



emily carr
university of art + design

BOARD OF GOVERNORS BYLAWS

**CONTINUED UNDER THE *UNIVERSITY ACT*
APPROVED BY RESOLUTION OF THE BOARD
MARCH 2011**

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PART I – INTERPRETATION

1. PRECEDENCE

Where the Bylaws of the Board are at variance with the *University Act* or at variance with regulations promulgated pursuant to the *Act*, the *Act* and the regulations shall take precedence.

2. INTERPRETATION

“Act”	means the <i>University Act</i> of the Province of British Columbia
“Board”	means the Board of Governors (including committees of the Board of Governors) of Emily Carr University of Art + Design as constituted under the <i>Act</i> .
“University”	means Emily Carr University of Art and Design
“Policy”	means those policies adopted by the Board, Senate or President’s Executive Committee to govern the affairs of the University.
“Internal Member”	means members of the Board who are the faculty members, an employee, and students elected by their respective constituencies, and the President + Vice-Chancellor.
“External Member”	means a Board Member appointed by the Lieutenant Governor in Council
“Related Person”	means a spouse, child, parent, or sibling of the Board member.

PART II – ADMINISTRATION

1. HEAD OFFICE

The legal address of the University is:
Emily Carr University of Art and Design
1399 Johnston Street
Vancouver, BC V6H 3R9

2. SEAL

The Seal, an impression stamped in the margin hereof, shall be the corporate seal of the University.

3. EXECUTION OF DOCUMENTS

The execution of documents required to be in writing shall be in accordance with the *Act* and the policies of the Board.

4. BOOKS AND RECORDS

The Board shall ensure that all necessary books and records of the University required by these Bylaws or by an applicable statute or law are regularly and properly kept. Such books and records shall be kept in the custody of the University Secretariat.

PART III – BOARD OF GOVERNORS

1. BOARD

- a. The powers and duties of the Board shall be as defined in the *Act*.
- b. The affairs of the University shall be managed by the Board as set out in the *Act*.
- c. The members of the Board shall be appointed or elected in the manner provided in the *Act*.
- d. The following “Oath of Office” shall be sworn, signed and dated before the Board at the commencement of all members’ first meeting with the Board. Either the Board Chair, Registrar or a Commissioner for Oaths may administer the Oath:

“I, _____, sincerely promise and affirm that I will truly, faithfully and impartially, to the best of my ability, executive the duties and responsibilities of my position as a member of the Board of Emily Carr University of Art + Design. I have read and agree to abide by these Bylaws, including the Code of Conduct and Conflict of Interest.”

2. CHAIR AND VICE-CHAIR

a. Election and Term of Office

- i) At a meeting of the Board held annually and designated as the Annual Meeting, a Chair and a Vice-Chair of the Board, who in the absence of the Chair will assume the duties and responsibilities of the Chair, shall be elected by resolution of the members of the Board.
- ii) Three Directors-at-Large shall also be elected by resolution of the members of the Board.
- iii) All shall be eligible for re-election.
- iv) The Chair, Vice-Chair and/or Directors-at-Large may be removed from office by resolution of the Board.
- v) The Chair, Vice-Chair and three Directors-at-Large shall comprise the Board Executive Committee.

b. Vacancies

- i) Vacancies on the Board will be handled as indicated in *Sections 24 and 25* of the *University Act*
- ii) In the event that the Chair should vacate his/her office during the year or cease to be a member of the Board, the Vice-Chair shall become Chair of the Board for the remainder of the year and the Board may elect a Vice-Chair in the manner prescribed.
- iii) If the Vice-Chair should vacate his/her office or cease to be a member of the Board then the Board may elect a Vice-Chair to serve for the remainder of the year in the manner prescribed.
- iv) If a Director-at-Large should vacate his/her office or cease to be a member of the Board then the Board may elect a Director-at-Large to serve for the remainder of the year in the manner prescribed.

c. Duties of Chair and Vice-Chair

The Chair shall:

- i) call meetings of the Board and preside at all meetings of the Board;
- ii) witness, with the President + Vice-Chancellor and/or Vice President Finance + Administration, documents authorized by the Board;
- iii) appoint Board committee members and committee chairpersons;
- iv) maintain regular liaison with the President + Vice-Chancellor;
- v) be the spokesperson for the University; all major official statements on behalf of the University will be discussed, where possible, by the entire Board prior to release by Board Chair;
- vi) be the representative of the Board for any matter dealt with by the Board;
- vii) delegate authority to the President + Vice-Chancellor or to a senior administrator for routine inquiries by the press, or when the situation warrants a response from the administration;
- viii) where not specified in these bylaws or in legislation or regulation, have such powers and duties as prescribed in *Roberts' Rules of Order*; and,
- ix) have such other powers and duties as may from time to time be assigned by the Board or as are incident to the office.

