

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



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ARTICLE 1
INTERPRETATION

1.1 Defined Terms

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

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

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

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

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

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

“**By-Law**” shall mean any By-Law enacted by the Board.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

“**Teaching Faculty**” shall mean the full-time employees of the University whose principal duty is the performance of the teaching function or research function of the University, including the employees holding the offices of Dean, Chair, Assistant Chair or Associate Chair of a department, or Academic Director;

provided that an individual shall only be considered to be a full-time employee for the purposes of this definition if he or she is a regular faculty member or probationer.

1.2 Interpretation

In this By-Law all references to the singular shall also be interpreted as referring to the plural and vice versa and words in one gender include all genders. The insertion of headings in this By-Law and the division into sections and subsections are for convenience of reference only and shall not affect the interpretation of this By-Law. References to an Article or Section refer to the applicable article or section of this By-Law. The word "**including**" means "including without limitation" and shall not be deemed to limit any words which follow it to the specific words which precede it.

Article 2

COMPOSITION OF THE BOARD AND CONSENT TO SERVE AS A GOVERNOR

2.1 Composition

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

2.2 Governor Qualifications

An individual is disqualified from being a Governor if they:

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

2.3 Vacancies

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

2.4 No Remuneration

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

2.5 Governor Consent to Serve as a Governor

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

Article 3

ELECTION TO THE BOARD OF ALUMNI, TEACHING FACULTY, ADMINISTRATIVE STAFF AND STUDENTS

3.1 Number

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

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

3.2 Term of Office

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

3.3 Date and Time of Election

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

3.4 Election Procedures Committee

(a) Formation and Composition

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

(b) Composition of Committee

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

(c) Qualification for Appointment to Committee

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

(d) Term of Appointment to Committee

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

(e) **Report to the Board**

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

3.5 Voter Eligibility

(a) **Alumni**

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

(b) **Teaching Faculty**

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

(c) **Administrative Staff**

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

(d) **Students**

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

3.6 Candidate Eligibility

An individual shall be eligible to stand as a candidate to represent the Alumni, Teaching Faculty, Administrative Staff or Students on the Board, only if the candidate:

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

3.7 Special Nominations and Voting Provisions for Alumni

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

3.8 General Provisions Relating to Elections

(a) Tie Vote

In the event of any tie vote for any office being filled pursuant to this Article 3, a recount shall be held within seven days of the Election at a time and place and in a manner prescribed by the Election Procedures Committee. In the event that the recount confirms the tie vote, a single deciding vote shall be cast by the Returning

Officer for that candidate whose name appears on the piece of paper pulled by the Returning Officer from a hat containing one piece of paper for each candidate who is tied with one or more other candidates for first place in such Election.

(b) Filling of Vacancies

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

Article 4

APPOINTMENT OF TWO BOARD MEMBERS BY THE BOARD

4.1 Appointment

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

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

- (i) the day following the expiry of the term of the Board member whom the newly appointed member is replacing; and
- (ii) the day upon which such member's appointment is approved by the Board.

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

4.2 Vacancy

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

Article 5

APPOINTMENT OF NINE BOARD MEMBERS BY THE LIEUTENANT GOVERNOR IN COUNCIL

5.1 Appointment

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

- (a) At a regular meeting of the Board held at least six months preceding the expiration of the three-year term for which an incumbent was appointed pursuant to Section 4(1)(b) of the *Toronto Metropolitan University Act*, the Chair shall advise the Board of such upcoming vacancy and ask Board members to advise the Governance Committee of individuals who they believe would be appropriate to fill such vacancy.
- (b) The Governance Committee will consider all such advice and based thereon or on additional advice, will solicit candidates for appointment in a manner determined by the Governance Committee.
- (c) As soon as possible thereafter, the Governance Committee will present for approval by the Board one or more nominees to recommend to the Lieutenant Governor in Council to fill such vacancy; provided that if the Governance Committee determines that it must make such recommendation before the Board's next regularly scheduled meeting, it shall instruct the Secretary to send a

ballot on the matter to all Board members together with a request that each ballot be marked and returned to the Secretary by a specified date. So long as the individual whom the Governance Committee proposes to recommend is so approved by more than 50% of the members of the Board, the Secretary shall have the power and the authority to forward the name of such individual to the Lieutenant Governor in Council pursuant to Section 5.1(d), for and on behalf of the Board. Such proceedings shall be held *in camera*.

