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## SENATE BYLAWS

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## ARTICLE I – INTERPRETATION

The *University Act*, Part 7, 35.2 sets out the composition, powers and duties of the Senate of a special purpose teaching university. The legislation sets forth a bicameral or shared governance structure for decision-making between the Board and the Senate. 35.2 (4) of the *University Act* states:

*The senate of a special purpose, teaching university must make bylaws for the conduct of the business of the senate, including bylaws specifying the duties of members of the senate in conflict of interest situations.*

The ECUAD Senate Bylaws set forth a framework that is both operational and ethical: they articulate principles of good governance, where “the ultimate role of good governance is to ensure the effectiveness, credibility and viability of the organization.” (Broadbent Report)

The effective governance of the University is contingent on Senate members fulfilling their roles and responsibilities to the highest standards of conduct. Duty of Integrity, Duty of Loyalty, Duty of Care, Duty of Confidentiality and Duty of Skill comprise the Code of Conduct, as per Senate Bylaws 7 Code of Conduct a) – e).

Pursuant to these Bylaws, the Senate will govern with a style that is:

- Accountable to Stakeholders
- Consensus Oriented
- Collegial
- Open and Participatory
- Effective and Efficient
- Ethical
- Transparent
- Responsive
- Equitable and Inclusive
- Strategic in Vision

Should the Bylaws of the Senate be at variance with the *Act* or at variance with regulations promulgated pursuant to the *Act*, the *Act* and the regulations shall take precedence.

## ARTICLE II – DEFINITIONS

In these Bylaws:

“ <b>Academic Administrator</b> ”	means a Dean, Vice President, or similar employee of the University whose primary responsibility is to provide administrative services in support of education or training offered by the university, and does not include the President;
“ <b>Act</b> ”	means the <i>University Act</i> ;
“ <b>Board</b> ”	means the Board of Governors of the University;
“ <b>Faculty Member</b> ”	means a person employed by the University as an instructor, a lecturer, an assistant professor, an associate professor, a professor or in an equivalent position designated by the Senate who is elected to the Senate;

<b>“Non-voting Member”</b>	means the non-voting member of Senate that may be appointed to the Senate by the Board pursuant to the <i>Act</i> ;
<b>“President”</b>	means the Chief Executive Officer of the University;
<b>“Registrar”</b>	means the VP Enrolment + Student Services, Registrar, of the University;
<b>“Related Person”</b>	means a spouse, child, parent or sibling of the Senate member;
<b>“Senate Member” or “Member”</b>	means a member of the Senate including any non-voting member;
<b>“Special Purpose Teaching University”</b>	means the Emily Carr University of Art and Design, as defined in the <i>Act</i> ;
<b>“Student Member”</b>	means a student as defined in the <i>Act</i> who is in good standing at the University and who is elected to the Senate;
<b>“Support Staff Member”</b>	means an employee of the University, other than a member of a faculty, a member of the teaching staff, the President, the Vice-Presidents, the Deans, the University Librarian or the Registrar, who is elected to the Senate;
<b>“University”</b>	means the Emily Carr University of Art and Design.

### ARTICLE III – COMPOSITION

The composition of the Senate shall be that as set out in Part 35.2(2) of the *Act*.

### ARTICLE IV – ELECTIONS AND TERMS OF OFFICE

1. The Registrar shall conduct the elections required with respect to Senate members in accordance with the *Act* and the rules for nominations, elections and voting made by the Senate.
2. The term of office for members, and the procedure for filling vacancies are as set out in the *Act*, Section 36.
3. The Senate may approve a leave of absence for a Member in accordance with Senate policies and procedures. If the leave is in excess of three (3) months, the position must be filled for the duration of the leave as per procedures for filling vacancies as set out in the *Act*, Section 36.
4. Any elected member who is absent for three (3) consecutive meetings shall be declared by the Secretary to have vacated his/her seat on the Senate unless these absences have been authorized by resolution of the Senate.
5. Any student member who ceases to be a student in good standing at the University, or any staff or faculty member who ceases to be an employee of the University, shall be declared by the Secretary of Senate to have vacated his/her seat on the Senate.

### ARTICLE V – STRUCTURE OF SENATE

#### 1. Officers of Senate

- a) The Officers of Senate shall consist of the Chair, the Vice-Chair, one Member-at-Large, and the Secretary of Senate.

- b) The Chair of Senate is the President of the University as indicated in the *Act*.
- c) The Vice Chair of Senate is the Vice President Academic + Provost.
- d) The Member-at-Large of Senate shall be elected every year by and from all Senate members.
- e) In accordance with the *Act*, the Secretary of the Senate is the Registrar.
- f) The Officers together shall make up the Executive of the Senate.