The Vice-Chair shall:

- i) perform such duties as may be assigned to him/her by the Board and, in the absence or inability or refusal to act of the Chair, shall perform all the duties of the Chair as hereinbefore provided.

3. ANNUAL MEETING

The Annual Meeting of the Board shall be held each year at the date, time and place agreed to by the Board.

4. MEETINGS

- a.** Meetings of the Board shall be held as often as necessary to transact the business of the University and in any event not less than once every three months, pursuant to the *University Act*, at such place as the Board may from time to time determine.
- b.** Meetings of the Board and its committees shall be governed by the *Act*, these Bylaws, Board policy and procedures as approved and *Roberts Rules of Order* in respect of procedural matters not governed by the *Act*, these Bylaws or policies and procedures.

c. Public and In Camera Meetings

All Board meetings shall be considered open to observers from the University community and members of the public unless matters under consideration by the Board pertain to any of the issues listed below. The Chair may, when appropriate, recognize observers or request a statement of clarification from an observer.

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. In Camera meetings shall include only members of the Board (unless excused by the Board under the “Conflict of Interest” bylaw) and those individuals specifically invited by the Chair to provide resource information or advise as required. In Camera meetings are normally called when considering the following matters:

- i) Personnel, salaries, conditions of employment or collective bargaining (labour relations);
- ii) The conduct, discipline, or suspension of individual students;
- iii) Potential liability of the University, the Board or Board members, litigation or legal advice provided to the Board;
- iv) The acquisition, disposition or granting of a security interest in real property;
- v) The calling of tenders for facilities construction, or calling of tenders or proposals for contracts pertaining to other services the University is considering where the Vice President Finance + Administration determines it is in the best interest of the University to maintain confidentiality;
- vi) Contracts where it is in the interests of the University to maintain confidentiality;
- vii) Budget discussions;
- viii) Any other topic that in the opinion of the Board Chair is of a confidential nature, or topics that under advice of the University Privacy Officer should be kept confidential.

Confidentiality

The details of any matter discussed at an In Camera or committee meeting of the Board shall be held in strict confidence by all those in attendance. By resolution of the Board, any of the matters discussed at an in-camera or committee meeting may be brought forward for discussion at a public meeting.

d. Extraordinary Meetings

- i) A special (extraordinary) meeting of the Board may be called by the Chair.
- ii) Forty-eight hours’ notice in writing shall be given of any special meeting of the Board to each Board member by delivery of the same to a place designated by him/her for notice.
- iii) Written notice of any special meeting of the Board may be waived provided that reasonable steps have been taken to notify all members of the meeting and that not less than the number of members required to make a quorum agree to the waiving of the written notice.
- iv) No business other than that for which the meeting is called shall be conducted at the meeting.

e. Attendance

- i) Attendance at meetings shall meet the requirements of the *Act*.
- ii) Arrangements may be made to attend Board meetings or committee meetings by teleconference or other communication device by means of which all members participating in the meeting can effectively communicate with each other. Members

participating from “off-site” in a manner described above shall be deemed to be present at the meeting and counted in the quorum.

f. Agenda

- i) The Chair of the Board in consultation with the University Secretary and President + Vice-Chancellor shall prepare and submit an Order of Business called an Agenda for each meeting of the Board.
- ii) The Board may, by resolution, change or specify the order of the Agenda.

g. Actions of the Board

Unless required to be exercised by by-law, the action of the Board upon any matter coming before it shall be evidenced by resolution. The entry thereof in the minutes shall be prima facie evidence of the fact and of the action taken without proof of the name of the mover, seconder, or number or proportion of votes taken in favour of or against such resolution.

h. Validity of Proceedings

- i) No act or proceeding shall be valid or binding on the Board unless such act or proceeding has been adopted by resolution at a meeting called and held as herein provided.
- ii) In extraordinary circumstances, resolutions may be presented for Board consideration by “remote voting”. The resolution shall be sent to all Board members. The voting shall be returned to the University Secretary, signed by all members of the Board, either by original signature, faxed signature, e-signature, or by email confirmation. Resolutions may be signed in counterparts. The resolution shall be considered valid if a quorum of voting members responds to the University Secretary.
- iii) At the next regular meeting of the Board 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.
- iv) At all meetings of the Board a resolution shall be passed by the affirmative vote of the majority of the members present at a meeting at which a quorum is present.

