

**BOARD OF GOVERNORS**

**June 26, 2026**

**2:30 p.m. to 5:00 p.m.**

Livestream Link: <https://youtube.com/live/dazwVqHi7YY?feature=share>

<b>Time</b>	<b>Item</b>	<b>Presenter(s)</b>	<b>Action</b>
<b>2:30</b>	<b>1. IN-CAMERA DISCUSSION (Board Members Only)</b>	<b>Catherine Paisley</b>	Information
<b>2:45</b>	<b>2. IN-CAMERA DISCUSSION (Executive Group Invited)</b>		Information
<b>END OF IN-CAMERA SESSION</b>			
<b>3:15</b>	<b>3. INTRODUCTION</b>	<b>Catherine Paisley</b>	
	3.1 Welcome		
	3.1.1 Land Acknowledgement		
	3.1.2 Chair's Remarks		
	<b>3.2 CONSENT AGENDA</b>	<b>Catherine Paisley</b>	
	3.2.1 Approval of the June 26, 2026 Agenda		<b>Approval</b>
	3.2.2 Declaration of Conflicts of Interest		Information
	3.2.3 Approval of the April 29, 2026 Minutes		<b>Approval</b>
<b>4.</b>	<b>REPORT FROM THE PRESIDENT</b>	<b>Mohamed Lachemi</b>	Information
<b>5.</b>	<b>REPORT FROM THE SECRETARY</b>	<b>Wendy Lawrence</b>	Information
	5.1 Annual Board Assessment		Information
	5.2 Board of Governors Leadership Award and Medal		Information
	5.3 2026 Board Election Report		Information
<b>6.</b>	<b>REPORT FROM THE PROVOST AND VICE-PRESIDENT ACADEMIC</b>	<b>Roberta Iannacito-Provenzano</b>	Information

**7. DISCUSSION ITEMS**

7.1 **REPORT FROM THE CHAIR OF THE GOVERNANCE COMMITTEE** **David Porter** Information

7.1.1 Amendments to *By-Law No. 1 being the General By-Laws* Wendy Lawrence **Approval**

7.1.2 Discontinuance of Property Committee Mohamed Lachemi **Approval**

7.2 **REPORT FROM THE CHAIR OF THE AUDIT AND RISK COMMITTEE** **Catherine Paisley**

7.2.1 Draft Audited Financial Statements - Year ended April 30, 2026 Joanne McKee **Approval**

7.3 **REPORT FROM THE CHAIR OF THE EMPLOYEE RELATIONS AND PENSIONS COMMITTEE** **David Porter**

7.3.1 Audited Fund Financial Statements of the Toronto Metropolitan University Pension Plan and Audit Findings for the year ended December 31, 2025 Joanne McKee **Approval**  
Robert Bornstein

**8. FOR INFORMATION**

8.1 2025 Annual Environmental Health and Safety Report Saeed Zolfaghari Information  
Glenda Mallon  
Teresa DuCroix

8.2 University Relations Monthly Metrics and Reach Michael Forbes Information

**5:00 9. ADJOURNMENT**

**NEXT MEETING:**

This is the final Board meeting of the 2025-2026 governance year

## **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**  
**June 26, 2026**



**THANK YOU** – As 2025–26 draws to a close, I extend my sincere thanks and appreciation to all Board members for your dedication and oversight. This has been a year of landmarks: we have opened our medical school and our first integrated health centre (IHC), broken ground on both a centre for student wellbeing and a residence that will more than double our student housing spaces, and reached the highest-ever external research revenue and fundraising totals in our history. The province’s announcement of increased funding for postsecondary institutions presents us with a remarkable opportunity to apply our bold, strategic vision to new initiatives and possibilities. I look forward to working with you to maintain our momentum and to ensure a smooth transition to Roberta Iannacito-Provenzano’s term as president.

**APPOINTMENT**

Roberta Iannacito-Provenzano has been appointed TMU’s tenth president and vice-chancellor. Her five-year term will begin January 4, 2027. Roberta joined the TMU community as vice-provost, faculty affairs in August 2020, after holding progressive academic administrative roles at other institutions. In October 2022, she was appointed provost and vice-president, academic on an interim basis, and she has officially served in that role since June 2023. Her thoughtful, principled, and committed leadership has been integral to many of our recent milestones, including the launch of the School of Medicine in 2025 and the release of *Transforming Futures*, our latest academic plan, as well as individual TMU units’ local academic plans. She will be the first woman to serve as the university’s president.

**CONGRATULATIONS**

*Carly Clark*, who coached the TMU Bold women’s basketball team from 2012 through the 2025–26 season, has been appointed assistant coach with the Toronto Tempo in the Women’s National Basketball Association. She steps down from her TMU role having led the team to four Ontario University Athletics (OUA) titles and one U Sports national title, and having been named Coach of the Year on provincial and national levels, as well as OUA Coach of the Year across all sports.

Faculty of Engineering and Architectural Science professors *Naimul Khan* (Electrical, Computer, and Biomedical Engineering) and *Helen Stopps* (Architectural Science) have together received \$3.3M in Collaborative Research and Training Experience (CREATE) grants from the Natural Sciences and Engineering Research Council of Canada (NSERC). Each will lead a six-year initiative. Khan’s project will be delivered by researchers at TMU, five universities across Canada, and eight partner organizations. It will train more than 90 graduate students to combine quantum sensing, genomics, and artificial intelligence, and provide a national training model for other institutions. Stopps’ project will train students and community researchers to co-develop climate-resilient and socially equitable housing, health, and

infrastructure solutions across Canada. It will be delivered by six universities in partnership with 15 Indigenous nations and organizations.

The *Faculty of Arts* has gained a new Canada Research Chair (CRC). *Tyne Daile Sumner*, currently Australian Research Council Fellow in English & Digital Humanities at The Australian National University, will join TMU's Department of English as Tier 2 CRC in Textual Futures. She will research what it means to write, create, and reason in a world shaped by generative technologies. Sumner will also serve as director of TMU's Centre for Digital Humanities.

## **PARTNERSHIP**

**KIDS HELP PHONE TRAINING** – TMU has announced a five-year, \$3.2M interdisciplinary research partnership with Kids Help Phone (KHP), funded by the charitable foundation Wellcome. Researchers from the departments of Computer Science, Psychology, and Electrical, Computer & Biomedical Engineering will lead projects at the intersection of youth, digital technology, and mental health. The first such project will develop a generative AI tool to train KHP volunteers by simulating conversations with young people experiencing anxiety and depression. The tool will be trained on more than 750,000 anonymized KHP transcripts to generate realistic youth-crisis scenarios.

## **EVENTS AND INITIATIVES**

**DEMOCRACYXCHANGE SUMMIT** – From April 14 to 16, the Dais, together with the Ontario College of Art and Design University and the Université de l'Ontario français, hosted the seventh annual DemocracyXChange Summit. This year's theme was "Side by Side: Building an Economy That Serves Democracy," and speakers included Daron Acemoglu, winner of the 2024 Nobel Prize in Economics; Bob Rae, former premier and Canadian ambassador to the United Nations; Cory Doctorow, bestselling author and co-owner of the website BoingBoing; and Geneviève Tuts, European Union ambassador to Canada.

**GLOBAL MIGRATION INSTITUTE** – On April 15, TMU officially launched the Global Migration Institute (GMI), a hub that brings together migration research at TMU to foster greater collaboration and impact. Building on the legacy of the Canada Excellence Research Chair (CERC) in Migration and Integration, a non-renewable program that concluded at the end of 2025–26, the GMI is led by Anna Triandafyllidou, who held the chair in Migration and Integration. The Canada First Research Excellence Fund program Bridging Divides is housed within the GMI, as is the Toronto Metropolitan Centre for Immigration and Settlement. The GMI was introduced at the final CERC conference, "Rethinking Complex Migration: Flows, Frames, and Futures."

**LANDMARK DONATION TO TRSM** – On April 21, the Ted Rogers School of Management (TRSM) announced it had received an anonymous \$12.5M donation. The funding will create and support a broad range of activities. It will expand the Changemakers co-op program, providing up to 70 co-op placements for students to work at non-profit organizations. It will also establish a number of new funding programs including the Loretta Rogers Global Research Impact fund, aimed at promoting innovative business research and supporting emerging researchers; a new experiential learning innovation fund allowing up to 100 students to explore international learning opportunities and compete in international competitions; student entrepreneurship fellowships; and a student technology fund.

**SUZANNE ROGERS FASHION INSTITUTE RENEWED** – On April 22, the Creative School received \$1.5M from the Edward and Suzanne Rogers Foundation to renew the Suzanne Rogers Fashion Institute (SRFI). Founded in 2016, the institute welcomes select graduates of the TMU Fashion Design concentration and the Fashion Design program for 11-month fellowships that offer up to \$20,000 each in funding as well as opportunities for career advancement and professional support. The SRFI will expand its programming in 2026–27.

**STEPHEN LEWIS MEMORIAL** – On April 26, at the Chrysalis, TMU hosted a memorial for Stephen Lewis (Honorary DLaws '07), who died at the age of 88 on March 31. Over 1,000 people attended the event, and over 1,500 people around the world viewed the livestream. Lewis, whose roles included Canadian ambassador to the UN, UN special envoy for HIV/AIDS in Africa, and leader of the official opposition in Ontario, served as a distinguished visiting professor at TMU, lecturing on HIV/AIDS and global health. Speakers at the memorial included former Supreme Court justice Rosalie Silberman Abella, environmental activist David Suzuki, and Lewis's children—Avi, Ilana, and Jenny Lewis.

**LANDMARK DONATION TO FCS** – On April 28, the Faculty of Community Services (FCS) announced the creation of the McCall MacBain Community Health Awards, a scholarship program funded by \$10M from the McCall MacBain Foundation. The scholarships will lower economic barriers for students in midwifery, nursing, nutrition, public health, and social work. For each of the first 10 years of the program, the scholarships will support more than 30 new students with renewable funding; from then, the endowed awards will continue to support 4 new students in nursing per year in perpetuity. In addition, \$700,000 of the gift has been earmarked as an incentive for new donors to fund scholarships in these disciplines; their donations will unlock the McCall MacBain Foundation funds on a dollar-per-dollar basis and double the impact of their investment.

**TORONTO MET AWARDS GALA** – On April 28, at the Mattamy Athletic Centre, TMU hosted the annual Toronto Met Awards, to celebrate the highest achievements of TMU employees in teaching, research, administration, service, and leadership. Forty employees celebrated long-service milestones—for 25, 30, 35, and 40 years. There were 35 recipients of Teaching and Education Awards; 19 recipients of Scholarly, Research and Creative (SRC) Activity Awards; and 26 individual and 7 team recipients of Service and Leadership awards. Special congratulations to multiple award winners Atefeh (Atty) Mashatan (3 awards) and Khaled Sennah and Xingwei (Nancy) Yang (2 awards each).

**DEMOCRACY FORUM WITH PAUL CALANDRA** – On May 7, Ontario Minister of Education Paul Calandra was interviewed online by Dais senior fellow Martin Regg Cohn and Toronto Star education reporter Kristin Rushowy at the Dais-hosted Democracy Forum event “Change of Course in Ontario’s Classrooms.” They spoke about issues such as the ministry’s decision to take over eight school boards in Ontario, changes to elected trustees’ powers and responsibilities; collective bargaining with educators’ unions; grading attendance and participation in high school; the use of cell phones in schools; engaging with students about civics and democracy; and Minister Calandra’s experiences over his years as a parliamentarian, in federal and provincial governments.

### **from the President's Calendar**

- April 6, 2026:* I was pleased to attend a ceremony celebrating the creativity of students in Professor Elsayed Elbeshbishy's second-year undergraduate civil engineering course.
- April 6, 2026:* For the podcast *The Forefront: Next Gen Generosity*, hosted by Chancellor Donette Chin-Loy Chang, I spoke with Donette about the significance of mentorship and community engagement, among other forms of generosity, at TMU.
- April 7, 2026:* In Brampton, together with Chief of Staff and Executive Director of Government Relations Matthew Baker, School of Medicine (SoM) Dean and Vice-President, Medical Affairs Teresa Chan, and SoM Chief Administrative Officer Sharanjeet Kaur, I attended the opening celebration of the Academic Learning Centre at William Osler Health System's Brampton Civic Hospital. I gave remarks thanking the provincial government for its support for advancing medical education and patient care and congratulating William Osler Health System President and CEO Frank Martino and his team on this important milestone. Joining us for the event were Minister of Health and Deputy Premier Sylvia Jones, Associate Minister of Women's Social and Economic Opportunity Charmaine Williams (Brampton Centre), and MPP Amarjot Sandhu (Brampton West).
- April 7, 2026:* In Brampton, Matt Baker, Sharanjeet Kaur, and I led a tour of the SoM for Gary Kent, Region of Peel chief administrative officer.
- April 8, 2026:* I was pleased to attend the 2026 Bold Awards and present the Blue B Awards to part-time and volunteer coaches and staff.
- April 9, 2026:* I attended a regular online roundtable meeting for Council of Ontario Universities (COU) executive heads.
- April 9, 2026:* Over lunch, I met with Ali Zahedi, CEO and co-founder of investment-management technology firm Infinite Investment Systems, to continue our discussion about areas of potential collaboration.
- April 9, 2026:* I attended the farewell reception for Vice-Provost, Students Jen McMillen, which was hosted by the Office of the Provost.
- April 10, 2026:* In Brampton, Matt Baker and I joined MPP Graham McGregor (Brampton North), minister of citizenship and multiculturalism, for a tour of Anderson College's Brampton campus, hosted by the college's chief operating officer, Rose Elia. Together, we discussed workforce training and pathways into in-demand careers.
- April 10, 2026:* In Brampton, Matt Baker, Sharanjeet Kaur, and I visited the Gurdwara Sikh Sangat, where the TMU Sikh Student Association and the TMU IHC team were running tables promoting health and patient recruitment, respectively, ahead of a youth mentorship speaker series event hosted by former Brampton MPP Gurratan Singh.
- April 13, 2026:* In Oakville, I had an introductory meeting with Gary Carr, Halton regional chair, to discuss TMU's activities in Halton Region.
- April 14, 2026:* I was honoured to be presented with a TMU Brazilian Jiu-Jitsu Club jersey by Shervin Akhlaghi, president of the club and student member of the Board. The team won the inaugural Canadian Universities Brazilian Jiu-Jitsu championship in March.
- April 14, 2026:* Over lunch, I met with Andrew Boozary, founding executive director of the Gattuso Centre for Social Medicine at the University Health Network; Marci Ien (Radio and Television Arts '91), journalist, broadcaster, former MP, and former TMU Board member; and Omar Sachedina, chief anchor and senior editor of the *CTV National News*, to update them on TMU's activities and initiatives.

*April 15, 2026:* In Brampton, together with Roberta Iannacito-Provenzano, SoM Executive Director of Advancement Jessica Kovacs, and Matt Baker, I attended the final meeting of the City of Brampton MedTech Task Force, of which I was co-chair. I gave remarks thanking task force members for their collaboration, commitment, and practical recommendations, all of which have laid the foundations for a remarkable medtech ecosystem.

*April 15, 2026:* In Brampton, Matt Baker, Roberta Iannacito-Provenzano, Jessica Kovacs, and I attended a City of Brampton Committee of Council meeting, at which I gave remarks outlining TMU's progress in Brampton and thanking the Council for its partnership, Deputy Mayor Harkirat Singh for his leadership of the MedTech Task Force, and city staff for their support.

*April 15, 2026:* In Brampton, together with Vice-President, University Advancement and Alumni Relations Krishan Mehta, Roberta Iannacito-Provenzano, and Sharanjeet Kaur, I welcomed Andrew Chang and Brigitte Chang, directors of the G. Raymond Chang Foundation, to the SoM for a tour.

*April 15, 2026:* In Brampton, I welcomed Ali Zahedi to the SoM for a tour and to continue our conversation about potential areas of collaboration.

*April 15, 2026:* Over dinner, I met with Mamdouh Shoukri, president emeritus of York University, to discuss recent initiatives at TMU.