- (d) The name of each individual so approved shall be forwarded to the Lieutenant Governor in Council by the Secretary for consideration in the exercise of its right to appoint Board members pursuant to Section 4(1)(b) of the *Toronto Metropolitan University Act*.
- (e) Each Board member appointed pursuant to Section 4(1)(b) of the *Toronto Metropolitan University Act* shall continue to hold office as a Board member for a term expiring on the third anniversary of his or her appointment.

5.2 Vacancy

In the event that a vacancy arises in respect of a Board position filled pursuant to Section 4(1)(b) of the *Toronto Metropolitan University Act* (other than a vacancy which arises at the expiry of a Board member's term of office) the procedures set forth in Section 5.1 shall be followed. The individual so appointed shall serve the unexpired remainder of the term of the departed Board member unless his or her appointment is revoked earlier by the Lieutenant Governor in Council.

Article 6 TERMINATION AND VACATION OF BOARD MEMBERSHIP

6.1 Automatic Termination

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

6.2 Resignation or Declaration of Vacancy

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

6.3 Termination and Vacation of Office by Board

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

- (a) dies;

- (b) resigns in writing, and the resignation shall be effective at the time the written notice of resignation is received by the University or at the time specified in the written notice of resignation, whatever is later;
- (c) if the Governor no longer fulfils all of the qualifications to be a Governor set out in Article 2.2, as determined in the sole discretion of the Board;
- (d) if the Governor is removed in accordance with section 6.4;
- (e) has not acted honestly, in good faith or in the best interests of the University, or any part thereof;
- (f) within any previous 12 month period fails to contribute significantly in the estimation of the Board to the work of the Board and/or its Committees;
- (g) does not respect the principles of confidentiality as set out in Article 9;
- (h) has over the course of any 12 month period, attended less than 50 percent of the regular meetings of the Board or committees of the Board of which he or she is a member; or
- (i) in the case of a member elected pursuant to Article 3, such Board member ceases to qualify as a member of the Alumni, the Administrative Staff, the Teaching Faculty or as a Student, as the case may be.

6.4 Removal of Governors

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

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

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

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

6.5 Term Limits

As contemplated by Section 4(4) of the *Toronto Metropolitan University Act*, no individual shall be eligible to hold office for more than three consecutive terms (without a minimum one year's absence between any such terms); provided that in calculating the number of consecutive terms an individual has served as a Board member, the period of time during which such individual served the unexpired portion of a predecessor's term as a Board member, if any, shall not be counted.

Article 7 MEETINGS OF THE BOARD

7.1 Regular Meetings

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

7.2 Notice of Regular Meetings

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

7.3 Special Meetings

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

7.4 Notice of Special Meetings

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

7.5 Omission of or Irregularities in Notice of Meetings

Notice of all meetings, whether regular or special, shall be given only by the Secretary or in his or her absence by a person appointed by the Secretary to act in

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

7.6 Annual Meeting

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

7.7 Place of Meetings

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

7.8 Participation at Meeting by Telephone or Electronic Means

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

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

7.9 Quorum

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

7.10 Votes to Govern

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

7.11 Show of Hands

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

7.12 Vote By Ballot

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

7.13 Meeting Adjournment

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

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

(i) the time of the continued meeting;

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

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

7.14 Resolutions in Writing

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

7.15 Order of Business

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

(a) Introduction

(i) Approval of Agenda (other than the *in camera* portion)

(ii) Approval of Minutes

(iii) Business Arising from the Minutes

(iv) Report from the President

(v) Report from one or more of the Officers.

(b) Discussion Items

(i) Committee reports and recommendations

(ii) New Business

(iii) Other Business

7.16 Required Notice for Inclusion of Items in the Agenda

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

7.17 Introduction of New Matter Without Notice

Unless the requirements of Section 7.16 are observed, no new matter, other than one of privilege or the submission of a petition, shall be dealt with at any regular meeting of the Board unless the introduction of such new matter shall be approved by a simple majority of the votes cast by the members present.

7.18 Record of Proceedings

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

7.19 Supporting Documents

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

7.20 Rules of Order

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

7.21 Conduct of Meetings

- (a) The Chair shall preserve order and decorum at all meetings of the Board. Any person admitted to a meeting of the Board who, in the opinion of the Chair, misconducts himself or herself must withdraw from the meeting at the order of

the Chair; provided that, for greater certainty, such order shall be considered to be a ruling by the Chair on a point of order and may be challenged in the manner contemplated by the Rules of Order. In the event that such a person refuses to withdraw, the Chair has the power to declare a short recess or to adjourn the meeting and may declare that the continuation of the recessed or adjourned meeting shall be *in camera*.

