be barred from attendance at any meeting of the Board at which business of a confidential nature will be dealt with and shall not be sent any notices or material in respect to them; or (ii) adjourn the meeting, after having informed Board members that it will be reconvened at a time and place of which the offending individual will not be notified. For greater certainty, the provisions of this Section 9.3 shall apply equally to Board members and non-Board members.

### **9.4 Confidentiality of *In Camera* Session**

Members of the Board shall observe strictly the confidential nature of business dealt with in *in camera* sessions and it shall be their responsibility to ensure that such information is not divulged to or discussed with anyone except as provided for in the conditions set out in Section 9.2.

**Article 10**  
**APPOINTMENT OF A CHANCELLOR**

**10.1 Chancellor**

In accordance with the provisions of the *Toronto Metropolitan University Act*, the University shall have a Chancellor who will be an ex-officio member of the Board but who will not be the President. The Chancellor shall be the titular head of the University and shall confer all degrees, honorary degrees, diplomas and certificates. In addition, the Chancellor shall perform such other duties which the Chancellor has agreed to perform.

**10.2 Term of Office**

The Chancellor shall be appointed for a term and until his or her successor is appointed. The term of office of the Chancellor shall be three years. An individual holding the Office of Chancellor may be appointed to a second consecutive term.

**10.3 Procedure to Select a New Chancellor**

In order to select a new Chancellor, the Chair shall strike a Search Committee with a mandate to identify individuals to serve as Chancellor and to recommend to the Board for appointment one or more such individuals. The Search Committee will be comprised of:

- (a) the President, who shall chair the Committee;
- (b) three members of the Board, appointed by the Board; and
- (c) three members of the Senate, appointed by the Senate.

**10.4 Commencement of Term of Office**

The appointment of a new Chancellor will take effect upon a date determined by the Board.

**10.5 Vacancy Prior to End of Term**

In the event that a vacancy arises in the office of the Chancellor prior to the expiry of the individual's term of office (due to resignation, death or removal of the individual holding the office of Chancellor or for any other reason), the Board shall fill such vacancy in the manner contemplated by Section 10.3 but the process shall commence at the first Board meeting following the creation of the vacancy or if it is publicly known that a vacancy will arise, at the first Board meeting after it is so known.



## **10.6 Vice Chancellor**

The President is, by virtue of his or her office, the Vice Chancellor of the University and, in the absence of the Chancellor or when that office is vacant, the Vice Chancellor shall act in the Chancellor's place.

## **Article 11 CHAIR AND VICE CHAIR OF THE BOARD**

### **11.1 Chair and Vice Chair**

- (a) The Board shall elect a Chair from among the members appointed or elected under Sections 4(1)(b), (c) and (g) of the *Toronto Metropolitan University Act*. The Chair shall, when present, preside at all meetings of the Board, shall sign such documents as may require his or her signature in accordance with the By-Laws or by resolution of the Board, and shall have such powers and duties as may be delegated and assigned to him or her by By-Law or by resolution of the Board.
- (b) The Board shall elect a Vice Chair from among the members appointed or elected under Sections 4(1)(b), (c) and (g) of the *Toronto Metropolitan University Act*. The Vice Chair shall act as, and have all the powers of and perform the duties of, the Chair in the event of the absence or inability to act of the Chair and shall also have such other powers and duties as may be delegated and assigned to him or her by By-Law or by resolution of the Board.

### **11.2 Term of Office of Chair**

The term of office for the position of Chair is three years and shall commence at the conclusion of the Board's regular meeting held in the month of May.

Re-election of Chair

An individual shall be eligible for re-election as Chair provided that the maximum consecutive number of years during which an individual may hold the office of Chair (excluding any time during which a person held such office pursuant to Section 11.5) shall be six years.

### **11.3 Eligibility of Vice Chair**

An individual holding the office of Vice Chair shall be eligible for election as Chair, but shall not automatically succeed to the office of Chair, except as otherwise set forth in Section 11.5.

### **11.4 Vacancy in Office of Chair**

In the event that:

- (a) the individual holding the office of Chair ceases to be a member of the Board;

- (b) the individual holding the office of Chair resigns from the office of Chair; or
- (c) the office of Chair otherwise becomes vacant prior to expiration of the term for which the individual holding the office of Chair was elected,

the individual holding the office of Vice Chair shall succeed to the office of Chair but only for so long as it shall take to conduct an election for Chair and the duly elected successor to take office, all as contemplated by Section 12.7.

#### **11.5 Interim Vice Chair**

If the individual holding the office of Vice Chair shall succeed to the office of Chair pursuant to the provisions of Section 11.5, he or she may appoint one of the members appointed or elected under Sections 4(1)(b), (c) and (g) of the *Toronto Metropolitan University Act* to act as Vice Chair but only for so long as it shall take to conduct an election for Chair and the duly elected successor to take office.

#### **11.6 Temporary Vacancy in Office of Vice Chair**

In the event that the individual holding the office of Vice Chair becomes interim Chair, the post of Vice Chair shall not be considered vacant by reason of his or her interim service as Chair, and unless his or her term as Vice Chair is terminated for any other reason, his or her term as Vice Chair shall be deemed to continue uninterrupted notwithstanding these interim arrangements until he or she is elected Chair pursuant to Section 12.7, if ever.

#### **11.7 Term of Office of Vice Chair**

The term of office for the position of Vice Chair is three years and shall commence at the conclusion of the Board's regular meeting held in the month of June.

#### **11.8 Re-election of Vice Chair**

An individual holding the office of Vice Chair shall be eligible for re-election as Vice Chair provided that the maximum consecutive number of years during which a person may hold the office of Vice Chair (excluding any time during which a person held such office pursuant to Section 11.7 or 11.10) shall be six years.

#### **11.9 Vacancy in Office of Vice Chair**

In the event that:

- (a) the individual holding the office of Vice Chair ceases to be a member of the Board;
- (b) the individual holding the office of Vice Chair resigns from the office of Vice Chair; or

- (c) the office of Vice Chair otherwise becomes vacant prior to expiration of the term for which the person holding the office of Vice Chair was elected (other than in the circumstances contemplated by Section 11.7),

then the Chair may appoint an individual to hold the office of Vice Chair from among the members appointed or elected under Sections 4(1)(b), (c) and (g) of the *Toronto Metropolitan University Act* to serve but only for so long as it shall take to conduct an election for Vice Chair and the duly elected successor to take office, all as contemplated by Section 12.7.

#### **11.10 Acclamation**

For the purposes of Articles 11 and 12, any reference to election is to be construed as including election by acclamation.

#### **11.11 Acting Chair of Meeting**

In the absence of both the Chair and Vice Chair from a meeting of the Board, the members of the Board present shall appoint from among those members appointed or elected under Sections 4(1)(b), (c) and (g) of the *Toronto Metropolitan University Act* a member to act as Chair and the member so appointed shall act as and have all the powers of the Chair for the purpose of the meeting.

#### **11.12 Eligibility**

For greater certainty, but subject to the provisions of Sections 11.5(a) and 11.10(a), an individual shall be eligible for election as Chair or Vice Chair even if his or her remaining term of office as a member of the Board is of shorter duration than the term of the office then being filled.

### **Article 12**

#### **PROCEDURE FOR ELECTION OF CHAIR AND VICE CHAIR**

##### **12.1 Opening of Nominations for Chair Prior to Expiry of Term**

The Secretary shall declare nominations to be open to fill the position of Chair at the regular Board meeting held in the month of April every three years. Nominations for the position of Chair shall be accepted by the Secretary at a specified time at the next following regular Board meeting held in the month of May (each, a “Chair Nomination Time”).

##### **12.2 Opening of Nominations for Vice Chair Prior to Expiry of Term**

The Secretary shall declare nominations to be open to fill the position of Vice Chair at the regular Board meeting held in the month of May every three years. Nominations for the position of Vice Chair shall be accepted by the Secretary at the next following regular Board meeting held in the month of June at a specified time;

provided that such time shall be after the election of the Chair (each, a “Vice Chair Nomination Time”).

### **12.3 Nomination Requirements**

No nomination for the position of Chair or Vice Chair may be accepted by the Secretary during the Chair Nomination Time or Vice Chair Nomination time, as the case may be, unless the nomination is:

- (a) made in writing by three or more Board members; and
- (b) preceded, accompanied or immediately followed by the consent to such nomination, either orally or in writing, from the individual nominated.

Notwithstanding that an incumbent is eligible for re-election, an incumbent may nominate or second the nomination of another member of the Board for such office, but no person may nominate himself or herself.

### **12.4 Close of Nominations**

At the conclusion of the Chair Nomination Time or Vice Chair Nomination Time, as the case may be, the Secretary shall declare nominations for such office closed. If:

- (a) not more than one nomination for such office has been accepted by the Secretary during such Nomination Time, the Secretary shall declare the person whose nomination has been accepted to be duly elected; or
- (b) more than one nomination for such office has been accepted by the Secretary during such Nomination Time, the Chair or Vice Chair nominee shall be elected by ballot immediately following such Nomination Time in the manner hereinafter specified.

### **12.5 Ballots**

- (a) Where an election is required to be held pursuant to Section 12.4(b), the Secretary shall distribute ballots initialled by the Secretary to all of those Board members present and eligible to vote.
- (b) The Secretary shall invite each Board member present and eligible to vote to complete the ballot; to then fold the ballot in a manner in which the confidentiality of the Board member’s intention is maintained; and to then return the ballot to the Secretary; following which the ballots shall immediately be tabulated. Each candidate shall be entitled to have a scrutineer present at the time of such tabulation.
- (c) Once tabulated, the Secretary shall announce to the Board members the name of the candidate having the greatest number of ballots cast in his or her favour.

- (d) The Secretary shall keep all ballots for 14 days from the day on which the result was announced during which period the ballots may be examined by any member of the Board on application to the Secretary. On the 15<sup>th</sup> day following the day on which the result was announced, the Secretary shall destroy the ballots.

## **12.6 Eligibility to Vote**

All duly appointed, elected and ex-officio members of the Board, including the Chair and Vice Chair, are eligible to vote on an election to fill the office of the Chair or Vice Chair.

## **12.7 Vacancies**

- (a) In the event that a vacancy arises in the position of Chair or Vice Chair prior to the end of the office holder's three year term of office as a result of (i) the removal or death of the incumbent (ii) the resignation of the incumbent prior to the expiry of his or her term of office; or (iii) the incumbent ceasing to be a Board member, the nomination and election procedures set out in Sections 12.1 or 12.2, as the case may be, and Sections 12.3 to 12.6 shall be followed but shall be commenced at the next Board meeting following the creation of such vacancy.
- (b) The individual so elected to fill any such vacancy shall be elected to fill the balance of the unexpired term of office of his or her predecessor and shall take office at the expiry of the meeting at which he or she was so elected.
- (c) In the event that the offices of Chair and Vice Chair are at the same time vacant, the procedures described in this Article 12 shall not be commenced simultaneously but rather they shall first be commenced to fill the office of Chair and, at the next following meeting, commenced again to fill the office of Vice Chair for the express purpose of permitting any unsuccessful candidate for the office of Chair, who so wishes, to subsequently be a candidate for the office of Vice Chair.

## **Article 13 PRESIDENT**

### **13.1 President**

- (a) In accordance with the provisions of the *Toronto Metropolitan University Act*, the University shall have a President who will be an ex-officio member of the Board.
- (b) The President shall be appointed by the Board.
- (c) The President shall be the chief executive officer of the University and shall be accountable to the Board.
- (d) The President shall have responsibility and authority for the implementation, supervision and direction of the educational policy, general administration and property of the University, including:

- (i) changes in curricula which have been approved by the Senate of the University, establishment of new programs and courses which have been recommended by the Senate of the University and approved by the Board, and such other matters as in his or her opinion are necessary or advisable to meet the objectives and purposes of the University as defined in the *Toronto Metropolitan University Act*;
- (ii) administrative policy and physical resources; and
- (iii) the appointment, classification, promotion, suspension, transfer, removal, acceptance of resignations and granting of unpaid leaves and absence and sabbaticals of members of the Administrative Staff and the Teaching Faculty, the determination of their salaries or remuneration and their duties, qualifications and tenure of office or employment with respect to such matters;

provided that all actions taken and decisions made by the President in respect of such matters shall be in accordance with the *Toronto Metropolitan University Act*, the University's then approved budget and staffing complement, agreements to which the University is a party and any resolution of the Board.

- (e) The President shall provide or cause to be provided to the Board as a whole, or to individual Board members, as appropriate, all information regarding the affairs of the University requested by them and all related materials, provided that in the event that the President considers the request unreasonable, impractical, or that reasonable notice was not given, he or she shall refer the matter to the Board for decision.

### **13.2 Term of Office**

The initial term of office of the President shall be five years. An individual holding the office of President is eligible to serve additional terms of no longer than five years upon being so appointed by the Board. The Board shall be entitled to extend a term, with the agreement of the individual holding the office of President, for a limited period of time to avoid a vacancy in the office occurring prior to the arrival of such individual's successor, or for any other reason determined by the Board to be in the best interests of the University.

### **13.3 Procedure to Appoint President at End of Term**

In the event that an individual holding the office of President is not re-appointed for a further term of office on or before that date which is eighteen months prior to the last day of his or her term as President (because such individual does not wish to, or is not eligible to serve a further term or for any other reason), the Chair shall strike a Presidential Search Committee with a mandate to identify individuals to serve as President upon the completion of the existing President's term of office and to recommend to the Board the appointment of one or more of such individuals. Each Presidential Search Committee will be comprised of:

- (a) the Chair, who shall chair such Committee;
- (b) the Vice Chair;
- (c) seven other members of the Board, appointed by the Board; and
- (d) four members of the Senate, appointed by the Senate,

it being the intention that each Presidential Search Committee once formed will be comprised of one or more members of the Administrative Staff, Alumni, Teaching Faculty and Students. In the event that an individual appointed pursuant to Section 13.3(c) or (d) to a Presidential Search Committee resigns, such individual shall be replaced by another member of the Board or Senate appointed pursuant to Section 13.3(c) or (d), as the case may be. In the event that an individual appointed pursuant to Section 13.3(c) or (d) to a Presidential Search Committee ceases to be a member of the Board or the Senate, such individual shall be replaced by another member of the Board or Senate appointed pursuant to Section 13.3(c) or (d), as the case may be, unless the Board or the Senate, as the case may be, passes a resolution to continue the individual as a member of the Presidential Search Committee. Similarly, in the event that an individual appointed pursuant to Section 13(a) or (b) to a Presidential Search Committee ceases to hold the position of Chair or Vice-Chair, such individual shall be replaced by the newly appointed Chair or Vice-Chair, as the case may be, unless the Board passes a resolution to extend the term of such individual on the Presidential Search Committee.

#### **13.4 Commencement of Term of Office**

The appointment of a new President will take effect upon the expiration of the existing President's term.

#### **13.5 Annual Review**

The Chair and Vice Chair of the Board shall undertake an annual performance review of the President, the results of such review to be reported to the Audit and Risk Committee acting for these purposes as the compensation committee of the Board.

#### **13.6 Reappointment**

No later than one year prior to the end of a President's term, the Board shall in *in camera* session with Board members only present, consider the reappointment of the President. The Board shall take into account the results of the Annual Reviews. If there are consistently positive Annual Reviews the Board may reappoint the President without any further review. However, the Board may decide to seek input on the performance of the President from the University community through the appointment of a Presidential Advisory Review Committee. Should such a committee be established, the Board shall be free to accept or reject its recommendations.

The Board shall approve Guidelines for the Presidential Advisory Review Committee. Such Guidelines shall govern the conduct of the Review including the reporting deadline.

### **13.7 Temporary Inaccessibility**

Where the President is inaccessible or otherwise unable to exercise his powers and duties, the Provost and Vice President Academic, and in the absence of both of them, the Vice President Administration and Operations, and in the absence of all of them, an employee of the University appointed by the President or Acting President, as the case may be, shall be the Acting President. The simultaneous absence or inaccessibility for more than one day of the President and the Provost and Vice President Academic, and the Vice President Administration and Operations shall be regarded as an undesirable and unusual circumstance which will result only from some emergency.

### **13.8 Vacancy Prior to End of Term**

In the event that a vacancy arises in the office of the President prior to the expiry of the individual's term of office (due to resignation, death or removal of the individual holding the office of President or for any other reason), and the Board determines, having regard to the length of the unexpired term of such office, to fill such vacancy, the vacancy shall be filled in such manner as the Board determines is in the best interests of the University including, if the Board deems it appropriate, by striking a Presidential Search Committee pursuant to Section 13.3. The Board may, pending the appointment of a President, make such provision for the exercise of the power and discharge of the duties of the President as it may deem advisable.

## **Article 14 OFFICERS OF THE UNIVERSITY**

### **14.1 Provost and Vice President Academic**

The President shall recommend to the Board the appointment of a Provost and Vice President Academic. The University's chief academic officer, with responsibilities for the budget and planning, the Provost shall report to the President and shall be responsible to the President for development, implementation, supervision, and direction of the educational and research policy of the University, for making recommendations to the President on all related matters including change in curricula, establishment of new programs, courses and student affairs and such other matters as in his or her opinion are necessary or advisable to meet the educational objectives and purposes of the University as defined in the *Toronto Metropolitan University Act*.

### **14.2 Vice President Administration and Operations**

The President shall recommend to the Board the appointment of a Vice President Administration and Operations who shall report to the President and shall be



responsible to the President for computing, administration and physical resources of the University. In addition the Vice President Administration and Operations shall be responsible for human resources policy with respect to staff and for equity, discrimination and harassment prevention, environmental health, safety and security management for the University.

#### **14.3 Secretary of the Board**

The President shall recommend to the Board the appointment of a Secretary of the Board who shall be responsible to the Board, and who shall have the duties and responsibilities as designated by the Board in the By-Laws or otherwise, including issuing or causing to be issued notices for all meetings of the Board. The Secretary shall have charge of the Corporate Seal, books and records of the Board and shall sign with other officers of the University such instruments as require his or her signature and shall keep or cause to be kept a record of all documents so executed.

#### **14.4 Other Officers of the University**

The Board may appoint such other Officers of the University as the Board may deem necessary or advisable and such Officers of the University shall have such authority, and perform such duties as from time to time shall be prescribed by the Board. All such officers of the University shall be appointed to serve at the pleasure of the Board, with such limited or indefinite terms as the Board may determine at the time of the appointment.

#### **14.5 Other Officers of the University**

Subject to the provisions of Section 13.1(c), the President shall be authorized from time to time to designate a title or titles to one or more senior employees of the University provided that:

- (a) no such individual shall be or shall be deemed to be an Officer of the University for the purposes of the By-Laws or the *Toronto Metropolitan University Act*; and
- (b) no such title shall include the title of “President” or any of the titles of the officers of the University described in or created pursuant to this Article 14 but, for greater certainty, may include the title of “Vice President”.

#### **14.6 General**

For greater certainty, none of the Officers of the University appointed pursuant to this Article 14 shall be members of the Board.

## **Article 15 COMMITTEES**

### **15.1 General Definition**

The Committees constituted by the Board shall be either:

- (a) Standing Committees, being those Committees whose duties will normally be continuous, and whose membership consists entirely of Board members and which shall be: a Governance Committee, an Audit and Risk Committee, a Negotiation Committee, a Finance Committee, and an Employee Relations and Pension Committee; or
- (b) Special Committees, being those Committees appointed with specific duties and responsibilities which may be of a non-recurrent nature, may require particular and specialized expertise or whose powers may expire with the completion of a particular task assigned, and which may include in their membership one or more persons who are not Board members, provided that a majority of every such special Committee shall be members of the Board.

### **15.2 Duties and Responsibilities**

- (a) The functions, duties, responsibilities and powers of any Committee established by By-Law or resolution of the Board shall be as defined in such By-Law or resolution.
- (b) Save and except as otherwise herein provided, the chair, vice chair, and members of any Committee shall be appointed by resolution of the Board.
- (c) No decision of a Committee that includes in its membership persons who are not members of the Board is effective until approved and ratified by the Board.

### **15.3 Minutes**

The Secretary shall use his or her best efforts to cause minutes of each Committee meeting to be circulated to Committee members by or prior to the next regularly scheduled meeting of that Committee; provided that the Secretary may excise from such circulated minutes those sections which relate to the *in camera* portion of a meeting which the chair and secretary of such Committee determine should not then be so circulated because the disclosure of such portion at such time could be prejudicial to an individual or the best interests of the University.

### **15.4 Chair's Report**

The chair of each Committee shall, save and except as otherwise herein provided, submit a report of the proceedings of each meeting of the Committee of which he or she is chair at the regular meeting of the Board next following each such meeting

and such report may take the form of minutes of the meeting of such Committee or a written report.

### **15.5 Ex-Officio Members**

- (a) The Chair and Vice Chair of the Board shall be ex-officio members of all Committees of the Board. As provided by the *Toronto Metropolitan University Act*, the President shall be a member of every Committee established by the Board unless excluded by a By-Law or a resolution of the Board.
- (b) The President may designate an Officer of the University to represent him or her on any Committee of which he or she is a member and such designate shall act in the place and stead of the President on such Committee. Such individual designated by the President to represent him or her on a Committee shall, for the purposes of Sections 5(2) and (5) of the *Toronto Metropolitan University Act* and for the purposes of Section 15.1, be deemed to be a member of the Board.
- (c) A designation by the President pursuant to Section 15.5(b) shall take the form of a letter (each a “Designation Letter”) to the Secretary signed by the President designating the Officer of the University who shall represent him or her on such Committee and the period of time during which such individual shall represent the President on such Committee shall be as stated in such letter, if known. The President shall be entitled to revoke a Designation Letter at any time by sending a letter to the Secretary to that effect and upon doing so the President shall assume his or her rights and responsibilities as a member of such Committee until the President again delivers such a Designation Letter and so on from time to time.

### **15.6 Membership**

- (a) Membership in Committees is approved by the Board.
- (b) Except as otherwise provided in these By-Laws, each Committee shall consist of such number of members as the Board appoints, and the ex-officio members of the Committee. In appointing Committee members Board members’ interest and willingness to serve on, and serve as a chair or vice chair of, any of the Committees of the Board shall be taken into consideration.
- (c) The Chair and Vice Chair of the Board shall propose membership to the Governance Committee which shall prepare a report to the Board recommending membership of all Standing Committees, Special Committees, the chair and the vice chair of the Audit and Risk Committee, the Finance Committee, and Employee Relations and Pensions Committees.
- (d) Where a vacancy arises on a Committee, the Board may fill the vacancy by following the procedures set forth in Section 15.6(a), (b) and (c) to fill the vacancy or, having regard to the length of the unexpired term of office of the vacated committee member and the business to be conducted by the Board, it may wait and fill the vacancy when the Standing Committees are next reconstituted.

## 15.7 Committee Regulations

The provisions of Sections 7.9, 7.10, 7.11, 7.17 and 7.18 and Articles 8 and 9 shall apply to meetings of Committees and all references therein to Board members, the Board, the Chair, the Secretary and similar Board terminology shall be deemed to be references to Committee members, the Committee chair, the secretary of the Committee and similar Committee terminology, *mutatis mutandis*. In addition, every Committee, unless otherwise specifically provided for in the By-Laws, or in the resolution of the Board by which it is constituted, shall be subject to the following regulations:

- (a) All members of Committees, other than ex-officio members of the Committee, shall hold office 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 may be convenient, but notwithstanding such vacancies, the remaining members of the Committee shall have authority to exercise the full powers of the Committee, providing that a quorum of such Committee remains in office.
- (b) Meetings shall be held at the call of the chair of the Committee, or, in his or her absence or inability or unwillingness to act, at the call of the vice chair of the Committee, or in case of the absence, inability, or unwillingness to act of both, may be held at the call of any two members of the Committee, and shall be held at such places and at such times as the Committee chair or vice chair or members of the Committee, respectively, may appoint.
- (c) Notice of the date, time and place of each meeting shall be sent by the secretary of the Committee to each member of the Board at his or her address as it appears in the records of the Board at least 48 hours before the time appointed for holding such meeting; provided that, for greater certainty, meetings of the Audit and Risk Committee and Negotiations Committee shall be open only to their respective members and those other individuals specifically invited to attend by such Committee. Each notice of meeting shall, whenever possible, be accompanied by the agenda for such meeting.
- (d) A meeting may also be held at any time and at any place within the Province of Ontario without notice, if all the members of the Committee are present and consent thereto, or if, either before or after the meeting is held, those absent signify in writing their consent to the meeting being held in their absence.
- (e) The chair of the Committee shall preside at meetings and, in his or her absence, the vice chair of the Committee shall preside. If both the chair and the vice chair of the Committee are absent, the members present shall appoint one of the members as acting chair to preside at the meeting.

