



SENATE BYLAWS

**APPROVED BY RESOLUTION OF THE SENATE
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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)

Pursuant to these Bylaws, the Senate will carry out its responsibilities in a manner which is:

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

These Bylaws should be interpreted in a manner consistent with the *Act*. In the event of any inconsistency the *Act* will take precedence.

ARTICLE II – DEFINITIONS

In these Bylaws:

“Academic Administrator”	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;
“Act”	means the <i>University Act</i> ;
“Board”	means the Board of Governors of the University;
“Faculty Member”	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;
“Non-voting Member”	means the non-voting member of Senate that may be appointed to the Senate by the Board pursuant to the <i>Act</i> ;
“President”	means the President of the University;

“Registrar”	means the Registrar of the University;
“Related Person”	means a spouse, common law spouse, significant other, child, dependant, parent or sibling of the Senate member;
“Senate Member” or “Member”	means a member of the Senate including any non-voting member;
“Student Member”	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;
“Support Staff Member”	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;
“University”	means the Emily Carr University of Art and Design.

ARTICLE III – COMPOSITION

The composition of the Senate will be that as set out in Part 35.2(2) of the *Act*, as may be amended from time to time.

ARTICLE IV – ELECTIONS AND TERMS OF OFFICE

1. The Registrar will 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. In the case of elections run to fill vacancies, nomination papers will be deemed valid if received by the Registrar at least two weeks before the date of the election.
3. If a member is absent for more than three (3) consecutive meetings the Secretary of Senate will declare a vacancy and the position must be filled for the duration of the term of that position as per procedures for filling vacancies as set out in the *Act*, Section 36.
4. Any student member who ceases to be enrolled or a student in good standing at the University, or any staff or faculty member who ceases to be an employee of the University, will be declared by the Secretary of Senate to have vacated their seat on the Senate.

ARTICLE V – STRUCTURE OF SENATE

1. Duties of the Chair, Vice Chair and Secretary

- a) Chair is the President and will:
 - 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) consider recommendations from the Senate Executive Committee to determine the meeting business and the order in which it is acted upon by developing meeting agendas and will ensure that meeting agendas are distributed to all Senators;

- 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 is elected annually by the Members of Senate from voting Members of Senate and will:
- i) fulfill the duties of the Chair in their absence.
- c) Secretary is the Registrar and will:
- i) conduct all elections for Senate members as outlined in the *Act*;
 - ii) carry out all duties that Senate may require including:
 - (i) maintaining the Senate record book of minutes;
 - (ii) maintaining a current list of Senate Members, appointment dates and terms;
 - (iii) facilitating the preparation of the agenda, timely preparation and distribution of all materials for the Senate and Executive meetings; and,
 - (iv) the completion of any other duties Senate may require of the Secretary to ensure the efficient operation of the Senate.
- d) Senate Members will:
- 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 terms of reference for the Senate Executive Committee are described in policy 2.1.7 and the membership of the Executive will consist of the following:
 - Chair of Senate
 - Vice Chair of Senate
 - Secretary of Senate (non-voting)
 - Vice President Academic + Provost
 - One elected Member-at-Large of Senate who is elected every year by and from all Senate members
 - Two Faculty Senate members who are elected every year by and from all Senate members
 - One Student Senate member who is elected every year by and from the Student Senate members
 - One Dean who is elected every year by and from all Senate members
 - One Support Staff Senate Member who is elected every year by and from all Senate members
 - University Secretary (non-voting)
 - ii) The Executive will be subject to the order of the Senate, and none of its acts will conflict with action taken by the Senate.

- iii) Unless otherwise ordered by the Senate, regular meetings of the Executive will be held at the call of the Chair.
- f) The Chair, the Vice Chair, the Secretary of Senate, and the Senate Executive may be assisted in their duties by the University Secretariat.

ARTICLE VI – SENATE ADMINISTRATION AND OPERATIONS

1. Regular and Special Meetings

- a) General
 - i) The meetings of Senate will be governed by:
 - (i) these Bylaws;
 - (ii) policies or procedures established by Senate;
 - (iii) *Robert's Rules of Order*, as revised.
 - b) Timing of Meetings
 - i) The Senate will normally meet monthly except during summer months. Extraordinary or emergency meetings may be called by the Chair at the Chair's discretion, or, with appropriate notice. At an extraordinary or emergency meeting only the matter(s) specified in the notice convening the meeting will be considered.
 - c) Meeting Quorum
 - i) A quorum of the Senate will 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 will 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 will 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 will be deemed to be present at the meeting and will be counted in the quorum.

2. Agenda

- a) The agenda and minutes of the Senate will 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 Executive Committee or Senate as a

whole 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 will have one vote on a motion.
- c) The name of the maker of a motion or the seconder of any motion will not be recorded in the minutes.
- d) The names of those voting for or against any motions will 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 will be sent to all Senate members. The vote will 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 will 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” will be read into the minutes and will 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, will normally be open to the University community and members of the public.
- b) The Chair will 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 will appoint such Standing and Ad Hoc Committees as it, from time to time, will determine necessary.
- 2. The Senate will determine the membership, the method of appointment or electing members to each Standing and Ad Hoc Committee.
- 3. The Senate will approve Terms of Reference for each committee established.

ARTICLE VIII – RESIGNATION OF SENATE MEMBERS

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

ARTICLE IX – 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 them to avoid situations of conflict of interest. Each member, regardless of how they become 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 financial interest.

Definitions in this Statement:

"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 could arise from *Real, Potential or Apparent* Conflict of Interest for a Senate member or Related Person and may be personal financial or other personal benefit. For this purpose:

- a) A **"Real Conflict of Interest"** occurs when a 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 their own private interest or the private interest of a Related Person.
- b) A **"Potential Conflict of Interest"** occurs when a Member's private interest or the private interest of a Related Person could influence the performance of that Member's duties as a Member of Senate.
- c) An **"Apparent Conflict of Interest"** exists when a person who is reasonably well informed of the relevant facts would reasonably apprehend that a 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 themselves 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 they are 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 will 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 they 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 their position on the issue in question prior to absenting themselves.

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 will 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 will identify Adjudicator(s) to review and make a determination on a perceived conflict of interest;
 - ii) The Senate will 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 will 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) will 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 will 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 "**financial interest**" exists when a matter is before the Senate which:
 - i) affects a private company or business in which a Member or Related Persons are an owner, a proprietor, shareholder or director;
 - ii) affects a public company in which the Member, or Related Persons hold more than 10% of the shares issued of that public company or is a director;
 - iii) affects a partnership or firm in which the Member, or Related Persons are a partner or ownership interest;
 - iv) affects an organization in which the Member is a senior officer;
 - v) affects a 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 if the decision being considered by Senate would result in personal gain specific to a Member or a Related Person separate and apart from the wider constituency from which that Member was selected or elected.

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; and,
- c) 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.

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 X – 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.

APPENDIX A – LIST OF REVISIONS

Approved September 2008

Revised October 2009

Revised October 2010

Revised May 2014

Revised April 2021