*April 16, 2026:* I attended a regular online roundtable meeting for COU executive heads.

*April 16, 2026:* I attended a regular online meeting for COU members.

*April 17, 2026:* Over lunch, I met with Mohamed Sunderji, TMU supporter and general manager of GTA spices and herbs company Young-Winfield, to update him on the progress of the SoM.

*April 20, 2026:* I met with Minister McGregor to update him on TMU's activities in Brampton.

*April 21, 2026:* In recognition of Mzawe Kiing Anishinaabek Giizis / National Indigenous Peoples Month, I recorded virtual remarks reflecting on the entwinement of celebration and responsibility and reiterating TMU's commitment to listening to, learning from, and working together with Indigenous partners and communities.

*April 21, 2026:* Over lunch, I met with Chancellor Emerita Janice Fukakusa and honorary TMU Board member Jack Cockwell, director and former president and CEO of Brookfield Asset Management, to update them on initiatives at TMU.

*April 21, 2026:* I attended the TRSM gift celebration (please see above under "Events and Initiatives"), at which I gave remarks outlining the breadth of the gift and noting the excellence of TRSM that it acknowledges and builds upon.

*April 23, 2026:* In Ottawa, Matt Baker and I met with Maninder Sidhu, minister of international trade, to discuss strategies for artificial intelligence (AI) and data centres.

*April 23, 2026:* In Ottawa, Matt Baker and I met with Tim Hodgson, minister of energy and natural resources, to discuss strategies for AI and data centres.

*April 23, 2026:* In Ottawa, Matt Baker and I met with Duncan Tooley, Ontario regional advisor in the Prime Minister's Office, to discuss strategies for AI and data centres.

*April 23, 2026:* In Ottawa, Matt Baker and I met with Hamid Mohamed, senior advisor, operations and stakeholder engagement in the Office of the Minister of Artificial Intelligence and Digital Innovation, to discuss strategies for AI and data centres.

*April 23, 2026:* In Ottawa, Matt Baker and I met with Matthew O'Connell, deputy director of financial sector policy in the Office of the Minister of Finance, to discuss strategies for AI and data centres.

*April 23, 2026:* In Ottawa, Matt Baker and I met with Shafqat Ali, president of the Treasury Board, to discuss strategies for AI and data centres.

*April 24, 2026:* In Brampton, together with Teresa Chan, Roberta Iannacito-Provenzano, and Sharanjeet Kaur, I attended the SoM Langar Day event held in honour of Sikh Heritage Month. Joining us were MPs Ruby Sahota (Brampton–North Caledon) and Sonia Sidhu (Brampton South) and City of Brampton councillors Navjit Kaur Brar (Wards 2 & 6) and Gurpartap Singh Toor (Wards 9 & 10).

*April 24, 2026:* In Brampton, Sharanjeet Kaur and I led a tour of the SoM for Rowena Santos, City of Brampton councillor (Wards 1 & 5), where she recorded a video at the IHC for her social media.

*April 26, 2026:* At the Stephen Lewis memorial (please see above under “Events and Initiatives”), I gave remarks expressing the condolences of the TMU community to Stephen’s family, friends, and colleagues and reflecting on his mentorship and the impact of his passion for social justice on TMU students and communities around the world, especially in Africa. I am honoured to have known him.

*April 27, 2026:* Matt Baker and I had an introductory meeting with Catherine Clasadonte, the new chief of staff to Nolan Quinn, minister of colleges, universities, research excellence and security.

*April 27, 2026:* I was interviewed by Toronto Star journalist Kristin Rushow for an article on TMU’s next president, Roberta Iannacito-Provenzano.

*April 28, 2026:* Assistant Vice-President, International Cory Searcy and I met online with two representatives of Aga Khan schools—General Manager Rahim Somani and Resource Developer Gulam Juma—ahead of my upcoming trip to East Africa.

*April 28, 2026:* I attended a team meeting of the Office of the General Counsel and Board Secretariat, at which I thanked team members for their dedication and vital contributions to the mission and governance of the university, shared the priorities of the President’s Office, and solicited feedback on strengthening the collaboration between our offices.

*April 28, 2026:* Over lunch, I met with Dennis Mock (Honorary DLaws ’05), emeritus professor and vice-president, academic at TMU and former president and vice-chancellor of Nipissing University, to update him on activities at TMU.

*April 28, 2026:* At the Toronto Met Awards Gala (please see above under “Events and Initiatives”), I was pleased to deliver remarks congratulating award recipients and those celebrating long service milestones for their talent, energy, and commitment to excellence, all of which have laid the foundation of TMU’s success.

*April 30, 2026:* In Brampton, Sharanjeet Kaur and I attended the City of Brampton Public Health Tele-Town Hall, where I updated virtual attendees on the SoM and IHC and we participated in a Q&A with listeners.

*May 1, 2026:* In Brampton, over breakfast, I met with Alan Shepard, president and vice-chancellor of Western University, to update him on the SoM, which we then toured.

*May 1, 2026:* In Brampton, over lunch, I met with Councillor Toor, chair of economic development for the City of Brampton, to discuss TMU’s progress in the city.

*May 4, 2026:* I attended the TRSM Top 50 Program Launch, at which I gave introductory remarks underscoring how entrepreneurship defines TMU and encouraging the Top 50 student entrepreneurs to persevere, think globally, and always be positive.

*May 4 and May 5, 2026:* I hosted two half-day executive group retreat sessions, which focused on political acuity.

*May 6, 2026:* I met with TMU friend and philanthropist Marissa Kassam for an introductory discussion on a new early-stage education AI platform.

*May 6, 2026:* I led a tour of TMU’s advanced sustainable construction materials lab and concrete lab for Vic Gupta, CEO of CreateTO, to introduce him to our research on sustainable construction.

*May 6, 2026:* At the celebration event for Michael Kolios, outgoing associate dean of research, innovation and external partnerships in the Faculty of Science and co-director of the Institute for Biomedical Engineering, Science and Technology (iBEST), I was pleased to give remarks congratulating Michael on his appointment as vice-president of research and innovation at Sunnybrook Health Sciences Centre and honouring his remarkable contributions to TMU as a researcher, leader, collaborator, and innovator.

*May 7, 2026:* I hosted a tour of the advanced sustainable construction materials and concrete labs for representatives of investment, development, and asset management firm Forum—Richard Abboud, founder and CEO; Aly Damji, managing partner, real estate; and Steven Pink, vice president, real estate project management—to introduce them to TMU’s work in sustainable construction.

*May 7, 2026:* I attended the Public Policy Forum’s annual testimonial dinner honouring distinguished Canadians for their contributions to public policy and good governance.

*May 11, 2026:* In Mississauga, I met with Mississauga City Councillor Natalie Hart (Ward 5) to discuss the role of the SoM in Peel Region.

*May 12, 2026:* At the SLC, Matt Baker, Roberta Iannacito-Provenzano, and I welcomed to campus Premier Doug Ford and cabinet ministers including Finance Minister Peter Bethlenfalvy, as well as Mayor Olivia Chow, parliamentarians, and representatives of the defence and finance industries, for a press conference on Toronto’s bid to host the international Defence, Security, and Resilience Bank. The press conference was hosted by Premier Ford. In my welcoming remarks, I spoke about how TMU is proud to partner with the Government of Ontario to build Canada’s innovation and resilience capacity through our research and initiatives such as Rogers Cybersecure Catalyst and the DMZ.

*May 12, 2026:* I attended the Empire Club of Canada’s second annual State of the Airport event, which featured a keynote address by Deborah Flint, president and CEO of Greater Toronto Airports Authority.

*May 13, 2026:* At the G. Raymond Chang Outstanding Volunteer Awards, I delivered remarks thanking the recipients for their generosity of time and expertise that helps shape an exceptional learning experience for TMU students and echoes the compassion and spirit of former chancellor G. Raymond Chang. I was pleased to introduce his daughter, Brigette Chang, and his wife, Chancellor Chin-Loy Chang, our university’s foremost volunteer.

*May 14, 2026:* In Brampton, along with Teresa Chan, Roberta Iannacito-Provenzano, and Sharanjeet Kaur, I attended the SoM Community Volunteer Appreciation Event, at which I gave remarks recognizing the time, energy, and expertise shared by volunteers and community partners to help build the foundation of the school and shape the future of healthcare for generations to come.

*May 15, 2026:* In Mississauga, I met with Mississauga City Councillor Joe Horneck (Ward 6) to discuss the role of the SoM in Peel Region.

*May 15, 2026:* In Mississauga, Matt Baker, Sharanjeet Kaur, and I visited the Sayeda Khadija Centre, where the TMU chapter of the Muslim Medical Association of Canada and the TMU IHC team were running tables promoting health and patient recruitment, respectively. I gave remarks thanking Imam Hamid Slimi for his hospitality and outlining the IHC’s team-based model of care.

*May 23, 2026:* In Mombasa, Kenya, I gave the keynote address at the Aga Khan Academy’s graduation ceremony. I shared the story of my international educational journey from Africa to Canada, and I spoke about how learning about multiple cultures and perspectives can equip young people to succeed in a rapidly changing world.

*May 23, 2026:* At the Aga Khan Academy in Mombasa, I signed a memorandum of understanding (MOU) with Aga Khan Schools (AKS), which serves more than 110,000 students each year across 12 countries in East Africa, the Middle East, and South and Central Asia. The MOU will create opportunities for cross-cultural exchange and global citizenship, and TMU will make the DMZ's Sandbox Basecamp program accessible to AKS students, as well as offering scholarships to selected students from across the Aga Khan Schools.

*May 25, 2026:* In Dar es Salaam, Tanzania, I gave the keynote address at the Aga Khan Mzizima Secondary School's graduation ceremony. I shared with them the remarks I had delivered in Mombasa, concluding with Nelson Mandela's inspiring observation that education is the most powerful weapon one can use to change the world.

*May 28, 2026:* At the Brampton Board of Trade Business Excellence Awards, I was honoured to receive the Business Person of the Year Award, which I accepted on behalf of the university and all of the colleagues and community partners who have made our achievements possible.

*May 29, 2026:* I attended the TMU Board of Governors Retreat, at which Board members, the Executive Group, and I reflected on a decade of institutional transformation and looked ahead to the opportunities and challenges of the next chapter.

*June 1, 2026:* I attended the funeral service for Khalid Usman. A former Markham councillor, chartered accountant, and tireless community leader, Khalid leaves behind a remarkable legacy of public service, intercultural bridge-building, and humanitarian commitment.

*June 1, 2026:* I attended the Order of Ontario investiture ceremony, where I was proud to celebrate several members of the TMU community receiving the province's highest civilian honour, including Chancellor Donette Chin-Loy Chang, Zabeen Hirji, Claudette McGowan, Edward Rogers, Richard Rooney, George Strathy, Jamaica Cass, and others whose contributions to public life, business, and community have left a lasting mark on Ontario.

*June 2, 2026:* At the Academic Leaders Retreat, hosted by the Office of the Vice-Provost, Faculty Affairs, I delivered remarks to deans, associate deans, department chairs, directors, and academic administrators, reflecting on the importance of investing in one's own growth as a leader and encouraged colleagues to approach their roles with the same spirit of learning they cultivate in their students.

*June 2, 2026:* Together with Krishan Mehta and Dean of Engineering and Architectural Science Sri Krishnan, I welcomed members of the Esch Foundation Board of Trustees to campus for the naming of the Norman Esch Lecture Hall in the Faculty of Engineering and Architectural Science. I delivered remarks honouring the legacy of Norman Esch and the impact of the Esch Foundation's partnership with TMU since 2013.

*June 2, 2026:* I met with Gabriel Miller, president and CEO of Universities Canada, to discuss TMU's priorities and the broader landscape facing the postsecondary education sector.

*June 3, 2026:* Over breakfast in Mississauga, I met with Mississauga City Councillor Alvin Tedjo (Ward 2) to discuss the role of the SoM in Peel Region.

*June 3, 2026:* Over dinner, I met with Dr. Michael Dan ahead of his keynote address at the Post Graduate Medical Education (PGME) Graduate and Awards Celebration Event at TMU's Brampton Campus.

*June 3, 2026:* I delivered remarks and congratulated graduates and award recipients at the PGME Graduate and Awards Celebration Event—a landmark occasion marking the first cohort of postgraduate medical education residents to graduate from TMU's School of Medicine.

*June 4, 2026:* In Mississauga, I met with Mississauga City Councillor Martin Reid (Ward 9) to discuss the role of the SoM in Peel Region.

*June 8, 2026:* Together with Matt Baker and DMZ Executive Director Abdullah Snobar, I welcomed Vera Alexander, Ambassador of Canada to the Federal Republic of Germany, to the DMZ, where we discussed the DMZ's global innovation model and explored opportunities for collaboration between Canadian and German technology ecosystems.

*June 8, 2026:* I met with founder and CEO of Mayant Labs Tony Chahine (Honorary DScience '24), to continue our discussion about collaboration on advanced technologies.

*June 12, 2026:* In Mississauga, I met with Mississauga City Councillor Chris Fonseca (Ward 3) to discuss the role of the SoM in Peel Region.

*June 12, 2026:* In Mississauga, I met with Mississauga Mayor Carolyn Parrish to discuss the role of the SoM in Peel Region.

*June 12, 2026:* In Brampton, together with Sharanjeet Kaur and Krishan Mehta, I led a tour of the SoM for Norton Kothari, chair of the Kothari Group; Satish Thakkar, president of Excelsior Financial Group; and Ritesh Malik, co-founder of Fruity Inc. and chair of the Canada India Foundation.

*June 15, 2026:* At Toronto City Hall, I joined City of Toronto Mayor Olivia Chow, Minister of Women and Gender Equality and Secretary of State for Small Business and Tourism Rechie Valdez, and Secretary of State for Sport Adam van Koevorden to deliver remarks during the TradeTO Trade Diversification Summit, announcing a \$600,000 investment from FedDev Ontario, with additional contributions of up to \$300,000 from the City of Toronto, to launch the Future of Sport Lab x FIFA 2026 Legacy Incubation Hub.

*June 15, 2026:* Over lunch, I met with Brian Segal, president emeritus of TMU, and Ken Jones, former Dean of the Ted Rogers School of Management, to update them on TMU's priorities and initiatives.

*June 15, 2026:* I dropped by the Hydro One Partnership Extension Event hosted by the Faculty of Engineering and Architectural Science, celebrating Hydro One's renewal of its partnership with TMU for an additional three years in support of equitable access and career pathways in engineering for underrepresented communities.

*June 15, 2026:* I recorded a video message of thanks to TMU's School of Medicine donors, reflecting on the milestones made possible by their generosity.

*June 15, 2026:* I attended a reception honouring Dean of the Faculty of Community Services Kiaras Gharabaghi, hosted by the Office of the Provost, where I delivered remarks recognizing his leadership and the lasting mark he has left on the faculty.

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## **1. Spring 2026 Convocation and Board Participation**

Members of the Board of Governors (“Board”) had the opportunity to participate in the Spring 2026 Convocation Ceremonies, which were held in-person from June 16, 2026, to June 25, 2026. Thank you to board members who joined stage parties and congratulated the graduates and honorary doctorate recipients.

## **2. Board of Governors’ Leadership Award and Medal**

The Board of Governors’ Leadership Award and Medal is presented to an undergraduate or continuing education student at the Spring Convocation ceremonies, and a graduate student at the Fall Convocation ceremonies. The criteria for the award include exceptional academic achievement and outstanding leadership qualities, as evidenced by the student’s commitment to Toronto Metropolitan University (the “University”) committees and extra-curricular activities, or involvement in student and university affairs. All University Gold Medalists are eligible candidates for the award.