- (f) One half of the members of a Committee shall constitute a quorum. Each member of a Committee, including, for greater certainty, ex-officio members, shall be entitled to vote.
- (g) A record shall be kept of the proceedings of every meeting of each Committee by the secretary of the Committee.
- (h) The Secretary of the Board shall act as secretary of each such Committee, or shall appoint a person to so act. Notice of all meetings shall be given only by the secretary of the Committee.
- (i) Meetings of Committees may take place by teleconference and votes cast by a member participating in the meeting by telephone have the same effect as votes cast by members present at the meeting.

## **Article 16**

### **THE GOVERNANCE COMMITTEE**

#### **16.1 Composition**

The Governance Committee shall be comprised of at least the following Board members: the Chair of the Board, the Vice Chair of the Board, the President, the chair of the Audit and Risk Committee, the chair of the Finance Committee, the chair of the Employee Relations and Pensions Committee and provided his or her constituency shall not be already represented by the chair of one of the said Committees, one member of the Board who is a member of the Alumni, one member of the Board who is a member of the Teaching Faculty, one member of the Board who is a member of the Administrative Staff, one member of the Board who is a Student and one member of the Board appointed to the Board under either Section 4(1)(b) or (g) of the *Toronto Metropolitan University Act*.

#### **16.2 Chair and Vice Chair**

The Board shall select Board members to serve as Chair and Vice Chair of the Governance Committee.

#### **16.3 Mandate**

The Governance Committee shall

- (a) consider, assess and recommend to the Board any necessary or desirable changes, deletions or additions in, from or to the By-Laws;
- (b) recommend to the Board appointments to the Board under articles 4 and 5 of the By-Laws;
- (c) recommend to the Board membership in Committees under article 15.3 of the By-Laws;

- (d) review and, from time to time, recommend changes and improvements in such other matters to enhance the governance practices of the Board, including, but not limited to, Board member recruitment, orientation, evaluations, succession-planning, education and Committee mandates and composition.

## **Article 17**

### **AUDIT AND RISK COMMITTEE**

#### **17.1 Composition**

The Audit and Risk Committee shall be comprised of the Chair and Vice Chair of the Board and up to five members appointed by the Board from among the members elected or appointed to the Board under Section 4(1)(b), (c) or (g) of the *Toronto Metropolitan University Act*. In accordance with Section 5(3) of the *Toronto Metropolitan University Act*, the President shall be excluded from Audit and Risk Committee membership but may attend meetings of the Audit and Risk Committee at the invitation of the Chair.

#### **17.2 Chair and Vice Chair**

The Board shall select the Board members to serve as Chair and Vice Chair of the Audit and Risk Committee in the manner contemplated by Section 15.6.

#### **17.3 Mandate**

The Audit and Risk Committee shall:

- (a) liaise with the University's external auditors to review annually, or more often as considered necessary or desirable, the terms of reference and results of the annual financial audit and recommend to the Board such revisions and improvements in procedures or practice as may from time to time appear warranted;
- (b) liaise with the University's internal auditors to review annually, or more often as considered necessary or desirable, the terms of reference and results of the internal audits and recommend to the Board such revisions and improvements in procedures or practice as may from time to time appear warranted; **and**
- (c) conduct an annual employee review and set compensation for the President and receive the annual reviews of the Provost and Vice President Academic, Vice President Administration and Operations, Vice President University Advancement and Alumni Relations, Vice President Research and Innovation and General Counsel and Secretary of the Board of the University conducted by the President and, upon the recommendations of the President, set their compensation, in each case, in accordance with such processes as have been approved by the Board from time to time;
- (d) receive periodic reports from management on significant enterprise-level risks, and oversee the University's risk management framework for identifying and

controlling those risks, and the implementation of risk management and mitigation plans;

(e) receive annually the reports from management on the levels of insurance and coverage, summary of material claims; and assess the adequacy of the University's insurance coverage; and

(e)(f) review periodically matters relating to legislative and regulatory compliance that fall within the purview of the Audit and Risk Committee, with a view to ensuring that management has strategies in place to protect the University from significant regulatory compliance risk.

## **Article 18**

### **EMPLOYEE RELATIONS AND PENSIONS COMMITTEE**

#### **18.1 Composition**

The Employee Relations and Pensions Committee shall be comprised of the Chair and Vice Chair of the Board, the President, at least two members of the Board appointed under either Section 4(1)(b) or (g) of the *Toronto Metropolitan University Act*, one member of the Board who is a member of the Alumni, one member of the Board who is a member of the Teaching Faculty, one member of the Board who is a member of the Administrative Staff and one member of the Board who is a Student.

#### **18.2 Chair and Vice Chair**

The Board shall select the Board members to serve as chair and vice chair of the Employee Relations and Pensions Committee in the manner contemplated by Section 15.6; provided that the President shall not be eligible to serve in either capacity.

#### **18.3 Mandate**

The Employee Relations and Pensions Committee shall review and, from time to time, recommend changes and improvements in the Retirement Pension Plan or make any decision or take any action related to the Plan as has been so delegated to that Committee by resolution of the Board, and shall consider and make recommendations to the Board on all matters respecting employee relations except negotiations.

#### **18.4 Delegation**

The delegation to the Employee Relations and Pensions Committee of the matters described in i) The Employee Relations and Pensions Committee Terms of Reference Regarding the Retirement Pension Plan; and ii) The Employee Relations and Pensions Committee Summary of Delegated Roles and Responsibilities in the Governance of the Retirement Pension Plan, is hereby confirmed.

## **Article 19**

### **FINANCE COMMITTEE**

#### **19.1 Composition**

The Finance Committee shall be comprised of the Chair of the Board, the Vice Chair of the Board, the President, at least two members of the Board appointed under either Section 4(1)(b) or (g) of the *Toronto Metropolitan University Act*, one member of the Board who is a member of the Alumni, one member of the Board who is a member of the Teaching Faculty, one member of the Board who is a member of the Administrative Staff and one member of the Board who is a Student.

#### **19.2 Chair and Vice Chair**

The Board shall select Board members to serve as chair and vice chair of the Finance Committee in the manner contemplated by Section 15.6; provided that the President shall not be eligible to serve in either capacity.

#### **19.3 Mandate**

The Finance Committee shall have responsibility to consider and make recommendations to the Board on all matters related to the fiscal policy, revenue and expenditures, physical plant and purchases of real and personal property of the University.

## **Article 20**

### **NEGOTIATIONS COMMITTEE**

#### **20.1 Composition**

The Negotiations Committee shall be comprised of the Chair of the Board, the Vice Chair of the Board, the President and four members of the Board, excluding individuals who are members of the Teaching Faculty or the Administrative Staff but including one member who is a Student.

#### **20.2 Chair and Vice Chair**

The individual holding the position of Chair shall be the Chair of the Negotiations Committee and the individual holding the position of Vice Chair shall be the Vice Chair of the Negotiations Committee.

#### **20.3 Mandate**

The Negotiations Committee shall establish negotiating parameters and guidelines respecting all matters to be negotiated on behalf of the Board in respect of any collective agreement to which the University, as employer, is or may become a party.



**Article 21**  
**PROTECTION OF MEMBERS AND OFFICERS OF THE UNIVERSITY**

**21.1 Limitation on Liability**

Except as otherwise provided in the Act, no Member of the Board or Officer of the University for the time being shall be liable for the acts, receipts, neglects or defaults of any other Member of the Board or officer of the University or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the University through the insufficiency or deficiency of title to any property acquired by the University or for or on behalf of the University or for 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 or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the University or for any loss, damage or misfortune which may happen in the execution of the duties of the Member of the Board's or Officer of the University's respective office or trust or in relation thereto unless the same shall happen by or through the Member of the Board's or Officer of the University's own wilful act, neglect or default.

**21.2 Indemnification**

Every member and Officer of the University shall be deemed to have assumed office on the express understanding and condition and with agreement on the part of the Board that every member and Officer of the University and his or her heirs, executors and administrators respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the University from and against:

- (a) all costs, charges and expenses whatsoever, including an award of damages, which such member or officer of the University sustains or incurs in or about any action, suit or proceeding which is threatened, brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the bona fide execution of the duties of his or her office; and
- (b) all other costs, charges and expenses sustained or incurred by him or her in or about or in relation to the bona fide execution of the duties of his or her office;

save and except such costs, charges or expenses, as are occasioned by his or her own wilful act, neglect, default, dishonesty or otherwise arising in bad faith.

### **21.3 Insurance**

Subject to the Act and all other relevant legislation, the University may purchase and maintain insurance for Board members and Officers of the University against any liability incurred by any Board member or Officer of the University, in the capacity as a Board member or Officer of the University, except where the liability relates to the person's failure to act honestly and in good faith with a view to the best interests of the University.

## **Article 22 CORPORATE SEAL**

### **22.1 Corporate Seal**

There shall be a Corporate Seal of the University, bearing the name of the University, an impression whereof is stamped hereunder. The seal shall be in the custody of the Secretary of the Board.

### **22.2 Academic Seal**

There shall be an academic seal of the University bearing the name of the University, an impression whereof is stamped hereunder. The academic seal shall be in the custody of the Registrar.

### **22.3 Arms and Crest**

The Arms and Crest, Supporters, and such Device or Badge as were assigned by the Garter, Clarenceux and Norroy and Ulster and recorded in the College of Arms, London, England in the year 1966 in response to representation on behalf of the University, shall be borne and used on seals or otherwise according to the Laws of Arms.

## **Article 23 EXECUTION OF DOCUMENTS**

### **23.1 Signatories**

Deeds, transfers, assignments, contracts, obligations, certificates and other documents (collectively "instruments"), may be signed on behalf of the University by any two Board members or Officers of the University, provided that they have been signed in accordance with any policy of the Board regarding the execution of instruments then in effect, and all instruments so signed shall be binding upon the University without any further authorization or formality. In addition, the Board may from time to time direct by resolution the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any signing officer of the University so authorized to sign instruments on behalf of the University may affix the corporate seal thereto.

### **23.2 Facsimile Signatures**

The signature of any individual authorized to sign on behalf of the University may, if specifically authorized by resolution of the Board, be written, printed, stamped, engraved, lithographed or otherwise mechanically reproduced. Any instrument so signed shall be as valid as if it had been signed manually, even if that individual has ceased to hold office when such instrument was so signed, issued or delivered, until revoked by resolution of the Board.

## **Article 24 BORROWING AND BANKING**

### **24.1 General Borrowing Powers**

The Board may from time to time:

- (a) borrow money on the credit of the University in such amounts, on such terms and from such persons, firms or corporations, including chartered banks, as may be determined by resolution of the Board;
- (b) make, draw and endorse promissory notes or bills of exchange;
- (c) hypothecate, pledge, charge or mortgage all or part of the property of the Board to secure any money so borrowed to fulfil the obligations incurred by it under any promissory note or bill of exchange signed, made, drawn or endorsed by it; and
- (d) issue bonds, debentures and obligations on such terms and conditions as the Board may by resolution decide and pledge or sell such bonds, debentures and obligations for such sums and at such prices as the Board may by resolution decide, and mortgage, charge, hypothecate or pledge all or any part of the property of the University to secure any such bonds, debentures and obligations.

The Board may by resolution give to Officers of the University all authority necessary for the purpose of any borrowing and the giving of security by the University, to such extent and in such manner as the Board may determine.

### **24.2 Banking**

The banking business of the University shall be transacted with such banks, trust companies or other firms or corporations as may, from time to time, be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may, from time to time, prescribe or authorize.

### **24.3 Authorization**

Cheques drawn on the bank, trust or other similar accounts of the University, drafts drawn or accepted by the University, promissory notes given by it, acceptances,

bills of exchange, orders for the payment of money and other instruments of a like nature, may be made, signed, drawn, accepted or endorsed, as the case may be, by any two of the following officers of the University, provided, however, that such officers of the University may not be the same person:

Chair  
Vice Chair  
President  
Provost and Vice President Academic  
Vice President Administration and Operations  
Secretary of the Board  
Chief Financial Officer

or by such officers of the University or persons as the Board may by resolution from time to time so authorize.

#### **24.4 Account Certification**

Cheques, promissory notes, bills of exchange, orders for the payment of money and other negotiable paper may be endorsed for deposit to the credit of the University's bank account by an Officer of the University, the University's Chief Financial Officer, or by such officers of the University, person or persons, as the Board may by resolution from time to time name for that purpose, or they may be endorsed "for collection" or "for deposit" by means of a stamp bearing the University's name. Any one of such officers of the University or persons so appointed may certify all accounts between the University and the University's bankers and may receive all paid cheques and vouchers and sign all the said banker's forms of settlement of balances and releases or verification slips.

### **Article 25 FISCAL YEAR AND AUDIT**

#### **25.1 Records and Audit**

The Board shall cause to be kept the books, records, accounts and all other supporting documentation and records necessary to discharge its responsibilities in accordance with the *Toronto Metropolitan University Act* and all other applicable legislation.

#### **25.2 Fiscal Year**

The fiscal year of the University shall end on the 30<sup>th</sup> of April in each year.

#### **25.3 Audit**

In accordance with the *Toronto Metropolitan University Act*, at each meeting designated as the Annual Meeting, the Board shall appoint an auditor or auditors for the then current fiscal year to examine the accounts and other supporting

evidence which such auditor or auditors may consider necessary to report to the Board on the financial position of the University as at the next April 30<sup>th</sup> and the results of the operation of the University for the year then ended.

#### **25.4 Annual Report**

The auditors' report and audited Statement of Revenue and Expenses for the year ended April 30<sup>th</sup> as approved by the Board, shall be filed with the Minister of the Province of Ontario responsible for universities, as required by the *Toronto Metropolitan University Act*.

### **Article 26 NOTICE**

#### **26.1 Notice**

Whenever notice is required to be given under the Act or this By-Law, notice shall be deemed to have been sufficiently given if sent in writing to the last known address of the addressee and delivered in person, sent by prepaid first class mail or sent by any electronic means of sending messages which produces a paper record to any person who has consented in writing to receive notice by such method, including electronic mail or facsimile transmission. Notice shall not be sent by mail if there is a general interruption of postal services in the place in which or to which it is mailed. Each notice so sent shall be deemed to have been received on the Business Day it was delivered or sent by electronic means or on the third Business Day after it was mailed.

#### **26.2 Undelivered Notices**

If any notice given to a Board member pursuant to Section 27.1 is returned on two consecutive occasions because such member cannot be found, the University shall not be required to give any further notice to such member until such member informs the University in writing of the member's address.

#### **26.3 Omission of Notice Does Not Invalidate Actions**

All actions taken at a meeting in respect of which a notice has been sent shall be valid even if:

- (a) by accident, notice was not sent to any person;
- (b) notice was not received by any person; or
- (c) there was an error in a notice that did not affect the substance of that notice.

#### **26.4 Computation of Time**

In computing the date when notice must be given under any provision requiring a specific number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

#### **26.5 Waiver of Notice**

Any Board member, officer of the University or auditor may waive any notice required to be given under any provision of the Act, the Letters Patent, the By-Laws or otherwise and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

### **Article 27**

#### **ENACTMENT, AMENDMENT OR REPEAL OF EXISTING BY-LAWS**

##### **27.1 Further Amendment**

Any By-Law including a By-Law which purports to amend or repeal a By-Law shall be effective only if enacted at a meeting of the Board at which at least two-thirds of the then Board members are present, and if notice of intention to present such a By-Law for consideration has been given at the next preceding meeting of the Board, and all members have been given notice of such intention.

##### **27.2 Repeal**

All By-Laws of the University enacted prior to the date hereof and heretofore in force are repealed.

##### **27.3 Conflict**

If any By-Law is, at any time, found to be in conflict with the *Toronto Metropolitan University Act* or the *Corporations Act* or applicable legislation, it shall, to the extent of such conflict, be disregarded in favour of the *Toronto Metropolitan University Act* or the *Corporations Act* or applicable legislation, as the case may be, and the Secretary of the Board shall, upon discovery, prepare, for consideration by the Board, a proposed amendment, alteration or repeal of the offending By-Law which shall have the effect of removing from the By-Law anything inconsistent with either such Act.



# **BY-LAW NO. 1**

## **being the**

## **GENERAL BY-LAWS**

## **OF**



### *Amendment Dates*

*March 31, 2003 General By-Law Review*

*March 29, 2004 Article 13.3 Procedure to Appoint President at end of Term*

*November 29, 2004 Article 10 (Appointment of the Chancellor);*

*Article 15(Committees);*

*Article 16.1 (Executive Committee);*

*Article 17.2(Audit Committee)*

*November 28, 2005 Article 15 and 21 –Removal of External Relations Committee*

*November 27, 2006 Article 17 – (Change in Composition of Audit Committee)*

*February 26, 2007 Article 6.3 (e) (Termination of the Board Membership at Age 75)*

*April 28, 2008 General By-Law Review*

*October 20, 2008 Rescinding of Special By-Law No. #1 - (Amendment #1)*

*April 26, 2010 Conflict of Interest*

*September 27, 2010 Article 13 President*

*April 25, 2011 Article 24.3 and 24.4 (Title Change)*

*August 17, 2015 Article 7.1 Regular Meetings*

*January 29, 2018 Articles 14.2, 18.4, 27.2 (Title Change and Removal of Reference to Special By-law No.#1)*

*November 29, 2021 Article 7 (Meetings of the Board), Article 8 (Declaration of Interest), Article 16 (Governance Committee), Article 22 (Corporate Seal), General By-Law Review*

*January 30, 2023 Replacement of Ryerson University with Toronto Metropolitan University, Article 3.4 (c) (Composition of Committee)*

*January 30, 2025 Replacement of Audit Committee with Audit and Risk Committee and broadening mandate, Articles 8.3(b), 13.5, 15.1, 15.6(c), 15.7(c) and 17; Toronto Metropolitan University Election Procedures Committee, Articles 3.4(a, c, e)*



## TABLE OF CONTENTS

<u>ARTICLE 1 INTERPRETATION</u>	<u>3</u>
<u>ARTICLE 2 COMPOSITION OF THE BOARD</u>	<u>5</u>
<u>ARTICLE 3 ELECTION TO THE BOARD OF ALUMNI, TEACHING FACULTY, ADMINISTRATIVE STAFF AND STUDENTS</u>	<u>5</u>
<u>ARTICLE 4 APPOINTMENT OF TWO BOARD MEMBERS BY THE BOARD</u>	<u>9</u>
<u>ARTICLE 5 APPOINTMENT OF NINE BOARD MEMBERS BY THE LIEUTENANT GOVERNOR IN COUNCIL</u>	<u>10</u>
<u>ARTICLE 6 TERMINATION OF BOARD MEMBERSHIP</u>	<u>11</u>
<u>ARTICLE 7 MEETINGS OF THE BOARD</u>	<u>12</u>
<u>ARTICLE 8 DECLARATION OF INTEREST</u>	<u>16</u>
<u>ARTICLE 9 CONFIDENTIALITY AT BOARD MEETINGS HELD IN CAMERA</u>	<u>19</u>
<u>ARTICLE 10 APPOINTMENT OF A CHANCELLOR</u>	<u>20</u>
<u>ARTICLE 11 CHAIR AND VICE CHAIR OF THE BOARD</u>	<u>21</u>
<u>ARTICLE 12 PROCEDURE FOR ELECTION OF CHAIR AND VICE CHAIR</u>	<u>24</u>
<u>ARTICLE 13 PRESIDENT</u>	<u>26</u>
<u>ARTICLE 14 OFFICERS OF THE UNIVERSITY</u>	<u>29</u>
<u>ARTICLE 15 COMMITTEES</u>	<u>30</u>
<u>ARTICLE 16 THE GOVERNANCE COMMITTEE</u>	<u>34</u>
<u>ARTICLE 17 AUDIT AND RISK COMMITTEE</u>	<u>35</u>
<u>ARTICLE 18 EMPLOYEE RELATIONS AND PENSIONS COMMITTEE</u>	<u>36</u>
<u>ARTICLE 19 FINANCE COMMITTEE</u>	<u>36</u>
<u>ARTICLE 20 NEGOTIATIONS COMMITTEE</u>	<u>37</u>
<u>ARTICLE 21 PROTECTION OF MEMBERS AND OFFICERS OF THE UNIVERSITY</u>	<u>37</u>
<u>ARTICLE 22 CORPORATE SEAL</u>	<u>39</u>
<u>ARTICLE 23 EXECUTION OF DOCUMENTS</u>	<u>39</u>
<u>ARTICLE 24 BORROWING AND BANKING</u>	<u>40</u>
<b>ARTICLE 25 FISCAL YEAR AND AUDIT</b>	<b>41</b>
<b>ARTICLE 26 NOTICE</b>	<b>42</b>
<u>ARTICLE 27 ENACTMENT, AMENDMENT OR REPEAL OF EXISTING BY-LAWS</u>	<u>43</u>

**BY-LAW NO. 1**  
**being the**  
**GENERAL BY-LAWS OF**



**ARTICLE 1**  
**INTERPRETATION**

**1.1 Defined Terms**

In these By-Laws the following terms shall have the following meanings:

“**Administrative Staff**” shall mean the full-time employees of the University who are not members of the Teaching Faculty; provided that an individual shall only be considered to be a full-time employee for the purposes of this definition if he or she is serving in a regular capacity on a continuing basis.

“**Alumni**” shall mean the persons who have received degrees, diplomas or certificates from Ryerson Institute of Technology, Ryerson Polytechnical Institute, Ryerson Polytechnic University, Ryerson University or Toronto Metropolitan University and who are no longer registered as students.

“**Board Appointees**” shall mean those individuals appointed to the Board in the manner contemplated by Article 4.

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

“**Business Day**” shall mean any day of the week other than a Saturday or a Sunday or a day, which is a civic or statutory holiday in the City of Toronto.

“**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 “**Vice Chair**” shall mean the Vice Chair of the Board of Governors and, where the context permits, the words “Chair” or “Chair of the Board” shall

include the Vice Chair or other members of the Board when acting as Chair of the Board.

“**Chancellor**” shall mean the Chancellor of Toronto Metropolitan University.

“**Committee of the Board**” or “**Committee**” shall mean a Committee of the Board appointed by By-Law or resolution of the Board in accordance with the provisions of the *Toronto Metropolitan University Act*.

“**Corporate Seal**” shall mean the corporate seal of Toronto Metropolitan University.

“**Corporations Act**” shall mean the *Corporations Act* (Ontario) R.S.O. 1990, c. C.38, the regulations enacted pursuant to it and any statutes and regulations that may be substituted for them, as amended from time to time.

“**LGIC Appointees**” shall mean those individuals appointed to the Board in the manner contemplated by Article 5.

“**Officer of the University**” shall mean any one of the Chair, Vice Chair, President and Vice Chancellor, Provost and Vice President Academic, Vice President Administration and Operations, Secretary of the Board, and such other person or persons as shall be appointed by the Board pursuant to Section 14.4.

“**President**” shall mean the President of Toronto Metropolitan University.

“**Rules of Order**” shall have the meaning ascribed thereto in Section 7.17.

“**University**” shall mean Toronto Metropolitan University.

“***Toronto Metropolitan University Act***” shall mean the *Toronto Metropolitan University Act, 1977* and all statutory modifications thereof for the time being in force.

“**Secretary**” or “**Secretary of the Board**” shall mean the Secretary of the Board of Governors.

“**Students**” shall mean persons who are registered as such in a program or course of study at the University that leads to a degree, diploma or certificate of the University.

