

BOARD OF GOVERNORS

September 29, 2025

2:00 p.m. to 4:00 p.m.

Livestream link: <https://youtube.com/live/IBrcRXU3kil?feature=share>

Time	Item	Presenter(s)	Action
2:00 1.	IN-CAMERA DISCUSSION (Board Members Only)	Catherine Paisley	Information
2:15 2.	IN-CAMERA DISCUSSION (Executive Group Invited)		
END OF IN-CAMERA SESSION			
2:40 3.	INTRODUCTION	Catherine Paisley	
3.1	Welcome		
3.1.1	Land Acknowledgement		
3.1.2	Chair's Remarks		
3.2	CONSENT AGENDA	Catherine Paisley	
3.2.1	Approval of the September 29, 2025 Agenda		Approval
3.2.2	Declaration of Conflicts of Interest		Information
3.2.3	Approval of the June 26, 2025 Minutes		Approval
4.	REPORT FROM THE PRESIDENT	Mohamed Lachemi	Information
5.	REPORT FROM THE SECRETARY	Wendy Lawrence	Information
6.	REPORT FROM THE PROVOST AND VICE-PRESIDENT ACADEMIC	Roberta Iannacito-Provenzano	Information
7.	REPORT FROM THE VICE-PRESIDENT, ADMINISTRATION AND OPERATIONS	Saeed Zolfaghari	Information
7.1	Administration and Operations Update	Saeed Zolfaghari	

8. DISCUSSION ITEMS

8.1	REPORT FROM THE CHAIR OF THE GOVERNANCE COMMITTEE	Catherine Paisley	
8.1.1	Amendments to <i>By-Law No. 1 being the General By-Laws</i>	Wendy Lawrence	Approval
8.1.2	Revised Board Committee Memberships 2025-2026	Wendy Lawrence	Approval
8.2	Lincoln Alexander Law Students' Society Referendum Proposal	Jen McMillen	Approval

9. FOR INFORMATION

9.1	Toronto Metropolitan University Common Abbreviations	Wendy Lawrence	Information
9.2	University Relations Monthly Metrics and Reach	Michael Forbes	Information

10. IN-CAMERA DISCUSSION (Board Members Only)

4:00 11. ADJOURNMENT

NEXT MEETING: November 25, 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.”

Toronto Metropolitan University Board of Governors

Report from the President

September 29, 2025



BOARD GREETINGS – I am pleased to welcome new and returning members of the Board of Governors (Board) to the 2025–26 academic session. As our community celebrates the opening of the School of Medicine (SoM)—a milestone in the history of our institution—we do so with gratitude for the Board’s unwavering support, which made it possible. Together, let us look forward to a memorable year that builds on a bold new beginning.

PRESIDENT’S ENTRANCE SCHOLARSHIPS

TMU applicants with demonstrated exceptional academic accomplishments, leadership qualities, creativity, and independent thought are eligible for renewable scholarships valued at \$10,000 per year. Both national and international scholarships (*) are awarded. We are proud to welcome the 2025–26 recipients:

Faculty of Arts – Lily Bitton, English; Anahita Bozorgmehri*, Economics and Finance

Faculty of Community Services (FCS) – Anamika Anand*, Collaborative Nursing; Desmond Kenney, Child and Youth Care

Faculty of Engineering and Architectural Science (FEAS) – Ala Samale, Electrical/Mechanical Engineering; Raahi Shah*, Aerospace Engineering

Faculty of Science (FOS) – Khongorzul Bayarjargal*, Biomedical Sciences; Navia Navin, Biomedical Sciences

Ted Rogers School of Management (TRSM) – Viktoria Dermendzhiyska, Business Technology Management; Cadence Mailloux, Business Management

The Creative School – Brooke-Lynn Forget, Image Arts – Film; Santiago Ramirez Quiceno*, Image Arts – Film

CONGRATULATIONS

Professors *Habiba Bougherara* (Mechanical, Industrial, and Mechatronics Engineering) and *Lesley G. Campbell* (Chemistry and Biology) have been awarded \$5 million by the Weston Family Foundation to scale their innovative berry-growing system, as part of the Homegrown Innovation challenge. Together, they are one of 4 (out of 15) university teams from across Canada to reach the third phase of the competition, which asks participants to develop a system for extending the growing season of blackberries and raspberries. Their project, “MoFarm,” involves a modular vertical farming system that facilitates year-round raspberry production by enabling autonomous pollination (without bees) through continuous air movement. Habiba and Lesley are working with students from FOS and FEAS, as well as industry partners Montel Inc. from Montmagny, Quebec.

RECOGNITION

TMU has moved into the top 10% of universities in the 2025 **Times Higher Education (THE) Impact Rankings**. Out of 2,318 institutions (an increase of nearly 8% from last year), we are now in the 101–200 band, having risen from the top 20% in 2023 and the top 15% in 2024. The rankings use the United Nations' Sustainable Development Goals (SDGs) to assess universities' impact across four areas: outreach, research, stewardship, and teaching. Among this year's highlights for individual goals, TMU placed in the top 100 globally for SDG 6: Clean Water and Sanitation (78th) and SDG 5: Gender Equality (tied for 100th). In addition, TMU was ranked in the top 200 for 8 additional SDGs.

TMU was Canada's biggest riser in the 2026 **Quacquarelli Symonds (QS) World University Rankings**, climbing from the 801–850 band last year to a ranking of 720th out of 8,467 institutions. The rankings assess universities across 104 countries and territories and are the only such rankings to highlight employability and sustainability, reflecting the growing demand to demonstrate impact beyond academia. TMU's placement was bolstered by a strong showing in key areas, including sustainability and "international research network," defined as "success in creating and sustaining research partnerships with institutions in other locations."

PARTNERSHIPS

RCC AND CITY OF BRAMPTON – On June 4, the City of Brampton announced a \$5-million, five-year extension of its partnership with Rogers Cybersecure Catalyst (RCC). Brampton and the RCC will continue to work together to boost awareness of the importance of cybersecurity, offer specialized training, and support local businesses and community organizations by nurturing local cybersecurity talent and strengthening community cybersecurity initiatives in the growing city. In a statement, Mayor Patrick Brown declared that the renewed agreement "reinforces Brampton's commitment to being a global leader in cybersecurity" and "positions Brampton at the forefront of protecting Canada's digital future."

DMZ AND INNISFIL – On June 18, the Town of Innisfil announced a five-year extension to its partnership with the DMZ on the DMZ Innisfil program, which includes a launchpad for early-stage entrepreneurs, a startup incubator, a business accelerator, and a series of "all access" networking events. Since the program's launch in 2020, more than 115 businesses from Innisfil and the surrounding area have taken part. In addition, the DMZ Innisfil Showcase has brought together participants with founders from around the world who are part of the DMZ community.

EVENTS AND INITIATIVES

NATIONAL INDIGENOUS PEOPLES MONTH – Throughout June, TMU marked National Indigenous Peoples Month with events honouring Indigenous cultures and traditions. The month-long celebrations were led by Crystal Osawamick, manager of Indigenous Events and Special Projects, who worked alongside Indigenous and non-Indigenous staff. Events included teachings, interactive activities, a painting session with Inuit artist Angela Aula, a screening of the documentary film *All Sacred Things* by Saagajiwe coordinator Derek Sands, campus tours of Indigenous placemaking initiatives and the Urban Farm's Medicine Garden, and a celebration of National Canoe Day. Members of the Orange Shirt Day and National Indigenous Peoples Month planning circle introduced First 10/Next 10, a call to action inviting

all TMU groups, units, faculties, and departments to mark the tenth anniversary of the Truth and Reconciliation report by sharing their contributions to reconciliation through digital posters.

SPRING CONVOCATION – From June 17 to 25, TMU hosted 14 ceremonies, at which 8,501 graduands received their diplomas. In total, there were 7,042 undergraduates, 590 graduate students, 721 continuing education graduates, and 148 juris doctor graduates from the Lincoln Alexander School of Law (LASL). Among the graduands were 947 international students from 47 countries. Eleven new recipients of honorary doctorates gave convocation addresses. All ceremonies were held at the Mattamy Athletic Centre (MAC).

RISING STARS – On June 24, TMU Alumni Relations announced the new annual initiative Rising Stars, which will recognize the achievements of recent graduates through a feature on the TMU website. The first cohort of Rising Stars comprises 23 alumni across four categories: Changemaker, Community Builder, Emerging Leader, and Innovator. These promising graduates from various faculties work in a range of fields including business, public service, media, sports, law, education, and science and technology. Together, they embody the spirit of TMU: forward-thinking, engaged, and driven to make a positive impact. Nominations for the next cohort of Rising Stars are open and will be accepted until April 17, 2026 at <https://www.torontomu.ca/alumni/awards/rising-stars/tmu-alumni-rising-stars-nomination-form>.

SEARCH COMMITTEE FOR NEW PRESIDENT – On June 26, TMU announced a search for the university's tenth president and vice-chancellor. The 13-member committee was formed by Board Chair Catherine Paisley and includes four elected members from the Senate and seven from the Board, as well as Catherine and Vice-Chair Norie Campbell. The committee began regular meetings in July, and search firm Odgers will assist in identifying potential candidates. This fall, a survey will be sent to the TMU community, and community members will be invited to give their input at town hall meetings before the job opportunity is posted in November. A final recommendation will be submitted for approval to the Board by Summer/Fall 2026.

PGME LAUNCH – On June 27, the TMU School of Medicine officially launched its inaugural postgraduate medical education (PGME) programs with an event at the Lionhead Golf Club & Conference Centre in Brampton. The nearly 200 attendees included TMU's first class of resident physicians, representatives of key clinical partners—including William Osler Health System, Trillium Health Partners, Halton Healthcare, and Headwaters—as well as representatives of community advocacy organizations, such as the Canadian Medical Association, the Ontario Medical Association, and the Professional Association of Residents of Ontario. The event marked a milestone for TMU and underscored the School's ongoing commitment to building strong clinical partnerships, robust learner support systems, and a community-driven medical education model that foregrounds compassion, equity, and excellence in both research and practice.

TRI-COUNCIL FUNDING – On July 9, the Government of Canada announced \$15.9M million in Tri-Council funding to support a total of 76 research projects by 70 faculty experts at TMU. Among the projects to be supported by the Natural Sciences and Engineering Research Council of Canada (NSERC), one has received a Research Tools and Instruments grant, and 30 have received Discovery Grants; in addition, five successful applicants have received additional early career researcher support through NSERC's Discovery Launch Supplement program. The Social Sciences and Humanities Research Council (SSHRC) has provided funding for TMU projects with 11 Insight Grants and 27 Insight Development Grants.

Special congratulations to Dean of The Creative School Natalie Alvarez, whose project *The Arts Impact Partnership (TAIP): Understanding the Arts' Civic Impact in the Data-Driven Economy* was awarded a SSHRC Partnership Grant. In addition, professors Raktim Mitra (School of Urban and Regional Planning) and Kathryn Underwood (Early Childhood Studies) and CERC Chair in Migration and Integration Anna Triandafyllidou have received SSHRC Partnership Development Grants.

LANDMARK DONATION TO MEDICAL SCHOOL – On July 10, in Brampton, TMU announced a multi-million dollar donation to the SoM from Bikram Dhillon, founder and CEO of BVD Group, and his family. The gift will support the SoM's new leading-edge medical library, which will be named after the family; it will also establish two scholarships to help make medical education more accessible. The Bikram S. Dhillon and Family Scholarship will offer up to \$50,000 each to five students who demonstrate a strong commitment to improving health outcomes in their communities, while the Bikram S. Dhillon and Family Award will provide \$5,000 per year to five academically exceptional incoming students. Bikram Dhillon is a philanthropist and entrepreneur from Brampton who has previously given generously to initiatives in his community; at the celebration event, he called the SoM “a milestone for Brampton” that “will play a vital role in addressing the urgent need for more physicians, right here at home.”

\$2M DONATION FOR STUDENTS WITH DISABILITIES – On September 2, TMU announced a gift of \$2M from the RBC Foundation to expand and elevate programming for students with disabilities and enhance access and inclusion. The funding will help the Academic Accommodation Support (AAS) office deliver career-focused programming, through which it will connect students with disabilities to work-integrated learning opportunities and employment preparation. The RBC Foundation's generous gift will also help meet a growing demand for AAS services—from which 54% more students have sought help over the past five years. In 2026, AAS will begin delivering a new model of interprofessional connected care at the new Student Wellbeing Centre (SWC), where it will join TMU's other health and wellbeing services.

SCHOOL OF MEDICINE WELCOME EVENT – On September 2, the SoM hosted a welcome event to receive and honour its inaugural cohort of undergraduate MD students. In attendance were approximately 400 students (both postgraduate and undergraduate), TMU and SoM staff and faculty, and members of the wider community. TMU Bold mascot Frankie the Falcon led a welcome cheer for the incoming students, Mayor Brown and Canadian Medical Association president Margot Burnell delivered remarks. Mayor Brown, Deputy Mayor Harkirat Singh, Brampton Chief Administrative Officer Marlon Kallideen, and all nine Brampton city councillors received two special recognitions: the TMU Regional Health & Medical School Founding Partner Award and the TMU School of Medicine Leadership in Health Certificate.

SCHOOL OF MEDICINE OFFICIAL LAUNCH – On September 3, a historic day for the Peel Region and the entire province, TMU officially launched the School of Medicine in Brampton—the first to open in the GTA in over a century. The 94 MD students and 105 residents making up the inaugural class were given a guided tour of the SoM's facilities, where they will begin their interactive, community-focused medical training. In attendance were many government dignitaries including Premier Doug Ford, Deputy Premier and Minister of Health Sylvia Jones, Ministry of Colleges, Universities, Research Excellence and Security Nolan Quinn, and Associate Minister of Women's Social and Economic Opportunity Charmaine Williams, as well as Mayor Brown. In addressing the new learners, Premier Ford said, “I look forward to seeing the incredible impact that you're going to have, keeping our province and our people healthy and safe.”

\$25M PLEDGE FOR MEDICAL SCHOOL – At the launch of the undergraduate medical education program on September 3, the Orlando Corporation announced a pledge to double community donations to the medical school with up to \$25M in matching funds. Blair Wolk (Civil Engineering '97), president of Orlando Corporation, spoke about how “strengthening health care is a shared responsibility at the heart of building caring communities.” Orlando Corporation, Canada’s largest privately owned industrial real estate developer, has made notable donations to institutions dedicated to health care and health-sciences research. Their strategic approach reflects a belief that matching funds provide added incentive for giving while building broader community investment in medical education. The pledge is designed to inspire donors of all means to participate in unlocking the match.

from the President’s Calendar

June 12, 2025: I had an introductory meeting with the British consul general to Toronto, Fouzia Younis, to discuss potential collaboration with British universities.

June 16, 2025: At the farewell reception for outgoing Creative School Dean Charles Falzon, I was pleased to give remarks celebrating his visionary leadership, creativity, and commitment to TMU, and his role in making The Creative School one of the most forward-thinking academic communities in Canada.

June 16, 2025: Together with Assistant Vice-President, University Relations Michael Forbes and Chief of Staff and Senior Director, Government Relations Matthew Baker, I met with representatives of Hillel Ontario—Rabbi Seth Goren, CEO, and Jay Solomon, chief advancement officer—to discuss support for Jewish students on campus.

June 16, 2025: Together with Vice-President, University Advancement and Alumni Relations Krishan Mehta, Vice-President, Equity and Community Inclusion Tanya (Toni) De Mello, and Michael Forbes, I met with Moez Kassam, co-founder and chief investment officer of Anson Funds; Richard Pilosof, founding partner and CEO of RP Investment Advisors; David Cynamon, founder and executive chairman of K2 Pure Solutions; and Michael Levitt, president and CEO of Friends of Simon Wiesenthal Center for Holocaust Studies, Toronto Star columnist, and former MP (York Centre), to discuss support for Jewish students on campus.

June 17, 2025: I participated in the first spring convocation ceremony for FCS, at which financier and philanthropist Moez Kassam was awarded an honorary doctorate.

June 17, 2025: At the retirement event for Kanizehn (Ken) Patel, manager of operations in the Office of the President, I was pleased to give remarks celebrating Ken’s decades of dedication to TMU, her wise guidance, and her unparalleled institutional knowledge. We will miss her greatly.

June 17, 2025: I participated in the second spring convocation ceremony for FCS, at which Cheryl Perera, children’s rights activist and founder and president of charity OneChild Network & Support Inc., was awarded an honorary doctorate.

June 18, 2025: I participated in the third spring convocation ceremony for FCS.

June 18, 2025: Over lunch, I met with Kamal Khera, who was formerly federal minister of health, minister of seniors, and minister of diversity, inclusion, and persons with disabilities, to discuss TMU’s initiatives in Brampton.

June 18, 2025: I participated in the joint spring convocation ceremony for FOS and the Yeates School of Graduate and Postdoctoral Studies (YSGPS), at which data and analytics expert Jan Kestle, founder and president of Environics Analytics, was awarded an honorary doctorate.

June 19, 2025: I participated in the first spring convocation ceremony for The Creative School, at which journalist Steven Paikin was awarded an honorary doctorate.

June 19, 2025: I participated in the second spring convocation ceremony for The Creative School, at which recording artist and entertainer Deborah Cox was awarded an honorary doctorate.

June 19, 2025: Provost and Vice-President, Academic Roberta Iannacito-Provenzano and I attended the Canadian Chamber of Commerce's annual Business Leader Awards ceremony, at which Edward Rogers, executive chair of Rogers Communications, was honoured as Canadian Business Leader of the Year.

June 20, 2025: I spoke with Laj Prasher (BTech '78), chairman of Vaughan-based Tortel Group of Companies and board member of the Canada-India Centre at Carleton University, to update him on the progress of the SoM.

June 20, 2025: I participated in the joint spring convocation ceremony for the Faculty of Arts and YSGPS, at which University of Saskatchewan Professor Emerita Marie Battiste, Mi'kmaw scholar and activist, was awarded an honorary doctorate.