The recipient of the Spring 2026 Board of Governors’ Leadership Award and Medal is Kayla Longland, who graduated from the School of Occupational and Public Health in the Faculty of Community Services with a Bachelor of Applied Science. Kayla exemplifies the leadership qualities and academic excellence recognized by this award. Along with her outstanding scholarly achievements and a near-perfect CGPA, she paired academic excellence with a passion for community. As a Recruitment Ambassador, International Peer Ambassador, and member of the Student Wellbeing Advisory Group, she strengthened community belonging and student support. Through trailblazing initiatives like the Cultural Festival Legacy, the Campus@Home program, and the first-ever International Students Gala, she fostered a deep sense of belonging and has left a lasting legacy at the University. These contributions speak to her passion for service, advocacy, and community, and exemplify what it means to be a leader, a scholar, and a Toronto Metropolitan University graduate.

Thank you to members of the selection committee: Roberta Iannacito-Provenzano, Provost and Vice-President, Academic; Seung Hwan (Mark) Lee, Associate Dean, Ted Rogers School of Management; Anne-Marie Lee-Loy, Associate Dean, Faculty of Arts; Stephen Wylie, Associate Professor, Department of Chemistry and Biology; and Nancy Walton, Associate Dean, Students, Yeates School of Graduate and Postdoctoral Studies.

### **3. Governance Essentials Training**

The Governance Essentials Training program provides members of the Board with an introduction to corporate governance and financial oversight at the University. The program is now complete for the 2025-2026 academic year, with ten (10) sessions delivered.

#### **Equity, Diversity, and Inclusion**

Thank you to Toni De Mello, Vice President, Equity and Community Inclusion, who guided Board members through a discussion of equity, diversity and inclusion at the University. Through a series of engaging discussion points, T. De Mello provided Board members with a better understanding of the important role the Office of the Vice-President of Equity and Community Inclusion plays within the University and how it intersects with their role as Board members to provide oversight, leadership and make the University's values an intentional practice.

Congratulations to Michael Turco who recently completed the program and received a certificate of achievement.

### **4. Board of Governors Elections**

Voting for the Alumni position on the Board occurred from June 1, 2026, to June 15, 2026. There were twelve (12) alumni running for one position. Jon Lowe has been elected as the alumni representative for a term of three (3) years. The election results have been posted on the Board of Governors' election website, and the results have been confirmed by the Election Procedures Committee.

Thank you to the Election Procedures Committee members who provided valuable oversight to the elections process: Megan Herrington, Staff Representative; S. Saadeq Ahmed, Toronto Metropolitan Graduate Students' Union Representative; Meredith Jordan, Alumni Representative; Miya Willams, Toronto Metropolitan Association of Part-time Students Representative; Christina Langlois, Returning Officer; Vidya Luckiram, Secretary; and the Board Secretariat Team.

Information about the Board of Governors' Election is posted at:

[www.torontomu.ca/governors/elections](http://www.torontomu.ca/governors/elections)

### **5. Annual Board Assessments**

Board members are kindly requested to complete the Annual Board Assessment, which will be sent by email on June 26, 2026. Board members' feedback is valuable and appreciated as it assists the Board Secretariat in planning and providing effective support to Board members.

### **6. Council of Ontario Universities Professional Development Session**

Board members were invited to participate in the professional development session for Ontario University Board members hosted by the Council of Chairs of Ontario Universities on June 18, 2026. Steve Orsini, President and CEO, Council of Ontario Universities (“COU”), provided an advocacy update. The event featured a panel discussion on the changing perspectives on the role of universities with Cindy Forbes, Former Chair, Board of Governors, University of Waterloo, and Member of the Blue-Ribbon Panel on Postsecondary Education Financial Sustainability; Jackie Pichette, Director of Skills Policy, RBC Thought Leadership; and Melanie Wooden, President, University of Toronto.

The event also featured a panel discussion on universities in the age of artificial intelligence with Matheus Grasselli, Deputy Provost, McMaster University and Member of the COU AI Task Force; and Susan McCahan, Associate Vice-President and Vice-Provost, Digital Strategies, University of Toronto; Member, COU AI Task Force.

## **7. Board Secretariat Metrics**

For the 2025-2026 Board year so far (September 1, 2025 to June 30, 2026), the Board Secretariat team has organized, supported, and facilitated:

- 6 Board meetings;
- 15 Committee meetings;
- 3 meetings of sub-committees;
- 40 Board and Committee preparatory meetings;
- 68 Board and Committee resolutions;
- 7 Board and Committee electronic ballots;
- 19 communications from the President;
- 7 newly elected Board members;
- 1 reappointed Board member;
- 1 reappointed Honorary Board member;
- 2 sets of revisions to the By-Laws;
- 11 inquiries by Board members;
- 1 election process for faculty, staff and student positions;
- 1 election process for an alumni position;
- 1 student referendum;
- 1 Board orientation session;
- 10 Governance Essentials sessions;
- 1 Board Retreat;
- 1 Presidential search; and
- 1 Presidential appointment.



Date June 19, 2026

To: Vidya Luckiram  
Secretary, Toronto Metropolitan University Election Procedures Committee

From: Tina Langlois  
Returning Officer

**Re: 2026 Board of Governors Alumni Election Results Report**

In accordance with the requirements of the Toronto Metropolitan University Election Procedures Committee, please find attached the following appendices:

- Appendix A Tabulation of Votes
- Appendix B Declaration of Returning Officer
- Appendix C Results in Order of Standing
- Appendix D Voting Percentages

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

[Vacant],  
President, Toronto Metropolitan Students' Union

[Vacant]  
President, Continuing Education Students' Association of Toronto Metropolitan University

Jesmen Mendoza,  
President, Toronto Metropolitan University Faculty Association

Saeed Zolfaghari,  
Vice-President, Administration and Operations



## 2026 BOARD OF GOVERNORS ALUMNI ELECTION RESULTS

### TABULATION OF VOTES

I hereby certify that the electronic ballot tabulation is adequate for the requirements, and the result of the vote is shown hereunder.

ALUMNI ELECTION	
Candidates (12) in alphabetical order of surname	Vote Count
Sadat AHMED	27
Angelo COFINI	44
Boujemaa GUERMAZI	22
Monica KWONG	72
Jon LOWE	131
Zia (Ziauddin) MAHBOOB	39
Khalid MAHMOOD	45
Martin ROCHON	36
Ryan RODRIGUES	24
Kevin THOMAS	44
Larry TILL	39
Obaid ULLAH	37
RESULTS SUMMARY	
Eligible voters	110,449
Ballots submitted	589
Votes cast	560
Declined to vote	29
Participation rate	0.53%

NOTES:



## 2026 BOARD OF GOVERNORS ALUMNI ELECTION RESULTS

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There is no paper ballot voting in the alumni election.

### DECLARATION OF RETURNING OFFICER

I hereby declare the following candidate elected:

BOARD OF GOVERNORS ALUMNI MEMBER (1)	
Candidate Name	Vote Count
Jon LOWE	131

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## 2026 BOARD OF GOVERNORS ALUMNI ELECTION RESULTS

### RESULTS IN ORDER OF STANDING

STUDENT ELECTION	
Candidates (12) in order of standing	Vote Count
Jon LOWE	131
Monica KWONG	72
Khalid MAHMOOD	45
Angelo COFINI	44
Kevin THOMAS	44
Zia (Ziauddin) MAHBOOB	39
Larry TILL	39
Obaid ULLAH	37
Martin ROCHON	36
Sadat AHMED	27
Ryan RODRIGUES	24
Boujemaa GUERMAZI	22

**2026 BOARD OF GOVERNORS ALUMNI ELECTION RESULTS****VOTING PERCENTAGES**

<b>STUDENT ELECTION</b>	
<b>Total number of eligible voters</b>	<b>110,449</b>
<b>Total number of voters who participated</b>	<b>589</b>
<b>Percentage of voters who participated</b>	<b>0.53%</b>

**BOARD GREETINGS** – Thank you to all Board members for the tremendous valuable support and guidance you have given the university throughout the year, and for the confidence you have shown in me by approving my appointment as TMU’s next president. As the meetings for 2025–26 come to a close, I am happy to highlight some of the important work TMU faculties and units have been doing to plan and create opportunities for a bold and exciting year ahead.

### **Planning and Administration**

On April 30, the University Planning Office (UPO) submitted an updated implementation status report to the provincial government detailing projected revenues and savings associated with each recommendation in the Efficiency and Accountability Review Report.

The Image Centre is working towards the implementation of a new collections management system and digital asset management platform (CMS/DAM) to track its collection of photographs and related digital images. It has interviewed vendors about available platforms and their capabilities.

### **New Programs, Resources and Opportunities**

The Faculty of Engineering and Architectural Science (FEAS) and the Ted Rogers School of Management (TRSM) have signed a Memorandum of Understanding to collaborate on a combined degree program that includes a Bachelor of Commerce and a Bachelor of Engineering (B.Eng/B.Comm). The program launch is planned for Fall 2028 for an intake of 200 students.

The Career, Co-op & Student Success Centre has partnered with the TRSM Business Career Hub to create the resource Generative AI (GenAI) for Careers. The Google Docs document supports students with sections on using Google’s Gemini to help with exploring, applying for, and interviewing for careers, as well as on prompt engineering and workplace tips applicable to all GenAI applications.

The Centre for Excellence in Learning and Teaching (CELT) has launched new funding opportunities to support technology-enhanced learning, including generative AI, through initiatives such as the Digitally Enhanced Learning Partnership Grants and the Students as Partners in Generative AI program. In addition, all TMU Google account holders now have access to the education version of Google NotebookLM, supported by updated institutional guidance and resources.

TMU Libraries is working with The G. Raymond Chang School of Continuing Education on the creation of an online asynchronous AI Fluency module using content developed by the Libraries for an AI workshop

badge series featured recently by CBC news. These online modules will be piloted in Chang courses, with a view towards making them available for integration in other disciplinary contexts.

Community Wellbeing and Student Communications have developed and launched the website Queer + Trans at TMU ([www.torontomu.ca/queer-trans/](http://www.torontomu.ca/queer-trans/)), which offers centralized resources for 2SLGBTQ+ students to support success and wellbeing, as well as facilitating connection with one another. The website was developed with input and feedback from 2SLGBTQ+ students, faculty and staff. It seeks to address health equity disparities identified by student focus group participants.

TRSM has announced a partnership with the non-profit Forté, through which the school joins an alliance of more than 200 top companies and schools dedicated to advancing women in business. The partnership will offer women in the MBA program access to educational and professional development opportunities such as conferences, symposia, workshops and virtual career fairs, as well as connections to the more than 135,000 women in the Forté network—56% of whom are professionals, and 68% of whom are women of colour.

### **School of Medicine Updates**

Despite having increased its minimum grade point average (from 3.3 to 3.5), the School of Medicine (SoM) has, for the second consecutive year, received more than 6,000 applications for the 94 seats in the incoming Undergraduate Medical Education (UGME) class. Offers were released on May 12.

Also for the second year in a row, the SoM was the only Canadian medical school to fill all of its residency positions in the national R-1 match on Match Day on March 3. The new postgraduate medical education program (PGME) cohort joining in July will consist of 109 learners—up from 104 last year.

In addition, the SoM has strengthened its leadership team through two new appointments. Dominick Shelton, an emergency physician at Sunnybrook Health Sciences Centre, is the assistant dean of recruitment and admissions, having previously served in the role on an interim basis. He will lead efforts to attract and support future physicians whose lived experiences reflect the diverse communities the SoM aims to serve. Pamela Liao has been appointed interim associate dean, accessibility and disability health. Previously, she served as the SoM's inaugural disability health lead and special advisor to the dean; she has led efforts to embed disability perspectives and anti-ableist practices into both education and institutional culture.

### **Rankings and Global Recognition**

On June 17, QS released its World University Rankings, one of the highest profile global rankings of top universities. QS evaluated over 8,800 universities, publicly ranking over 1,500 that met the criteria for official ranking. TMU continues its strong positive trajectory, ranking 669th in the world, an improvement from 711-720 last year and 851-900 just three years ago. TMU performed particularly well in sustainability and volume of citations per faculty member, and also experienced notable improvement on the university's reputation among employers.

On June 24, Times Higher Education (THE) will also release its Impact Ratings (formerly known as Impact Rankings), which assess universities' contributions to the UN Sustainable Development Goals. For the second consecutive year, TMU is ranked in the 101–200 band globally out of more than 1,600 participating universities. TMU performed especially well in SDG 5: Gender Equality – placing 94th in the world – as well as in SDG 12, Responsible Consumption and Production, and SDG 17, Partnerships for the Goals, reflecting strengths in campus sustainability efforts and cross-sector collaboration.

According to data collected by the Curtin Open Knowledge Initiative (COKI), TMU ranks first out of all Ontario Council of University Libraries (OCUL) member institutions for the percentage of Open Access publications produced between 2000 and 2024. Of 43,348 publications, TMU researchers published 20,367, or 47%, as Open Access. This is the highest proportion in Ontario, and fourth highest in Canada, above both the provincial (42%) and national (40%) average. This work continues to be supported by TMU Libraries through RShare, our institutional repository and publisher agreements that include Open Access waivers and discounts.

## CONGRATULATIONS

*The Chang School* has received a 2026 Excellence Award from the Canadian Association for University Continuing Education (CAUCE). The 2025–26 marketing campaign, “Where Careers Move Forward,” won bronze in Marketing Excellence. Its citation described it as an “evolution of an already strong campaign” that “spoke to working adults’ real constraints ... while still driving measurable growth in awareness and enrolment.” In addition, the Chang School’s ACT II Studio, a theatre performance training program for ages 50+, received an honourable mention in Program Excellence. Judges cited the program’s “inclusivity, artistic rigour, and strong sense of community.”

## PARTNERSHIPS

**GAME ON!** – TMU Libraries has partnered with the Aga Khan Museum on the exhibition *Game On!*, which displays art and artifacts tracing the histories of games and sports across regions and cultures. Together with staff and students at the Design and Technology Lab, TMU Libraries’ immersive technology specialist, Michael Carter-Arlt, fabricated pieces for chessboards and a puzzle activity using ultraviolet printing. TMU Libraries’ archivist, Tanis Franco, sourced and digitized materials related to the performance of composer John Cage’s piece *Reunion* on TMU’s campus in 1968 by Cage himself with the artist Marcel Duchamp; the duo played chess on a board wired to generate electronic music. The exhibition opened on April 3 and will run through September 7.

**LAUNCH LABS CAYMAN** – The DMZ has partnered with the non-profit Enterprise Cayman to create Launch Labs Cayman, a 14-week program for business founders in the Cayman Islands. DMZ will lead delivery of the program; instruction will be given virtually, although an in-person component will give founders access to a co-working space through Cayman Enterprise City in George Town in Grand

Cayman. The program will connect participants with founders and investors in the Cayman Islands, as well as with the DMZ's global network of mentors and advisors.

**PROJECT RUNWAY CANADA SEASON 2** – This summer, the School of Fashion and Bell Media Studios will continue their collaboration on the reality competition series Project Runway Canada, as production begins on Season 2, which will air on Crave later in 2026. Production for Season 1 took place in TMU facilities including the School of Fashion, the School of Performance, Chrysalis and the Design + Technology Lab. Students were given hands-on roles supporting production and contributing to the show's day-to-day operations. Season 2 will continue to bring students into direct contact with designers, producers and creative leaders working across fashion and media.

**TEXTILE MUSEUM EXHIBITION** – The Master of Arts in Fashion program has partnered with the Textile Museum of Canada for its exhibition *Reflections: Cultures and Collections in Dialogue*. First-year MA students worked with their instructors and museum staff to research, analyze and write about six objects each from both the museum and TMU's Fashion Research Collection. The students examined the objects in pairs, exploring how textile and garment traditions circulate across time and place. The exhibition ran from April 2 through June 7.

**TMU-FIFA-CIES INTERNATIONAL PROGRAMME** – The Creative School has teamed up with the Centre International d'Étude du Sport (CIES) in Switzerland, through which it will deliver the TMU-FIFA-CIES International Programme. Set to run from January to December 2027, the program will help mid- to senior-level sports professionals develop leadership and governance skills. Participants will be introduced to the principles and methods of sports management and gain access to scholarships, research initiatives and strategic partnerships. Through this legacy education initiative connected to the FIFA World Cup 2026, TMU will become the North American academic home for CIES training activities, as well as one of 22 partner universities worldwide to deliver the program.