“**Teaching Faculty**” shall mean the full-time employees of the University whose principal duty is the performance of the teaching function or research function of the University, including the employees holding the offices of Dean, Chair, Assistant Chair or Associate Chair of a department, or Academic Director; provided that an individual shall only be considered to be a full-time employee for the purposes of this definition if he or she is a regular faculty member or probationer.

## **1.2 Interpretation**

In this By-Law 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 this By-Law and the division into sections and subsections are for convenience of reference only and shall not affect the interpretation of this By-Law. References to an Article or Section refer to the applicable article or section of this By-Law. The word "**including**" means "including without limitation" and shall not be deemed to limit any words which follow it to the specific words which precede it.

## **Article 2 COMPOSITION OF THE BOARD**

### **2.1 Composition**

The Board shall consist of the President, the Chancellor, the Board Appointees, the LGIC Appointees and those members of the Alumni, Teaching Faculty, Administrative Staff and Students appointed or elected in the manner contemplated by the *Toronto Metropolitan University Act* and as hereinafter prescribed.

### **2.2 Vacancies**

Notwithstanding any vacancy on the Board, as long as a quorum of the Board, as defined in Section 4(9) of the *Toronto Metropolitan University Act*, remains in office, the Board is competent to exercise all and any of its powers.

### **2.3 No Remuneration**

The members of the Board shall receive no remuneration for acting as such. The Board may authorize payment to a member for travelling and other expenses in connection with Board business.

## **Article 3 ELECTION TO THE BOARD OF ALUMNI, TEACHING FACULTY, ADMINISTRATIVE STAFF AND STUDENTS**

### **3.1 Number**

Each constituency set forth below shall have the right to elect to the Board the following number of persons:

- (a) Alumni: Three members, each of whom shall hold office for a three year term; one of whom shall be elected annually;

- (b) Teaching Faculty: Three members, each of whom shall hold office for a two year term; two of whom shall be elected in each odd numbered year and one of whom shall be elected in each even numbered year;
- (c) Administrative Staff: Two members, each of whom shall hold office for a two year term; one of whom shall be elected annually; and
- (d) Students: Three Students, each of whom shall hold office for a one year term; all of whom shall be elected annually.

### **3.2 Term of Office**

The term of office for Alumni, Teaching Faculty, Administrative Staff and Student members elected to the Board pursuant to Section 3.1 shall be for the respective periods specified in Section 3.1 and shall commence on the 1<sup>st</sup> day of September immediately following the date of his or her election as such.

### **3.3 Date and Time of Election**

Subject to the provisions of Section 3.7, an election shall be held on campus in the spring of each year for the election to the Board of those Alumni, Teaching Faculty, Administrative Staff and Student members to be elected pursuant to Section 3.1.

### **3.4 Toronto Metropolitan University Election Procedures Committee**

#### **(a) Formation and Composition**

Prior to December 31 in each year, a committee to be known as the Toronto Metropolitan University Election Procedures Committee shall be struck by the Secretary which shall, save and except where it is otherwise herein provided, have responsibility and authority for: (i) conducting the election to be held in the next following year to elect the Board members to be elected pursuant to Section 3.1 (each such election, in this Article 3, the “Election”); (ii) appointing a Returning Officer for the Election, (iii) determining the period of time during which nominations may be received in respect of the Election and accepting all nominations duly received and submitted; (iv) determining and publishing the necessary forms, information and regulations for the Election; (v) determining those elected and the order of standing of candidates in the Election; (vi) executing all related matters necessary for the proper conduct of the Election; and determine any dispute as to eligibility to hold office or vote in any election for membership on the Board of Governors under article 3 of the By-Laws.

#### **(b) Funds**

Funds for the purpose of conducting the Election shall be provided for in the operating budget of the University and shall be made available to the Toronto Metropolitan University Election Procedures Committee on approval by the

Secretary of the Board of recommendations for expenditures made by the Committee.

(c) **Composition of Committee**

Each Toronto Metropolitan University Election Procedures Committee struck from time to time shall be composed of the Secretary of the Board, who shall act as Chair; representative from the Office of the General Counsel and Board Secretariat, who shall act as Secretary of the Committee; one member of the Alumni designated by the University's Director of Alumni Affairs; one member of the Teaching Faculty nominated by the Toronto Metropolitan Faculty Association; one member of the Administrative Staff nominated by the Management and Confidential Group or by the Ontario Public Service Employees Union or by the Canadian Union of Public Employees, on a rotation basis; one Student nominated by the Toronto Metropolitan Association of Part-Time Students; one Student nominated by the Toronto Metropolitan Students' Union; and one Student nominated by the Toronto Metropolitan Graduate Students' Union.

(d) **Qualification for Appointment to Committee**

To ensure impartiality in the conduct of the Election, as a condition of appointment to the Toronto Metropolitan University Election Procedures Committee, each person so appointed must agree not to be a candidate for election to the Board in the Election, not to actively support, or make known support for any candidate in the Election and to refrain from active participation in any related matter.

(e) **Term of Appointment to Committee**

With the exception of the Secretary of the Board and the representative from the Office of the General Counsel and Board Secretariat, who are permanent members of the Committee, members of each Toronto Metropolitan University Election Procedures Committee shall serve a two-year term renewable once.

(f) **Report to the Board**

Not later than four weeks after the Election, the Toronto Metropolitan Election Procedures Committee shall make a report to the Board on matters related to the Election including the names of those declared elected by the Returning Officer.

### **3.5 Voter Eligibility**

(a) **Alumni**

All members of the Alumni shall be eligible to vote for the Board member to be elected in the Election pursuant to Section 3.1(a).

(b) **Teaching Faculty**

The University's Human Resources shall, not later than four weeks prior to the date of the Election, provide the Toronto Metropolitan University Election Procedures Committee with a list of all individuals who are members of the Teaching Faculty 30 days immediately prior to the date of the Election. All persons included on such list shall be eligible to vote for the Board members to be elected in the Election pursuant to Section 3.1(b).

(c) **Administrative Staff**

The University's Human Resources shall, not later than four weeks prior to the date of the Election, provide the Toronto Metropolitan University Election Procedures Committee with a list of all individuals who are members of the Administrative Staff 30 days immediately prior to the date of the Election. All persons included on such list shall be eligible to vote for the Board members to be elected in the Election pursuant to Section 3.1(c).

(d) **Students**

The University's Registrar shall, not later than four weeks prior to the date of the Election, provide the Toronto Metropolitan University Election Procedures Committee with a list of all individuals who are Students 30 days immediately prior to the date of the Election. All persons included on such list shall be eligible to vote for the Board members to be elected in the Election pursuant to Section 3.1(d).

### **3.6 Candidate Eligibility**

An individual shall be eligible to stand as a candidate to represent the Alumni, Teaching Faculty, Administrative Staff or Students on the Board, only if he or she, in the case of an individual who has agreed to stand for election pursuant to:

- (a) Section 3.1(a) (Alumni), is a member of the Alumni, is not an employee of the University, is eighteen or more years of age and has been nominated in writing by two other members of the Alumni;
- (b) Section 3.1(b) (Teaching Faculty), is a member of the Teaching Faculty, is eighteen or more years of age and has been nominated in writing by two other members of the Teaching Faculty;
- (c) Section 3.1(c) (Administrative Staff), is a member of the Administrative Staff, is eighteen or more years of age and has been nominated in writing by two other members of the Administrative Staff; and
- (d) Section 3.1(d) (Students) is a Student, whether or not eighteen years of age or older and has been nominated in writing by two other Students.

### **3.7 Special Nominations and Voting Provisions for Alumni**

- (a) Notice that nominations for election of Alumni to the Board are open, of the date of closure of nominations and of the nominating procedures shall be provided to Alumni by the Toronto Metropolitan University Election Procedures Committee not sooner than 160 days and not later than 120 days prior to the Election, via the Toronto Metropolitan University Alumni Magazine or such other method of providing notice as is likely to be delivered to all or substantially all Alumni for whom the University has a current address, or any combination of such methods.
- (b) The Alumni ballot and voting procedures shall be provided via the Toronto Metropolitan University Alumni Magazine, on request by mail to any Alumni who so requests, by such other method as is likely to provide for the participation in a confidential manner of all Alumni entitled to receive the notice contemplated by Section 3.7(a), or any combination of such methods.
- (c) The date of close of nominations for election of Alumni to the Board shall be determined annually by the Toronto Metropolitan University Election Procedures Committee.

### **3.8 General Provisions Relating to Elections**

#### **(a) Tie Vote**

In the event of any tie vote for any office being filled pursuant to this Article 3, a recount shall be held within seven days of the Election at a time and place and in a manner prescribed by the Toronto Metropolitan University Election Procedures Committee. In the event that the recount confirms the tie vote, a single deciding vote shall be cast by the Returning Officer for that candidate whose name appears on the piece of paper pulled by the Returning Officer from a hat containing one piece of paper for each candidate who is tied with one or more other candidates for first place in such Election.

#### **(b) Filling of Vacancies**

In the event that a vacancy arises in respect of a Board position filled pursuant to this Article 3 (other than a vacancy which arises at the expiry of a Board member's term of office) and the Board determines, having regard to the length of the unexpired term of such office, to fill such vacancy, the vacancy shall be filled by the candidate who received the next highest number of votes for such position in the immediately preceding Election, unless the Board deems it inappropriate to do so, in which case the vacancy shall be filled in such other manner as determined by the Board to be in the best interests of the University. The person so elected or appointed shall serve the unexpired remainder of the term of the departed Board member. If a by-election is held pursuant to this Section 3.8(b), it shall be administered and overseen by the then constituted Toronto Metropolitan University Election Procedures Committee based on procedures established by



them; provided that such procedures shall conform to the greatest extent practicable with the procedures prescribed for Elections by this Article 3.

#### **Article 4**

### **APPOINTMENT OF TWO BOARD MEMBERS BY THE BOARD**

#### **4.1 Appointment**

The manner and procedure whereby the Board shall appoint two of its members as required by Section 4(1)(g) of the *Toronto Metropolitan University Act* shall be as follows:

- (a) At a regular meeting of the Board preceding the expiration of the three-year term for which an incumbent was appointed, the Chair shall advise the Board of such upcoming vacancy and ask Board members to advise the Governance Committee of individuals whom they believe would be appropriate to fill such vacancy.
- (b) The Governance Committee will consider all such advice and based thereon or on additional advice will solicit candidates for appointment in a manner determined by the Governance Committee.
- (c) As soon as reasonably practicable thereafter, the Governance Committee will present for approval by the Board one or more nominees to fill such vacancy. Such proceedings shall be held *in camera*.
- (d) The appointment of a member pursuant to this Article 4 shall take effect on the later of:
  - (i) the day following the expiry of the term of the Board member whom the newly appointed member is replacing; and
  - (ii) the day upon which such member's appointment is approved by the Board.

Such member shall continue to hold office as a Board member for a three year term.

#### **4.2 Vacancy**

In the event that a vacancy arises in respect of a Board position filled pursuant to Section 4(1)(g) of the *Toronto Metropolitan University Act* (other than a vacancy which arises at the expiry of a Board member's term of office), and the Board determines, having regard to the length of the unexpired term of such office, to fill such vacancy, the vacancy shall be filled in the manner contemplated by Section 4.1., but the procedures contemplated thereby shall be commenced at the first Board meeting following the creation of such vacancy or if it is publicly known that such a vacancy will arise, at the first Board meeting after it is so known. The individual appointed shall serve the unexpired remainder of the term of the departed Board member.

**Article 5**  
**APPOINTMENT OF NINE BOARD MEMBERS BY THE LIEUTENANT GOVERNOR**  
**IN COUNCIL**

**5.1 Appointment**

The manner and procedure whereby the Board shall recommend to the Lieutenant Governor in Council those nine individuals to be appointed to the Board pursuant to Section 4(1)(b) of the *Toronto Metropolitan University Act* shall be as follows:

- (a) At a regular meeting of the Board held at least six months preceding the expiration of the three-year term for which an incumbent was appointed pursuant to Section 4(1)(b) of the *Toronto Metropolitan University Act*, the Chair shall advise the Board of such upcoming vacancy and ask Board members to advise the Governance Committee of individuals who they believe would be appropriate to fill such vacancy.
- (b) The Governance Committee will consider all such advice and based thereon or on additional advice, will solicit candidates for appointment in a manner determined by the Governance Committee.
- (c) As soon as possible thereafter, the Governance Committee will present for approval by the Board one or more nominees to recommend to the Lieutenant Governor in Council to fill such vacancy; provided that if the Governance Committee determines that it must make such recommendation before the Board's next regularly scheduled meeting, it shall instruct the Secretary to send a ballot on the matter to all Board members together with a request that each ballot be marked and returned to the Secretary by a specified date. So long as the individual whom the Governance Committee proposes to recommend is so approved by more than 50% of the members of the Board, the Secretary shall have the power and the authority to forward the name of such individual to the Lieutenant Governor in Council pursuant to Section 5.1(d), for and on behalf of the Board. Such proceedings shall be held *in camera*.
- (d) The name of each individual so approved shall be forwarded to the Lieutenant Governor in Council by the Secretary for consideration in the exercise of its right to appoint Board members pursuant to Section 4(1)(b) of the *Toronto Metropolitan University Act*.
- (e) Each Board member appointed pursuant to Section 4(1)(b) of the *Toronto Metropolitan University Act* shall continue to hold office as a Board member for a term expiring on the third anniversary of his or her appointment.

**5.2 Vacancy**

In the event that a vacancy arises in respect of a Board position filled pursuant to Section 4(1)(b) of the *Toronto Metropolitan University Act* (other than a vacancy which arises at the expiry of a Board member's term of office) the procedures set

forth in Section 5.1 shall be followed. The individual so appointed shall serve the unexpired remainder of the term of the departed Board member unless his or her appointment is revoked earlier by the Lieutenant Governor in Council.

## **Article 6**

### **TERMINATION OF BOARD MEMBERSHIP**

#### **6.1 Automatic Termination**

As provided in the *Toronto Metropolitan University Act*, a Board member ceases to hold office as a member of the Board when he or she ceases to be eligible for appointment or election to the Board.

#### **6.2 Resignation or Declaration of Vacancy**

In addition, the membership of a member of the Board is vacated when such member resigns as a member of the Board or the Board declares such membership in the Board vacant.

#### **6.3 Termination by Board**

The Board shall have the right in its sole and absolute discretion to declare a Board member's membership on the Board vacant where such member:

- (a) becomes incapable of acting as a member;
- (b) has not acted honestly, in good faith or in the best interests of the University, or any part thereof;
- (c) within any previous 12 month period fails to contribute significantly in the estimation of the Board to the work of the Board and/or its Committees;
- (d) does not respect the principles of confidentiality as set out in Article 9;
- (e) has over the course of any 12 month period, attended less than 50 percent of the regular meetings of the Board or committees of the Board of which he or she is a member; or
- (f) in the case of a member elected pursuant to Article 3, such Board member ceases to qualify as a member of the Alumni, the Administrative Staff, the Teaching Faculty or as a Student, as the case may be.

#### **6.4 Term Limits**

As contemplated by Section 4(4) of the *Toronto Metropolitan University Act*, no individual shall be eligible to hold office for more than three consecutive terms (without a minimum one year's absence between any such terms); provided that in calculating the number of consecutive terms an individual has served as a

Board member, the period of time during which such individual served the unexpired portion of a predecessor's term as a Board member, if any, shall not be counted.

## **Article 7**

### **MEETINGS OF THE BOARD**

#### **7.1 Regular Meetings**

A regular meeting of the Board shall be held in at least six of the twelve months of the year, on dates as so determined by the Secretary.

#### **7.2 Notice of Regular Meetings**

Notice in writing of the date, time and place of each meeting shall be sent to each member of the Board, addressed to such member at his or her address as it appears in the records of the Board at least ten days but not more than fifty days before the time appointed for holding such meeting.

#### **7.3 Special Meetings**

A special meeting of the Board shall be convened by the Secretary when so requested by the Chair or the President or in writing by any ten members of the Board constituting a quorum for a meeting of the Board.

#### **7.4 Notice of Special Meetings**

Notice of each special meeting shall be sent to each Board member not less than three days before the meeting is to take place. Any notice concerning a special meeting shall indicate at whose request the meeting is being convened.

#### **7.5 Omission of or Irregularities in Notice of Meetings**

Notice of all meetings, whether regular or special, shall be given only by the Secretary or in his or her absence by a person appointed by the Secretary to act in that capacity. The accidental omission to give notice of a meeting to any member of the Board, or any accidental irregularity in connection with the giving of notice, shall not invalidate the proceedings at the meeting. Notwithstanding the provisions of Sections 7.2 and 7.4, a regular meeting or a special meeting may take place without the requisite notice having been provided to Board members if all the members are present or if either before or after the meeting, those absent from the meeting signify in writing their consent to the meeting being held in their absence.

#### **7.6 Annual Meeting**

The meeting of the Board at which the audited annual financial statements are presented, approved and the signing of the balance sheet authorized shall be

designated as the Annual Meeting, which meeting shall take place not later than September 30<sup>th</sup> in each year.

#### **7.7 Quorum**

A quorum of the Board shall consist of ten members present in person at least one-half of whom shall be members of the Board appointed or elected under Sections 4(1)(b), (c) and (g) of the *Toronto Metropolitan University Act*.

#### **7.8 Votes to Govern**

Except as otherwise specifically contemplated by the *Toronto Metropolitan University Act*, the *Corporations Act*, the By-Laws or the Rules of Order, and all applicable legislation, at all meetings of the Board, every question shall be voted on and decided by a simple majority of the votes of the Board members entitled to vote thereon present in person. In the case of an equality of votes, the Chair shall not have a second or casting vote and the question shall be deemed to be decided in the negative.

#### **7.9 Show of Hands**

Unless a Board member entitled to vote demands a ballot, each motion shall be voted upon by a show of hands. Upon a show of hands, each Board member entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, a declaration by the Chair that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the members upon the said question; provided that nothing herein shall prevent a roll call vote being called for, taken, and the results thereof recorded in the minutes on a matter which would otherwise be voted on by a show of hands, so long as such procedure is called by a Board member, for prior to the vote by show of hands and otherwise in accordance with the rules of order governing the meeting.

#### **7.10 Vote By Ballot**

Prior to the Chair calling for a vote on a question, a Board member entitled to vote may demand a vote by ballot. A vote by ballot so demanded shall be taken in such manner as the Chair shall direct. A demand for a vote by ballot may be withdrawn at any time prior to the taking of the vote by ballot. Upon a vote by ballot, each member entitled to vote, present in person shall have one vote and the result of the vote by ballot shall be the decision of the members upon the said question.

### **7.11 Resolutions in Writing**

A resolution signed by all of the Board members entitled to vote is as valid and effective as if passed at a meeting of the Board members duly called, constituted and held for that purpose. Resolutions in writing may be signed in counterparts and resolutions in writing signed by one or more members entitled to vote and transmitted by facsimile or electronic mail to the Secretary shall be deemed to be duly signed by such members.

### **7.12 Order of Business**

The order of business at regular meetings of the Board shall be as follows:

- (a) Introduction
  - (i) Approval of Agenda (other than the *in camera* portion)
  - (ii) Approval of Minutes
  - (iii) Business Arising from the Minutes
  - (iv) Report from the President
  - (v) Report from one or more of the Officers.
- (b) Discussion Items
  - (i) Committee reports and recommendations
  - (ii) New Business
  - (iii) Other Business

### **7.13 Required Notice for Inclusion of Items in the Agenda**

All written material for inclusion in the agenda for regular meetings of the Board (including administrative reports and statements for approval) shall be delivered to the Secretary of the Board at least fifteen full Business Days prior to the day of the meeting at which they are to be presented and, unless the Chair otherwise consents, only written material which has been so delivered shall be referred to on the agenda.

### **7.14 Introduction of New Matter Without Notice**

Unless the requirements of Section 7.13 are observed, no new matter, other than one of privilege or the submission of a petition, shall be dealt with at any regular meeting of the Board unless the introduction of such new matter shall be approved by a simple majority of the votes cast by the members present.

#### **7.15 Record of Proceedings**

A record of the proceedings of all meetings of the Board shall be kept by the Secretary in a book or books provided for that purpose and the minutes of every such meeting shall be submitted at the next meeting of the Board, and after adoption by the Board the minutes, signed by the Chair of the meeting to which the minutes relate or by the Chair of the next succeeding meeting, shall be open to the inspection by any member of the Board at any time during regular office hours in the office of the Secretary of the Board.

#### **7.16 Supporting Documents**

In the interest of full recording and accuracy of the minutes of meetings for subsequent review of decisions in the light of circumstances existing at the time, all presentations to the Board shall, whenever possible, be in writing and accompanied by relevant supporting documentation.

#### **7.17 Rules of Order**

Each meeting of the Board shall be governed by *Bourinot's Rules of Order* or such other rules of order as have then most recently been adopted by the Board (the “**Rules of Order**”); provided that, in the event of a conflict between such Rules of Order and one or more provisions of the *Corporations Act*, the *Toronto Metropolitan University Act* or the By-Laws, or applicable legislation, the provisions of the *Corporations Act*, the *Toronto Metropolitan University Act* or the By-Laws or applicable legislation shall prevail.

#### **7.18 Conduct of Meetings**

- (a) The Chair shall preserve order and decorum at all meetings of the Board. Any person admitted to a meeting of the Board who, in the opinion of the Chair, misconducts himself or herself must withdraw from the meeting at the order of the Chair; provided that, for greater certainty, such order shall be considered to be a ruling by the Chair on a point of order and may be challenged in the manner contemplated by the Rules of Order. In the event that such a person refuses to withdraw, the Chair has the power to declare a short recess or to adjourn the meeting and may declare that the continuation of the recessed or adjourned meeting shall be *in camera*.
- (b) Subject to limitations of space, meetings of the Board shall be open to attendance by the public except during *in camera* sessions so designated for the consideration of confidential business, such as matters concerning personnel, finance, acquisition or disposal of property and other confidential matters of the University, the disclosure of which might be prejudicial to an individual or to the best interests of the University. *In camera* sessions shall be open only to Board members and other persons invited to attend by the Chair.

- (c) Spectators (including representatives of the media) shall not be permitted to disturb the conduct of a meeting in any way, or, without the consent of the Chair (but subject in any event to the provisions of Section 7.18(a)), to bring placards or signs into the room in which the Board is meeting.
- (d) For greater certainty, only Board members will have the right to vote and speak at Board meetings although others present at such meetings in accordance with this Section 7.18 shall be allowed to speak with the consent of the Board.

## **Article 8**

### **DECLARATION OF INTEREST**

#### **8.1 Definitions**

For the purposes of this Article 8

- (a) “Conflict of Interest” A Conflict of Interest arises where (i) a member of the Board has or could be perceived to have the opportunity to use the authority, knowledge, or influence derived from his or her position for his or her own benefit, or the benefit of a member of his or her immediate family; or (ii) where the interests of a member of the Board may be, or may be perceived as being, incompatible with the interests of the University.
- (b) “Partners” two persons are partners if they have lived together for at least one year and have a close personal relationship that is of primary importance in both persons’ lives; and
- (c) “Relatives” two persons are relatives if they are related by blood, marriage or adoption.

#### **8.2 Conflict of Interest Examples**

Without restricting the generality of the foregoing definition and solely in order to illustrate kinds of Conflicts of Interest that may arise in the context of the University, the following are or may be considered Conflicts of Interest:

- (a) having a personal interest either directly or indirectly in the outcome of deliberations of the Board;
- (b) having a personal interest, either directly or indirectly, or being a party to a contract, transaction, or proposed contract to be entered into by the University;
- (c) being a member of the Board of Directors or senior management of a corporation, institution or body, whether public or private, which is a party to a contract, transaction, or proposed contract to be entered into by the University;
- (d) being a member of the Board of Directors or senior management of a corporation, institution or body, whether public or private, whose interests may be in



competition with those of the University;

- (e) accepting gifts , gratuities or favours from a firm or corporation engaged in or wishing to engage in transactions with the University, except in the case of customary gifts of a purely nominal value; and
- (f) seeking employment with the University for oneself, a partner or relative.