## 2. Duties of the Officers and Members of Senate

- a) Chair shall:
  - i) preside over all meetings of the Senate and the Senate Executive meetings;
  - ii) call meetings of the Senate as provided for in these Bylaws and in the *Act*;
  - iii) determine and announce the business and the order in which it is acted upon;
  - iv) execute documents as authorized by the Senate;
  - v) maintain a liaison with the Board;
  - vi) be the spokesperson and representative of the Senate; and,
  - vii) perform such other duties as determined by the Senate.
- b) Vice Chair shall:
  - i) fulfill the duties of the Chair in his/her absence; and,
  - ii) assist the Chair in the performance of his/her duties.
- c) Secretary shall:
  - i) conduct all elections for Senate members as outlined in the *Act*;
  - ii) conduct all elections for the Senate officers, and other matters to be decided by vote as determined by the Senate;
  - iii) provide guidance to the University Secretariat office:
    - (i) in maintaining the Senate record book of minutes;
    - (ii) in maintaining a current list of Senate Members, appointment dates and terms;
    - (iii) in facilitating the preparation of the agenda, timely preparation and distribution of all materials for the Senate and Executive meetings; and,
    - (iv) in the completion of any other duties as required to ensure the efficient operation of the Senate.
- d) Senate Members shall:
  - i) act in what the member considers to be the best interest of the University even if that conflicts with the wishes of any constituency that the member may represent on the Senate; and,
  - ii) consult with any constituency the member may represent and communicate to such constituency on a regular basis the matters dealt with at the Senate.

- e) Senate Executive
  - i) The Senate Executive will consist of the Officers of the Senate as described in these Bylaws.
  - ii) The Executive shall be subject to the order of the Senate, and none of its acts shall conflict with action taken by the Senate.
  - iii) Unless otherwise ordered by the Senate, regular meetings of the Executive shall be held at the call of the Chair.
  - iv) The Senate may delegate authority to the Executive to make certain decisions and/or perform such actions as necessary, with that authority being approved by resolution of the Senate.

## ARTICLE VI – SENATE ADMINISTRATION AND OPERATIONS

### 1. Regular and Special Meetings

- a) General
  - i) The meetings of Senate and its Committees shall be governed by:
    - (i) the *Act*,
    - (ii) these Bylaws and by policy established pursuant to these Bylaws;
    - (iii) *Robert's Rules of Order*, as revised.
    - (iv) The Senate normally meets monthly except during summer months.
    - (v) Extraordinary or emergency meetings may be held with the agreement of the Senate or at the request of the Chair, with appropriate notice.
    - (vi) At an extraordinary or emergency meeting only the matter(s) specified in the notice convening the meeting shall be considered.
- b) Meeting Quorum
  - i) A quorum of the Senate shall consist of 50% plus one of the eligible voting members.
  - ii) If within a half an hour from the time appointed for a meeting of the Senate a quorum is not present, the meeting shall stand adjourned to a date and time and place to be determined by the Chair, and if, at the adjourned meeting, a quorum is not present within a half an hour of the appointed time for the meeting, the Members present shall be a quorum.
  - iii) A Senate member may participate in a meeting of the Senate or of any committee of the Senate by a means of a conference telephone or other communication device by which all members participating in the meeting can hear each other. A member participating in accordance with this Article shall be deemed to be present at the meeting and shall be counted in the quorum.

### 2. Agenda

- a) The agenda and minutes of the Senate shall be public and be posted for the University at large by print or by electronic means.
- b) All agenda items will normally be drawn from motions and discussions made at meetings of Standing or Ad Hoc committees.

- c) Any member or constituency of the University may bring an agenda item to the Chair for consideration. If the Chair cannot determine an appropriate route for the item, the Senate may discuss the matter at a regular or extraordinary meeting and assign the matter to a Standing or Ad Hoc committee, who will report their deliberations to the Senate.

### **3. Voting**

- a) A simple majority of a quorum of the voting members is required to carry a motion.
- b) Each voting member shall have one vote on a motion.
- c) The name of the maker of a motion or the seconder of any motion shall not be recorded in the minutes.
- d) The names of those voting for or against any motions shall not be recorded in the minutes unless a member requests that their vote be recorded.
- e) Only the vote of members present at a meeting will be counted. No absentee voting or voting by “proxy” will be permitted for any motions or elections.
- f) In extraordinary circumstances, resolutions may be presented for Senate consideration by “remote voting”. The resolution shall be sent to all Senate members. The vote shall be returned to the University Secretary either by original signature, facsimile signature, e-signature, or by email confirmation. Resolution may be signed in counterparts. The resolution shall be considered valid if a quorum of voting members respond to the University Secretary in the time frame indicated in the notice of resolution.
- g) At the next regular meeting of the Senate, the resolution as determined by “remote voting” shall be read into the minutes and shall be prima facie evidence of the fact and of the action taken.

