

**BOARD OF GOVERNORS**

**ST. THOMAS UNIVERSITY**  
Fredericton  
New Brunswick

**BY-LAWS / POLICIES**

Updated: July 15, 2019

# By-Laws of the University

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**Fredericton, NB  
E3B 5G3**

## **By-laws of the University**

The following shall be the By-laws of St. Thomas University (hereinafter called the “University”), incorporated by Special Act of the Legislative Assembly of New Brunswick, 1934, Chapter 45, and subsequently from time to time amended (hereinafter called the “Act”).

### **1. INTERPRETATION**

#### **Definitions**

1.01 Definitions in this by-law and all other by-laws and resolutions of the University, unless the context otherwise requires:

“**Board**” means the Board of Governors of the University;

“**by-laws**” means this by-law and all other by-laws of the University;

“**external member**” means a member of the Board who is not employed by the University, is not a student, and is not an Alumni representative.

“**meeting of members**” means an annual meeting of members of the Board or a general meeting of members of the Board;

“**staff**” means the persons employed by the University who are not faculty;

“**University**” means St. Thomas University

1.02 Interpretation in this by-law, unless the context otherwise requires, shall be construed and interpreted in accordance with the following:

- (a) Words importing the singular number include the plural and vice versa; words importing the masculine gender include the feminine; words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations;
- (b) The headings used in this by-law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions;



- (c) In the event of any dispute, the intent or meaning of any word shall be that given to it by the Board, and
- (d) Any reference in this by-law to any statute shall, unless otherwise expressly stated, be deemed a reference to such statute as the same may from time to time be amended, restated, re-enacted or replaced.

## **2. BUSINESS OF THE UNIVERSITY**

### **Head Office**

2.01 The Head Office of the University shall be in the City of Fredericton in the County of York and Province of New Brunswick.

### **Corporate Seal**

2.02 The Seal, an impression whereof is stamped in the margin hereof, is hereby adopted as the corporate seal of the University. The seal shall be kept in the custody of the President at the head office of the University and may be affixed to instruments in writing by any one of those persons hereafter authorized in Section 2.03 to execute instruments on behalf of the University.

### **Execution of Instruments**

2.03 All undertakings, deeds, documents and instruments in writing executed by the University, whether under its corporate seal or not, shall be signed, when authorized by the Executive Committee, or by any two of the Chairperson of the Board, the President and the Secretary of the Board and all undertakings, deeds, documents and instruments in writing so signed shall be binding upon the University without any further authorization or formality.

### **Cheques, Drafts or Notes**

2.04 All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons whether or not officers of the University, and in such a manner as the Board of Governors may from time to time designate.

### **Bank Accounts**

2.05 Bank Accounts may be kept in the name of the University with any incorporated bank or trust company in Canada or elsewhere, and all bills of exchange, cheques, promissory notes and hypothecations shall be made, drawn, signed, accepted, endorsed, or executed by such officers or other persons as may be designated by resolution of the Board of Governors.

### **Borrowing**

2.06 The Board may from time to time:

- (a) borrow money upon credit of the University;

- (b) limit or increase the amount to be borrowed;
- (c) issue bonds, debentures, debenture stock or other securities of the University;
- (d) pledge or sell such bonds, debentures, debenture stock or other securities for such sums and at such price as may be deemed expedient;
- (e) mortgage, hypothecate or pledge the real or personal property or both including book debts and unpaid calls, rights, powers, undertakings and franchises of the University to secure any such bonds, debentures, debenture stock or other securities and any money borrowed for the purpose of the University.

**Fiscal Year**

2.07 The fiscal year of the University shall end on April 30<sup>th</sup>.

**3. CHANCELLOR AND VICE-CHANCELLOR**

**Chancellor**

3.01 The Roman Catholic Bishop of Saint John shall be the Chancellor of the University (the “Chancellor”) and shall be an ex-officio member of the Board of Governors of St. Thomas University (the Board). The Chancellor is the titular head of the University and shall

- (a) assist the University in the securing and flourishing of its public reputation
- (b) preside at Convocation and assist at other appropriate public functions
- (c) assist with important undertakings (such as lending his personal endorsement for fund-raising and public-relations activities) and confer prestige upon the University as a result of his personal reputation and his being a distinguished member of the community;
- (d) serve as chair of the Presidential Search Committee;
- (e) perform those duties which shall assist the University in the effective performance of its mandate; and provide advice to the Board in respect to the maintenance and promotion of the Catholic identity of the University.

**Vice-Chancellor**

3.02 The President shall be the Vice-Chancellor of the University and shall perform the duties of the Chancellor in the event of the absence or inability to act of the Chancellor or any vacancy in the office of Chancellor.

## 4. BOARD OF GOVERNORS

### Number and quorum

4.01 The Board is the governing body of the University and shall consist of not more than twenty-five members, including *ex officio* members. At any meeting of the Board, a majority of the membership shall constitute a quorum.

### Powers

4.02 Subject always to the provisions of the Act, the Board shall have full power and authority to regulate and manage the affairs of the University and carry out the purposes thereof, and in so doing may delegate all or any such power and authority to the Executive Committee as hereinafter in these by-laws provided.

### Term of Office

4.03 Except as otherwise provided, the term of office of each external member of the Board shall commence on the date of his or her appointment by the Board and shall continue for a period ending on the first day of the month which is forty-eight months after the month in which such member was appointed.

A position on the Board is vacated when a member appointed pursuant to by-laws 4.04, 4.09, 4.10 or 4.11:

- (a) resigns; or
- (b) ceases to be eligible for appointment as a member of the Board; or
- (c) has his/her term on the Board terminated by resolution of the Board carried by two-thirds of the members present provided that before such resolution is considered and voted upon, the members of the Board are given fifteen days' prior written notice of the proposed resolution.<sup>1</sup>

### Appointment & Re-appointment

4.04 The Board shall, as hereinafter set forth, appoint or elect up to fifteen (15) persons who support the University's mission, its liberal arts program and its Catholic identity, to serve as external members of the Board and shall fill vacancies occurring from time to time among such external members. In the selection of such external members the Board shall have regard to one or more of the following criteria:

- (a) distinction in post-secondary education, professional organization or business community,
- (b) community standing and involvement, including experience in institutional governance and/or affiliation with St. Thomas or other university,

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<sup>i</sup> Approved addition at the May 7, 2016 Board of Governors meeting

- (c) existing or potential external relationships of importance to the University,
- (d) gender, ethnic background, interest in and support for diversity, membership in or association with recognized groups of persons whose interests are sought to be advanced by the University on an affirmative action basis and who may have been historically under-represented on the Board or disadvantaged in society generally,
- (e) financial literacy,
- (f) geographical representation, or
- (g) the support and promotion of the philanthropic mission of St. Thomas University through fundraising or relationship management.<sup>ii</sup>

4.05 External members shall be eligible for re-appointment for a second term upon the expiration of his or her first term.

4.06 Upon the expiration of an external member's second term, such member shall not be eligible for reappointment as a member of the Board for a period of one year thereafter.

4.07 Upon the occurrence of any vacancy in external membership of the Board or of the membership of any committee, or any of the Board's officers the matter shall be referred to the Nominating Committee which shall meet as soon as practicable and nominate, to the Board, or where reasonably required for the efficient and timely conduct of the Board's affairs, to the Executive Committee, candidates for such appointments.

**Ex officio members**

4.08 The Chancellor, the President and the Vice-President (Academic) of the University shall be *ex officio* members of the Board.

**Faculty representation**

4.09

- (a) Subject to the provisions of this regulation, the Faculty of the University may recommend to the Board three candidates from among their number, whom the members of the Board may select and appoint to the Board.
- (b) No person is eligible for nomination under this section unless that person is, on the date prescribed for the closing of nominations, a member of the faculty of the University and is tenured or who has a tenure-track appointment.
- (c) Members of the faculty of the University holding, on the date prescribed for election, a full-time position, only those members, are eligible to vote in an election conducted under this section.

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<sup>ii</sup> Approved addition at the December 13, 2014 Board of Governors meeting

- (d) An election shall be held within six months prior to the date prescribed for the commencement of the term of office but not later than the first day of September previous to that date.
- (e) Unless the Board provides otherwise, the vote may be taken by ballot box, by campus or by regular mail, or any combination of these, as the Secretary of the Board may determine.
- (f) Subject to the provisions of sub-section (g), the appointments shall be for a period of two years from the date of appointment or to the first day of September nearest the expiration of the two year period, whichever first occurs.
- (g) A faculty representative on the Board who ceases to be a member of the faculty ipso facto ceases to be a member of the Board.
- (h) The Secretary of the Board, or such other person as the Board may designate, shall, in every year in which an election for recommendation is to take place, prepare an alphabetical list, to be called the "faculty election register", of the names and addresses of the members of the faculty who are entitled to vote at an election and the election register shall be open to inspection at all reasonable hours to all members of the faculty.
- (i) The Secretary of the Board, or such other person as the Board may designate, shall conduct all elections, and shall report the results of the election to the Nominating Committee for recommendation to the Board at the next meeting following the election.
- (j) In the event of only one candidate being nominated or only so many candidates being nominated as are required to be elected to the Board, such candidate or candidates shall be deemed to have been elected for recommendation.
- (k) In the event of more candidates being nominated than are required to be recommended to the Board, the candidates receiving the highest number of votes shall be deemed to have been elected for nomination, and, in the event of a tie in votes between candidates, the Board shall cast the deciding vote.
- (l) In the event of a vacancy occurring through death, incapacity or resignation, or because the member has ceased to be employed on the faculty of the University, that vacancy may be filled by an election for recommendation to complete the unfinished term.
- (m) Notwithstanding any other provisions of the bylaws or the Collective Agreement, persons who would be employees except that they are members of the Board of Governors shall be treated as if they are faculty members, as the case may be, for the purposes of the provisions of the Collective Agreement concerning professional responsibilities, evaluations, appointments, tenure, promotion, discipline, department heads, sabbatical leaves, leaves of absence, employment related expenses and research grants, and layoffs, except that they shall not be eligible to sit as employees on any committee established under those provisions.

