

BOARD OF GOVERNORS BYLAWS

Approved September 26, 2024, Effective January 1, 2025

THE BOARD OF GOVERNORS OF EMILYCARR UNIVERSITY OF ART + DESIGN

TABLE OF CONTENTS

1.0 DEFINITIONS AND INTERPRETATION

1.0	Definitions.....	3
1.1	Conflict with Bylaws.....	4
1.2	Invalidity of Provisions	4
1.3	Authority of Bylaws	4
2.1	Composition.....	5
2.2	Term of Office	5
2.3	Recruitment	5
2.4	Resignation, Removal and Vacancies	5
2.5	Remuneration and Reimbursement of Expenses	6
3.1	Role and Responsibilities of the Board.....	7
3.2	Responsibilities of Governors and Code of Conduct.....	7
4.1	Chair.....	8
4.2	Vice Chair	8
4.3	President	8
5.1	Schedule and Notice.....	9
5.2	Quorum.....	9
5.3	Agendas	9
5.4	Open, Closed and In Camera Sessions	10
5.5	Conduct and Procedure of Meetings.....	10
5.6	Conflicts of Interest.....	11
5.7	Confidential Information.....	11
5.8	Internal Resource Persons and External Advisors	11
5.9	Guests and Observers	11
5.10	Presentations to the Board	12
5.11	Board Meeting Materials.....	12
5.12	Minutes	12
5.13	Remote Meeting Attendance and Electronic Participation	12
5.14	Attendance of Governors	13
6.1	Establishment of Committees	13

6.2	Committee Terms of Reference	13
6.3	Committee Membership	13
6.4	Committee Meetings and Procedure	14
6.5	Board Standing Committees	14
7.0	Records	14
8.1	Execution	14
8.2	University Seal	15
9.1	Protection from Liability	15
9.2	Indemnity.....	15
10.0	Amendment of Bylaws.....	15
11.0	Effective Date	16

1.0 DEFINITIONS AND INTERPRETATION

1.0 Definitions

In these Bylaws:

1. **“Act”** means the *University Act* (British Columbia) and the regulations thereunder, as amended from time to time;
2. **“Board”** means the Board of Governors of Emily Carr University of Art + Design;
3. **“Business Day”** means a day that the University is open other than a Saturday, Sunday, statutory or civic holiday in British Columbia;
4. **“Chair”** means the Chair of the Board;
5. **“Chancellor”** means the Chancellor of the University;
6. **“Code of Conduct”** means a code of conduct setting out standards of conduct, conflict of interest guidelines and any other responsibilities or expectations of individual Governors, as established by the Board;
7. **“Committee”** means a standing or ad hoc committee established by the Board;
8. **“External Advisor”** means a person external to the University, who is neither a member of the Board nor a Committee, engaged to provide advice to the Board or a Committee;
9. **“Ex-officio”** means a person who holds a role because of the office or position they have and who ceases to hold the role when the office or position terminates;
10. **“Governor”** means a member of the Board;
11. **“Internal Resource Person”** means a person from the University, who is neither a member of the Board nor a Committee, and who serves as a resource or provides advice to the Board or a Committee;
12. **“Minister”** means the Minister responsible for the Act;
13. **“President”** means the President + Vice-Chancellor of the University;
14. **“University”** means Emily Carr University of Art + Design;
15. **“University Secretariat”** means the office overseen by the University Secretary and includes the University Secretary, Associate University Secretary, and any designate(s);
16. **“Vice Chair”** means the Vice Chair of the Board.

All terms contained in these Bylaws which are not defined, and which are defined in the Act have the meaning given in the Act.

1.1 Conflict with Bylaws

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

1.2 Invalidity of Provisions

The invalidity or unenforceability of any provision of these Bylaws does not affect the validity or enforceability of the remaining provisions.

1.3 Authority of Bylaws

These Bylaws take precedence over any policies, procedures, standards, protocols, or terms of reference adopted by the Board, except where expressly indicated in these Bylaws.

2.0 THE BOARD

2.1 Composition

In accordance with the Act, the Board is comprised of:

- The Chancellor;
- The President;
- Two faculty members elected by faculty members;
- Two students elected by students;
- One person elected by and from employees of the University; and
- Eight persons appointed by the Lieutenant Governor in Council, two of whom are to be appointed from among persons nominated by the alumni association of the University.

2.2 Term of Office

Governors serve for a term of three years or as prescribed in the Act. The Chancellor and the President are members of the Board for as long as they hold their respective offices.

