

**CAPE BRETON UNIVERSITY
BOARD OF GOVERNORS
BYLAWS**

Table of Contents

1	Definitions	3
2	Board of Governors	3
3	The Chancellor	12
4	The President & Vice-Chancellor	13
5	Vice-Presidents.....	15
6	The Chief Financial Officer	15
7	Registrar	15
8	Amendment of Bylaws	16
9	Procedures for Meetings	16
10	Conflict of Interest.....	20
11	Senate.....	20

1 Definitions

1.1 In these bylaws, unless the context otherwise requires:

- (a) "Act" means *An Act To Establish Cape Breton University and Incorporate its Board of Governors* as amended in 2005;
- (b) "Board" means Board of Governors of Cape Breton University; and
- (c) "University" means Cape Breton University and its subsidiary institutions, programs or activities carried on either within or outside of the County of Cape Breton.

2 Board of Governors

2.1 The Board is constituted in accordance with the provisions of the Act; provided that the four students to be appointed to the Board shall be selected by the CBU Student Union executive, and the four faculty members to be so appointed shall be selected as follows:

- (a) One faculty member selected by each of the Cape Breton University Faculty Association and the Nova Scotia Government and General Employees Union (Teachers Bargaining Unit) in a manner determined by the respective union, and
- (b) Two faculty elected by the faculty members of Senate in accordance with the Bylaws of Senate.

2.2 Terms of Office

- (a) Except as otherwise provided herein or in the Act, a member of the Board shall hold office for a term of three years, and a member of the Board shall be eligible for re-election or re-appointment for a further term of three years.
- (b) A Board member's second consecutive term may be extended by three years by a majority vote of the Board members present at any annual meeting of the Board or at a special or regular meeting thereof duly called for that purpose, thirty days' notice having been given.
- (c) A member of the Board for at least six consecutive years shall not be eligible for re-election or re-appointment until one year has elapsed from the date of termination of said period.
- (d) Student members of the Board elected or appointed pursuant to Section 6(e) of the Act shall hold office for a term of one year, such term to run from the date of their election or appointment. Student members shall be eligible for re-election.
- (e) Faculty members of the Board elected or appointed in pursuant to section 2.1 shall hold office for a term of one year. Faculty members shall be eligible for re-appointment.

2.3 Officers

Officers of the Board shall be the:

- (a) Chair,
- (b) Vice-Chair,
- (c) Secretary, and
- (d) Treasurer.

2.4 Chair

- (a) The Chair shall be appointed by the Board at its annual meeting, and shall hold office until the next annual meeting of the Board or until her/his successor is appointed.
- (b) The Chair shall preside at all meetings of the Board, and of the Executive Committee. He/she shall perform such duties as may be required under the Act and the bylaws and/or by the Board.

2.5 Vice-Chair

- (a) The Vice-Chair shall be appointed by the Board at its annual meeting and shall hold office until the next annual meeting of the Board or until her/his successor is appointed.
- (b) In the absence of the Chair, the Vice-Chair shall preside at all meetings of the Board, and of the Executive Committee, and exercise all powers and perform all duties of the Chair.

2.6 Secretary and Treasurer

- (a) The Secretary shall be appointed by the Board at its annual meeting and shall hold office until the next annual meeting of the Board or until her/his successor is appointed. The Secretary shall:
 - (1) Cause to be kept an accurate record of all proceedings of the meetings of the Board, give notice of all meetings to members of the Board, and in general perform all other duties incidental to the office of Secretary, subject to the control of the Board.
 - (2) Have the custody of the corporate seal, and affix the same upon all contracts and instruments requiring the seal.
 - (3) Perform such other duties as usually pertain to her/his office or as may be assigned to her/him.
- (b) The Treasurer, who is the chief financial officer, shall be appointed from time to time by the President & Vice-Chancellor and shall hold office upon such terms as shall be

negotiated between them. He/she shall be a member of the Board¹ during the continuance of her/his employment as chief financial officer. The Treasurer shall:

- (1) Be charged with the custody of all paper and documents relating to the financial interests of the Board.
- (2) Deposit all funds of the University in the name of the University in such banking institution or trust company as the Board shall designate or approve.
- (3) Render to the Board whenever requested and at least once a year, an accurate account of all her/his transactions as Treasurer, and of the financial condition of the University.
- (4) Perform such other duties as usually pertain to her/his office or may be assigned to her/him.
- (c) The Secretary and the Treasurer may be one and the same person.