## **EVENTS AND INITIATIVES**

**MASS EXODUS 2026** – From April 11 through 14, the School of Fashion hosted Mass Exodus. This year's theme, "1 of 1," highlights the unique journeys of creative people. On the first day, four runway shows together featured the work of over 80 graduating designers. Running from April 12 through 14 on the 6<sup>th</sup> floor of the Student Learning Centre (SLC), the Mass Exodus exhibition featured over 60 capstone projects, including accessory design, digital fashion design, fashion films, fibre art, photography and publication design. More than 900 people attended the free four-day event.

**HEART IN THE GAME** – From May 1 to 3, the Business Career Hub at TRSM partnered with the Heart in the Game charity to host a charity basketball tournament at the Mattamy Athletic Centre. The tournament featured TMU students, alumni and business leaders competing in 4-on-4 games as well as skill challenges. TRSM students volunteered and networked with professionals from sponsors BMO, Cameron Stephens and The Gap, and the tournament raised over \$72,000 for SickKids Research Institute, the TRSM Changemakers Fund and TMU Bold Athletics.

**RED DRESS DAY** – On May 5, TMU marked Red Dress Day, the National Day of Awareness for Missing and Murdered Indigenous Women, Girls and Two-Spirit People, with its third annual outdoor exhibit, this year held at Sankofa Square. More than 100 red dresses were displayed on metal frames and concrete pillars across the space throughout the day in remembrance, and in the morning, a gathering circle was held in the SLC; it included teachings, an offering of tobacco, prayers and a berry feast.

**IMAGE CENTRE EXHIBITIONS** – On May 6, the Image Centre launched a new slate of exhibitions. The Main Gallery hosts the annual exhibition surveying the work of the latest winner of the Scotiabank Photography Award; this year, it showcases the art of Montreal-based Dawit L. Petros. Spanning 20 years, it presents photographs, serigraphs (made from screen printing) and books to trace Petros’s inquiry into the legacy of colonial history across Africa, Europe and North America. In the University Gallery and on the From the Collection Wall are prints from two series by the late American photographer Larry Fink: *Social Graces* and *Runway*. The former, shot between 1974 and 1982, contrasts urban high society in Manhattan with farm life in rural Pennsylvania. The latter highlights the chaos behind the scenes at 1990s fashion shows. On the Salah J. Bachir New Media Wall is Montreal-based artist Jessica Slipp’s *Becoming Rock*, a series of videos in Canadian landscapes which show her camouflaging her body with rock-printed paper to comic and poignant effect.

**PANEL WITH JASON KENNEY** – On May 6, at the Toronto Reference Library, Rogers Cybersecure Catalyst hosted the panel discussion “Sovereignty at Stake: Online Disinformation and Canadian Democracy.” Former Alberta premier and federal cabinet minister Jason Kenney delivered a keynote address during which he addressed the threat posed by the Albertan separatist movement. Panelists included Marcus Kolga, founder and director of the platform DisinfoWatch; Brian McQuinn, co-director of the Centre for Artificial Intelligence, Data, and Conflict at the University of Regina; and Jennie Phillips, researcher, consultant and lecturer in emerging technologies and global health.

**TORONTO TECH WEEK** – The second annual Toronto Tech Week took place from May 25 through 29, and TMU hosted four important events for leaders, founders and workers in the tech and innovation ecosystems. On May 25, together with the National Bank of Canada and Uber, the DMZ, as a Toronto Tech Week community partner, presented the town hall event “BetaKit Most Ambitious,” which brought together an audience of 500 to hear featured speakers, including Minister of Artificial Intelligence and Digital Innovation Evan Solomon and Council of Canadian Innovators Chair Jim Balsillie, to speak about Canada’s autonomy, prosperity and security. The day-long Brazil-Canada Chamber of Commerce PowerTech Roundtable featured leaders from both countries in government, industry and academia—including from TMU—exploring bilateral ties related to tech. The Brampton Venture Zone hosted “Capital & Community in HealthTech” in partnership with Vertex Health and the Canada Startup Association; founders, investors and community-builders discussed raising capital for health tech startups. The TMU Fashion Zone, in collaboration with Aurmada (a Fashion Zone startup that creates clothing with safety-enhancing technology), presented “The Future of Fashion & Defence”; it showcased emerging products, prototypes and early-stage startups in advanced materials, wearable systems and next-generation performance.

**AI IN ACTION SUMMIT** – On June 10, The G. Raymond Chang School of Continuing Education held the AI in Action Summit—a full-day, immersive experience designed to bridge the gap between AI theory and business results. Attendees learned about the judgment, workflows, and strategy required to drive real-world impact, guided by industry leaders including Dr. Anne Cavoukian (Former Information and Privacy Commissioner of Ontario and founder of ‘Privacy by Design’) and Derek Cairns (AI Educator and Growth Strategist).

**AI-POWERED FUTURES GRADUATION EVENT** – On June 16, The G. Raymond Chang School of Continuing Education and the Coalition of Innovation Leaders Advancing Respect (CILAR) hosted the AI Powered Futures Graduation Ceremony. This event celebrates 60 retail-sector participants who completed the AI Powered Futures Program, gaining critical skills to navigate today's evolving, AI-driven workplace. Funded by the Walmart Foundation—part of an initiative to upskill 100,000 Canadians—the program guided learners through Google’s AI Essentials course before advancing them to The Chang School’s employer-recognized Curv microcredentials. Through personalized, AI-driven education and expert mentorship, the program empowers retail workers to overcome traditional career barriers and achieve greater economic mobility.

# Report from the Provost & Vice- President, Academic

Board of Governors Meeting  
June 26, 2026

Roberta Iannacito-Provenzano

Toronto  
Metropolitan  
University



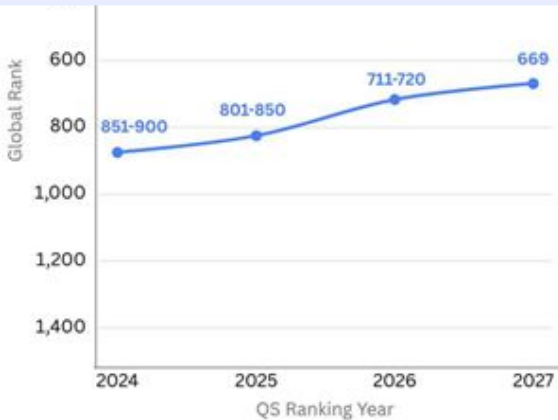
## Rankings and Global Recognition



## QS World University Rankings



TMU placed **669th in the world** an improvement from **711-720** last year and **851-900** just three years ago.

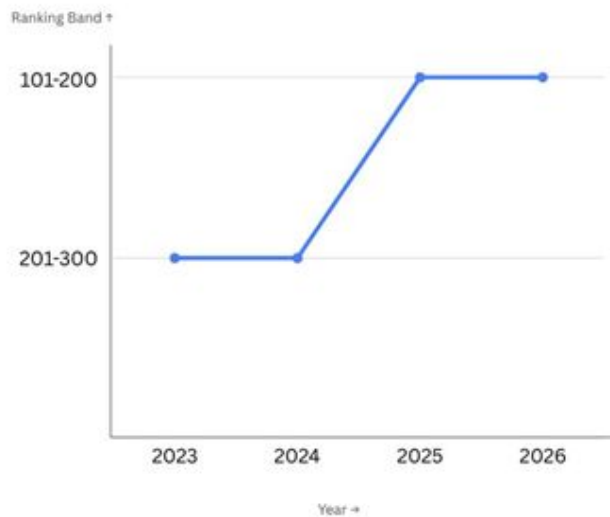


Steady progress. Stronger standing.  
TMU continues to rise on the global stage.

3

## THE Impact Ratings

For the **second** consecutive year, TMU ranked in the **101-200** band, with particularly strong performance in SDG 5, 12 and 17.



4





**Black Scholarship Institute**



**Thank you**

**Toronto  
Metropolitan  
University**

**BOARD OF GOVERNORS**  
**June 26, 2026**

**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:**

The proposed amendments to *By-Law No. 1 being the General By-Laws* (the “By-Laws”) include an update to the eligibility of the individuals who wish to stand as candidates to represent students, and other constituents, on the Board of Governors (the “Board”) such that all candidates must be in compliance with all operating policies and procedures of Toronto Metropolitan University (the “University”). Also included in the proposed amendments is an update to the grounds upon which a member of the Board may be deemed ineligible or removed including that they are not the subject of a complaint that is screened to proceed through a complaint resolution process under a University policy and that they are not presently or within the last two years, an adverse party in a legal proceeding against the University. In addition, the grounds upon which a member of the Board may be deemed ineligible or removed include an update that a member may not sit as a member of a board or governing body of another university or college; be a member of the University’s Senate; or be a student union executive or director.

The proposed amendments also provide additional clarity to the composition of the Election Procedures Committee (“EPC”) and to some procedural processes regarding the EPC and Board elections. Also included in the proposed amendments are revisions allowing for more inclusive, gender-neutral language with respect to references to Board members. Other proposed amendments include minor housekeeping revisions.

The Board is being asked to approve the proposed amendments to the By-Laws, as presented. If approved, the amendments would come into effect on June 27, 2026, with the amendment dealing with sitting as a member of the University’s Senate coming into effect on September 1,

2027.

**BACKGROUND:**

In accordance with the notice given at the March 31, 2026, Board meeting, amendments are being proposed to the By-Laws. The proposed updates to the By-Laws include necessary revisions to reflect current governance practices and operations. The proposed amendments also include housekeeping revisions.

**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: May 5, 2026

**APPROVED BY:**

Name: Mohamed Lachemi, President and Vice-Chancellor

Date: May 7, 2026

**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 **the individual 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 7.20~~17~~.

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

“**Toronto Metropolitan University Act or 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 **librarians and** 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 ~~the individual 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 1<sup>st</sup> day of September immediately following the date of the Governor's ~~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

By ~~September 30~~<sup>Prior to December 31</sup> of ~~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; and (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; ~~at least one member of the Alumni designated by the University's Director of Alumni Affairs; at least one member of the Teaching Faculty and/or; one member of the Administrative Staff from the University Management and Confidential Group or by the Ontario Public Service Employees Union or by the Canadian Union of Public Employees, on a rotation basis; and a minimum of two Students. 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 ~~renewable one~~two-year term ~~renewable once~~.

(e) **Report to the Board**

~~After the close of Not later than four weeks after the Election and the resolution of all appeals to the Election Procedures Committee,~~ 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 is:

- (a) in compliance with any provision of the Act, By-laws, operating policies or general procedures of the University;
- (b) not in a circumstance listed in Article 6.4 that could give rise to removal;
- (c) 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;
- (d) 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;
- (e) 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
- (f) 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 ~~electronic communication~~~~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 ~~electronic communication~~~~or 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 the Board member's ~~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 ~~their~~ ~~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 the ~~Governor~~ ~~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

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

- (a) violating any provision of the Act, By-laws, operating policies or general procedures of the University and any law of Ontario or Canada;
- (b) failing to abide by the Code of Conduct; ~~and/or~~
- (c) being a member of the Toronto Metropolitan University Senate;
- (d) being a student union executive or director;

(e) being the subject of a complaint that is actively proceeding through a complaint resolution process under a University policy;

(f) presently being or within the past two years has been an adverse party in a legal proceeding against the University or its affiliates;

(g) being a member of a board or governing body of another university or college; and/or

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

## **7.6 Annual Meeting**

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

## **7.7 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 *Not-for-Profit Corporations Act* ~~*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 *Not-for-Profit Corporations Act*~~*Corporations Act*~~, the *Toronto Metropolitan University Act* or the By-Laws, or applicable legislation, the provisions of the *Not-for-Profit Corporations Act*~~*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 ~~themselves~~~~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 ~~the member’s his or her~~ position for ~~their his or her~~ own benefit, or the benefit of a member of ~~their 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 ~~to have 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 ~~their~~~~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 be 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 ~~their~~~~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 ~~their~~~~his or her~~ capacity as such, with a value greater than \$250.00, ~~they~~~~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 ~~the University 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 ~~the~~~~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 ~~the~~~~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 the Chair's ~~his or her~~ signature, and shall have such other powers and duties as may be delegated and assigned to the Chair ~~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 the Vice Chair ~~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 the Chair's ~~his or her~~ appointment, which will typically commence July 1st, and conclude on the date the Chair's ~~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 the Vice Chair's ~~his or her~~ appointment and concluding on the date the Vice Chair's ~~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 ~~the Vice Chair's~~ ~~his or her~~ interim service as Chair, and unless ~~their~~ ~~his or her~~ term as Vice Chair ceases for any other reason, ~~their~~ ~~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 ~~their~~ ~~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 ~~their~~ ~~his or her~~ appointment as

Chair or Vice Chair shall not automatically extend or be deemed to extend ~~their~~ ~~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 ~~themselves~~ ~~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 ~~their~~<sup>his or her</sup> 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 ~~their~~<sup>his or her</sup> 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 the President's~~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, ~~they~~~~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 ~~their~~~~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 the President's ~~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 the Provost's ~~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 the Secretary's ~~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 ~~their~~<sup>his or her</sup> 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 ~~they are~~ ~~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 ~~them~~ ~~him~~ ~~or her~~ on any Committee of which ~~they are~~ ~~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 ~~the President~~ ~~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 ~~them~~ ~~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 ~~their~~ ~~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 the 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 the chair's ~~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 their ~~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 the chair's 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 their 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 **C**hair and **V**ice **C**hair 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 ~~their~~~~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 ~~them~~~~him or her~~, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by ~~them~~~~him or her~~, in or about the bona fide execution of the duties of ~~their~~~~his or her~~ office; and
- (b) all other costs, charges and expenses sustained or incurred by ~~them~~~~him or her~~ in or about or in relation to the bona fide execution of the duties of ~~their~~~~his or her~~ office;

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

## 21.3 Insurance

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

## Article 22 CORPORATE SEAL

### 22.1 Corporate Seal

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

### 22.2 Academic Seal

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

### **22.3 Arms and Crest**

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

## **Article 23 EXECUTION OF DOCUMENTS**

### **23.1 Signatories**

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

### **23.2 Facsimile Signatures**

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

## **Article 24 BORROWING AND BANKING**

### **24.1 General Borrowing Powers**

The Board may from time to time:

- (a) borrow money on the credit of the University in such amounts, on such terms and from such persons, firms or corporations, including chartered banks, as may be determined by resolution of the Board;
- (b) make, draw and endorse promissory notes or bills of exchange;

- (c) hypothecate, pledge, charge or mortgage all or part of the property of the Board to secure any money so borrowed to fulfil the obligations incurred by it under any promissory note or bill of exchange signed, made, drawn or endorsed by it; and
- (d) issue bonds, debentures and obligations on such terms and conditions as the Board may by resolution decide and pledge or sell such bonds, debentures and obligations for such sums and at such prices as the Board may by resolution decide, and mortgage, charge, hypothecate or pledge all or any part of the property of the University to secure any such bonds, debentures and obligations.

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

## **24.2 Banking**

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

## **24.3 Authorization**

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

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

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

#### **24.4 Account Certification**

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

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

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

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

#### **25.2 Fiscal Year**

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

#### **25.3 Audit**

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

#### **25.4 Annual Report**

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

## **Article 26 NOTICE**

### **26.1 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.



**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 the individual 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 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 7.20.

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

“**Toronto Metropolitan University Act or 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 librarians and 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 the individual 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. 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 1<sup>st</sup> day of September immediately following the date of the Governor's 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**

By September 30 of 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; and (vi) executing all related matters necessary for the proper conduct of the Election.

#### **(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; at least one member of the Alumni; at least one member of the Teaching Faculty and/or of the Administrative Staff from the University; and a minimum of two Students.