June 20, 2025: At the LASL graduation celebration, I thanked the federal minister of public safety, Gary Anandasangaree (Scarborough—Guildwood—Rouge Park), for joining us on campus and speaking at the event.

June 20, 2025: I participated in the joint spring convocation ceremony for the Faculty of Arts and LASL, at which businessman and philanthropist B. Denham Jolly was awarded an honorary doctorate.

June 21, 2025: In Mississauga, I attended the ninth annual banquet of the Muslim Medical Association of Canada (MMAC), at which I gave remarks highlighting the vision and progress of the SoM and thanking MMAC members for their partnership and commitment to improving care for communities across the country.

June 23, 2025: I participated in the first and second spring convocation ceremonies for FEAS.

June 24, 2025: I participated in the joint spring convocation ceremony for TRSM and the Chang School, at which philanthropists Walter and Maria Schroeder were awarded honorary doctorates.

June 24, 2025: I hosted a celebratory lunch for new honorary doctors Walter and Maria Schroeder.

June 24, 2025: I participated in the second spring convocation ceremony for TRSM, at which Tony Staffieri, president and CEO of Rogers Communications and former TMU Board chair, was awarded an honorary doctorate.

June 24, 2025: I hosted a celebratory dinner for new honorary doctor Tony Staffieri.

June 25, 2025: I participated in the third spring convocation ceremony for TRSM, at which entrepreneur and philanthropist Surjit S. Babra received an honorary doctorate.

June 25, 2025: I hosted a celebratory lunch for new honorary doctor Surjit S. Babra.

June 25, 2025: I participated in the fourth spring convocation ceremony for TRSM, at which entrepreneur and philanthropist Brandt C. Louie received an honorary doctorate.

June 27, 2025: At the Schroeder Ambulatory Centre (SAC) in Richmond Hill, I attended a press conference at which Premier Ford announced provincial funding for 57 private surgical and diagnostic facilities, of which the SAC—with which TMU is partnering—is the first to be licensed.

June 27, 2025: At the PGME programs launch event (please see above under "Events and Initiatives"), I gave remarks welcoming the inaugural cohort of residents; celebrating the unprecedented launching of both undergraduate and postgraduate medical education programs as well as 16 residency programs in our very first year; reaffirming our focus on family medicine and primary care and our commitment to equity, diversity, and underserved communities; and thanking our government partners, our clinical partners, and our clinical faculty and SoM leaders and staff.

June 27, 2025: Together with SoM Chief Administrative Officer Sharanjeet Kaur, Roberta Iannacito-Provenzano, and Matt Baker, I visited the Canadian Mental Health Association (CMHA) Peel

Dufferin facility in Brampton for a tour and meeting with members of the CMHA senior leadership team—David Smith, CEO; Sinthussha Panchalingam, senior director of clinical services and strategy; Tajman Grewal, director of clinical services; Charlene Heyer, director of crisis services; Michelle McGeever, director of nursing and quality; and Shelly Schneider, director of outreach services.

June 27, 2025: I met with MP Shafqat Ali (Brampton—Chinguacousy Park), president of the Treasury Board of Canada, to update him on the SoM and other TMU initiatives.

June 30, 2025: Over breakfast, I met with Chancellor Emerita Janice Fukakusa (Honorary DLaws '24) and Jack Cockwell, director and former president and CEO of Brookfield Asset Management Inc. and former TMU Board vice-chair (Honorary DComm '04), to update them about activities at TMU.

July 2, 2025: I met online with John McCall MacBain, founder and chair of the McCall MacBain Foundation, to continue our conversation about activities at TMU.

July 2, 2025: Matt Baker and I met online with MP Stephanie McLean (Esquimalt—Saanich—Sooke), secretary of state (seniors), to update her on TMU's initiatives in Brampton, including the SoM.

July 3, 2025: At the Brampton Charity Golf Tournament hosted by Mayor Brown, Matt Baker and I spoke with participants and sponsors over brunch.

July 3, 2025: In Vaughan, I met with Baseer Khan, ophthalmologist and co-founder of the Clarity Eye Institute, to update him on the progress of the SoM.

July 7, 2025: Over lunch, Chancellor Donette Chin-Loy Chang, Krishan Mehta, and I had an introductory meeting with Keven Hibbert, chief financial officer and senior managing partner of investment management firm Sprott Inc., to discuss TMU's priorities.

July 7, 2025: Along with Krishan Mehta and Board member Anju Virmani, I had an introductory meeting with Ray Gupta, chairman and CEO of the Sunray Group of companies (which has diversified interests primarily in hospitality, real estate, and philanthropy), and Sunjay Gupta, president of retirement living at the Sunray Group, to explore potential areas for collaboration.

July 7, 2025: Krishan Mehta and I had an introductory meeting with Himadar Maddipatla, the recently appointed president and CEO of ICICI Bank Canada, to discuss TMU's priorities.

July 8, 2025: I spoke with former TMU Board chair Phyllis Yaffe (Honorary DLaws '17) to update her on the progress of TMU's current initiatives.

July 9, 2025: For a video tribute to Stephen Jarislowsky, president of the Jarislowsky Foundation, in honour of his 100th birthday, I was pleased to record introductory remarks thanking him on behalf of TMU for his inspirational dedication to democracy and higher education.

July 9, 2025: Over lunch, Donette Chin-Loy Chang, Krishan Mehta, and I met with Mark S. Bonham (Honorary DLaws '24), executive director of the Veritas Foundation, to thank him for his generous donation to the SWC and update him on progress at TMU.

July 9, 2025: I met with Dante Morra, founder and chair of healthcare innovation organization Coordinated Accessible National (CAN) Health Network, who updated me on the organization's activities.

July 9, 2025: Matt Baker and I met online with Yash Nanda, senior policy advisor in the Prime Minister's Office, to update him on progress at the SoM.

July 10, 2025: I met online with John McCall MacBain to discuss TMU's partnership with Cedar Podium on student housing.

July 10, 2025: Matt Baker and I met online with Elliott Lockington, chief of staff to the president of the Treasury Board of Canada, to update him on progress at the SoM.

July 10, 2025: At the Bikram S. Dhillon and Family Gift Celebration in Brampton (please see above under "Events and Initiatives"), I was very pleased to give opening and closing remarks thanking Bikram

Dhillon and his family for their generosity and vision, Premier Ford and his government for their commitment and leadership, and Mayor Brown and Brampton City and Region of Peel councillors for their ongoing support.

July 10, 2025: I spoke with Stephen Jarislowsky to update him on TMU's initiatives and activities.

July 10, 2025: In Mississauga, I met over dinner with York University President Emeritus Mamdouh Shoukri to update him on initiatives and activities at TMU.

July 11, 2025: In Caledon, Matt Baker and I had an introductory meeting with Mayor Annette Groves to discuss the SoM.

July 11, 2025: In Brampton, Matt Baker, Sharanjeet Kaur, and I led a tour of the SoM for MPs Amandeep Sodhi (Brampton Centre) and Sonia Sidhu (Brampton South).

July 14, 2025: At the Centre for Urban Energy (CUE), I was pleased to welcome to campus MPP David Smith (Scarborough Centre), parliamentary assistant to the minister of energy and mines, ahead of his tour of the Centre.

July 15, 2025: Over lunch in Oakville, I met with Smail Benamara, former Algerian ambassador to Canada, to update him on the progress of initiatives at TMU.

July 15, 2025: Matt Baker and I met online with Taras Zalusky, chief of staff to the minister of foreign affairs, to discuss the SoM.

July 16, 2025: Over breakfast, I met with Andrew Boozary, founding executive director of the Gattuso Centre for Social Medicine at the University Health Network (UHN), to update him on progress at the SoM.

July 16, 2025: Together with Vice-President, Administration and Operations Saeed Zolfaghari and Vice-Provost, Students Jen McMillen, I met with Mike Porritt, chief development officer at UniLodge Canada; Oskar Johansson, managing director and head of acquisitions at Cedar Podium; and members of the Cedar Podium team for a tour of model student residence suites.

July 16, 2025: Over lunch, Donette Chin-Loy Chang, Krishan Mehta, and I had an introductory meeting with Deland Kamanga, wealth management group head at BMO, to discuss TMU's initiatives and activities.

July 16, 2025: I was interviewed by journalist Ron Fanfair for an article in Share News chronicling significant recent achievements at TMU, including the launches of the SoM, the LASL, the RCC, and the SWC.

July 17, 2025: Krishan Mehta and I met with John McCall MacBain and Alexandra Conliffe, CEO of the McCall MacBain Foundation, to explore ways in which the foundation may be able to support TMU.

July 17, 2025: Over lunch, I met with Allan O'Dette, who has served as CEO of the Ontario Medical Association, as Ontario chief investment officer, and as president and CEO of the Ontario Chamber of Commerce, to update him on TMU's initiatives and activities.

July 17, 2025: Matt Baker and I met with MP Jennifer McKelvie (Ajax), former deputy mayor of Toronto, to discuss the ways TMU's activities align with federal government priorities.

July 17, 2025: For a video about the SWC to appear in Toronto Met University magazine, I was pleased to record remarks showcasing the importance to our students of a centralized space on campus for wellbeing services.

July 23, 2025: Together with Vice-Provost, University Planning Kimberley McCausland, Faculty of Community Services Dean Kiaras Gharabaghi, and Roberta Iannacito-Provenzano, I met with representatives of UHN—Kevin Smith, president and CEO; Brian Hodges, executive vice-president of education and chief medical officer; and Pam Hubley, vice-president and chief nurse executive—to discuss ways to expand our current collaboration on nursing.

July 29, 2025: Matt Baker and I met online with Jade Mallette, chief of staff to the federal minister of health, to update her on the SoM.

July 29, 2025: I attended a Council of Ontario Universities (COU) executive heads consultation with representatives of the Ministry of Colleges, Universities, Research Excellence and Security about institutional governance in light of Bill 33, *Strengthening Accountability and Student Supports Act*.

August 5, 2025: In Brampton, Matt Baker, Sharanjeet Kaur, and I led a tour of the SoM for the minister of international trade, MP Maninder Sidhu (Brampton East).

August 5, 2025: I hosted a tour of the TMU Concrete Testing Lab for Peter Gilgan (Honorary DLaws '16) and members of his team at Mattamy Homes—David Caputo and Director of Sustainability Philip Santana—during which we discussed TMU's work in the area of affordable housing.

August 5, 2025: For a video celebrating the launch of the SoM, I was pleased to record remarks thanking our government partners, the Brampton community, our donors, and our clinical partners for their generous support of our ongoing work to reshape the future of healthcare.

August 6, 2025: Matt Baker and I met online with Duncan Tooley and Zachary Nixon, Ontario regional advisors in the Prime Minister's Office, to discuss the SoM.

August 21, 2025: I attended a special meeting of the COU executive heads to discuss our ongoing consultation with the Ontario government about the postsecondary sector.

August 21, 2025: Over dinner, Roberta Iannacito-Provenzano and I met with Tony Staffieri and managing partners of the commercial real estate firm Triple Group of Companies—Steve Apostolopoulos, co-founder and chief development officer of property management company Triple Properties, and Peter Apostolopoulos, president of film and TV production company TriBro Studios—to discuss TMU's progress on the SoM and other initiatives.

August 22, 2025: Krishan Mehta and I spoke with John McCall MacBain and Alexandra Conliffe to continue our discussion about areas of potential collaboration.

August 22, 2025: Together with SoM Dean and Vice-President Medical Affairs Teresa Chan, Tanya (Toni) De Mello, Michael Forbes, Roberta Iannacito-Provenzano, and Sharanjeet Kaur, I met with Jewish physicians at the William Osler Health System to discuss the SoM and TMU's support for the Jewish community.

August 25, 2025: Matt Baker and I met online with Greg Orenacsak, federal deputy minister of health, to update him on the SoM.

August 25, 2025: I had an introductory phone call with Rene Van Acker, who was appointed president of the University of Guelph on July 2; we discussed the postsecondary sector.

August 26, 2025: In Brampton, Matt Baker and I led a tour of the SoM for Marlon Kallideen.

August 26, 2025: At the headquarters of Orlando Corporation in Mississauga, I met with Blair Wolk and Chair Carlo Fidani to discuss their support for the SoM.

August 29, 2025: I was interviewed by Joe Friesen, postsecondary education reporter for the Globe and Mail, about the launch of the SoM. The interview was published on September 3, 2025.

August 29, 2025: In Brampton, Matt Baker and I attended the Wards 9 and 10 annual Community BBQ hosted by Deputy Mayor Singh and Regional Councillor Gurpartap Singh Toor.

September 2, 2025: At the MD Students Welcome Event at the SoM (please see above under "Events and Initiatives"), I was pleased to give remarks welcoming our first cohort of medical students and thanking all those who have helped us realize our vision to transform healthcare education: the TMU team; the City of Brampton and Mayor Brown; the provincial government and Premier Ford; our clinical partners, especially William Osler Health System; and our building partners from MARANT construction and Diamond Schmitt Architects.

September 3, 2025: I was interviewed by Dilshad Burman of City TV's Breakfast Live show about the launch of the SoM and its focus on primary care.

September 3, 2025: I was interviewed by Radio-Canada about the launch of the SoM and the impact it will have on healthcare in Brampton and beyond for a story published that day on the Radio-Canada website.

September 3, 2025: At the official SoM launch (please see above under "Events and Initiatives"), I was pleased to give remarks welcoming our distinguished guests and recognizing our first cohorts of MD students and residents, as well as introducing alumnus Blair Wolk of Orlando Corporation and paying tribute to the leadership of our government partners at every level, the dedication of our clinical affiliates, the generosity of our donors, and the commitment of the SoM team.

September 3, 2025: At the SoM launch, I was interviewed by Global News at 6 Toronto about the TMU's vision for community-based healthcare.

September 3, 2025: I was interviewed by CP24 about the launch of the SoM and TMU's vision for transforming healthcare.

September 4, 2025: I met with TMU's national recruitment team to discuss the upcoming recruitment season.

September 4, 2025: In Brampton, Matt Baker and I led a tour of the SoM for representatives of the federal government—Shafqat Ali; François-Philippe Champagne, minister of finance; Marjorie Michel, minister of health; Ruby Sahota, secretary of state (combatting crime); and Maninder Sidhu.

1. Orientation for New Board Members

The Orientation for new Board Members was held on September 12, 2025. The President, Board Chair and Secretary met with new Board members, provided an overview of Toronto Metropolitan University's (the "University") core business, governance structure, and explained how Board members can carry out their responsibilities while supporting the goals and vision of the University. The materials from the session are posted on Diligent in the Resources Centre.

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.

Pension Literacy: Thank you to Robert Bornstein, Director, Pensions and Benefits, Rhea Bowen, Director, Retirement, WTW, and David Kenny, Managing Director, Retirement, WTW for presenting the first Governance Essentials session of the academic year, Pension Literacy, on September 15, 2025. Board members learned about actuarial concepts and how they apply to the Toronto Metropolitan University Pension Plan.

The upcoming sessions are as follows:

Financial Literacy Module 1	October 8, 2025, 1:00 p.m. to 3:00 p.m.
Sexual Violence Policy	November 12, 2025, 1:30 p.m. to 3:30 p.m.
Research and Innovation	December 4, 2025, 1:00 to 2:00 p.m.

3. Fall 2025 Convocation

The Fall 2025 Convocation ceremonies will be held on Thursday, October 16, 2025 and Friday, October 17, 2025. All Board members are invited to attend the ceremonies and congratulate the graduates as part of the stage party. The registration form was distributed via email to all Board members on September 23, 2025.

4. Board Resources

We have included with this report a current list of the Board and Committee Dates for this Board cycle. You can also find this information in the following places: the Resource Center in Diligent, the tab under Current Books labeled Current Meeting Dates in Diligent, and on the [website for the Board of Governors](#).

5. Board Secretariat Team

We have included a chart outlining the Board Secretariat's key functions and contact names with this report.



**BOARD OF GOVERNORS
MEETING DATES 2025-26**
(In Chronological Order)

September 2025	Meeting	Time
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September 12, 2025	New Board Member Orientation	10:00 a.m. to 11:30 a.m.
September 15, 2025	Pension Literacy	10:00 a.m. to 12:00 p.m.
September 23, 2025	Employee Relations & Pensions Committee Meeting	10:00 a.m. to 11:30 a.m.
September 26, 2025	Finance Committee Meeting	10:00 a.m. to 11:30 a.m.
September 29, 2025	Board of Governors Meeting	2:00 p.m. to 4:00 p.m.

October 2025	Meeting	Time
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October 7, 2025	Negotiations Committee Meeting	11:30 a.m. to 12:00 p.m.
October 8, 2025	Financial Literacy Module 1	1:00 p.m. to 3:00 p.m.
October 30, 2025	Property Committee Meeting	9:30 a.m. to 11:00 a.m.
October 30, 2025	Governance Committee Meeting	2:00 p.m. to 3:30 p.m.

November 2025	Meeting	Time
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November 12, 2025	Sexual Violence Policy	1:30 p.m. to 3:30 p.m.
November 17, 2025	Finance Committee Meeting	3:30 p.m. to 5:00 p.m.
November 20, 2025	Audit and Risk Committee Meeting	4:00 p.m. to 5:30 p.m.
November 24, 2025	Investment Advisory Committee Meeting	10:00 a.m. to 11:30 a.m. (TBC)
November 25, 2025	Board of Governors Meeting	2:00 p.m. to 4:00 p.m.

December 2025	Meeting	Time
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December 4, 2025	Research and Innovation	1:00 p.m. to 2:00 p.m.
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January 2026	Meeting	Time
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January 20, 2026	Introduction to Performance Measurement	1:00 p.m. to 2:00 p.m.
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January 22, 2026	Finance Committee Meeting	9:30 a.m. to 11:00 a.m.
January 26, 2026	Board of Governors Meeting	1:00 p.m. to 3:00 p.m.

February 2026	Meeting	Time
February 11, 2026	Financial Literacy Module 2	1:00 p.m. to 2:30 p.m.
February 17, 2026	Finance Committee Meeting	11:00 a.m. to 12:30 p.m.
February 24, 2026	Property Committee Meeting	9:30 a.m. to 11:00 a.m.
February 25, 2026	Governance Committee Meeting	2:30 p.m. to 4:00 p.m.
February 26, 2026	Investment Advisory Committee Meeting	3:00 p.m. to 4:30 p.m.

