

Alberta University of the Arts

BOARD OF GOVERNORS BYLAWS

Approved: October 30, 2019

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1.0 DEFINITIONS AND INTERPRETATION

1.1 Definitions

In these Bylaws the following terms have the meaning ascribed to them:

Act means the *Post-Secondary Learning Act* (Alberta) 2003, c. P-19.5, as amended from time to time.

APAGA means the *Alberta Public Agencies Governance Act* (Alberta) 2009, c. A-31.5, as amended from time to time.

AUArts means Alberta University of the Arts.

AUArts FA means the Alberta University of the Arts Faculty Association.

AUArts SA means the Alberta University of the Arts Student Association for undergraduate students.

Board means The Board of Governors of Alberta University of the Arts.

Bylaws means these Bylaws as amended by the Board from time to time.

Chair means the Chair of the Board of Governors.

COIA means the *Conflicts of Interest Act* (Alberta) 2000, c.C-23, as amended from time to time.

Committee means a standing or ad-hoc committee established by the Board.

Ex officio means a person who holds an office because of his or her position.

External Governor means a member of the public who is appointed to the Board, including the Chair.

GFC means the AUArts General Faculties Council.

Governor means all Governors including Internal Governors, External Governors, and the President and CEO.

In camera means a private portion of a meeting where only Governors are present to deal with confidential matters.

Internal Governor means a representative of AUA FA, AUArts SA, or the non-academic staff association, who is appointed to the Board.

Minister means the Minister responsible for the *Act*.

Officer of the Board means the Chair, Vice-Chair, and Secretary of the Board.

President and CEO means the President of AUArts.

Quorum means the minimum number of Governors in attendance at a meeting in order for the Board to conduct business.

School Chair means the person responsible for general supervision over and direction of the academic work and instructional staff of an AUArts School.

Vice-Chair means the External Board member appointed to the position of Vice-Chair by the Board.

1.2 Interpretation

In the interpretation of these Bylaws:

- a. words in the singular include the plural and vice-versa; and,
- b. words in one gender include all genders.

The Board is the sole authority for the interpretation of these Bylaws.

1.3 Conflict with Bylaws

In the event of a conflict between the provisions of these Bylaws and the provisions of the *Act*, the provisions of the *Act* shall govern.

2.0 AUARTS' MANDATE AND ROLES

AUArt's *Mandate and Roles* document directs the management and operations of AUArts and is approved by the Minister and the Board, in accordance with the *APAGA*. The *Mandate and Roles* document is in effect for a maximum of three (3) years.

3.0 AUARTS' MANDATE STATEMENT

AUArts' *Mandate Statement* identifies the role of AUArts within the post-secondary system in accordance with the *Act* and as approved by the Minister and the Board.

4.0 APPOINTMENT OF THE BOARD OF GOVERNORS

4.1 Composition of the Board

In accordance with the *Act*, the AUArts Board consists of:

- a. the following Internal Governors appointed by the Minister:
 - two (2) members of the academic staff of AUArts, one nominated by GFC, one nominated by the AUArts FA;
 - one (1) member of the non-academic staff nominated by the non-academic staff association;
 - two (2) students nominated by the AUArts SA;
 - one (1) student nominated by the AUArts GSA (when created);
 - two (2) alumni of AUArts nominated by the alumni association (when created);
- b. the External Governors appointed by the Lieutenant Governor in Council; and,
- c. the President and CEO serving as an *ex officio* Governor.

4.2 Recruitment of Governors

The Minister has an established recruitment process that applies to the Board. The recruitment of the Chair and the External Governors is competency-based and led by the Minister in conjunction with the Board. As part of this process, the Board recommends candidates for the positions of Chair and External Governor.

Internal Governors are nominated by each of AUArts FA, AUArts SA, and the non-academic staff association. Each such entity follows their own procedures and makes

their nominations known to the Minister through the Board Chair for appointment by Ministerial Order.

4.3 Term of Office

An External Governor holds office for a term not exceeding three (3) years and is eligible for reappointment for a second term. After serving a second term, an External Governor is not eligible for a further term until a period of three (3) years has elapsed.

An appointed Chair holds office for a term not exceeding three (3) years and is eligible for reappointment at the conclusion of their term, subject to the *APAGA*.

An External Governor is eligible for appointment or re-designation as Chair even if the Governor has concluded 2 terms as a member of the Board.

An Internal Governor holds office for a term not exceeding three (3) years in accordance with his or her respective associations' policies and procedures and his or her appointment by the Minister.

4.4 Vacancies

If a vacancy occurs on the Board, a person may be appointed to the Board to serve the balance of the unexpired term of office of the former Governor. A person filling a vacancy on the Board is appointed:

- a. by the Lieutenant Governor in Council, if the former Governor was an External Governor; or,
- b. by the Minister, if the former Governor was an Internal Governor.