#### **(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 renewable one-year term.

(e) **Report to the Board**

After the close of the Election and the resolution of all appeals to the Election Procedures Committee, 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 is:

- (a) in compliance with any provision of the Act, By-laws, operating policies or general procedures of the University;

- (b) not in a circumstance listed in Article 6.4 that could give rise to removal;
- (c) 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;
- (d) 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;
- (e) 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
- (f) 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 electronic communication, 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 electronic communication or 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 the Board member's 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 their 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 the Governor 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**

A Governor may be removed for one or more of the following grounds:

- (a) violating any provision of the Act, By-laws, operating policies or general procedures of the University and any law of Ontario or Canada;
- (b) failing to abide by the Code of Conduct;
- (c) being a member of the Toronto Metropolitan University Senate;
- (d) being a student union executive or director;
- (e) being the subject of a complaint that is actively proceeding through a complaint resolution process under a University policy;
- (f) presently being or within the past two years has been an adverse party in a legal proceeding against the University or its affiliates;
- (g) being a member of a board or governing body of another university or college; and/or
- (h) 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 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 the Secretary's absence by a person appointed by the Secretary to act in that capacity. The accidental omission to give notice of a meeting to any member of the Board, or any accidental irregularity in connection with the giving of notice, shall not invalidate the proceedings at the meeting. Notwithstanding the provisions of Sections 7.2 and 7.4, a regular meeting or a special meeting may take place without the requisite notice having been provided to Board members if all the members are present or if either before or after the meeting, those absent from the meeting signify in writing their consent to the meeting being held in their absence.

#### **7.6 Annual Meeting**

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

#### **7.7 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 *Not-for-Profit 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 *Not-for-Profit Corporations Act*, the *Toronto Metropolitan University Act* or the By-Laws, or applicable legislation, the provisions of the *Not-for-Profit 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 themselves 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 the member’s position for their own benefit, or the benefit of a member of their 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 to have 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 their 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 be absent 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 their 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 their capacity as such, with a value greater than \$250.00, they 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 the 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 their 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 the 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 the Chair's signature, and shall have such other powers and duties as may be delegated and assigned to the Chair 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 the Vice Chair 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 the Chair's appointment, which will typically commence July 1st, and conclude on the date the Chair's 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 the Vice Chair's appointment and concluding on the date the Vice Chair's 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 the Vice Chair's interim service as Chair, and unless their term as Vice Chair ceases

for any other reason, their 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 their remaining term of office as a member of the Board is of shorter duration than the term of the office then being filled, but their appointment as Chair or Vice Chair shall not automatically extend or be deemed to extend their 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 themselves.

### **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 their 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 their 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 the President's 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, they 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 their 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 the President's 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 the Provost's 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 the Secretary's 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 their 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 they are 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 them on any Committee of which they are 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 the President 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 them 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 their 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 the 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 the chair's 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 their 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 the chair's 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**  
**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 their 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 their 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 them, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them, in or about the bona fide execution of the duties of their office; and
- (b) all other costs, charges and expenses sustained or incurred by them in or about or in relation to the bona fide execution of the duties of their office;

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

### **21.3 Insurance**

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

## **Article 22 CORPORATE SEAL**

### **22.1 Corporate Seal**

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

### **22.2 Academic Seal**

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

### **22.3 Arms and Crest**

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

## **Article 23 EXECUTION OF DOCUMENTS**

### **23.1 Signatories**

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

## **23.2 Facsimile Signatures**

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

## **Article 24 BORROWING AND BANKING**

### **24.1 General Borrowing Powers**

The Board may from time to time:

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

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

### **24.2 Banking**

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

### **24.3 Authorization**

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

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

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

### **24.4 Account Certification**

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

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

### **25.1 Records and Audit**

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

### **25.2 Fiscal Year**

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

### **25.3 Audit**

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

### **25.4 Annual Report**

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

## **Article 26 NOTICE**

### **26.1 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***

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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, with an effective date of September 1, 2027 for Article 6.4 (c) - Removal of Governors, and an effective date as of approval for all other amendments proposed.

June 26, 2026

**BOARD OF GOVERNORS**  
**June 26, 2026**

**AGENDA ITEM:** Discontinuance of Property Committee

**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 Property Committee was established on October 21, 2021, as an expert and advisory subcommittee of the Board of Governors (“Board”) to provide guidance and stewardship of Toronto Metropolitan University’s (the “University”) real estate and property matters. The mandate of the Property Committee has now been fulfilled, and as such, it should be discontinued.

The Board is being asked to approve the discontinuance of the Property Committee.

**BACKGROUND:**

On October 27, 2021, the Executive Committee approved the establishment of a Property Committee as a special committee of the Board, being an expert and advisory subcommittee including both Board members and other members. It was created to provide guidance and stewardship of the University’s real estate and property matters. The Property Committee reported to the Finance Committee.

**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: May 6, 2026



**APPROVED BY:**

Name: Mohamed Lachemi, President and Vice-Chancellor

Date: May 7, 2026

**DRAFT RESOLUTION**

**RE: Discontinuance of Property Committee**

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BE IT AND IT IS HEREBY RESOLVED:

THAT the Board of Governors approves the discontinuance of the Property Committee as it has fulfilled its mandate.

June 26, 2026



## BOARD OF GOVERNORS

June 26, 2026

**AGENDA ITEM:** Draft Audited Financial Statements – Year Ended April 30, 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 draft audited financial statements of Toronto Metropolitan University (the “University”) for the year ended April 30, 2026 and the external audit are complete. The Chartered Professional Accounting firm, KPMG LLP, has issued an unqualified audit opinion on these audited financial statements.

Management for the University’s Financial Services has prepared a financial commentary regarding key financial results for April 30, 2026.

**ATTACHMENTS:** Draft audited financial statements for the year ended April 30, 2026  
Management Financial Commentary for the year ended April 30, 2026

### PREPARED BY:

Name: Ravi Haldavnekar, Controller & Senior Director, Financial Accounting & Reporting  
Liana Korpela, Assistant Controller & Associate Director, Accounting and Reporting  
Nadia Ferrari, Senior Director, Budget Administration and Advisory Services

Date: June 4, 2026

### APPROVED BY:

Name: Joanne McKee, Chief Financial Officer

Date: June 4, 2026



# Financial Commentary

## Fiscal Year-Ended April 30, 2026

**DATE:** June 9, 2026

**PREPARED BY:**

Liana Korpela, Associate Director, Accounting & Reporting, CPA, CA  
Ravi Haldavnekar, Controller & Senior Director Financial Accounting & Reporting, CPA  
Nadia Ferrari, Senior Director, Budget Administration and Advisory Services, CPA, CMA, MBA

**REVIEWED BY:**

Joanne McKee, Chief Financial Officer, CPA, CA, MBA

**PURPOSE**

This report provides management’s commentary regarding highlights of major balances and explanations of changes within the draft consolidated audited financial statements (“AFS”) of Toronto Metropolitan University (the “University”) for the year-ended April 30, 2026 (“FY2026”). Comparisons to the previous year-end April 30, 2025 (“FY2025”) are noted where appropriate. References to the approved Operating Budget or to the January 31, 2026, quarterly projections (“Q3”) provided to the Finance Committee during the year are also included where appropriate.

**HIGHLIGHTS**

The Balance Sheet summarizes the University’s consolidated assets and liabilities as at FY2026 with comparisons to the previous year-end FY2025. Some amounts reported reflect market conditions that existed as of the fiscal year-ends that will add to the volatility of the results presented.

Total assets for FY2026 were \$2.628 billion, a \$152 million (“M”) increase over FY2025 of \$2.476 billion. Increases occurred from accounts receivables, prepaid expenses, net pension assets and the acquisition of capital assets with slight decreases in investments.

Total liabilities and deferred contributions for FY2026 were \$1.356 billion, an increase of \$107M over FY2025 of \$1.249 billion. More significant increases occurred with the deferred long-term revenue, deferred revenue contributions and deferred capital contributions with other increases in accounts payables, employee future benefits with offsetting decreases in debt obligations, deferred revenue and fair value of interest rate swaps.

The statement of operations for FY2026, with comparisons to FY2025, is categorized into major revenues and expenditures and includes all consolidated financial activities of the University, including operating funds, ancillary operations, research and restricted grants, funds held in trust, as well as the impact of capital related transactions.

Total revenues of \$1.134 billion increased over the prior year of \$1.093 billion by \$41M. The majority of the increase is from government grants. Student fees and the unrealized gain on the interest rate swap (“SWAP”) increased slightly, with offsetting decreases in donations recognized and investment income.

Total expenses of \$1.104 billion increased over the prior year of \$1.072 billion by \$32M. The main increase is from salaries and benefits with increases in materials and supplies as well sub-grants to partner institutions. Interest expense decreased given interest was capitalized to construction in progress projects.

Overall, the bottom line result is that the current year had an excess of revenues over expenses of \$29.9M, which is higher by \$9.3M over the prior year surplus of \$20.6M.

## **FINANCIAL HIGHLIGHTS**

### **New Accounting Event:**

As reported with the Q3 results, on November 28, 2025, the University entered into a 70-year ground lease agreement with Cedar Podium (“CP”) for the development of a new student residence building. The land used included previously University owned properties combined with two new properties acquired from CP on the same day the ground lease was executed. Under the terms of the lease agreement, the University received upfront consideration of \$53M. This is a significant accounting event that impacts several areas of the financial statement as described below:

- The upfront lease consideration results in a long-term deferred revenue liability of \$53M that will be amortized as revenue on a straight-line basis over the term of the lease.
- The acquisition of new land parcels on 98-100 Bond and 54-74 Dundas Streets increased capital assets by \$53M partially offset by a reduction of building values on University owned land on Bond Street that will be demolished.
- Loss on this reduction to the 104 & 100 Bond Street building values of \$4.2M is recorded within the material and supplies expenses in the Statement of Operation and noted explicitly in the Statement of Cashflows.

**DETAILED ANALYSIS :**

The following sections provide detailed analysis for the major balances within each of the Balance Sheet and the Statement of Operations.

**BALANCE SHEET**

The balance sheet items are included on page 1 of the AFS. The following provides an overview of the major components and explanation of the impacts for changes over the prior year.

**ASSETS**

Total assets for FY2026 were \$2.628 billion, a \$152M increase over FY2025 of \$2.476 billion.

**Current Assets** [FY2026 \$237M; FY 2025 \$238M]:

***Cash and Short-term investments***

The combined \$138M from cash and cash equivalents held in high interest-bearing bank accounts of \$88M and short-term investments of \$50M has decreased by \$29M over the prior year [\$167M in 2025].

The cash includes an unspent portion of the bond debenture proceeds that were issued in May 2021 with the remaining funds being used for capital projects. The proceeds from this bond debenture continue to provide the internal financing of the major construction projects such as the School of Medicine (“SoM”) building and the Nadir Mohamed Centre (“NMC”) for Student Wellbeing and the decrease from year-end is from the cash utilized to support these projects.

A portion of short-term investments of \$179M (refer to Note 3a) are reclassified to long-term investments, based on the University’s intention to utilize these for long-term items such as capital projects.

Full details of in-year cash inflows and outflows are provided in the Statement of Cash Flows (page 4 of the AFS).

***Accounts receivables***

These include student receivables, government grants and other receivables such as restricted grants. The increase of \$17M is mainly due to changes in receivables of grants for restricted projects of \$5M, other receivables of \$10M and student receivables of \$2M. Further details are in Note 5.

**Prepaid expenses** increased by \$11M from advances for expenses provided to research sub-grantee institutions and also from University purchases of software licenses for use in subsequent fiscal years.

## **Long Term Assets**

### **Investments**

The long-term investments of \$666M has increased by \$26M over the prior year primarily from increases in endowments of \$5.3M and restricted funds held for future use. This category includes endowment funds and restricted government-funded grants reflected in the deferred revenue contributions for multi-year federal grants (see Note 11 of the AFS) and, as referenced earlier, includes \$179M that were reclassified from short-term investments, based on the University's intention to utilize these for long-term items such as capital projects. Further details are outlined in Note 3(a) of the AFS.

Note that cash and non-endowed investment balances are reviewed on an ongoing basis to ensure that adequate restricted cash is available for the intended future restricted use. Various analyses are prepared and reviewed quarterly that attribute components of cash and investments available for future spending of deferred revenue contributions to be included in this long-term investment category.

The endowment fund balance is impacted by market conditions that exist as of the fiscal year-end that adds to volatility of results presented annually.

### **Employee future benefits – pension**

The amount that is reported within the University assets relates to the net pension asset (pension assets held in trust less benefit obligations) for the University's pension plans. This actuarially determined balance reported at year-end is subject to high levels of volatility as it is impacted by market conditions that exist when valuations are performed.

The net pension asset has increased over the prior year by \$41M to \$343M [\$302M – 2025] due to growth of fair value of plan assets exceeding the increase from the accrued benefit obligations for the period. This change does not entirely impact University operating results as a portion related to remeasurement changes flow directly through the Statement of Changes in Net Assets (page 3 of the AFS). The remaining actuarial adjustments for pension cost are reflected in the operating results annually as either an increase or decrease to salary and benefit cost. In the last two years, it has resulted in decreasing salary and benefit costs which are explained later in this report. Full details of the actuarial changes to pension benefits are explained in Note 4 of the AFS.

**Notes receivable**

Notes receivables includes \$10M demand promissory note by TMU Properties Trust and the remaining balance after payments received on the note from the Palin Foundation that operates the student centre.

**Long-term prepaid expenses**

The amount of \$4.7M includes invoices paid in advance and prepayment for cloud computing arrangements capitalized as prepaid expenses given such services will be utilized for periods longer than one year.

**Capital assets**

Capital assets have increased due to the acquisition of parcels of land on Bond and Dundas Street from CP for a new residence development project; retrofit of the SoM building in Brampton and early construction of the NMC for Student Wellbeing. Capital asset decreases arose from the write off for the 104 and 100 Bond Street buildings given they will be torn down and the land used for the CP residence development project. These work in progress additions were offset by \$53M of depreciation on capital assets to arrive at net capital assets. Full details of changes are outlined in Note 7 of the AFS.

**LIABILITIES AND DEFERRED CONTRIBUTIONS**

Total Liabilities and Deferred Contributions for FY2026 were \$1.356 billion, an increase of \$107M over FY2025 of \$1.249 billion.

**Current Liabilities** [FY2026 \$163M; FY 2025 \$159M]:

**Accounts payable and accrued liabilities**

The payables and accrued liabilities increased by \$9M compared to the previous year mainly from payroll liabilities that include an accrual relating to the Ontario Public Service Employees Union (“OPSEU”) retro salary settlement for July 1, 2025 to April 30, 2026; holdback liabilities for in-progress construction projects and other timing differences for regular payables.

**Deferred revenue**

This includes grants and tuition fees received but not yet earned. The decrease of \$5M results from lower deferral of grants by \$6M offset by a higher deferral in tuition and other related fees of \$1M.

## **Long-term liabilities and deferred contributions**

### ***Employee future benefits - other***

This other future benefit liability has increased slightly over the prior year. It includes employee vacation entitlements and actuarially determined other benefits arising from programs such as faculty health care benefits (bridging to age 65) and the impact of past early retirement incentive programs offered to faculty and staff. No plan assets are set aside for these other employee benefits. The increases to the liability do not entirely impact operating results as a portion related to remeasurement changes flow directly through the Statement of Changes in Net Assets (page 3 of the AFS). This actuarially determined balance reported at year-end is subject to high levels of volatility as it is impacted by market conditions that exist when valuations are performed.

### ***Long term debt***

This includes existing long-term bank indebtedness of \$71M outstanding with TD Bank as well as the \$250M debenture issued in May 2021 and the \$130M debenture issued in October 2017. The overall decrease of \$7M (current and long term combined) reflects regular repayments on the bank loan during the year. Details of the debt are provided in Note 9 of the AFS.

### ***Fair value of interest rate swaps***

The \$4M fair value obligation (current \$1M and long-term \$3M) relates to the TD interest rate swap. The decreased liability compared to the previous year's fair value of \$6.6M results in an unrealized gain of \$2.6M that is reported as a revenue in the statement of operations. This amount is impacted by market conditions and interest rate volatility that exist as of the fiscal year end. In FY2025, this liability had increased over the previous year resulting in an unrealized loss of \$4.5M reported as an expense.