## **Student representation**

### 4.10 Student representation:

- (a) Subject to the provisions of this regulation, the student body of the University may recommend to the Nominating Committee two candidates elected from their number, whom the members of the Committee may select and recommend for appointment to the Board.
- (b) Eligible to stand for election is any bona-fide full-time student of the University, who places his or her name in nomination through a written document supported by the signatures of ten bona-fide full-time students of the University, to be filed at the Students' Union Office not later than ten days before the date of the election.
- (c) An election shall be held by the student body.
- (d) Every full-time bona fide student of the University is eligible to vote.
- (e) In the event of only one candidate being nominated or only two candidates being nominated, each candidate or candidates shall be deemed to have been elected for recommendation.
- (f) In the event of more than two candidates being nominated to be recommended to the Board, the two candidates receiving the highest number of votes shall be deemed to have been elected for nomination, and, in the event of a tie in votes between candidates, the Board may cast the deciding vote.
- (g) The term of office of a student appointed by the Board shall commence at the Annual (May) Meeting of the Board and shall continue until the 1st day of May of the year following the student's appointment.

## **Alumni representation**

### 4.11 Alumni representation:

- (a) Subject to the provision of this regulation, and subject to the By-laws of the Alumni Association, the Alumni Association of St. Thomas University may recommend to the Nominating Committee two candidates elected according to the constitution and by-laws of the Alumni Association of St. Thomas University, whom the members of the Committee may select and recommend for appointment to the Board.
- (b) The term of office of a member appointed by the Board under this provision shall commence on the date of his or her appointment by the Board and shall continue for a period ending on the first day of the month which is twenty-four months after the month in which such member was appointed.
- (c) In the event of a vacancy occurring through death, incapacity or resignation of a member appointed under this provision, that vacancy may be filled by the appointment, made by the Board, of a candidate chosen according to the constitution and by-laws of the Alumni Association of St. Thomas University to complete the unfinished term.

## **Orientation**

4.12 Upon initial appointment or election to the Board, or any committee thereof, the Nominating Committee shall ensure each member is provided with an appropriate orientation.

## **Annual and General Meetings**

4.13(a) The Board shall hold at least four (4) meetings each year at such time and place as shall be determined by the Board. In addition, meetings of the Board may be held from time to time at the call of either the Chair or the President, or at the call of not less than one-third of the members of the Board.<sup>iii</sup>

4.13(b) As determined by the Board, one of the required meetings referred to in (a) shall serve as the annual meeting of the Board.<sup>iv</sup>

## **Calling of Meetings**

4.14 Notice of annual and other meetings of the Board shall be distributed to all members of the Board at least fourteen days before the day of the meeting. Any irregularity in the notice or calling of any meeting shall not invalidate any of the proceedings at such meeting provided there has been substantial compliance with the provisions of this section. The notice of meeting shall set out, as far as possible, the matters to be dealt with at such meeting.

## **Voting at Meetings**

4.15 Each member (including *ex officio*) of the Board present at a meeting shall have one vote. Questions arising at any meeting of the Board, other than resolutions amending these by-laws, shall be decided by a majority of votes. No member of the Board may vote by proxy at any meeting of the Board.

## **Deciding vote**

4.16 In the case of an equality of votes at any meeting, either upon a show of hands or upon a poll, the Chair at the meeting, in addition to his or her original vote, shall have a second or deciding vote.

## **Polls**

4.17 Voting may be a show of hands unless a ballot is determined by any Board member or required hereunder. A declaration by the Chair that a resolution has been carried, and that an entry to that effect has been recorded in the minutes, shall be admissible as prima facie proof of that fact.

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iii Additions of 4.13(a) and 4.13(b) replaced Clause 4.13

iv Both additions were approved at the December 10, 2016 Board of Governors meeting

## **Adjournment of meetings**

4.18 The Chair may, with the consent of a majority of those present at any meeting, adjourn the same to a fixed time and place and no advance notice of such adjournment need be given to the members of the Board. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling such original meeting.

## **Duty & Confidentiality**

4.19 Each member of the Board, in recognition of the reliance placed upon his or her judgment and the trust and confidence reposed in him or her, shall, in exercising the powers conferred hereunder, act with honesty and in good faith and with a view to the best interests of the University.

4.20 The subject matter of all meetings of the Board and any committee thereof, as well as all information disclosed to members at any time in connection therewith or with any of their responsibilities hereunder and all deliberation thereupon is confidential, regardless of whether it is disclosed orally or in writing and whether it is marked confidential or not. Other than as may be required pursuant to the order or decree of any tribunal having authority over the University, said confidential information shall not be disclosed to any unauthorized person by a member at any time by any means either during the member's term on the Board or after the completion of the term and a member shall use the same degree of care and caution to avoid such disclosure that he or she would use in respect to his or her own confidential information. All such confidential information shall remain the sole and exclusive property of the University, shall be returned or destroyed as the University may request and shall be disclosed or made public only in such manner and at such times as the Board may agree by resolution or as may occur through the exercise of the duties and responsibilities of the chair and/or the ex officio members of the Board, whereupon such information shall thereafter cease to be confidential, but only to the extent of such disclosure. Periodically at meetings of the Board or its committees, the Chair of the meeting shall, before any business comes before the meeting, remind members of the policy on confidentiality. Violations of this confidentiality policy will be the subject of sanctions, such to be determined by the Board. Nothing in this provision is to be construed to limit the sharing of information by and among Board members in the course of their duties.

## **Conflict of Interest**

4.21 Members of the Board shall adhere to the Conflict of Interest Policy (Appendix I) for the Board adopted by the University from time-to-time.<sup>v</sup>

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<sup>v</sup> Revised at the October 4, 2014 Board of Governors meeting



## **Attendance**

4.22 A member may participate in any meeting of the Board or committee thereof by means of such telephone or other communications facilities as permit all persons participating in the meeting to communicate with each other, and a member participating in such a meeting by such means is deemed to be present at that meeting. A member of the Board who is absent for three (3) consecutive meetings of the Board may, at the option of the Board, cease to be a member of the Board.

## **Limitation of Liability & Indemnification**

4.23 No member shall be liable for

- (a) the acts, receipts, neglects or defaults of any other member or employee of the University
- (b) any loss or expense happening to the University through the insufficiency or deficiency of title to any property acquired by the order of the board for or on behalf of the University
- (c) the insufficiency or deficiency of any security in or upon which any of the monies of the University shall be invested
- (d) any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the University shall be deposited, or
- (e) any loss occasioned by the error of judgment or oversight on his or her part or for any loss, damage or misfortune whatever, which shall happen in the execution of the duties of his or her office or in relation thereto unless in or as a result of any action, suit or proceeding he or she is adjudged to be in breach of any duty or responsibility imposed on him or her under any act, regulation or by-law governing the affairs of the University.

4.24 The University shall indemnify the members of the Board both during and after their term of office and their heirs and legal representatives against all costs, charges and expenses including an amount paid to defend or settle a claim or action or satisfy a judgment arising in respect of any civil, criminal or administrative action or proceeding to which a member has been made a party by reason of being or having been a member if:

- (a) he or she acted honestly and in good faith with a view to the best interest of the University; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

4.25 The University shall purchase and maintain insurance for the benefit of members against any liabilities, costs, charges and expenses sustained or incurred by them for failure to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

## **Rules of Order**

4.26 Meetings of the Board and of any committee thereof shall be conducted in accordance with Bourinot's Rules of Order. Where such rules are silent or lack clarity or in any instance where it is considered desirable, an alternate procedure may be adopted by the meeting upon the affirmative vote of not less than 75% of those members present and entitled to vote at such meeting.

## **5. EXECUTIVE MEMBERS OF THE BOARD OF GOVERNORS**

### **Chair of the Board**

5.01 The Chair shall be elected from among the external members of the Board. The Chair shall be elected for a two-year term and is eligible for re-election to a maximum of six continuous years. Notwithstanding Sections 4.03 and 4.06, the term of the Chair may be extended to permit him or her to complete their term or the extension of their term.

### **Duties of Chair**

5.02 The Chair shall:

- (a) preside at all meetings of the Board and the Executive Committee
- (b) serve as spokesperson for the Board and as the Board's liaison with the President
- (c) participate in public functions and activities of the University; and
- (d) perform any or all duties customarily borne by a Chair as well as such other duties as may be assigned to the position by the Board, including those which shall assist the University in the effective performance of its mandate.

### **Vice-Chair**

5.03 The Vice-Chair shall be elected from among the external members of the Board. The Vice-Chair shall be elected for a term of two years and is eligible for re-election to a maximum of six continuous years. In the event of temporary vacancy in the office of the Chair, or in the absence or inability of the Chair to act, the Vice-Chair shall act as, and have all the powers of, the Chair. Notwithstanding Sections 4.03 and 4.06, the term of the Vice-Chair may be extended to permit him or her to complete their term or the extension of their term.

### **Secretary**

5.04 The Secretary shall:

- (a) be appointed by the Board from among its members for a term of two years and is eligible for reappointment to a maximum of six years;
- (b) ensure accurate minutes of the Board and Executive Committee are kept; to ensure copies of such minutes and notices of meetings are forwarded to each member of the

Board; and to ensure notice for all meetings of the Board and its committee are given, as required; and

- (c) perform any additional duties that have been assigned, or may be assigned, from time to time by the Board. <sup>vi</sup>

## **6. EXECUTIVE COMMITTEE**

6.01 The Board shall establish an Executive Committee (Appendix A) which shall coordinate the work of all other Committees of the Board, advise the Board, generally make recommendations to the Board on matters not in the purview of other committees, set agenda for meetings of the Board, and act for the Board on occasions and in circumstances where such authority has been delegated.

### **Meetings**

6.02 The Executive Committee shall meet at least six times per year at the call of the Chair at such place or places as shall be determined by the Chair. The Chair shall call a special meeting of the Executive Committee upon the requisition of three members thereof.

