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BY-LAWS OF SAINT MARY'S UNIVERSITY

Halifax, Nova Scotia

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SECTION 1 DEFINITIONS

Article 1

- (1) Act of Incorporation means the Saint Mary's University Act, 1970, Statutes of Nova Scotia, 1970, Chapter 147, as amended.
- (2) Board means the Board of Governors of Saint Mary's University.
- (3) Governor means a member of the Board.
- (4) University means Saint Mary's University, Halifax, Nova Scotia, established by the Act of Incorporation.

SECTION 2 BOARD OF GOVERNORS

Article 1. The Board

The Board is constituted in accordance with the provisions of the Act of Incorporation.

Article 2. Governors

- (1) The elected and appointed Governors shall serve for such terms, not exceeding three years, as each electing or appointing body shall from time to time determine, and shall be eligible for re-election or re-appointment.
- (2) The Governors who are Vice Presidents of the University employed as members of senior management shall be non-voting members of the Board. Non-voting members of the Board shall have the right to receive notice of any meeting of the Board and to participate in, but not to vote at, all such meetings, and shall be entitled to indemnification and exculpation to the same extent voting Governors are entitled thereto. Non-voting members of the Board will not be counted in determining whether a quorum is present.

Article 3. Officers

The Officers of the Board shall be the Chair and Vice-Chair.

Article 4. Chair and Vice-Chair

- (1) The Chair and Vice-Chair shall be elected by the Board at its Annual General Meeting. The Chair shall hold office for a term of three (3) years, which term shall be renewable at the discretion of the Board for a further term not to exceed three (3) years. The Vice-Chair shall hold office for a term of two (2) years, which term shall be renewable at the discretion of the Board for two (2) further terms of two (2) years each for a maximum of six

(6) years. Vacancies in these positions between Annual General Meetings may be filled by the Board upon resolution.

- (2) The Chair shall preside at all meetings of the Board and of the Executive Committee and shall perform such duties as may be required under the Act of Incorporation and the By-Laws of the Board.
- (3) In the absence of the Chair, the Vice-Chair shall exercise all powers and perform all duties of the Chair.
- (4) Unless the Board otherwise determines, the Vice-Chair shall succeed the Chair.

Article 5. University Secretary

- (1) The President may appoint a University Secretary.
- (2) The University Secretary shall administer meetings of the Board and its Committees in accordance with the requirements of these By-laws.

Article 6. Recording Secretary

- (1) The University Secretary may appoint a Recording Secretary.
- (2) The Recording Secretary shall, at the direction of the University Secretary:
 - (a) Keep a careful record of all proceedings of the meetings of the Board and of the Executive Committee.
 - (b) Send to each Governor in accordance with Article 7 minutes of the previous meetings of the Board and of the Executive Committee.
 - (c) Deliver notice of all Board meetings to each Governor and notice of all Committee meetings to each member of the respective Committee in accordance with Article 7.

Article 7. Meetings of the Board

- (1) The Board shall hold at least six regular meetings during each fiscal year of the University.
- (2) Location
All meetings shall be held at the University unless the Board decides otherwise.
- (3) Notice re Agenda
At least twenty-one days before each regular meeting, the University Secretary shall cause minutes of the previous meeting and a notice of the

deadline for submission of Agenda items for the next regular meeting to be posted or otherwise delivered to each Governor.

(4) Notice of Meetings

The University Secretary shall cause notice of each meeting to be delivered to each Governor at least seven days before the meeting.

(5) Agenda

(a) The University Secretary shall prepare and the Chair shall approve meeting Agendas, containing particulars of motions or subjects to be debated or considered, to be sent to each Governor along with the notice of any meeting.

(b) Members Items

Any Governor may place items on the Agenda by submitting such items in writing to the University Secretary at least ten days before the meeting.

(c) Adding Items or Changing Order

At any meeting, agenda items may be added or taken up out of order upon resolution of the Board.

(d) Motions not on Agenda or in Reports

Except upon resolution of the Board, no motion shall be debated at any meeting unless the subject matter of the motion had been referred to in the Agenda or in the circulated reports.

(6) Reports

(a) Except upon resolution of the Board, Reports shall not be received at any meetings unless submitted in writing to the University Secretary and circulated with the notice of meeting.

(b) Committee spokespersons and others entitled to make Reports shall be permitted to address the meeting about matters that arise between the time when their written Reports are submitted and the meeting.

(7) Voting

All voting members of the Board, including the Chair, shall be entitled to vote on all motions, but the Chair shall not have a casting vote in the event of a tie.

(8) Quorum

A simple majority of the voting members of the Board shall constitute a quorum.