March 2026	Meeting	Time
March 3, 2026	Marketing and Communications	10:00 a.m. to 11:00 a.m.
March 3, 2026	Advancement	11:00 a.m. to 12:00 p.m.
March 17, 2026	Finance Committee Meeting	9:30 a.m. to 11:00 a.m.
March 17, 2026	Audit and Risk Committee Meeting	2:00 p.m. to 3:30 p.m.
March 24, 2026	Board of Governors Meeting	2:00 p.m. to 4:00 p.m.

April 2026	Meeting	Time
April 9, 2026	Equity, Diversity and Inclusion	1:00 p.m. to 3:00 p.m.
April 23, 2026	Finance Committee Meeting	9:30 a.m. to 11:00 a.m.
April 24, 2026	Employee Relations & Pensions Committee Meeting	10:00 a.m. to 11:30 a.m.
April 29, 2026	Board of Governors Meeting	2:00 p.m. to 4:00 p.m.

May 2026	Meeting	Time
May 25, 2026	Governance Committee Meeting	1:30 p.m. to 3:00 p.m.
May 26, 2026	Property Committee Meeting	9:30 a.m. to 11:00 a.m.
May 26, 2026	Investment Advisory Committee Meeting	1:00 p.m. to 2:30 p.m.

June 2026	Meeting	Time
June 15, 2026	Audit and Risk Committee Meeting	10:00 a.m. to 11:30 a.m.
June 15, 2026	Employee Relations & Pensions Committee Meeting	3:30 p.m. to 5:00 p.m.
June 26, 2026	Board of Governors Meeting	2:30 p.m. to 5:00 p.m.

July 2026	Meeting	Time
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July 22, 2026	Governance Committee Meeting	2:30 p.m. to 4:00 p.m
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August 2026	Meeting	Time
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August 25, 2026	Governance Committee Meeting	2:30 p.m. to 4:00 p.m.
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Board of Governors Meeting Dates 2025-26

(By Committee)

Date	Meeting	Time
BOARD OF GOVERNORS		
September 29, 2025	Board of Governors Meeting	2:00 p.m to 4:00 p.m.
November 25, 2025	Board of Governors Meeting	2:00 p.m. to 4:00 p.m.
January 26, 2026	Board of Governors Meeting	1:00 p.m. to 3:00 p.m.
March 24, 2026	Board of Governors Meeting	2:00 p.m. to 4:00 p.m.
April 29, 2026	Board of Governors Meeting	2:00 p.m. to 4:00 p.m.
June 26, 2026	Board of Governors Meeting	2:30 p.m. to 5:00 p.m.
AUDIT AND RISK COMMITTEE		
November 20, 2025	Audit and Risk Committee Meeting	4:00 p.m. to 5:30 p.m.
March 17, 2026	Audit and Risk Committee Meeting	2:00 p.m. to 3:30 p.m.
June 15, 2026	Audit and Risk Committee Meeting	10:00 a.m. to 11:30 a.m.
EMPLOYEE RELATIONS AND PENSIONS COMMITTEE		
September 23, 2025	Employee Relations & Pensions Committee Meeting	10:00 a.m. to 11:30 a.m.
April 24, 2026	Employee Relations & Pensions Committee Meeting	10:00 a.m. to 11:30 a.m.
June 15, 2026	Employee Relations & Pensions Committee Meeting	3:30 p.m. to 5:00 p.m.
FINANCE COMMITTEE		
September 26, 2025	Finance Committee Meeting	10:00 a.m. to 11:30 a.m.
November 17, 2025	Finance Committee Meeting	3:30 p.m. to 5:00 p.m.
January 22, 2026	Finance Committee Meeting	9:30 a.m. to 11:00 a.m.
February 17, 2026	Finance Committee Meeting	11:00 a.m. to 12:30 p.m.
March 17, 2026	Finance Committee Meeting	9:30 a.m. to 11:00 a.m.
April 23, 2026	Finance Committee Meeting	9:30 a.m. to 11:00 a.m.
GOVERNANCE COMMITTEE		
October 30, 2025	Governance Committee Meeting	2:00 p.m. to 3:30 p.m.
February 25, 2026	Governance Committee Meeting	2:30 p.m. to 4:00 p.m.
May 25, 2026	Governance Committee Meeting	1:30 p.m. to 3:00 p.m.
July 22, 2026	Governance Committee Meeting	2:30 p.m. to 4:00 p.m.
August 25, 2026	Governance Committee Meeting	2:30 p.m. to 4:00 p.m.
NEGOTIATIONS COMMITTEE		
October 7, 2025	Negotiations Committee Meeting	11:30 a.m. to 12:00 p.m.
INVESTMENT ADVISORY COMMITTEE		
November 24, 2025	Investment Advisory Committee Meeting	10:00 a.m. to 11:30 a.m. (TBC)
February 26, 2026	Investment Advisory Committee Meeting	3:00 p.m. to 4:30 p.m.
May 26, 2026	Investment Advisory Committee Meeting	1:00 p.m. to 2:30 p.m.

PROPERTY COMMITTEE

October 30, 2025	Property Committee Meeting	9:30 a.m. to 11:00 a.m.
February 24, 2026	Property Committee Meeting	9:30 a.m. to 11:00 a.m.
May 26, 2026	Property Committee Meeting	9:30 a.m. to 11:00 a.m.

Canadian Statutory Holidays and University Specific Important Dates 2025-26 (In Chronological Order)

September 1, 2025	Labour Day
October 13, 2025	Thanksgiving Day
December 22, 2025	Start of Mid-Year Break
December 25, 2025	Christmas Day
December 26, 2025	Boxing Day
January 1, 2026	New Year's Day
January 2, 2026	End of Mid-Year Break
February 16, 2026	Family Day
April 3, 2026	Good Friday
May 18, 2026	Victoria Day
July 1, 2026	Canada Day
July 31, 2026	TMU Day
August 3, 2026	Civic Holiday

Religious and Cultural Observances 2025-26 (In Chronological Order)

September 1, 2025	First Parkash - Sikhism
September 3, 2025	Mawlid al-Nabīy (beginning at sunset to sunset of the next day) - Islam
September 6, 2025	Ananta-chaturdasi - Jainism
September 7, 2025	Birth Date of H.H. Sakya Trizin - Buddhism
September 7, 2025	Kshamavani - Jainism
September 7, 2025	Dashalakshani-parva ends - Jainism
September 7, 2025	Izzat - Bahá'í Faith
September 8, 2025	Pitru Paksha - Hinduism
September 12, 2025	Ghambar Paitishem begins - Zoroastrianism
September 12, 2025	Anniversary of the Tatsunokuchi Persecution - Buddhism
September 16, 2025	Ghambar Paitishem ends - Zoroastrianism
September 17, 2025	Mid-Autumn Festival/Harvest Moon Festival
September 19, 2025	Festival of Higan-e - Buddhism
September 22, 2025	Navaratri begins - Hinduism
September 22, 2025	Eve of Rosh Hashanah - Judaism
September 22, 2025	Shūbun-no-hi - Shinto
September 22, 2025	Mabon - Wicca
September 22, 2025	Eihei Dogen Kigen Memorial - Buddhism
September 22, 2025	Eve of Rosh Hashanah - Judaism
September 23, 2025	Rosh Hashanah - Judaism
September 24, 2025	Second and last day of Rosh Hashanah - Judaism
September 26, 2025	Mashīyyat - Bahá'í Faith
September 29, 2025	Saraswati Puja - Hinduism
September 29, 2025	Aymbil Ori (Second Half) begins - Jainism
September 30, 2025	National Day for Truth and Reconciliation (Orange Shirt Day)
October 1, 2025	Navaratri ends - Hinduism
October 1, 2025	Eve of Yom Kippur - Judaism
October 2, 2025	Dassehra - Hinduism
October 2, 2025	Yom Kippur - Judaism
October 2, 2025	Mehragan - Zoroastrianism
October 5, 2025	Bodhidharma Memorial - Buddhism
October 5, 2025	World Communion Sunday - Christianity
October 6, 2025	Mid-Autumn Festival

October 6, 2025	Eve of Sukkot - Judaism
October 7, 2025	Pavarana Day - Buddhism
October 7, 2025	First day of Sukkot - Judaism
October 7, 2025	Kathina begins - Buddhism
October 7, 2025	Atmasiddhi Rachna Divas - Jainism
October 8, 2025	Second day of Sukkot - Judaism
October 10, 2025	Karwa Chauth - Hinduism
October 12, 2025	Ghambar Ayathrem begins - Zarathushti (Zoroastrianism)
October 13, 2025	Last day of Sukkot - Judaism
October 13, 2025	Eve of Shmini Atzeret - Judaism
October 13, 2025	Nichiren Shonin Memorial - Buddhism
October 15, 2025	Shmini Atzeret - Judaism
October 15, 2025	Eve of Simḥat Torah - Judaism
October 15, 2025	Simḥat Torah - Judaism
October 15, 2025	Ilm - Bahá'í Faith
October 16, 2025	Ghambar Ayathrem ends - Zarathushti (Zoroastrianism)
October 20, 2025	Diwali - Hinduism, Jainism and Sikhism
October 20, 2025	Bandhi Chhor Divas - Sikhism
October 25, 2025	Installation of the Sri Guru Granth Sahib Ji - Sikhism
October 21, 2025	Mahavira Nirvana - Jainism
October 22, 2025	Vikram New Year (2082) - Hinduism
October 22, 2025	Jain New Year and Day of Enlightenment - Jainism
October 22, 2025	Birth of The Báb - Bahá'í Faith
October 23, 2025	Birth of Bahá'u'lláh - Bahá'í Faith
October 26, 2025	Jnana Panchmi - Jainism
October 31, 2025	Samhain - Wicca
November 1, 2025	All Saints Day - Christianity
November 3, 2025	Qudrat - Bahá'í Faith
November 5, 2025	Kathina ends - Buddhism
November 5, 2025	Dev Diwali - Jainism
November 5, 2025	Birth Date of Guru Nanak Dev Ji - Sikhism
November 5, 2025	Chaturmas ends - Jainism
November 5, 2025	Birth Date of Shrimad Rajchandra - Jainism
November 22, 2025	Qawl - Bahá'í Faith
November 24, 2025	Tiantai/Tendai Memorial - Buddhism
November 24, 2025	Martyrdom of Guru Tegh Bahadur Ji - Sikhism
November 25, 2025	Day of the Covenant - Bahá'í Faith
November 27, 2025	Ascension of 'Abdul-Bahá - Bahá'í Faith
November 30, 2025	Advent begins - Christianity
December 1, 2025	Maunajiyaras (Day of Fasting with Vow of Silence) - Jainism
December 4, 2025	Sanghamitta Day - Buddhism
December 8, 2025	Bodhi / Rōhatsu (Awakening) Day - Buddhism
December 11, 2025	Masá'il - Bahá'í Faith
December 13, 2025	Birth Date of the Aga Khan - Islam
December 14, 2025	Eve of Hanukkah - Judaism
December 15, 2025	First day of Hanukkah - Judaism
December 21, 2025	Tohji-taisai - Shinto
December 21, 2025	Yule - Wicca
December 22, 2025	Last day of Hanukkah - Judaism
December 25, 2025	Christmas - Christianity
December 26, 2025	Death Anniversary of Zarathustra - Zarathushti (Zoroastrianism)
December 26, 2025	Kwanzaa
December 30, 2025	Sharaf - Bahá'í Faith
December 30, 2025	Fast of Tevet 10 - Judaism
December 31, 2025	Ghambar Maidyarem begins - Zarathushti (Zoroastrianism)
January 1, 2026	Solar New Year - Buddhism
January 1, 2026	Gantan-sai - Shinto
January 3, 2026	Mahāyāna New Year - Buddhism
January 4, 2026	Ghambar Maidyarem ends - Zarathushti (Zoroastrianism)

January 5, 2026	Birthdate of Guru Gobind Singh Ji (1666 - 1708) - Sikhism
January 6, 2026	Epiphany (W) - Christianity
January 6, 2026	Armenian Christmas - Christianity
January 6, 2026	Theophany (E - New Calendar) - Christianity
January 7, 2026	Christmas (Old / Julian Calendar) - Orthodox Christianity
January 10, 2026	Linji Memorial - Buddhism
January 12, 2026	Seijin-no-hi - Shinto
January 13, 2026	Maghi - Sikhism
January 14, 2026	Orthodox New Year (Old / Julian Calendar) - Christianity
January 14, 2026	Makar Sankranti - Hinduism
January 15, 2026	Lailat al Mi'rāj (beginning at sunset to sunset of the next day) - Islam
January 17, 2026	Baizhang Memorial - Buddhism
January 18, 2026	World Religion Day - Bahá'í Faith
January 18, 2026	Week of Prayer for Christian Unity - Christianity
January 18, 2026	Hakuin Ekaku Memorial - Buddhism
January 18, 2026	Sultán - Bahá'í Faith
January 18, 2026	Iroquois Midwinter Ceremony - Indigenous Spirituality
January 19, 2026	Eihei Dogen Kigen Birth Date - Buddhism
January 19, 2026	Theophany (E - Old / Julian Calendar) - Christianity
January 23, 2026	Vasanta Panchami - Hinduism
January 25, 2026	Honen Shonin Memorial - Buddhism
February 1, 2026	Magha (Sangha Day) - Buddhism
February 1, 2026	Eve of Tu B'Shevat - Judaism
February 2, 2026	Imbolc - Wicca
February 2, 2026	Laylat al Bara'at (beginning at sunset to sunset of the next day) - Islam
February 2, 2026	Tu B'Shevat - Judaism
February 3, 2026	Setsubun-sai - Shinto
February 6, 2026	Mulk - Bahá'í Faith
February 15, 2026	Nehan-e (Nirvana Day) - Buddhism
February 16, 2026	Mahashivaratri - Hinduism
February 16, 2026	Nichiren Shonin's Birth Date - Buddhism
February 17, 2026	Shrove Tuesday (W) - Christianity
February 17, 2026	Losar - Tibetan New Year - Buddhism
February 17, 2026	Lunar New Year (4724) - Year of the Horse - Buddhism
February 18, 2026	Ash Wednesday (W) - Christianity
February 19, 2026	First day of Ramaḍān- Islam
February 19, 2026	Ramaḍān begins- Islam
February 23, 2026	Great Fast begins (E) - Christianity
February 25, 2026	Ayyám-i-Há' - Bahá'í Faith
March 1, 2026	19-Day Fast begins - Bahá'í Faith
March 2, 2026	Eve of Purim - Judaism
March 2, 2026	Alá - Bahá'í Faith
March 3, 2026	Purim - Judaism
March 3, 2026	Holi - Hinduism
March 4, 2026	Hola Mohalla - Sikhism
March 4, 2026	Shushan Purim - Judaism
March 6, 2026	World Day of Prayer - Christianity
March 14, 2026	Sikh New Year's Day - Sikhism
March 14, 2026	Memorial of Shan-tao/Zendo Daishi - Buddhism
March 15, 2026	Laylat al-Qadr (beginning at sunset to sunset of the next day) - Islam
March 16, 2026	Ghambar Hamaspathmaedem begins - Zarathushti (Zoroastrianism)
March 17, 2026	Festival of Higan-e - Buddhism
March 19, 2026	Ramayana Week begins - Hinduism
March 19, 2026	19-Day Fast ends - Bahá'í Faith
March 19, 2026	Navvarsha - Hinduism
March 20, 2026	Spring Ohigon - Buddhism
March 20, 2026	Ghambar Hamaspath-maedem ends - Zarathushti (Zoroastrianism)
March 20, 2026	Īd al-Fiṭr - Islam
March 20, 2026	Ostara - Wicca

March 21, 2026	Naw-Rúz/Nowruz - Bahá'í Faith, Islam, and Zarathushti (Zoroastrianism)
March 21, 2026	Bahá - Bahá'í Faith
March 25, 2026	Aymbil Oli (First Half) - Jainism
March 26, 2026	Birth Anniversary of Zarathustra - Zarathushti (Zoroastrianism)
March 27, 2026	Ramanavami - Hinduism
March 28, 2026	Jum'at al-Wada' - Islam
March 29, 2026	Palm Sunday (W) - Christianity
March 29, 2026	Holy Week begins (W) - Christianity
March 31, 2026	Mahavira Jayanti - Jainism
April 1, 2026	Hanuman Jayanti - Hinduism
April 1, 2026	Eve of Pesach - Judaism
April 1, 2026	Theravāda New Year - Buddhism
April 2, 2026	Maundy (Holy) Thursday (W) - Christianity
April 2, 2026	First Day of Pesach - Judaism
April 3, 2026	Good Friday (W) - Christianity
April 3, 2026	Second day of Pesach - Judaism
April 4, 2026	Third day of Pesach - Judaism
April 4, 2026	Holy Saturday (W) - Christianity
April 4, 2026	Lazarus Saturday (E) - Christianity
April 5, 2026	Palm Sunday (E) - Christianity
April 5, 2026	Easter (W) - Christianity
April 6, 2026	Holy Week begins - Christianity
April 6, 2026	Birth of Avalokiteshvara Bodhisattva - Buddhism
April 6, 2026	Easter Monday (W) - Christianity
April 7, 2026	Shrimad Rajchandra Dehvilay - Jainism
April 8, 2026	Seventh day of Pesach - Judaism
April 8, 2026	Buddha's Birth Date - Buddhism
April 9, 2026	Eighth (Last) Day of Pesach - Judaism
April 9, 2026	Jalál - Bahá'í Faith
April 9, 2026	Holy Thursday (E) - Christianity
April 10, 2026	Holy Friday (E) - Christianity
April 11, 2026	Holy Saturday (E) - Christianity
April 12, 2026	Pascha (E) - Christianity
April 13, 2026	Saka New Year - Buddhism
April 13, 2026	Eve of Yom HaShoah - Judaism
April 14, 2026	Yom HaShoah - Judaism
April 14, 2026	Vaisakhi (Solar New Year) - Hinduism
April 20, 2026	Akshaya-tritiya - Jainism
April 21, 2026	First day of the Festival of Riḍván - Bahá'í Faith
April 28, 2026	Jamál - Bahá'í Faith
April 28, 2026	Nichiren Foundation Day - Buddhism
April 29, 2026	Ninth Day of Riḍván - Bahá'í Faith
April 30, 2026	Ghambar Maidyozarem begins - Zarathushti (Zoroastrianism)
May 1, 2026	Beltane - Wicca
May 1, 2026	Second Passover - Judaism
May 2, 2026	12th day of Riḍván - Bahá'í Faith
May 4, 2026	Eve of Lag Ba'Omer - Judaism
May 5, 2026	National Day of Awareness for Missing and Murdered Indigenous Women (Canada) - Observance/Event
May 5, 2026	Lag Ba'Omer - Judaism
May 14, 2026	Ascension (W) - Christianity
May 15, 2026	Sanja Matsuri (Three Shrine Festival) - Shinto
May 17, 2026	Azamat - Bahá'í Faith
May 21, 2026	Eve of Shavuot - Judaism
May 21, 2026	Ascension (E) - Christianity
May 22, 2026	First Day of Shavuot - Judaism
May 23, 2026	Second (Last) Day of Shavuot - Judaism
May 24, 2026	Pentecost (W) - Christianity
May 24, 2026	Declaration of The Báb - Bahá'í Faith