### **Notice of Meetings**

6.03 Notice of meetings of the Executive Committee shall be distributed to all members thereof at least seven days before the day of the meeting, unless otherwise agreed to by the members. Any irregularity in the notice or the calling of any meeting shall not invalidate any of the proceedings at such meeting, provided there has been substantial compliance with the provisions of this section.

### **Voting at Meetings**

6.04 Questions arising at any meeting of the Executive Committee shall be decided by a majority of votes. In case of an equality of votes, in addition to his or her original vote, the Chair of the meeting shall have a second or deciding vote.

## **7. OTHER COMMITTEES**

### ***Ad hoc* Committees**

7.01 The Board may appoint standing or special committees for any purpose which it may deem proper and shall define the duties and powers of any committee so appointed. It shall appoint a Board member to serve as Chair for each such committee and whose term of office shall be at the pleasure of the Board. The Board may appoint to any such committee any persons whether or not they are members of the Board.

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vi Upon reviewing the University's By-laws, there was no provision for a Recording Secretary. This addition was approved at the February 25, 2017 Board of Governors meeting in order to bring actual practice into place, that of using a recording secretary for certain purposes instead of using the Secretary appointed from amongst the Members of the Board (ref 8.04).

## **Committees – General**

7.02 Each committee referred to herein shall have at least three members of the Board on the committee. These committees may, except for in camera meetings, permit resource and other persons to attend committee members on a continuing or on a topic-specific basis from time to time to provide information or advice, provided that such persons are non-voting participants at the committee.

## **Committees – Responsibilities and Membership**

7.03 Each committee shall meet as often as necessary to carry out its assigned responsibilities, but not less than once in each of the fall and winter terms. Each committee shall report to the Board as often as is necessary to keep the Board informed with respect to the work of the committee, but not less than once a year.

## ***Ex officio* Members of Committees**

7.04 Except as otherwise provided in the terms of reference of any committee, the Chair of the Board, the President, and the Chancellor shall be *ex officio* members of each such committee.

## **Standing Committees**

7.05 The following shall be the standing committees of the Board:

- (a) **Senior Administration Compensation Committee** (Appendix B): The Board shall establish a Senior Administration Compensation Committee which shall review and determine compensation of the President and Vice Presidents from time to time and when required.
- (b) **Finance Committee** (Appendix C): The Board shall establish a Finance Committee which shall, review and oversee policy in respect of the all aspects of the financial resources and condition of the University, and make recommendations to the Board in respect thereto
- (c) **Governance Committee** (Appendix D): The Board shall establish a Governance Committee which shall be responsible for ensuring the adequacy and currency of the governance structure of the Board.
- (d) **Human Resources Committee** (Appendix E): The Board shall establish a Human Resources Committee which shall review and oversee policy in regard to all aspects of the University's relationship with its employees and shall make recommendations to the Board in respect thereto.
- (e) **Nominating Committee** (Appendix F): The Board shall establish a Nominating Committee which shall be responsible for the nomination, recruitment and training of Board members.
- (f) **Standing Committee on Advancement** (Appendix J): The Board shall establish a Standing Committee on Advancement which shall support and promote the

philanthropic mission of St. Thomas University through fundraising or relationship management.<sup>vii</sup>

- (g) **Standing Committee on Investment** (Appendix K): The Board shall establish a Standing Committee on Investment which shall review and advise the Board on all issues and topics relating to investment of the University's non-endowed and endowed funds.<sup>viii</sup>

### **Joint Committees**

7.06 The Board may appoint members to committees which are joint committees of the Board, Senate, and/or students.

The joint committees shall be:

- (a) joint Board-Senate committee established for Honorary Degrees (Appendix G), which shall be required to submit its recommendation regarding the conferral of such degrees to the Board for approval not less than sixty (60) days prior to the anticipated date of such conferral or such other time as the Board deems appropriate;
- (b) joint Board-Senate committee on the Growth and Future of St. Thomas University (Appendix H).

### **Quorum**

7.07 At any meeting of a committee, a majority shall constitute a quorum.

## **8. OFFICERS**

### **President**

8.01 The President

- (a) is the chief executive officer of the University, and shall have primary executive responsibility to assist the University in
  - i. the realization and advancement of its mandate and mission,
  - ii. securing its reputation, and
  - iii. establishing external relationships;
- (b) shall be appointed by the Board
- (c) is ex officio Chair of the Senate

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<sup>vii</sup> Motion passed at the December 13, 2014 Board of Governors meeting

<sup>viii</sup> Motion passed at the February 24, 2018 Board of Governors meeting

- (d) subject to the direction of the Board, has general responsibility for managing and directing all academic, financial and administrative programs of the University and the supervision of the University's officers, faculty and staff, and shall provide regular reports, including an annual report to the Board's annual meeting, in respect thereto to the Board and executive Committee;
- (e) shall have power of appointment, promotion, discipline and termination of all employees of the University, in accordance with any applicable collective agreement, and may designate one or more persons to act on the President's behalf with respect to these powers;<sup>ix</sup>
- (f) shall conduct annual performance evaluations of the Vice Presidents and provide a report thereupon to the Human Resources Committee and make recommendations on their compensation to the Senior Administration Compensation Committee; and
- (g) shall have such other powers and duties as may be assigned by the Board.

**Vice-President (Academic and Research)**

8.02 The Vice-President (Academic and Research)

- (a) shall be appointed by and subject to the day-to-day supervision and direction of the President
- (b) is ex-officio vice chair of the Senate
- (c) subject to the direction of the President, shall be responsible to develop and manage the academic priorities and programs of the University, and to recommend the allocation of financial and human resources consistent with such priorities and programs, for recruitment and retention of faculty and the promotion of research and scholarly activity at the University and shall provide reports in respect thereto to the Board and Executive Committee, as requested
- (d) shall assist the President in establishing and advancing external relationships
- (e) shall act for the President in his or her absence or inability and
- (f) perform all additional duties and have such powers as may from time to time be assigned to him by the President within his or her powers of delegation.

**Vice-President (Finance and Administration)**

8.03 The Vice-President (Finance and Administration)

- (a) shall be appointed by and subject to the day-to-day supervision and direction of the President

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<sup>ix</sup> The addition "and may designate.....powers;" was passed in a motion at the October 3, 2015 meeting of the Board of Governors

- (b) is the chief financial officer of the University
- (c) subject to the direction of the President, is responsible for the development of policies, procedures, and systems to ensure efficient management of the University's financial, physical and human resources
- (d) subject to the direction of the President, shall have custody and care of the funds of the University, shall deposit same in chartered banks in the name of the University and shall pay out and dispose of same, sign all cheques, drafts and notes for payment of money
- (e) shall maintain proper books of account for the University, including financial statements prepared in accordance with generally accepted accounting principles, and shall on a regular basis to the Board and Finance including an annual report to the Board's annual meeting; and shall provide reports in respect thereto to the Board and Finance Committee as requested
- (f) perform all additional duties and have such powers as may from time to time be assigned to him by the President within his or her powers of delegation.

### **Other Officers**

#### 8.04 The Recording Secretary

- (a) shall be appointed by the Board;
- (b) shall be responsible to attend meetings of the Board and its committees as required; make notes of the issues discussed; prepare draft minutes for approval; when directed to do so, give notice of meetings of the Board and its committees; to forward to Board and committee members all correspondence about upcoming meetings and other issues of importance to the Board or its committees; and
- (c) perform any additional duties as may from time to time be assigned by the Board. <sup>x</sup>

8.05 The Board may appoint such other officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board. <sup>xi</sup>

## **9. SENATE**

9.01 The following are ex officio members of Senate: the President, who shall be Chair; the Vice-President (Academic), who shall be Vice-Chair; the Registrar, who shall be Secretary; the Deans; the President of the University of New Brunswick; the President of FAUST; the President of the Student Union; Vice-President (Education) of the Student

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<sup>x</sup> 8.04 was created and approved at the February 25, 2017 Board of Governors meeting in order to bring into to bring the University's By-laws in line with actual practice and differentiate the duties between the Secretary appointed from amongst the members of the Board and the Recording Secretary (ref 5.05).

<sup>xi</sup> The wording was not changed, just the numbering. This was the previous 8.04.

Union; the Chairs and Directors of Departments, Programs and Schools (currently Anthropology, Criminology, Economics, Education, Fine Arts, Gerontology, Great Books, History, Human Rights, Journalism, Mathematics and Science and Technology Studies, Native Studies, Philosophy, Political Science, Psychology, Religious Studies, Romance Languages, Social Work, and Sociology); the 3 faculty members of the Board of Governors.

9.02 Any of the above members may designate delegates to represent them at any given meeting. Such delegates will be considered as voting members of Senate for that meeting, subject to notice being received by the Secretary prior to the meeting.

9.03 The following are elected members of Senate: three (3) faculty members, one of whom should be a part-time faculty member, elected by the faculty; two (2) students elected by the general student body; one member of the Board of Governors who is not a faculty member, elected by the Board; one representative of the Alumni Association, as elected by the Alumni Association.

9.04 At all times the total number of faculty members of Senate must not comprise less than two thirds of the total Senate membership.

9.05 To this body is entrusted the internal academic regulations of the University, subject to the approval of the Board.

## **10. OTHER**

### **Amendments and Effect**

#### **Amendments**

10.01 These by-laws may be amended or repealed and additional by-laws passed and adopted by the Board but only after and not until due notice thereof shall have been given by letter mailed to all members of the Board to their respective post office addresses lodged with the Secretary at least three weeks before the day of the meeting at which the same are to be considered; but no such amendment, repeal or additional by-laws shall take effect or be duly passed unless and until approved by a vote of at least two-thirds of the members of the Board present at the meeting at which the same is considered. In addition any proposed amendment which relates to the Senate or faculty representation on the Board shall, so long as required by any collective agreement between the University and its faculty, not be adopted without prior consultation with, but not approval of, FAUST.

