

BY-LAWS OF SAINT MARY'S UNIVERSITY

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(Adopted April 28, 1983, as amended to April 20, 2024)

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SECTION 1 DEFINITIONS

Article 1

- (1) Act of Incorporation means the Saint Mary's University Act, 1970, Statutes of Nova Scotia, 1970, Chapter 147, as amended.
- (2) Board means the Board of Governors of Saint Mary's University.
- (3) Governor means a member of the Board.
- (4) University means Saint Mary's University, Halifax, Nova Scotia, established by the Act of Incorporation.

SECTION 2 BOARD OF GOVERNORS

Article 1 . The Board

The Board is constituted in accordance with the provisions of the Act of Incorporation.

Article 2 . Governors

(1) The elected and appointed Governors shall serve for such terms, not exceeding three years, as each electing or appointing body shall from time to time determine, and shall be eligible for re-election or re-appointment.

(2) The Governors who are Vice Presidents of the University employed as members of senior management shall be non-voting members of the Board. Non-voting members of the Board shall have the right to receive notice of any meeting of the Board and to participate in, but not to vote at, all such meetings, and shall be entitled to indemnification and exculpation to the same extent as the voting members of the Board.
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- (b) **Members Items**
Any Governor may suggest items for placement on the Agenda by submitting such items in writing to the University Secretary at least ten days before the meeting.
 - (c) **Adding Items or Changing Order**
At any meeting, agenda items may be added or taken up out of order upon resolution of the Board.
 - (d) **Motions not on Agenda or in Reports**
Except upon resolution of the Board, no motion shall be debated at any meeting unless the subject matter of the motion had been referred to in the Agenda or in the circulated reports.
- (6) **Reports**
- (a) Except upon resolution of the Board, Reports shall not be received at any meetings unless submitted in writing to the University Secretary and circulated with the notice of meeting.
 - (b) Committee spokespersons and others entitled to make Reports shall be permitted to address the meeting about matters that arise between the time when their written Reports are submitted and the meeting.
- (7) **Voting**
All voting members of the Board, including the Chair, shall be entitled to vote on all motions, but the Chair shall not have a casting vote in the event of a tie.
- (8) **Quorum**
A simple majority of the voting members of the Board shall constitute a quorum.
- (9) **Participation by telephonic, electronic, or other communication facilities**
A Governor, official Observer, or an invited guest may participate in a meeting of Governors by means of a telephonic, electronic, or other communication facility which permits all participants to communicate adequately with each other during the meeting. A Governor, official Observer, or an invited guest participating in a meeting by such means is deemed for all purposes to be present at that meeting.
- (10) **Procedure**
Except as otherwise specified in the Act of Incorporation or By-Laws, all meetings shall be conducted in accordance with the usual rules of parliamentary procedure as set out in the current edition of Roberts Rules of Order, a copy of which shall be brought to each meeting by the University Secretary.
- (11) **Consent Without A Meeting**
Any action required or permitted to be taken at any meeting of the Board or at a committee of the Board may be taken without a meeting if a consent in writing or by electronic transmission to such action is given by each voting member of the Board or committee and is filed with the minutes of proceedings of the Board or such committee.

Article 8 . Annual and Special General Meetings

(1) Annual General Meeting

An Annual General Meeting of the Members of the University as defined in the Act of Incorporation shall be held in September in each year.

(2) Special meetings

Special meetings of Members shall be held at the direction of the Chair or the Executive Committee or upon a request in writing submitted by any five Governors to the University Secretary specifying the purpose for which the meeting is to be held.

SECTION 3 COMMITTEES

Article 1 . Executive Committee

(1) The Board shall establish an Executive Committee comprised of the following persons:

(a) the Chair of the Board, who shall be Chair;

(b) the V 16.098 015as7 /LBody <</MCTj -26.005 Tc 0.005 Tw 16.098 0 Td [(Ch)-3.4

(b) Subject to the By-

Appointments to each Standing Committee shall continue in effect until the next Annual General Meeting, the member sooner resigns, or in the case of a Governor, ceases to be a Governor.

- (5) Powers
Each Standing Committee shall be merely advisory to the Board unless, and to the extent that, the Board specifically grants it decision- making authority.
- (6) Quorum
Quorum shall be dictated by the Terms of Reference for each Committee.
- (7) Procedure
Subject to the resolutions and direction of the Board, each Standing Committee may from time to time fix its own rules of procedure.