May 26, 2026	Day of Ḥajj - Islam
May 27, 2026	Īd al-Aḡḡá - Islam
May 29, 2026	Ascension of Bahá'u'lláh - Bahá'í Faith
May 31, 2026	Pentecost (E) - Christianity
May 31, 2026	Wesak (Buddha Day) - Buddhism
May 31, 2026	Trinity Sunday (W) - Christianity
June 4, 2026	Saicho Dengyo Daishi Memorial - Buddhism
June 5, 2026	Núr - Bahá'í Faith
June 7, 2026	All Saints Day (E) - Christianity
June 16, 2026	First of Muḥarram (New Year's Day) - Islam
June 18, 2026	Jamyang Khyentse Chokyi Lodro Anniversary - Buddhism
June 18, 2026	Martyrdom of Guru Arjan Dev Ji - Sikhism
June 21, 2026	National Indigenous Peoples Day (Canada) - Indigenous Spirituality
June 21, 2026	Litha - Wicca
June 24, 2026	Raḥmat - Bahá'í Faith
June 25, 2026	Āshūrā' - Islam
June 29, 2026	Ghambar Maidyoshem begins - Zarathushti (Zoroastrianism)
June 29, 2026	Poson - Buddhism
July 2, 2026	Fast of the 17th of Tammuz - Judaism
July 3, 2026	Ghambar Maidyoshem ends - Zarathushti (Zoroastrianism)
July 6, 2026	Birth Date of H.H. Dalai Lama Tenzin Gyatso - Buddhism
July 10, 2026	Martyrdom of The Báb - Bahá'í Faith
July 13, 2026	Kalimát - Bahá'í Faith
July 22, 2026	Eve of Tisha B'Av - Judaism
July 22, 2026	Fast of Tish'a B'Av - Judaism
July 23, 2026	Fast of Tish'a B'Av - Judaism
July 29, 2026	Asalha Puja (Dhamma Day) - Buddhism
July 29, 2026	Vassa (Rains Retreat) begins - Buddhism
July 29, 2026	Chaturmas - Jainism
July 29, 2026	Guru Purnima - Jainism
July 30, 2026	Oh-harai-taisai - Shinto
August 1, 2026	Kamál - Bahá'í Faith
August 1, 2026	Lammas - Wicca
August 3, 2026	Layman Pang Y'un Memorial - Buddhism
August 6, 2026	Transfiguration W, E - New Calendar) - Christianity
August 8, 2026	Fravardeghan Days begin (Shenshai) - Zarathushti (Zoroastrianism)
August 18, 2026	Nowruz (Shensai) - Zarathushti (Zoroastrianism)
August 19, 2026	Transfiguration (E - Old / Julian Calendar) - Christianity
August 20, 2026	Asmá' - Bahá'í Faith
August 24, 2026	Mawlid al-Nabīy (beginning at sunset to sunset of the next day) - Islam
August 26, 2026	Festival of Ksitigarbha (Jizo) Bodhisattva - Buddhism
August 27, 2026	Raksha Bandhan - Hinduism
September 1, 2026	First Parkash - Sikhism
September 4, 2026	Sri Krishna Jayanti - Hinduism
September 7, 2026	Birth Date of H.H. Sakya Trizin - Buddhism
September 8, 2026	Izzat - Bahá'í Faith
September 9, 2026	Paryushana-parva begins - Jainism
September 11, 2026	Eve of Rosh Hashanah - Judaism
September 12, 2026	Anniversary of the Tatsunokuchi Persecution - Buddhism
September 12, 2026	Ghambar Paitishem begins - Zarathushti (Zoroastrianism)
September 12, 2026	Rosh Hashanah - Judaism
September 15, 2026	Ganesh Chaturthi - Hinduism
September 16, 2026	Ghambar Paitishem ends - Zarathushti (Zoroastrianism)
September 16, 2026	Dashalakshani-parva ends - Jainism
September 16, 2026	Paryushana-parva ends - Jainism
September 16, 2026	Samvatsari (Day of Forgiveness) - Jainism
September 20, 2026	Eve of Yom Kippur - Judaism
September 21, 2026	Yom Kippur - Judaism
September 22, 2026	Eihei Dogen Kigen Memorial - Buddhism

September 22, 2026	Shūbun-no-hi - Shinto
September 22, 2026	Mabon - Wicca
September 25, 2026	Eve of Sukkot - Judaism
September 25, 2026	Ananta-chaturdasi - Jainism
September 26, 2026	Dashalakshani-parva ends - Jainism
September 26, 2026	First Day of Sukkot - Judaism
September 26, 2026	Ksamavani - Jainism
September 27, 2026	Second Day of Sukkot - Judaism
September 27, 2026	Mashíyyat - Bahá'í Faith
September 27, 2026	Pitru Paksha - Hinduism
September 30, 2026	National Day for Truth and Reconciliation (colloquially called Orange Shirt Day in Canada) - Observance/Event
October 2, 2026	Mehragan - Zarathushti (Zoroastrianism)
October 2, 2026	Last day of Sukkot - Judaism
October 2, 2026	Eve of Shmini Atzeret and Simchat Torah - Judaism
October 2, 2026	Shemini Atzeret and Simchat Torah begins - Judaism
October 4, 2026	Shemini Atzeret and Simchat Torah ends - Judaism
October 4, 2026	World Communion Sunday - Christianity
October 4, 2026	End of Shmini Atzeret and Simchat Torah - Judaism
October 5, 2026	Bodhidharma Memorial - Buddhism
October 11, 2026	Navaratri begins - Hinduism
October 12, 2026	Birth Date of the Aga Khan - Islam
October 12, 2026	Ghambar Ayathrem begins - Zarathushti (Zoroastrianism)
October 13, 2026	Nichiren Shonin Memorial - Buddhism
October 15, 2026	Ilm - Bahá'í Faith
October 16, 2026	Ghambar Ayathrem ends - Zarathushti (Zoroastrianism)
October 18, 2026	Aymbil Ori (Second Half) begins - Jainism
October 18, 2026	Saraswati Puja - Hinduism
October 19, 2026	Navaratri ends - Hinduism
October 20, 2026	Dassehra - Hinduism
October 20, 2026	Installation of the Sri Guru Granth Sahib Ji - Sikhism
October 22, 2026	Birth of The Báb - Bahá'í Faith
October 26, 2026	Pavarana Day - Buddhism
October 27, 2026	Atmasiddhi Rachna Divas - Jainism
October 27, 2026	Kathina begins - Buddhism
October 29, 2026	Karwa Chauth - Hinduism
October 31, 2026	Samhain - Wicca
November 1, 2026	All Saints Day (W) - Christianity
November 4, 2026	Qudrat - Bahá'í Faith
November 8, 2026	Mahavira Nirvana - Jainism
November 8, 2026	Diwali (Hindu, Jain and Sikh celebration) - Hinduism
November 8, 2026	Bandhi Chhor Divas - Sikhism
November 9, 2026	Vikram New Year (2082) - Hinduism
November 9, 2026	Jain New Year & Day of Enlightenment - Jainism
November 11, 2026	Birth of Bahá'u'lláh - Bahá'í Faith
November 14, 2026	Jnana Panchmi - Jainism
November 15, 2026	Advent begins (Christmas Fast: E - New Calendar) - Christianity
November 23, 2026	Qawl - Bahá'í Faith
November 24, 2026	Kathina ends - Buddhism
November 24, 2026	Martyrdom of Guru Tegh Bahadur Ji - Sikhism
November 24, 2026	Tiantai/Tendai Memorial - Buddhism
November 24, 2026	Birth Date of Shrimad Rajchandra - Jainism
November 24, 2026	Birth Date of Guru Nanak Dev Ji - Sikhism
November 24, 2026	Chaturmas ends - Jainism
November 24, 2026	Dev Diwali - Jainism
November 26, 2026	Day of the Covenant - Bahá'í Faith
November 28, 2026	Ascension of 'Abdul-Bahá - Bahá'í Faith
November 30, 2026	Advent begins (Christmas Fast: E - New Calendar) - Christianity
December 4, 2026	Eve of Hanukkah - Judaism

December 5, 2026	First day of Hanukkah - Judaism
December 8, 2026	Bodhi / Rōhatsu (Awakening) Day - Buddhism
December 12, 2026	Masá'il - Bahá'í Faith
December 12, 2026	Last day of Hanukkah - Judaism
December 20, 2026	Fast of Tevet 10 - Judaism
December 20, 2026	Maunajiyaras (Day of Fasting with Vow of Silence) - Jainism
December 21, 2026	Yule - Wicca
December 21, 2026	Tohji-taisai - Shinto
December 23, 2026	Sanghamitta Day - Buddhism
December 25, 2026	Christmas (W, E - New Calendar) - Christianity
December 26, 2026	Death Anniversary of Zarathustra - Zarathushti (Zoroastrianism)
December 26, 2026	Kwanzaa - Observance/Event
December 31, 2026	Ghambar Maidyarem begins - Zarathushti (Zoroastrianism)
December 31, 2026	Sharaf - Bahá'í Faith

Please inform the Board Secretariat Team of any additional observances that should be acknowledged.

Board Secretariat Key Functions and Contacts

Board Secretariat Key Functions	
Board of Governors Meeting	Wendy Lawrence, Adela Mall
Audit Committee	Wendy Lawrence, Adela Mall
Employee Relations and Pensions Committee	Wendy Lawrence, Vidya Luckiram
Finance Committee	Wendy Lawrence, Vidya Luckiram
Governance Committee	Wendy Lawrence, Adela Mall
Investment Advisory Committee	Vidya Luckiram
Negotiations Committee	Wendy Lawrence, Vidya Luckiram
Property Committee	Vidya Luckiram
Election Procedures Committee	Wendy Lawrence, Vidya Luckiram, Katherine Tatsiou
Election and Referendum	Wendy Lawrence, Vidya Luckiram, Katherine Tatsiou
Appointment of Board Members	Wendy Lawrence, Adela Mall
Committee Membership	Wendy Lawrence, Adela Mall
Events	Board Secretariat Team
General Inquiry	Board Secretariat Team (boardsecretariat@torontomu.ca)
Presidential Search	Wendy Lawrence, Adela Mall, Vidya Luckiram
Training, Orientation, and Education	Adela Mall, Vidya Luckiram

Board Secretariat Contacts		
Wendy Lawrence	General Counsel, Secretary of the Board of Governors and Chief Privacy Officer	wendy.lawrence@torontomu.ca
Vidya Luckiram	Program Manager, Governance	vidya.luck@torontomu.ca
Adela Mall	Executive Director, Legal and Governance and Assistant Secretary to the Board of Governors	adela.mall@torontomu.ca

**Toronto Metropolitan University Board of Governors
Report from the Provost and Vice-President, Academic
September 29, 2025**



BOARD GREETINGS – To all new and returning members of the TMU Board of Governors, welcome to the 2025–26 academic year!

The official launch of TMU’s School of Medicine (SoM) marked the start of what will unquestionably be a historic year at TMU. I am proud to share with you the ongoing work the SoM is doing to ensure the success of its first learners, as well as details on a record-setting orientation week and innovative new programs.

School of Medicine Update – The launches of the Postgraduate Medical Education (PGME) program in June and of the Undergraduate Medical Education (UGME) program in September together represent both the culmination of years of work and the beginning of a new chapter for TMU. Work continues behind the scenes to prepare for a successful first year at the SoM and plan for the years to come.

As of late August, the TMU SoM had received 1,106 applications for part-time clinical faculty positions and has now made 566 appointments. Recruitment remains active, and 20 clinical faculty have stepped forward to answer a recent call for help with the rising application volume.

Work is also progressing on recruiting and preparing facilitators and academic coaches for the UGME. So far, 63 of 78 facilitator roles have been filled. Selection, hiring, and clinical faculty development activities are underway, and recruitment of guest facilitators has also begun. Recent notable hires include Smita Halder as vice-dean of clinical faculty affairs (CFA) and Helen Yarish as director of CFA.

On August 15, the SoM hosted the first on-site leadership retreat in its new facility. Planning is underway for the launch of a clinical faculty newsletter this fall, alongside a broader engagement strategy aligned with UGME and PGME outreach.

Planning is underway for Year 2 of the inaugural PGME program, focusing on maintaining continuity, standardization and deepening clinical partnerships. Preparations are underway for the Canadian Resident Matching Service in 2026; applications have opened for two residency programs, and files are being reviewed, or soon to be reviewed, for more. Interviews and selection activities will be held throughout the fall.

Orientation – Orientation Week 2025 was the university’s biggest ever, seeing record numbers of students registered (8,321) and volunteer hours (6,885, from 700+ volunteers covering 1,930 shifts). More than 90 campus partners contributed to the 128 events held over the 9-day period from August 24 through September 1. An interactive online campus map was introduced to help students find their way.

Notable events during O-Week included the official Orientation Kick-Off with over 1,300 attendees, SLC Live (over 1470) and Fiesta del Fuego (over 700). Events such as Black on Campus: In My University Bag, Leadership Jam and the Body Positivity Fashion Show encouraged students to explore their passions, identities and self-advocacy skills.

August 24 was move-in day, when more than 1,100 students claimed their spaces in TMU's three residences. This year's group reflects TMU's growing diversity: 17% of students in residence arrived from international destinations.

Various faculties and units across campus held their own orientations. The first two weeks of the PGME focused on program-specific orientations, including hospital and community site tours, introductions to key team members, skill-development bootcamps and social opportunities to connect with peers and program directors. Following orientation, residents transitioned into clinical practice across community clinics and hospital affiliates. The UGME orientation was held from September 2 through 12; it featured academic preparation, student support sessions and community-building activities, and culminated in an Open House and BBQ for learners, guests, community members and clinical faculty. KickstART, hosted by the Faculty of Arts, was an all-day event featuring ten informative sessions for students and parents/guardians from across the Faculty of Arts. The Office of the Vice-Provost, Faculty Affairs welcomed over 40 new faculty and librarians at its full-day new faculty orientation. The packed agenda introduced new faculty to representatives from units and offices across camps.

New and Improved Programs – In June, the Dais announced the launch of the pilot program Responsible AI Adoption for Social Impact (RAISE). Created through a partnership with the non-profit Human Feedback Foundation and the Creative Destruction Lab at the University of Toronto, the program is designed to close the gaps in AI adoption and skills in Canada's nonprofit sector and to position Canada as a global leader in driving responsible AI adoption for social good.

The Chang School has addressed a critical issue in workplace AI use by adding a microcredential for AI prompting to the AI for Productivity microcertificate. The microcredential will cover the practical skills needed to get accurate, relevant information from AI tools as well as ethical considerations and relevant governance frameworks.

In September, the Chang School also launched two fully online postgraduate Human Resource Management certificate programs. The Human Resources Management program helps learners enhance foundational skills including project management, interpersonal communication, negotiation and analysis. The Human Resources Management, Advanced program covers HR planning, labour relations, compensation and learning and development.

The Ted Rogers School of Management has announced a new major in Health Services Management. The major will equip students with the knowledge and skills to be managers and leaders in the healthcare sector, covering health services, policy and management principles. It addresses the critical need for skilled professionals who can navigate the complex landscape of health services, including the increasing

integration of artificial intelligence. Students in the Bachelor of Commerce – Business Management program will be able to declare this major as of fall 2026, and they will begin taking courses related to their major in 2027.

APPOINTMENTS

Amy Peng has been appointed Dean of Arts effective August 16, 2025. Since joining the TMU community as professor of economics in 2004, Amy has held many leadership positions including as the inaugural associate dean of innovation in teaching and learning. Her key administrative roles in the Faculty of Arts have included interim chair of the departments of History and Criminology and undergraduate program director for International Economics and Finance, as well as Economics and Management Science. Most recently, as interim dean, Amy led the Faculty of Arts through major operational reforms, laying the groundwork for sustainable curriculum renewal and long-term stability. Her teaching has been recognized with the Dean's Teaching Award (2016) and the TMU President's Award for Teaching Excellence (2020). Amy holds a PhD in Economics from the University of Guelph.

Natalie Álvarez has been appointed dean of the Creative School effective September 1, 2025. Natalie joined TMU in 2018 as professor of Theatre and Performance Studies; in 2021, she was appointed associate dean of Scholarly, Research and Creative Activities (SRC) at The Creative School. As co-chair of the School's recent 360 Revisioning Project, Natalie guided the collaborative shaping of an ambitious faculty-wide roadmap for curricular innovation, SRC integration and transdisciplinary collaboration. She has secured over \$16.5 million in external funding for her own research (as both a principal investigator and co-applicant), and she has led large, transdisciplinary teams in projects that integrate creative practice, community engagement, EDIA and policy impact. Previously, she was professor of theatre praxis at Brock University. She holds a PhD in Theatre Studies from University of Toronto, an MA in English from the University of British Columbia, and a BA in English from Simon Fraser University. Thank you to Sandra Tullio-Pow for serving as interim dean of The Creative School in July and August while the search for a permanent dean was being completed.