### **8.3 Conflict of Interest Procedures**

- (a) Board members who are considering engaging in activities that may represent a Conflict of Interest with respect to their role on the Board of Governors must seek approval from the Board Chair prior to engaging in such activities.
- (b) In the event that it is uncertain whether a matter is a Conflict of Interest the Secretary shall convoke a committee, comprised of the Chair of the Board of Governors or designate, the Chair of the Audit and Risk Committee and the Secretary, to consider the matter. The committee shall determine what, if any, action should be taken by the member or by the Board, in order to deal with the matter.
- (c) A member of the Board who has or believes he or she has a Conflict of Interest shall:
  - i. Declare to the Chair of the Board or the Secretary of the Board the Conflict of Interest as soon as possible, and no later than the meeting at which the matter is being considered, if applicable;
  - ii. Refrain from taking part in any discussion or decision related to the matter, in the case of financial Conflict of Interest;
  - iii. Participate in the discussion and vote on the matter in the case of a non-financial Conflict of Interest, unless two-thirds of the Board members who have not declared such an interest decide otherwise;
  - iv. Withdraw from the Board meeting at which the matter is being discussed if required to do so by a majority of the members of the Board present at the meeting, or if the member in his or her discretion wishes to do so.
- (d) The Secretary shall note in the minutes the declaration of interest and the refrain, participation, withdrawal, or recusal of the Board member.

### **8.4 Failure to Declare a Conflict**

If a Board member fails to declare a Conflict of Interest where there is a perceived conflict the Board Chair or Vice Chair will bring the matter to the board member's attention. The Chair may ask that the board member declare the Conflict of Interest and/or absent him/herself from the discussion and/or refrain from voting on the matter which elicited the Conflict of Interest. The Chair may

also request full disclosure in writing of the Board member's relevant interests and/or an explanation that no Conflict of Interest exists.

#### **8.5 Effect of Disclosure**

A member of the Board who has declared his or her interest in a contract or transaction or a proposed contract or transaction and who has not voted in respect thereof, shall not be accountable to the University, or its creditors, for any profit realized from the contract and the contract is not voidable by reason only of such member holding that office or of the fiduciary relationship established thereby.

#### **8.6 Gifts**

If a member of the Board or an Officer of the University receives a gift in his or her capacity as such, with a value greater than \$250.00, he or she shall either return the gift or make it over to the University; provided that the foregoing shall not apply to:

- (a) gifts presented from the Board or the University or any organization of the University;
- (b) hospitality extended between all or some of such Board members and officers of the University; or
- (c) hospitality approved by the President (in the case of hospitality extended to an Officer of the University other than the President) or by the Chair (in the case of hospitality extended to a Board Member including the President), or the Vice Chair, in the case of hospitality extended to the Chair)

#### **8.7 Business Dealings with Toronto Metropolitan University**

Board members shall inform the Secretary annually of direct or indirect business dealings with Toronto Metropolitan University.

### **Article 9**

#### **CONFIDENTIALITY AT BOARD MEETINGS HELD IN CAMERA**

##### **9.1 Adoption of Confidential Agenda**

The first item of business in the *in camera* session of any meeting of the Board shall be a ruling by the Chair that all matters described on the *in camera* agenda are appropriate to be discussed *in camera*. Any member of the Board shall be free to challenge the ruling of the Chair on such a matter, in accordance with the Rules of Order; provided that any discussion of that matter will be of a general nature and shall not disclose any confidential matters. In the event that the Board overrules the Chair on such matter, the matter may be dealt with at the same meeting of the Board in a general session or at a subsequent general meeting of the Board or withdrawn, as the Chair directs.

## **9.2 Language to be Read**

Following the ruling of the Chair referred to in Section 9.1 and the completion of any vote resulting therefrom, and provided that there continue to be matters to be discussed in the *in camera* session, the Chair shall remind those present of their obligations in respect to confidentiality, by reading the following conditions:

“Attendees are reminded that discussions entered into and the decisions made during this *in camera* session are carried out in confidence and are not to be repeated or discussed outside the room in which the Board is meeting except with others who are in attendance at this *in camera* session and who agree to abide by these conditions or as otherwise provided in these conditions.

Any written material provided for this *in camera* session will be retained in confidence afterwards, or at my discretion be required to be returned to the Secretary at the end of the meeting.

Decisions reached during this *in camera* session which are to be announced after the meeting will be made public by the Chair or such other individual as is designated by the Chair, by official announcement or press release only and such publication does not free members of the obligation to hold in confidence the discussions which took place in this *in camera* session or the material involved.

Any person present who does not agree to abide by these conditions is asked to leave the meeting room at this time. The continued presence of a member or others in the room during the discussion at this *in camera* session shall indicate acceptance of these conditions.”

## **9.3 Failure to Leave Meeting**

Should anyone present declare an intention of non-compliance with the conditions of confidentiality and refuse to leave the room when requested to do so, the Chair shall, subject to a resolution of the Board supported by a majority vote: (i) inform the offending individual that, pending assurance to the effect that henceforth such individual shall abide by the rules of the Board in respect to the confidentiality of information, such individual shall be barred from attendance at any meeting of the Board at which business of a confidential nature will be dealt with and shall not be sent any notices or material in respect to them; or (ii) adjourn the meeting, after having informed Board members that it will be reconvened at a time and place of which the offending individual will not be notified. For greater certainty, the provisions of this Section 9.3 shall apply equally to Board members and non-Board members.

#### **9.4 Confidentiality of *In Camera* Session**

Members of the Board shall observe strictly the confidential nature of business dealt with in *in camera* sessions and it shall be their responsibility to ensure that such information is not divulged to or discussed with anyone except as provided for in the conditions set out in Section 9.2.

### **Article 10 APPOINTMENT OF A CHANCELLOR**

#### **10.1 Chancellor**

In accordance with the provisions of the *Toronto Metropolitan University Act*, the University shall have a Chancellor who will be an ex-officio member of the Board but who will not be the President. The Chancellor shall be the titular head of the University and shall confer all degrees, honorary degrees, diplomas and certificates. In addition, the Chancellor shall perform such other duties which the Chancellor has agreed to perform.

#### **10.2 Term of Office**

The Chancellor shall be appointed for a term and until his or her successor is appointed. The term of office of the Chancellor shall be three years. An individual holding the Office of Chancellor may be appointed to a second consecutive term.

#### **10.3 Procedure to Select a New Chancellor**

In order to select a new Chancellor, the Chair shall strike a Search Committee with a mandate to identify individuals to serve as Chancellor and to recommend to the Board for appointment one or more such individuals. The Search Committee will be comprised of:

- (a) the President, who shall chair the Committee;
- (b) three members of the Board, appointed by the Board; and
- (c) three members of the Senate, appointed by the Senate.

#### **10.4 Commencement of Term of Office**

The appointment of a new Chancellor will take effect upon a date determined by the Board.

#### **10.5 Vacancy Prior to End of Term**

In the event that a vacancy arises in the office of the Chancellor prior to the expiry of the individual's term of office (due to resignation, death or removal of the

individual holding the office of Chancellor or for any other reason), the Board shall fill such vacancy in the manner contemplated by Section 10.3 but the process shall commence at the first Board meeting following the creation of the vacancy or if it is publicly known that a vacancy will arise, at the first Board meeting after it is so known.

#### **10.6 Vice Chancellor**

The President is, by virtue of his or her office, the Vice Chancellor of the University and, in the absence of the Chancellor or when that office is vacant, the Vice Chancellor shall act in the Chancellor's place.

### **Article 11 CHAIR AND VICE CHAIR OF THE BOARD**

#### **11.1 Chair and Vice Chair**

- (a) The Board shall elect a Chair from among the members appointed or elected under Sections 4(1)(b), (c) and (g) of the *Toronto Metropolitan University Act*. The Chair shall, when present, preside at all meetings of the Board, shall sign such documents as may require his or her signature in accordance with the By-Laws or by resolution of the Board, and shall have such powers and duties as may be delegated and assigned to him or her by By-Law or by resolution of the Board.
- (b) The Board shall elect a Vice Chair from among the members appointed or elected under Sections 4(1)(b), (c) and (g) of the *Toronto Metropolitan University Act*. The Vice Chair shall act as, and have all the powers of and perform the duties of, the Chair in the event of the absence or inability to act of the Chair and shall also have such other powers and duties as may be delegated and assigned to him or her by By-Law or by resolution of the Board.

#### **11.2 Term of Office of Chair**

The term of office for the position of Chair is three years and shall commence at the conclusion of the Board's regular meeting held in the month of May.

##### **Re-election of Chair**

An individual shall be eligible for re-election as Chair provided that the maximum consecutive number of years during which an individual may hold the office of Chair (excluding any time during which a person held such office pursuant to Section 11.5) shall be six years.

### **11.3 Eligibility of Vice Chair**

An individual holding the office of Vice Chair shall be eligible for election as Chair, but shall not automatically succeed to the office of Chair, except as otherwise set forth in Section 11.5.

### **11.4 Vacancy in Office of Chair**

In the event that:

- (a) the individual holding the office of Chair ceases to be a member of the Board;
- (b) the individual holding the office of Chair resigns from the office of Chair; or
- (c) the office of Chair otherwise becomes vacant prior to expiration of the term for which the individual holding the office of Chair was elected,

the individual holding the office of Vice Chair shall succeed to the office of Chair but only for so long as it shall take to conduct an election for Chair and the duly elected successor to take office, all as contemplated by Section 12.7.

### **11.5 Interim Vice Chair**

If the individual holding the office of Vice Chair shall succeed to the office of Chair pursuant to the provisions of Section 11.5, he or she may appoint one of the members appointed or elected under Sections 4(1)(b), (c) and (g) of the *Toronto Metropolitan University Act* to act as Vice Chair but only for so long as it shall take to conduct an election for Chair and the duly elected successor to take office.

### **11.6 Temporary Vacancy in Office of Vice Chair**

In the event that the individual holding the office of Vice Chair becomes interim Chair, the post of Vice Chair shall not be considered vacant by reason of his or her interim service as Chair, and unless his or her term as Vice Chair is terminated for any other reason, his or her term as Vice Chair shall be deemed to continue uninterrupted notwithstanding these interim arrangements until he or she is elected Chair pursuant to Section 12.7, if ever.

### **11.7 Term of Office of Vice Chair**

The term of office for the position of Vice Chair is three years and shall commence at the conclusion of the Board's regular meeting held in the month of June.

### **11.8 Re-election of Vice Chair**

An individual holding the office of Vice Chair shall be eligible for re-election as Vice Chair provided that the maximum consecutive number of years during which

a person may hold the office of Vice Chair (excluding any time during which a person held such office pursuant to Section 11.7 or 11.10) shall be six years.

#### **11.9 Vacancy in Office of Vice Chair**

In the event that:

- (a) the individual holding the office of Vice Chair ceases to be a member of the Board;
- (b) the individual holding the office of Vice Chair resigns from the office of Vice Chair; or
- (c) the office of Vice Chair otherwise becomes vacant prior to expiration of the term for which the person holding the office of Vice Chair was elected (other than in the circumstances contemplated by Section 11.7),

then the Chair may appoint an individual to hold the office of Vice Chair from among the members appointed or elected under Sections 4(1)(b), (c) and (g) of the *Toronto Metropolitan University Act* to serve but only for so long as it shall take to conduct an election for Vice Chair and the duly elected successor to take office, all as contemplated by Section 12.7.

#### **11.10 Acclamation**

For the purposes of Articles 11 and 12, any reference to election is to be construed as including election by acclamation.

#### **11.11 Acting Chair of Meeting**

In the absence of both the Chair and Vice Chair from a meeting of the Board, the members of the Board present shall appoint from among those members appointed or elected under Sections 4(1)(b), (c) and (g) of the *Toronto Metropolitan University Act* a member to act as Chair and the member so appointed shall act as and have all the powers of the Chair for the purpose of the meeting.

#### **11.12 Eligibility**

For greater certainty, but subject to the provisions of Sections 11.5(a) and 11.10(a), an individual shall be eligible for election as Chair or Vice Chair even if his or her remaining term of office as a member of the Board is of shorter duration than the term of the office then being filled.

**Article 12**  
**PROCEDURE FOR ELECTION OF CHAIR AND VICE CHAIR**

**12.1 Opening of Nominations for Chair Prior to Expiry of Term**

The Secretary shall declare nominations to be open to fill the position of Chair at the regular Board meeting held in the month of April every three years. Nominations for the position of Chair shall be accepted by the Secretary at a specified time at the next following regular Board meeting held in the month of May (each, a “Chair Nomination Time”).

**12.2 Opening of Nominations for Vice Chair Prior to Expiry of Term**

The Secretary shall declare nominations to be open to fill the position of Vice Chair at the regular Board meeting held in the month of May every three years. Nominations for the position of Vice Chair shall be accepted by the Secretary at the next following regular Board meeting held in the month of June at a specified time; provided that such time shall be after the election of the Chair (each, a “Vice Chair Nomination Time”).

**12.3 Nomination Requirements**

No nomination for the position of Chair or Vice Chair may be accepted by the Secretary during the Chair Nomination Time or Vice Chair Nomination time, as the case may be, unless the nomination is:

- (a) made in writing by three or more Board members; and
- (b) preceded, accompanied or immediately followed by the consent to such nomination, either orally or in writing, from the individual nominated.

Notwithstanding that an incumbent is eligible for re-election, an incumbent may nominate or second the nomination of another member of the Board for such office, but no person may nominate himself or herself.

**12.4 Close of Nominations**

At the conclusion of the Chair Nomination Time or Vice Chair Nomination Time, as the case may be, the Secretary shall declare nominations for such office closed. If:

- (a) not more than one nomination for such office has been accepted by the Secretary during such Nomination Time, the Secretary shall declare the person whose nomination has been accepted to be duly elected; or
- (b) more than one nomination for such office has been accepted by the Secretary during such Nomination Time, the Chair or Vice Chair nominee shall be elected



by ballot immediately following such Nomination Time in the manner hereinafter specified.

## **12.5 Ballots**

- (a) Where an election is required to be held pursuant to Section 12.4(b), the Secretary shall distribute ballots initialled by the Secretary to all of those Board members present and eligible to vote.
- (b) The Secretary shall invite each Board member present and eligible to vote to complete the ballot; to then fold the ballot in a manner in which the confidentiality of the Board member's intention is maintained; and to then return the ballot to the Secretary; following which the ballots shall immediately be tabulated. Each candidate shall be entitled to have a scrutineer present at the time of such tabulation.
- (c) Once tabulated, the Secretary shall announce to the Board members the name of the candidate having the greatest number of ballots cast in his or her favour.
- (d) The Secretary shall keep all ballots for 14 days from the day on which the result was announced during which period the ballots may be examined by any member of the Board on application to the Secretary. On the 15<sup>th</sup> day following the day on which the result was announced, the Secretary shall destroy the ballots.

## **12.6 Eligibility to Vote**

All duly appointed, elected and ex-officio members of the Board, including the Chair and Vice Chair, are eligible to vote on an election to fill the office of the Chair or Vice Chair.

## **12.7 Vacancies**

- (a) In the event that a vacancy arises in the position of Chair or Vice Chair prior to the end of the office holder's three year term of office as a result of (i) the removal or death of the incumbent (ii) the resignation of the incumbent prior to the expiry of his or her term of office; or (iii) the incumbent ceasing to be a Board member, the nomination and election procedures set out in Sections 12.1 or 12.2, as the case may be, and Sections 12.3 to 12.6 shall be followed but shall be commenced at the next Board meeting following the creation of such vacancy.
- (b) The individual so elected to fill any such vacancy shall be elected to fill the balance of the unexpired term of office of his or her predecessor and shall take office at the expiry of the meeting at which he or she was so elected.
- (c) In the event that the offices of Chair and Vice Chair are at the same time vacant, the procedures described in this Article 12 shall not be commenced simultaneously but rather they shall first be commenced to fill the office of Chair

and, at the next following meeting, commenced again to fill the office of Vice Chair for the express purpose of permitting any unsuccessful candidate for the office of Chair, who so wishes, to subsequently be a candidate for the office of Vice Chair.

### **Article 13 PRESIDENT**

#### **13.1 President**

- (a) In accordance with the provisions of the *Toronto Metropolitan University Act*, the University shall have a President who will be an ex-officio member of the Board.
  - (b) The President shall be appointed by the Board.
  - (c) The President shall be the chief executive officer of the University and shall be accountable to the Board.
  - (d) The President shall have responsibility and authority for the implementation, supervision and direction of the educational policy, general administration and property of the University, including:
    - (i) changes in curricula which have been approved by the Senate of the University, establishment of new programs and courses which have been recommended by the Senate of the University and approved by the Board, and such other matters as in his or her opinion are necessary or advisable to meet the objectives and purposes of the University as defined in the *Toronto Metropolitan University Act*;
    - (ii) administrative policy and physical resources; and
    - (iii) the appointment, classification, promotion, suspension, transfer, removal, acceptance of resignations and granting of unpaid leaves and absence and sabbaticals of members of the Administrative Staff and the Teaching Faculty, the determination of their salaries or remuneration and their duties, qualifications and tenure of office or employment with respect to such matters;
- provided that all actions taken and decisions made by the President in respect of such matters shall be in accordance with the *Toronto Metropolitan University Act*, the University's then approved budget and staffing complement, agreements to which the University is a party and any resolution of the Board.
- (e) The President shall provide or cause to be provided to the Board as a whole, or to individual Board members, as appropriate, all information regarding the affairs of the University requested by them and all related materials, provided that in the event that the President considers the request unreasonable, impractical, or that

reasonable notice was not given, he or she shall refer the matter to the Board for decision.

### **13.2 Term of Office**

The initial term of office of the President shall be five years. An individual holding the office of President is eligible to serve additional terms of no longer than five years upon being so appointed by the Board. The Board shall be entitled to extend a term, with the agreement of the individual holding the office of President, for a limited period of time to avoid a vacancy in the office occurring prior to the arrival of such individual's successor, or for any other reason determined by the Board to be in the best interests of the University.

### **13.3 Procedure to Appoint President at End of Term**

In the event that an individual holding the office of President is not re-appointed for a further term of office on or before that date which is eighteen months prior to the last day of his or her term as President (because such individual does not wish to, or is not eligible to serve a further term or for any other reason), the Chair shall strike a Presidential Search Committee with a mandate to identify individuals to serve as President upon the completion of the existing President's term of office and to recommend to the Board the appointment of one or more of such individuals. Each Presidential Search Committee will be comprised of:

- (a) the Chair, who shall chair such Committee;
- (b) the Vice Chair;
- (c) seven other members of the Board, appointed by the Board; and
- (d) four members of the Senate, appointed by the Senate,

it being the intention that each Presidential Search Committee once formed will be comprised of one or more members of the Administrative Staff, Alumni, Teaching Faculty and Students. In the event that an individual appointed pursuant to Section 13.3(c) or (d) to a Presidential Search Committee resigns, such individual shall be replaced by another member of the Board or Senate appointed pursuant to Section 13.3(c) or (d), as the case may be. In the event that an individual appointed pursuant to Section 13.3(c) or (d) to a Presidential Search Committee ceases to be a member of the Board or the Senate, such individual shall be replaced by another member of the Board or Senate appointed pursuant to Section 13.3(c) or (d), as the case may be, unless the Board or the Senate, as the case may be, passes a resolution to continue the individual as a member of the Presidential Search Committee. Similarly, in the event that an individual appointed pursuant to Section 13(a) or (b) to a Presidential Search Committee ceases to hold the position of Chair or Vice-Chair, such individual shall be replaced by the newly appointed Chair or Vice-Chair, as the case may be, unless

the Board passes a resolution to extend the term of such individual on the Presidential Search Committee.

#### **13.4 Commencement of Term of Office**

The appointment of a new President will take effect upon the expiration of the existing President's term.

#### **13.5 Annual Review**

The Chair and Vice Chair of the Board shall undertake an annual performance review of the President, the results of such review to be reported to the Audit and Risk Committee acting for these purposes as the compensation committee of the Board.

#### **13.6 Reappointment**

No later than one year prior to the end of a President's term, the Board shall in *in camera* session with Board members only present, consider the reappointment of the President. The Board shall take into account the results of the Annual Reviews. If there are consistently positive Annual Reviews the Board may reappoint the President without any further review. However, the Board may decide to seek input on the performance of the President from the University community through the appointment of a Presidential Advisory Review Committee. Should such a committee be established, the Board shall be free to accept or reject its recommendations.

The Board shall approve Guidelines for the Presidential Advisory Review Committee. Such Guidelines shall govern the conduct of the Review including the reporting deadline.

#### **13.7 Temporary Inaccessibility**

Where the President is inaccessible or otherwise unable to exercise his powers and duties, the Provost and Vice President Academic, and in the absence of both of them, the Vice President Administration and Operations, and in the absence of all of them, an employee of the University appointed by the President or Acting President, as the case may be, shall be the Acting President. The simultaneous absence or inaccessibility for more than one day of the President and the Provost and Vice President Academic, and the Vice President Administration and Operations shall be regarded as an undesirable and unusual circumstance which will result only from some emergency.

#### **13.8 Vacancy Prior to End of Term**

In the event that a vacancy arises in the office of the President prior to the expiry of the individual's term of office (due to resignation, death or removal of the individual holding the office of President or for any other reason), and the Board

determines, having regard to the length of the unexpired term of such office, to fill such vacancy, the vacancy shall be filled in such manner as the Board determines is in the best interests of the University including, if the Board deems it appropriate, by striking a Presidential Search Committee pursuant to Section 13.3. The Board may, pending the appointment of a President, make such provision for the exercise of the power and discharge of the duties of the President as it may deem advisable.

## **Article 14**

### **OFFICERS OF THE UNIVERSITY**

#### **14.1 Provost and Vice President Academic**

The President shall recommend to the Board the appointment of a Provost and Vice President Academic. The University's chief academic officer, with responsibilities for the budget and planning, the Provost shall report to the President and shall be responsible to the President for development, implementation, supervision, and direction of the educational and research policy of the University, for making recommendations to the President on all related matters including change in curricula, establishment of new programs, courses and student affairs and such other matters as in his or her opinion are necessary or advisable to meet the educational objectives and purposes of the University as defined in the *Toronto Metropolitan University Act*.

#### **14.2 Vice President Administration and Operations**

The President shall recommend to the Board the appointment of a Vice President Administration and Operations who shall report to the President and shall be responsible to the President for computing, administration and physical resources of the University. In addition the Vice President Administration and Operations shall be responsible for human resources policy with respect to staff and for equity, discrimination and harassment prevention, environmental health, safety and security management for the University.

#### **14.3 Secretary of the Board**

The President shall recommend to the Board the appointment of a Secretary of the Board who shall be responsible to the Board, and who shall have the duties and responsibilities as designated by the Board in the By-Laws or otherwise, including issuing or causing to be issued notices for all meetings of the Board. The Secretary shall have charge of the Corporate Seal, books and records of the Board and shall sign with other officers of the University such instruments as require his or her signature and shall keep or cause to be kept a record of all documents so executed.

#### **14.4 Other Officers of the University**

The Board may appoint such other Officers of the University as the Board may deem necessary or advisable and such Officers of the University shall have such authority, and perform such duties as from time to time shall be prescribed by the Board. All such officers of the University shall be appointed to serve at the pleasure of the Board, with such limited or indefinite terms as the Board may determine at the time of the appointment.

#### **14.5 Other Officers of the University**

Subject to the provisions of Section 13.1(c), the President shall be authorized from time to time to designate a title or titles to one or more senior employees of the University provided that:

- (a) no such individual shall be or shall be deemed to be an Officer of the University for the purposes of the By-Laws or the *Toronto Metropolitan University Act*; and
- (b) no such title shall include the title of “President” or any of the titles of the officers of the University described in or created pursuant to this Article 14 but, for greater certainty, may include the title of “Vice President”.

#### **14.6 General**

For greater certainty, none of the Officers of the University appointed pursuant to this Article 14 shall be members of the Board.