Article 3 . **ad hoc** Committees

- (1) (a) The Board may by resolution establish and appoint members to ~~the~~ committees.
- (b) Any committee not stated by the Board to be a Standing Committee shall be an ~~ad hoc~~ Committee.to

Article 2 . President

(1) General Powers

The President shall have general supervision of, and direction over, the academic and administrative work of the University and its faculty, officers, and employees, and shall have such other powers as from time to time conferred upon the President by the Board.

(2) Specific Powers

(a) Subject to the resolutions and directions of the Board, the President shall:

(i) Make all appointments, promotions, suspensions, dismissals, terminations of contract, and awards tenure, of academic staff;

(ii) Exercise general supervision over the students of the University;

(iii) Appoint, promote, suspend, dismiss and terminate the appointment of members of the administrative and operational staff of the University and enter into collective bargaining agreements with them on behalf of the University.

(3) Term

Unless the Board establishes a shorter term at the time of appointment, the President shall hold office for a period of six years or until a successor has been appointed.

(4) Re-appointment of President

(a) An incumbent President is eligible for reappointment for an additional term or terms.

(b) If an incumbent President wishes to serve an additional term, the President shall advise the Chair of the Board of that wish not earlier than twenty-four months or later than twenty-two months prior to the expiry date of the President's current term.

(c) Upon receipt of a request for reappointment from the President, the Board shall within one month of the date the request is received by the Chair establish a Presidential Review Committee to carry out a review of the President's performance and make a recommendation to the Board concerning reappointment of the President.

(5) Composition of Presidential Review Committee

The Presidential Review Committee shall consist of the persons required to be appointed to a Presidential Search Committee as specified in sub-section 8(b) of this Article 2. The provisions of Article 2(8) shall apply to the Presidential Review Committee and its deliberations with the necessary changes being made.

(6) Report and Recommendation

The Presidential Review

recommendation of the President, anyone it appoints or election of anyone it appoints or elects to any position at any meeting of the Board if the Agenda for the meeting included with the notice refers to the proposed revocation.

SECTION 7 AMENDMENTS AND SUSPENSION

Article 1

These By-Laws may be repealed, amended, or suspended by a majority vote at any duly constituted meeting of the Board called in whole or in part for that purpose, seven days notice having been given. With the notice calling such Meeting, there shall be enclosed a copy of the proposed repeal, amendment, or suspension.

SECTION 8 CONFLICTS OF INTEREST

Article 1 . Purpose

The purpose of the rules set out in this Section is to facilitate the understanding of conflict of interest situations and to establish appropriate procedures that will allow the University to resolve such situations in the University's best interest.

Article 2 . Definition of Conflicts of Interest

A Board member shall be deemed to have a conflict of interest for the purpose of this by-law where:

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- and
- iii. withdraw from the meeting when the matter is being discussed.
- (c) A member of the Board who is a student, or whose partner or relative is a student, may take part in discussions and vote on all matters relating generally to the financial operations of the University, except for those matters in which the member's interest or that of his/her partner or relative is not the same or substantially the same as that of the other students of the University.
- (d) A member of the Board who is an employee of the University, or whose partner or relative is an employee of the University, may take part in discussions and vote on all matters relating generally to the financial operations of the University, other than matters in which the member's interest or the interest of the member's partner or relative is not the same or substantially the same as that of other employees of the University.
- (e) Where the Board or a committee of the Board to which the Board has delegated authority is of the opinion that a conflict of interest exists that has not been declared, the Board or committee may declare, by a resolution carried by two-thirds of the members present at the meeting, that a conflict of interest exists and in each such case the provisions of sub-sections (b) ii and iii of this bylaw shall apply as if the member had declared the interest.

SECTION 9 CONFIDENTIAL MATTERS

Article 1

- (1) All Governors shall keep in strict confidence all information acquired in connection with performance of their duties as Governors of the University and

the Board to receive such information.

SECTION 11 NOTICES

Article 1

Notices to governors required by these By-laws may be provided by any one or more of the following methods:

- (a) by personal delivery;
 - (b) by courier;
 - (c) by regular post to an address provided by the governor;
 - (d) by electronic transmission to an email address provided by the governor; or
 - (e) by way of posting, with subsequent e-mail notice to governors, to the internet board portal administered by the University Secretary.
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