2.7 Meetings

- (a) The Board shall hold at least three meetings and one Annual Meeting in each 12-month period beginning with the date of the Annual Meeting.
- (b) The Annual Meeting be held in the month of June of every year.
- (c) Board meetings shall be held, convened by the Secretary, at such time and place as may be determined by officers of the Board.
- (d) Notice of each regular meeting shall be sent electronically to all members of the Board not later than five days before the date of the meeting.
- (e) The Secretary shall convene a special meeting of the Board whenever requested so to do by the Board Chair or on the written requisition of not less than six Board members, and in the event that the Secretary shall for any reason fail to convene a meeting within fourteen days after the date of such requisition, such special meeting may be convened upon the direct written notice of either the Board Chair or not less than six Board members. Notice of the special meeting shall be sent electronically to all members of the Board not later than three days before the date of the meeting.
- (f) In cases where a special meeting is contemplated to deal exclusively with confidential matters, there shall be no public notice of meeting, but no such meeting shall be called unless the instigator(s) of such a meeting shall have ascertained and established at least three days prior to the date scheduled for the meeting that a majority of Board members are in favour of holding such a special confidential meeting.

¹ Either as the Senior Administrator Appointed by the President or as one of the board appointees

- (g) In the absence of the Chair and the Vice-Chair, the members of the Board present shall appoint one of its members to act as Chair.
- (h) In addition to those items of business common to every regular Board meeting (see Section 9.11), the Annual Meeting shall deal with the following special items of business: Appointments to the Board; Election of the Board Chair, Vice-Chair and Secretary. Appointments to Committees; Appointments to Senate; Appointment of the Auditors; the annual audited statements for the past fiscal year.
- (i) At any special meeting, the Board shall deal with such matters as may be set forth in the Notice calling such special meeting, the Chair of the meeting having the right to designate the order in which any matter set forth in such notice should be dealt with.

2.8 Committees

- (a) At its annual meeting, the Board shall appoint the following standing committees:
 - (1) The Executive Committee,
 - (2) the Investment Committee,
 - (3) the Nominating Committee,
 - (4) the Negotiations Advisory Committee,
 - (5) the Bylaws Committee,
 - (6) the Audit Committee,
 - (7) the Alumni Committee,
 - (8) the Tributes Committee, and
 - (9) the Ethics Committee.
- (b) The first named member of every committee shall act as its chair until a chair is elected.
- (c) When the committee meets, it shall elect its own chair.
- (d) Regular committee meetings shall be convened by the chair of the committee by written notice setting forth the time place and purpose of the meeting, such notice to be sent to all committee members by electronic mail not less than five days prior to the appointed time. If the chair shall be unable or unwilling forthwith to convene a meeting which has been requested by three or more committee members (in the case of the Executive Committee) or by two or more committee members (in the case of other committees of the Board), such committee members may themselves convene a meeting and give the notice herein before prescribed.
- (e) Emergency meetings of committees may be convened by the chair or by committee members in accordance with subparagraph (d) whenever the chair or the convening

members deem that an emergency exists, provided that in the case of an emergency meeting twenty-four hours rather than fourteen days' notice shall be sufficient and the notice may be given by telephone and email as long as the time, place and purpose of the meeting are clearly stated. An emergency meeting shall have the authority and capacity to deal with and consider only such matters as shall be immediately relevant to the emergency which has given rise to the meeting and no other business shall be transacted or considered.

- (f) At the discretion of the Committee Chair for matters of an urgent or time-sensitive nature, or when it is not feasible for the Committee to meet in person or via conference (such as teleconference or videoconference), email polling and/or email voting may be used to help facilitate decisions of the Committee in accordance with the following:
 - (1) In recognition that decisions are being made using email communication in lieu of a face-to-face meeting, members will be provided with sufficient background materials and adequate documentation to support the request for a decision.
 - (2) All communication will be shared as a group email with all members copied on correspondence including questions, responses and general commentary. All members will use "reply all" when providing comments so that these will be shared simultaneously with all members and a record will be kept of the email exchange.
 - (3) If a resolution is required, the Committee Chair may conduct an electronic vote of the members. A clear rationale will be given to the members to explain why a motion is necessary. The question to be answered will be stated clearly in the form of a specific resolution provided for members' consideration. Respondents will be asked to vote upon the resolution.
 - (4) In the event of an electronic vote, a reasonable and adequate time will be determined for members to respond to the request for a decision. Members will have the opportunity to declare a conflict and not participate in the vote. Every effort will be made to obtain a response from each member. The resolution shall be deemed to have been approved only if, by the end of the time period specified, the Committee Chair has received approval responses from a majority of the voting members. Non-response to an electronic vote will be considered an abstention. Voting records will be kept.
 - (5) A resolution approved by email polling and electronic voting shall have the same force and effect as a resolution passed at a regularly constituted meeting of the Committee.
 - (6) The Committee Chair shall prepare a summary document noting the purpose of, and any decisions resulting from the electronic exchange including any subsequent resolutions. The summary document will become part of the minutes of the next regular meeting of the Committee.

