



UNIVERSITY OF
SASKATCHEWAN

Board of Governors
BYLAWS

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I. DEFINITIONS

1. In these bylaws, and in any other bylaws, rules and regulations made by the Board of Governors, unless the context otherwise requires:
 - (a) "Act" or "University Act" means *The University of Saskatchewan Act, 1995*, as modified or amended by a statute for the time being in force, provided always that if the last-mentioned Act is repealed, then "Act" or "University Act" shall mean the Act, as modified or amended by any statute for the time being in force, which is substituted therefore.
 - (b) "Board" means The Board of Governors of the University of Saskatchewan.
 - (c) "Chair" means the chairperson of the Board of Governors as defined in the *University of Saskatchewan Act 1995, Part V, Section 44*.
 - (d) "Minister" means the member of the Executive Council to whom the administration of the Act is assigned.
 - (e) "University" means the University of Saskatchewan.
 - (f) "Senate" means the University of Saskatchewan Senate.
 - (g) "Council" means the University of Saskatchewan Council.
 - (h) "Executive" means the Governance and Executive Committee of the Board of Governors.

II. COMPOSITION OF THE BOARD OF GOVERNORS

Composition of the Board and Term of Office is as prescribed in the Act, Sections 42 and 45.

III. ROLE OF THE BOARD OF GOVERNORS

1. To provide stewardship and ensure that the University actions support University objectives.
2. To participate in setting the mission and strategic plan of the University, and to focus on the strategic plan once formulated.
3. To appoint the President, to set goals jointly with the President, and to support and monitor the President's performance in pursuit of those goals.

4. To undertake succession planning for the institution and for the Board.
5. To protect and defend University autonomy.
6. To ensure the University's future.
7. To advocate on behalf of the University: to understand the University, its mission, its strategic plan, and its culture, and to explain them to the external community.
8. To identify risks and ensure appropriate risk management, including internal controls.
9. To ensure adequate resources and financial solvency.
10. To set policy.
11. To make provisions for the sound management of the University and its subsidiaries, centres, and institutes.
12. To assess Board performance.

IV. RESPONSIBILITIES OF A BOARD MEMBER

1. To support the mission of the University.
2. To help enhance the public image of the University and the Board.
3. To support, strengthen and sustain the President and the senior administration of the University.
4. To exercise diligence, critical powers and independent judgement in the oversight of the University as an active, energetic, and probing member of the Board of Governors.
5. To maintain a proper distinction between the Board's role in setting direction and overseeing policy, and the role of the administration in the implementation of policy and management of the institution.
6. To communicate promptly to the Board Chair or the President, as appropriate and for resolution by them, any significant concern or complaint.
7. To carry out fiduciary duties to the best of their ability, including:

- a) To place loyalty to the entire University above loyalty to any part of it or constituency within it.
 - b) To place loyalty to the University above loyalty to any other organization, group, or individual, i.e., to act in the best interest of the University.
 - c) To seek to be fully informed about the University and its role in the province and in higher education and to help the University to be responsive to the changing environments that affect it.
8. To foster openness and trust among the members of the Board, the administration, the faculty, the staff, the students, all levels of government, and the public.
 9. To understand the ethical responsibilities incumbent upon a member of the Board.
 10. To declare a conflict of interest whenever such conflict arises, such as where (a) a member of the Board has or could be perceived to have the opportunity to use the authority, knowledge, or influence derived from their position for their own benefit, or the benefit of a member of their immediate family; or (b) where the interests of a member of the board may be, or may be perceived as being, incompatible with the interests of the university.
 11. To maintain respect and appropriate restraint in all interactions with members and officers of the Board.

V. MEETINGS

1. Regular meetings of the Board shall be held at least five times per year, on a schedule to be set at least one year in advance. Any meeting may be postponed or cancelled at the discretion of the Board or of the Chair and the President.
2. Special meetings of the Board may be held at any time upon the call of the Chair, or in the Chair's disability or absence, of the Vice Chair, or in the disability or absence of both, of two members of the Board, notice of which, stating the purpose of the meeting, shall be given to each member. A special meeting of the Board may, and upon the written requisition of not fewer than five members, shall, at any time be called by the Chair, or the Vice Chair for the transaction of such business only as may be specified in the notification of such meetings.
3. (a) All meetings shall require not less than seven days' notice, provided that meetings of the Board may be held at any time without formal notice if all the Board members are present (including present by telephone or approved electronic means) or if all the absent Board members waive notice.