RECOGNITION

In the **2025 QS World Universities Rankings** in Business and Management Studies, TMU is #7 in Canada for H-index citations and #11 in Canada for citations per paper. These rankings represent significant progress with respect to last year's rankings for these categories, which were #11 and #16 respectively. The QS World University Rankings are the most widely read university rankings in the world.

CONGRATULATIONS

TMU's *Content Strategy* team has won a gold Circle of Excellence Award from the Council for Advancement and Support of Education. The award, which honours "outstanding work in advancement," was given in the category Videos on a Shoestring (Student Audience) for the video "Estella's TMU Breakthrough." Featured on the Instagram channel @StudentLifeTMU, the video was part of a series

featuring current students telling their own stories about moments in their undergraduate studies when they modeled courage, resilience or growth.

The Experiential Learning Hub has been awarded \$374,000 from Cooperative Education and Work-Integrated Learning Canada to support the second year of the bursary program Pathways to Equity. The award aims to disseminate bursaries in the fall 2025 semester, potentially providing up to 212 students with funding to support field education, internship, service and other work-integrated learning opportunities.

Four *TMU doctoral students* have been awarded Vanier Scholarships of \$50,000 per year for three years of doctoral studies. *Sara Ahmed* (Department of Psychology) is investigating how biological and psychological factors interact to shape brain structure and cognitive function, with the aim to improve brain health equity for women. *Amanda Dy* (Electrical and Computer Engineering) is developing AI tools to improve breast cancer management, to assist pathologists in generating accurate and standardized biomarker scores. *Samantha Gauvreau* (Psychology) is investigating the fundamental mechanisms that support learning to generate insights that can be applied in classroom and community settings. *Max Marshall* (Psychology) is exploring aging experiences of sexual and gender diverse older adults and factors that support their well-being in later life.

PARTNERSHIP

FIRST NATIONS HOUSING COURSES – The Together Design Lab and the Faculty of Community Services have partnered with the Wahsa Distance Education Centre and the Nishnawbe Aski Nation (NAN), which represents 49 First Nation communities in Ontario, to create two housing courses for NAN housing professionals and community members. The courses, Introduction to Construction Project Management for Housing in NAN Communities and Introduction to Tendering and Procurement for Housing in NAN Communities, are freely available, asynchronous, distance learning courses that equip learners with the knowledge required to lead and manage housing construction projects in NAN Territory. They build on the NAN Housing Strategy developed by the Together Design Lab and NAN, and include case studies relevant to NAN communities and insights from NAN housing experts.

EVENTS & INITIATIVES

PRIDE STUDENT AWARD – On June 9, TMU announced the establishment of the Griffith Group Executive Search Pride Student Award, which will provide \$2,000 per year to a 2SLGBTQIA+ undergraduate student who is in good academic standing and supports and uplifts the 2SLGBTQIA+ community. The award has been funded by Jane Griffith, managing partner and founder of Griffith Group Executive Search and a board member of the Canadian Gay & Lesbian Chamber of Commerce. In a statement, she cited the “quality and the character of the folks working at the university,” and how “the values and the purpose of the university by and large is embodied by the leaders of the institution.”

AT HOME IN TORONTO – On June 27, the exhibition *At Home in Toronto* opened at the Market Gallery in Toronto. Exploring newspaper publication in Toronto in the mid-19th century, it features the work of

three students from The Creative School—graphic communications management students Kieran McGlade and Elianna Nghiem, and creative industries student Megan Quan. Working with the City of Toronto history museum Mackenzie House and guided by TMU instructor Lee Eldridge, the students together recreated 19th-century newspaper pages and portraits, and produced a neighbourhood map comparing Toronto in 1860 with the present day. Among the innovative techniques they used were digital illustration, UV-inkjet printing on cotton “rag stock” paper, and running 3D-printed plastic plates through a 180-year-old cast iron press. The exhibition runs through November 30.

ARCHITECTURE AND SUSTAINABILITY EXHIBITION – From July 9 through September 11, the School of Architecture hosted *Architecture for a Sustainable Future – The Vision of Mario Cucinella*, the first Canadian exhibition dedicated to the work of acclaimed architect Mario Cucinella. The exhibition was presented in partnership with the Italian Contemporary Film Festival’s program Architettura & Design, and Cucinella himself delivered the opening address. The exhibition featured multimedia and interactive installations exploring Cucinella’s philosophy of regenerative architecture and urban resilience, as well as architectural models and project displays from landmark sustainable designs including TECLA (the world’s first 3D-printed clay house), the Unipol Tower in Milan, and Expo Osaka 2025’s Italian Pavilion, which reflects the theme “art regenerates life.”

ENROLMENT

The preliminary enrolment outlook for Fall 2025 is positive.

Early September results show our first-year intake is on target. Domestic enrolment is slightly above last year, in line with our plan to keep levels just over grant-funded numbers.

International enrolment is down about 10%—a decrease we anticipated in the budget due to national visa constraints.

Because students are still adjusting registrations, final enrolment numbers will be confirmed after the Ministry’s official November 1 count date, and we will provide a detailed report at the November Board meeting.

Report from the Provost & Vice-President, Academic

Board of Governors Meeting
September 29, 2025

Roberta Iannacito-Provenzano



Orientation Week





Academic Plan Implementation



School of Medicine





Appointments and Searches



Amy Peng,
Dean of the Faculty of Arts



Natalie Álvarez,
Dean of The Creative School



Advancements in Learning and Teaching



Indigenous Education Council Report 2024-25



Enrolment



Thank you

BOARD OF GOVERNORS
September 29, 2025

AGENDA ITEMS: Report from the Vice-President, Administration and Operations

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 is an overview of the administration and operations portfolio and a summary of key recent and ongoing contributions to Toronto Metropolitan University (the “University”).

BACKGROUND:

Administration and Operations delivers solution-oriented services and projects, aligned to the University’s strategic priorities. The portfolio is made up of seven (7) administrative units that work in partnership with colleagues across the University. This includes:

- Administration and Operations Communications
- Community Safety and Security
- Computing and Communications Services
- Facilities Management and Development
- Human Resources
- Internal Audit Services
- University Business Services

The group focuses on people, infrastructure and operations ensuring that students, faculty and staff can call the University a vibrant place to learn and work.

ATTACHMENT: Administration and Operations Update Presentation

PREPARED BY:

Name: Brandy Dwyer, Assistant Vice-President, University Business Services
Brian Lesser, Chief Information Officer
Emily MacIntosh, Director, Communications, Administration and Operations
Jenny O'Donnell, Chief Human Resources Officer
Date: September 9, 2025

APPROVED BY:

Name: Saeed Zolfaghari, Vice-President, Administration and Operations
Date: September 9, 2025

Administration and Operations Update

Board of Governors

September 29, 2025



Office of the Vice-President,
Administration & Operations

Who we are



**7 administrative
units**



**Focuses on people,
infrastructure and
operations**



**Responsibilities of
the portfolio are
complex and diverse**



Office of the Vice-President,
Administration & Operations

A snapshot of key initiatives



Hiring Policy



Digital OneCard



**Addressing Food
Security**



**Emergency
Preparedness**



**Launch of TMU's first Hiring Policy
for Administration Staff Recruitment**

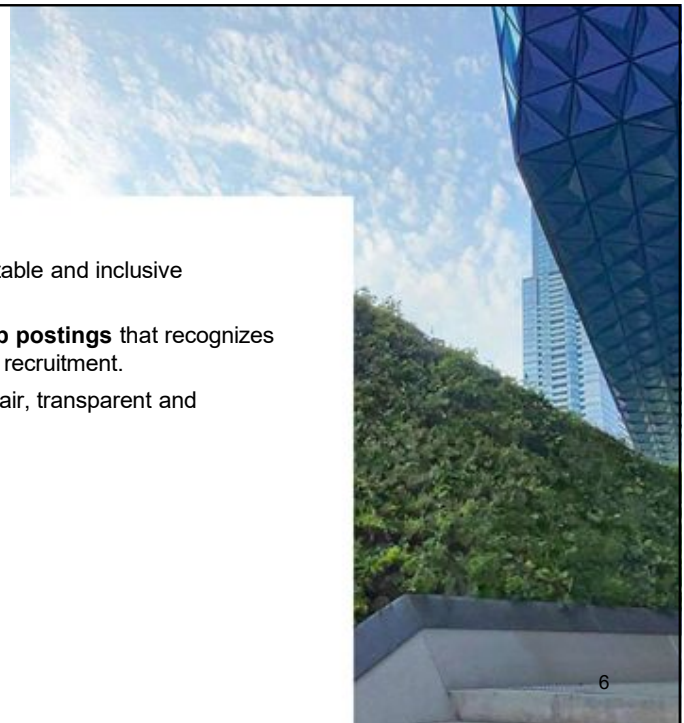


Why is the policy important?

- TMU's Anti-Black Racism Campus Climate Review Report called on the university to address disparities and systemic anti-Black racism in the recruitment of Black faculty and staff.
 - This moves us closer to that goal.
- It addresses major shifts in the Canadian job market that impact how we attract and retain a high quality and diverse workforce.
- Supports continued growth and helps ensure we remain a top destination for prospective employees.

3 key policy highlights

1. **Job posting requirements** that support an equitable and inclusive recruitment process.
2. The **inclusion of equivalencies language in job postings** that recognizes experience equivalent to formal education during recruitment.
3. **Inclusive interview requirements** that support fair, transparent and equitable hiring.





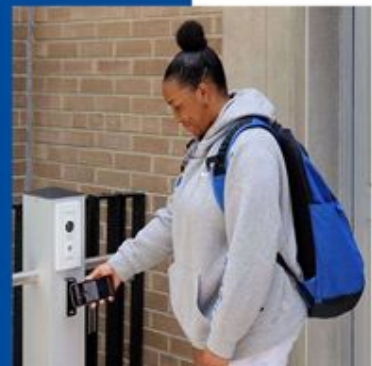
Digital OneCard

Toronto
Metropolitan
University

Office of the Vice-President,
Administration & Operations

Digital OneCard streamlines OneCard use on campus

- In March 2024, TMU launched a new Digital OneCard for students.
- This allows them to use their smartphones and smart watches to conveniently, safely and securely access campus, purchase meals and more.
- This enhances security by reducing the risk of lost, forgotten or shared cards.



Digital OneCard streamlines OneCard use on campus

- Beginning in Fall 2024, all incoming students were required to have a digital OneCard.
- There are currently 30,885 community members using Digital OneCards.
- New OneCards will launch for employees in 2026.



TMU Eats partners to address food insecurity on campus



Energizing students for exams

Since April 2024, the Free Food Project has provided almost 16,674 free meals to students during the fall and winter exam periods.

A partnership between Office of the President, Office of the Provost and Vice-President, Academic, Office of the Vice-President, Administration and Operations, the Office of the Vice-Provost, Students, TMU Eats and various student groups from across the university.



Office of the Vice-President,
Administration & Operations

Hub staples sponsored by the Office of the President provide reliable access to affordable food

- Friendly Fiver ensures our community can rely on finding a meal at the Hub for the set price of \$5.
- In 2023 alone, TMU Eats served over 6,900 Friendly Fiver meals.
- Monthly Free Soup Days through the fall and winter semesters provide the TMU Community with their choice of a rotating menu of two free soups for free.
- Since 2023, TMU Eats has served 8,700 free bowls of free soup.



Office of the Vice-President,
Administration & Operations



Enhancing Emergency Preparedness

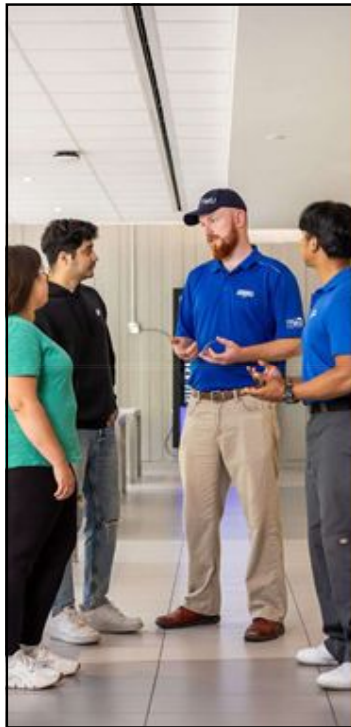
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Emergency Management at TMU

- New emergency management program launched in fall 2024.
- With the new program launch, significant efforts have been underway to ensure confidence and awareness of the program.



Tabletops continue to enhance emergency preparedness

- In November 2024, the university engaged in an extensive cybersecurity tabletop exercise with senior leaders at the university.
- In January 2025, Community Safety and Security participated in training to practice response in an active attacker simulation.

Questions?



BOARD OF GOVERNORS
September 29, 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 June 26, 2025 Board of Governors (the “Board”) meeting, amendments are being proposed to *By-Law No. 1 being the General By-Laws* (the “By-Laws”). The proposed amendments to the By-Laws includes necessary updates to ensure the By-Laws adhere to and comply with the new Ontario *Not-for-Profit Corporations Act, 2010* S.O. 2010, c. 15. Additions and revisions are accordingly proposed and are as follows: Governor qualifications; consent to serve as a Governor; how a Board member’s membership may be vacated and the due process for doing so; participation in a Board meeting virtually; process for adjourning a meeting; annual declaration of conflict and continuing disclosure by Board members; and clarifying that two-thirds of votes cast rather than two-third of members present is required to amend the By-Laws. Amendments are also proposed to reflect current governance practices and operations, and include minor housekeeping revisions to the Election Procedures Committee (“EPC”). On July 23, 2025, the Governance Committee recommended that the Board approve the proposed amendments. The Board is being asked to approve the proposed amendments to the By-Laws, as presented.

BACKGROUND:

The proposed update to the By-Laws includes necessary revisions as required pursuant to the Ontario *Not-for-Profit Corporations Act, 2010* S.O. 2010, c. 15, and to reflect current governance practices and operations. The proposed amendments also include minor housekeeping revisions to the EPC.

ATTACHMENTS: Proposed amendments to the By-Laws (redline copy)
Proposed amendments to the By-Laws (clean copy)

PREPARED BY:

Name: Wendy Lawrence, General Counsel, Secretary of the Board of Governors, and Chief
Privacy Officer
Adela Mall, Executive Director, Legal and Governance and Assistant Secretary of the
Board of Governors

Date: July 7, 2025

APPROVED BY:

Name: Mohamed Lachemi, President and Vice-Chancellor

Date: July 8, 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 (e) (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(e), 15.7(e) and 17; Toronto Metropolitan University Election~~

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

~~March 5, 2025 Article 11 (Chair and Vice Chair of the Board), Article 12 (Procedure for Election of Chair and Vice Chair);~~

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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.

“**Governor**” means a member elected or appointed to the Board and includes any *ex officio* Governors.

~~“**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.~~

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

~~“**Not-for-Profit Corporations Act**” shall mean the *Not-for-Profit Corporations Act, 2010* (Ontario) and where the the context requires, includes the regulations made under it, as amended from time to time.~~

“**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 AND CONSENT TO SERVE AS A GOVERNOR

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 Governor Qualifications

An individual is disqualified from being a Governor if they:

(a) are a person who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;

(b) are a person who has been found to be incapable by any court in Canada or elsewhere;

(c) have the status of a bankrupt; or

(d) are a person who is an "ineligible individual" under the *Income Tax Act* (Canada) or any regulations made under it.

2.2.3 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.

2.32.4 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.

2.5 Governor Consent to Serve as a Governor

In accordance with the Act, an individual elected or appointed to hold office as a Governor shall consent in writing to such election or appointment before or within ten (10) days after the election or appointment unless such Governor has been re-elected or reappointed where there is no break in the Governor's term of office. Notwithstanding the foregoing, if an elected or appointed Governor consents in writing after the ten (10) day period referred to in this section, the election or appointment is valid.

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 1st 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 Aarticle 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.~~

~~(d)~~(b) 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; a 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 ~~from 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 part-time Student ~~nominated by the Toronto Metropolitan Association of Part Time Students~~; one undergraduate Student ~~nominated by the Toronto Metropolitan Students’ Union~~; and one graduate Student ~~nominated by the Toronto Metropolitan Graduate Students’ Union~~.

~~(e)~~(c) **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.

~~(f)~~(d) **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.

~~(g)~~(e) **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 the candidate: ~~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, alumni newsletter, 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 AND VACATION 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 ~~the member~~~~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 and Vacation of Office 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) dies;
- (b) resigns in writing, and the resignation shall be effective at the time the written notice of resignation is received by the University or at the time specified in the written notice of resignation, whatever is later;
- (c) if the Governor no longer fulfils all of the qualifications to be a Governor set out in Article 2.2, as determined in the sole discretion of the Board;
- (d) if the Governor is removed in accordance with section 6.4;
- ~~(a)(e)~~ becomes incapable of acting as a member;
- ~~(b)(f)~~ has not acted honestly, in good faith or in the best interests of the University, or any part thereof;
- ~~(e)(g)~~ 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)(h)~~ does not respect the principles of confidentiality as set out in Article 9;
- ~~(e)(i)~~ 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
- (j) 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 Removal of Governors

The mMembers of the University may remove any Governor of the University for any one or more of the following grounds:

- (a) violating any provision of the Act, By-laws, oOperating pPolicies or gGeneral pProcedures of the University;

(b) failing to abide by the Code of Conduct; and/or

(c) for any other reason that the mMembers in their discretion consider to be reasonable, having regard to the purposes of the University.