- (g) Any committee member who is absent for three consecutive regular meetings of a committee which have been duly convened, shall be automatically disqualified as a committee member and shall be deemed to have resigned; provided that no such absence shall be counted if the member furnishes reasons for the non-attendance which are acceptable to the remaining members of the committee.
- (h) Whenever a vacancy occurs in the membership of a committee, whether because of automatic disqualification or any other cause, the chair shall immediately notify the Nominating Committee which shall present nominations to fill the vacancy at the next meeting of the Board; and in the meantime the remaining members shall have power and capacity to carry on the activities of the committee as if such remaining members constituted the full complement of the committee.

In the absence of the chair, at any regularly called meeting, a quorum of the committee present may appoint a chair *pro tempore*.

- (i) A majority of the members of a committee shall constitute a quorum thereof.
- (j) Recorded minutes of all standing committees be maintained, outlining general discussion, attendance of members, etc. Minutes shall be included in reports to the full board.

2.9 Executive Committee

- (a) The Executive Committee shall consist of a maximum of twelve members and shall include the Officers of the Board (Chair, Vice-Chair, Secretary and Treasurer), the President & Vice-Chancellor, and a student member of the Board (who normally will be the President of the Students' Union), and such additional members of the Board as shall not raise the total membership of the committee above the said twelve, said additional members to be elected by the Board at its annual meeting.
- (b) The Executive Committee shall have power to deal with any and all matters pertaining to the Board which may arise between meetings of the Board and shall report regularly to the Board provided that in exercising its powers the Executive Committee shall be governed by established policy and existing directives of the Board.
- (1) When the Board Chair considers that a matter should be dealt with by the full board in between normal board meetings, the Chair will either:
 - (a) Ask the secretary to call a special meeting according to 2.7, OR
 - (b) Ask the secretary to conduct an email poll or email vote of the board members using the procedures of 2.8(f). The secretary will prepare a summary document according to 2.8(f)(6), which will become part of the either the minutes or in camera minutes for the next regular meeting, as determined by the board chair in accordance with 9.3.
- (2) The process in 2.9(b)1(b) will not be used for changes of the bylaws under 9.13.

- (c) The Executive Committee shall recommend to the Board the names of three persons together with the President & Vice-Chancellor of the University and Chair of the Board to comprise the Nominating Committee.
- (d) The Executive Committee shall recommend to the Board the name of the person selected by it for the office of Chancellor. Upon recommendation of the Executive Committee and with approval of the Board, the Chancellor may be re-appointed for one or more additional terms.

2.10 Investment Committee

- (a) Membership:
 - (1) three members of the Board;
 - (2) one member of Faculty, appointed by the Board;
 - (3) one member of the University Scholarship Committee, nominated by that committee and appointed by the Board; and
 - (4) the Treasurer, ex officio.
- (b) It shall be the duty of the Investment Committee to investigate and make recommendations concerning all investments of the Board and to inquire and examine into the financial condition and investments of the University and suggest ways and means of increasing the revenues therefrom.
- (c) The Investment Committee shall report to the Board at each regular meeting.

2.11 Nominating Committee

- (a) Membership:
 - (1) President & Vice-Chancellor, and
 - (2) Chair of the Board
 - (3) Three members from the Board- or Ministerial-appointed membership
- (b) The Nominating Committee shall:
 - (1) Recommend to the Board the name or names of persons under Section 6(g) of the Act.
 - (2) Recommend to the Board the name or names of persons for Chair, Vice-Chair, Secretary, representative members who are not faculty or students who will sit on Senate, and all standing Committees except the Nominating Committee.

2.12 Negotiations Advisory Committee

(a) Membership:

- (1) President & Vice-Chancellor;
- (2) Treasurer of the Board;
- (3) Secretary of the Board; and
- (4) Four members from the Board- or Ministerial-appointed membership.

