

AGENDA ITEM NO: 9.1

**UNIVERSITY COUNCIL
GOVERNANCE COMMITTEE
NOTICE OF MOTION**

PRESENTED BY: Roy Dobson, Chair, Governance Committee

DATE OF MEETING: April 17, 2025

SUBJECT: **Changes to Council Bylaws**

COUNCIL ACTION: **Notice of Motion**

That Council approve the changes to the Council Bylaws.

PURPOSE:

Revisions Council Bylaws require approval by University Council at the recommendation of the Governance Committee of Council. This notice of motion to Council to approve these revisions to the Council Bylaws is presented in accordance with the requirement for 30-day notice on any amendments to said bylaws. A request for decision on the proposed revisions to these bylaws will be presented to Council on May 15, 2025

SUMMARY:

The Governance Committee is recommending two different changes to the Council Bylaws.

Centres Subcommittee Terms of Reference

The Governance Committee is recommending that the terms of reference for the Centres Subcommittee be included in the Council Bylaws as included in the attached package and that the terms of reference of the Centres Subcommittee currently included in the Centres Policy be removed.

Rationale for the change is outlined in the attached package.

The Governance Committee reviewed the changes at its March 11, 2025, meeting and were supportive of the changes.

Council Chair Election

The Governance Committee is recommending changes to the Council Bylaws to adjust the length of both the nomination period and the election period for the chair of University Council. The current 30-day nomination period and 10-day election period are longer than the nomination or election period for any other roles associated with University Council and is a reflection of an earlier time when there was a reliance on paper nomination forms and ballots. A shorter nomination and election period will allow greater flexibility to support the process of nominating and electing the chair.

The proposed new timelines for the nomination and election period are outlined in the attached report.

The Governance Committee reviewed the changes at its March 11, 2025, meeting and recognized the importance of having a process for electing a chair that was both efficient and democratic.

ATTACHMENTS:

1. Centres Subcommittee terms of Reference
2. Council Chair Election

SUBJECT: Centres Subcommittee Terms of Reference

DECISION REQUESTED: That the Governance Committee recommend to University Council that:

- The terms of reference for the Centres Subcommittee as included in the report package be adopted; and
- The terms of reference be removed from the *Centres Policy* and included only in the *Council Bylaws and Regulations*.

BACKGROUND AND SUMMARY:

At its meeting on January 29, 2025, the Planning and Priorities Committee adopted the following motion:
That the Planning and Priorities Committee recommend to the Governance Committee of University Council that:

- *The terms of reference for the Centres Subcommittee as included in the report package be adopted; and*
- *The terms of reference be removed from the Centres Policy and included only in the Council Bylaws and Regulations.*

Additionally, the Centres Subcommittee similarly approved of these changes to their terms of reference at their January 10, 2025 meeting.

Over the course of the 2023/24 academic year, the Planning and Priorities Committee did work to amend its own terms of reference. These changes have been made, but the Centres Subcommittee wanted more time to propose recommendations to its own terms of reference so it could best support the decision making of the Planning and Priorities Committee on the issue of centres and ensure that the university's overall approach to centres governance is robust, sustainable, and works to achieve institutional goals.

As such, several changes are being proposed to the terms of reference of the Centres Subcommittee as described below and detailed in the attachment.

Minor Amendments to Subcommittee Responsibilities

<i>Current Text</i>	<i>Revised Text</i>	<i>Rationale</i>
"To facilitate the creation of new centres"	"Upon request, provide advice and feedback to existing and prospective centres"	This change is being proposed because the subcommittee's work is not strictly to facilitate the creation of centres, as in some circumstances a centre is not warranted (to ensure that the institutional approach to centres is sustainable). The subcommittee has inserted the words "Upon request" to create clarity that they are not to engage in policing on this matter, but only provide input when asked to do so.