### **Article 15 COMMITTEES**

#### **15.1 General Definition**

The Committees constituted by the Board shall be either:

- (a) Standing Committees, being those Committees whose duties will normally be continuous, and whose membership consists entirely of Board members and which shall be: a Governance Committee, an Audit and Risk Committee, a Negotiation Committee, a Finance Committee, and an Employee Relations and Pension Committee; or
- (b) Special Committees, being those Committees appointed with specific duties and responsibilities which may be of a non-recurrent nature, may require particular and specialized expertise or whose powers may expire with the completion of a particular task assigned, and which may include in their membership one or more persons who are not Board members, provided that a majority of every such special Committee shall be members of the Board.

## **15.2 Duties and Responsibilities**

- (a) The functions, duties, responsibilities and powers of any Committee established by By-Law or resolution of the Board shall be as defined in such By-Law or resolution.
- (b) Save and except as otherwise herein provided, the chair, vice chair, and members of any Committee shall be appointed by resolution of the Board.
- (c) No decision of a Committee that includes in its membership persons who are not members of the Board is effective until approved and ratified by the Board.

## **15.3 Minutes**

The Secretary shall use his or her best efforts to cause minutes of each Committee meeting to be circulated to Committee members by or prior to the next regularly scheduled meeting of that Committee; provided that the Secretary may excise from such circulated minutes those sections which relate to the *in camera* portion of a meeting which the chair and secretary of such Committee determine should not then be so circulated because the disclosure of such portion at such time could be prejudicial to an individual or the best interests of the University.

## **15.4 Chair's Report**

The chair of each Committee shall, save and except as otherwise herein provided, submit a report of the proceedings of each meeting of the Committee of which he or she is chair at the regular meeting of the Board next following each such meeting and such report may take the form of minutes of the meeting of such Committee or a written report.

## **15.5 Ex-Officio Members**

- (a) The Chair and Vice Chair of the Board shall be ex-officio members of all Committees of the Board. As provided by the *Toronto Metropolitan University Act*, the President shall be a member of every Committee established by the Board unless excluded by a By-Law or a resolution of the Board.
- (b) The President may designate an Officer of the University to represent him or her on any Committee of which he or she is a member and such designate shall act in the place and stead of the President on such Committee. Such individual designated by the President to represent him or her on a Committee shall, for the purposes of Sections 5(2) and (5) of the *Toronto Metropolitan University Act* and for the purposes of Section 15.1, be deemed to be a member of the Board.
- (c) A designation by the President pursuant to Section 15.5(b) shall take the form of a letter (each a "Designation Letter") to the Secretary signed by the President designating the Officer of the University who shall represent him or her on such Committee and the period of time during which such individual shall represent

the President on such Committee shall be as stated in such letter, if known. The President shall be entitled to revoke a Designation Letter at any time by sending a letter to the Secretary to that effect and upon doing so the President shall assume his or her rights and responsibilities as a member of such Committee until the President again delivers such a Designation Letter and so on from time to time.

## **15.6 Membership**

- (a) Membership in Committees is approved by the Board.
- (b) Except as otherwise provided in these By-Laws, each Committee shall consist of such number of members as the Board appoints, and the ex-officio members of the Committee. In appointing Committee members Board members' interest and willingness to serve on, and serve as a chair or vice chair of, any of the Committees of the Board shall be taken into consideration.
- (c) The Chair and Vice Chair of the Board shall propose membership to the Governance Committee which shall prepare a report to the Board recommending membership of all Standing Committees, Special Committees, the chair and the vice chair of the Audit and Risk Committee, the Finance Committee, and Employee Relations and Pensions Committee.
- (d) Where a vacancy arises on a Committee, the Board may fill the vacancy by following the procedures set forth in Section 15.6(a), (b) and (c) to fill the vacancy or, having regard to the length of the unexpired term of office of the vacated committee member and the business to be conducted by the Board, it may wait and fill the vacancy when the Standing Committees are next reconstituted.

## **15.7 Committee Regulations**

The provisions of Sections 7.9, 7.10, 7.11, 7.17 and 7.18 and Articles 8 and 9 shall apply to meetings of Committees and all references therein to Board members, the Board, the Chair, the Secretary and similar Board terminology shall be deemed to be references to Committee members, the Committee chair, the secretary of the Committee and similar Committee terminology, *mutatis mutandis*. In addition, every Committee, unless otherwise specifically provided for in the By-Laws, or in the resolution of the Board by which it is constituted, shall be subject to the following regulations:

- (a) All members of Committees, other than ex-officio members of the Committee, shall hold office 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 may be convenient, but notwithstanding such vacancies, the remaining members of the Committee shall have authority to exercise the full powers of the Committee, providing that a quorum of such Committee remains in office.



- (b) Meetings shall be held at the call of the chair of the Committee, or, in his or her absence or inability or unwillingness to act, at the call of the vice chair of the Committee, or in case of the absence, inability, or unwillingness to act of both, may be held at the call of any two members of the Committee, and shall be held at such places and at such times as the Committee chair or vice chair or members of the Committee, respectively, may appoint.
- (c) Notice of the date, time and place of each meeting shall be sent by the secretary of the Committee to each member of the Board at his or her address as it appears in the records of the Board at least 48 hours before the time appointed for holding such meeting; provided that, for greater certainty, meetings of the Audit and Risk Committee and Negotiations Committee shall be open only to their respective members and those other individuals specifically invited to attend by such Committee. Each notice of meeting shall, whenever possible, be accompanied by the agenda for such meeting.
- (d) A meeting may also be held at any time and at any place within the Province of Ontario without notice, if all the members of the Committee are present and consent thereto, or if, either before or after the meeting is held, those absent signify in writing their consent to the meeting being held in their absence.
- (e) The chair of the Committee shall preside at meetings and, in his or her absence, the vice chair of the Committee shall preside. If both the chair and the vice chair of the Committee are absent, the members present shall appoint one of the members as acting chair to preside at the meeting.
- (f) One half of the members of a Committee shall constitute a quorum. Each member of a Committee, including, for greater certainty, ex-officio members, shall be entitled to vote.
- (g) A record shall be kept of the proceedings of every meeting of each Committee by the secretary of the Committee.
- (h) The Secretary of the Board shall act as secretary of each such Committee, or shall appoint a person to so act. Notice of all meetings shall be given only by the secretary of the Committee.
- (i) Meetings of Committees may take place by teleconference and votes cast by a member participating in the meeting by telephone have the same effect as votes cast by members present at the meeting.

## **Article 16**

### **THE GOVERNANCE COMMITTEE**

#### **16.1 Composition**

The Governance Committee shall be comprised of at least the following Board members: the Chair of the Board, the Vice Chair of the Board, the President, the

chair of the Audit and Risk Committee, the chair of the Finance Committee, the chair of the Employee Relations and Pensions Committee and provided his or her constituency shall not be already represented by the chair of one of the said Committees, one member of the Board who is a member of the Alumni, one member of the Board who is a member of the Teaching Faculty, one member of the Board who is a member of the Administrative Staff, one member of the Board who is a Student and one member of the Board appointed to the Board under either Section 4(1)(b) or (g) of the *Toronto Metropolitan University Act*.

## **16.2 Chair and Vice Chair**

The Board shall select Board members to serve as Chair and Vice Chair of the Governance Committee.

## **16.3 Mandate**

The Governance Committee shall

- (a) consider, assess and recommend to the Board any necessary or desirable changes, deletions or additions in, from or to the By-Laws;
- (b) recommend to the Board appointments to the Board under articles 4 and 5 of the By-Laws;
- (c) recommend to the Board membership in Committees under article 15.3 of the By-Laws;
- (d) review and, from time to time, recommend changes and improvements in such other matters to enhance the governance practices of the Board, including, but not limited to, Board member recruitment, orientation, evaluations, succession-planning, education and Committee mandates and composition.

## **Article 17**

### **AUDIT AND RISK COMMITTEE**

## **17.1 Composition**

The Audit and Risk Committee shall be comprised of the Chair and Vice Chair of the Board and up to five members appointed by the Board from among the members elected or appointed to the Board under Section 4(1)(b), (c) or (g) of the *Toronto Metropolitan University Act*. In accordance with Section 5(3) of the *Toronto Metropolitan University Act*, the President shall be excluded from Audit and Risk Committee membership but may attend meetings of the Audit and Risk Committee at the invitation of the Chair.

## **17.2 Chair and Vice Chair**

The Board shall select the Board members to serve as Chair and Vice Chair of the Audit and Risk Committee in the manner contemplated by Section 15.6.

## **17.3 Mandate**

The Audit and Risk Committee shall:

- (a) liaise with the University's external auditors to review annually, or more often as considered necessary or desirable, the terms of reference and results of the annual financial audit and recommend to the Board such revisions and improvements in procedures or practice as may from time to time appear warranted;
- (b) liaise with the University's internal auditors to review annually, or more often as considered necessary or desirable, the terms of reference and results of the internal audits and recommend to the Board such revisions and improvements in procedures or practice as may from time to time appear warranted;
- (c) conduct an annual employee review and set compensation for the President and receive the annual reviews of the Provost and Vice President Academic, Vice President Administration and Operations, Vice President University Advancement and Alumni Relations, Vice President Research and Innovation and General Counsel and Secretary of the Board of the University conducted by the President and, upon the recommendations of the President, set their compensation, in each case, in accordance with such processes as have been approved by the Board from time to time;
- (d) receive periodic reports from management on significant enterprise-level risks, and oversee the University's risk management framework for identifying and controlling those risks, and the implementation of risk management and mitigation plans;
- (e) receive annually the reports from management on the levels of insurance and coverage, summary of material claims; and assess the adequacy of the University's insurance coverage; and
- (f) review periodically matters relating to legislative and regulatory compliance that fall within the purview of the Audit and Risk Committee, with a view to ensuring that management has strategies in place to protect the University from significant regulatory compliance risk.

**Article 18**  
**EMPLOYEE RELATIONS AND PENSIONS COMMITTEE**

**18.1 Composition**

The Employee Relations and Pensions Committee shall be comprised of the Chair and Vice Chair of the Board, the President, at least two members of the Board appointed under either Section 4(1)(b) or (g) of the *Toronto Metropolitan University Act*, one member of the Board who is a member of the Alumni, one member of the Board who is a member of the Teaching Faculty, one member of the Board who is a member of the Administrative Staff and one member of the Board who is a Student.

**18.2 Chair and Vice Chair**

The Board shall select the Board members to serve as chair and vice chair of the Employee Relations and Pensions Committee in the manner contemplated by Section 15.6; provided that the President shall not be eligible to serve in either capacity.

**18.3 Mandate**

The Employee Relations and Pensions Committee shall review and, from time to time, recommend changes and improvements in the Retirement Pension Plan or make any decision or take any action related to the Plan as has been so delegated to that Committee by resolution of the Board, and shall consider and make recommendations to the Board on all matters respecting employee relations except negotiations.

**18.4 Delegation**

The delegation to the Employee Relations and Pensions Committee of the matters described in i) The Employee Relations and Pensions Committee Terms of Reference Regarding the Retirement Pension Plan; and ii) The Employee Relations and Pensions Committee Summary of Delegated Roles and Responsibilities in the Governance of the Retirement Pension Plan, is hereby confirmed.

**Article 19**  
**FINANCE COMMITTEE**

**19.1 Composition**

The Finance Committee shall be comprised of the Chair of the Board, the Vice Chair of the Board, the President, at least two members of the Board appointed under either Section 4(1)(b) or (g) of the *Toronto Metropolitan University Act*, one member of the Board who is a member of the Alumni, one member of the Board who is a member of the Teaching Faculty, one member of the Board who is a

member of the Administrative Staff and one member of the Board who is a Student.

#### **19.2 Chair and Vice Chair**

The Board shall select Board members to serve as chair and vice chair of the Finance Committee in the manner contemplated by Section 15.6; provided that the President shall not be eligible to serve in either capacity.

#### **19.3 Mandate**

The Finance Committee shall have responsibility to consider and make recommendations to the Board on all matters related to the fiscal policy, revenue and expenditures, physical plant and purchases of real and personal property of the University.

### **Article 20 NEGOTIATIONS COMMITTEE**

#### **20.1 Composition**

The Negotiations Committee shall be comprised of the Chair of the Board, the Vice Chair of the Board, the President and four members of the Board, excluding individuals who are members of the Teaching Faculty or the Administrative Staff but including one member who is a Student.

#### **20.2 Chair and Vice Chair**

The individual holding the position of Chair shall be the Chair of the Negotiations Committee and the individual holding the position of Vice Chair shall be the Vice Chair of the Negotiations Committee.

#### **20.3 Mandate**

The Negotiations Committee shall establish negotiating parameters and guidelines respecting all matters to be negotiated on behalf of the Board in respect of any collective agreement to which the University, as employer, is or may become a party.

### **Article 21 PROTECTION OF MEMBERS AND OFFICERS OF THE UNIVERSITY**

#### **21.1 Limitation on Liability**

Except as otherwise provided in the Act, no Member of the Board or Officer of the University for the time being shall be liable for the acts, receipts, neglects or defaults of any other Member of the Board or officer of the University or employee or for joining in any receipt or act for conformity or for any loss,

damage or expense happening to the University through the insufficiency or deficiency of title to any property acquired by the University or for or on behalf of the University or for 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 or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the University or for any loss, damage or misfortune which may happen in the execution of the duties of the Member of the Board's or Officer of the University's respective office or trust or in relation thereto unless the same shall happen by or through the Member of the Board's or Officer of the University's own wilful act, neglect or default.

## **21.2 Indemnification**

Every member and Officer of the University shall be deemed to have assumed office on the express understanding and condition and with agreement on the part of the Board that every member and Officer of the University and his or her heirs, executors and administrators respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the University from and against:

- (a) all costs, charges and expenses whatsoever, including an award of damages, which such member or officer of the University sustains or incurs in or about any action, suit or proceeding which is threatened, brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the bona fide execution of the duties of his or her office; and
- (b) all other costs, charges and expenses sustained or incurred by him or her in or about or in relation to the bona fide execution of the duties of his or her office;

save and except such costs, charges or expenses, as are occasioned by his or her own wilful act, neglect, default, dishonesty or otherwise arising in bad faith.

## **21.3 Insurance**

Subject to the Act and all other relevant legislation, the University may purchase and maintain insurance for Board members and Officers of the University against any liability incurred by any Board member or Officer of the University, in the capacity as a Board member or Officer of the University, except where the liability relates to the person's failure to act honestly and in good faith with a view to the best interests of the University.

## **Article 22**

### **CORPORATE SEAL**

#### **22.1 Corporate Seal**

There shall be a Corporate Seal of the University, bearing the name of the University, an impression whereof is stamped hereunder. The seal shall be in the custody of the Secretary of the Board.

#### **22.2 Academic Seal**

There shall be an academic seal of the University bearing the name of the University, an impression whereof is stamped hereunder. The academic seal shall be in the custody of the Registrar.

#### **22.3 Arms and Crest**

The Arms and Crest, Supporters, and such Device or Badge as were assigned by the Garter, Clarenceux and Norroy and Ulster and recorded in the College of Arms, London, England in the year 1966 in response to representation on behalf of the University, shall be borne and used on seals or otherwise according to the Laws of Arms.

## **Article 23**

### **EXECUTION OF DOCUMENTS**

#### **23.1 Signatories**

Deeds, transfers, assignments, contracts, obligations, certificates and other documents (collectively “instruments”), may be signed on behalf of the University by any two Board members or Officers of the University, provided that they have been signed in accordance with any policy of the Board regarding the execution of instruments then in effect, and all instruments so signed shall be binding upon the University without any further authorization or formality. In addition, the Board may from time to time direct by resolution the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any signing officer of the University so authorized to sign instruments on behalf of the University may affix the corporate seal thereto.

#### **23.2 Facsimile Signatures**

The signature of any individual authorized to sign on behalf of the University may, if specifically authorized by resolution of the Board, be written, printed, stamped, engraved, lithographed or otherwise mechanically reproduced. Any instrument so signed shall be as valid as if it had been signed manually, even if that individual has ceased to hold office when such instrument was so signed, issued or delivered, until revoked by resolution of the Board.

**Article 24**  
**BORROWING AND BANKING**

**24.1 General Borrowing Powers**

The Board may from time to time:

- (a) borrow money on the credit of the University in such amounts, on such terms and from such persons, firms or corporations, including chartered banks, as may be determined by resolution of the Board;
- (b) make, draw and endorse promissory notes or bills of exchange;
- (c) hypothecate, pledge, charge or mortgage all or part of the property of the Board to secure any money so borrowed to fulfil the obligations incurred by it under any promissory note or bill of exchange signed, made, drawn or endorsed by it; and
- (d) issue bonds, debentures and obligations on such terms and conditions as the Board may by resolution decide and pledge or sell such bonds, debentures and obligations for such sums and at such prices as the Board may by resolution decide, and mortgage, charge, hypothecate or pledge all or any part of the property of the University to secure any such bonds, debentures and obligations.

The Board may by resolution give to Officers of the University all authority necessary for the purpose of any borrowing and the giving of security by the University, to such extent and in such manner as the Board may determine.

**24.2 Banking**

The banking business of the University shall be transacted with such banks, trust companies or other firms or corporations as may, from time to time, be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may, from time to time, prescribe or authorize.

**24.3 Authorization**

Cheques drawn on the bank, trust or other similar accounts of the University, drafts drawn or accepted by the University, promissory notes given by it, acceptances, bills of exchange, orders for the payment of money and other instruments of a like nature, may be made, signed, drawn, accepted or endorsed, as the case may be, by any two of the following officers of the University, provided, however, that such officers of the University may not be the same person:



Chair  
Vice Chair  
President  
Provost and Vice President Academic  
Vice President Administration and Operations  
Secretary of the Board  
Chief Financial Officer

or by such officers of the University or persons as the Board may by resolution from time to time so authorize.

#### **24.4 Account Certification**

Cheques, promissory notes, bills of exchange, orders for the payment of money and other negotiable paper may be endorsed for deposit to the credit of the University's bank account by an Officer of the University, the University's Chief Financial Officer, or by such officers of the University, person or persons, as the Board may by resolution from time to time name for that purpose, or they may be endorsed "for collection" or "for deposit" by means of a stamp bearing the University's name. Any one of such officers of the University or persons so appointed may certify all accounts between the University and the University's bankers and may receive all paid cheques and vouchers and sign all the said banker's forms of settlement of balances and releases or verification slips.

### **Article 25 FISCAL YEAR AND AUDIT**

#### **25.1 Records and Audit**

The Board shall cause to be kept the books, records, accounts and all other supporting documentation and records necessary to discharge its responsibilities in accordance with the *Toronto Metropolitan University Act* and all other applicable legislation.

#### **25.2 Fiscal Year**

The fiscal year of the University shall end on the 30<sup>th</sup> of April in each year.

#### **25.3 Audit**

In accordance with the *Toronto Metropolitan University Act*, at each meeting designated as the Annual Meeting, the Board shall appoint an auditor or auditors for the then current fiscal year to examine the accounts and other supporting evidence which such auditor or auditors may consider necessary to report to the Board on the financial position of the University as at the next April 30<sup>th</sup> and the results of the operation of the University for the year then ended.

## **25.4 Annual Report**

The auditors' report and audited Statement of Revenue and Expenses for the year ended April 30<sup>th</sup> as approved by the Board, shall be filed with the Minister of the Province of Ontario responsible for universities, as required by the *Toronto Metropolitan University Act*.

## **Article 26 NOTICE**

### **26.1 Notice**

Whenever notice is required to be given under the Act or this By-Law, notice shall be deemed to have been sufficiently given if sent in writing to the last known address of the addressee and delivered in person, sent by prepaid first class mail or sent by any electronic means of sending messages which produces a paper record to any person who has consented in writing to receive notice by such method, including electronic mail or facsimile transmission. Notice shall not be sent by mail if there is a general interruption of postal services in the place in which or to which it is mailed. Each notice so sent shall be deemed to have been received on the Business Day it was delivered or sent by electronic means or on the third Business Day after it was mailed.

### **26.2 Undelivered Notices**

If any notice given to a Board member pursuant to Section 27.1 is returned on two consecutive occasions because such member cannot be found, the University shall not be required to give any further notice to such member until such member informs the University in writing of the member's address.

### **26.3 Omission of Notice Does Not Invalidate Actions**

All actions taken at a meeting in respect of which a notice has been sent shall be valid even if:

- (a) by accident, notice was not sent to any person;
- (b) notice was not received by any person; or
- (c) there was an error in a notice that did not affect the substance of that notice.

### **26.4 Computation of Time**

In computing the date when notice must be given under any provision requiring a specific number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

## **26.5 Waiver of Notice**

Any Board member, officer of the University or auditor may waive any notice required to be given under any provision of the Act, the Letters Patent, the By-Laws or otherwise and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

## **Article 27**

### **ENACTMENT, AMENDMENT OR REPEAL OF EXISTING BY-LAWS**

#### **27.1 Further Amendment**

Any By-Law including a By-Law which purports to amend or repeal a By-Law shall be effective only if enacted at a meeting of the Board at which at least two-thirds of the then Board members are present, and if notice of intention to present such a By-Law for consideration has been given at the next preceding meeting of the Board, and all members have been given notice of such intention.

#### **27.2 Repeal**

All By-Laws of the University enacted prior to the date hereof and heretofore in force are repealed.

#### **27.3 Conflict**

If any By-Law is, at any time, found to be in conflict with the *Toronto Metropolitan University Act* or the *Corporations Act* or applicable legislation, it shall, to the extent of such conflict, be disregarded in favour of the *Toronto Metropolitan University Act* or the *Corporations Act* or applicable legislation, as the case may be, and the Secretary of the Board shall, upon discovery, prepare, for consideration by the Board, a proposed amendment, alteration or repeal of the offending By-Law which shall have the effect of removing from the By-Law anything inconsistent with either such Act.



## DRAFT RESOLUTION

**RE:   Amendments to *By-Law No. 1 being the General By-Laws***

---

BE IT AND IT IS HEREBY RESOLVED:

THAT the Board of Governors approves the amendments to *By-Law No. 1 being the General By-Laws of Toronto Metropolitan University*, as presented.

January 30, 2025

**Toronto Metropolitan University Board of Governors  
Report from the Provost and Vice-President, Academic  
January 30, 2025**

---



**BOARD GREETINGS** – Happy new year to all Board members! As the winter term gets underway, I am proud to share with you some highlights from TMU’s strong finish to 2024.

**School of Medicine Progress**

On December 2, the School of Medicine (SoM) concluded the first admissions cycle for its MD program, for which it received more than 6,400 applications. The school has now moved into a highly competitive selection process to identify a group of 94 candidates who are excellent students and represent, and are committed to serving, local communities. Offers will roll out beginning on May 13 (the common offer date for Canadian medical schools).

Postgraduate Medical Education (PGME) is currently undergoing recruitment and selection processes for TMU’s 16 accredited residency programs. Based on its programs, the SoM participates in three distinct matches: Medicine Subspecialty, Family Medicine Enhanced Skills, and the largest residency match, R-1 (for learners who have completed their MDs to train as postgraduate year one family medicine residents or Royal College of Physicians and Surgeons of Canada specialists). All matched residents will commence their training in July 2025.

**Learning and Teaching**

Applications are open for the 2025 Postdoctoral Fellowships for Black Scholars, a transformative initiative, sponsored by the Office of the President and the Office of the Provost, aimed at supporting emerging Black researchers across disciplines. The program offers \$70,000 in funding per year for two years, comprehensive support for career development and research advancement, and opportunities to contribute to TMU’s vibrant scholarly community. The deadline for applications is March 31.

The Centre for Excellence in Learning and Teaching, in partnership with the Presidential Implementation Committee to Confront Anti-Black Racism, has launched the Black-Focused Pedagogy Grant Program. Two one-to-two-year grants will be offered annually for projects related to the scholarship of teaching and learning, and whose principal investigators are members of the Black community. The grants aim to amplify and expand the innovative research and community-based initiatives driven by Black scholarship.