(b) The Negotiations Advisory Committee shall:

- (1) Advise the university negotiating team on the parameters for current union collective bargaining negotiations.
- (2) Review all tentative collective bargaining agreements and make recommendation to the board on acceptance or rejection of such tentative agreements.

2.13 Bylaws Committee

(a) Membership:

- (1) President & Vice-Chancellor;
- (2) Secretary of the Board; and
- (3) Six board members.

(b) The Bylaws Committee shall carry on a regular review of all Bylaws and regulations of the University in accordance with the Directions of the Board and such recommendations as may be made from time to time by Board members, the administration and others having an interest in the affairs of the University.

2.14 Audit Committee

(a) Membership:

- (1) A minimum of four to a maximum of six **external** members of the Board;
 - (2) At least one of the members must have a financial or accounting background; and
 - (3) All members must have the ability to read and understand the financial statements.
- ### (b) The Audit committee shall provide oversight of:

- (1) financial reporting to ensure reliability of financial reports;
- (2) internal control and risk management systems; and
- (3) independent audit process including the internal audit function and recommending appointment and assessing the performance of the external auditors
- (c) The Audit committee may invite any university employee and/or the Student Union president to attend meetings to discuss financial reports, and internal control mechanisms.

2.15 Alumni Committee

- (a) Membership:
 - (1) President & Vice-Chancellor;
 - (2) President of CBU Alumni Association;
 - (3) Two members of the CBU Alumni Association;
 - (4) Three board members; and
 - (5) Director of Development or designate appointed on an annual basis.
- (b) The Alumni committee serves as a point of contact between the Board and the CBU Alumni Association, providing guidance and policy recommendations related to Alumni relations.
- (c) The Alumni committee will normally meet twice per academic year.

2.16 Tributes Committee

- (a) Membership:
 - (1) President & Vice-Chancellor;
 - (2) Chancellor;
 - (3) Chair of the Board;
 - (4) One member from the Board- or Ministerial-appointed membership;
 - (5) One Senior Student selected by the CBU Students' Union;
 - (6) Two members of faculty appointed by the CBU Senate; and
 - (7) Director of Development.
- (b) The Tributes Committee shall consider and recommend to the CBU Board the names of individuals whose experience and contributions are such to be recognized by CBU with the awarding of an Honorary Degree.

- (c) The Tributes Committee shall recommend the appropriate Honorary Degree based on the individual's experience and contributions.

2.17 Ethics Committee

- (a) Membership:
 - (1) Chair of the Board;
 - (2) Vice-Chair of the Board; and
 - (3) One external member of the Board.
- (b) The Ethics Committee shall:
 - (1) monitor and report on the compliance with the *Board's Code of Ethics and Professional Conduct for Members of the Board of Governors of Cape Breton University* (hereinafter Code of Ethics);
 - (2) review the Code of Ethics at least every five years and recommend changes as required; and
 - (3) consider matters related to violations of the Code of Ethics referred to it by the Board, Board Executive or any individual Board Member.

3 The Chancellor

- 3.1 The Chancellor shall be the ceremonial and titular head of the University.
- 3.2 Subject to Section 3(4)(c) and Section 6(a) of the Act, the Chancellor shall be appointed by the Board. The Executive Committee of the Board shall recommend to the Board the name of the person selected by it for the office of Chancellor.
- 3.3 The Chancellor shall hold office for such period as the Board may determine as of the date of her/his appointment, or until a successor has been appointed; provided that the initial appointment shall not exceed six years. If, however, the terminal date falls within the academic year, her/his period of office shall extend to June thirtieth of that year.
- 3.4 Upon recommendation of the Executive Committee and with approval of the Board, the Chancellor may be re-appointed for one or more further terms of up to six years each.
- 3.5 Under the authority conferred upon her/him by the Board and these Bylaws, he/she shall:
 - (a) preside and be the conferring officer at graduation exercises;
 - (b) together with the President & Vice-Chancellor, sign all honorary degrees conferred by Cape Breton University; and
 - (c) Represent the University at such events as shall be deemed appropriate by the Chancellor in consultation with the University administration.