“To monitor adherence to the Centres Policy”	“Support and monitor compliance with the Centres Policy and provide recommendations regarding revisions”	“Support” added to create opportunities for constructive feedback as opposed to a more strict emphasis on compliance. Providing input on the Centres Policy has been deleted from the below responsibility and has been inserted into this one.
“To develop and review the Centres Policy and Guidelines”	“Develop and maintain Centres Guidelines”	The subcommittee has no authority to develop an institutional policy, but it can support this work through guidelines.
“To oversee the establishment and disestablishment of centres”	“Advise on the establishment, disestablishment, and reorganization of centres”	Adding the word “reorganization” more accurately reflects the work of the subcommittee as from time to time it will advise on reorganization, such as with the Toxicology Centre.

Clarification of Planning and Priorities Committee Responsibilities

With the above change to the subcommittee’s terms of reference to explicitly include reference to providing input on centre reorganization, the following change is recommended to the responsibilities of the Planning and Priorities Committee:

Current Text

“Undertaking review and recommending to Council on...

- (e) Establishment and disestablishment (including through amalgamation or separation) or review of any institute or centre at the university.

Revised Text

“Undertaking review and recommending to Council on...

- (e) Establishment, disestablishment (including through amalgamation or separation), **reorganization**, or review of any institute or centre at the university.”

Defining Committee Membership and Quorum

Defining the Chair

Past (and current) practice for this subcommittee has been to have the vice-chair of the Planning and Priorities Committee serve as chair. This has been explicitly stated in the updated terms of reference.

Clarifying Membership from the Planning and Priorities Committee

It has been clarified that the two members appointed to the subcommittee by the Planning and Priorities Committee are in addition to the vice chair of PPC serving as chair of the subcommittee. This is in line with current practice.

Membership from Other Council Committees

The terms of reference for the subcommittee in the current *Council Bylaws* say that the Academic Programs Committee and the Research, Scholarly, and Artistic Works Committee both have one member on this subcommittee. This remains unchanged.

Membership from Administrative Offices

The terms of reference for the subcommittee in the current *Council Bylaws* say that the membership will include representatives from the offices of the provost, the vice-president administration, and the vice-president research. The proposed changes eliminate representation for the vice-president administration. This office is included in the membership of the Planning and Priorities Committee.

Membership from Centre Directors

The current terms of reference indicate that centre directors are included, but do not specify how many. This number has been set at five, and the subcommittee has found value in having these voices as part of the decision-making process.

Clarifying Quorum

Typical of most Council committees, quorum has been set at a majority of voting members.

Committee Support

Currently, administrative support for the subcommittee is provided by the Governance Office, typical of most Council committees. No change is being recommended to this.

Removal of Subcommittee Terms of Reference from Centres Policy

The terms of reference (responsibilities and membership) for the Centres Subcommittee are currently outlined in both the *Council Bylaws* and in the *Centres Policy*.

No other committee or entity of Council has its terms of reference outlined in a policy, and this creates a redundancy. The terms of reference for a subcommittee are more appropriately housed in a set of bylaws as opposed to a policy. Additionally, the *Centres Policy* is co-owned by both University Council and the Board of Governors. Since the Centres Subcommittee is an entity of Council designed to assist Council with its academic decision making surrounding centres, the terms of reference for it should not be outlined in a document co-owned by another governing body of the institution.

ATTACHMENT:

- Terms of Reference for Centres Subcommittee

Terms of Reference for Centres Subcommittee

Relevant Excerpts from the *Council Bylaws and Regulations*

Planning and Priorities Committee

Current Text

“Undertaking review and recommending to Council on...

- (e) Establishment and disestablishment (including through amalgamation or separation) or review of any institute or centre at the university.

Revised Text

“Undertaking review and recommending to Council on...

- (f) Establishment, disestablishment (including through amalgamation or separation), reorganization, or review of any institute or centre at the university.”

Centres Subcommittee Responsibilities

Current Text

The mandate of the PPC Standing Subcommittee on Centres is:

- (a) To facilitate the creation of new centres
- (b) To monitor adherence to the Centres Policy
- (c) To develop and review the Centres Policy and Guidelines
- (d) To oversee the establishment and disestablishment of centres
- (e) To maintain a list of active centres
- (f) To report on and bring recommendations on these issues to PPC

Revised Text

The mandate of the PPC Standing Subcommittee on Centres is to:

- (a) Upon request, provide advice and feedback to existing and prospective centres;
- (b) Support and monitor compliance with the Centres Policy and provide recommendations regarding revisions;
- (c) Develop and maintain Centres Guidelines;
- (d) Advise on the establishment, disestablishment, and reorganization of centres;
- (e) Maintain the list of active centres; and
- (f) Report on and bring recommendations on these issues to PPC.