- (9) Participation by telephonic, electronic or other communication facilities A Governor, official Observer, or an invited guest may participate in a meeting of Governors by means of a telephonic, electronic or other communication facility which permits all participants to communicate adequately with each other during the meeting. A Governor, official Observer, or an invited guest participating in a meeting by such means is deemed for all purposes to be present at that meeting.
- (10) Procedure
Except as otherwise specified in the Act of Incorporation or By-Laws, all meetings shall be conducted in accordance with the usual rules of parliamentary procedure as set out in the current edition of Roberts Rules of Order, a copy of which shall be brought to each meeting by the University Secretary.
- (11) Consent Without A Meeting
Any action required or permitted to be taken at any meeting of the Board or at a committee of the Board may be taken without a meeting, if a consent in writing or by electronic transmission to such action is given by each voting member of the Board or committee and is filed with the minutes of proceedings of the Board or such committee.

Article 8. Annual and Special General Meetings

- (1) Annual General Meeting
An Annual General Meeting of the Members of the University as defined in the Act of Incorporation shall be held in September in each year.
- (2) Special meetings
Special meetings of Members shall be held at the direction of the Chair or the Executive Committee or upon a request in writing submitted by any five Governors to the University Secretary specifying the purpose for which the meeting is to be held.

SECTION 3 COMMITTEES

Article 1. Executive Committee

- (1) The Board shall establish an Executive Committee comprised of the following persons:
 - (a) the Chair of the Board, who shall be Chair;
 - (b) the Vice-Chair of the Board, who shall be Vice-Chair;
 - (c) the President;

- (d) the Chair of each Standing Committee of the Board;
 - (e) such other Governors, not fewer than three, as the Board may from time to time elect;
 - (f) Vice-Presidents may be requested to attend as resource to the Committee
- (2) Term
- (a) Each member of the Executive Committee shall hold office until the next Annual General Meeting or until a successor is appointed, so long as the member remains a Governor.
 - (b) A member of the Executive Committee may be re-appointed for an unlimited number of terms.
 - (c) The Board may fill vacancies.
- (3) Powers
- (a) The Executive Committee shall be subordinate to the Board, shall act in accordance with the directions of the Board, and shall report on all its deliberations to the Board.
 - (b) Subject to the By-Laws and the resolutions and directions of the Board, the Executive Committee shall have, between meetings of the Board, the power to exercise all powers of the Board.
- (4) Meetings
- (a) Meetings shall be held at the call of the Chair or at the direction of the Board.
 - (b) Location
All meetings shall be held at the University unless the Executive Committee otherwise decides or the Board otherwise directs.
 - (c) Minutes
The Recording Secretary shall keep Minutes of all meetings, in which shall be recorded all actions taken by it. The University Secretary shall cause such Minutes to be sent as soon as practicable, and at least before the next regular meeting of the Board, to each Governor.

- (d) **Quorum**
The Chair is included in the count of the quorum. A majority of members is considered a quorum.
- (e) **Procedure**
Subject to the resolutions and directions of the Board, the Executive Committee may from time to time fix its operational procedures.

Article 2. Standing Committees

- (1) (a) The Board may by resolution, establish and appoint members to Standing Committees.
 - (b) The Board shall establish the Terms of Reference and powers of each Standing Committee by resolution and may amend the Terms of Reference and powers from time to time.
 - (c) The University Secretary shall keep an accurate record of the Terms of Reference and powers of each Standing Committee, including amendments.
 - (d) Vice-Presidents may be requested to attend as resource to the Committees.
- (2) **Members**
A majority of each Standing Committee shall be Governors.
 - (3) **Chair**
The Chair of each Standing Committee shall be a Governor.
 - (4) **Term**
Appointments to each Standing Committee shall continue in effect until the next Annual General Meeting, the member sooner resigns, or in the case of a Governor, ceases to be a Governor.
 - (5) **Powers**
Each Standing Committee shall be merely advisory to the Board unless, and to the extent that, the Board specifically grants it decision- making authority.
 - (6) **Quorum**
Quorum shall be dictated by the Terms of Reference for each Committee.
 - (7) **Procedure**
Subject to the resolutions and direction of the Board, each Standing Committee may from time to time fix its own rules of procedure.

Article 3. *ad hoc* Committees

- (1) (a) The Board may by resolution establish and appoint members to *ad hoc* committees.
- (b) Any committee not stated by the Board to be a Standing Committee shall be an *ad hoc* Committee.
- (2) Term
Each *ad hoc* Committee shall be dissolved at each Annual Meeting unless its existence and function are then reconfirmed by the Board and members then appointed.
- (3) Clauses (4), (5), (6) and (7) of Article 2, Section 3 (Standing Committees) shall apply, *mutatis mutandis*, to each *ad hoc* committee.

Article 4. Joint Committees

The Board may by resolution appoint members to Joint Committees with representatives from any other group.