TMU Libraries have launched a badging program to give students an opportunity to showcase proficiency in three areas: research skills, scholarly publishing, and digital skills. Students can obtain badges after participating in relevant library workshops and completing activities designed to demonstrate reflection on what they have learned. The “open” (i.e., platform-agnostic) badges will be issued through the CanCred system, for use on platforms such as LinkedIn or on eCampusOntario passports.

On November 6, The Chang School's Equity, Diversity, Inclusion and Accessibility (EDIA) Committee facilitated a workshop for Chang School directors and managers, guiding them through EDIA principles to help foster a workplace culture of inclusivity and belonging. Sessions included a discussion on the importance of land acknowledgements and Truth and Reconciliation; a presentation from the Office of the Vice President, Equity, and Community Inclusion (OVPECI) on inclusivity; and an interactive session on community building led by Anthony Morgan, a TMU PhD student in the Faculty of Science and co-host of CBC's *The Nature of Things*.

### **Discussion and Dialogue**

On November 13, TMU welcomed both of our deputy minister champions—Mala Khanna from the Government of Canada and Shannon Fuller from the Ontario Public Service—for the event “The Journey into Public Service.” The two deputy ministers spoke with students interested in a public-service career; they discussed their career journeys, the strategies and resources that supported their professional growth, and the evolving challenges facing the public service.

The Career, Co-op & Student Success Centre hosted the event “Impact & Inspire: Careers in Arts and Community Services” on November 18. Twenty-two employer partners (including national, provincial, and local organizations) engaged with over 400 students. Before the event, a special networking breakfast allowed 60 students from equity-deserving groups to have meaningful conversations with employer partners.

The Office of Social Innovation has introduced a series of hybrid in-person/virtual panel discussion events called “Transformation Cafés,” which explore social justice approaches to accessing education and campus space. The first café, “Unraveling Access: Transforming Education Through Critical Pathways,” took place on December 4, featuring panelists from the arts and education.

### **Gathering and Celebration**

On November 1, participants in TMU's third annual Reconciliation in Business Conference, including students from the Treaty Relations in Business Education (TRIBE) group, opened the Toronto Stock Exchange. Two days later, the Ted Rogers School of Management (TRSM) opened the conference, whose theme was “Indigenous Worldviews: Education to Action.” Over 200 students, faculty, alumni, and representatives of corporations joined discussion circles designed to foster inclusion and appreciation of Indigenous perspectives, and to encourage the adoption of Indigenous ways of knowing in research, education, and business. The event also featured an Indigenous marketplace, a traditional feast, research presentations, and an Indigenous business case competition.

On November 28, the Department of Geography and Environmental Studies celebrated the Geographic Analysis program's 50th anniversary with an awards reception at the Chelsea Hotel. The event was attended by over 170 current and former students and faculty, award donors, Faculty of Arts staff, friends, and family members, who together commemorated the program's history and legacy. Since 1974, approximately 1,700 students have graduated from the program, to advance successful careers in a wide range of fields.

## APPOINTMENTS

Sri Krishnan has been appointed as dean, Faculty of Engineering and Architectural Science (FEAS), effective Feb. 1, 2025. A dedicated academic leader with a background in electrical, computer and biomedical engineering, he first joined TMU in 1999.

Throughout his time at the university, Sri has played a pivotal role in advancing research, innovation and educational activities. He previously served as both associate dean, research, development, and external partnerships and interim dean, FEAS.

Throughout his tenure, Sri has contributed to TMU in a variety of leadership roles, including graduate program director for Electrical and Computer Engineering (ECE), assistant chair for Research and Graduate Studies in ECE, department chair of ECE and founding program director for Biomedical Engineering. He was a Canada Research Chair in Biomedical Signal Analysis and the founding scientific co-director for the Institute of Biomedical Engineering, Science, and Technology (iBEST).

## CONGRATULATIONS

*TMU Global* has led a successful application for a Bourses canadiennes de développement international 2030 (BCDI 2030) Stream One Grant from Global Affairs Canada to support the six-year (running from the 2024-25 through the 2029-30 academic years), \$500,000 project South Africa Future Leaders Scholarship: Advancing Gender Equity and Career Readiness at TMU. Through the project, TMU will host scholars from six public universities in South Africa.

The *Ted Rogers MBA* program has been ranked sixth in the world among large business schools (with 80 or more graduates annually) and 17<sup>th</sup> overall by the Corporate Knights 2024 Better World Ranking. This year's ranking was based on the proportion of core courses in each program that incorporate sustainable development themes, plus a bonus metric based on the number of recent graduates employed by "impact organizations" (non-profits, Corporate Knights Global 100 or Clean 200 companies, and companies deriving most of their revenue from sustainable activities).

## EVENTS AND INITIATIVES

**FEDERAL COURT HEARING ON CAMPUS** – On November 14, 2024, the Federal Court of Canada held a live court hearing on campus, hosted by the Lincoln Alexander School of Law (LASL), over the matter of *Zohreh Saghafi v the Minister of Citizenship and Immigration*. The Honourable Justice Avvy Yao-Yao Go (Honorary DLaws '22) presided over the hearing, which involved an application for judicial review of a denied permanent residency application. More than 50 law students in attendance watched as counsel for the applicant and the respondent presented arguments and answered Justice Go's clarifying questions. The hearing involved both administrative law and immigration law, subjects that LASL students learn about in their first and second years of study. In a Q & A session that followed, students asked Justice Go about the case and the hearing, her decision-making process, and her career.



**GLOBAL ENTREPRENEURSHIP WEEK** – From November 18 to 22, the Office of Zone Learning and Strategic Initiatives welcomed TMU community members to competitions, workshops, and networking opportunities to mark Global Entrepreneurship Week (GEW). TMU’s 2024 GEW theme was “Beyond Your Comfort Zone,” and programming sought to help students “break barriers, push boundaries, and start something bold.” In addition to the annual Penny Appeal Canada Social Accelerator Fund Pitch Competition, there were two new competitions this year. Zone Learning, Enactus TMU, and TRSM hosted the Slight Next Venture Competition, during which students showcased their innovative ideas for a chance to win one of two \$25,000 prizes. The team pitch competition Hack the World asked students to tackle some of the world’s most pressing challenges through innovative collaboration and critical problem-solving. Three winning teams were awarded \$5,100 each.

**INTERNATIONAL EDUCATION WEEK** – From November 18 to 23, TMU hosted a series of in-person events to mark the global initiative International Education Week, which promotes international postsecondary education. Highlights included TMU’s inaugural International Arts and Culture Festival at The Beach and the DMZ Sandbox, featuring live traditional and modern dance performances, music and food from various countries, and a fashion show featuring international designs; the Global Learning Fair at the TMU Student Centre, featuring opportunities to learn from TMU community members and external partners; and visits to the embassies of Italy and The Netherlands. Information sessions, workshops, and “global cafés” welcomed international students, domestic students who have participated in international opportunities, and students interested in global learning.

**LIBRARY BUILDING’S 50<sup>th</sup> ANNIVERSARY** – On November 28, TMU Libraries concluded its celebrations of the 50<sup>th</sup> anniversary of the Library Building with a reception that welcomed alumni, past employees, current staff, and faculty. Throughout the Fall 2024 term, the Libraries showcased both archival research and creativity through digital and physical projects exploring the building’s past and present. The website [50 Years: Toronto Metropolitan University Library Building](#) uses geospatial software to tell the story of the building and the innovations it has advanced since 1974. An accompanying site, the [TMU Libraries timeline](#), offers an interactive chronological presentation of 40 stories about library resources, services, and spaces. On the main floor of the Library Building, a digital collage display presents related material. In collaboration with faculty and students from the Department of Architectural Science, TMU Libraries installed four structures called “pillars” inside the Library Building; each invites TMU community members to reflect on what the building and its spaces mean to them. Placed together, the pillars become a replica of the building itself.

# Report from the Provost & Vice- President, Academic

Board of Governors Meeting  
January 30, 2025

Roberta Iannacito-Provenzano

Toronto  
Metropolitan  
University



## Academic Plan Implementation







## Appointments



**Sri Krishnan**

Dean, Faculty of Engineering and Architectural  
Science (FEAS)



## Learning and Teaching





**Thank you**

**Toronto  
Metropolitan  
University**

## BOARD OF GOVERNORS

January 30, 2025

**AGENDA ITEM:** Compliance with Directives under Bill 166: *Strengthening Accountability and Student Supports Act, 2024*

### STRATEGIC OBJECTIVES:

- ☐ Academic
- ☐ Student Engagement and Success
- ☐ Space Enhancement
- ☐ Reputation Enhancement
- ☐ Financial Resources Management
- ☒ Compliance (e.g. legislatively required)
- ☐ Governance

**ACTION REQUIRED:** Information

### SUMMARY:

On May 16, 2024, the Ontario legislature passed Bill 166, *Strengthening Accountability and Student Supports Act, 2024* (the “Act”) which amends the *Ministry of Training, Colleges and Universities Act* and creates new obligations for universities relating to anti-racism/anti-hate and student mental health. The Ministry issued two (2) Directives to universities and colleges in September 2024 outlining what was required to be in compliance with the Act.

### BACKGROUND:

Toronto Metropolitan University (the “University”) is committed to fostering learning, working and living environments that are free of discrimination and harassment, and supporting student mental health and wellbeing. This includes compliance with the University’s obligations under the Ontario *Human Rights Code* and *Occupational Health and Safety Act*, as well as Bill 166, *Strengthening Accountability and Student Supports Act, 2024*, which recently amended the *Ministry of Training, Colleges and Universities Act* and set out new requirements for publicly-assisted colleges and universities relating to anti-racism and anti-hate and student mental health. This presentation outlines the steps the University is taking to comply with the two (2) Directives from the Ministry that were issued in September 2024 and which require compliance by January 31, 2025.

**ATTACHMENT:** Presentation on TMU Compliance with Ministry of Colleges and Universities’ Directives under Bill 166: *Strengthening Accountability and Student Supports Act, 2024*

**PREPARED BY:**

Name: Erin Hallock, Director, Human Rights Services

Ahmed Ahmed, Strategic Advisor and Senior Resolution Officer, Human Rights Services

Jen McMillen, Vice-Provost, Students and Allan MacDonald, Executive Director, Student Wellbeing

Date: January 16, 2025

**APPROVED BY:**

Name: Tanya De Mello, Vice-President, Equity and Community Inclusion

Roberta Iannacito-Provenzano, Provost and Vice-President, Academic

Date: January 16, 2025

## TMU Compliance with Ministry of Colleges and Universities' Directives under Bill 166: *Strengthening Accountability and Student Supports Act, 2024*

January 30, 2025 | Board of Governors

**Tanya (Toni) De Mello**, Vice-President,  
Equity and Community Inclusion



## Bill 166: *Strengthening Accountability and Student Supports Act, 2024*

### Anti-Racism / Anti- Hate Directive

led by Human Rights Services,  
Office of the Vice-President,  
Equity and Community  
Inclusion (OVPECI)

- Policy review and consultation process including university stakeholders.
- Detailed complaint mechanism for addressing incidents of racism / hate.
- Data collection regarding complaints and their outcomes.
- Annual reporting to the Board of Governors and the Minister on the implementation of the policy, beginning January 2026.

### Student Mental Health Directive

led by the Office of  
the Vice-Provost, Students  
(OVPS)

- Consultation process with university stakeholders to identify priorities.
- Student mental health policy / centralized platform that describes the programs, services, and supports available.
- Annual reporting to the Board of Governors on the implementation and effectiveness of the policy, beginning January 2026.



## Anti-Racism / Anti-Hate Directive

- ➔ TMU is already compliant with the majority of the requirements of Bill 166 and the related Directive, primarily through *the Discrimination and Harassment Prevention Policy* (DHPP) and its complaint resolution process.
- ➔ The DHPP Review is currently underway involving broad stakeholder consultations and the updated policy will ensure compliance (Spring 2025).
- ➔ Temporary guidelines under the DHPP have been developed to address any immediate compliance issues by the deadline of January 31, 2025.
  - Process for receiving anonymous complaints.
  - Time periods for progress of complaint resolution process.
  - Annual reporting of statistics to the Board and Minister.



3

## Student Mental Health Directive

- ➔ TMU has all student mental health resources on a centralized webpage ensuring compliance with Bill 166 by providing students with easy access to descriptions of programs, services, and supports.
- ➔ A comprehensive consultation process, including input from the Student Wellbeing Advisory Group (led by students), has informed the updates, ensuring alignment with student-centred principles and the unique needs of TMU's diverse population.
- ➔ TMU has implemented measures to monitor and evaluate the effectiveness of its mental health resources, ensuring continuous improvement and readiness for compliance reporting by January 31, 2026.



Student  
mental health  
resources:



## Questions?

If you have any questions, please email the Office of the Vice-President, Equity and Community Inclusion (OVPECI) at [equity@torontomu.ca](mailto:equity@torontomu.ca).



**BOARD OF GOVERNORS**

**January 30, 2025**

**AGENDA ITEM:** Introduction to the 2025-26 Budget Process

**STRATEGIC OBJECTIVES:**

- ☒ Academic
- ☐ Student Engagement and Success
- ☐ Space Enhancement
- ☐ Reputation Enhancement
- ☒ Financial Resources Management
- ☐ Compliance (e.g. legislatively required)
- ☒ Governance

**ACTION REQUIRED:** Information

**SUMMARY:**

This presentation provides an overview of the 2025-26 budget process.

**BACKGROUND:**

The presentation is the first of four (4) presentations regarding the 2025-26 budget and provides an overview of the budget process including the context, timelines, community consultation, and strategic principles.

**PREPARED BY:**

Name: Kimberley McCausland, Vice-Provost, University Planning

Date: January 8, 2025

**APPROVED BY:**

Name: Roberta Iannacito-Provenzano, Provost and Vice-President, Academic

Date: January 8, 2025

# 2025-26 Budget Process

Board Finance Committee  
January 23, 2025

Toronto  
Metropolitan  
University



## Introduction to the Budget Process

- The annual budget represents our allocation of resources, includes an estimate of revenues and expenditures, and allows for the prioritization of resource allocations to achieve university objectives.
- The budget also provides accountability to our stakeholders.

Toronto  
Metropolitan  
University

## Budget Principles - Strategic

- Prioritize students
- Protect TMU's core business
- Be fair and transparent
- Remain forward looking
- Conduct wide consultations with the community



## Context for 2025-26

- Continuation of the constrained fiscal environment:
  - Tuition fees for Ontario students remain frozen
  - No new funded domestic spaces from the province
  - Managing international enrolment in a time of uncertainty and a changing environment
  - Inflationary pressures
- Budget development will include full input from the community with Board check-ins every month for the remainder of the fiscal year

## Provincial Context: 2024 Ontario Fall Economic Statement

- Focused on infrastructure and manufacturing
- Recent new spending is focused on building highways and transit and cash transfers to residents
- Previously announced financial support for postsecondary education to partially address funding shortfalls
- No change to funded enrolment levels



## Post-Secondary Education Sustainability Fund (PSESF)

June 2024 announcement confirmed three allocations from the province:

- Across-the-board funding phased over three years for all universities based on percentage of current operating grants. TMU share: \$7.4M in 2024-25, \$12.5M in 2025-26, \$17.7M in 2026-27
- Top-up for institutions demonstrating higher need: \$17.3M single year funding received by TMU in 2024-25, to help manage revenue shortfalls in 2024-25 and 2025-26
- Efficiency and Accountability Fund: Support provided by province to undertake a third-party review, which is in progress with findings to be reported to the Board prior to 2024-25 year-end

## 2025-26 Budget – Community Consultation

- As in previous years, we will consult broadly with the TMU community
- Consultations will include:
  - Three open Town Hall sessions
  - Meetings with Student Board members
  - Meetings with Toronto Metropolitan Student Union, Toronto Metropolitan Association of Part-time Students and Toronto Metropolitan Graduate Students' Union
  - Meetings with faculty and staff Union Representatives
  - Meetings with Deans, Vice Provosts and other Division leads

## 2025-26 Budget Timelines – Board Finance Meetings

- The Board process includes four presentations:

January	Budget Process
February	Environmental Scan
March	Government Funding Update and Budget Strategy
April	Full Budget for Approval

**BOARD OF GOVERNORS**

**January 30, 2025**

**AGENDA ITEM:** Review of Revenue and Expenditures for proposed Master of Cybersecurity

**STRATEGIC OBJECTIVES:**

- ☒ Academic
- ☐ Student Engagement and Success
- ☐ Space Enhancement
- ☐ Reputation Enhancement
- ☒ Financial Resources Management
- ☐ Compliance (e.g. legislatively required)
- ☒ Governance

**ACTION REQUIRED:** Approval

**SUMMARY:**

Toronto Metropolitan University (the “University”) is seeking the Board of Governors’ (the “Board”) approval of the proposed Master of Cybersecurity. The proposed program has undergone thorough assessments of academic quality and financial viability. The proposed program is consistent with the University’s mission, builds on existing academic strengths, and responds to student demand and societal needs.

The proposed program has been approved by the University’s Senate and the Ontario Universities Council on Quality Assurance (the “Quality Council”). The Quality Council is responsible for the quality assurance approval of new undergraduate and graduate programs, as well as auditing each university’s quality assurance processes on an eight (8) year cycle.

As in the past, Board-approved programs will not be launched until the Provost and Vice-President, Academic, determines that sufficient student demand materializes and that the necessary resources are available.

**BACKGROUND:**

The Master of Cybersecurity is a three (3) term interdisciplinary program that will provide training in the technological and management elements of cybersecurity, with an emphasis on experiential learning. The estimated intake is fifteen (15) domestic and ten (10) international students per year.

**ATTACHMENT:** New Program Summary - Master of Cybersecurity





**PREPARED BY:**

Name: Kimberley McCausland, Vice-Provost, University Planning

Date: December 16, 2024

**APPROVED BY:**

Name: Roberta Iannacito-Provenzano, Provost and Vice-President, Academic

Date: December 16, 2024

## Toronto Metropolitan University

### New Program Summary for Board of Governors

<b>Name of Program:</b> Cybersecurity	<b>Degree:</b> Master of Cybersecurity (MC)
<b>Proposed starting date:</b> September 2025	
<b>Proposed tuition fees (2025-26):</b> Domestic: \$21,250; International: \$41,500	
<b>Brief program description:</b> <ul style="list-style-type: none"><li>• This 3 term course-based master's program will use an interdisciplinary curriculum with elements of computer science, engineering, and management. It will include unique experiential learning components delivered by the Rogers Cybersecure Catalyst training centre, including access to the Cyber Range training and testing platform.</li><li>• The curriculum consists of 5 core courses and three professional electives, designed to cover both the technology and management aspects of cybersecurity.</li><li>• Estimated intake is 15 domestic and 10 international students per year.</li><li>• The program will use a cost recovery model in which tuition fees provide the sole source of revenue. The program could potentially change to a grant-eligible model in the future depending on the availability of grant-funded spaces.</li></ul>	
<b>Evidence of societal need and student demand:</b> <ul style="list-style-type: none"><li>• Statistics Canada's job outlook projections for cybersecurity specialists and cybersecurity managers in Ontario are favourable. These jobs are concentrated in computer systems design, finance and insurance industries, and public administration, and involve developing and monitoring security measures to protect organizations' computer networks, devices and information. A minority of existing workers in this field have graduate degrees, offering students in this program a competitive advantage.</li><li>• Studies and reports by Deloitte, Cybercrime Magazine and ISC2 have projected a shortage of cybersecurity professionals in Canada and around the world in the face of rising need for expertise in this area in government and industry.</li><li>• Student demand is expected to be strong given the growing importance of cybersecurity and the excellent employment prospects in the field. The use of the Rogers Cybersecure Catalyst's training facilities will serve as a competitive advantage in recruitment for the program and make graduates more marketable to employers. The only other master's program in cybersecurity in Ontario is offered by the University of Guelph, which does not offer the same access to the large Greater Toronto Area market as Toronto Metropolitan University (TMU).</li></ul>	
<b>Fit with TMU mission, Strategic Mandate Agreement and resources:</b> <ul style="list-style-type: none"><li>• The program is consistent with the Management and Competitiveness area of strength expected to be included in TMU's 2025-30 Strategic Mandate Agreement. It also supports the 2025-30 Academic Plan's priority of ensuring future readiness.</li><li>• The program will make TMU a leader in this field given the lack of multidisciplinary graduate cybersecurity programming in Canada. This will mark the first time a graduate program at TMU is offered in a collaboration among three faculties (Faculty of Science, Faculty of Engineering and Architectural Science, Ted Rogers School of Management).</li><li>• The program will leverage existing facilities at TMU, with minor infrastructure upgrades required. Remote access to the Rogers Cybersecure Catalyst's programming will allow for high quality training with limited resource requirements.</li></ul>	

**Program Costing:****Summary of enrolment, revenue and expenditures at steady state (details below)**

	Year 0	Year 1	Year 2	Year 3	Steady State
Enrolment (Annualized FTE)	0.0	16.7	25.0	25.0	25.0
Total New Revenue	\$0	\$489,167	\$733,750	\$733,750	\$733,750
Direct Costs including OTO	\$25,100	\$356,628	\$475,332	\$475,332	\$475,332
Total Expenditures	\$25,100	\$454,461	\$622,082	\$622,082	\$622,082
Annual funds for institutional costs including student support /(deficit)	(\$25,100)	\$34,706	\$111,668	\$111,668	\$111,668

**Table 1: Estimated Enrolment, Revenue and Expenditures – MC Cybersecurity**

	Year 0 2024-25	Year 1 2025-26	Year 2 2026-27	Year 3 2027-28	Year 4 2028-29
<b>a) Enrolment</b>					
Annualized FTE (domestic and international)	0	16.7	25.0	25.0	25.0
<b>b) Revenue</b>					
Tuition fees	\$ -	\$ 489,167	\$ 733,750	\$ 733,750	\$ 733,750
<i>TOTAL Revenue</i>	\$ -	\$ 489,167	\$ 733,750	\$ 733,750	\$ 733,750
<b>c) Expenditures</b>					
Instructional and research related expenses	\$ -	\$ 253,378	\$ 355,578	\$ 355,578	\$ 355,578
Administration and co-ordination support salaries	\$ -	\$ 26,667	\$ 40,000	\$ 40,000	\$ 40,000
Non-salary operating	\$ -	\$ 14,167	\$ 15,500	\$ 15,500	\$ 15,500
Benefits and pensions related to direct salaries	\$ -	\$ 43,317	\$ 55,153	\$ 55,153	\$ 55,153
Ongoing library costs	\$ 2,500	\$ 9,100	\$ 9,100	\$ 9,100	\$ 9,100
<i>Subtotal Direct Costs</i>	\$ 2,500	\$ 346,628	\$ 475,332	\$ 475,332	\$ 475,332
<i>Indirect Costs (20% of revenue)</i>	\$ -	\$ 97,833	\$ 146,750	\$ 146,750	\$ 146,750
<i>Total Ongoing Expenditures</i>	\$ 2,500	\$ 444,461	\$ 622,082	\$ 622,082	\$ 622,082
One-time costs/investments	\$ 22,600	\$ 10,000	\$ -	\$ -	\$ -
<i>TOTAL Expenditures</i>	\$ 25,100	\$ 454,461	\$ 622,082	\$ 622,082	\$ 622,082
Balance: Annual funds to be allocated for institutional costs including student support / (deficit)	\$ (25,100)	\$ 34,706	\$ 111,668	\$ 111,668	\$ 111,668

## **DRAFT RESOLUTION**

**RE: Review of Revenue and Expenditures for proposed Master of Cybersecurity**

---

BE IT AND IT IS HEREBY RESOLVED:

THAT on the basis of the review carried out, the program approval of the Senate, and the planned revenue and expenditures as presented, the Board of Governors approves the proposed Master of Cybersecurity as financially viable, and that it may be offered at the discretion of the Provost and Vice-President, Academic.