i. Quorum

- i) A majority of members of the Board, or committee of the Board, holding office as defined in the *Act* constitutes a quorum for the transactions of business of the Board or the committee.
- ii) Should there be no quorum present, after a reasonable time period as determined by the Chair, the meeting shall stand adjourned to a date fixed by the Chair. The names of the members present shall be recorded.

j. Meeting Notice

Notices of upcoming regular meetings of the Board shall be given at the previous regular meeting of the Board. Notices for extraordinary meetings are as in these bylaws, Section 4 d (ii).

k. Presentations to the Board

The Board welcomes presentations at public meetings from parties on matters of interest to them. Individuals or groups wishing to make presentations should contact the University Secretary within time frames established by Board policies and procedures. Presentations will be guided by Board policies and procedures.

5. INDEMNIFICATION

Every Board Member and Officer of the University 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:

- i) all costs, charges and expenses whatsoever which such Board 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 his office; and,
- ii) 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 as are occasioned by his/her own wilful neglect or default.

6. REMUNERATION OF BOARD MEMBERS

Members of the Board shall be reimbursed by the University for any reasonable travelling and out-of-pocket expenses necessarily incurred by them in the discharge of their duties in line with expense reimbursement policies, procedures and guidelines of the University.

7. RESIGNATION OF MEMBERS OF THE BOARD

The resignation of any member of the Board shall be made by notice in writing, addressed and delivered to the Board Chair or President + Vice-Chancellor and for appointed members also delivered to the Minister designated under the University Act.

8. COMMITTEES OF THE BOARD

The Board may from time to time appoint committees, consisting of such members of the Board as may be appointed members thereof by the Board, or by the Chair of the Board if so empowered, to act in an advisory capacity to the Board in connection with the particular field of activity referred to each of the committees.

PART IV – CODE OF CONDUCT AND CONFLICT OF INTEREST

1. GENERAL

The Board is responsible for the overall stewardship of the University, ensuring that the University complies with policies, bylaws and procedures that govern the University's operations. In discharging its responsibilities, the Board is expected to comply with all applicable laws and regulations, and to operate within the highest ethical and moral standards.

The Board will promote a culture of integrity at the University whether directly through its own actions, or indirectly through its interactions with the University's administration, senate, faculty, staff and students. The Board and its Members must refrain from any conduct which would call into question the integrity of the University, the Board or the Member.

This Code of Conduct and Conflict of Interest is intended to provide guidance to Members regarding the fiduciary duties and duty of care owed to the University, however nothing in this Part is intended to replace or modify any obligation or liability imposed upon the Board or Member in law or equity.

In addition to the defined terms set out in Part I – Interpretation, the following terms used in this Part IV have the following meanings.

- “Close Relative” means a parent, spouse, sibling, child, aunt or uncle of a Member, and the child or spouse of any of them;
- “Conflict” means a potential, actual, or apparent conflict of interest and includes, without limitation, any circumstance in which (i) the Member or Related Person has a Private Interest, or (ii) the Member has a Private Duty.
- “Member” means either an Internal Member or External Member of the Board;
- “Private Duty” means a duty that a Member owes to someone other than the University;
- “Private Interest” means a direct or indirect economic interest or other personal benefit or advantage;
- “Related Person” means a person, entity, or association whose relationship to a Member is that of (i) a Close Relative, or (ii) corporation, partnership, trust or estate in which the Member or Close Relative of a Member has direct or indirect ownership or control of such corporation, is a director or officer, is a partner, or serves as a trustee.

2. CODE OF CONDUCT

Fiduciary Duty

Members owe a fiduciary duty to the University. This means that Members are required to act honestly and in good faith, with a view to serving the best interests of the University. The key components of this fiduciary duty are as follows. Members must:

- a. not put his or her self interest or the interest of others, ahead of the best interests of the University;
- b. not take personal advantage of opportunities that come before a Member in the course of performing his or her duties unless the opportunity and interest is disclosed and the University expressly permits it;
- c. avoid Conflicts and disclose to the Board any facts or situations which may create a Conflict or perception of a Conflict; and
- d. not disclose any confidential or non-public information relating to the University or its affairs (including its faculty, staff or students), or any discussions that occurred in any in camera meetings of the Board or Board committees.