When a Governor is appointed to serve the balance of an unexpired Board term, that service is not considered part of an appointed Board term.

4.5 Termination

A Governor shall be deemed to have vacated his or her position under the following circumstances:

- a. the Governor's term of office has expired;
- b. the Governor resigns;
- c. the Governor ceases to be eligible for appointment to the Board;
- d. the Governor is expelled by resolution of the Board for breach of their obligations under these Bylaws;
- e. the death of a Governor; or,
- f. the Governor ceases to be able to carry out the duties of a Governor.

The Board may continue to act, notwithstanding one or more vacancies of its Governors.

4.6 Breach of Obligations by Governors

A breach of a Governor's obligations under these Bylaws may result in disciplinary action, up to and including a request for his or her resignation or a termination of his or her appointment.

Where the Board recommends the expulsion of the Governor, the resolution must be approved by a seventy-five percent (75%) vote of the Governors.

4.7 Remuneration

Governors will receive remuneration in accordance with Board policy. AUArts will reimburse Governors for expenses incurred in the performance of their duties on the Board.

5.0 POWERS AND DUTIES OF THE BOARD

5.1 Major Powers and Duties

In accordance with the *Act*, the Board is responsible for governing the affairs of AUArts according to its mandate and in the best interest of AUArts. The major powers and duties of the Board are to:

- a. approve and submit to the Minister AUArts' *Mandate Statement*;
- b. approve and submit to the Minister AUArts' *Mandate and Roles* document;
- c. approve and submit to the Minister AUArts' Comprehensive Institutional Plan and Annual Report;
- d. submit to the Minister any reports or information the Minister requests;
- e. appoint, oversee, and evaluate the President and CEO;
- f. ensure that an effective succession plan is in place for the President and CEO;
- g. set the number of vice-presidents and assign them powers and duties based on the recommendation of the President and CEO;
- h. appoint the Registrar and assign duties to the Registrar with the President and CEO;
- i. appoint School Chairs;
- j. enter into collective agreements on behalf of AUArts with employee groups, as applicable to each group;
- k. set tuition and other fees annually in accordance with the *Act*;

- l. act as an appeal body for student appeals under the *Act*;
- m. approve and oversee the AUArt's long-range land use and development plans relating to University lands;
- n. ensure that AUArts has an effective strategic planning process and approve major strategies;
- o. approve Board policies;
- p. monitor the implementation of the annual budget;
- q. monitor AUArts' principal risks and ensure that there are systems in place to effectively monitor and manage these risks;
- r. make Bylaws and regulations for the conduct of the Board's affairs; and,
- s. perform these duties as prescribed in the *Act* and other applicable legislation.

5.2 Delegation of Duties

The Board may delegate any power, duty or function imposed on it, except the power to make Bylaws.

5.3 Code of Conduct

Every Governor of the Board shall carry out the duties of his or her office in the best interests of AUArts, and in accordance with any other criteria set out in the Bylaws and policies of AUArts. Every Governor is required to affirm his or her responsibility to comply with the Code of Conduct in accordance with the *COIA*.

6.0 OFFICERS OF THE BOARD

6.1 The Chair

The Chair appointed by the Lieutenant Governor in Council, shall be the presiding officer of the Board and act as the official spokesperson for the Board.

6.2 The Vice-Chair

The Vice-Chair is elected by the Board and shall act in the capacity of Chair when the Chair is not available.

6.3 The Secretary

The Secretary, elected by the Board, shall be responsible for the records and minutes of the Board of Governors.

7.0 THE PRESIDENT AND CEO

The Board shall appoint a President and CEO of AUArts. The President and CEO is the Chief Executive Officer of AUArts and has supervision over, and direction of, the academic and general administration of AUArts, its students, managers, employees, and such other powers and duties as may be conferred upon or assigned to him or her by the Board.

8.0 MEETINGS OF THE BOARD**8.1 Meetings**

The Board shall hold a minimum of four (4) regular meetings per year. The dates and times of such meetings shall be established from time to time by the Board. Additional regular or special meetings may be called by the Chair or the Secretary of the Board as necessary to deal with business. A Board meeting may be cancelled by the Chair or the Secretary of the Board. Five (5) Governors of the Board may petition the Secretary of the Board to convene a meeting.

8.2 Regular Meeting Notice

Notice of regular meetings of the Board shall be in writing not less than five (5) business days prior to the meeting. Notice may be served by electronic media. Dated electronic media shall be used to confirm delivery of the material.

8.3 Special Meeting Notice

Notice of special meetings of the Board shall be not less than forty-eight (48) hours prior to the meeting. Notice may be served by electronic media. Dated electronic media shall be used to confirm delivery of the material.

8.4 Omission of Notice

The accidental omission to give notice of a meeting to any persons entitled to notice or any accidental irregularity in connection with the giving of notice shall not invalidate the proceedings at the meeting.

8.5 Quorum

The quorum for all Board meetings shall be a simple majority of the Governors holding office.