January 30, 2025

# Marketing & Communications Results

September 1 -  
December 31, 2024

Prepared by:  
University Relations (UR)

January, 2025

**Toronto  
Metropolitan  
University**



# Executive Summary

Highlights from Sept 1 - Dec 31, 2024

- The UR team quickly transformed the “Decades of Transformation” history project into a reality with a coffee table book and website to be launched early in 2025.
- UR supported a number of School of Medicine (SoM) announcements and brand awareness initiatives this term, including accreditation, admissions and large donations.
- We developed new recruitment campaigns for TRSM’s MBA and BComm programs to support consideration with prospective students. All production was done by UR’s in-house team.
- Finalized all renaming signage with the final sign being placed on the Mattamy Athletic Centre.
- UR completed the draft of the 2025-30 Academic Plan based on community feedback and supported the provost's presentation to Senate. The approved plan was then laid out as a 42 page digital book with new images from two on-campus photo shoots. It is scheduled for distribution in January 2025.

## Earned Media



**12,325 Media Hits**

8% decrease from previous report



**11.8B Potential Reach**

16% increase from previous report



**105M AVE**

Advertising Value Equivalency  
14% decrease from previous report



**54% Positive Sentiment**

15% decrease from previous report



Positive	54.1%
Negative	4.8%
Neutral	41.1%
Not rated	0%

## Social Media



**4.5K New Followers**



**8.2M Impressions**



**297.6K Engagements**



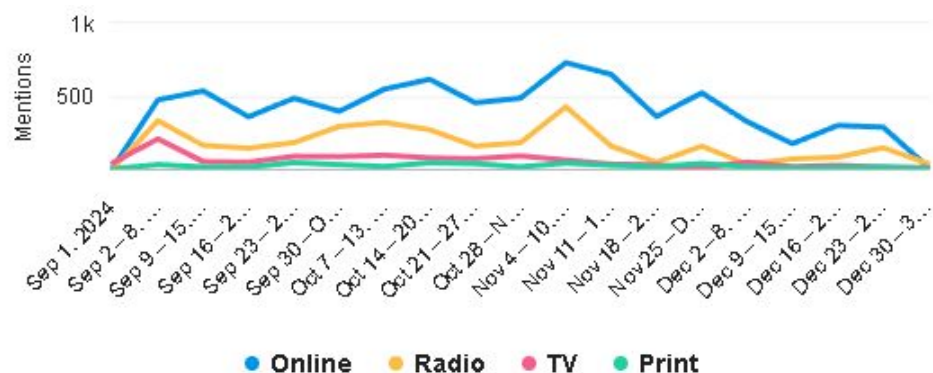
**53.4K Link Clicks**



# Earned Media Detail

## Results highlights

- TMU secured 12,325 media hits from September 1 - December 31, 2024 with a total potential reach of 11.8 billion.
- The top article by reach was an article that appeared in The New York Times, on “digital escapism”, which quoted **Jenna Jacobson**, Ted Rogers School of Management, with a total potential reach of 154M.
- The Advertising Value Equivalency (AVE) on media coverage secured during the period is \$114 million.



## Proactive pitching highlights:

- In September, Central Communications supported the announcement that TMU's School of Medicine received preliminary accreditation and a \$1 million donation. Media outreach resulted in nearly 20 unique pieces of coverage over two months; the majority of which was positive
- The team media trained Dr. Dominick Shelton who then did interviews on the School of Medicine's admission process with Globe and Mail, National Post and Metro Morning
- The installation of new Chancellor Donette Chin-Loy Chang was picked up as part of Central Communication's Convocation outreach and coverage in October
- Several media outlets attended TMU's Viola Desmond Awards which resulted in coverage from CityNews and several Caribbean news outlets
- Central Communications helped announce a significant \$5 million donation by the Kassams to the School of Medicine, which was covered by Toronto Star, Globe and Mail and Academica
- Medical thought leadership was put front and centre with an OpEd written by Dr. Teresa Chan placed in the Toronto Star and an OpEd by Dr. Andrew Padmos placed in the National Post to highlight the importance of TMU's School of Medicine admissions approach
- TMU Faculty Experts were pitched to media daily to speak on timely news items, including: the U.S. election, Taylor Swift's impact on Toronto's economy, transit, housing and changes to Trudeau's cabinet

# TorontoMet Today (TMT) e-newsletter:

The TMT e-newsletter was emailed to over 70,000 staff, faculty, students and friends three times a week between September and December until December 18.

- The newsletter edition with the most opens during this period, was the Friday, September 13 issue, “[New book looks at portrayal of sex work: cool student jobs](#)” with a 68.9% open rate (for comparison, the cross-industry average open rate for newsletters is 21.33%).
- The 18-24 demographic were the most active readers during this period.
- Sessions were up 7.6%, and views were up 5% over the same period last year.
- The best performing story over the period was “[Moez and Marissa Kassam make landmark investment in equity at TMU School of Medicine](#)” with 8,183 views.

## **Moez and Marissa Kassam make landmark investment in equity at TMU School of Medicine**

**\$5-million donation funds scholarships, champions inclusive excellence in medical education**

November 26, 2024



Moez and Marissa Kassam's \$5-million investment in the TMU School of Medicine will fund scholarships for students from underrepresented communities. (Photo credit: George Pimentel)



# AB testing and overhaul of TMT:

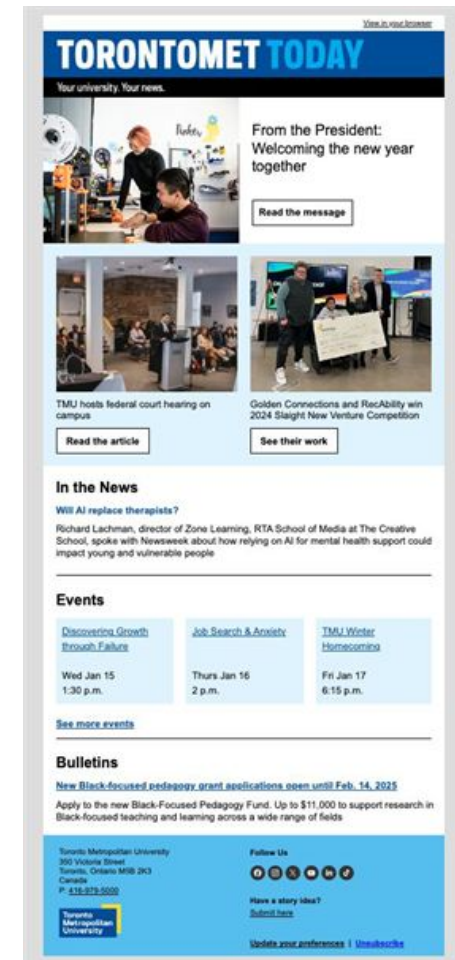
UR conducted extensive A/B testing to look at ways we might improve readership, the open rate and the click-through-rate (CTR) of the TMT newsletter.

We ran 8 two-week tests and learned:

- Horizontal stack of stories **increased CTR by 6.5%** compared to the old vertical stack
- Two-story subject lines **improved open rate by 7.1%**
- Having a head and no subhead **improved CTR by 65%**
- Unlinked headlines and linked buttons **improved CTR by ~18%**
- Buttons decreased CTR by 11% when headlines were still linked
- Using Mailchimp's optimize send time reduced open rate by 8%

## What came next?

- As a result, we created a new newsletter template based on the findings
- We also migrated the TMT newsletter from the Mailchimp platform to Active Campaign
- We are now moving on to improving the TMT website pages



# Top TMT stories

Other top performing [TMT](#) stories between Sept. 1 - Dec. 31 2024:

## School of Medicine earns national medical colleges accreditation of 16 new residency programs

Resident physician training launches July 2025

October 24, 2024



TMU announces Post Graduate Medical Education accreditation, achieving the most simultaneous program certifications in Canadian medical school history. Photo: iStock

5,897 views

## Cool TMU student jobs

Part 1 in a series showcasing how students levelled up this summer

By: Lindsey Craig

September 05, 2024



Above, TMU student Josh Hoven, fifth from left, on the set of the VIEW Dance Challenge. He is pictured with his colleagues, from left: Sejon Balachandran, Andrew Clifton, Gabi Trudel and Victoria Patterson, and third from right, Kiara Iaco, Renee Chartrand and Murphy Owusu. (Photo: Courtesy of Josh Hoven)

5,538 views

## \$10M gift from Jack Cockwell facilitates acquisition of Queen St property

TMU acquires interest in 2 Queen Street East, further supporting Campus Master Plan recommendations

December 03, 2024



TMU has made a partial acquisition of 2 Queen Street East to help consolidate various office uses into owned space.

5,423 views

# Organic Social Media Detail



- 69.6K followers
- 145.1K engagements



- 62.4K followers
- 4.7K engagements



- 324,779K followers
- 1.3M impressions
- 10,263 reactions
- 238 comments
- 83 reposts



- 74.1K followers
- 2.5M video views
- 133.2K engagements



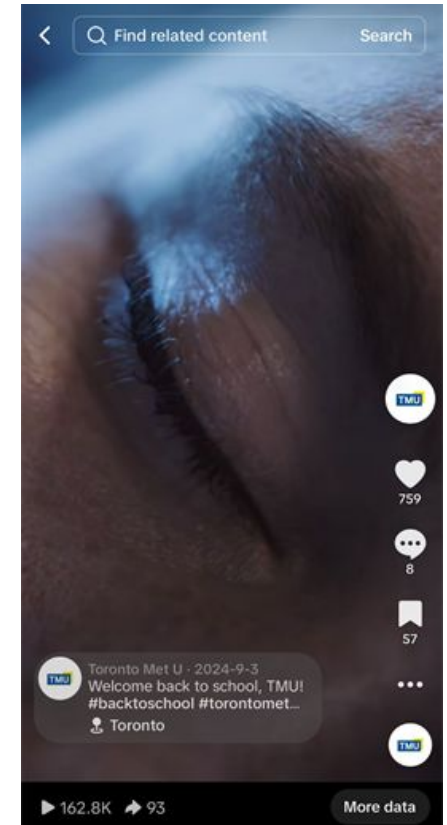
- 98.4K page likes
- 4K engagements

## Highlights



- Instagram interactions increased by 80.5k
- LinkedIn saw a 200k increase in impressions
- Video views increased by 1.4m, alongside an 83k increase in engagements on TikTok

# Top Social Posts

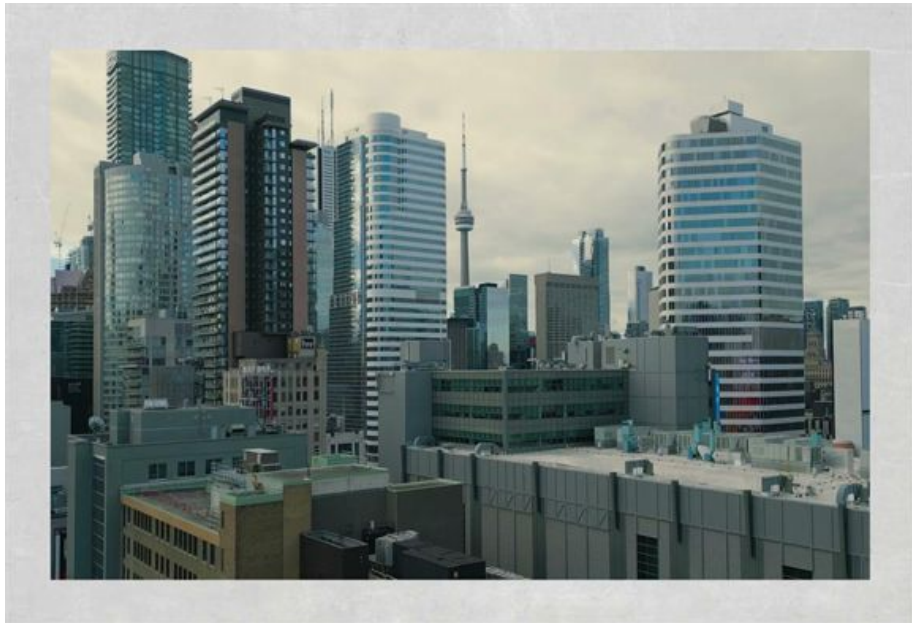




# Creative Examples

## **International Recruitment: Awareness Campaign**

Developed an awareness campaign that spotlights TMU's strengths and boldly showcases the exceptional opportunities we offer to prospective international students.



## **Campus Store Winter Shoot**

Led a vintage-inspired photo shoot for the Campus Store featuring TMU students, to help promote TMU apparel and merchandise.



# Creative Examples

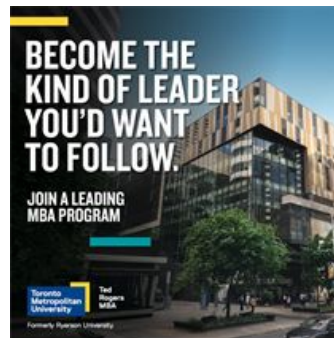
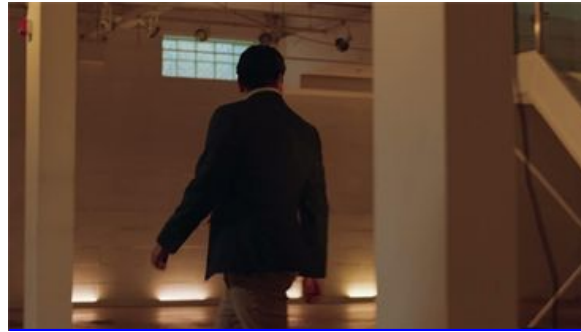
## BComm Recruitment Campaign

Launched a new recruitment campaign urging students to apply to TRSM undergraduate programs and drive Fall recruitment.



## MBA Recruitment Campaign

Developed an integrated MBA campaign to recruit prospective students who want to be a different kind of leader.



## SoM Donor Thank You Ad

Designed a full-page Globe and Mail ad to thank Moez and Marissa Kassam for their \$5 million dollar investment in the future of health care at TMU's School of Medicine.



# Paid Media Details

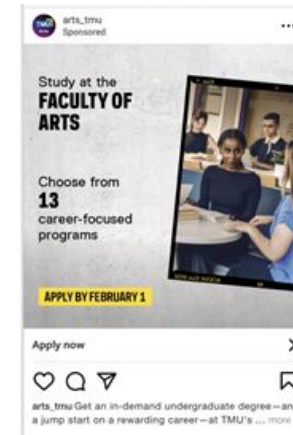
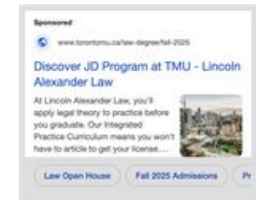
## Digital advertising campaigns for Sept - Dec 2024 included:

- Registrar's Office - Fall Open House Promotion
- Registrar's Office - Undergraduate Recruitment Push
- School of Medicine - Awareness Campaign
- School of Medicine - Residency Recruitment
- School of Medicine - MD Recruitment
- Arts - Fall Open House
- Arts - Winter Recruitment Push
- Law - Recruitment
- Athletics - Family Pack Tickets Promo
- TRSM - BComm Recruitment
- TRSM - Graduate Recruitment
- Forefront Podcast S5 Promotion
- Alumni Magazine Fall 2024 Promotion
- TMU Brand Search Ads (Renaming)
- FCS Occupational & Public Health Recruitment
- International Student Recruitment
- YSGPS: Graduate Studies Recruitment



## Ad campaigns focused on:

- Brand awareness
- Driving traffic to TMU website
- Recruitment / applications
- Event registration / enrollment



# Web Traffic Detail

Comparisons are September - December 2024 and 2023

- **11.8% decrease** in sessions  
6.13 million (2024) vs. 6.95 million (2023)
- **18.9% decrease** in users  
2.53 million (2024) vs. 3.12 million (2023)
- **7.3% decrease** in pageviews  
15.66 million (2024) vs. 16.89 million (2023)

## Top countries by sessions

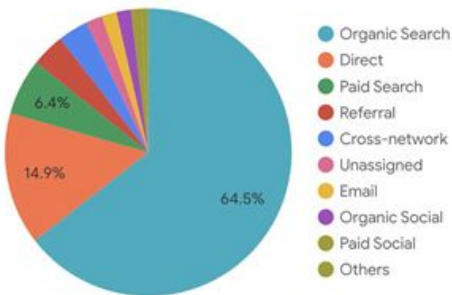
	Country	Sessions ▾	% Δ
1.	Canada	5,113,844	-3.6% ↓
2.	United States	322,512	-42.9% ↓
3.	Nigeria	126,861	63.4% ↑
4.	Pakistan	113,564	-9.1% ↓
5.	India	57,394	-77.2% ↓
6.	Ghana	47,498	73.4% ↑
7.	Vietnam	42,525	149.1% ↑
8.	Bangladesh	33,970	-83.6% ↓
9.	United Kingdom	28,602	-6.8% ↓
10.	China	20,011	-9.3% ↓

## Top pages by pageviews

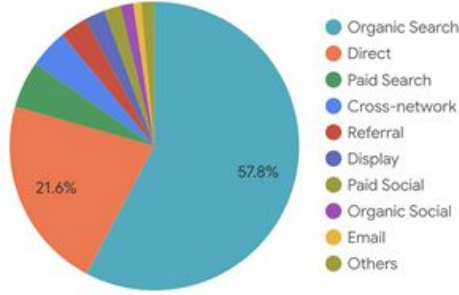
	Page path	Views	% Δ
1.	/	1,083,814	-14.1% ↓
2.	/programs/undergraduate/	242,827	-31.2% ↓
3.	/search/	224,641	109.7% ↑
4.	/admissions/undergraduate/choose-login/	208,825	-10.5% ↓
5.	/international/admissions/landing-international/	163,823	-50.2% ↓
6.	/myservicehub-support/	144,410	9.5% ↑
7.	/programs/	144,022	-1.3% ↓
8.	/school-of-medicine/programs/md/	139,028	-
9.	/graduate/programs/	131,684	-30.2% ↓
10.	/calendar/2024-2025/dates/	123,756	1,767,842.9% ↑

## How visitors got to our website by % of sessions

September 1, 2024 - December 31, 2024



September 1, 2023 - December 31, 2023





## **BOARD OF GOVERNORS**

**January 30, 2025**

### **AGENDA ITEM:** Graduating Student Survey 2024

#### **STRATEGIC OBJECTIVES:**

- ☐ Academic
- ☒ Student Engagement and Success
- ☐ Space Enhancement
- ☐ Reputation Enhancement
- ☐ Financial Resources Management
- ☐ Compliance (e.g. legislatively required)
- ☐ Governance

#### **ACTION REQUIRED:** Information

#### **SUMMARY:**

This report summarizes results from the Graduating Student Survey 2024 and is presented for the information of the Board of Governors.

#### **BACKGROUND:**

The Graduating Student Survey is one of a series of student surveys conducted by Toronto Metropolitan University as a member of the Canadian University Survey Consortium. Survey questions relate to students' satisfaction with their academic program and the University experience, as well as information about employment and career preparation and plans for further education.

#### **ATTACHMENT:** Graduating Student Survey 2024: Highlights of Survey Results

**COMMUNICATIONS STRATEGY:** The report will be disseminated within the Toronto Metropolitan University community and posted on the University's website.

#### **PREPARED BY:**

Name: Kimberley McCausland, Vice-Provost, University Planning

Date: January 20, 2025

#### **APPROVED BY:**

Name: Roberta Iannacito-Provenzano, Provost & Vice-President, Academic

Date: January 20, 2025

# Graduating Student Survey 2024

## Highlights of Survey Results



## About the Survey

- Every three years, Toronto Metropolitan University conducts a survey of graduating students as part of the Canadian University Survey Consortium. This student survey is conducted across the country by more than 30 universities. TMU has been a member of this group since 1997.
- Students are asked about **themselves**, their **satisfaction** with their academic and university experiences, as well as their **expectations and plans for the future**.
- In 2024, over 6,000 TMU students were contacted, and 1,942 students completed the survey, yielding a response rate of 32%.
- These results will be posted online at <https://torontomu.ca/university-planning/>.



## Table of Contents

Section	Slide(s)	Section	Slide(s)
<b>Student Success and Skills</b>	<b>5-8</b>	<b>Student Finances</b>	<b>21-24</b>
TMU's Contribution to Skills and Development	5-7	Employment	21
Experiential Learning	8	Financing	22
<b>Student Experience</b>	<b>10-19</b>	Student Debt	23-24
Progression and Delays	10	<b>Plans for the Future</b>	<b>26-28</b>
Satisfaction with University Experience	11-12	Career Preparation	26
Perceptions of Instructors	13-14	Future Employment	27
Satisfaction with Student Services	15-16	Further Education	28
Involvement in Co-curricular Activity	17	<b>Student Profile</b>	<b>30-35</b>
Inclusivity	18-19	Representation of Respondents	30
		Demographics	31-35
		<b>Conclusions</b>	<b>37</b>

## Student Success and Skills

## TMU's Contribution to Skills and Development

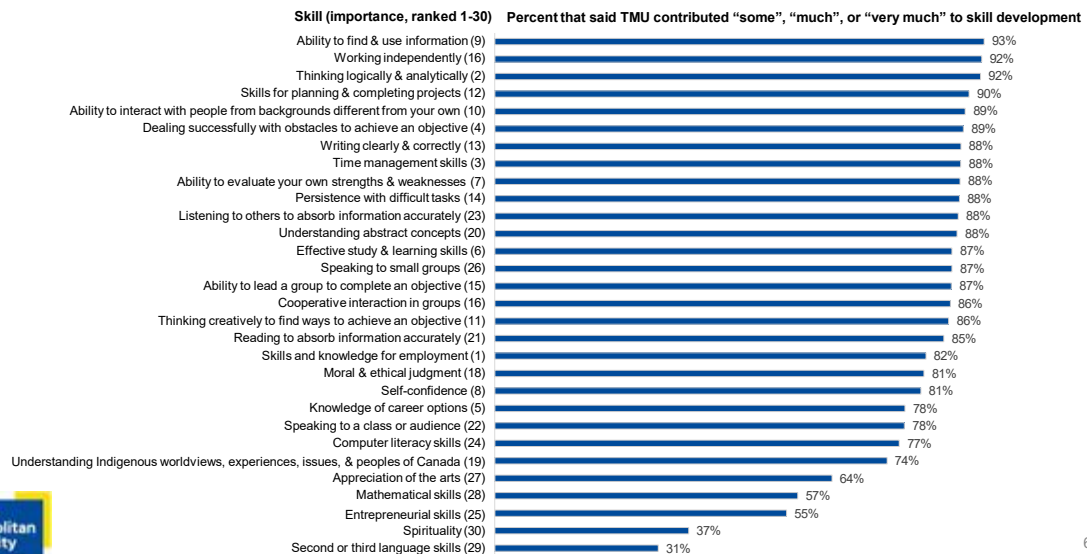
- Graduating students felt that TMU contributed substantially to their skills and personal development in a variety of areas.
- Respondents were asked to review a series of 30 skills, select their top three in terms of importance, and rate the degree to which their experience at the university contributed some, much, or very much to these skills.
- Compared to the previous survey in 2021, the five most important skills to graduating students in 2024 are more career- and employment-focused, and less related to general personal development.

Five most important skills as identified by TMU respondents

Ranking of importance of skill	Skill	% of students indicating that TMU had contributed to this skill
1	Skills and knowledge for employment	82%
2	Thinking logically and analytically	92%
3	Time management skills	88%
4	Dealing successfully with obstacles to achieve an objective	89%
5	Knowledge of career options	78%

5




## TMU's Contribution to Skills and Development






6

## TMU's Contribution to Skills and Development

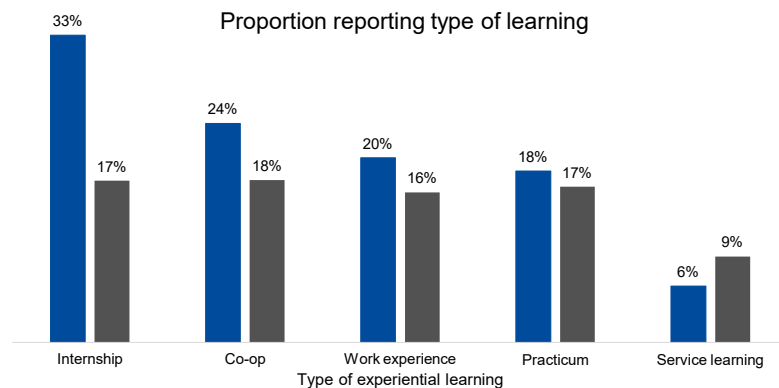
- The ratings below represent the proportion of students who said that TMU had contributed “some”, “much”, or “very much” to the development of their skills.
- Skills below were significantly different from the average (**higher** or **lower**) for all CUSC-participating institutions and were also among the 10 most important skills.