The Chancellor and appointed Governors are eligible for re-appointment and elected Governors are eligible for re-election, but none may hold office for more than six consecutive years. Student Governors are eligible for re-election after one year.

2.3 Recruitment

A matrix for board composition facilitates the Board's strategic recruitment efforts. The Board may inform the appointment process by identifying skill and competence areas and potential candidates to support the Board's goal of a diverse, experienced, and inclusive membership.

2.4 Resignation, Removal and Vacancies

Any Governor may resign from the Board on written notice to the Chair.

In accordance with the Act, any Governor may be removed as follows:

- The Lieutenant Governor in Council may, at any time, remove an appointed Governor; or
- The Lieutenant Governor in Council may remove any Governor on receipt of a resolution passed by at least a two-thirds majority of the Board.

Unless excused by resolution of the board, a Governor who does not attend at least half of the regular meetings of the board in any year is deemed to have vacated their seat.

The Board may continue to act notwithstanding one or more vacancies and vacancies will be addressed in accordance with requirements under the Act.

2.5 Remuneration and Reimbursement of Expenses

Governors are not remunerated for their service. The University will reimburse Governors for reasonable expenses incurred in the performance of their duties in accordance with applicable expense reimbursement policies, procedures, guidelines and standards.

3.0 ROLE, POWERS AND RESPONSIBILITIES

3.1 Role and Responsibilities of the Board

The Board is the governing body established by the Act and has the powers, duties, and authority set out in [section 27](#) and as further provided in the Act.

The principal role of the Board is to oversee the management and operations of the University. Except for those matters where final authority is assigned by the Act to other bodies or persons, or otherwise delegated, the governance of the University, the management, administration and control of its property and revenues, and the conduct of its business affairs are vested in the Board.

3.2 Responsibilities of Governors and Code of Conduct

Governors have a fiduciary responsibility and are required to act in the best interests of the University.

Governors bring special expertise and points of view to the Board's deliberations and must be conscientious in contributing to and helping the Board fulfill its responsibilities. Governors are prohibited from acting in their own self-interest or furthering their private interests by virtue of their position or in carrying out their duties.

The Board will establish a Code of Conduct that sets out expected standards for all Governors and provides guidance on Governors' responsibilities, including protocols for conflicts of interest.

Each Governor will review, acknowledge and confirm their commitment and agreement to abide by these Bylaws and comply with the Code of Conduct.

4.0 BOARD OFFICERS

4.1 Chair

The Chair is elected by the Board from among the appointed Governors, typically at the first meeting of the academic year. The Chair typically serves a two-year term or for a period designated by the Board.

The Chair:

- leads the Board in all aspects of its work and is responsible for managing the affairs of the Board;
- presides at meetings of the Board;
- is the official spokesperson of the Board on external or official statements made by the Board on the University's behalf;
- fosters and promotes the integrity of the Board's work and a culture where the Board works effectively and in the best interests of the University;
- serves as the Board's primary liaison with the President; and
- has such other responsibilities as may be assigned from time to time by the Board, as specified in Board or University policy, or as are incident to the office.

4.2 Vice Chair

The Vice Chair is elected by the Board from among the appointed Governors, typically at the first meeting of the academic year. The Vice Chair typically serves a one-year term or for a period designated by the Board.

The Vice Chair has responsibilities as may be assigned to them by the Board, in Board or University policy, and carries out any or all the Chair's responsibilities at the request of the Chair or in the event that the Chair is absent or unable to carry out their responsibilities.

4.3 President

In accordance with the Act, the President is appointed by the Board and is the chief executive officer of the University.

The President reports to and is accountable to the Board for the successful operation of the University.

The President has the powers and duties as assigned in the Act and such other powers and duties as may be assigned to them by the Board.

The President is remunerated by the University for their service in an amount determined by resolution of the Board and within provincial government guidelines.

5.0 MEETINGS

5.1 Schedule and Notice

In accordance with the Act, the Board will meet at least every three months and as often as necessary to transact the business of the Board.

Generally, the Board will meet in accordance with an annual meeting calendar set from September to June. Governors will be provided with a schedule of meeting dates for regular Board meetings in advance of each meeting year.

Additional special or emergency meetings may be called by the Chair. No business other than that for which the meeting is called will be conducted at special or emergency meetings.

Except in the case of an emergency meeting, notice of special meetings will be provided at least two business days in advance of the meeting date. In exceptional circumstances, the Chair may call an emergency meeting. Notice will be made as soon as possible but no minimum notice is required for an emergency meeting.