8.6 Meeting Conduct

Chair

The Chair of the Board shall preside at all meetings of the Board. In the absence of the Chair, the Vice-Chair shall preside at such meetings. If neither the Chair nor the Vice-Chair is present, the Governors shall appoint a Chair from among the External Governors present for such a meeting.

Voting

Each Governor present shall have one (1) vote on all questions put forward. Every question shall be decided by a show of hands. The Chair shall declare the result of all votes

A simple majority vote shall decide the outcome of all motions. The Chair does not have a second vote in the event of a tie. If there is a tie vote, the motion is defeated.

8.7 Conflict of Interest and Duty of Disclosure

Every Governor who is directly or indirectly interested in any material contract, transaction, or matter in which AUARTS is concerned, shall declare her or his interest as soon as possible, in accordance with the AUArts Code of Conduct and the COIA. A Governor who declares a conflict of interest will be excused from the meeting during the discussion and vote on the matter of interest. The declaration shall be recorded in the minutes.

8.8 Meeting Participation by Telephone and Other Electronic Means

On the consent of all Governors, Board meetings may be conducted by teleconference, videoconference, internet, and other electronic means that permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously.

8.9 Resolution in Writing in Lieu of Meeting

A resolution in writing by all the Governors shall be of the same force and effect as if it had been duly passed at a Meeting.

9.0 COMMITTEES

The Board may appoint standing committees and *ad hoc* committees to assist the Board in its work. All committees must operate under Board-approved terms of reference. All committees shall be chaired by an External Governor of the Board.

The President and CEO and Chair of the Board serve as *ex officio*, non-voting, Governors on committees.

10.0 FINANCES

10.1 Fiscal Year

The financial year of AUArts shall be July 1st to June 30th.

10.2 Seal

The seal, an impression of which appears below, shall be the Corporate Seal of AUArts and shall be affixed to all documents of AUArts requiring its seal. The seal shall be in the custody of the Secretary of the Board or her or his designate.

10.3 Signing Authorities

The Chair shall be the signing officer of the Board.

10.4 Borrowing and Banking

Subject to the provisions of the *Act* and any other applicable statute or law, the Board may borrow from any bank or treasury branch or from any other person any sum of money required to meet the expenses of AUArts.

For the purposes of short-term cash management, the Board shall keep its funds in a bank, a treasury branch or a credit union.

Where the Board has delegated responsibility for financial policies, standards and procedures, the Board will establish clear lines of reporting to ensure that the Board is able to meet its fiduciary responsibilities under the *Act*.

10.5 Auditor

The Auditor General of Alberta is the auditor of AUArts.

11.0 BOOKS AND RECORDS

The Board shall see that AUArts prepares, maintains and provides for the safe custody of the records of AUArts, including Bylaws, minutes of Board meetings and resolutions, and all other necessary books and records required by any applicable statute or law.

12.0 PROTECTION FROM LIABILITY AND INDEMNITY

12.1 Protection from Liability

Governors are afforded certain protection from liability under the *Act*, provided that nothing shall relieve a Governor from his or her duty to act in good faith with a view to the best interests of AUArts or from exercising the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. No Governor shall be liable for:

- a. any act or omission of an academic staff association, a student organization or a student;
- b. any act, negligence or misfeasance of any other Governor or employee of AUArts;
- c. any loss, damage or expense to AUArts through the insufficiency or deficiency of title to any property acquired for or on behalf of AUArts;
- d. any loss or damage arising from the bankruptcy, insolvency, or tortious acts of any persons with whom any moneys, securities, or properties of AUArts shall be deposited;
- e. any loss occasioned by any error of judgement or oversight on his or her part; or
- f. any other loss, damage or misfortune, whatever which shall happen in the execution of his or her duties as a Governor, unless this loss, damage or misfortune is the result of his or her own gross negligence or wilful misconduct.

12.2 Indemnity

Subject to any restrictions or conditions imposed on AUArts under applicable laws, AUArts shall indemnify a Governor, a former Governor or a person who acts or acted at the request of the Board in some capacity on behalf of AUArts, and his or her heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved if:

- a. he or she acted honestly and in good faith with a view to the best interests of AUArts whether or not he or she exercised the same degree of care, diligence and skill that a reasonably prudent person would in comparable circumstances; and,
- b. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful.

13.0 AMENDMENT OF BYLAWS

The Bylaws of the Board shall be publicly available to all members of the AUArts community and by the public through the AUArts website.

The Bylaws of the Board may be changed or amended at any regular meeting of the Board by a resolution passed by a minimum of seventy-five percent (75%) of the Governors present, provided that notice to the Governors detailing such changes or amendments is presented at the previous regular meeting of the Board.

All previous Bylaws are hereby repealed, and the following Bylaws are enacted by The Board of Governors of Alberta University of the Arts.

Carol Ryder
Board Chair

October 30, 2019

Date