### ***Deferred long-term revenue***

This was a new category that was added in FY2023 relating entirely to the lease-leaseback agreements with Centurion Asset Management Inc. for the Daphne Cockwell Complex ("DCC") Residence Monetization that closed during that year. As noted above, a new long-term ground lease was entered into by the University with CP to design, develop and build a new student residence building on lands owned and acquired by the University. The long-term portion of the upfront consideration for both of these long term leases has increased by \$53M from \$47M. Note an amount is reclassified as short-term and the balance will reduce over time as the lease is amortized into non cash revenue. Refer to Note 10 of the AFS.

***Deferred revenue contributions***

These increased by \$37M to \$253M reflecting the activities in externally restricted government and other funds received for specific purposes but not yet spent. As these funds are spent for the intended purpose they are brought into revenues to match expenses incurred. These contributions include various operating grants, donations and externally restricted projects (e.g. Research, Future Skills Centre, Magnet's Student Work Placement Program ("SWPP") and Canada First Research Excellence Fund ("CFREF")). Full details are in Note 11 of the AFS.

***Deferred capital contributions***

These reflect the externally restricted grants and donations received in the current and prior years relating to capital purposes. Note that deferred capital contributions are not a University debt obligation or external liability. It is an accounting requirement to defer these unamortized external revenues. The net increase of \$22M is mainly due to new deferred capital contributions received for the SoM and NMC. The balance is reduced annually as a portion is recognized (amortized) into non-cash revenue over the same amortization basis as the assets to which they supported. The amount amortized into revenue in the statement of operations is \$15M for both FY2026 and FY2025. Details are provided in Note 12 of the AFS.

**NET ASSETS**

Net assets are reflected on the liability side of the balance sheet and is the mathematical residual of the total assets less total liabilities and deferred contributions. Total net assets for FY2026 were \$1.271 billion, an increase of \$44M over FY2025 of \$1.227 billion.

The Statement of Changes in Net Assets (page 3 of the AFS) provides full details of the changes during the year between components of externally restricted endowment, internally restricted and unrestricted funds. The components are summarized below:

***Endowments***

The endowment fund of \$175M increased by \$5.3M due to gains reinvested as capital preservation and donations received during the year. The balance excludes unrealized investment gains and the stabilization fund, which are reflected in deferred revenue contributions. Details are provided in Note 13 of the AFS.

***Employee future benefits***

Actuarial changes to the employee future benefits of \$299M (net pension assets \$344M less other benefits obligations of \$45M) include an adjustment of \$9.2M relating to employee future benefits remeasurements and \$31.1M relating to employee future benefits income. Details are explained in Note 4 of the AFS.

***Other***

Other amounts have decreased slightly over the prior year and includes unrestricted and internally restricted net assets that are impacted by the following annual activities:

- i) statement of operations excess of revenues over expenses of \$29.9M;
- ii) changes in the internally restricted allocation of carry forward operating budgets include various committed reserves and central budgets that have increased by a net \$25.3M. Refer to details in Note 14 of the AFS;
- iii) changes in the amount of the investment in capital assets of \$30.4M is affected by net increase in capital assets; repayments of long- term debt, amortization of deferred capital contributions and capital assets. Details are explained in Note 15b of the AFS.

**STATEMENT OF OPERATIONS**

The Statement of Operations (page 2 of the AFS) categorizes the major revenues and expenditures for all the consolidated financial activities of the University, including operating funds, ancillary operations, research and restricted grants, funds held in trust as well as the impact of capital related transactions.

The following commentary provides explanations for significant variances over the prior year and the approved Operating Budget and/or to the January 31, 2026 quarterly projections (“Q3”) that have been provided to the Finance Committee over the past fiscal year.

For FY2026, total revenues earned of \$1.134 billion were higher than the total expenses incurred and recognized of \$1.104 billion, which resulted in an in-year excess of revenues over expenses of \$29.9M which is higher by \$9.3M over the prior year surplus of \$20.6M.

The year-over-year improvement of \$9.3M was from a combination of increases from government grants, restricted grant recognition and student fees with decreases in donations recognized and investment income. For expenses, salaries and benefits increased but were offset by the actuarial pension adjustment recorded for year-end.

At Q3, the results projected an excess of expenses over revenues (shortfall) of \$(16)M that was likely to exist by year-end. As reported in the Q3 certain figures in the financial statements are dependent on actuarial assumptions and impacted by market conditions and therefore estimates are not practical as they are only adjusted at year-end. Total expenses reported for FY2026 include an actuarial pension income adjustment of \$31M which, as noted, reduces

salary and benefit expenses. In addition, spending trends were lower than projected and the prior year. Given that a large amount of expenses spent by departments in the current year continue to be covered from carry forward operating budgets these are transferred from the internally restricted funds held in net assets to cover that spending.

#### **REVENUES:**

Total Revenues for FY2026 of \$1.134 billion increased over the prior year of \$1.093 billion by \$41M. The following provides an overview of the major revenues and the impact of changes.

- **Government Grants for general operations** funding of \$327M increased over the prior year by \$32M, is as assumed in the approved grant budget, relating to new operating grants for the SoM, base STEM funding and increase in nursing funding and the Postsecondary Education Sustainability Fund (“PSESF”) across the board funding. Projections to year-end prepared at Q3 included various funding for specific programs including PSESF top up one-time-only (“OTO”), that was not included in the approved grant budget.
- **Government grants and contracts for restricted purposes** of \$241M increased by \$26M mainly from spending related to the CFREF, Cybersecure and Canada Digital Adoption Program (“CDAP”) extension programs. This category includes restricted federal grants managed by the University, such as the Future Skills Centre, CFREF, Magnet-SWPP. All restricted grant revenue recognition is matched with equal amounts of expenditure payments made to other institutions and sub-grantees reflected in a separate expenditure category with the expenses.
- **Student fees** of \$454M were higher compared to the prior year by \$5M and came in slightly higher than projected at Q3. The tuition increases are from a combination of higher domestic undergraduate and graduate enrolment, first year of SoM and other student ancillary fees and inflationary increases offset by declines in undergraduate international enrolments and Chang School programs.
- **Sales and services** revenues of \$43M were slightly higher over the prior year from increases in revenues from the bookstore, residence, and food services operations.
- **Investment income** of \$23M decreased by \$12M over the prior year due to a reduction in funds available to invest from the debenture proceeds used on capital projects combined with the lower returns received on GICs due to interest rates by Bank of Canada during the year.
- **Donations recognized** of \$17M decreased by \$12M, as the prior year included \$10M received for the property interest acquisition of 2 & 20 Queen Street properties. Note that the donations recognized do not include all donations actually paid or pledged during a fiscal year. Donations recognized will include any unrestricted donations and also previous deferred (restricted) donations once spent for the purposes intended.

- **Amortization of deferred capital contributions** of \$15M increased marginally over the prior year. This revenue is the recognition of restricted grants and donations received in the past for capital purposes and is amortized into revenue on the same basis as the capital assets they funded.
- **Other income** of \$13M captures many nonrecurring items and was slightly higher compared to prior year due to increase in conference revenue and other miscellaneous revenues.
- **Unrealized gain on interest rate swaps** of \$3M relates to the fair valuation of the TD interest rate swap liability that decreased.

#### EXPENSES:

Total expenses for FY2026 were \$1.104 billion which increased over the prior year of \$1.072 billion by \$32M. The following provides an overview of the major expenses and the impact of changes.

- **Salaries and benefits** of \$682M increased by a net of \$29M. Compared to last year, salaries and benefits increased by \$22M along with the actuarial pension income adjustment was lower by \$7M.
  - The actual increases of \$22M reflects the amounts in the approved budget that were planned, including staff and faculty growth, approved and negotiated wage and benefit increases for all employee groups totalling. Included in the total increase are salary and benefits covered by large research projects, contracts and grants as well as various contracts and term positions that departments are covering by utilizing one-time funds.
  - The actuarial pension income adjustment of \$31M is an amount that is recorded in the annual statement of operations based on the actuarially determined pension plan obligations undertaken at each fiscal year end. The main driver of volatility to this amount is the liability discount rate used by the actuaries to perform the calculations. When a plan is in a surplus position and the discount rate increases (as is the case for the University's pension plan) both, the cost of benefits for the year and the financing cost decline. On the other hand, when the year over year discount rate decreases, the calculations will have the opposite effect (i.e., higher cost of benefits and a higher financing cost).
    - For FY2026 the actuarially determined net pension expense was \$5M given the employer cash contributions expensed were \$36M against an actuarial pension income adjustment of \$31M.
    - In FY2025 the actuarially determined total pension income was \$3M given the employer contributions were \$36M against an actuarial pension income adjustment of \$39M. Details of the actuarial changes to pension expenses are detailed fully in Note 4 (page 12) of the AFS.

- **Materials, supplies, repairs and maintenance** of \$212M increased slightly. Expenses include the new SoM campus facility costs, maintenance projects and professional services from a large research project.
- **Sub grants to partner institutions** of \$87M have increased by \$7M and reflects increased activity related to large federal grant projects. Increase in year over year actuals related to the extension of CDAP funding to be spent in FY2026 offset by decrease in Future Skill activity.
- **Bursaries and scholarships** of \$55M increased by \$1M over the prior year and aligns with budget plan commitments towards student support.
- **Amortization of capital assets** of \$53M is at the same level as the prior year. This amount will increase as construction in progress is completed.
- **Interest** of \$15M has decreased slightly over the prior year given the financing interest expense is capitalized in support of the SoM capital project.
- **Unrealized loss on interest rate swaps** relates to the fair valuation of the TD interest rate swap. For FY2026 there is an unrealized gain reported in revenues. In FY2025, the liability had increased over the previous year resulting in an unrealized loss of \$5M.

## **DRAFT RESOLUTION**

**RE: Draft Audited Financial Statements – Year Ended April 30, 2026**

---

BE IT AND IT IS HEREBY RESOLVED:

THAT the Board of Governors approves the Audited Financial Statements for the fiscal year ended April 30, 2026, as presented.

June 26, 2026

**BOARD OF GOVERNORS**

**June 26, 2026**

**AGENDA ITEM:** Audited Fund Financial Statements of the Toronto Metropolitan University Pension Plan and Audit Findings for the year ending December 31, 2025

**STRATEGIC OBJECTIVES:**

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

**ACTION REQUIRED:** Approval

**SUMMARY:**

Toronto Metropolitan University (the “University”) is asking the Board of Governors (“the Board”) to approve the Audited Fund Financial Statements for the year ending December 31, 2025.

**BACKGROUND:**

Provincial regulations require that annual Audited Fund Financial Statements be prepared for registered pension plans. These statements must be filed with the Financial Services Regulatory Authority of Ontario within six (6) months of the date of the statements or by June 30.

The Audited Fund Financial Statement is a specific purpose statement that includes pension assets and required notes to the financial statements. It does not include pension obligations.

Total pension assets available for benefits in the amount of \$2,105,770,000 at December 31, 2025 are primarily represented by the investments commingled with the Ontario Municipal Employees Retirement System (“OMERS”). Increase in the assets in the amount of \$104,265,000 arises from contributions from both members and employers; investment income return and changes in unrealized appreciation of investments. Decreases arise from pension benefits paid, payments on termination of membership and administrative expenses.

The external auditors, KPMG LLP, conducted the annual external audit of the Toronto Metropolitan University Pension Plan (“TMUPP”) over two (2) weeks, from April 13 to 24, 2026. The annual Audit Findings Report summarizes the audit and addresses any concerns that arise from the audit. KPMG LLP has confirmed that no issues or concerns were raised during the course of this audit. The attached report indicates a clean, straightforward audit of the TMUPP.

**ATTACHMENTS:** Toronto Metropolitan University Pension Plan 2025 Audited Fund Financial Statements  
Toronto Metropolitan University Pension Plan 2025 Audit Findings Report

**PREPARED BY:**

Name: Robert Bornstein, Director, Pension & Benefits

Liana Korpela, Associate Director, Accounting and Reporting

Date: June 2, 2026

**APPROVED BY:**

Name: Joanne McKee, Chief Financial Officer

Date: June 2, 2026

**DRAFT RESOLUTION**

**Re: Audited Fund Financial Statements of the Toronto Metropolitan University Pension Plan for the year ending December 31, 2025**

---

BE IT AND IT IS HEREBY RESOLVED:

THAT the Board of Governors approves the Audited Fund Financial Statements of the Toronto Metropolitan University Pension Plan for the year ending December 31, 2025, as presented.

June 26, 2026



**BOARD OF GOVERNORS**  
**June 26, 2026**

**AGENDA ITEM:** 2025 Annual Environmental Health and Safety Report

**STRATEGIC OBJECTIVES:**

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

**ACTION REQUIRED:** Information

**SUMMARY:**

Toronto Metropolitan University's (the "University") Environmental Health and Safety ("EHS") team provides an annual summary of activity to the Board of Governors (the "Board") with respect to Health and Safety on campus. Additionally, this report includes the legislatively required annual review of the [Environmental Health and Safety \(EHS\) Policy](#) and the [Respectful Workplace Policy](#).

Overall, the workplace safety performance data continues to be strong:

- The University lost time injury frequency continues to be lower than both the sector (education) and large universities' averages;
- EHS offered in-class safety-training sessions to over one thousand, six hundred (1,600) employees and over nine thousand four hundred (9,400) individuals participated in EHS self-directed online training.

Among the key health and safety highlights in 2025, the following accomplishments had significant impacts to the University community:

- 2025 was the fourth year of EHS's five (5) year strategic plan, which was developed to guide the advancement of EHS culture at University. The plan is based on two (2) pillars: excellence and engagement.
- Following an external review of the University's Joint Health and Safety Committee ("JHSC"), several improvements have been made, including the restructure of the committee to increase focus on higher risk areas (e.g. labs, workshops, operational spaces). The two (2) new JHSCs have started operations.
- Due to participation in the Workplace Safety and Insurance Board's new Health and Safety Excellence Program, a rebate of over Twenty-Seven Thousand Dollars (\$27,000)

was received in 2024/2025. The amount for 2025/2026 is expected to be close to Sixty-Thousand (\$60,000); this stemmed from excellence-focused work in the areas of:

- Working at Heights;
  - Hand-arm vibration;
  - Control of EHS Records;
  - Control of EHS Documents; and
  - Internal EHS Management System Review.
- Program development has taken place in additional areas such as 3D printer safety, hot work, chemical safety, manual material handling, and continuing to update EHS required training programs
  - In light of JHSC changes, a review of the Department Safety Officer Program has taken place and is nearing completion.

The work of the EHS team has been supported by the colleagues in Facilities Management and Development (“FMD”) and Human Resources, Departmental Safety Officers, Fire-Wardens, First-Aiders and Joint Health and Safety Committee members, as well as numerous faculty, staff and students.

The *EHS Policy* requires annual review by the Board. Following consultations with the University’s JHSCs, no material changes were proposed to the policy for this year.

The *Respectful Workplace Policy* also requires annual review to meet our obligations regarding workplace harassment and violence. Following consultations with the University’s JHSC, no material changes were proposed to the policy for this year.

**BACKGROUND:**

In accordance with the Ontario *Occupational Health and Safety Act*, the Board approved the *EHS Management System Policy* in 1992, which was most recently updated in 2023, and reviewed annually since then. This policy and supporting programs and expertise establishes the means by which the University will achieve regulatory compliance and demonstrate due diligence, in response to an expanding University mandate.