(f) In the event that the Board determines by oOrdinary rResolution that a Governor should be removed, the process shall be done in good faith and in a fair and reasonable manner. The Board shall provide at least fifteen (15) days' notice of proposed removal to the Governor and shall provide reasons therefor. The Governor may speak to the proposed removal at the Board meeting in which the proposed removal is considered. Following the meeting proposing the removal of the Governor, the Governor may make further written submissions to the Board within ten (10) days of the oOrdinary rResolution. In the event that no written submissions are received by the Board, the Governor shall be deemed to have resigned as a Governor and the office of that Governor shall automatically be deemed to be vacant as of the expiration of the twenty (20) day period. Where written submissions are received, the Chair shall call a special meeting of the mMembers notifying the mMembers of the proposal to remove the Governor, the reasons therefore, and attaching the written submissions of the Governor being considered for removal.

6.46.5 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 30th in each year.

7.7 Place of Meetings

All meetings of the Board may be held at the registered office of the University or at any other place within or outside of Canada, as the Board may determine.

7.8 Participation at Meeting by Telephone or Electronic Means

At the discretion of the Chair, any Board meeting may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means, provided that all persons attending the Board meeting are able to communicate with each other simultaneously and instantaneously. A Governor participating in the Board meeting by those means is deemed to be present in person at the Board meeting.

Notice of any meeting of the Board need not specify a place of the Board meeting if the Board meeting is to be held entirely by one or more telephonic or electronic means. If the Governors may attend a Board meeting by telephonic or electronic

means, the notice of the Board meeting must include instructions for attending and participating in the Board meeting by the telephonic or electronic means that will be made available for the Board meeting, including, if applicable, instructions for voting by such means at the Board meeting.

7.77.9 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*.

7.87.10 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.

7.97.11 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.

7.107.12 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.

7.13 Meeting Adjournment

(a) If quorum is not present at the opening of a Board meeting, the meeting shall stand adjourned until a day to be determined by the Chair of the Board.

(b) Notice of a meeting that continues an adjourned meeting of Governors is not required to be given if all of the following are announced at the time of the adjournment:

(i) the time of the continued meeting;

(ii) if applicable, the place of the continued meeting; and

(iii) if applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

7.14 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.

7.15 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

7.137.16 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.

7.147.17 Introduction of New Matter Without Notice

Unless the requirements of Section 7.163 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.

7.157.18 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.

7.167.19 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.

7.177.20 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.

7.187.21 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 7.2148(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 7.2148 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.~~

8.2 Declaration of Conflict

Prior to taking up their seat on the Board, each Governor shall sign the *Board of Governors Acknowledgement and Undertaking Regarding the Code of Conduct and Conflict of Interest Disclosure* in the form determined by the University from time to time. The undertaking shall be updated annually.

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 ~~m~~Member including the President), or the Vice Chair, in the case of hospitality extended to the Chair)

8.7 General and Continuing Disclosure of Interest

A general notice to the Governors by a Governor or officer declaring that the Governor or officer is a director or officer of or has a material interest in a person, or that there has been a material change in the Governor's or officer's interest in the person, and is to be regarded as interested in any contract or transaction entered into with that person is sufficient declaration of interest in relation to any contract or transaction so made for the purposes of Section 8.1 of this By-Law.

8.7.8 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 and Vice Chair from among the members appointed or elected under Sections 4(1)(b), (c) and (g) of the *Toronto Metropolitan University Act*.
- (b) The Chair shall, when present, preside at all meetings of the Board, shall represent the University and the Board as may be required or appropriate, shall sign such documents as may require his or her signature, and shall 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.
- (c) 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

- (a) The term of office for the position of Chair shall be determined by resolution of the Board, commencing the date of his or her appointment, which will typically commence July 1st, and conclude on the date his or her successor is appointed. The Board may remove the Chair at any time by resolution passed by two-thirds of the votes cast.
- (b) The Chair shall ordinarily be appointed for a three year renewable term. A Chair may be appointed for a maximum of two consecutive terms.
- (c) The Board may, in extraordinary circumstances only, extend the maximum term of the Chair for up to one (1) additional year, and if required, such extension shall be deemed to extend the term of the individual as a Board member to conform to the three consecutive terms maximum of the *Toronto Metropolitan University Act*, but this option to extend the term as a Board member shall not apply to individuals appointed under Section 4(1)(b) of the *Toronto Metropolitan University Act*.

11.3 Term of Office of Vice Chair

- (a) The term of office for the position of Vice Chair shall be determined by resolution of the Board, commencing the date of his or her appointment and concluding on the date his or her successor is appointed. The Board may remove the Vice Chair at any time by resolution passed by two-thirds of the votes cast. An individual holding the office of Vice Chair may be eligible for election as Chair, but shall not automatically succeed to the office of Chair.
- (b) The Vice Chair shall ordinarily be appointed for a three year renewable term. A Vice Chair may be appointed for a maximum of two consecutive terms.

11.4 Vacancy in Office of Chair

In the event that the office of Chair becomes vacant for any reason 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 act as Chair, but only for so long as it shall take to conduct an election for Chair in accordance with Articles 12.1-12.7 or until otherwise determined by resolution of the Board.

11.5 Temporary Vacancy in Office of Vice Chair

In the event that the individual holding the office of Vice Chair becomes interim Chair, the position 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 ceases for any other reason, his or her term as Vice Chair shall be deemed to continue uninterrupted notwithstanding these interim arrangements.

11.6 Vacancy in Office of Vice Chair

In the event that the office of Vice Chair becomes vacant for any reason prior to expiration of the term for which the person holding the office of Vice Chair was elected then the Board 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*, but only for so long as it shall take to conduct an election for Vice Chair in accordance with Articles 12.1-12.7 or until otherwise determined by resolution of the Board.

11.7 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.

11.8 Eligibility

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, but his or her appointment as Chair or Vice Chair shall not automatically extend or be deemed to extend his or her term as a member of the Board except if Article 11.2(c) applies.

Article 12

PROCEDURE FOR ELECTION OF CHAIR AND VICE CHAIR

12.1 Opening of Nominations for Chair Prior to Expiry of Term

No later than three (3) months prior to the end of the current Chair's term, the Secretary shall declare nominations open to fill the position of Chair. Nominations for the position of Chair shall close on a date to be determined by the Secretary (each, a "Chair Nomination Time").

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

No later than three (3) months prior to the end of the current Vice Chair's term, the Secretary shall declare nominations open to fill the position of Vice Chair. Nominations for the position of Vice Chair shall close on a date to be determined by the Secretary provided that such nominations take place 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 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. At the next regular or special meeting of the Board, if:

- (a) not more than one nomination for such office has been accepted by the Secretary during such Nomination Time, the Board shall, by resolution, appoint such nominee to the position of Chair or Vice Chair, as the case may be; or
- (b) more than one nomination for such office has been accepted by the Secretary during such Nomination Time, the position of Chair or Vice Chair, as the case may be, shall be elected from among such nominees 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 Article 12.4(b), voting shall be by secret ballot, either in person or electronically, or by another method that does not allow Board members to ascertain how any other Board member voted.
- (b) 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.
- (c) 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.

12.6 Election due to Vacancy in Chair or Vice Chair

- (a) The process set out in Articles 12.1-12.7 shall apply to elections required by Article 11.4 or Article 11.6, except for the time limitation for the Secretary to declare nominations open, which may occur as soon as is practicable in the circumstances.
- (b) Where a Chair or Vice Chair is appointed to fill a vacancy arising pursuant to Article 11.4 or Article 11.6, the remaining time of the unexpired term of his or her predecessor shall not count towards the calculation of the Chair or Vice Chair's maximum term.

12.7 Governance Committee

Despite the process set out in Articles 12.1 to 12.6, the Board may direct the Governance Committee to undertake a process to identify qualified and interested candidates and recommend to the Board appointments for the positions of Chair and 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 voting 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 7.119, 7.120, 7.141, 7.2017 and 7.2148 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 [Section ~~article~~ 15.63](#) 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 [mMember](#) 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 [mMember](#) 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 [mMember](#) 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 [mMember](#) 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 30th 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 30th 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 30th 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 Method of Giving 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 by resolution passed by two-thirds of the votes cast 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 *Not-for-Profit Corporations Act* ~~*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 *Not-for-Profit Corporations Act* ~~*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



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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.

“**Governor**” means a member elected or appointed to the Board and includes any *ex officio* Governors.

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

“**Not-for-Profit Corporations Act**” shall mean the *Not-for-Profit Corporations Act, 2010* (Ontario) and where the the context requires, includes the regulations made under it, as amended from time to time.

“**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 AND CONSENT TO SERVE AS A GOVERNOR

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 Governor Qualifications

An individual is disqualified from being a Governor if they:

- (a) are a person who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
- (b) are a person who has been found to be incapable by any court in Canada or elsewhere;
- (c) have the status of a bankrupt; or
- (d) are a person who is an "ineligible individual" under the *Income Tax Act* (Canada) or any regulations made under it.

2.3 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.

2.4 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.

2.5 Governor Consent to Serve as a Governor

In accordance with the Act, an individual elected or appointed to hold office as a Governor shall consent in writing to such election or appointment before or within ten (10) days after the election or appointment unless such Governor has been re-elected or reappointed where there is no break in the Governor's term of office. Notwithstanding the foregoing, if an elected or appointed Governor consents in writing after the ten (10) day period referred to in this section, the election or appointment is valid.

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 1st 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 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 Election Procedures Committee

(a) Formation and Composition

Prior to December 31 in each year, a committee to be known as the 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) Composition of Committee

Each Election Procedures Committee struck from time to time shall be composed of the Secretary of the Board, who shall act as Chair; a 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; one member of the Administrative Staff from 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 part-time Student; one undergraduate Student; and one graduate Student.

(c) Qualification for Appointment to Committee

To ensure impartiality in the conduct of the Election, as a condition of appointment to the 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.

(d) 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 Election Procedures Committee shall serve a two-year term renewable once.

(e) **Report to the Board**

Not later than four weeks after the Election, the 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 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 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 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 the candidate:

- (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 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, alumni newsletter, 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 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 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 Elections 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 AND VACATION 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 the member 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 and Vacation of Office 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) dies;

- (b) resigns in writing, and the resignation shall be effective at the time the written notice of resignation is received by the University or at the time specified in the written notice of resignation, whatever is later;
- (c) if the Governor no longer fulfils all of the qualifications to be a Governor set out in Article 2.2, as determined in the sole discretion of the Board;
- (d) if the Governor is removed in accordance with section 6.4;
- (e) has not acted honestly, in good faith or in the best interests of the University, or any part thereof;
- (f) 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;
- (g) does not respect the principles of confidentiality as set out in Article 9;
- (h) 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
- (i) 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 Removal of Governors

The members of the University may remove any Governor of the University for any one or more of the following grounds:

- (a) violating any provision of the Act, By-laws, operating policies or general procedures of the University;
- (b) failing to abide by the Code of Conduct; and/or
- (c) for any other reason that the members in their discretion consider to be reasonable, having regard to the purposes of the University.

In the event that the Board determines by ordinary resolution that a Governor should be removed, the process shall be done in good faith and in a fair and reasonable manner. The Board shall provide at least fifteen (15) days' notice of proposed removal to the Governor and shall provide reasons therefor. The Governor may speak to the proposed removal at the Board meeting in which the proposed removal is considered. Following the meeting proposing the removal of the Governor, the Governor may make further written submissions to the Board within ten (10) days of the ordinary resolution. In the event that no written submissions are received by the Board, the Governor shall be deemed to have

resigned as a Governor and the office of that Governor shall automatically be deemed to be vacant as of the expiration of the twenty (20) day period. Where written submissions are received, the Chair shall call a special meeting of the members notifying the members of the proposal to remove the Governor, the reasons therefore, and attaching the written submissions of the Governor being considered for removal.

6.5 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 30th in each year.

7.7 Place of Meetings

All meetings of the Board may be held at the registered office of the University or at any other place within or outside of Canada, as the Board may determine.

7.8 Participation at Meeting by Telephone or Electronic Means

At the discretion of the Chair, any Board meeting may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means, provided that all persons attending the Board meeting are able to communicate with each other simultaneously and instantaneously. A Governor participating in the Board meeting by those means is deemed to be present in person at the Board meeting.

Notice of any meeting of the Board need not specify a place of the Board meeting if the Board meeting is to be held entirely by one or more telephonic or electronic means. If the Governors may attend a Board meeting by telephonic or electronic means, the notice of the Board meeting must include instructions for attending and participating in the Board meeting by the telephonic or electronic means that will be made available for the Board meeting, including, if applicable, instructions for voting by such means at the Board meeting.

7.9 Quorum

A quorum of the Board shall consist of ten members present 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*.

7.10 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 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.

7.11 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.

7.12 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.

7.13 Meeting Adjournment

(a) If quorum is not present at the opening of a Board meeting, the meeting shall stand adjourned until a day to be determined by the Chair of the Board.

(b) Notice of a meeting that continues an adjourned meeting of Governors is not required to be given if all of the following are announced at the time of the adjournment:

(i) the time of the continued meeting;

(ii) if applicable, the place of the continued meeting; and

(iii) if applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

7.14 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.

7.15 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

7.16 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.

7.17 Introduction of New Matter Without Notice

Unless the requirements of Section 7.16 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.

7.18 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.

7.19 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.

7.20 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.

7.21 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 7.21(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 7.21 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 Declaration of Conflict

Prior to taking up their seat on the Board, each Governor shall sign the *Board of Governors Acknowledgement and Undertaking Regarding the Code of Conduct and Conflict of Interest Disclosure* in the form determined by the University from time to time. The undertaking shall be updated annually.

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 General and Continuing Disclosure of Interest

A general notice to the Governors by a Governor or officer declaring that the Governor or officer is a director or officer of or has a material interest in a person, or that there has been a material change in the Governor's or officer's interest in the person, and is to be regarded as interested in any contract or transaction entered into with that person is sufficient declaration of interest in relation to any contract or transaction so made for the purposes of Section 8.1 of this By-Law.

8.8 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 and Vice Chair from among the members appointed or elected under Sections 4(1)(b), (c) and (g) of the *Toronto Metropolitan University Act*.
- (b) The Chair shall, when present, preside at all meetings of the Board, shall represent the University and the Board as may be required or appropriate, shall sign such documents as may require his or her signature, and shall 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.
- (c) 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

- (a) The term of office for the position of Chair shall be determined by resolution of the Board, commencing the date of his or her appointment, which will typically commence July 1st, and conclude on the date his or her successor is appointed. The Board may remove the Chair at any time by resolution passed by two-thirds of the votes cast.
- (b) The Chair shall ordinarily be appointed for a three year renewable term. A Chair may be appointed for a maximum of two consecutive terms.
- (c) The Board may, in extraordinary circumstances only, extend the maximum term of the Chair for up to one (1) additional year, and if required, such extension shall be deemed to extend the term of the individual as a Board member to conform to the three consecutive terms maximum of the *Toronto Metropolitan University Act*, but this option to extend the term as a Board member shall not apply to individuals appointed under Section 4(1)(b) of the *Toronto Metropolitan University Act*.

11.3 Term of Office of Vice Chair

- (a) The term of office for the position of Vice Chair shall be determined by resolution of the Board, commencing the date of his or her appointment and concluding on the date his or her successor is appointed. The Board may remove the Vice Chair at any time by resolution passed by two-thirds of the votes cast. An individual holding the office of Vice Chair may be eligible for election as Chair, but shall not automatically succeed to the office of Chair.
- (b) The Vice Chair shall ordinarily be appointed for a three year renewable term. A Vice Chair may be appointed for a maximum of two consecutive terms.

11.4 Vacancy in Office of Chair

In the event that the office of Chair becomes vacant for any reason 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 act as Chair, but only for so long as it shall take to conduct an election for Chair in accordance with Articles 12.1-12.7 or until otherwise determined by resolution of the Board.

11.5 Temporary Vacancy in Office of Vice Chair

In the event that the individual holding the office of Vice Chair becomes interim Chair, the position 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 ceases for

any other reason, his or her term as Vice Chair shall be deemed to continue uninterrupted notwithstanding these interim arrangements.

11.6 Vacancy in Office of Vice Chair

In the event that the office of Vice Chair becomes vacant for any reason prior to expiration of the term for which the person holding the office of Vice Chair was elected then the Board 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*, but only for so long as it shall take to conduct an election for Vice Chair in accordance with Articles 12.1-12.7 or until otherwise determined by resolution of the Board.

11.7 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.

11.8 Eligibility

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, but his or her appointment as Chair or Vice Chair shall not automatically extend or be deemed to extend his or her term as a member of the Board except if Article 11.2(c) applies.

Article 12

PROCEDURE FOR ELECTION OF CHAIR AND VICE CHAIR

12.1 Opening of Nominations for Chair Prior to Expiry of Term

No later than three (3) months prior to the end of the current Chair's term, the Secretary shall declare nominations open to fill the position of Chair. Nominations for the position of Chair shall close on a date to be determined by the Secretary (each, a "Chair Nomination Time").

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

No later than three (3) months prior to the end of the current Vice Chair's term, the Secretary shall declare nominations open to fill the position of Vice Chair. Nominations for the position of Vice Chair shall close on a date to be determined by the Secretary provided that such nominations take place 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 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. At the next regular or special meeting of the Board, if:

- (a) not more than one nomination for such office has been accepted by the Secretary during such Nomination Time, the Board shall, by resolution, appoint such nominee to the position of Chair or Vice Chair, as the case may be; or
- (b) more than one nomination for such office has been accepted by the Secretary during such Nomination Time, the position of Chair or Vice Chair, as the case may be, shall be elected from among such nominees 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 Article 12.4(b), voting shall be by secret ballot, either in person or electronically, or by another method that does not allow Board members to ascertain how any other Board member voted.
- (b) 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.
- (c) 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.

12.6 Election due to Vacancy in Chair or Vice Chair

- (a) The process set out in Articles 12.1-12.7 shall apply to elections required by Article 11.4 or Article 11.6, except for the time limitation for the Secretary to

declare nominations open, which may occur as soon as is practicable in the circumstances.

- (b) Where a Chair or Vice Chair is appointed to fill a vacancy arising pursuant to Article 11.4 or Article 11.6, the remaining time of the unexpired term of his or her predecessor shall not count towards the calculation of the Chair or Vice Chair's maximum term.