4 The President & Vice-Chancellor

- 4.1 The President & Vice-Chancellor shall be the Academic Head and Chief Executive Officer of the University, and shall have general responsibility for the operation of the University and for the determination and implementation of its objectives.
- 4.2 When the Chancellor is absent or if there is a vacancy in the office of the Chancellor, the President & Vice-Chancellor shall perform the functions of the Chancellor.
- 4.3 The President & Vice-Chancellor shall be responsible for all matters pertaining to the actual operation of the University, and without limiting the generality of the foregoing, he/she shall:
 - (a) Bring to the Board at its annual meeting for approval a report of the operation of the University for the previous year.
 - (b) By choice, participate as a voting member in the deliberations of all committees, sub-committees and commissions of the University, with the exceptions of the Audit Committee, and the Search Committee when the incumbent is a candidate for reappointment; have the authority to convoke special meetings of any Department, School, Degree, Diploma and Certificates Committees, Faculty Committee, as well as Senate, and any Committees of the Board.
 - (c) Sign all degrees, diplomas and certificates including honorary degrees conferred by the University.
 - (d) Appoint or have appointed academic and administrative staff and assign or have assigned such duties as he/she may deem proper, subject to whatever conditions or restrictions may be specified by these bylaws.
 - (e) By choice, appoint special advisory committees.
 - (f) Appoint the Vice-Presidents.
 - (g) Appoint the chief financial officer who will serve as Treasurer of the Board.
 - (h) Appoint the Registrar.

- 4.4 The President & Vice-Chancellor shall be appointed by the Board.
- 4.5 The President & Vice-Chancellor shall hold office for such period as the Board may determine as of the date of her/his appointment, or until a successor has been appointed; provided that such period shall not exceed six years.
- 4.6 Upon recommendation of the Executive Committee, and with approval of the Board, the President & Vice-Chancellor may be reappointed for one or more further terms not to exceed six years each.
- 4.7 If no offer of reappointment is made to the incumbent by the Board, or if an offer of reappointment has not been accepted by the incumbent fifteen months prior to the terminal date of the current appointment, the Board shall appoint forthwith a Search Committee and may direct the time in which the Search Committee shall report.
- 4.8 A Search Committee shall be composed as follows:
 - (a) the Chair of the Board, ex officio;
 - (b) two student Board members who have been nominated by the Students' Union;
 - (c) two faculty Board members who have been nominated by the Senate;
 - (d) one member of the University Leadership Team (ULT); and
 - (e) five Board members who have been otherwise appointed and who are neither students nor employees of the Board.

The Search Committee shall elect its Chair at the first meeting of the Search Committee.

The Search Committee shall recommend to the Board the name of the person selected by it for President & Vice-Chancellor; provided that the Search Committee, in the course of its deliberations, shall give the faculty and the student body an adequate opportunity to propose nominees for the office of President & Vice-Chancellor. The aforementioned recommendation, in writing, shall be delivered to the Secretary of the Board within nine months of the date of the constitution of the Search Committee and failing any recommendations on its part within such period of nine months, the Board may proceed with the appointment. The Board may at the request of the Search Committee extend the time for receiving the recommendation.

Members of the Search Committee shall continue to serve until the dissolution of the Search Committee as outlined below, irrespective of the expiration of their term on the Board.

- 4.9 The Board shall receive the report of the Search Committee at the next scheduled meeting or at a special meeting of the Board called to receive the report of the Search Committee.
- 4.10 Having reported, the Search Committee is dissolved.
- 4.11 If the office of the President & Vice-Chancellor is vacated by reasons of resignation, long term disability, termination, or death, the board shall appoint an Interim President & Vice-Chancellor and the Search procedure outlined above shall be initiated.

5 Vice-Presidents

- 5.1 Vice-Presidents shall be responsible for the discharge of the authority delegated to them by the President & Vice-Chancellor.

6 The Chief Financial Officer

- 6.1 The Chief Financial Officer of the University shall have responsibility for the administration of the material affairs of the University and shall be the Treasurer of the Board.
- 6.2 Under the authority conferred upon her/him by the President & Vice-Chancellor and these bylaws, he/she shall:
- (a) have authority to approve ordinary expenditures;
 - (b) consult in matters of extraordinary expenditures with the President & Vice-Chancellor or through her/him with the Board;
 - (c) report on the financial statement of the previous fiscal year to the Faculty and explain its contents if requested;
 - (d) prepare the annual budget of the University subject to such consultation as the Board may direct; and
 - (e) perform such other duties as may be assigned to her/him by the President & Vice-Chancellor.

7 Registrar

- 7.1 The Registrar shall:
- (a) be responsible for the academic records of the University;
 - (b) issue academic records and transcripts as requested;
 - (c) prepare for publication and issue the University calendar under the authority of the Senate;
 - (d) prepare the lecture and examination timetables; and

- (e) carry out such other duties as may be assigned to her/his office by the President & Vice-Chancellor.