#### **Effect**

10.02 All by-laws of the University previously made and adopted are hereby repealed, but no act, thing, document or deed voluntarily done, made or executed or resolution heretofore passed and not rescinded under any by-law hereby repealed prior to the coming into force of these by-laws shall be prejudiced or invalidated by the repeal of such by-law.



January 2012

*Revisions made October 4, 2014*

*Revisions made December 13, 2014*

*Revisions made October 3, 2015*

*Revisions and re-formatting completed on November 6, 2017 because of new Windows program*

*Revisions made July 16, 2019, pertaining to motions approved at meetings of the Board*



**Board of Governors  
EXECUTIVE COMMITTEE  
Terms of Reference**

1. Purpose and Function

Between meetings of the Board and subject to i) the provisions of the Act and By Laws and ii) any special limitations determined by the Board, the Executive Committee shall exercise all the powers conferred on the Board to regulate and manage the affairs of the University.

2. Authority

The Executive Committee shall be accountable to the Board and shall report to it following each meeting.

3. Composition, Appointment and Member Duties

3.1 Composition<sup>1</sup>

The Executive Committee shall consist of the following:

- The Chancellor, *ex officio*;  
The Chair of the Board, *ex officio*;
  - The President and Vice-Chancellor, *ex officio*,
  - The Vice-Chair, *ex officio*;  
The Secretary, *ex officio*;
  - The Finance Committee Chair, *ex officio*;
  - The Human Resources Committee Chair, *ex officio*;
  - One external member of the Board, and
  - One member of the Board who is a faculty representative.
- The Vice-Presidents shall attend on request, as required by the Committee or as desirable in light of the subject matter under discussion.

3.3 Appointment of Officers

The officers of the Executive Committee shall be the Chair and Secretary who are designated by Sections 5.02 and 5.04 as the Chair of the Board and the Secretary of the Board.

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<sup>1</sup> Originally, there was a section 3.2 Student Observer. The Committee had not observed this practice in the past few years, after there was a breach of confidentiality. As it was deemed inappropriate for a student to sit on this Committee because of the confidentiality and need for very frank discussions of important and sensitive issues, section 3.2 was removed by motion at the October 13, 2018 meeting of the Board.

### 3.4 Duties of the Chair

The duties of the Chair shall be to

- i. chair all meetings of the Committee;
- ii. to represent the Committee as required;
- iii. to submit reports on behalf of the Committee as necessary; and
- iv. generally, to discharge such duties as may be approved by the Committee in accordance with its objectives.

### 3.5 Duties of the Secretary

The duties of the Secretary shall be to

- i. call all meetings of the Committee;
- ii. prepare agenda for consideration by the Committee;
- iii. maintain a record of all meetings of the Committee;
- iv. conduct correspondence on behalf of the Committee as necessary; and
- v. generally discharge related duties as required by the Committee.

## 4. Committee Responsibilities

### 4.1 Agenda

Approve proposed agendas for Board meetings, assuring there is sufficient and clear information for Board decisions;

### 4.2 Act as consultative body to Board Chair;

### 4.3 Acting on behalf of the Board

- i. Act on behalf of the Board for those matters and during those time periods for which the Board has passed a resolution delegating action to the Executive Committee;
- ii. Act for the Board in situations which, in the opinion of the Executive Committee, require immediate action prior to the next meeting of the Board;

### 4.5 Serve in advisory capacity to the President and Vice-Chancellor;

### 4.6 Review and make recommendations concerning matters not assigned to other committees.

## 5. Operating Procedures

### 5.1 Frequency of Meetings

Meetings of the Executive Committee shall be held at least six (6) times per year.

### 5.2 Quorum

A quorum shall consist of a majority of members.

### 5.3 Voting

Decisions reached by the Committee shall normally be by consensus. In instances where a consensus is not possible, decisions will be based on majority vote.

### 5.4 Rules of Procedure

The Committee shall conduct its meetings in accordance with Bourinot's Rules of Order.

January 2012  
Revised on October 13, 2018 by the Board of Governors



**Board of Governors**  
**SENIOR ADMINISTRATION COMPENSATION COMMITTEE**  
**Terms of Reference**

1. Purpose and Function

The Senior Administration Compensation Committee is a standing committee of the Board. The Committee acts on behalf of the Board in ensuring compensation of senior administrative employees is fair and reasonable and that such compensation meets the objectives of the Board in attracting and retaining strong leadership in the University administration.

2. Authority

The Committee shall be accountable to the Board and shall report to it as necessary.

3. Composition, Appointment and Member Duties

The Committee includes:<sup>1</sup> and <sup>2</sup>

- i. the Chair of the Board, *ex officio*
- ii. the Board Secretary
- iv. the Chair of the Finance Committee, and
- v. the Chair of the Human Resources Committee who shall normally act as Chair of the Committee.<sup>3</sup>

In light of the mandate of the Committee with respect to employee performance and contract/remuneration issues, all members of the Committee must be external members of the Board.

4. Committee Responsibilities

The Compensation Committee's responsibilities are as follows:

4.1 Determine Compensation for the President and Vice-Chancellor

To determine compensation, including but not limited to salaries, pension arrangements and perquisites, for the President and Vice-Chancellor upon appointment and reappointment;

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<sup>1</sup> In the Governance Committee's report to the Board on December 9, 2017, a change to the committee composition was approved, whereby the Chancellor, as an *ex officio* member, was removed. The Vice-Chair of the Board was added as an *ex officio* member. (ref Board minutes of December 9, 2017)

<sup>2</sup> Refer to the Board minutes of October 13, 2018 where the Vice-Chair of the Board was removed as an *ex-officio* member.

<sup>3</sup> Refer to the Board minutes of October 13, 2018 where the role of Chair was moved to the Human Resources Committee Chair rather than the Finance Committee Chair.

#### 4.2 Approve Recommendations for Vice-President Compensation

To review and approve recommendations of the President and Vice-Chancellor regarding compensation on appointment of any Vice-President without academic appointment. Compensation includes but is not limited to salary, pension arrangements and perquisites;

#### 4.3 Periodic Review of President and Vice-Chancellor Compensation

To review periodically (not less than annually) the compensation for the President and Vice-Chancellor, making any adjustments deemed appropriate;

The Committee will review compensation for:

- i. reasonableness (in light of performance and achievement against strategic objectives);
- ii. effectiveness (in the University being able to meet retention and like objectives);
- iii. competitiveness (based on regional comparison of other universities).

The Committee will seek out information it deems necessary to undertake its review and the President and Vice-Chancellor/Vice-President (Finance and Administration) will provide information requested where possible.

#### 4.4 Periodic Review of Vice-President (Without Academic Appointment) Compensation

To review periodically (not less than annually) the recommendation of the President and Vice-Chancellor regarding compensation for any Vice-President without academic appointment, making any adjustments deemed appropriate;

The Committee will review compensation for:

- i. reasonableness (in light of performance and achievement against strategic objectives);
- ii. effectiveness (in the University being able to meet retention and like objectives);
- iii. competitiveness (based on regional comparison of other universities).

The Committee will seek out information it deems necessary to undertake its review and the President and Vice-Chancellor/Vice-President (Finance and Administration) will provide information requested where possible.

#### 4.5 Periodic Review of Vice-President (With Academic Appointment) Stipend

To review periodically (not less than annually) the recommendation of the President and Vice-Chancellor regarding the stipend for other non-academic compensation paid to any Vice-President with academic appointment and to make any adjustments deemed appropriate.

#### 4.6 Determine Termination Settlements for President and Vice-Chancellor or Vice-President

To determine any termination settlements or like arrangements paid to a President and Vice-Chancellor or to a Vice-President.

#### 4.7 Other Matters

To carry out other responsibilities as directed by the board or the Executive Committee.

5. Operating Procedures

5.1 Frequency of Meetings

The Committee shall meet at least annually.

5.2 Quorum

At any meeting, a majority shall constitute a quorum.

5.3 Rules of Procedure

Committee meetings shall be conducted in accordance with Bourinot's Rules of Order.

5.4 Consultation with Outside Consultants

The Committee will retain such outside consultants as it considers appropriate to assist in carrying out its responsibilities.

5.5 Consultation with Chair

In the event the Board Chair is not in attendance at a meeting, he shall be fully consulted on decisions of the Committee before implementation.

5.6 Confidentiality

Deliberations and decisions shall remain in confidence.

*January 2012*

Revisions approved at the December 9, 2017 Board of Governors meeting.

Revisions approved at the October 13, 2018 Board of Governors meeting.





**Board of Governors  
FINANCE COMMITTEE  
Terms of Reference**

1. Purpose and Function

The Finance Committee is a standing committee of the Board. The Committee shall provide advice to the Board on matters and issues related to finance, investments, pension plan, property, financial risk management (including insurance matters, and financial and legislative compliance, and audit). In so doing, the Committee will review periodically the University's policies and practices and make recommendations to the Board to ensure that the University maintains a sound financial position, that the resources of the University are being effectively managed and that the University is not unduly exposed to risk.

2. Authority

The Finance Committee shall be accountable to the Board and shall report to it as necessary.

3. Composition, Appointment, Member Duties, and Quorum

3.1 Composition

The Finance Committee consists of: not less than five and not greater than eight members of the Board two of whom shall be the Chair of the Board (*ex officio*) and the President and Vice-Chancellor (*ex officio*). At least two (non *ex officio*) members will have financial, investment and/or accounting background and experience.

3.2 Appointment

The members of the Committee and the Chair shall be (re)appointed annually by the Board upon the recommendation of the Nominating Committee. The Chair of the Committee shall be an external member of the Board and shall be financially literate.

3.3 Duties of the Vice-President (Finance & Administration)

The Vice-President (Finance & Administration) will attend all meetings.

3.4 Quorum

Quorum shall consist of three members of the Committee in addition to one *ex officio* member.