### **4. Presentations to Senate**

- a) Individuals or groups wishing to make presentations should contact the University Secretary within time frames established by Senate policies and procedures.
- b) Presentations will be guided by Senate policies and procedures.

### **5. Status of Observers**

- a) Meetings of the Senate and Standing Committees, with the exception of the Appeals meetings, shall normally be open to the University community and members of the public.
- b) The Chair shall have the right to declare the meeting or any portion of the meeting “In Camera” and close the meeting to the public if a topic on the agenda contains material that is determined to be private or confidential.
- c) The Chair may, when appropriate, recognize observers or request a statement of clarification from an observer.

## **ARTICLE VII – COMMITTEES**

1. The Senate shall appoint such Standing and Ad Hoc Committees as it, from time to time, shall determine necessary.
2. The Senate shall determine the membership, the method of appointment or electing members to each Standing and Ad Hoc Committee.
3. The Senate shall approve Terms of Reference for each committee established.

4. The Senate may delegate to one or more committees those of its powers as it may determine, and as passed by a 2/3 majority vote of the Senate.

## ARTICLE VIII – INDEMNIFICATION

Every Senate member and Officer of the Senate and his/her heirs, executors and administrators, and estate and effect 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 which such Senate member or Officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her for, or in respect of, any act, deed, matter or thing whatsoever made, done or permitted by him/her in or about the execution of the duties of the office; and,
- b) all other costs, charges and expenses which he/she sustains or incurs in or about, or in relation to the affairs thereof, except such costs, charges or expenses are occasioned by his/her own wilful neglect or default.

## ARTICLE IX – RESIGNATION OF SENATE MEMBERS

The resignation of any member of the Senate shall be made by notice in writing, addressed and delivered to the Senate Chair.

## ARTICLE X – CONFLICT OF INTEREST AND CODE OF CONDUCT

### 1. General

A member of the Senate holds a position of trust. As such there is a general obligation on him/her to avoid situations of conflict of interest. Each member, regardless of how he or she becomes a member, has a responsibility first and foremost to the welfare of the University and must function primarily as a member of the Senate, not as a member of any particular constituency.

Given the nature of Senate activities, members of Senate will occasionally find themselves in potential conflict of interest situations. The constituent specific guidelines are intended to be parallel to the historical nature of interest conflicts. That is, those of primarily a pecuniary interest.

#### Definitions in this Statement:

- "Member"** means a person either appointed to the Senate or a person elected by a constituency as provided in the University Act, or a person who is on the Senate because of a position held;
- "Related person"** means a spouse, child, parent, or sibling of the member;
- "Adjudicator"** means a person identified by the Senate to assist in determining a declaration of conflict of interest.

### 2. Conflict of Interest

A conflict of interest arises when a Senate member's private interests supersede or compete with his/her dedication to the interest of the University. This could arise from *Real*, *Potential* or *Apparent* Conflict of Interest for a Senate member or related persons and may be financial or otherwise. For this purpose:



- a) A "**Real Conflict of Interest**" occurs when a Senate member exercises an official power or performs an official duty or function and at the same time, knows that in the performance of this duty or function or in the exercise of power there is the opportunity to further a private interest.
- b) A "**Potential Conflict of Interest**" occurs when there exists some private interest that could influence the performance of a member's duty or function or in the exercise of power provided that he or she has not yet exercised that duty or function.
- c) An "**Apparent Conflict of Interest**" exists when there is a reasonable apprehension, which reasonably well informed persons could properly have, that a Real Conflict of Interest exists on the part of the member.

### 3. Declaration of Conflict

- a) Senate members must arrange their private affairs and conduct themselves in a manner to avoid a conflict of interest. In cases when a conflict cannot be avoided, a Senate member has an obligation to declare a conflict of interest prior to discussion or decision of an issue. Upon declaration of a conflict the person recording the events of the meeting should duly note the declaration and the Senate member must:
  - i) In an in-camera session or committee meeting, absent him/herself from the proceedings during discussion or voting on that particular matter, contract or arrangement;
  - ii) In a public session, refrain from discussing or voting on that particular matter, contract or arrangement.
- b) Where a Senate member is unsure of whether he/she is in conflict that member should raise the perceived potential conflict with the Senate, and the Senate should determine by majority vote whether or not a conflict of interest exists. The member perceived to be in conflict should refrain from voting on the issue.
- c) Where a conflict of interest is discovered after consideration of a matter, the conflict must be declared to the Senate and appropriately recorded at first opportunity. If the Senate determines that involvement of said member influenced the decision of the matter, the Senate shall re-examine the matter and may rescind, vary, or confirm its decision.
- d) Any Senate member who perceives another member to be in conflict of interest in a matter under consideration must identify the perceived conflict to the Senate at the first opportunity. The Senate should determine by majority vote whether or not a conflict of interest exists. The member perceived to be in conflict should refrain from voting.
- e) Where a Senate member has been declared by vote to be in conflict of interest, and that Member is in disagreement with the decision of the Senate he/she may appeal the decision through the steps outlined in Section (4) below. Until the appeal process is completed, the Senate member perceived to be in conflict either stands aside on the given issue or continues at risk of acting in conflict and being subject to the associated penalty(s).
- f) At the discretion of the Senate, the Senate may invite the member in conflict to state his or her position on the issue in question prior to absenting him/herself.