8 Amendment of Bylaws

- 8.1 Any and all bylaws enacted by the Board, pursuant to the Act, may be repealed or amended, or replaced by a majority vote of the Board members present at any annual meeting of the Board or at a special or regular meeting thereof duly called for that purpose, thirty days' notice having been given. With the notice, there shall be an enclosed copy of the proposed repeal or amendment. Changes in Board Bylaws shall be made in accordance with Sections 9.12 and 9.13.

9 Procedures for Meetings

9.1 Open Meetings

The regular and special meetings of the full Board shall be open to the public as spectators subject to the availability of space; the Board may adopt procedures for allocating space to potential spectators when all those desiring admission cannot be accommodated. Portions of the agenda of Board meetings may be designated "confidential" and the Board may meet *in camera* to deal with confidential agenda items. In general, there will be a confidential and a public agenda for each meeting.

9.2 Public Notice of Meetings and Availability of Documents

Whenever a secretary sends a notice of a regular or special Board meeting to members, a notice will be posted on the University website. The notice will include the proposed public agenda. Copies of documents distributed to Board members in support of any public agenda items will be posted on the University website. In cases where a special meeting is contemplated to deal exclusively with confidential matters, there shall be no public notice of meeting.

9.3 In Camera Topics

The Board shall endeavour to hold as much of the agenda of its full Board meetings in public as is possible, consistent with the following principles. In general, the following topics shall be treated *in camera*:

- (a) Personnel matters.
- (b) Any discussion where it is likely that the personal circumstances (normally and generally considered private) of any individual shall be required to be discussed.
- (c) Labour negotiations and the planning of the general strategy thereof.
- (d) The receipt of formal legal advice or the directions of legal counsel in an ongoing or potential legal action.
- (e) Aspects of tendering processes or contractual agreements that have been specifically designated as "confidential".

- (f) The planning and progress reports of a financial campaign, when requested.
- (g) Reports from the Tributes Committee, when requested.
- (h) Reports from the Nominating Committee, when requested.
- (i) All discussion of what agenda items shall or shall not be treated as "confidential".
- (j) Discussion of the privileges of guests and spectators at a Board meeting.
- (k) Any agenda items when it has proved repeatedly impossible to maintain order as a public agenda item.
- (l) Every meeting shall include a section entitled "Questions" where members of the Board may ask questions of the Chair, the Chairs of Board committees, the President & Vice-Chancellor and the Treasurer *in camera*.

9.4 Confidentiality

- (a) Portions of the Board meetings held *in camera* shall be strictly confidential and shall not be disclosed to anyone except members of the Board and those guests who were specifically invited to attend that section of the meeting. Notwithstanding, the Board may, by a two-thirds majority vote, make portions of a confidential discussion available to the public or specified individuals at its discretion.
- (b) The minutes of the *in-camera* agenda shall be kept separate and confidential and shall be approved separately and *in camera*.

9.5 Guests

The Board may extend the status of "guest" to individuals on a continuing or meeting by meeting basis. The privileges and responsibilities of guests (e.g., to ask questions, to participate in debate, to attend *in camera* sessions) shall be clearly delineated for each guest. Such privileges shall be extended and revoked by a majority vote of the Board.

9.6 Spectators

- (a) Members of the general public attending a meeting as spectators shall not attempt to communicate with members of the Board while the meeting is in progress and shall do nothing to interfere with the orderly conduct of business by the Board; breach of these guidelines will result in the spectator being asked to leave the meeting room.

9.7 Briefs by the General Public

- (a) Members of the public may submit written briefs on any subject at any time to the Secretary of the Board and the Secretary shall alert the members of the Board of the receipt of such communication in a timely fashion, but in any case, not later than the next regular Board meeting. If the Secretary has not distributed the document, the Board may decide if and how it shall be disseminated.