- (b) Subject to limitations of space, meetings of the Board shall be open to attendance by the public except during *in camera* sessions so designated for the consideration of confidential business, such as matters concerning personnel, finance, acquisition or disposal of property and other confidential matters of the University, the disclosure of which might be prejudicial to an individual or to the best interests of the University. *In camera* sessions shall be open only to Board members and other persons invited to attend by the Chair.
- (c) Spectators (including representatives of the media) shall not be permitted to disturb the conduct of a meeting in any way, or, without the consent of the Chair (but subject in any event to the provisions of Section 7.21(a)), to bring placards or signs into the room in which the Board is meeting.
- (d) For greater certainty, only Board members will have the right to vote and speak at Board meetings although others present at such meetings in accordance with this Section 7.21 shall be allowed to speak with the consent of the Board.

Article 8

DECLARATION OF INTEREST

8.1 Definitions

For the purposes of this Article 8

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

8.2 Declaration of Conflict

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

8.3 Conflict of Interest Procedures

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

8.4 Failure to Declare a Conflict

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

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

8.5 Effect of Disclosure

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

8.6 Gifts

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

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

8.7 General and Continuing Disclosure of Interest

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

8.8 Business Dealings with Toronto Metropolitan University

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

Article 9
CONFIDENTIALITY AT BOARD MEETINGS HELD IN CAMERA

9.1 Adoption of Confidential Agenda

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

9.2 Language to be Read

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

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

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

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

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

9.3 Failure to Leave Meeting

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

9.4 Confidentiality of *In Camera* Session

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

Article 10 APPOINTMENT OF A CHANCELLOR

10.1 Chancellor

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

10.2 Term of Office

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

10.3 Procedure to Select a New Chancellor

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

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

10.4 Commencement of Term of Office

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

10.5 Vacancy Prior to End of Term

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

10.6 Vice Chancellor

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

Article 11 CHAIR AND VICE CHAIR OF THE BOARD

11.1 Chair and Vice Chair

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

11.2 Term of Office of Chair

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

11.3 Term of Office of Vice Chair

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

11.4 Vacancy in Office of Chair

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

11.5 Temporary Vacancy in Office of Vice Chair

In the event that the individual holding the office of Vice Chair becomes interim Chair, the position of Vice Chair shall not be considered vacant by reason of his or her interim service as Chair, and unless his or her term as Vice Chair ceases for

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

11.6 Vacancy in Office of Vice Chair

In the event that the office of Vice Chair becomes vacant for any reason prior to expiration of the term for which the person holding the office of Vice Chair was elected then the Board may appoint an individual to hold the office of Vice Chair from among the members appointed or elected under Sections 4(1)(b), (c) and (g) of the *Toronto Metropolitan University Act*, but only for so long as it shall take to conduct an election for Vice Chair in accordance with Articles 12.1-12.7 or until otherwise determined by resolution of the Board.

11.7 Acting Chair of Meeting

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

11.8 Eligibility

An individual shall be eligible for election as Chair or Vice Chair even if his or her remaining term of office as a member of the Board is of shorter duration than the term of the office then being filled, but his or her appointment as Chair or Vice Chair shall not automatically extend or be deemed to extend his or her term as a member of the Board except if Article 11.2(c) applies.

Article 12

PROCEDURE FOR ELECTION OF CHAIR AND VICE CHAIR

12.1 Opening of Nominations for Chair Prior to Expiry of Term

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

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

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

12.3 Nomination Requirements

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

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

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

12.4 Close of Nominations

At the conclusion of the Chair Nomination Time or Vice Chair Nomination Time, as the case may be, the Secretary shall declare nominations for such office closed. At the next regular or special meeting of the Board, if:

- (a) not more than one nomination for such office has been accepted by the Secretary during such Nomination Time, the Board shall, by resolution, appoint such nominee to the position of Chair or Vice Chair, as the case may be; or
- (b) more than one nomination for such office has been accepted by the Secretary during such Nomination Time, the position of Chair or Vice Chair, as the case may be, shall be elected from among such nominees by ballot immediately following such Nomination Time in the manner hereinafter specified.

12.5 Ballots

- (a) Where an election is required to be held pursuant to Article 12.4(b), voting shall be by secret ballot, either in person or electronically, or by another method that does not allow Board members to ascertain how any other Board member voted.
- (b) Once tabulated, the Secretary shall announce to the Board members the name of the candidate having the greatest number of ballots cast in his or her favour.
- (c) All duly appointed, elected and ex-officio members of the Board, including the Chair and Vice Chair, are eligible to vote on an election to fill the office of the Chair or Vice Chair.