#### 4. Committee Responsibilities

The Finance Committee's responsibilities are as follows:

##### 4.1 Financial Matters:

- i. To assist and provide advice to the Board in the development and modification of policies on financial matters;
- ii. To review the annual budget proposed by the President and Vice-Chancellor on the advice of the President's Advisory Committee on the Budget, and to make recommendations to the Board on the budget, including changes to tuition, meal, residence and ancillary fees;
- iii. To monitor the financial results of operations relative to budget throughout the year;
- iv. To review and make recommendations to the Board on financial issues;
- v. To approve salary scales for administrative and support staff and to make recommendations to the Board on the financial terms negotiated with faculty and staff<sup>1</sup> unions;
- vi. To recommend to the Board all transfers of funds among the University's various unrestricted and restricted funds;
- vii. To review management practices to ensure that financial risk management is incorporated into the implementation of plans and projects and to assess periodically the risks facing the University in pursuing its goals and objectives;
- viii. To review annually insurance coverage and compliance with financial and legislative requirements.

##### 4.2 Property

- i. To assist and provide advice to the Board in the development and modification of policies with regard to all property, plant and equipment;
- ii. To review periodically the University's property, plant and equipment with a view to ensuring that it is adequately maintained;
- iii. To make recommendations to the Board on the property needs of the University from a short and long-term perspective;
- iv. To make recommendations to the Board on the acquisition and disposition of land and buildings.

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<sup>1</sup> The addition of the words "and staff" was approved at the October 3, 2015 meeting of the Board of Governors.

#### 4.3 Pension Plan<sup>2</sup>

- i. To review the Pension Plan Policy Statement and recommend amendments as necessary;
- ii. To recommend the appointment of a Pension Services Provider, with input and recommendations from the Pension Advisory Committee (PAC), to manage and maintain Fund assets and records of Plan members;
- iii. To review the performance of the Pension Services Provider on an annual basis;
- iv. To determine the investment options to be offered under the Plan upon the recommendation from the PAC;
- v. To receive Fund performance information on a quarterly basis;
- vi. To delegate tasks relating to the overall management of the Fund to selected employees of the University; and
- vii. To review the pension plan periodically to ensure that it continues to meet the needs of the University and its employees.

#### 4.4 Audit

- i. To review and advise the Board on the year-end financial results of the University and on the Auditor's report;
- ii. To recommend to the Board the appointment of auditors on an annual basis;
- iii. To ensure that the external audit is carried out in an effective manner and that the auditors have the opportunity to present any matters to the Committee and to meet with the Committee without senior administration present;
- iv. To ensure that the financial statements are presented in accordance with generally accepted accounting principles;
- v. To ensure that systems of internal control over financial reporting, the safeguarding of assets, and compliance with legal, ethical and regulatory matters exist and are operating effectively.

The President and Vice-Chancellor will not participate in any voting decisions of the Committee under this section (4.4).

#### 4.5 Other Matters

- i. To carry out other responsibilities as directed by the Board.

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<sup>2</sup> With the new Investment Committee, 4.3 was revamped and approved at the Board meeting of December 8, 2018.

5. Operating Procedures

5.1 Rules of Procedure

The Committee meetings shall be conducted in accordance with Bourinot's Rules of Order.

*Revised and approved by the Board of Governors at the October 4, 2014 meeting.*  
*Revised and approved by the Board of Governors at the October 3, 2015 meeting.*  
*Revised and approved by the Board of Governors at the December 8, 2018 meeting.*



**Board of Governors  
GOVERNANCE COMMITTEE  
Terms of Reference**

1. Purpose and Function

The Governance Committee is a standing committee of the Board with primary responsibility for ensuring the adequacy and currency of the governance structure of the Board.

2. Authority

The Governance Committee shall be accountable to the Board and shall report to it at least twice a year.

3. Composition, Appointment & Member Duties

3.1 Composition

The Governance Committee shall consist of the following members<sup>1</sup>:

- i. The Chair of the Board (*ex officio*);
- ii. The President and Vice-Chancellor (*ex officio*);
- iii. Up to four<sup>2</sup> Board members one of whom shall be a student member of the Board and one of whom shall be a faculty member of the Board.

3.2 Appointment

The members of the Committee shall be re-appointed annually by the Board upon the recommendation of the Nominating Committee.

3.3 Officers

The officers of the Committee shall be the Chair, who shall be appointed by the Board and the Secretary who shall be selected by the Committee. The Chair of the Committee shall be an external member of the Board.

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<sup>1</sup> Removal of the Chancellor as an ex-officio member was approved at the December 9, 2017 meeting of the Board.

<sup>2</sup> Revisions were approved at the December 9, 2017 Board of Governors' meeting. See minutes of meeting for full details.

### 3.4 Duties of the Chair

The duties of the Chair shall be:

- i. to chair all meetings of the Committee;
- ii. to represent the Committee as required;
- iii. to submit reports on behalf of the Committee as necessary; and
- iv. generally, to discharge such duties as may be approved by the Committee in accordance with its objectives.

### 3.5 Duties of the Secretary

The duties of the Secretary shall be:

- i. to call all meetings of the Committee;
- ii. to prepare agenda for consideration by the Committee;
- iii. to maintain a record of all meetings of the Committee;
- iv. to conduct correspondence on behalf of the Committee as necessary; and
- v. generally, to discharge related duties as required by the Committee.

## 4. Committee Responsibilities

### 4.1 By-laws

The Committee will monitor, review and ensure ongoing compliance with the By-laws and Charter of the University. The Committee will also recommend changes to the bylaws and Charter as necessary.

### 4.2 Policies

The Committee will review Board policies on a regular basis and make recommendations on changes when necessary.

### 4.3 Board-member training

The Committee will monitor existing training practices for Board members and make recommendations for new practices as necessary. The Committee will ensure an orientation process, in collaboration with the President and Vice-Chancellor, for new Board members.

### 4.4 Board evaluation

The Committee shall ensure that a procedure for evaluating the functioning of the Board is in place and those evaluations are conducted on a regular basis.

#### 4.5 Other matters

The Committee will deal with other matters as may be referred by the Board from time to time.

### 5. Operating Procedures

#### 5.1 Frequency of Meetings

Meetings of the Governance Committee shall be held as necessary to address matters referred to it.

#### 5.2 Quorum

A quorum shall consist of a majority of members;

#### 5.3 Voting

Decisions reached by the Committee shall normally be by consensus. In instances where a consensus is not possible, decisions will be based on majority vote.

#### 5.4 Rules of Procedure

The Committee shall conduct its meetings in accordance with Bourinot's Rules of Order.

*January 2012*

*December 9, 2017 – Revisions*



**Board of Governors  
HUMAN RESOURCES COMMITTEE  
Terms of Reference**

1. Purpose and Function

The Human Resources Committee is a standing committee of the Board. The Committee shall provide advice to the Board on matters and issues related to human resources policies and procedures, employee relations, and compensation and benefits. In so doing, the Committee will have the objective of the University being a fair and progressive employer.

2. Authority

The Committee is responsible to the Board and shall report to it as required.

3. Composition, Appointment and Member Duties

3.1 Composition<sup>1</sup>

The Human Resources Committee consists of: not less than five and not greater than eight members of the Board, two<sup>2</sup> of whom shall be the Chair (*ex officio*); and the President and Vice-Chancellor (*ex-officio*).

3.2 Appointment

The members of the committee and the chair shall be (re)appointed annually by the Board upon the recommendation of the Nominating Committee. The Chair of the Committee shall be an external member of the Board.

3.3 Attendance

The Vice-President (Academic), the Director of Human Resources and the Vice-President (Finance & Administration) will normally attend meetings to provide direction and resources, but will not be voting members.

4. Committee Responsibilities

The Human Resources Committee's responsibilities include as follows:

- 4.1 to assist and provide advice to the Board in the development and modification of Board policies on personnel matters;

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<sup>1</sup> Removal of the Chancellor as an ex-officio member was approved at the December 9, 2017 meeting of the Board.

<sup>2</sup> Revision approved by motion at the December 9, 2017 Board of Governors' meeting. See minutes of meeting for full details.



- 4.2 to consider and make recommendations to the Board on the approval of the non-financial terms of collective agreements negotiated with faculty and unionized staff;<sup>3</sup>
- 4.3 to provide advice and make recommendations for position classification systems<sup>4</sup>, salary scales and benefit plans for non-unionized employees with the exception of Senior Administration positions which are the responsibility of the Senior Administration Compensation Committee of the Board;
- 4.4 to review the status of employee relations periodically by reviewing information on but not limited to turnover rates, employee satisfaction surveys, grievances, harassment complaints and health and safety recommendations;
- 4.5 to provide advice as required by the President and Vice-Chancellor upon such other personnel matters;
- 4.6 to consider and make recommendations on other matters referred to the Committee by the Board of Governors;
- 4.7 to work with the President and Vice-Chancellor in developing the Strategic Objectives against which his/her performance will be evaluated in the annual review process to be carried out by the Senior Administration Compensation Committee (SACC);
- 4.8 following Board approval of the Strategic Objectives, to prepare a mandate letter for the signature of the Board Chair to the President and Vice-Chancellor and the Chair of the SACC outlining the annual Strategic Objectives against which performance will be evaluated at the time of the annual review to be carried out by SACC.

5. Operating Procedures

5.1 Rules of Procedure

The Committee meetings shall be conducted in accordance with Bourinot's Rules of Order.

5.2 Quorum

A quorum shall consist of a majority of voting members.

*January 2012*

*Revised October 3, 2015*

*Revised December 9, 2017*

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<sup>3</sup> Revision approved by motion at the October 3, 2015 meeting of the Board of Governors.

<sup>4</sup> Revision approved by motion at the October 3, 2015 meeting of the Board of Governors.





## St. Thomas University

**Board of Governors**  
**NOMINATING COMMITTEE** (Established May 15, 1995)  
**Terms of Reference**

1. Purpose and Function

1.1 The Nominating Committee is a standing committee of the Board. The Committee shall provide advice to the Board on membership in the various committees and on the appointment of the executive members of the Board.