- (b) Members of the public who wish to make oral presentations to the Board shall contact the Secretary as soon as possible but in any case, not later than the noon of the day two days prior to the scheduled meeting date. From submissions received, the Secretary will prepare a list of speakers with time limits for each speaker as part of the public agenda. In allocating time (if any) and a place in the agenda, the Secretary will be guided by any procedures that Board shall adopt on this matter, but in any case, the Secretary will take into account such factors as the number of submissions received, the total amount of time to be allotted and the relevance of a particular submission to the published agenda. The recommended docket of oral presentations, their time allotments and position in the agenda shall be considered and either approved or amended in the Executive Committee. All requests to address the Board shall be requests to address the full Board, but the Executive Committee or the Board may, at its discretion, direct that the presentation be made to a committee of the Board. Potential speakers shall be apprised of the Executive Committee's disposition of the docket of oral presentations the evening prior to the scheduled Board meeting. A member of the public, whose request to make an oral presentation to the Board was denied by the Executive Committee, will have that action reported to the full Board during the *in camera* "Prologue" at the beginning of the Board meeting. The full Board has the authority to review and amend the Executive Committee decision by an ordinary motion at that time. Motions to alter the docket of oral presentations (including the allocations of time) once the public session has begun shall not be debatable but shall require a two-thirds majority to carry.

9.8 *In Camera* "Prologue"

Every meeting shall begin *in camera* with a session designated "Prologue" with the following agenda items:

- (a) approval of the minutes pertaining to the confidential (*in camera*) portion of the previous meeting;
- (b) approval of the agenda for the meeting including the partitioning of the agenda into public and confidential items (if any);
- (c) approval of the Secretary's docket of oral presentations from the public; and
- (d) approval of any requests for the granting of specific privileges or exceptions to guests or spectators (including the news media).

After a brief recess to notify guests and spectators, the public agenda shall commence - typically with approval of the minutes of the public portion of the previous meeting.

9.9 Motions to move in or out of *In Camera* Proceedings

- (a) It shall always be in order to move that a particular item under discussion be continued *in camera*; such motion shall be non-debatable (but the Chair may allow brief remarks or questions to clarify the motion); the motion will require a two-thirds majority to carry.

- (b) When the Board is meeting *in camera*, it shall always be in order to move (debatable) that further discussion take place in public; such a motion shall be decided by a majority vote. In the case of a special meeting called to consider an exclusively confidential agenda for which no public notice of meeting was given, motions to continue the discussion in public will typically be combined with a motion to recess the meeting to a specific time or to defer the consideration of the item to a later meeting.

9.10 Origin of the Agenda

The Chair in consultation with the Vice-Chair and Secretary shall develop the agenda that is circulated to members with the notice of meeting including a proposed classification of public and confidential agenda items. Committee reports and notices of motion shall specify if such motions or reports or parts of such reports shall be treated confidentially. The final designation of the confidential status of any item shall be decided by the Board during the *in camera* "Prologue" of the meeting.

9.11 Agenda for Regular Meetings

Every regular meeting shall at a minimum contain the following sections:

- (a) a "Prologue" (see 9.8 this section);
- (b) roll call;
- (c) approval of the minutes of the public section of the previous meeting;
- (d) an opportunity for the President & Vice-Chancellor and the Chairs of every standing and ad hoc committee of the Board to report;
- (e) the reception of a report from the Treasurer on the current financial status of the University; and
- (f) an *in camera* "Question" period (see 9.3 (l) this section).

9.12 Representative Composition of Quorum

Pursuant to sub-section 10(4) of the Act, the representative composition of a quorum for a regular or special meeting of the Board shall be comprised of members, at least a majority of whom are appointed under the provisions of sub-section 6(1)(b), 6(1)(f) or 6(1)(g) of the Act. Where a change in Board bylaws is voted, the quorum shall be comprised of members, at least sixty (60) percent of whom are appointed under the provisions of sub-section 6(1)(b), 6(1)(f) or 6(1)(g) of the Act.

- 9.13 Unless otherwise agreed by resolution, approved by all members of the board, Board Bylaws may be repealed, amended or replaced, in accordance with 9.12, by a two-thirds majority vote of the members present at any annual meeting of the Board or at a special or regular meeting thereof duly called. Written Notice of Motion to amend or revise the Board or Senate Bylaws must be given at least thirty (30) days prior to the meeting, at

which time the amendments or revisions will be formally moved. With the Notice, there shall be an enclosed copy of the proposed repeal or amendment.

9.14 Voting

- (a) Normally, voting on a motion before the board is *viva voce* (by voice). If the chair cannot determine the outcome of a vote, they may ask for a “show of hands” vote.
- (b) A motion to conduct a vote by secret ballot is undebatable and supersedes the current motion on the floor.
- (c) For votes that are conducted by secret ballot, the secretary will provide members with undistinguishable ballots. The chair will read the motion and members will write their response on the ballot (normally *yes* or *no*). The secretary will collect all ballots and the chair will announce that voting has closed. The secretary will count the votes in the presence of the chair and vice-chair, and the chair will announce the results.
- (d) Electronic voting is permitted either by:
 - (1) Verbal response to the question via a live teleconference or videoconference.
 - (2) An email to the secretary of the meeting when a vote is conducted by secret ballot. The secretary will prepare a ballot for each vote received by email and add it to the ballots collected in person.