Skill	TMU	CUSC
 Ability to interact with people from backgrounds than your own	89%	87%
 Skills and knowledge for employment	82%	80%
 Knowledge of career options	78%	72%

Skill	TMU	CUSC
 Ability to find and use information	93%	94%
 Thinking logically and analytically	92%	94%
 Dealing successfully with obstacles to complete an objective	89%	91%

## Experiential Learning

- 71% of students reported participating in some form of experiential learning during their program, compared with 55% overall at **CUSC-participating** institutions. This value increased by 8 percentage points over the previous survey.
- Internships were the most common form of experiential learning at **TMU** (33%), followed by co-op (24%) and work experience (20%). Note that students could select multiple options.

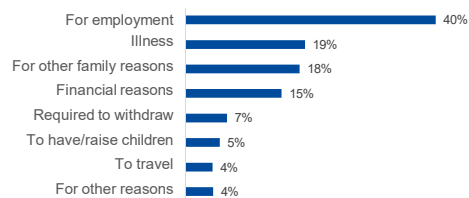


# Student Experience

## Progression and Delays

- Generally, students progressed through their programs at the same rate as previous cohorts.
- Compared to the 2021 survey, fewer students in 2024 reported:
  - Being required to withdraw from the university.
  - Needing to delay completion of their program due to grades.
- Compared to the 2021 survey, more students reported:
  - Required courses were not available.
  - Elective courses were not available.
  - Interrupting their studies for employment.

Reason for interruption of studies (of 18% that reported an interruption)



Reason for delay of studies (of 26% that reported a delay)

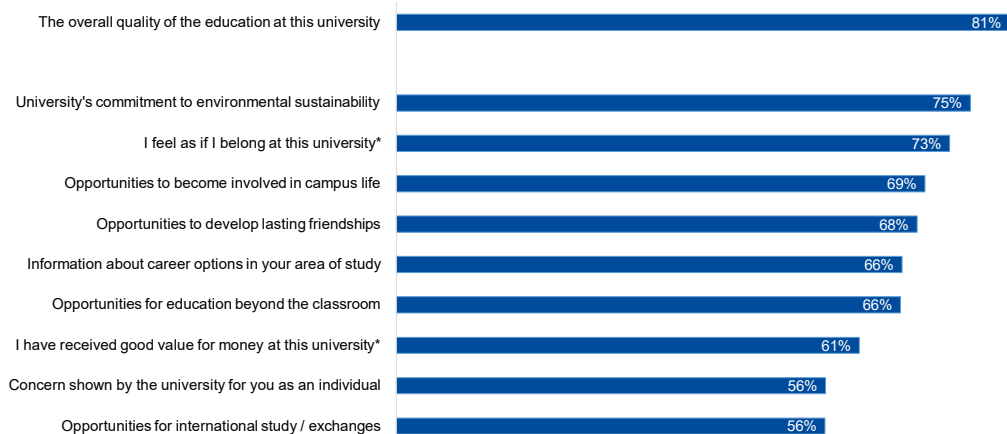


## Satisfaction with University Experience

- The majority of students were satisfied with their experience at TMU.
  - 78% said that TMU met or exceeded their expectations, similar to the previous survey in 2021.
- Students were happiest with the **quality of education** at the university (81% were satisfied or very satisfied). The university commitment to environmental sustainability was rated positively by 75% of respondents.

## Satisfaction with University Experience

Percent that were "satisfied" or "very satisfied" with their experience



Note: questions with an asterisk (\*) used different scales (agree/disagree) versus other questions in this section (satisfied/dissatisfied). Some questions were also edited slightly for brevity.

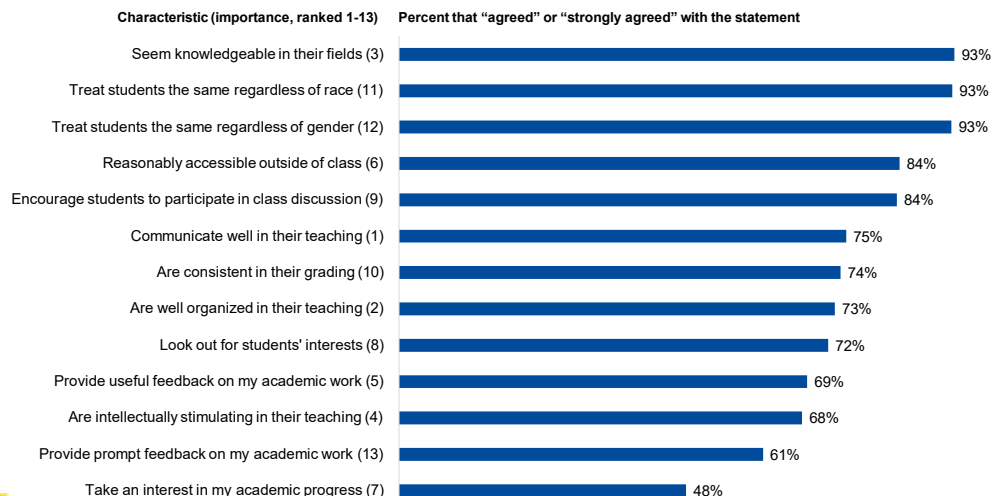
## Student Perceptions of Instructors

- Students were presented with a series of instructor characteristics and were asked to rank their importance and the degree to which their instructors exhibited them.
- The majority of students were satisfied with the five most important instructor characteristics, with the highest being good communication in their teaching.
- The majority of students were satisfied with all qualities of their instructors. Results matched those from the previous survey on most questions.

Five most important instructor characteristics as identified by TMU respondents

Ranking of importance to students	Instructor characteristic	% of students agreeing/agreeing strongly that their instructors demonstrated this characteristic
1	Communicate well in their teaching	75%
2	Are well organized in their teaching	73%
3	Seem knowledgeable in their field	93%
4	Are intellectually stimulating in their teaching	68%
5	Provide useful feedback on my academic work	69%

## Student Perceptions of Instructors

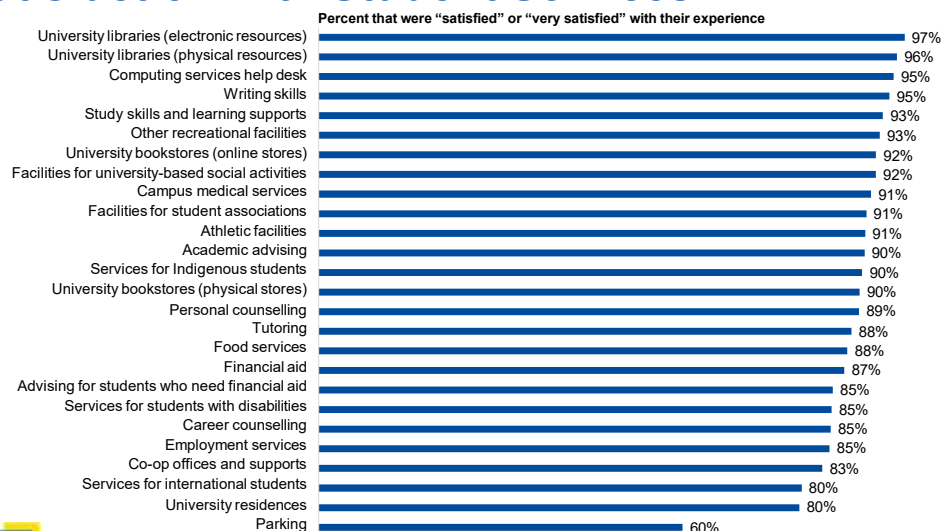




## Satisfaction with Student Services

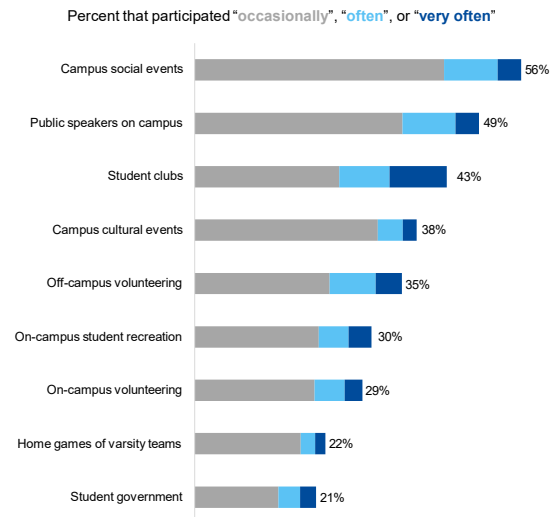
- Students were asked about their use of a range of academic, student life, and other services.
  - The services or facilities used by the greatest proportion of students included university libraries (online resources), financial aid services, athletic services, academic advising, and university bookstores (online resources).
- When asked about satisfaction with university services they had used, students rated all services at **80% or higher**, with the exception of parking.
- TMU students were more satisfied with personal counselling, academic advising, food services, and parking than their counterparts at other CUSC-participating universities. However, they were less satisfied with university bookstores than their peers.

## Satisfaction with Student Services



## Involvement in Co-Curricular Activities

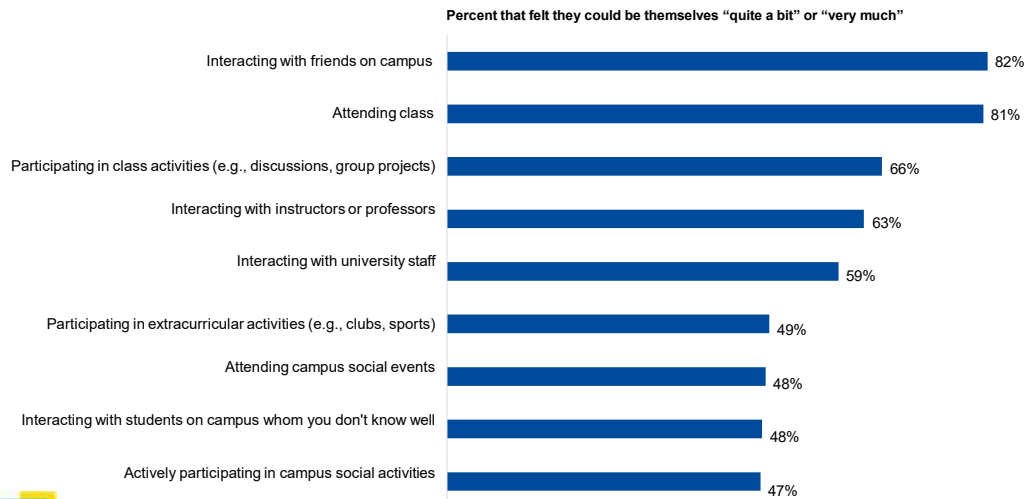
- The majority of students (81%) participated in some form of co-curricular activity since the previous September.
- Of the campus activities that students had been involved in over the past year, campus social events, guest speakers, and student clubs were the most popular.



## Student Perceptions of Inclusivity

- A new section in the student survey asked students about how comfortable they felt being themselves in different situations at the university. Students could respond "not at all", "some", "quite a bit", or "very much".
- Attending class and interacting with friends on campus were the two situations where students most felt they could be themselves. Over 80% of respondents felt they could be themselves "quite a bit" or "very much".

## Student Perceptions of Inclusivity



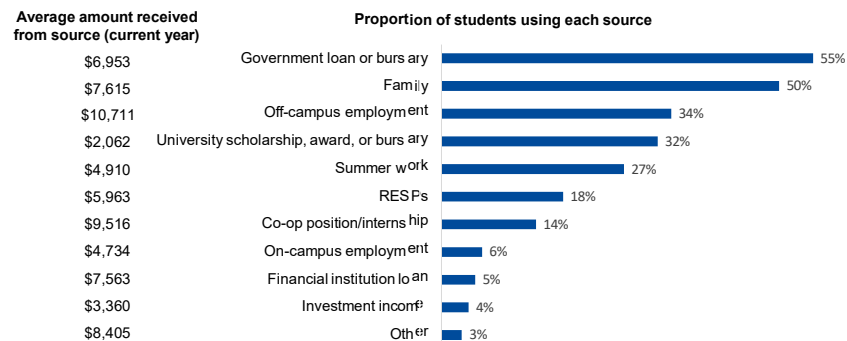
## Student Finances

## Employment

- 63% of students reported being employed while completing their studies (up from 2021 levels, but still lower than in 2018). Students who were employed worked an average of 20 hours a week (one hour fewer than in 2021).
- An additional 24% indicated that they were not employed but were looking for work (down from 2021 levels, but still higher than in 2018).
- Students who worked 21 hours or more per week were more likely to report a negative impact on their studies than students who worked 20 hours per week or fewer.

## Financing

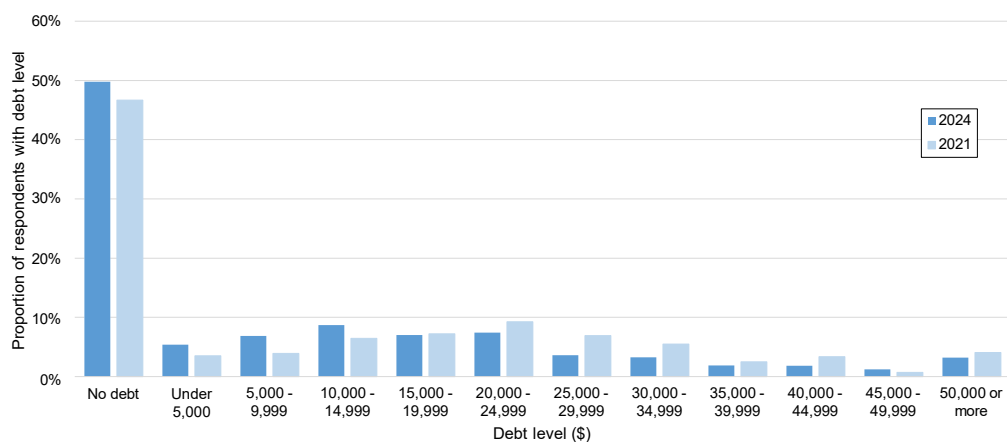
- Students were asked to report which sources of income they were using to pay for their university education during the current academic year (note that students could report more than one source of income).
- The graph shows the proportion of students that used each source of income to pay for their studies, as well as the average amount received from that source for the current academic year.



## Student Debt

- Half of graduating TMU students acquired repayable debt to help finance their education.
- Average debt for all graduating students was \$10,693 (median: \$247) – note that this calculation includes students with no debt. This amount is significantly lower than debt of TMU respondents in 2021 (average: \$13,109) and \$3,500 lower than the average for all CUSC respondents.
- Average debt amongst all graduating students with debt was \$21,300 (median: \$17,000). This amount is significantly lower than the debt of TMU respondents with debt in 2021 (average: \$24,590) and \$9,000 lower than the average across all CUSC-participating institutions.

## Distribution of Student Debt (\$)



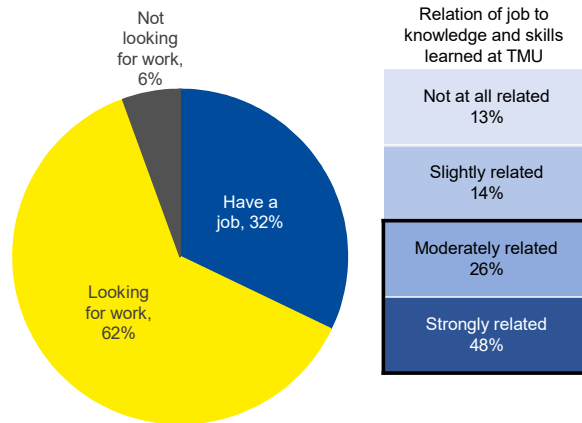
# Plans for the Future

## Career Preparation

- TMU students were mindful about their future career options.
  - 73% of students indicated that they either had a specific career in mind after graduation (35%) or several possible career choices (38%).
  - 76% of students indicated that they knew their career options either "very" or "fairly" well. Only 3% of students indicated that they did not know what their career options were.
- The vast majority of students undertook some form of activity to prepare for a career. Of students surveyed:
  - 83% had developed a resume.
  - 53% had worked in their chosen field of study.
  - 25% had volunteered in their chosen field of study.
  - 18% had met with a career counsellor.
  - 12% had a career mentor.
- The majority of students also talked to their friends and family about employment and career goals. Fewer students talked to professors about employment and career goals than to friends and family.

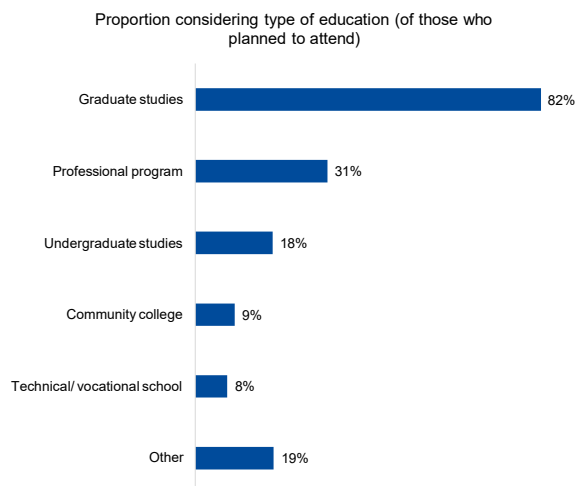
## Future Employment

- 32% of respondents indicated that they had employment arranged for after graduation at the time of the survey – similar to the percentage in the 2021 survey.
- 73% of students who had jobs lined up indicated that their job was “strongly” or “moderately” related to the knowledge and skills they learned during their studies.
- The most common ways that students found their jobs were workplace experience in their program (30%), a jobs website (19%), or direct contact with an employer (15%).



## Further Education

- 57% of TMU graduates planned to take further education within the next five years – this value is slightly lower than in 2021.
- Most of those planning to pursue further education were considering graduate school (82%). Full results are shown in the graph to the right.
- 37% of TMU students who intended to pursue further education planned to do so at TMU:
  - 24% in graduate school.
  - 7% in a professional program.
  - 5% in further undergraduate study.



# Student Profile

## Representation of Survey Respondents to TMU Population

- Broadly, the survey data collected was representative of what we know about TMU students from enrolment data.
- Faculty of Community Services students and The Creative School students were overrepresented in the sample population. Part-time students and Ted Rogers School of Management students were underrepresented.

Category	Response	2024 CUSC Results	%	2024 Institutional Data	%
Academic Load	Full Time	1,315	68%	7,436	58%
	Part Time	627	32%	5,465	42%
Faculty	Arts	212	11%	1,480	11%
	Community Services	515	27%	2,329	18%
	The Creative School	325	17%	1,597	12%
	Engineering and Architectural Science	283	15%	2,121	16%
	Science	179	9%	1,320	10%
	Ted Rogers School of Management	428	22%	4,054	31%
Total Respondents		1,942	100%	12,901	100%



## Age, Family Educational Background, Residency



**Age:** TMU graduates reported an average age of 23.4, with more than 80% of students aged 24 and under.

21 and under: 45% | 22 to 24: 37% | 25 to 29: 10% | 30 and older: 8%



**Gender Identity:** 65% of respondents self-identified as women, 34% self-identified as men, and 5% self-reported as trans, non-binary, or another gender identity.

\*Note that these percentages can add up to more than 100% because respondents can select more than one gender identity.



**Residency:** 5% of respondents were international students.



Other  
Participating  
Institutions

24.6

Average age

9%

International

31

## Living Arrangements, Transportation



**Living Arrangements:** 67% of respondents lived with parents, guardians, or relatives (compared to 71% in 2021). 4% had children of their own.



**Transportation:** 71% commuted using public transportation (compared to 73% in 2018 – 2021 results were likely influenced by the pandemic).

Public Transportation: 71% | Solo Vehicle: 8% | Carpool: 1% | Walk: 14% | Bicycle: 1% | Other: 1% | Don't attend campus: 3% | No response: 1%



Other  
Participating  
Institutions

39%

Respondents  
living with parents,  
guardians, relatives

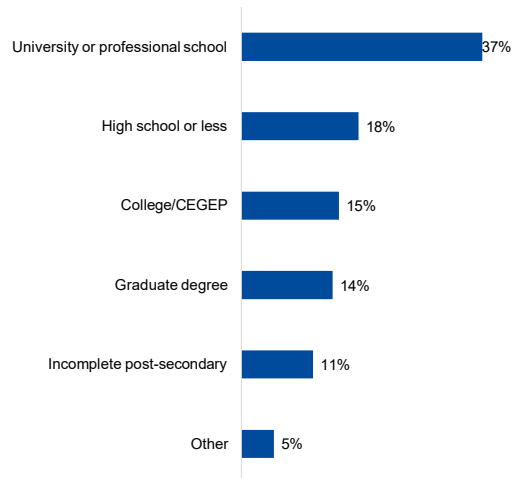
29%

Use of public  
transportation

32

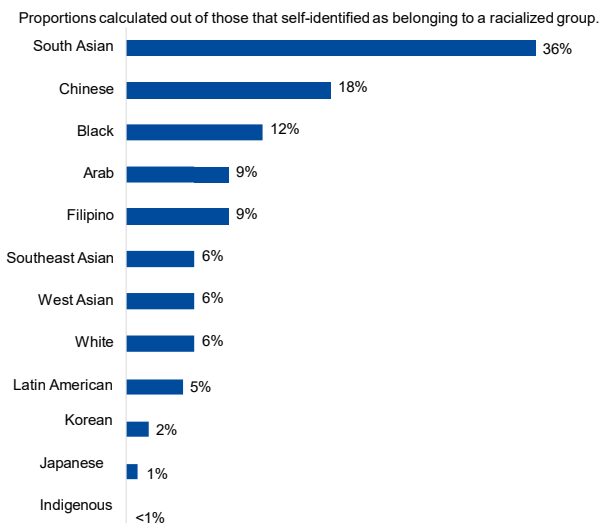
## Family Educational Background

- 66% of respondents of respondents had parents who had completed a post-secondary credential:
  - 15% had a parent with a college or CEGEP diploma.
  - 37% had a parent with a completed university degree or professional school credential.
  - 14% had a parent with a graduate degree.
- This proportion is significantly lower than at other CUSC-participating institutions, where the proportion was 73%.



## Racial Identity

- 66% of undergraduate students graduating in 2024 self-reported belonging to a racialized group (compared to 38% across other CUSC-participating institutions).
- 14% of respondents self-identified as belonging to more than one racial group.
- Fewer than 1% of respondents self-identified as Indigenous.
- Note: proportions add up to more than 100% because respondents could select more than one racialized group.



## Disability and Mental Health

- 25% of total survey respondents indicated that they had a disability (compared with 32% across all other participating institutions).
- Of those respondents:
  - 57% identified a mental health condition
  - 31% identified neurodivergence
  - 17% identified learning/memory disabilities
  - 10% identified a chronic condition
  - 33% reported more than one condition
- 26% of participants with disabilities reported significant impact on their daily activities (that is, their daily activities were always limited by their disability/impairment).

## Conclusions

## Conclusions

- Students largely had a positive impression of their time at TMU, both in terms of skills and competencies gained, and quality of student experience.
- Students were happiest with the overall quality of education at the university.
- Students perceived their instructors as knowledgeable, were highly satisfied with the quality of the services at the university, and generally felt that the university met/exceeded their expectations.
- Many students took active steps to pursue a career or further education post-graduation, and most participated in some form of experiential learning over the course of their studies.

## Further Information

Questions and comments about these survey results  
can be directed to the University Planning Office:

<https://www.torontomu.ca/university-planning/>