12.6 Election due to Vacancy in Chair or Vice Chair

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

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

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

12.7 Governance Committee

Despite the process set out in Articles 12.1 to 12.6, the Board may direct the Governance Committee to undertake a process to identify qualified and interested candidates and recommend to the Board appointments for the positions of Chair and Vice Chair.

Article 13 PRESIDENT

13.1 President

- (a) In accordance with the provisions of the *Toronto Metropolitan University Act*, the University shall have a President who will be an ex-officio member of the Board.
- (b) The President shall be appointed by the Board.
- (c) The President shall be the chief executive officer of the University and shall be accountable to the Board.
- (d) The President shall have responsibility and authority for the implementation, supervision and direction of the educational policy, general administration and property of the University, including:
 - (i) changes in curricula which have been approved by the Senate of the University, establishment of new programs and courses which have been recommended by the Senate of the University and approved by the Board, and such other matters as in his or her opinion are necessary or advisable to meet the objectives and purposes of the University as defined in the *Toronto Metropolitan University Act*;
 - (ii) administrative policy and physical resources; and
 - (iii) the appointment, classification, promotion, suspension, transfer, removal, acceptance of resignations and granting of unpaid leaves and absence and sabbaticals of members of the Administrative Staff and the Teaching Faculty, the determination of their salaries or remuneration and their duties, qualifications and tenure of office or employment with respect to such matters;

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

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

13.2 Term of Office

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

13.3 Procedure to Appoint President at End of Term

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

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

it being the intention that each Presidential Search Committee once formed will be comprised of one or more members of the Administrative Staff, Alumni, Teaching Faculty and Students. In the event that an individual appointed pursuant to Section 13.3(c) or (d) to a Presidential Search Committee resigns, such individual shall be replaced by another member of the Board or Senate appointed pursuant to Section 13.3(c) or (d), as the case may be. In the event that an

individual appointed pursuant to Section 13.3(c) or (d) to a Presidential Search Committee ceases to be a member of the Board or the Senate, such individual shall be replaced by another member of the Board or Senate appointed pursuant to Section 13.3(c) or (d), as the case may be, unless the Board or the Senate, as the case may be, passes a resolution to continue the individual as a member of the Presidential Search Committee. Similarly, in the event that an individual appointed pursuant to Section 13(a) or (b) to a Presidential Search Committee ceases to hold the position of Chair or Vice-Chair, such individual shall be replaced by the newly appointed Chair or Vice-Chair, as the case may be, unless the Board passes a resolution to extend the term of such individual on the Presidential Search Committee.

13.4 Commencement of Term of Office

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

13.5 Annual Review

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

13.6 Reappointment

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

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

13.7 Temporary Inaccessibility

Where the President is inaccessible or otherwise unable to exercise his powers and duties, the Provost and Vice President Academic, and in the absence of both of them, the Vice President Administration and Operations, and in the absence of all of them, an employee of the University appointed by the President or Acting President, as the case may be, shall be the Acting President. The simultaneous

absence or inaccessibility for more than one day of the President and the Provost and Vice President Academic, and the Vice President Administration and Operations shall be regarded as an undesirable and unusual circumstance which will result only from some emergency.

13.8 Vacancy Prior to End of Term

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

Article 14 OFFICERS OF THE UNIVERSITY

14.1 Provost and Vice President Academic

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

14.2 Vice President Administration and Operations

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

14.3 Secretary of the Board

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

14.4 Other Officers of the University

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

14.5 Other Officers of the University

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

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

14.6 General

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

Article 15 COMMITTEES

15.1 General Definition

The Committees constituted by the Board shall be either:

- (a) Standing Committees, being those Committees whose duties will normally be continuous, and whose membership consists entirely of Board members and which shall be: a Governance Committee, an Audit and Risk Committee, a

Negotiation Committee, a Finance Committee, and an Employee Relations and Pension Committee; or

- (b) Special Committees, being those Committees appointed with specific duties and responsibilities which may be of a non-recurrent nature, may require particular and specialized expertise or whose powers may expire with the completion of a particular task assigned, and which may include in their membership one or more persons who are not Board members, provided that a majority of every such special Committee shall be members of the Board.

15.2 Duties and Responsibilities

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

15.3 Minutes

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

15.4 Chair's Report

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

15.5 Ex-Officio Members

- (a) The Chair and Vice Chair of the Board shall be ex-officio members of all Committees of the Board. As provided by the *Toronto Metropolitan University Act*, the President shall be a member of every Committee established by the Board unless excluded by a By-Law or a resolution of the Board.