12.7 Governance Committee

Despite the process set out in Articles 12.1 to 12.6, the Board may direct the Governance Committee to undertake a process to identify qualified and interested candidates and recommend to the Board appointments for the positions of Chair and 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 voting 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 7.11, 7.12, 7.14, 7.20 and 7.21 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 Section 15.6 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 30th 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 30th 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 30th 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 Method of Giving 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 by resolution passed by two-thirds of the votes cast 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 *Not-for-Profit 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 *Not-for-Profit 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.

September 29, 2025

BOARD OF GOVERNORS

September 29, 2025

AGENDA ITEMS: Revised Board Committee Memberships 2025-2026

STRATEGIC OBJECTIVES:

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

ACTION REQUIRED: Approval

SUMMARY:

The Board of Governors (the “Board”) is being asked to approve the revised Board Committee Memberships 2025-2026, as set out in the attached chart.

BACKGROUND:

The Board approved the 2025-2026 Board and Committee Memberships on June 26, 2025. Since then Rola Dagher was appointed to the Board as a Lieutenant General in Council appointee. The revised Board Committee Memberships 2025-2026 reflects this addition. On September 19, 2025, the Governance Committee via electronic ballot recommended that the Board approve the revised Board Committee Memberships 2025-2026, as presented.

Annual appointment to the Committees is required under Section 15.6 of the *Toronto Metropolitan University By-laws*. The composition of each of the Committees is set out specifically in Sections 16.1, 17.1, 18.1, 19.1 and 20.1.

ATTACHMENT: Revised Board Committee Memberships 2025-2026

PREPARED BY:

Name: Adela Mall, Executive Director, Legal and Governance and Assistant Secretary of the Board Governors



Date: September 19, 2025

APPROVED BY:

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

Date: September 19, 2025

BOARD OF GOVERNORS COMMITTEE MEMBERSHIPS 2025-2026 (September 2025)

GOVERNANCE COMMITTEE	AUDIT AND RISK COMMITTEE	NEGOTIATIONS COMMITTEE	EMPLOYEE RELATIONS & PENSIONS COMMITTEE	FINANCE COMMITTEE	INVESTMENT ADVISORY COMMITTEE	PROPERTY COMMITTEE
Chair: Norie Campbell	Chair: Catherine Paisley	Chair: Catherine Paisley*	Chair: Louise Taylor Green	Chair: David Porter	Chair: Janice Fukakusa	Chair: Nazmin Gupta
VC: David Porter	VC: Meg Davis	VC: Norie Campbell	VC: David Porter	VC: Anju Virmani	VC: N/A	VC: N/A
Mohamed Lachemi	N/A	Mohamed Lachemi	Mohamed Lachemi	Mohamed Lachemi	Mohamed Lachemi	Mohamed Lachemi
Meg Davis	David Porter	Meg Davis	Catherine Paisley	Catherine Paisley	David Porter	Meg Davis
Louise Taylor Green	Louise Taylor Green	Walied Soliman	Norie Campbell	Nazmin Gupta	Vacant as of October 10, 2024	
Anju Virmani	Norie Campbell	N/A	Sobi Ragunathan	Norie Campbell	N/A	N/A
Catherine Paisley	Sobi Ragunathan	N/A		Rola Dagher	Richard Rooney	N/A
N/A	Anju Virmani	N/A	N/A	N/A	Bahir Manios	Ashi Mathur
Chris MacDonald	N/A	N/A	Irene Gammel	Seth Dworkin	N/A	John Mallovy
Tony Conte	N/A	N/A	Tony Conte	Michael Turco	N/A	Alana De Gasperis
Shervin Akhlaghi	N/A	Ahmed Elshahed	Gyan Kalra	Ahmed Elshahed	N/A	Grace Lee Reynolds
	N/A		Hyacinth Gawne	Angelique Bernabe	N/A	N/A
	Jack Cockwell			Jack Cockwell		Jack Cockwell

5/10

4/7

3/6

5/10

6/11

3/5

4/7



BOARD OF GOVERNORS COMMITTEE MEMBERSHIPS 2025-2026 (September 2025)

Legend



Board Appointee / LGIC Appointee

President

Faculty

Staff

Alumni

Student

Honorary

External

* Role reserved for Board Chair / Vice Chair



Recommended addition(s) in case of absences

DRAFT RESOLUTION

Re: Revised Board Committee Memberships 2025-2026

BE IT AND IT IS HEREBY RESOLVED:

THAT the Board of Governors approves the revised Board Committee Memberships 2025-2026, as presented.

September 29, 2025

BOARD OF GOVERNORS
September, 29, 2025

AGENDA ITEM: Lincoln Alexander Law Students' Society Referendum Proposal

STRATEGIC OBJECTIVES:

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

ACTION REQUIRED: Approval

SUMMARY:

The Lincoln Alexander Law Students' Society ("LALSS") is seeking approval from the Board of Governors (the "Board") to hold a referendum among students of the Lincoln Alexander School of Law ("LASL"), asking for their approval of a levy to help fund the operation of the LALSS and its clubs, associations, programs, and events.

BACKGROUND:

The Board's referendum procedures require that any increase in the fees students pay be subject to referendum, and that referendum question be approved by the Board.

The LALSS is requesting that the Board approve that a referendum be conducted of all students at the LASL to create a fee of up to One Hundred and Forty Dollars (\$140.00) per year (Seventy Dollars (\$70.00) per semester) from each student enrolled in the Juris Doctor program to support the operation of the LALSS. Currently, the faculty supports the society with central operating funds.

The LALSS plays a key role in uniting law students across the LASL's three (3) cohorts and supports programs, events and initiatives that are reflective of their unique needs, the academic context in which they are situated, as well as the professional environments they are preparing to enter. Currently, the LALSS supports approximately thirty (30) student organizations that include:

- **Clubs and Societies** (i.e. Health Law Society, International Law Society, the Canadian Association for Refugee Lawyers), which are interest-based groups that embody a wide

variety of practice areas in the field of law. These groups enable students to gain practical experience and exposure to different areas of law in a positive and safe environment, which is invaluable as they navigate their personal career path and goals.

- **Interest and Community Service Groups** (i.e. Wellness Society, Danny's Legacy Initiative) that are focused on engaging with and giving back to our local community.
- **Equity Seeking Groups and Associations** (i.e. Black Law Students' Association, Mature Students' Association, OUTLaws) that promote equity and inclusion; are reflective of the diversity of the student body; provide unique opportunities; and give students a safe space to receive support and connect with peers from similar backgrounds and identities.

This levy would create a stable base of funding for the LALSS and the programs, initiatives, and student organizations it supports. The levy would allow the LALSS to reliably plan each semester, to continue to cultivate a unified culture for law students at Toronto Metropolitan University (the "University"), and ensure that they have the opportunity for social, professional, and academic enrichment. The amount being sought is reflective of the amounts that are charged by other student societies at the University.

The Office of the Vice Provost, Students and the Dean of the LASL are supportive of holding the referendum.

ATTACHMENT: Lincoln Alexander Law Students' Society Presentation

PREPARED BY:

Name: Iman Nadeem, President, Lincoln Alexander Law Students' Society

Kien Saningong Azinwi, Former President, Lincoln Alexander Law Students' Society

Samantha Lamonday, Manager, Stakeholder Engagement, Governance & Student Issues, Lincoln Alexander School of Law

Date: September 4, 2025

APPROVED BY:

Name: Jen McMillen, Vice-Provost, Students

Date: September 4, 2025

Proposal for the Establishment of a Student Levy for the

LINCOLN ALEXANDER LAW STUDENTS' SOCIETY

Enhancing Student Experience and Support



Presented to the Toronto
Metropolitan University Board of
Governors September 29th, 2025

THE NEED FOR THE LALSS

The Lincoln Alexander Law Students Society (the "LALSS") unites students across the Lincoln Alexander School of Law's three cohorts.

Law students are in need of a student society that has the resources to support their needs with regard to the rigorous academic context they are situated in, as well as the professional environments they are preparing to enter into.

**FOR STUDENTS
BY STUDENTS**

LINCOLN ALEXANDER LAW STUDENTS' SOCIETY 2024-2025 Leadership Team



*All positions without the "vote" sticker, are all appointed positions. This has changed with the new board as of April 2025 and includes a VP Equity Position.

ALLOCATION OF FUNDS

The LALSS currently operates without a dedicated funding source, limiting its capacity to offer comprehensive programs and services.

- In recent years, many activities have been enabled through the generosity of the President's Office, Provost's Office, Office of the Vice-Provost Students (OVPS), and Law Administration, but this funding is discretionary and not guaranteed.
- Without stable resources, our ability to organize events, provide professional development opportunities, and support student organizations remains constrained.



STUDENT ORGANIZATIONS

The Role of LALSS

The LALSS supports and funds approximately thirty (30) student-led organisations at the law school.

PROFESSIONAL DEVELOPMENT & COMMUNITY ENGAGEMENT

The future of the Legal Profession

From recruitment prep and legal networking events to equity-driven panels and mentorship programs, LALSS programming is integral to preparing the next generation of lawyers.

OPERATIONAL COSTS

A well fueled machine

To maintain operational costs of the LALSS (i.e website, mailchimp etc) to continue serving the student body.



LALSS STUDENT ORGANISATIONS



THROUGH THE LALSS

Student organizations receive;

- Financial and organizational support
- Oversight and accountability: monitoring activity and inactivity

WITHOUT THE LALSS

- No dedicated funding to support student groups or programming
- No guidance for student groups seeking how to organize and hold events
- No process for approving the creation of new student groups.
- No consistency of fairness among groups (i.e. budget)
- Limited capacity to support professional development, wellness, and equity initiatives

FOR STUDENTS
BY STUDENTS

LALSS 2025-2026 PROGRAMMING

September 2025 will mark 5 years of the Lincoln Alexander School of Law (LASL). As the LASL community grows, so does the needs of students. With limited resources, the LALSS continues to prioritize student support by creating holistic programming for all students.

1. **2L Upper-Year Recruit Panel**
2. **Friends & Family Community BBQ**
3. **Orientation Week: LALSS Presentation, Clubs Fair & BBQ, Orientation Social**
4. **Welcome Breakfast**
5. **LASL x UofT x Osgoode Mix & Mingle**
6. **Fall Elections (cohort Representatives)**
7. **LawFit Headshot day**
8. **Linc-Up and Feast Luncheon**
9. **2L in-firm prep**
10. **LALSS Fall AGM**
11. **Linc-Up and Decompress (Mental Health Week)**
12. **1L Recruit Series (Panels, Call Days, Interview Week)**
13. **Global Village / Culture Fest**
14. **LASL x UofT x Osgoode Ski Trip**
15. **2026 Lincoln Alexander Day (x LASL)**
16. **Legal and Chill Pub Night (Feb)**
17. **March Madness Week**
18. **LALSS Elections**
19. **LALSS Winter AGM**
20. **Law Ball**



PROFESSIONAL DEVELOPMENT & COMMUNITY ENGAGEMENT



PROFESSIONAL DEVELOPMENT HEADSHOTS



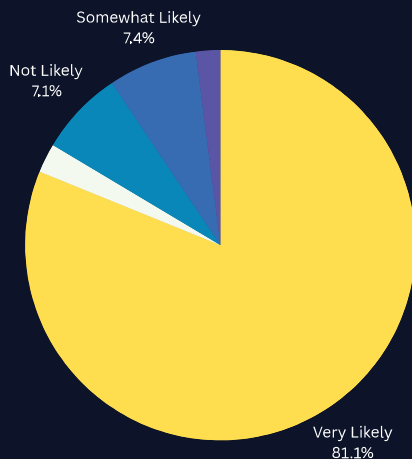
2025 PROPOSED REFERENDUM QUESTION

Do you agree to the creation of a fee of \$140 per academic year (payable over two terms) to support the operation of the Lincoln Alexander Law Students' Society, to be paid by all students enrolled in the Juris Doctor (JD) degree program in the Lincoln Alexander School of Law, commencing in the Fall 2026 term, and indexed annually to the Toronto Consumer Price Index?



EVIDENCE OF SUPPORT

Would you support a student society levy at the Lincoln Alexander School of Law?



Survey administered throughout September 2025; figures shown may differ from final results



STUDENT VOICES

“Having a student society that's properly funded would significantly improve our law school experience. It means more networking opportunities, mental health resources, and student-led initiatives that build community. I'd absolutely support a levy that helps make that happen.”

Gachi Issa, 2L

“Not everyone comes to law school with the same resources or support system. A levy would help level the playing field by funding initiatives that make the school more inclusive.”

Anamaria Barbul, 2L

“LALSS has been a huge part of my experience at Lincoln. From organizing events that actually reflect our diverse student body to being a strong voice for us with faculty, they've really helped shape a sense of community and belonging here. LALSS is the backbone of student support and it ensures that everyone has a fulfilling law school experience.”

Mahan Ziaolhagh, 3L



INSTITUTIONAL SUPPORT, STUDENT IMPACT

In 2024, a strong working relationship between LALSS and the President's Office, Provost's Office, OVPS, and the law school's administration led to meaningful investments in student life — proving what's possible when students are supported.

Admin Support Enabled:

- Funding for student-led events
- Wellness & mental health initiatives
- Academic policy collaboration
- Platform for student voices

Student Impact:

- More inclusive, accessible events
- Real changes from advocacy
- Stronger sense of community
- Trust in student leadership

This partnership shows what's possible when there's investment. Now, students have the opportunity to do the same - by investing in their own student society through a levy.



CLUBS POWERED BY ADMINISTRATIVE SUPPORT



PROPOSED LEVY BREAKDOWN

Proposed fee = \$70/semester

Administrative/Operational	\$1,000	Fund the operations of the society (Marketing Budget, Website, Merchandise, Honoraria ect.)
Orientation Week (one week before the general TMU community)	\$14,000	Provide LALSS Swag and a memorable entry experience and get incoming students excited for law school <ul style="list-style-type: none"> Additionally working with TMU's orientation team to maximise resources
Professional Development	\$3,000	Speaker Series Honoraria, Headshots
Community Engagement	\$20,000	LALSS PROGRAMMING
LALSS Student Organizations	\$25,000	Distribution of \$500 to each student organization for their operations, events, etc. to build communities and support systems
TOTAL (\$70 x 450 students x 2 sem)	\$63,000	

OVERSIGHT & ACCOUNTABILITY

The LALSS has the following existing measures to ensure proper financial oversight:

- Town hall meetings
- Annual general meetings
- Financial breakdown posted on LALSS website

This structure promotes **financial transparency** that is accessible and clear to our student body.

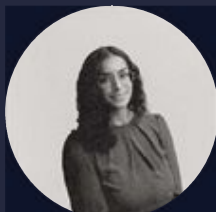


THANK YOU

-LALSS EXECUTIVES



Iman Nadeem
President



Nouran Hassan
VP Social &
External



Nick Moon
VP Academic &
Governance



Dana Hassan
VP Equity



Ian Lin
VP Finance

DRAFT RESOLUTION

RE: Lincoln Alexander Law Students' Society Referendum Proposal

BE IT AND IT IS HEREBY RESOLVED:

THAT the Toronto Metropolitan University Election Procedures Committee be authorized to hold a student referendum at a time to be determined, for all students enrolled in the Juris Doctor (JD) degree program at the Lincoln Alexander School of Law to seek approval for the creation of an annual fee of up to One Hundred and Forty Dollars (\$140.00) to support the operation of the Lincoln Alexander Law Students' Society.

THAT the compulsory fee be adjusted annually by the change in the Toronto Consumer Price Index (CPI); and

THAT the specific wording of the referendum question be subject to approval by the Vice-Provost, Students.