**ATTACHMENT:** Environmental Health and Safety 2025 Annual Report

**PREPARED BY:**

Name: Teresa DuCroix, Director, Environmental Health and Safety

Date: May 6, 2026

**APPROVED BY:**

Name: Saeed Zolfaghari, Vice President, Administration and Operations

Date: May 20, 2026



## A Year in Review: Looking back on 2025



Key Accomplishments



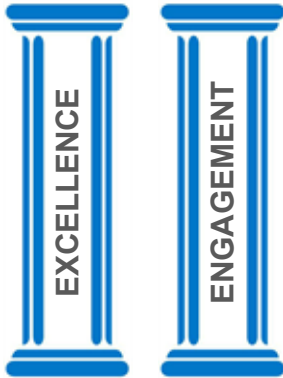
EHS Performance and University Statistics



What's Next



## EHS Strategic Pillars



The EHS Five-Year Strategic Plan has two foundational principles as its strategic pillars:

- 1) Excellence**  
Customer service, integration, continuous improvement, evidence-based decision making and leveraging technology
- 2) Engagement**  
Robust internal responsibility system, employee participation, proactive leadership and well-integrated Equity, Diversity, and Inclusion (EDI)



## EHS Key Accomplishments in 2025



### Internal Environmental Health and Safety Management System (EHSMS) Review Program

- A process to evaluate how occupational health and safety is managed within departments
- The program referenced the international standards, Ontario's health and safety legislation and best practices
- Pilot project (review of Urban Farm) completed with positive feedback
- Department selection will be guided by a risk-based approach

### WSIB Health and Safety Excellence Program: 4th year of participation

- TMU has received rebates in the last four years ranging from \$22k to \$40k in each year.
- Year 5 with five new health and safety topics were completed and accepted by the WSIB.

## EHS Key Accomplishments in 2025



Name of Documents	Type	For	Status
<a href="#">Driving Safety</a>	Guideline	Workers that operate motor vehicles as part of their work-related duties	Complete
<a href="#">Hand-arm Vibration</a>	Guideline	Workers that use vibrating tools or equipment	Complete
<a href="#">3D Printing Safety</a>	Program	Workers and students that use 3D printers	Completed phase 2
<a href="#">Hot Work Program</a>	Program	Workers with activities that generate open flames or sparks such as welding, cutting, torching, grinding etc.	Complete
<a href="#">Working at Heights</a>	Program	Workers that work at heights more than 3 meters	Complete
<b>Control of EHS Documents</b>	Procedure	EHS members that create (naming, formatting and filing) health and safety documents	Complete
<b>Control of EHS Records</b>	Procedure	Persons that manage (filing, storing and updating) health and safety records	Complete

## EHS Key Accomplishments in 2025



### Joint Health and Safety Committees (JHSCs) restructuring and operation

In 2025, two new JHSCs for high-risk areas (labs and workshops, and operations), started operations. An additional one for the School of Medicine in Brampton is in the recruitment and implementation phase.

### Departmental Safety Officer (DSO) Program Review

The DSO Program was revised in 2025 taking into consideration the feedback and comments from the DSOs and the functions of three JHSCs. The revised program clarifies the roles and responsibilities of the DSOs, to affirm leaders' accountabilities as well as not to duplicate any efforts of the JHSCs. An inaugural DSO/JHSC event has been set for 2026 to enable members to share ideas, collaborate and reaffirm their shared commitment to health and safety.

### Chemical reconciliation project

An institution-wide chemical inventory audit and reconciliation project was undertaken to verify the alignment between the physical inventory in our labs, workshops and studios and our web-based system, Vertere Inventory Manager (VIM). As part of this project, over 15,800 barcoded chemicals were scanned in 87% of our spaces, with approximately 3,400 non barcoded chemicals found. The review identified inventory management issues which will be addressed in 2026 (unrelated to security). New initiatives such as training and signage have already been developed and implemented.

## EHS Performance: WSIB statistics

### TMU WSIB approved claims in 2025

Types of claims	Number of claims in a year				
	2021	2022	2023	2024	2025
Healthcare	6	7	13	14	5
Lost Time	7	5	6	10	12
Critical Injuries	2	3	1	1	1



Total Days Lost by Injury Events = 388.5 days

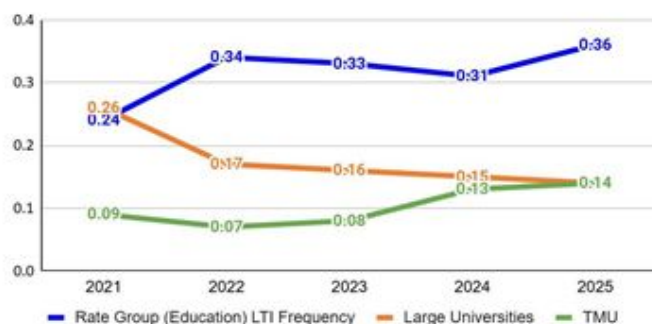
TMU has 7,654 full time equivalent employees in 2025.

There was a significant increase in days lost compared to last year (from 153 to 388.5 days). This was due to two cases: one case contributed to 54% of the days lost due to a burn from steam as a result of a pipe burst and another contributed to 33% of the days lost due to a trip and fall on uneven floor tile.

## EHS Performance: Comparative WSIB data

### TMU's Lost-Time Injury (LTI) Frequency 2021 – 2025

Lost-Time Injury Frequency (LTI) 2021 to 2025  
Compared to Rate Group and Large Universities



Lost-time injuries per 100 workers, compared to rate group and large universities

- **WSIB Rate Group (Class D1):** Educational services including universities, schools, colleges, instruction/training and educational support services
- **Large Universities:** TMU, McMaster University, University of Ottawa, University of Toronto, University of Waterloo, Western University, York University
- **TMU's LTI frequency was much lower than the rate group and was the same as the large universities' average**

## EHS Performance: Training statistics

Training is considered a leading indicator for the prevention of illnesses and injuries and helps build a culture of health and safety.

Participation of in-class training is expected to be relatively consistent unless there are significant organizational changes.



Organized Training (online/classroom)	2024 participants	2025 participants
<ul style="list-style-type: none"> <li>• Hand-arm vibration information session (<i>new</i>)</li> <li>• Health &amp; Safety for First-Year Engineering Students</li> <li>• Health &amp; Safety for Food Services Employees</li> <li>• JHSC certification/refresher</li> <li>• Laser Safety</li> <li>• Radiation Safety</li> <li>• Respirator Fit Testing</li> <li>• Transportation of Dangerous Goods*</li> <li>• Working at Heights*</li> <li>• Working at Heights program information session (<i>new</i>)</li> </ul>	1,653	<b>1,673</b>

\*Recertification every three years

## EHS Performance: Training statistics

Self-Directed Online Training	2024 participants	2025 participants
<ul style="list-style-type: none"> <li>• Awareness training on:                             <ul style="list-style-type: none"> <li>○ Biosafety</li> <li>○ Chemical Safety*</li> <li>○ Compressed Gas</li> <li>○ Laser Safety</li> <li>○ Personal Protective Equipment (PPE)*</li> </ul> </li> <li>• EHS for Employees</li> <li>• EHS for External Placement Students</li> <li>• Health and Safety for Leaders</li> <li>• Machine Safety</li> <li>• Manual Material Handling (<i>new</i>)</li> <li>• Office Ergonomics</li> <li>• X-ray Safety*</li> </ul>	8,912	<b>9,428</b>

\* increased by more than 60% in 2025



## EHS Performance: Industrial Hygiene Testing

Type of Workplace Testing in 2025	Frequency
Indoor air quality and mold testing	3
Noise testing	1
Asbestos sampling	1

EHS conducts workplace testing in response to concerns and investigations. In addition, EHS also coordinates the testing of laboratory exhaust hoods, biosafety cabinets, emergency eyewash and showers via external contractors.



Sound level meter



Air quality monitor



## EHS Performance: Government visits

Date of Visit	Agency	Reason for visit	Orders issued
Feb 7, 2025	MLITSD	Investigate concerns in groundskeeping area	2
Feb 14, 2025	MLITSD	Investigate harassment concerns in groundskeeping area	2
Mar 24, 2025 Sep 23, 2025	Transport Canada	Proactive compliance inspection at main campus and MaRS research facility	2
May 20, 2025 May 22, 2025	MLITSD	Injury investigation (worker struck by pressurized water at chill water pump)	3
Jun 22, 2025	MOECP	Proactive inspection	0
Nov 12, 2025	MLITSD	Investigate harassment concerns from a student on placement	1

## EHS Performance: Institutional EHS Committees



### Joint Health & Safety Committee (JHSC)

The JHSC helps to monitor TMU's internal responsibility system in health and safety, conducts workplace inspections, critical-injury investigations and provides recommendations in addressing workplace hazards.

**3 JHSCs**  
**34 Members**

**1 Recommendation**

**3,723 (66%)**  
Rooms Inspected

**6 Programs/Reports/**  
Policies Consultations

### Legislative Requirements

- ✓ Meet at least once every 3 months
- ✓ Must be co-chaired by 2 people: one worker member and one management member
- ✓ Maintain minutes of meetings
- ✓ At least half of the members must be workers
- ✓ At least two of the members of the committee to be certified by the MLITSD.



## EHS Performance: Institutional EHS Committees



### Biosafety Committee

Provides oversight for safety and compliance in research involving biohazardous materials and promotes a culture of health and safety diligence in research practices.

### What was accomplished in 2025

- A survey of wastewater and environmental studies research was conducted to verify the current state of biosafety oversight of this work. The survey found:
  - 70% of respondents have written procedures for field and lab work
  - 50% of respondents currently hold a biosafety permit for their work
  - Most researchers are happy with the current risk assessment process and available awareness training on controlling biohazards
  - Most researchers feel that requiring permits for certain applications would be an unnecessary administrative burden
  - Researchers would like to see more resources and procedures available that can be shared between the departments/researchers on best practices and standard operations



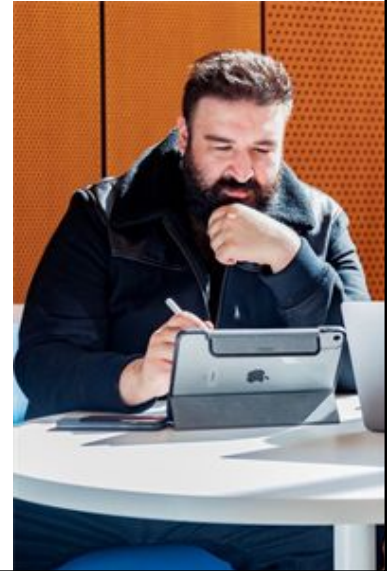
## Health and Safety Policies: Annual Review

### TMU's EHS and workplace violence and harassment policies were reviewed under the terms of OHSA

Under the *Occupational Health and Safety Act* (OHSA), an employer must review, annually, its occupational health and safety policy and workplace violence and harassment prevention policies and to maintain the implementation of these programs.

In 2025, the EHS policy and the *Respectful Workplace Policy* (which includes workplace violence and harassment prevention) were reviewed in consultation with relevant stakeholders.

**No changes are recommended. Changes to these policies would require Board/Presidential approval.**



## Looking Ahead: EHS five-year strategic plan

### ✓ YEAR 1

#### Foundation

Risk-based approach to compliance

Supporting and renewing incident response processes

### ✓ YEAR 2

#### Foundation

Increasingly systematic approach to compliance and incident response with increased focus on organizational learning

### ✓ YEAR 3

#### Systematic

Systematic approach to hazards management, including program development, continuous improvement and evaluation

### ✓ YEAR 4

#### Shifting to prevention

Commitment to continuous improvement  
Trend analysis and preventive solutions

### ○ YEAR 5

#### Consistently proactive

Setting goals and targets  
Proactive change management



Planning continues to be guided by the EHS strategic pillars:  Excellence  Engagement

## Looking Ahead in 2026



Year 5 of the five-year Environmental Health and Safety Strategic Plan towards prevention and continuous improvement.



Internal EHSMS Review Program aims to foster improvement in EHS management in local departments.



Enhance the use of tools and technology (e.g., training management system, chemical inventory system etc.) to improve compliance efficiency.



Expanded JHSCs and upcoming changes to DSO programs further engage health and safety champions and support compliance.

# Questions?

# Marketing & Communications Results

January 1 -  
April 30, 2026

Prepared by:  
University Relations (UR)

May 22, 2026

Toronto  
Metropolitan  
University



# Executive Summary

Highlights from January 1 - April 30, 2026

- Supported the announcement on the president-designate (see slide 6)
- Developing a special print issue of the alumni magazine to commemorate Mohamed Lachemi's time as TMU president and vice-chancellor
- Collaborated on opening events for the Integrated Health Centre announcements
- Supported major donation gift announcements
- Supported media relations for Dr. Farhan Asrar, Dean of Clinical Faculty Relations and space medicine researcher
- Continued to build our image library with new shoots for recruitment, campus store and TTC Station
- UR received two awards from the Association of Registered Graphic Designers. One for the School of Medicine campaign and one for the TMU Library campaign

## Earned Media



**17,185 Media Hits**

8% decrease from previous report



**22.8B Potential Reach**

19% increase from previous report



**216M AVE**

Advertising Value Equivalency  
19% decrease from previous report



**65.5% Positive Sentiment**

9% increase from previous report

## Social Media



**9.3K New Followers**



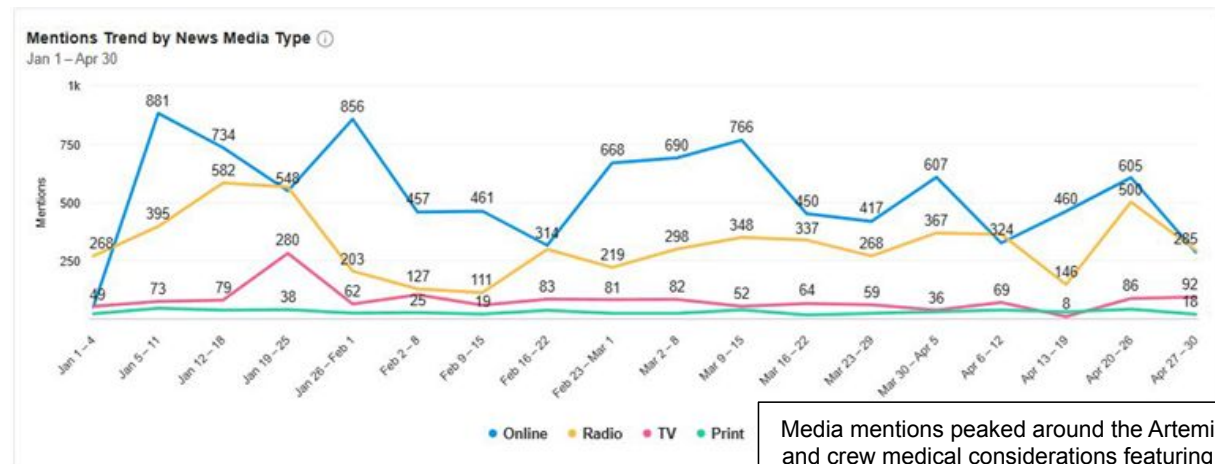
**4.9M Impressions**



**102.8K Engagements**



**50.2K Link Clicks**

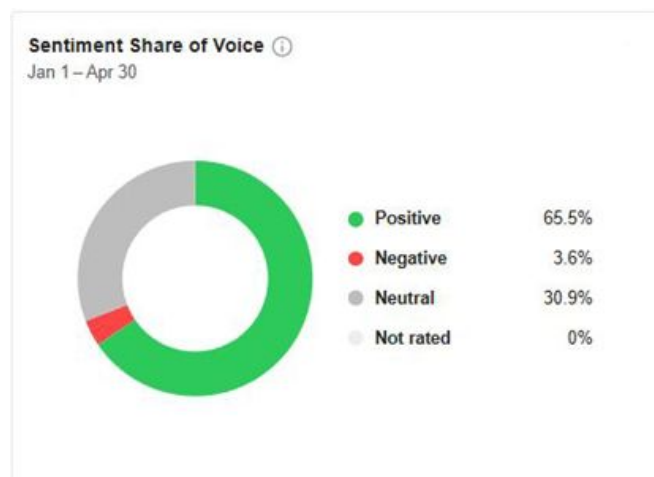


Media mentions peaked around the Artemis II mission and crew medical considerations featuring Dr. Farhan Asrar and TMU experts quoting on Iran crisis

# Earned Media Detail

## Results highlights

- TMU secured 17,185 media mentions from Jan 1 - Apr 30, 2026 with a potential reach of more than 23 billion.
- Top news by reach includes: The New York Times articles featuring Dr. Farhan Asrar on NASA crew medical issues; Prof Shirin Khayambashi on Canada's Iranian diaspora; Prof Sneha Mandhan on Mississauga - the suburb that won't sleep; Philip Mai and Social Media Lab on Iran's internet blackout
- The Advertising Value Equivalency (AVE) on media coverage secured during the period is \$216 million.