Article 5. Participation by telephonic, electronic or other communication facilities

A member of any committee of the Board or an invited guest may participate in a meeting of the committee by means of a telephonic, electronic or other communication facility which permits all participants to communicate adequately with each other during the meeting. A member participating in a meeting by such means is deemed for all purposes to be present at that meeting.

SECTION 4 OFFICERS OF THE UNIVERSITY

Article 1. Appointments

The Board shall appoint the President, and may, upon recommendation of the President, appoint Vice Presidents and the Academic Deans and may, upon recommendation of the President, appoint any other academic or administrative officers or employees of the University.

Article 2. President

- (1) General Powers
The President shall have general supervision of, and direction over, the academic and administrative work of the University and its faculty, officers and employees, and shall have such other powers as from time to time conferred upon the President by the Board.
- (2) Specific Powers
 - (a) Subject to the resolutions and directions of the Board, the President shall:

- (i) Make all appointments, promotions, suspensions, dismissals, terminations of contract, and awards tenure, of academic staff;
- (ii) Exercise general supervision over the students of the University;
- (iii) Appoint, promote, suspend, dismiss and terminate the appointment of members of the administrative and operational staff of the University and enter into collective bargaining agreements with them on behalf of the University.

(3) Term

Unless the Board establishes a shorter term at the time of appointment, the President shall hold office for a period of six years or until a successor has been appointed.

(4) Re-appointment of President

(a) An incumbent President is eligible for reappointment for an additional term or terms

(b) If an incumbent President wishes to serve an additional term, the President shall advise the Chair of the Board of that wish not earlier than twenty-four months or later than twenty-two months prior to the expiry date of the President's current term.

(c) Upon receipt of a request for reappointment from the President, the Board shall within one month of the date the request is received by the Chair establish a Presidential Review Committee to carry out a review of the President's performance and make a recommendation to the Board concerning reappointment of the President.

(5) Composition of Presidential Review Committee

The Presidential Review Committee shall consist of the persons required to be appointed to a Presidential Search Committee as specified in subsection 8(b) of this Article 2. The provisions of Article 2(8) shall apply to the Presidential Review Committee and its deliberations with the necessary changes being made.

(6) Report and Recommendation

The Presidential Review Committee shall complete its review and make a recommendation to the Board on the President's request for re-appointment within three months of its appointment. Forthwith upon receipt of the recommendation a special Board meeting shall be convened and the recommendation of the Presidential Review Committee shall be accepted or rejected.

(7) **Conversion to Presidential Search Committee**
If the Board does not reappoint the incumbent President for a further term, the Presidential Review Committee shall be automatically constituted as a Presidential Search Committee.

(8) **Presidential Search Committee**

(a) **Appointment of Committee**

The Board may establish a Presidential Search Committee at any time, and shall do so when:

- (i) the position of President is vacant; or
- (ii) if an incumbent President has not been renewed and no less than 18 months remain in the current term of the President.

(b) **Members of the Presidential Search Committee**

The Presidential Search Committee shall consist of the following persons:

- (i) The Chair and Vice-Chair of the Board and seven other Governors appointed by the Board, including at least one Vice-President, one faculty member, one student and one alumnus;
- (ii) Two faculty members of the Senate chosen by the Senate.

If any member of the Presidential Search Committee, other than an ex officio member, is unable or unwilling to continue to act as a member of the Presidential Search Committee, the body appointing such member may, in a timely fashion, appoint a new member to the Presidential Search Committee to replace that member. The Presidential Search Committee shall continue with its deliberations pending appointment of any such replacement member.

(c) **Chair and Vice-Chair**

The Board Chair and Vice-Chair shall be the Chair and Vice-Chair respectively of the Presidential Search Committee. The Chair shall have a vote on all matters coming before the Presidential Search Committee.

(d) **Disqualification**

No person may be or continue to be a member of the Committee if that person is or becomes an applicant for the position.

- (e) **Committee Process**
The Chair of the Presidential Search Committee shall convene the Committee as soon as possible after all members have been appointed. The Committee's first order of business shall be to determine the process to be followed in searching for a new President.
 - (f) **Procedures at meetings**
Except as otherwise established by the Board, all meetings of the Committee shall be conducted in accordance with the usual rules of parliamentary procedure as set out in the current edition of Roberts Rules of Order.
 - (g) **Reporting**
The Committee shall present a written report to the Board which shall be delivered to the Chair. The report shall recommend one of the applicants for appointment as President or shall state that no qualified candidate was identified by the Committee.
This report shall be delivered in sufficient time to permit the University to conduct negotiations with the successful candidate and for the candidate to give notice to his or her current employer with a view of having the new President on campus as soon as practical following termination of the current President's term.
 - (h) **Decision**
The Board will consider the report of the Presidential Search Committee within one month of its being delivered to the Chair and following such further process, including interview of the candidate, as it deems appropriate, may appoint the recommended applicant as President.
- (9) **Acting-President**
When the office of President is vacant, the Board shall appoint an Acting President.