- (b) The accidental omission to give notice of a regular or special meeting to any member of the Board, or any accidental irregularity in connection with the giving of notice, shall not invalidate the proceedings of the meeting.
 - (c) An agenda and, wherever practical, all supporting material shall be sent to each member of the Board a full week ahead of each meeting.
4. (a) The Board may pay to each member of the Board, except the President of the University or an employee of the Government of Saskatchewan, a sum to be determined by the Board for each day that the member attends a meeting of the Board or any Committee of the Board. (The University of Saskatchewan Act, 1995, Section 49(q)).
- (b) (i) The Board may, from time to time, set the amount of the honorarium and may authorize similar payments for Board members attending Committee meetings other than standing Committees of the Board (e.g. senior appointment Committees, joint Committees). The Secretary is authorized to approve these additional payments, from time to time, following consultation with the Chair of the Board.
 - (ii) The Board may authorize payment of honoraria to non-Board members who serve on Committees of the Board.
 - (c) (i) The Board may authorize the payment of a retainer fee for the Chair in addition to the honorarium stipends.
 - (ii) The Board may authorize the payment of a retainer fee for the Vice Chair in addition to the honorarium stipends.
5. Board meetings are open only to Board members and resource officers. Designated officers of the University and other guests may be invited to attend meetings of the Board where such attendance is warranted by the agenda.
6. The agenda shall include provision for in camera items for consideration by Board members only, without the presence of resource officers.

VI. PROCEDURES AND VOTING

1. Meetings of the Board will be conducted in accordance with the rules of order contained in the most recent edition of Procedures for Meetings and Organizations by Kerr and King. . The Chair is empowered to adjudicate rules of order and procedures, if and when necessary.

2. Six members of the Board constitute a quorum for the transaction of business (The University Act, 1995, Section 47). For the purpose of achieving quorum, a member joining the meeting, with the consent of the chair, by teleconference or other electronic media which permit all persons participating to hear one another, shall be considered to be present.
3. All questions at a meeting of the Board or its Committees shall be decided by a majority of votes of the members present. The Chair or other presiding officer may vote on all questions, and any question on which there is an equality of votes shall be deemed to be negative.
4. Notwithstanding any other bylaw herein, any instrument or minutes of any meeting of the Board setting out a resolution or resolutions that are signed or electronically approved by a two-thirds majority of members of the Board (of which signatures or electronic approvals may be counterpart) will have the same force and effect as if voted on at a duly convened meeting, even when normal notice of such a meeting has not been given, or when the Board has not met in person to pass the resolution or resolutions
5. When a motion or resolution is made, it shall be provided in writing to the Secretary; and every motion or resolution shall be reduced to writing, if the Chair order it, or a member desire it. Any member may have their vote recorded for the minutes on request. The number of yeas and nays shall be entered in the minutes at the call of any two members.
6. Notice of a member's intention to introduce new matter shall be given in writing to the Secretary at least ten days before the meeting at which the new matter is intended to be introduced, or by giving the notice at a previous meeting of the Board.
7. Unless previous notice thereof is given, no motion introducing new matter other than that of privilege or petition shall be taken into consideration at any regular meeting of the Board except by leave of two-thirds of the members present.
8. If a member of the Board or any Committee thereof has a conflict of interest in some matter to be considered, the member shall declare their interest and shall not vote on that matter. Such member may, if determined by the Board, be asked to withdraw from the meeting during the discussion or voting of any motion relating thereto.

VII. RECORDS

1. A record of the proceedings of all regular and special meetings of the Board and of all standing committees shall be kept in a book provided for that purpose, and the minutes of every such meeting shall be submitted to the next meeting of the Board, and shall be signed by the presiding officer and recording secretary after being adopted by the Board, and such minutes shall at all times be open to the inspection of any members.

2. A record of discussions held in camera at meetings of the Board or its standing committees will not be included in the minutes, except to indicate that such discussion took place. However, any resolutions proposed and dealt with by the Board or its committees in camera or at Board-only sessions shall be recorded and duly noted in a confidential addendum to the minutes and brought to a future meeting of the Board or committee for approval.

VIII. OFFICERS OF THE BOARD

1. The officers of the Board shall consist of a Chair, Vice Chair, the President and the University Secretary as Secretary.
2. The President, Chancellor, student representative and faculty representative are not eligible to be nominated for Chair or Vice Chair.
3. Nominations for the positions of Chair and Vice Chair shall be made by a special committee of the Board comprising members of the Board who are not eligible to be Chair or Vice Chair (including any retiring or retired Board Chair who is still a member of the Board) and chaired by the Chancellor. The committee will present one nomination for Chair and one nomination for Vice Chair to the Board for approval no later than July 1 of the year in which the incumbent Chair's and/or Vice Chair's terms will expire.
4. The term of office for the Chair and the Vice Chair is normally two years, and members will normally be elected to serve only one two-year term as Vice Chair, followed by one two-year term as Chair.
5. Duties of the Chair and Vice Chair:
 - (a) The Chair shall preside at all meetings of the Board and of the Executive and shall discharge the ordinary duties of such officer.
 - (b) The Vice Chair shall chair the Governance and Executive Committee.
 - (c) All transfers, mortgages and other instruments or documents to which the University is a party are deemed to be properly executed by the University if the corporate name of the University is immediately followed on the same page by:
 - (i) the official signatures of:
 - (A) the Secretary; and
 - (B) the Chair or Vice Chair of the Board; or

(ii) the official signatures of any two officers of the University designated by the Board for the purpose. (*The University Act, 1995, Section 98(1)*)

An instrument or other document executed on behalf of the University in accordance with this subsection (c) is not invalid merely because the corporate seal of the university is not affixed to it. (*The University Act, 1995, Section 98(2)*)

(d) In the event of the absence or disability of the Chair, the Vice Chair shall have all the powers and perform all the duties of the Chair. (*The University Act, 1995, Section 44(2)*).