2. Authority

2.1 The Committee shall be accountable to the Board and shall report to it as necessary.

3. Composition, Appointment and Member Duties

## 3.1 Composition

Membership<sup>1</sup>:

- i. Chair of the Board, *ex officio*
- ii. President and Vice-Chancellor, *ex officio*
- iii. One member of the Executive Committee chosen by the Executive Committee
- iv. Up to two members<sup>2</sup> of the Board chosen by the Board.

## 3.2 Appointment

The members of the Committee and the Chair shall be appointed by the Board. The Chair of the Committee shall be an external member of the Board.

4. Committee Responsibilities

## 4.1 Recommendations to the Board

The Committee shall recommend to the Board

- i. The names of individuals to be considered by the Board for possible appointment to the Board. In the case of a vacancy occurring among the external members of the Board, the Committee shall, prior to making any recommendation to the Board for filling of such vacancy, call upon Board members to provide any suggestions they may have concerning possible candidates for filling such vacancy. In the case of faculty, alumni and student representatives chosen by each of these bodies, the Nominating Committee shall present such names for the approval of the Board.

<sup>1</sup> Removal of the Chancellor as an ex-officio member was approved at the December 9, 2017 meeting of the Board.

<sup>2</sup> Revisions approved by motion at the December 9, 2017 Board of Governors' meeting. See minutes for details.

ii. Membership and chairpersons for the various committees of the Board on an annual basis, and the names of individuals to fill vacancies as they occur on such committees.

iii. Candidates for election as officers of the Board.

5. Rules of Procedure

5.1 The Committee meetings shall be conducted in accordance with Bourinot's Rules of Order.

5.2 Quorum: At any meeting of a committee, a majority shall constitute a quorum.

January 2012

Revised December 9, 2017



## St. Thomas University

**TERMS OF REFERENCE FOR THE  
HONORARY DEGREE COMMITTEE**

1. Function

The Committee is responsible for receiving nominations for honorary degrees from the university community; for maintaining appropriate records; and for recommending recipients to the Board.

2. Membership<sup>1</sup>

a) The Honorary Degree Committee shall consist of the following members:

- President and Vice-Chancellor (ex officio) – Chair
- Chair of Board (ex officio)
- two (2) Senate appointees (one of whom shall be a student member)
- three (3) Board appointees (one of whom shall be an external Board Member, one of whom shall be an alumni member, and one of whom shall be a student representative)<sup>2</sup>

b) Appointment of Committee Members

The Senate and Board appointees shall be confirmed through usual appointment procedures and their terms shall be for one year with a maximum of one consecutive renewal.

3. Activities

- a) To initiate, receive, review, and evaluate Honorary Degree nominations.
- b) To present to the Board of Governors, candidates for Honorary Degrees, with all other graduates.
- c) To review periodically the criteria for the awarding of Honorary Degrees, and to make recommendations to the Board and the Senate as necessary.
- d) To report to both the Board and Senate on the Committee's procedures and activities from time to time.

4. Guidelines for Selecting Candidates

No strict categories of recipients are defined but the following guidelines are suggested:

- a) that, normally, recommendations shall include at least one distinguished scholar for each ceremony;

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<sup>1</sup> Removal of the Chancellor as an ex-officio member was approved at the December 9, 2017 meeting of the Board.

<sup>2</sup> As a matter of practice, a student rep from the Board has always been on this Committee, therefore, it is now properly reflected. Approved at the October 13, 2018 meeting of the Board.

- b) that the nomination and recognition of people not already honoured by other institutions, or in a public manner, be encouraged;
- c) that the University not normally bestow honorary degrees on currently serving members of the Board of Governors, faculty or staff, or currently-sitting politicians (eg, MLAs, MPs, mayors, etc.) who serve the local jurisdiction;
- d) that the names of nominees not selected remain before the Committee for three years.

## 5. Criteria

While flexibility is the norm, persons submitting nominations ought to be guided by two questions:

- a) What distinction has the person achieved as an academic, scientist, artist, educator, administrator, or public servant, or in any other recognized way?
- b) What significant contribution has the person made, directly or indirectly, to the betterment of Catholic life, the life of the University, the local community, the Province, the region, Canada, or the world?

## 6. Committee External Procedures

- a) Additional nominations for the following year shall be solicited, in writing, in September with a deadline of November 1<sup>st</sup>.
- b) Letters inviting nominations shall include the guidelines and criteria and whatever other information is required by the Committee as well as a notation that all nominations are to be treated as confidential and that individuals being nominated are not to be informed of such as it would be impossible for the University to recognize all the worthy nominees.
- c) The letter acknowledging nominations shall express the regret that because of the confidential nature of deliberations, disposition of recommendations will not be communicated to sponsors and the public announcement of awards shall be the only statement made.
- d) The number of awards normally conferred shall be: two or three (2-3) at spring convocation; one or two (1-2) at summer convocation.

## 7. Committee Internal Procedures

- a) The Committee shall be provided with the list of nominations, supporting documentation and a summary sheet at least one week prior to the meeting at which selections will occur.
- b) The Committee shall review nominations name by name.
- c) A vote (simple majority) on each name shall be taken to determine if the name shall be given further consideration.
- d) Further discussions of the short list shall be held in an attempt to reach consensus.
- e) If consensus cannot be reached, a minimum of four members must support a

recommendation.

8. Post-Selection Procedures

- a) The Honorary Degree Committee makes the decisions on candidates.
- b) The Committee's selections, with a brief summary of the achievements of each nominee, shall be presented to the Executive Committee just for information before the candidates are asked.
- c) The President and Vice-Chancellor shall approach the nominees.
- d) The Board shall be informed once the Honorary Degree recipients are confirmed.
- e) Whenever possible, names of Honorary Degree recipients shall be reported to Senate before being announced to the media.

April 8, 1992 (original) – Updated, November 2007

Revised at the Honorary Degree Committee Meeting, December 13, 2013

Approved at the Honorary Degree Committee Meeting, November 21, 2014

Approved by motion at the Board of Governors Meeting, February 28, 2015

Revised at the Board of Governors meeting of December 9, 2017

Revised October 13, 2018





**Joint Board-Senate Committee on the  
GROWTH AND FUTURE OF ST. THOMAS<sup>1</sup>**  
Terms of Reference

**1. Purpose**

- 1.1 To promote the growth and development of the University;
- 1.2 To develop and monitor the Strategic Plan which will further the University's mission as adopted by the Board of Governors in 1992;
- 1.3 To generally be accountable to the Board of Governors and Senate in respect to strategic planning.

**2. Authority**

The authority of the Committee derives from a motion of the Board of Governors (October 30, 1973).

The Committee will be accountable to the Board of Governors and Senate via the chair of the Committee.

**3. Membership**

The membership of the Joint Committee will be composed as follows:

- Representatives from Board of Governors – 3
- Representatives from Senate (one of whom will be a student) – 3
- Serving ex officio: the Chair of the Board, or designate, the Chancellor, and the President and Vice-Chancellor of the university
- Serving as secretariat: staff appointed by the President and Vice-Chancellor in consultation with the Chair of the Joint Committee.

**4. Procedures**

**4.1 Appointment of members**

All members are appointed to the Joint Committee upon nomination and election by their respective constituency.

**4.2 Officers**

4.2.1 The officers of the Joint Committee will be the Chair and Vice-Chair.

4.2.1.1 If the Chair is a Board representative, the Vice-Chair will be a Senate representative. If the Chair is a Senate representative, the Vice-Chair will be a Board representative.

4.2.2 The officers will be elected by a majority vote of the members of the Committee, after nomination from the floor, at the first meeting of each academic year.

4.2.3 The duties of the Chair shall be to chair all meetings of the Committee; to represent the Committee as required; to submit reports on behalf of the Committee as necessary; to ensure appointment of new members as required; and generally to discharge such duties as required by the Committee.

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<sup>1</sup> Uncertain when the title was changed from Joint Board-Senate Committee Strategic Planning.

4.2.4 The duties of the Vice-Chair will be to assume the responsibilities of the Chair in the absence of the Chair.

4.3 Secretariat

The secretariat will carry out the work of the Committee between meetings and will work under the direction of the Chair.

4.4 Terms of Office

4.4.1 The term of office for all members will be two years other than the *ex officio* members.

4.4.2 Vacancies will be filled by the representative constituency as required by the Chair.

4.4.3 Reappointments may be made for one additional consecutive term.

5. Rules of Procedure

5.1 Meetings of the Joint Committee shall be held at least once<sup>2</sup> per year as determined by the Chair in consultation with the Committee.

5.2 A quorum shall consist of four members plus the Chair or Vice-Chair.

5.3 Decisions of the Committee will be by consensus. However, when the Chair determines a matter to be of such nature that a Committee vote is more appropriate, decision will be reached by majority vote.

6. Responsibilities

6.1 Maintain an active five-year strategic plan. This includes development (at expiration), review and adjustment of the Plan;

6.2 Oversee the implementation of the Strategic Plan;

6.3 Inform the broad St. Thomas community of the Plan and seeking input for the plan's continued development and revision;

6.4 Keep the Board of Governors and Senate apprised of the progress of the Strategic Plan and seeking their approval for changes and development, as required.

February 1997

*Re-typed February 2015 to bring to current Word format.*

*Revised February 24, 2018*

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<sup>2</sup> Motion approved at the February 24, 2018 Board meeting to reduce the number of meetings from at least 3, to at least 1,



## St. Thomas University

### Conflict Of Interest Policy Regarding Board of Governors

#### A. Introduction; Interpretation; Application; Special Considerations

##### 1. Purpose

The purpose of this Policy is:

- (a) to facilitate the University and the Board of Governors maintaining the highest fiduciary and ethical standards;
- (b) to facilitate the protection of the integrity of the University and the Board of Governors;
- (c) to provide guidance for each Governor who believes that s/he may have a Conflict; and
- (d) to provide a process for dealing with Conflict situations.

##### 2. Duty of each Governor

Each Governor owes a duty to the University:

- (i) to adhere to the highest fiduciary and ethical standards in carrying out his or her duties, including the obligation to act honestly, in good faith and in the best interests of the University;
- (ii) to disclose each Conflict.