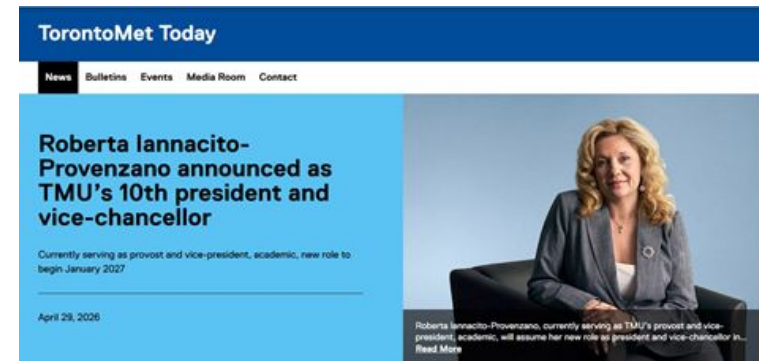
## Proactive pitching highlights:

- TMU Central Comms successfully secured two exclusives with the Toronto Star within days of each other. Janet Hurley announced a \$10 million donation from the McCall MacBain Foundation and Kris Rushowy announced Roberta Iannacito-Provenzano as TMU's next president and vice-chancellor.
- TMU's Central Communications team successfully secured media coverage for the Integrated Health Centre donor announcement in outlets like the Globe and Mail, CTV and CBC Punjabi.
- The media relations team proactively pitched a meaningful project led by Connie Walker to preserve Residential School stories with coverage from CBC Indigenous.
- Prof. Frank Russo's research on the effects that music has on anxiety was picked up more than 30 times across media outlets, including syndication across Canada from CBC Radio.
- In February, CBC's Metro Morning promoted the Viola Desmond Awards hosted at TMU.
- A new textbook on plus-size pattern making authored by researchers from TMU's School of Fashion was covered by Toronto Today and the Toronto Star.

# TorontoMet Today (TMT):


The TMT e-newsletter is emailed to approximately 65,000 staff, faculty, students and friends thrice weekly during the school year. (According to 66% of respondents to our reader survey, TMT is the preferred way to receive news about TMU).

- **Highest open rate, 73.11%:** January 28 issue: *2016 was a good basketball year for TMU; Ted Rogers School alum named prestigious Schwarzman Scholar*
- **Highest click through rate, 3.94%:** February 13 issue: *TMU boosted by province's \$6.4 billion investment*
- **User performance: 18-24 demographic** with highest readership; **63.93%** visitors viewed the website via **smartphone**
- **Top TMT story for this period:** [Roberta Iannacito-Provenzano announced as TMU's 10th president and vice-chancellor](#), generated **73% engagement\*** and **6,332 views**. This story also generated **more than 27,297 impressions** across social platforms



# Other top TMT stories

Top performing [TMT](#) stories between January - April 2026



**Meet the TMU grads behind Heated Rivalry**

From on-screen roles to viral social content, TMU grads helped shape breakout series

By: Denee Rudder  
February 26, 2026

**4,333 views;**  
**69.22% engagement rate**



**TMU math student teaches millions while dressed in drag**

Math educator, drag performer and TikTok star Kyne Santos' goal is to make math more accessible

By: Denee Rudder  
January 21, 2026

**3339 views;**  
**73.26% engagement rate**



**TMU to benefit from province's \$6.4 billion investment in post-secondary education**

Ontario's largest-ever funding commitment will strengthen universities, expand access to in-demand programs

February 12, 2026

**3206 views;**  
**77.55% new users**

\*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**.

# President-Designate Announcement

On April 29, the University Relations team rolled out several MarComm pieces developed to announce and celebrate Roberta Iannacito-Provenzano as President-Designate of TMU.

This included a news release, stories in TorontoMet Today, media pitching, videos and video vignettes for social media, and a Globe and Mail ad.



**Dr. Roberta Iannacito-Provenzano to continue TMU's legacy of bold transformation**

Toronto Metropolitan University (TMU) appoints its next president

Dr. Roberta Iannacito-Provenzano will take office as TMU's next president in January 2027. Currently Provost and Vice-President, Academic, Dr. Iannacito-Provenzano was chosen for her bold vision, proven leadership and deep commitment to the university's people and purpose. She is uniquely positioned to steward the institution into its next chapter with integrity, ambition and care. Her appointment marks a clear path forward for TMU as it continues to shape a brighter future.



Toronto Metropolitan University's incoming president, Roberta Iannacito-Provenzano, has returned to TMU.

By Kristin Rushowy, Senior Writer

It was an international search that could right back at home.

# Organic Social Media Detail



- 79K followers
- 2.4M post impressions
- 77.8K engagement



- 350.5K followers
- 1.8M impressions
- 7.4K reactions
- 160 comments
- 142 reposts



- 74.5K followers
- 387.5K video views
- 15.8K engagements



- 101K page likes
- 1.5K engagements



- 10.8K followers



- 1K followers

## Highlights



- Followers increased by 1K on Facebook, 2.3K on Instagram, and 6K on LinkedIn
- LinkedIn reposts increased by 21%
- Instagram engagement increased by 7%

# Top Social Posts



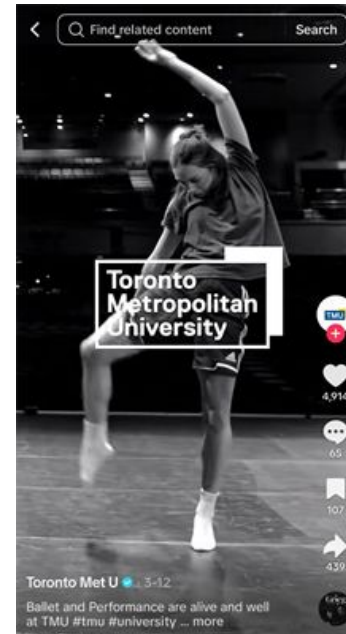
**Views: 137K**

A photo carousel featuring Heated Rivalry creator Jacob Tierney being interviewed by CBC at the MAC.



**Views: 144K**

A collaborative reel with Billboard Canada featuring Punjabi artist Diljit Dosanjh on The Tonight Show Starring Jimmy Fallon discussing his course at TMU.



**Views: 146.4K**

A highlight montage of our performance and dance students set to Timothée Chalamet's controversial comments about 'nobody caring about ballet or opera' anymore.



**Views: 68.8K**

A 'street interview'-style video where students are asked how many midterm exams they have coming up.

# Creative Examples

## TMU IHC Launch - Globe Ad

Featured a full-page ad in the *Globe and Mail* to celebrate the 407 ETR's generous investment in SoM and naming of the flagship TMU Integrated Health Centre.



## Global Migration Institute Launch Video

To mark the launch of the Global Migration Institute, we produced an interview style video highlighting TMU's pioneering research legacy and the institute's vision for migration research.



## SWAAC TMU 2027 Video

Created a celebratory video featuring the Provost to launch the Senior Women Academic Administrators of Canada 40th anniversary conference, being hosted at TMU in 2027.



# Creative Examples

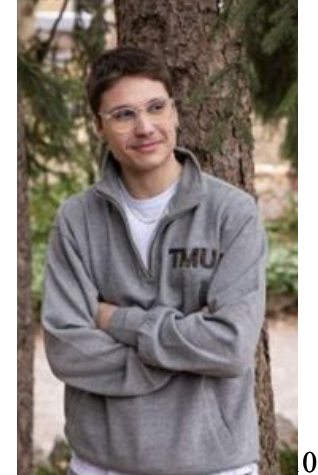
## TTC Photo Shoot

Captured new images and video footage at TMU Station with several students. These assets will be used across a variety of marcomm materials to highlight our institutional presence and integration in the heart of downtown Toronto.



## Campus Store Photo Shoot

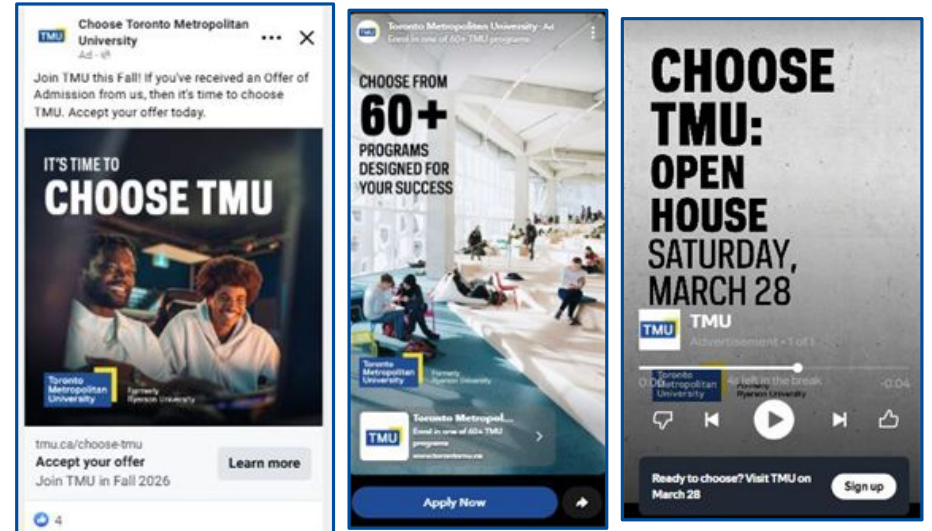
Created a library of photos featuring students on campus that the Campus Store can use to promote new TMU apparel and merchandise in their online store, via social media, and on promotional signage.



# Paid Media Details

## Digital ad campaigns for Jan - Apr '26 included:

- TRSM - BCom Recruitment
- TRSM - Graduate (MBA) Recruitment
- Faculty of Science - Cyberscience Program Recruitment
- Law - Professional Development MAiD Course Promotion
- ISEEI - International Recruitment
- Registrar's Office - Winter Application Push Campaign
- Registrar's Office - Program Specific Google Search Advertising
- Graduate Studies - Master of Cybersecurity Recruitment Pt.2
- Graduate Studies - Immigration & Settlement Program Promotion
- Chang - Recruitment
- Central Communication- Alumni Magazine Boosting
- Faculty of Arts - Winter Application Push
- Faculty of Arts - March Open House Promotion
- Faculty of Arts - Student Confirmation Campaign



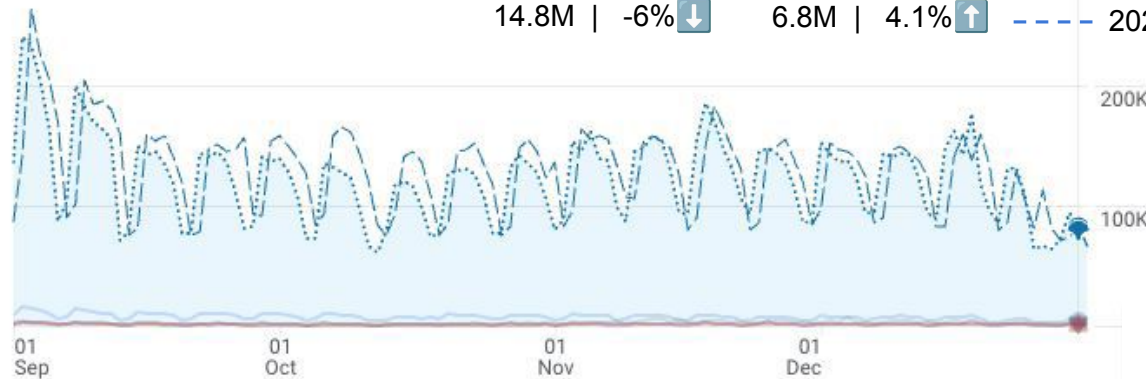
# Web Traffic

Jan-Apr 2026 vs Jan-Apr 2025

**Page views**  
14.8M | -6% ↓

**Sessions**  
6.8M | 4.1% ↑

— 2026  
- - - 2025



Demographic Details: Sessions by country		
Canada	4,941,220	-5.5% ↓
USA	461,570	47.8% ↑
China	259,920	594% ↑
Pakistan	209,242	15.2% ↑
India	165,430	53.6% ↑
Singapore	164,140	2,060% ↑
Vietnam	126,127	21.2% ↑
Nigeria	89,284	-51.1% ↓
United Arab Emirates	38,511	78.3% ↑

Traffic acquisition		
Overall sessions	6,836,364	4.16% ↑
Overall active users	3,079,472	17.48% ↑
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Organic search	4,072,024	0.55 =
Direct	1,399,922	65.3% ↑
Referral	204,514	-6.6% ↑
Paid Search	211,884	-40.6% ↓
Email	203,889	-5.2% ↓
Paid Social	96,611	-6.4% ↓
Organic Social	87,395	1.3% ↑

## Highlights



Overall continued strong traffic, but fewer page views overall.

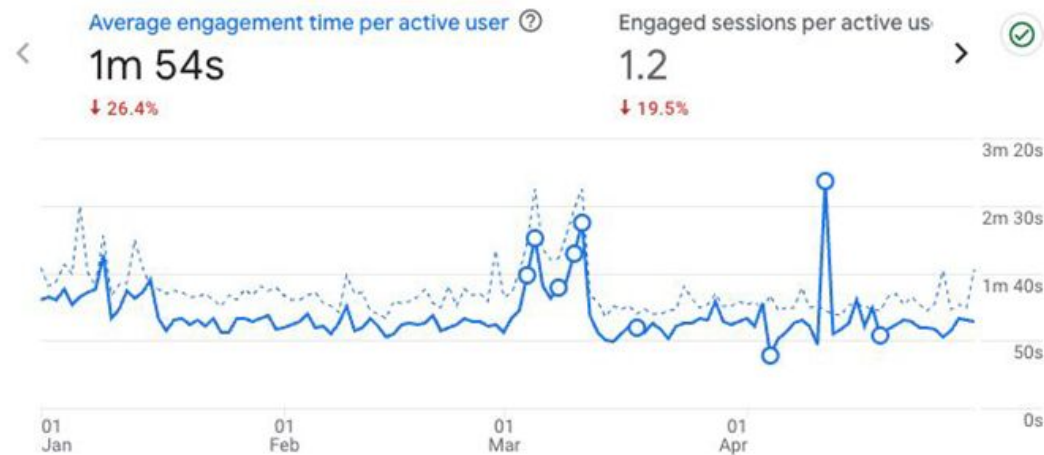
- **Traffic from within Canada decreased**, a concern if this trend continues.
- This could be due to the marked increase in **'zero click searches'** (an industry wide trend).
- **SEO/GEO continues to be critical** to drive traffic.
- Desktop has more sessions and more engaged users than mobile.

# Website Engagement

Jan-Apr 2026 vs Jan-Apr 2025

Events/user  
21.23 | -21%↓

— 2026  
- - - 2025



## ↑ Pages getting more views

- Significant dates (199%)
- Cybersecurity Program (126%)
- Brightspace CCS page (86%)
- Undergraduate admissions (62%)
- 404—broken link (43%\*\*\*)
- Scholarships and Awards (34%)
- Servicehub (33.7%)
- Choose TMU Login (6.4%)
- Applicants accounts (0.6%)

## ↓ Pages getting less views

- Programs overview (-28%)
- Choose TMU open house (-25.5%)
- Undergraduate programs (-23%)
- Home (-16%)
- Admissions (-14%)
- Graduate programs (-9.7%)
- TMU Eats (-9.5%)
- Careers (-3%)
- How to apply (-0.8%)

## Highlights



- Decreased overall engagement when compared to previous year.
- Increase in views to undergrad admissions and scholarships pages.
- Views of program and open house pages decreased again this quarter.
- Increase in users seeing broken links (404); a concerning change.
- Strong traffic driven by marketing campaigns to MEIE program Cybersecurity and International admissions pages.