### 4. Appeal of Declaration of Conflict

- a) If the Senate has exhausted all possible means of resolving a conflict of interest declaration and the Senate members(s) in question and the Senate are still at an impasse, then, upon mutual consent of both parties, the determination of conflict shall be referred to Adjudicator(s) to review and make a determination on a perceived conflict of interest.
- b) The process for appealing a declaration of conflict will require the following:

- i) The Senate shall identify Adjudicator(s) to review and make a determination on a perceived conflict of interest;
- ii) The Senate shall submit a report to the Adjudicator and a copy to the member in question within seven (7) days of the request for adjudication documenting the nature of the perceived conflict, and the background leading to the impasse;
- iii) The Senate member(s) perceived to be in conflict shall submit a report to the Adjudicator(s) and a copy to the Senate within seven (7) days of the request for adjudication documenting the nature of the perceived conflict, their rationale for not being in conflict, and the background leading to the impasse;
- iv) The Adjudicator(s) shall review the documentation, gather any other additional information required to make an informed decision, and provide the Senate with a determination on the declaration of conflict of interest within two weeks of receiving the request for adjudication or may, if further review is necessary, request an extension from the parties involved.

#### 5. Punitive Action Associated with Conflict of Interest

- a) A second role for the Adjudicator(s) is to recommend to the Senate any punitive action to be directed to a Senate member deemed to be in conflict. The Senate shall have the power and ability to impose punitive action including one or more of the following:
  - i) Letter of reprimand; and/or
  - ii) Recommendation that a Senate member(s) resign from the Senate

#### 6. General Guidelines for Declaring Conflict of Interest

The following examples of conflict of interest are intended to provide general guidelines for declaring conflict of interest. These examples should not necessarily be considered exhaustive.

- a) A "**pecuniary interest**" exists when a matter is before the Senate which:
  - i) affects a private company in which a member or related persons are a proprietor or shareholder;
  - ii) affects a public company in which the member, or related persons hold more than 10% of the shares issued of that public company;
  - iii) affects a partnership or firm in which the member, or related persons are a member;
  - iv) affects a corporation in which the member is a director;
  - v) affects an organization in which the member is a senior officer;
  - vi) affects a private society, Crown Corporation or other organization in which the member by virtue of office holds a position of influence.
- b) A "**conflict of interest due to representation of, or relation to, a specific constituency**" may occasionally arise. In general, voting on matters which have an effect on a broad group (i.e.: students, staff, faculty) by a member of that group is not considered a conflict of interest. Conflict could reasonably be considered to exist however for the following:
  - i) decisions directly affecting the closure of a specific instructional program, area or Faculty in which:
    - (i) student members are enrolled in the program;
    - (ii) faculty or staff members are employed in the program/area;
    - (iii) members with related persons are enrolled in or employed in the program.

## 7. Code of Conduct

The effective governance of the University is contingent on Senate members fulfilling their roles and responsibilities with the highest standards of conduct. The following outlines the duties demanded of members of the Senate:

- a) Duty of Integrity: to act honestly and in good faith;
- b) Duty of Loyalty: to give one's loyalty to the University when acting on behalf of the Senate;
- c) Duty of Care: to act in a prudent and diligent manner, keeping informed as to the policies, academic and business affairs of the University;
- d) Duty of Confidentiality: notwithstanding the need of Members to make an informed decision on an issue before the Senate by obtaining input from internal and external communities, members are to ensure that information which is normally considered confidential remains so; and,
- e) Duty of Skill: to use one's level of knowledge and one's expertise effectively in dealing with the affairs of the Senate and University.

Conduct of members contrary to the above duties may be subject to review by the Senate, and subsequent punitive action similar to the Conflict of Interest Bylaw may be imposed. The appeal process outlined in the Conflict of Interest Bylaw will be made available to either party in a dispute.

## ARTICLE XI – BYLAW AMENDMENTS

1. By giving notice of a motion at a regular meeting of Senate, these Bylaws may be amended at a subsequent regular meeting of the Senate, subject to the *University Act*.
2. Resolutions for amendments to the Bylaws require a two-thirds (2/3) majority of affirmative votes of the voting members in attendance at the meeting where a quorum is established.