10 Conflict of Interest

All members of the Board are bound by the Code of Ethics and are expected to perform their duties as board member to the best of their abilities and in the best interests of the University.

11 Senate

There shall be a University Senate which shall be the senior academic decision-making body of the University.

11.1 Powers of Senate

In accordance with the jurisdiction of the Board, as expressed in the *Cape Breton University Act*, the Senate of Cape Breton University shall have the power to:

- (a) Determine the standards of admission to the University, and the qualifications for degrees, diplomas, and certificates, and the academic regulations of the University.
- (b) Conduct and set general procedures and institutional regulations for examinations in all forms in a manner that does not infringe on academic freedom.
- (c) Grant all certificates and diplomas, the degrees of Bachelor and Master, and earned Doctorates, that may be appropriately conferred by a university.

- (d) Consider and, where appropriate, approve recommendations regarding the curricula of the University, including where these are delivered at institutions linked to the University through articulation agreements.
- (e) Establish the framework and template of academic requirements to be built into articulation agreements and provide any observations on a summary of agreements containing this template.
- (f) Consider and, where appropriate, approve all courses and major modifications to courses to be entered on the books of Cape Breton University.
- (g) Recommend to the President the implementation of approved courses and programs.
- (h) Consider and, where appropriate, approve new program submissions.
- (i) Make all rules and regulations governing the conduct of students in their academic activities not covered in other articles, including, but not restricted to, all matters regarding course selection, performance reviews, evaluation, course challenges, prior learning assessment, transfer credits, and academic ethical behaviour.
- (j) Establish a required Senate Academic Appeals Committee and determine its composition, respecting exclusion from membership of any member of another Senate Committee, and set procedures for its operation.
- (k) Appoint any standing and other committees, consistent with its powers that it considers necessary, noting that a Senate Academic Appeals Committee, whose decisions could be subject to judicial review, will not submit its decisions for Senate review.
- (l) Enact bylaws and regulations necessary for the conduct of its affairs, including its membership and the establishment of rules and procedures for the conduct of its proceedings, as long as such bylaws and regulations do not conflict with these Board Bylaws and the Act.
- (m) Lead with the President in the development of the academic priorities of the University and, through the President, recommend findings to the Board of Governors.
- (n) Consider and make recommendations to the Board of Governors about any academic matter that the Senate considers of importance to the University.
- (o) Act on any matters that the Board of Governors may require.
- (p) Elect representatives of the Senate to the Board of Governors and to its committees where such are called for by the Board.
- (q) Approve annually the listing to be shown in the "Academic Calendar of Events".
- (r) Be responsible for reviewing and approving departmental bylaws.

11.2 Where any question arises as to the power or duties of the Senate or of any body therein, it shall be settled and determined by the Board following consultation with the Senate.

11.3 Membership

The principle of membership of Senate is that each Senator ideally has a recognizable academic responsibility consisting of one or more of: teaching; learning and other scholarly research and activity; teaching leadership and/or research leadership; academic advising of students and the interpretation of academic regulations.

Senators shall be responsible for representing the best interests of Cape Breton University, not the constituency from which they have been elected or appointed.

Subject to the membership established in these Bylaws, the Senate shall determine its own membership. There shall be no more than fifty-five (55) voting members of Senate with faculty representation forming a minimum of 50%+1 majority (e.g. If the membership totals 55, faculty representation will be minimum of 28 members). The Student body shall have nine (9) members including the President of the Cape Breton University Students' Union.

The following are *ex-officio* members of Senate:

- (a) President & Vice-Chancellor
- (b) Vice-Presidents of Cape Breton University
- (c) Associate Vice-Presidents of Cape Breton University
- (d) Deans of Cape Breton University
- (e) Registrar of Cape Breton University
- (f) President of Cape Breton University Students' Union

In addition, the following shall serve as members of Senate:

- (g) Two members of the Board of Governors who are appointed by the Board from among its external members.
- (h) One member from the Canadian Coast Guard College as designated by the Executive Director of the Canadian Coast Guard College.