September 29, 2025

TORONTO METROPOLITAN UNIVERSITY COMMON ABBREVIATIONS

A

AAA Policy	Appointment of Academic Administrators (Also called “Triple A Policy”)
ABRT	Assessing Behavioural Risk Team
ADM	Assistant Deputy Minister
APAG	Academic Plan Advisory Group
ARC	Anti-Racism Coalition
ATB	Across the Board salary increase
AVPUR	Assistant Vice-President, University Relations

B

BIP	Budget Incentive Program (Carry forward)
BIU	Basic Income Unit

C

CAC	Counsellor Appointments Committee
CCS	Computing and Communications Services
CDAL	Chair, Director Administrative Leave
CDI	Career Development Increment (TMFA Only)
CFO	Chief Financial Officer
CHRO	Chief Human Resources Officer
COSSDGR	Chief of Staff and Senior Director, Government Relations
CLAC	Composition of Contract Lecturer Appointment Committee
CS	The Creative School
CSS	Community Safety and Security
CTO	Compensating Time Off
CUE	Centre for Urban Energy
CUPE	Canadian Union of Public Employees
CUPE 233	Maintenance and Trades employee union (sometimes referred to as “M&T”)
CUPE 3904	Sessional and Part-time Instructors union (sometimes referred to as “CUPE Unit 1” or “Unit 1”)
CUPE 3904	Evening Instructors (Chang School of Continuing Education; sometimes

Unit 2	referred to as “CUPE 2” or “Unit 2”)
CUPE 3904	Teaching Assistants, Graduate Assistants, Lab Monitors & Exam
Unit 3	Invigilators (sometimes referred to as “TA/GA's”, “CUPE 3” or “Unit 3”)

D

DCC	Daphne Cockwell Health Sciences Complex
DSMVPMA	Dean, School of Medicine and Vice-President, Medical Affairs
DEC	Departmental Evaluation Committee (for TMFA)
DHC	Departmental Hiring Committee
DM	Deputy Minister
DMZ	Digital Media Zone
DMZV	DMZ Ventures
DOA	Director of Administration

E

eAppoint	System used for decentralized contract entry (a service of eHR)
ECI	Equity and Community Inclusion
eHire	System used for decentralized recruitment and hiring (a service of eHR)
eHR	HR system used by the University for most system-based functions; based on Oracle PeopleSoft
ERPC	Employee Relations and Pensions Committee
EHS	Environmental Health and Safety
ESL	English as a Second Language
eWaiver	System used for tuition waiver requests by employees (a service of eHR)

F

FOA	Faculty of Arts
FCP	Federal Contractors Program
FCS	Faculty of Community Services
FEAS	Faculty of Engineering and Architectural Sciences
FTE	Full-Time Equivalent
FIPPA	Freedom of Information and Protection of Privacy Act
FOS	Faculty of Science

FMD	Facilities Management and Development
FPC	Faculty Promotion Committee
FS	Financial Services
FT	Full-Time
FTC	Faculty Tenure Committee
FTCE	Full-time Career Employee
FTE	Full-Time Equivalent

G

GA	Graduate Assistant
GAAP	Generally Accepted Accounting Principles
GCBS	General Counsel and Board Secretariat
GL	General Ledger
GPSS	Graduate and Professional Student Survey

H

HRMC	Human Resources Management Consultant
HRMS	Human Resources Management System
HRS	Human Rights Services

I

IEWAS	Integrated Employee Well Being and Accommodation Services
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J

JD	Job Description
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L

LAC	Library Appointments Committee
LGIC	Lieutenant-Governor-in-Council
LASL	Lincoln Alexander School of Law
LTD	Long Term Disability
LTF	Limited Term Faculty
LTO	Learning & Teaching Office

LTT Long Term Temporary

M

MAC Management and Confidential employee group

MAC Mattamy Athletic Centre

Markview Financial Services invoice review & approval system

MOU Memorandum of Understanding

MYA Multi-Year Agreement

N

NASM Net Assignable Square Metres

NGO Non-Governmental Organization

NUC Non Union Casual

NSSE National Survey of Student Engagement

O

OAC Ontario Academic Credit

OEE Organizational & Employee Effectiveness

OGF Oracle Government Financials (Financial Services system)

OPSEU Ontario Public Sector Employees Union

OPSEU 596 Bargaining Unit specific to CUPE University employees

ORS Office of Research Services

OSAP Ontario Student Assistance Program

OSSD Ontario Secondary School Diploma

OTO One Time Only

P

PAF Personnel Action Form

PAL Post Administrative Leave

PAQ Position Analysis Questionnaire (used for MAC positions)

PCF Performance and Conduct File (not kept in HR)

PDF Professional Development Fund (for TMFA & CUPE unit 1 members administered by Financial Services)

PDF Post-Doctoral Fellow

PDQ	Position Description Questionnaire
POI	Person of Interest
PSE	Post-Secondary Education
PT&S	CUPE 3904, Unit 2 Part-time & Sessional Instructors
PTR	Progression through the range increase
PYE	Partial Year Employee (employees with pre-defined work/non-work periods)
PT	Part-Time
PVPA	Provost and Vice-President, Academic

R

RA	Research Assistant
Req	Position and Appointment Requisition (also referred to as “PAR”)
RTA	School of Radio and Television Arts

S

SAF	Separation Approval Form
SAS	Student Administration System (sometimes referred to as “SA”)
Self Service	System-based employee functionality in eHR includes time reporting, absence requests, pay advice, T4s, direct deposit, personal information updates, etc. (sometimes referred to as “SS” or “ESS”)
SOM	School of Medicine
SRC	Scholarly, Research and Creative Activities
STT	Short Term Temporary

T

TA	Teaching Assistant
TAGA	System for hiring Teaching & Graduate Assistants (being phased out by eHire)
TAI	Teaching Assignment Initiative
TAM	Talent Acquisition Manager
TC	Total Compensation
TESP	Total Earnings Supplemental Plan
The Chang School	The G. Raymond Chang School of Continuing Education

TMAPS	Toronto Metropolitan Association of Part-time Students
TMU	Toronto Metropolitan University
TMU AAC	Toronto Metropolitan University Accessibility Advisory Committee
TMFA	Toronto Metropolitan Faculty Association
TMGSU	Toronto Metropolitan Graduate Students' Union
TMUPP	Toronto Metropolitan University Pension Plan
TMSU	Toronto Metropolitan Students' Union
TRSM	Ted Rogers School of Management

U

UA	University Advancement
UBS	University Business Services
UPK	User Productivity Kit (system used to house on-line training for system and web based applications)
UPO	University Planning Office
URAC	University Renaming Advisory Committee

V

VPAO	Vice-President, Administration and Operations
VPECI	Vice-President, Equity and Community Inclusion
VPFA	Vice-Provost, Faculty Affairs
VPRI	Vice-President, Research and Innovation
VPS	Vice-Provost, Students
VPUA	Vice-President, University Advancement and Alumni Relations

THIRD PARTY ORGANIZATIONS

CAUT	Canadian Association of University Teachers
CAUBO	Canadian Association of University Business Officers
CCOU	Council of Chairs of Ontario Universities
CFI	Canada Foundation for Innovation
CFS	Canadian Federation of Students
CFS-O	Canadian Federation of Students - Ontario
CIFAR	Canadian Institute for Advanced Research
CIHR	Canadian Institute of Health Research
COU	Council of Ontario Universities
COUS	Council of Ontario University Secretaries
CSRDE	Consortium for Student Retention Data Exchange
CUDO	Common University Data Ontario
CURIE	Canadian Universities Reciprocal Insurance Exchange
CUSC	Canadian Undergraduate Survey Consortium
FSCO	Financial Services Commission of Ontario
HEQCO	Higher Education Quality Council of Ontario
MTCU	Ministry of Training, Colleges and Universities
NAUBCS	National Association of University Board Chairs and Secretaries
NRC	National Research Council of Canada
NSERC	Natural Sciences and Engineering Research Council of Canada
OCAV	Ontario Council of Academic Vice-President
OCGS	Ontario Council of Graduate Studies
OCUFA	Ontario Confederation of University Faculty Associations
OUAC	Ontario Universities' Application Centre
SSHRC	Social Sciences and Humanities Research Council of Canada
UC	Universities Canada (Updated)

Marketing & Communications Results

May 1 - August 31, 2025

Prepared by:
University Relations (UR)

September 15, 2025

Toronto
Metropolitan
University



Executive Summary

Highlights from May 1 - August 31, 2025

- Conducted a reader survey for TorontoMet Today to learn more about what readers want and to improve the newsletter.
- Completed an audit of TorontoMet Today website and refreshed pages to be more user friendly and better meet team goals, including adding internal search capacity.
- Launched a refreshed campaign for The Chang School of Continuing Education to recruit students for the 2025/26 year.
- Continued to support the School of Medicine's recruitment initiative with MD and PGME campaigns.
- Prepared for School of Medicine launch.
- Worked with all faculties and central recruitment to develop a refreshed suite of Admissions Viewbooks and Program Guides to continue to build our unified brand presence at Ontario Universities' Fair (OUF).

Earned Media



16,010 Media Hits

9% decrease from previous report



22B Potential Reach

12% increase from previous report



203M AVE

Advertising Value Equivalency
13% increase from previous report

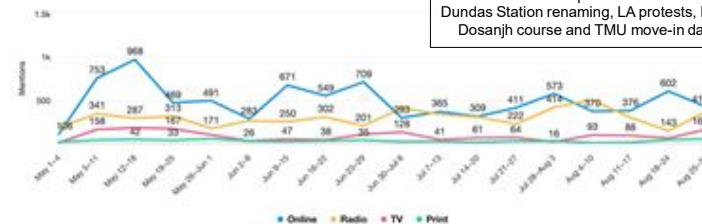


61% Positive Sentiment

22% increase from previous report

Mentions Trend by News Media Type

May 1 - Aug 31



Social Media



9.7K New Followers



4.8M Impressions



99.4K Engagements



92K Link Clicks

Media mentions peaked around the Dundas Station renaming, LA protests, Diljit Dosanjh course and TMU move-in day

Earned Media Detail

Results highlights

- TMU secured 16,010 media hits from May 1 - August 31, 2025 with a total potential reach of 22 billion.
- Top news by reach includes two BBC articles quoting Prof Pam Palmater on “nation building” and indigenous peoples; and Prof Ian Young on parasites and public swimming pools. Coverage was secured in NYT multiple times, quoting 1) Prof Jenna Jacobson on Jet2 holiday; and 2) TMU's Social Media Lab on LA protests, with a total potential reach of 140M each.
- The Advertising Value Equivalency (AVE) on media coverage secured during the period is \$203 million.



Proactive pitching highlights:

- TMU's Student Wellbeing Centre received coverage from academic and building trade outlets after the official groundbreaking for the new building was announced and pitched to media in May.
- As part of an ongoing relationship with healthing.ca, five different articles were published between May and August featuring expertise from TMU's School of Medicine on topics like government funding, student experience and community care.
- The media relations team was successful in having TMU's spring convocation covered by CityNews, OMNI News, CTV and the Toronto Star.
- The Bikram Dhillon Family donation to TMU's school of medicine was widely covered throughout July in outlets like CBC Punjabi, OMNI News and South Asian Daily.
- Move-In Day at TMU was covered 12 times in August, with stories from all major broadcast outlets (CBC, CityNews, Global, CTV) and more.
- TMU Faculty Experts were pitched to media daily to speak on timely news items, including: Canada's job market, travel issues and Canada-U.S. relations.

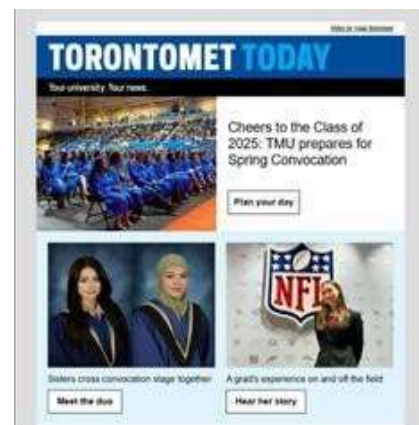
3

TorontoMet Today (TMT) e-newsletter:

The TMT e-newsletter was emailed to around 65,000 staff, faculty, students and friends three times a week between May and June, and moved to the one-time-a-week summer schedule for July and August.

According to 66% of respondents to our reader survey, TMT is the preferred way to receive news about TMU.

- The newsletter issue with the most opens between May and Aug., 2025 was the **June 16 edition: Plan your graduation; Video: Convocation by the numbers; Sisters cross stage together**, with **67.57% opens** (for comparison, the cross-industry average newsletter open percentage is 21.33%) and **click-through-rate of 4.99%**.
- The 18-24 demographic were the most active readers during this period.
- Our **med school 3-part story series** on [the inaugural class](#) was our **top performer** in this period, with nearly 40,000 views and an 86% average engagement rate for the series.



4

Top TMT stories

Other top performing [TMT](#) stories between May - August 2025:



11,696 views, 80% engagement rate



7,329 views, 81% engagement rate



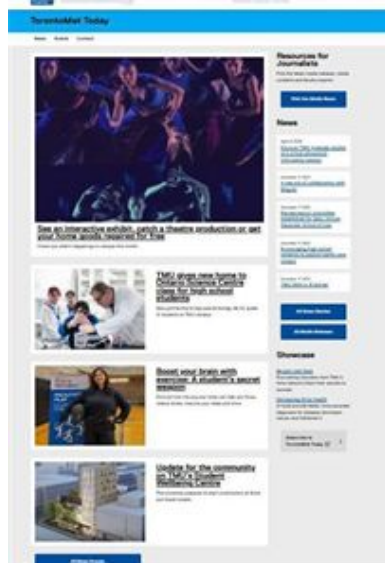
5,144 views, 80% engagement rate

*Engagement rate = **percentage of engaged sessions** on a website. An engaged session is a visit that **lasts over 10 seconds**, has a **conversion** or has **two or more page views**.

5

TMT website updates

Following an audit of website, the UR team redesigned TMT webpages to enhance user experience & better meet goals.



The old homepage. Cluttered and confusing.



The new homepage. Cleaner and easier to navigate. Incorporates elements from the recently redesigned newsletter to ensure consistent experience.

6

Organic Social Media Detail



- 74.3K followers
- 2.2M post impressions
- 63.8K engagements



- 61.2K followers
- 426 engagements



- 338,384K followers
- 1.8M impressions
- 13,690 reactions
- 627 comments
- 145 reposts



- 74.3K followers
- 514.4K video views
- 19.9K engagements



- 98.9K page likes
- 899 engagements



- 923 followers

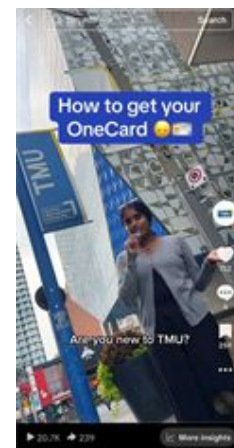
Highlights



- Instagram engagements increased by 20% and LinkedIn engagements increased by 34%
- LinkedIn received 800k more impressions this period
- Instagram gained 2.8k followers

7

Top Social Posts

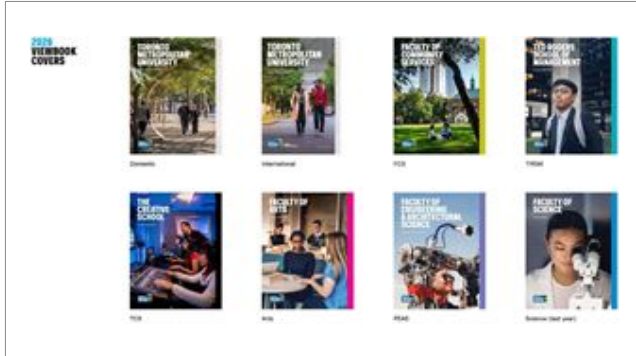


8

Creative Examples

Suite of Viewbooks

Launched a refreshed integrated suite of recruitment publications including the domestic and international Admissions Viewbooks and 6 Faculty Program Guides. These publications are a critical recruitment tool at OUF, often serving as the first touchpoint between TMU and prospective students.



SoM Recruitment Campaigns

Created two campaigns targeting both UGME and PGME prospects, aligning with the 'Healthy Change' SoM launch messaging.



9

Creative Examples

The Chang School Fall Recruitment Campaign

Built on the success of the 2024-2025 campaign to feature a new and evolved adult learner, adding depth to an existing campaign that drives awareness and considerations amongst continuing education learners.



Faculty of Arts - Website Redesign

Launched a redesign and content overhaul of 40+ FoA undergraduate pages – improving user engagement, enhancing user experience, increasing conversions, and strengthening the reputation of the faculty.



Victoria Building Banners

Installed large scale banners to build brand awareness of TMU's key areas of growth, while adding curb appeal and aiding in generating back to campus excitement.

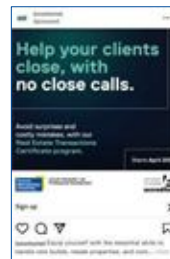


10

Paid Media Details

Digital advertising campaigns for Jan - April '25 included ad campaigns focused on recruitment, applications, event and/or course registrations.

- Registrar's Office - March Open House Promotion
- Registrar's Office - Student Confirmations Campaign
- Arts - Winter Recruitment Push
- Arts - March Open House Promotion
- Law Professional Development Courses Registration
- TRSM - BComm Recruitment
- TRSM - Graduate Recruitment
- TRSM - Masters of Health Administration Recruitment
- Alumni Magazine Winter Edition Promotion
- TMU Brand Search Ads (Renaming)
- International Ugrad Student Recruitment
- Graduate Studies: Environmental Applied Science Management Search
- Graduate Studies: Masters of Cybersecurity Domestic & International

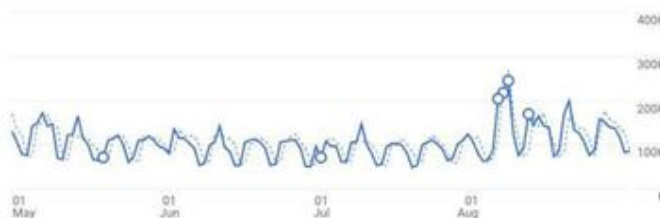


11

Web Traffic

May-August 2025 vs May-August 2024

Page views
13M | -2.1%



Demographic Details: Sessions by country		
Canada	3,865,989	-0.32%
USA	220,956	-22.1%
India	156,432	127%
Vietnam	101,436	627%
Pakistan	100,609	-53%
Nigeria	79,336	-30%
Ghana	43,248	-52%
China	29,020	7.7%
UK	24,577	-13%

Traffic acquisition		
Overall sessions	4,899,064	-3%
Overall active users	2,039,989	-10%
Organic search	3,238,118	1.9%
Direct	733,373	-18.2%
Email (*new email tool)	146,400	N/A
Referral	166,588	5.8%
Paid Social	50,148	-4.4%
Paid Search	81,799	-68%
Organic Social	95,440	17.9%

Highlights

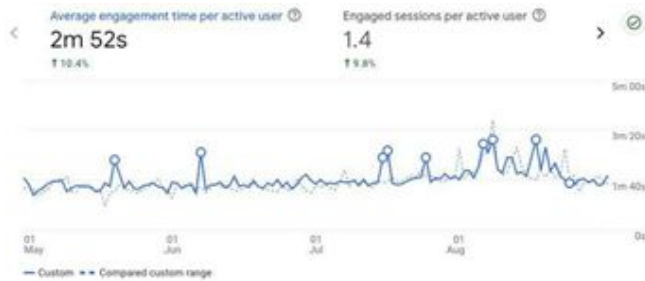
- Overall page views down 2.1% over last year
- US and most international traffic down
- Canadian traffic steady
- Mobile the most common device
- Organic traffic up slightly, but decrease in direct and paid visitors

Engagement

May-August 2025 vs May-August 2024

Events/user
25.7 | +6.8%

— 2025
— 2024



Pages getting more traffic

- Service hub (+22%)
- Careers (+4%)
- Programs (+1%)
- Course Enrolment (+21%)
- Masters of Digital Media (+702%)
- Admissions (+3.8%)
- Approved Students (+4.5%)
- International How To Apply (+85%)

Pages getting less traffic

- Home (-13%)
- Choose TMU Login (-6%)
- Search (-2%)
- Undergraduate programs (-23%)
- Graduate programs (-24%)
- International January Start (-32%)
- Undergraduate fees (-11.9%)
- Admissions Tuition/Fees (-8%)

Highlights



- Increase in engagement = interested and active site visitors
- Organic traffic continues to have highest engagement
- Overall fewer visits to program recruitment pages
- Strong traffic to key campaign related pages