Internal Members who are elected due to their position as a member of the faculty, staff or students of the University are not delegates of that group. While such Internal Members may express and take into account those interests and concerns, Internal Members have the same duty as External Members to

always act in the best interests of the University.

Duty of Care

Members also owe a duty of care to the University to exercise the degree of care, skill and diligence that would be reasonably expected from a member of a board of a comparable organization. This means that Members should:

- a. attend all regularly scheduled meetings of the Board (including the annual Board retreat or planning session), and of the Board committees on which the Member serves;
- b. diligently review all material provided in advance of Board meetings and where appropriate, request information that would allow the Member to properly participate in the Board's deliberations, make informed judgments, and exercise meaningful oversight;
- c. participate fully and frankly in the deliberations and discussions of the Board and its committees, applying reasoned judgement to each issue; and
- d. be generally knowledgeable about the academic, business and political environs within which the University operates.

Given that the Board is best able to fulfill its obligations to the University if the diverse views of its Members are voiced, Members are expected to present their views in a manner which respects and shows tolerance for other perspectives, and to be open minded when considering alternate approaches. However, once debate on an issue is over and a decision is made, all Members are expected to ensure that the decision stands as a united position of the Board.

3. CONFLICT OF INTEREST

Members must arrange their private affairs and conduct themselves in a manner to avoid a Conflict or perception of Conflict. In cases when a Conflict cannot be avoided, the Member has an obligation to disclose the Conflict to the Chair of the Board or the Chair of the Governance Committee so that steps can be taken to manage the Conflict. Where a Board member is unsure of whether he/she is in Conflict, that Member should raise the perceived potential Conflict with the Chair of Board or the Chair of the Governance Committee.

Members present at any meeting of the Board or Board committees must disclose any Conflict that relates to matters before the Board or committee before discussion of that matter. The minutes of the Board or committee meeting should duly note the declaration, and the Member with the Conflict must:

- a. for in-camera meetings, absent him/herself from the proceedings during discussion or voting on that particular matter, contract or arrangement; and
- b. for public meetings, refrain from discussing or voting on that particular matter, contract or arrangement.

At the discretion of the Board Chair, the Member with the Conflict may be invited to state his or her position on the issue in question prior to absenting him/herself from the discussions. Where a Conflict is discovered after consideration of a matter, the Conflict must be declared to the Board and appropriately recorded at first opportunity. If the Board determines that involvement of said Member influenced the decision of the matter, the Board shall re-examine the matter and may rescind, vary, or confirm its decision as required.

For purposes of clarification, student Members are permitted to vote on issues related to tuition and student fees.

Any Member who perceives another Member to have a Conflict must identify the perceived Conflict to the Chair of the Board or Governance Committee at the first opportunity.

Not more than 60 days after being appointed or elected to the Board, Members will be required to sign an acknowledgement that they have reviewed and will abide by these Bylaws, including this Part IV, Code of Conduct and Conflict of Interest. Thereafter, at least once a year, all Members will be asked to certify that neither the Member nor any Related Persons have a Conflict.

PART V - OFFICERS OF THE UNIVERSITY

1. OFFICERS

- a. The Officers of the University shall be the President + Vice-Chancellor, Vice-President, Finance + Administration (Bursar) and the Vice-President, Academic + Provost.
- b. Other officers, as the Board may from time to time determine, shall be appointed by resolution of the Board. The Officers shall exercise such powers and perform such duties as are assigned to them by the Board.

2. PRESIDENT + VICE-CHANCELLOR

- a. In accordance with the *Act*, the Board shall by resolution appoint the President + Vice-Chancellor who shall be the Chief Executive Officer.
- b. The President + Vice-Chancellor shall exercise such powers and perform such duties as are assigned by the *Act*, by any other enactment, by resolution of the Board.
- c. The President + Vice-Chancellor shall be remunerated by the University for his/her services in an amount determined by resolution of the Board, within Provincial Government guidelines, and shall receive such other entitlements of office as may be determined from time to time by resolution.

PART VI - EMPLOYEES OF THE UNIVERSITY

Subject to the *Act* and these Bylaws, the President + Vice-Chancellor or such person as he/she may designate, may appoint and define the duties and tenure of such employees as are necessary to carry on the business and operations of the University, other than those positions required by legislation to be appointed by the Board as indicated in Section 27(2)(g) of the *Act*.

PART VII - AMENDMENT OF BYLAWS

By giving notice of motion at a regular meeting, these bylaws may be amended at a subsequent regular meeting of the Board, subject to the *Act*.