Centres Subcommittee Membership

Current Text

Revised Text

Membership on this subcommittee is as follows:

Membership on this subcommittee will be drawn from the Academic Programs (1), Planning and Priorities (2) and Research, Scholarly and Artistic Works (1) Committees of Council, the offices of the provost, vice-president administration, and vice-president research, centre directors, and will be supported by the Governance Office.

- Vice chair of the Planning and Priorities Committee to serve as chair of the subcommittee.
- Two additional members from the Planning and Priorities Committee.
- One member from the Academic Programs Committee.
- One member from the Research, Scholarly, and Artistic Work Committee.
- Five centre directors.
- One representative of the Office of the Provost.
- One representative of the Office of the Vice-President Research.

Terms of centre directors on the subcommittee are for three years, rotating to ensure continuity of membership. Terms of the representatives of Council committees align with their terms on those committees. Quorum of the subcommittee is a majority of voting members.

The Governance Office provides committee coordination for the subcommittee.

SUBJECT: Council Chair Election

DECISION REQUESTED: That the Governance Committee recommend to University Council changes to the *Council Bylaws and Regulations* with respect to the election of the Chair, as outlined in this report.

BACKGROUND AND SUMMARY:

The *Council Bylaws and Regulations* task the Governance Committee with “Reviewing the Bylaws of Council and recommending to Council revisions to the Bylaws.” (Part 2, section III, clause 1)

These bylaws set forth various timing requirements for the election of the chair of Council (Part 3, section III, clause 3):

“(b) **Thirty** days prior to the deadline for receipt of nominations, the Secretary will inform all members of Council that nominations for the position of Chair are being requested...

(d) **Ten** days prior to the date of the election, the Secretary will provide to all members of Council a ballot setting out the names of the nominee...” [emphases added]

Additionally, if there are no nominations submitted on this first call, a second call is required and there are no time requirements for this:

“(g) In the event that no nominations are received by the deadline for nominations for Chair, a second call for nominations will be sent.”

The length of the 30-day nomination period and 10-day election period is longer than any other nomination and election period for anything related to University Council. The required length of this process creates difficulties in completing these elections if the chair resigns later in the academic year. Because there is a significant change over in Council membership on July 1 of each year, it is important to start and conclude this process either entirely before or entirely after this date. Additionally, with the current time requirements, having this process occur after July 1 would mean Council would be without a someone serving formally in the chair position for a period of roughly a month and a half. Ultimately, greater flexibility is needed in this process to ensure that Council can have someone serving in the position of chair and in a way that upholds democratic principles.

ATTACHMENT:

- Amendments to the *Council Bylaws and Regulations*

Amendments to the *Council Bylaws and Regulations*

Changes to Council Chair Elections

Selection and Removal of the Chair and Vice-Chair

Current Text

(b) Thirty days prior to the deadline for receipt of nominations, the Secretary will inform all members of Council that nominations for the position of Chair are being requested and will provide a nomination form for this purpose.

(d) Ten days prior to the date of the election, the Secretary will provide to all members of Council a ballot setting out the names of the nominees and the brief description of each nominee referred to in (c). Information accompanying the ballot will indicate that the ballot is to be returned to the Secretary on or before the specified date.

Proposed Text

(b) At least 14 days prior to the deadline for nominations, the Secretary will inform all members of Council that nominations for the position of Chair are being requested and will provide a nomination form for this purpose.

(d) At least seven days prior to the deadline for voting, the Secretary will provide to all members of Council a ballot setting out the names of the nominees and the brief description of each nominee referred to in (c).

New Text

(h) If necessary, the Secretary will allow adequate time for the second nomination period and will communicate these timelines to the Governance Committee.

And all subsequent clauses be renumbered appropriately.