##### 3. Definitions

**“Board”** means the Board of Governors of the University.

**“Chair”** means the Chair of the Board

**“Committee”** means a committee of the Board of Governors of the University

**“Conflict”** means a real, potential or perceived conflict of interest of a Governor where Financial, professional or personal considerations may compromise, or have the appearance of compromising, the judgment of a Governor in carrying out his or her duties as a Governor.

**“Conflict Declaration”** means a declaration made pursuant to Subsection B.2(a) or Subsection B.2(b) of this Policy.

**“Contract”** means a contract or a proposed contract with the University.

**“Contract Declaration”** means a declaration made pursuant to Section B.1 of this Policy regarding a Contract.



**“Directly Associated Person”** means a person who is directly associated with the Board, including, but not limited to:

- i. Governor’s minor child;
- ii. Governor’s Domestic Partner

**“Disclosure Form”** means the form of Disclosure Form (referred to in Part C of this Policy) in the form approved by the Board from time to time.

**“Domestic Partner”** means the person to whom the Governor is legally married or the person who shares with the Governor common necessities of life and responsibility for each other’s welfare and whom the Governor declares to be his/her Domestic Partner.

**“Family”** means, in relation to an individual, his or her domestic partner, mother, father, sister, brother, daughter, step-daughter, son, step-son, parent-in-law, sister-in-law, brother-in-law, daughter-in-law, son-in-law, aunt, uncle, niece or nephew.

**“Governance Committee Chair”** means Chair of the Governance Committee of the Board of Governors of the University

**“Governor”** means voting or non-voting Board member and/or member of a Board Committee, including officers of the University as constituted from time to time.

**“Meeting”** means a meeting of the Board or a Committee, as applicable.

**“Policy”** means this Conflict of Interest Policy.

**“Private Interest”** means a corporate, financial, personal, professional or private affiliation, relationship or involvement of a Governor, including any Directly Associated Person, outside the scope of the Governor’s appointment to the Board and/or a Committee. A Private Interest does not include an interest:

- i. in a matter that is of general application;
- ii. in a matter that affects the Governor as one of a broad class of the public;
- iii. that relates to a matter that is immaterial, insignificant or inconsequential with respect to the interest of the Board and the University.

**“Process for Resolution”** means the process set out in Section B.3 below.

**“Token”** with respect to a payment, benefit, gift or perquisite received by a Governor means that the payment, benefit, gift or perquisite is purely honorary or symbolic in nature and is of nominal economic value.

**“University”** means St. Thomas University.

#### 4. Types of Conflicts

Situations where a Conflict might arise cannot be listed exhaustively. Conflicts generally arise in the following circumstances:

- (a) Contracts – When a Governor is directly or indirectly interested in a Contract.

- (b) Acting for an Improper Purpose – When a Governor acts in self-interest or for a purpose counter to the interests of the University.
- (c) "Wearing Two Hats" – When a Governor diverts to his or her own use and benefit an opportunity in which the University has an interest.
- (d) Serving on Competing Corporations – When a Governor has a conflict of "duty". This might arise when, for example:
  - (i) the Governor serves on the board of or owns an interest in another corporation that has a contractual relationship with the University; or
  - (ii) the Governor serves on the board of another corporation and possesses confidential University information that is of importance to a matter being considered by the board of the other corporation.
- (e) Misuse of University Information – When a Governor uses confidential University information for personal gain.
- (f) Personal or Familial Gain – When a Governor will gain or be affected by a decision of the Board or when a Governor is aware that a member of his or her Family will gain or be affected by a decision of the Board.

5. Application

All Governors are required to abide by both the letter and spirit of this Policy.

Specifically, Governors shall comply with the following requirements:

(a) Non-Acceptance of Benefits, Gifts or Perquisites

No Governor shall accept any benefits including travel and accommodation, gifts, or perquisites including membership of more than Token value from any person or organization, as a consequence of their services, role or position as a Governor **without written permission from the Chair.**

(b) Prohibition Against Promotion of a Private Interest

Governors shall not use their position at the University to offer or to promote goods or services in which they have a Private Interest.

(c) Prohibition Against Self-Referral

Governors who provide professional services or operate a private business shall not use their position at the University to generate referrals to or to promote the use of such services or facilities.

(d) Non-Disclosure of Information

No Governor shall disclose information gained in the capacity as a Board member, which has not been released to the general public by the University, for the purpose of furthering a Private Interest or benefiting the Governor or some other person or entity.

(e) Prohibition Against Use of University Resources

Governors shall not use the University's systems, equipment, supplies, facilities, staff or other resources for the personal gain, profit or remuneration of the Governor or of a Directly Associated Person.

(f) Moratorium on Contracts with Former Governors

Governors shall not seek, and the University shall not approve, any contractual or business relationship between the University and a former Governor for a minimum period of six months from the time that the person ceases to be a Board Governor.

6. Structural Conflicts

The University's governance structure creates automatic Conflicts, especially given the University, faculty, staff and student roles on the Board. However, these "structural Conflicts" need not prevent participation in most aspects of deliberations by the Board. For example, if the Board is aware of an obvious "structural Conflict", as a practical matter, it should not be necessary to make note of the Conflict in regular proceedings of the Board.

On the other hand, where the Conflict may not be obvious, the Conflict should be declared in accordance with Part B of this Policy and recorded in the minutes of the Meeting so that all Governors are aware of the situation.

**B. Declarations; Disclosure; Process for Resolution**

1. Conflicts related to Contracts

(a) Contract Declarations

Every Governor who is in any way directly or indirectly interested in a Contract shall declare that interest at a Board meeting or shall disclose the interest to the Chair (a "**Contract Declaration**"). The Board will record every Contract Declaration recorded in the minutes of the relevant Meeting.

(b) Proposed Contracts

In the case of a proposed Contract, the Contract Declaration shall be made prior to or at the Meeting at which the question of entering into the Contract is first considered. In the event that the Governor is **not** interested in the proposed Contract at the date of such a Meeting, the Contract Declaration shall be made prior to or at the next Meeting held after s/he becomes so interested.

(c) Existing Contracts

In the case where the Governor becomes interested in a Contract after it is made, the Contract Declaration shall be made at or prior to the first Meeting held after s/he becomes so interested.

(d) Process for Resolution

In the event that a Contract Declaration is made pursuant to this provision, the Process for Resolution will then be followed.

(e) No Remuneration

A Governor who has an interest in a Contract shall ensure that s/he does **not** receive, directly or indirectly, remuneration as a result of the Contract.

(f) Collective Agreements

For greater certainty, a collective agreement to which one party is a trade union of which a Governor is a member is **not** a Contract with respect to which a Contract Declaration must be made pursuant to either Subsection B.1(a) or Subsection B.1(c); a proposed collective agreement to which one party is to be a trade union of which a Governor is a member is not a proposed Contract with respect to which a Contract Declaration must be made pursuant to Subsection B.1(b); and Subsection B.1(e) shall not apply to a collective agreement to which one party is a trade union of which a Governor is a member.

2. Other Conflicts

(a) Self-Disclosure regarding Conflicts

In circumstances where a Governor has a Conflict that is not related to a Contract, at the earliest opportunity s/he will disclose the Conflict to the Governance Committee Chair. Such Disclosure shall describe the nature and extent of the Conflict. If a Governor is uncertain whether a Conflict exists, the Governor will err on the side of disclosure. In the event that a Conflict is disclosed pursuant to this provision, the Process for Resolution will then be followed.

(b) Conflicts Disclosed by Another

If any Governor believes that another Governor has a Conflict, then at the earliest opportunity the former shall refer the situation to the Process for Resolution by disclosing the Conflict to the Governance Committee Chair. Such Disclosure shall describe the nature and extent of the Conflict.

(c) Disclosure by Governance Committee Chair

If the Governance Committee Chair wishes to disclose any matter in accordance with this Policy, s/he shall make such disclosure to the Chair of the Board.

3. Process for Resolution

A Contract Declaration made pursuant to Section B.1(Conflicts related to Contracts) and Section B.2 (Other Conflicts) will be referred to the following process for resolution:

- (a) in the case of a Contract Declaration (Section B.1) or a self-disclosed Conflict (Subsection B.2(a)), the Governor who has made the Contract Declaration or declared the Conflict shall declare to the Board the nature and extent of the Conflict (a “**Conflict Declaration**”) at the earliest opportunity (and not later than the Meeting at which the matter to which the Conflict relates is to be considered).

- (b) in the case of a Conflict disclosed by another (Subsection B.2(b)), the Governance Committee Chair shall declare to the Board the nature and extent of the Conflict (also a “**Conflict Declaration**”) as soon as possible and not later than the Meeting at which the matter to which the Conflict relates is to be considered.
- (c) The Meeting then determines in the case of a self-disclosed Conflict (Subsection B.2(a)) and a Conflict disclosed by another (Subsection B.2(b)), the Governor who has declared the Conflict or the Governor to whom the Conflict relates shall not take part in the discussion of, nor vote on any question in respect of the matter and shall absent him or herself from the meeting when the matter is being discussed and shall not seek to influence decision-making in any way (but will be counted for the purposes of establishing the quorum for the Meeting).
- (d) The Board will record every Conflict Declaration and every determination referred to in Clause B.3(c) in the relevant portion of the minutes of the Meeting.
- (e) Notwithstanding Clause B.3(c), the Board as appropriate, shall waive the requirements of withdrawal and non-participation for a Governor who has declared or been found to have a Conflict for the purpose of full discussion and examination of the issues provided that the Governor undertakes and confirms their understanding of their on-going obligations to act in the best interests of the University as a whole.

### C. Disclosure Forms

1. The University requires that each Governor complete and submit to the Governance Committee Chair of the Board a Disclosure Form when s/he first takes office and annually thereafter during his or her term of office. The purposes of the Disclosure Form are to facilitate:
  - a) the consideration by each Governor of his or her relationships, board positions, interests in companies, interests in contracts, and other matters with a view to assessing whether or not s/he has a Conflict;
  - b) the disclosure of Conflicts as contemplated by this Policy.