SECTION 5 THE SENATE

Article 1. Senate Powers

Subject to the powers of the Board, the Senate shall have and may exercise the powers and authority described in Section 13 (2) of the Act of Incorporation.

SECTION 6 REMOVAL OF APPOINTEES

Article 1

For cause, the Board may revoke the appointment of the President or upon the recommendation of the President, anyone it appoints or election of anyone it

appoints or elects to any position at any meeting of the Board if the Agenda for the meeting included with the notice refers to the proposed revocation.

SECTION 7 AMENDMENTS AND SUSPENSION

Article 1

These By-Laws may be repealed, amended or temporarily suspended by the majority vote of a quorum at any meeting of the Board called in whole or in part for that purpose, seven days notice having been given. With the notice calling such Meeting, there shall be enclosed a copy of the proposed repeal, amendment or suspension.

SECTION 8 CONFLICTS OF INTEREST

Article 1. Purpose

The purpose of the rules set out in this Section is to facilitate the understanding of conflict of interest situations and to establish appropriate procedures that will allow the University to resolve such situations in the University's best interest.

Article 2. Definition of Conflicts of Interest

A Board member shall be deemed to have a conflict of interest for the purpose of this by-law where:

- (a) the member has, or would appear to have, a pecuniary or other personal interest, or
- (b) a conflicting duty owed to a third party in a matter under consideration by the Board, or a committee of the Board,

such that the member would not be perceived to be able to consider the matter in an impartial and objective manner.

Article 3. Rules Governing Conflicts of Interest

- (a) For purposes of this Section 9:
 - i. 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
 - ii. two persons are relatives if they are related by blood, marriage or adoption.
- (b) A member of the Board who has a conflict of interest, as defined in subsection 2 with respect to any contract, transaction or appointment or other matter coming before the Board or any proposed contract, transaction, appointment or matter under consideration by the Board or a committee

of the Board shall:

- i. declare the nature and extent of the interest as soon as possible and no later than the meeting at which the matter is to be considered;
 - ii. refrain from taking part in any discussion or vote related to the matter; and
 - iii. withdraw from the meeting when the matter is being discussed.
- (c) A member of the Board who is a student, or whose partner or relative is a student, may take part in discussions and vote on all matters relating generally to the financial operations of the University, except for those matters in which the member's interest or that of his/her partner or relative is not the same or substantially the same as that of the other students of the University.
- (d) A member of the Board who is an employee of the University, or whose partner or relative is an employee of the University, may take part in discussions and vote on all matters relating generally to the financial operations of the University, other than matters in which the member's interest or the interest of the member's partner or relative is not the same or substantially the same as that of other employees of the University.
- (e) Where the Board or a committee of the Board to which the Board has delegated authority is of the opinion that a conflict of interest exists that has not been declared, the Board or committee may declare, by a resolution carried by two-thirds of the members present at the meeting, that a conflict of interest exists and in each such case the provisions of sub-sections (b) ii and iii of this bylaw shall apply as if the member had declared the interest.

SECTION 9 CONFIDENTIAL MATTERS

Article 1

- (1) All Governors shall keep in strict confidence all information acquired in connection with performance of their duties as Governors of the University and will not publish, communicate, divulge or disclose to any third party any such information except as required by law or as agreed by the Board.
- (2) Any Governor found to be in violation of this Article may, by resolution of the Board, be suspended from the Board, in the manner provided by in accordance with these By-Laws.

SECTION 10 CONFIDENTIALITY OF BOARD MEETINGS AND RECORDS

Article 1

- (1) All meetings of the Board and its Committees are confidential and shall not be open to the public unless the Board by resolution declares any meeting to be open to the public. Only members of the Board and its Committees and invited guests shall be entitled to attend meetings of the Board and its Committees and, unless a meeting is public, shall treat all matters discussed and information received as strictly confidential

- (2) All Minutes and records of meetings and proceedings of the Board or its Committees, including past meetings and proceedings, and any summary of the substance of such meetings and proceedings shall be confidential and not open for inspection by the public and shall be disclosed only to persons authorized by the Board to receive such information.

SECTION 11 NOTICES

Article 1

Notices to governors required by these By-laws may be provided by any one or more of the following methods:

- (a) by personal delivery;
 - (b) by courier;
 - (c) by regular post to an address provided by the governor;
 - (d) by electronic transmission to an email address provided by the governor; or
 - (e) by way of posting, with subsequent e-mail notice to governors, to the internet board portal administered by the University Secretary.
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