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

15.6 Membership

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

15.7 Committee Regulations

The provisions of Sections 7.11, 7.12, 7.14, 7.20 and 7.21 and Articles 8 and 9 shall apply to meetings of Committees and all references therein to Board members, the Board, the Chair, the Secretary and similar Board terminology shall be deemed to be references to Committee members, the Committee chair, the secretary of the Committee and similar Committee terminology, *mutatis mutandis*.

In addition, every Committee, unless otherwise specifically provided for in the By-Laws, or in the resolution of the Board by which it is constituted, shall be subject to the following regulations:

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

- (h) The Secretary of the Board shall act as secretary of each such Committee, or shall appoint a person to so act. Notice of all meetings shall be given only by the secretary of the Committee.
- (i) Meetings of Committees may take place by teleconference and votes cast by a member participating in the meeting by telephone have the same effect as votes cast by members present at the meeting.

Article 16

THE GOVERNANCE COMMITTEE

16.1 Composition

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

16.2 Chair and Vice Chair

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

16.3 Mandate

The Governance Committee shall

- (a) consider, assess and recommend to the Board any necessary or desirable changes, deletions or additions in, from or to the By-Laws;
- (b) recommend to the Board appointments to the Board under Articles 4 and 5 of the By-Laws;
- (c) recommend to the Board membership in Committees under Section 15.6 of the By-Laws;
- (d) review and, from time to time, recommend changes and improvements in such other matters to enhance the governance practices of the Board, including, but not limited to, Board member recruitment, orientation, evaluations, succession-planning, education and Committee mandates and composition.

Article 17

AUDIT AND RISK COMMITTEE

17.1 Composition

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

17.2 Chair and Vice Chair

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

17.3 Mandate

The Audit and Risk Committee shall:

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

- (e) receive annually the reports from management on the levels of insurance and coverage, summary of material claims; and assess the adequacy of the University's insurance coverage; and
- (f) review periodically matters relating to legislative and regulatory compliance that fall within the purview of the Audit and Risk Committee, with a view to ensuring that management has strategies in place to protect the University from significant regulatory compliance risk.

Article 18

EMPLOYEE RELATIONS AND PENSIONS COMMITTEE

18.1 Composition

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

18.2 Chair and Vice Chair

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

18.3 Mandate

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

18.4 Delegation

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

Article 19

FINANCE COMMITTEE

19.1 Composition

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

19.2 Chair and Vice Chair

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

19.3 Mandate

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

Article 20

NEGOTIATIONS COMMITTEE

20.1 Composition

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

20.2 Chair and Vice Chair

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

20.3 Mandate

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

Article 21
PROTECTION OF MEMBERS AND OFFICERS OF THE UNIVERSITY

21.1 Limitation on Liability

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

21.2 Indemnification

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

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

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

21.3 Insurance

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

Article 22 CORPORATE SEAL

22.1 Corporate Seal

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

22.2 Academic Seal

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

22.3 Arms and Crest

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

Article 23 EXECUTION OF DOCUMENTS

23.1 Signatories

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

23.2 Facsimile Signatures

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

Article 24 BORROWING AND BANKING

24.1 General Borrowing Powers

The Board may from time to time:

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

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

24.2 Banking

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

24.3 Authorization

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

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

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

24.4 Account Certification

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

Article 25 FISCAL YEAR AND AUDIT

25.1 Records and Audit

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

25.2 Fiscal Year

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

25.3 Audit

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

25.4 Annual Report

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

Article 26 NOTICE

26.1 Method of Giving Notice

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

26.2 Undelivered Notices

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

26.3 Omission of Notice Does Not Invalidate Actions

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

- (a) by accident, notice was not sent to any person;
- (b) notice was not received by any person; or

- (c) there was an error in a notice that did not affect the substance of that notice.

26.4 Computation of Time

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

26.5 Waiver of Notice

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

Article 27

ENACTMENT, AMENDMENT OR REPEAL OF EXISTING BY-LAWS

27.1 Further Amendment

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

27.2 Repeal

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

27.3 Conflict

If any By-Law is, at any time, found to be in conflict with the *Toronto Metropolitan University Act* or the *Not-for-Profit Corporations Act* or applicable legislation, it shall, to the extent of such conflict, be disregarded in favour of the *Toronto Metropolitan University Act* or the *Not-for-Profit Corporations Act* or applicable legislation, as the case may be, and the Secretary of the Board shall, upon discovery, prepare, for consideration by the Board, a proposed amendment, alteration or repeal of the offending By-Law which shall have the effect of removing from the By-Law anything inconsistent with either such Act.