Importantly, the completion and submission of a Disclosure Form is **neither** a Conflict Declaration **nor** a Contract Declaration under this Policy.

2. A Conflict disclosed on a Disclosure Form shall be communicated at the earliest opportunity by the Governance Committee Chair.
3. In the event that a Conflict is disclosed pursuant to Subsection C.2, the Governance Committee Chair will ask the disclosing Governor to comply with Subsection B.2(a) as soon as reasonably possible. If the Governance Committee Chair then determines that the relevant Governor has not complied with Subsection B.2(a) within a reasonable time period, the Governance Committee Chair may disclose the Conflict in accordance with Subsection B.2(b).





St. Thomas University

**ACKNOWLEDGEMENT AND UNDERTAKING REGARDING  
CONFLICT OF INTEREST AND CONFIDENTIALITY  
Board of Governors**

***PART 1 – GENERAL UNDERTAKING***

I acknowledge that, as Governor on the Board of Governors of St. Thomas University (the "Board of Governors"), I have read the relevant Board of Governors policy pertaining to conflict of interest and confidentiality.

I acknowledge that I must adhere to the highest level of conduct in carrying out my duties and responsibilities to St. Thomas University ("the University"), including acting honestly, in good faith and in the best interests of the University and disclosing all conflicts of interest as they exist or arise, and addressing such conflicts of interest, in accordance with relevant University by-laws and policies, as applicable. I acknowledge that, in carrying out my duties and responsibilities to the University, my obligation is to act in accordance with this Acknowledgement and Undertaking and with relevant University by-laws and policies, as applicable, while offering my perspective as an individual and, as applicable, as part of any constituency or constituencies of the University of which I am a part.

I undertake to keep in strictest confidence all confidential or proprietary information communicated or disclosed to me in accordance with relevant University by-laws and policies, as applicable.

Please print name: \_\_\_\_\_

Date: \_\_\_\_\_

Signature: \_\_\_\_\_

## **PART 2 - DECLARATION OF CONFLICT OF INTEREST FORM PREAMBLE**

A real, potential or perceived conflict of interest of a Governor arises where financial, professional or personal considerations may compromise, or have the appearance of compromising, the judgment of a Governor in carrying out his or her duties as a Governor.

As a Governor you may be considered to have a conflict of interest:

- (i) when you hold a personal interest, whether direct or indirect, that you are aware of and in the opinion of a reasonably informed and well-advised person is sufficient to put into question your independence, impartiality, and objectiveness that you are obliged to exercise in the performance of your duties as a member of the Board of Governors; or
- (ii) when you appear to have, in the opinion of a reasonably informed and well-advised person, a personal interest, whether direct or indirect, that is sufficient to put into question your independence, impartiality, and objectiveness that you are obliged to exercise in the performance of your duties as a member of the Board of Governors.

A conflict of interest may arise in relation to personal matters including:

- directorships or other employment;
- interests in business enterprises or professional practices;
- share ownership;
- beneficial interests in trusts;
- existing professional or personal associations with the University;
- professional associations or relationships with other organizations;
- personal associations with other groups or organizations, or family relationships.

To assist in identifying real, potential or perceived conflicts of interest and, in so doing, to ease the operation of the Board of Governors in the conduct of their work, all members of the Board of Governors are asked each year to review the University's "Conflict of Interest Policy Regarding Board of Governors" and to disclose any obligation, commitment, relationship or interest that may conflict or may be perceived to conflict with their duties as a member of the Board of Governors.

In requesting this information, the University acknowledges its responsibilities to protect the privacy of personal information. Personal information that you provide in completing the form below is collected under the authority of the *Right to Information and Protection of Privacy Act* ("RTIPPA"). It is collected for the purpose of administering the conflict of interest policy and by-law of the St. Thomas University's Board of Governors. At all times it will be protected in accordance with the (RTIPPA). If you have questions about the collection, use and disclosure of personal information, you are encouraged to speak directly with the Governance Committee Chair of the Board of Governors.

*Governors with questions about completion of the Undertaking are encouraged to contact the Governance Committee Chair for assistance.*

**QUESTIONS FOR COMPLETION BY THE BOARD OF GOVERNORS**

1) A direct or indirect conflict with my duty as a member of the Board of Governors, with the exception of the structural conflicts as defined in the Conflict of Interest Policy, may arise because:

a) I hold the following office(s) or position(s) (employed, appointed or elected):

b) I, or any trustee or any nominee on my behalf, own or possess, directly or indirectly, the following interest(s):

2) It is my view that the nature and extent of the conflict arising out of the above-mentioned office(s), position(s) or interest(s) is (are):

3) I have disclosed all real, potential or perceived conflicts to the best of my knowledge.

Please print name: \_\_\_\_\_ Date: \_\_\_\_\_

Signature of Governor: \_\_\_\_\_

*I hereby signify that I have reviewed this report, assessed any reported conflict, and handled as appropriate.*

\_\_\_\_\_  
Signature of Governance Committee Chair

\_\_\_\_\_  
Date:





## St. Thomas University

### ADVANCEMENT COMMITTEE

#### Terms of Reference

#### 1. Purpose

The Advancement Committee is a standing committee of the Board of Governors of St. Thomas University established to support and promote the philanthropic mission of St. Thomas through fundraising and relationship management, to provide advice and leadership on the University's advancement and alumni affairs activities, to offer guidance and policy recommendations relating to advancement, and to ensure that advancement activities retain an appropriate position in Board deliberations and decisions.

The Advancement Committee shall be accountable to the Board and shall report at the annual meeting and at other times as may be required.

#### 2. Composition & Appointment<sup>1 and 2</sup>

The members of the Advancement Committee shall be the Chair of the Board of Governors, the President and Vice-Chancellor, and the Vice-President, Advancement and Alumni Affairs (all as ex officio members) and five additional members of the Board of Governors, three of whom must be external members.

The members of the Committee and the Chair shall be appointed annually by the Board upon the recommendation of the Nominating Committee.

The Committee Chair shall be appointed by the Board and shall be chosen from among the external Board members of the Committee.

#### 3. Meetings & Procedure

- a) The Advancement Committee shall meet at least twice each year and at any time as may be determined necessary by the Committee Chair.
- b) All meetings shall be accessible by conference call.
- c) A quorum shall consist of three members of the Committee in addition to any ex officio members
- d) The Committee shall conduct its meetings in accordance with Bourinot's Rules of Order.

#### 4. Responsibilities

The Advancement Committee shall:

- a) advise and assist the Board with development of policies regarding the University's advancement goals and performance measurement, as well as advancement trends, emerging issues, opportunities, and risks;

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<sup>1</sup> In the Governance Committee's report to the Board on December 9, 2017, a change to the committee composition was approved, whereby the Chancellor, as an ex officio member, was removed. The Vice-Chair of the Board was added as an ex-officio member. (ref Board minutes of December 9, 2017)

<sup>2</sup> Reference the October 13, 2018 Board minutes where the Vice-Chair of the Board was removed as an ex-officio member of this Committee.

- b) monitor and report to the Board, at least annually, on the progress toward advancement goals and performance measurement, as well as advancement trends, emerging issues, opportunities, and risks.
- c) identify opportunities for the University related to fundraising, special project development, communications and relationship management, and alumni affairs;
- d) provide leadership, participate in, and support major fundraising campaigns, annual giving programs and other fundraising projects;
- e) ensure the promotion, enhancement, and maintenance of key strategic relationships which positively influence opinions, actions and decisions which advance the interests of the University and assist the University to maintain good relations with key stakeholders including the government, corporations, foundations and individuals, and advise the Board on what initiatives might be taken to enhance relationships.

February 2015

Approved at the February 28, 2015 Board of Governors meeting

Revisions approved at the December 9, 2017 Board of Governors meeting



**INVESTMENT COMMITTEE  
Terms of Reference**

1. **Authority**

The Investment Committee is a standing committee created by and is responsible to the Board of Governors of St. Thomas University.

2. **Purpose**

The Investment Committee shall review and advise the Board on all issues and topics relating to investment of the University's non-endowed and endowed funds.

3. **Composition**

3.1 The Investment Committee shall consist of not less than 5 and not greater than 7 members comprised as follows:

- (i) the Chair of the Board (ex officio)
- (ii) the President and Vice-Chancellor (ex officio)
- (iii) two members of the Board, one of whom shall be Chair<sup>1</sup>
- (iv) up to 3 members of the general public who should be individuals with expertise in investment concepts and activities.

3.2 The members of the general public on the Investment Committee may be appointed for a term of up to 48 months and are eligible for re-appointment on the expiration of their term.

3.3 Other than ex officio members, appointments to the Investment Committee are approved by the Board, on the recommendation of the Nominating Committee.

3.4 The Vice-President, Finance and Administration, and Comptroller will normally attend the Investment Committee meetings as a non-voting member.

3.5 Where necessary or appropriate to facilitate and support the business of the Investment Committee, the Chair may invite other parties to serve as resource persons for particular items of business.

4. **Meetings and Procedures**

- (i) The Investment Committee shall meet at least twice a year and at any time as may be determined necessary by the Chair;
- (ii) All meetings shall be accessible by conference call;
- (iii) A quorum shall consist of a majority of the Investment Committee, however, the majority must consist of one member from the general public;

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<sup>1</sup> Revisions approved by the Board of Governors at the meeting of October 13, 2018, when it was suggested that the Finance Chair did not have to be the one to chair this committee.

- (iv) The Investment Committee shall conduct its meetings in accordance with Bourinot's Rules of Order.

5. **Responsibilities**

5.1 The Investment Committee shall have the following responsibilities:

- (i) to recommend policies relating to the investment of the funds, and in reviewing those policies periodically, to ensure the long-term health of the funds;
- (ii) make recommendations to the Board on the appointment of investment managers and advisors and review those arrangements on a biennial basis;
- (iii) monitor the performance of the investment managers and advisors and make recommendations with respect thereto, as appropriate, to the Board; and
- (iv) undertake such other matters as requested or delegated by the Board from time to time.