6. The University Secretary is the Secretary to the Board. (*The University Act, 1995, Section 43*)

IX. COMMITTEES

1. Authority

(a) The Board shall appoint standing or special committees as are deemed necessary and shall appoint Board members to those committees.

(b) All standing and special committees shall have a written purpose and written terms of reference outlining their composition and accountabilities. Special Committees' terms of reference will include clear outcomes and a termination date for the work of the Committee.

2. Membership

(a) All standing and special Committees shall be constituted of members of the Board.

(b) In making appointments to Committees, the Board will take into account the strengths and expertise of Board members.

(c) Committees will normally be comprised of at least three members of the Board, and no Committee shall be larger than five members.

(d) All Board members are expected to serve on at least one Committee. No Board member, except the Chair and Vice Chair, will be appointed to more than three Committees.

(e) The Chair of the Board is an ex officio voting member of all Board Committees and may attend any meeting they deem necessary or appropriate.

3. Term

- (a) All committee appointments shall be for a term of one year.

4. Vacancies

Where a vacancy occurs at any time in the membership of a Committee, it may be filled by the Board, and shall be filled by the Board if the membership of the Committee is fewer than three board members as a result of the vacancy.

5. Committee Chairs and Vice Chairs

- (a) The Chair of each standing Committee shall be appointed by the Board and shall be a member of the Board. The term of the Chair shall be one year, renewable annually.
- (b) Normally no Board member will chair more than one Committee.
- (c) Each Committee may appoint a Vice Chair. The term of the Vice Chair shall be one year, renewable annually.
- (d) If the Chair of a Committee is not present at any meeting of the Committee, the Vice Chair will chair the meeting. In the absence of a Vice Chair, the chair of the meeting shall be chosen by the Committee from among their members present, or the Chair of the Board may be invited to chair the meeting.

6. Committee Secretaries

Each Committee shall arrange for a Secretary, normally from the Administration, who will be responsible for providing a written agenda in advance of each meeting, for taking minutes at each meeting and, after their approval by the Chair of the Committee, for distributing copies to all members and (as part of the Committee's report) to the full Board.

7. Meetings

- (a) Each Committee will meet at least once per year. Notice of the time and place of every meeting shall be given at least 72 hours prior to the time fixed for such meeting. Members may by mutual agreement waive the requirement for notice.
- (b) Meetings of the Committee may be called by any member of the Committee, the Chair of the Board, or the President.

- (c) Any member of the Board may attend any meeting of any standing Committee except the Governance and Executive Committee where attendance is with the consent of the committee.
- (d) Senior University officers who normally attend Board meetings may also be invited to attend; others may be invited for consultation purposes.

8. Quorum

Two board members, who are members of that Committee, shall constitute a quorum for all standing Committees.

9. Decisions

- (a) Matters decided by the Committee shall be decided by a majority vote of those present and eligible to vote. All members of Committees appointed by the Board shall be entitled as Board appointees or representatives to move, second and vote on resolutions at meetings of Committees to which they have been named.
- (b) Any Committee is empowered to retain outside advice at the expense of the University where it deems that such advice is necessary and desirable for the effective performance of its responsibilities.

10. Reports

- (a) Each Committee shall normally make a full report in writing at the next full meeting of the Board following a meeting of the Committee.
- (b) A copy of the record of the proceedings of the Committee, including the agenda material, when sent to and received by members of the Board may be accepted as the equivalent of a corresponding part of such report.

11. Work Plan and Terms of Reference

- (a) Each Committee is responsible for developing an annual work plan and for bringing this work plan to the Board for approval.
- (b) Each Committee should regularly review its own terms of reference, and recommend changes as required.

X. POWERS OF THE BOARD

The statutory powers of the Board are outlined in the *University of Saskatchewan Act, 1995*, Sections 48 to 51 inclusive.

XI. AMENDMENT

Bylaws may be altered at any meeting of the Board, but notice of any proposed alteration shall be given at least ten days prior to the meeting at which such amendment is to be considered.

Approved by Board September 2, 1976 Amended 1977, 1979, 1982, 1983, 1984, 1986, 1989, 1990, 1995, 1996, 1998, 1999, 2000, 2002, 2003, June 2004, November 2006, December 2008, May, June 2010, December 2011, June 2012, December 2012, December 2013, May 2014, October 2014, December 2015, March 2016, December 2016, June 2017, June 2020