The accidental omission to send notice of any meeting to, or the non-receipt of any notice by, any of the persons entitled to notice does not invalidate any proceedings at a meeting.

A Board meeting may be postponed or cancelled by agreement of the Chair and the President.

Public notice of regular meetings of the Board will be posted on the University's website, and will include the agenda, materials, location, time, and information about attending.

5.2 Quorum

The quorum for Board meetings is fifty-one percent of the Governors currently on the Board.

5.3 Agendas

Agendas for Board meetings are developed by the Chair and the President through a process coordinated and facilitated by the University Secretariat and approved by a majority of Governors voting.

Generally, where possible, Governors should bring proposed resolutions or agenda items forward to the Chair for consideration, with notice to the University Secretariat, in advance of the meeting.

The Board may change or specify the order of the agenda on agreement of a majority of Governors voting.

5.4 Open, Closed and In Camera Sessions

The Board may hold open, closed and in camera meetings or sessions of the Board.

- a) Open session: Regular meetings of the Board will typically include a session that is *open* to the public.
 - i. Any individual may attend as an observer, subject to the limitation of space and good conduct as determined by the Chair.
 - ii. Open sessions of regular meetings will also be accessible via webinar or other online medium so that members of the community may observe.
- b) Closed session: Regular meetings of the Board will typically include a closed session and the Board may at any time determine that a meeting, or part of a meeting, be designated as a closed session to deal with confidential or other matters that by their nature should be considered in closed session.
 - i. The Chair, in consultation with the President, may designate or invite Internal Resource Persons, External Advisors, or guests to attend a closed session. Members of the University Secretariat attend closed sessions.
 - ii. Closed session matters, including all discussion, actions, and documentation, are confidential and must be kept in confidence by every Governor and attendee, unless otherwise made public.
- c) In camera session: Regular meetings of the Board will typically include an in camera session and the Board may at any time determine that a meeting, or part of a meeting, be designated as an in-camera session.
 - i. Only Governors and those invited by the Chair may attend an in camera session.
 - ii. Business arising from matters discussed in camera will be communicated by the Chair following the meeting, as appropriate.

As noted in section 5.7, matters considered in *closed* and *in camera* sessions are considered confidential information, including all related discussion, actions, and documentation, and must be kept in confidence by every Governor and attendee, unless otherwise made public.

5.5 Conduct and Procedure of Meetings

Meetings of the Board will be conducted in accordance with the Act, other applicable laws, these Bylaws, Board policy and procedure, and Roberts Rules of Order.

- a) The Chair presides at meetings of the Board. In the event the Chair is unable to attend a meeting, the Vice-Chair will act as Chair for that meeting.
- b) Only Governors may move, second, and vote on motions. Each Governor, including the Chair, is entitled to one vote.

- c) Motions will be decided by a show of hands, a roll call (voice), or otherwise in such manner that clearly evidences a Governor's vote and is accepted by the Chair of the meeting.
- d) Voting by proxy is not allowed.
- e) Matters arising at a Board meeting will be decided by a majority of the votes of the Governors present and who cast a vote, except where another threshold is otherwise required. Abstentions are tallied and indicated in the minutes but are not counted as votes for or against.
- f) In the case of a tie vote, the motion is defeated, and the Chair must so declare. The Chair does not have a second or casting vote.
- g) A declaration by the Chair that a motion has been carried and an entry to that effect in the minutes will be evidence of the action taken, without proof of the number or proportion of the votes recorded in favour or against such resolution. Abstentions will be noted, and any Governor may ask at the time of the vote that the Governor's individual vote or abstention be recorded in the minutes.

5.6 Conflicts of Interest

Governors declaring a conflict of interest must generally recuse themselves from voting on the matter and not participate in discussion, unless otherwise determined in the particular circumstance.

5.7 Confidential Information

Each Governor will undertake to keep all confidential or proprietary information in the strictest confidence.

Except where disclosure is authorized by University or Board policy, required by law, or otherwise determined by the Board, all Governors, Internal Resource Persons, External Advisors and other permitted individuals or guests will protect confidential information and respect the confidentiality of proceedings at closed and *in camera* sessions of the Board, its Committees, and related meetings.

5.8 Internal Resource Persons and External Advisors

Internal Resource Persons and External Advisors may be engaged to provide advice to the Board. Internal Resource Persons and External Advisors may be invited to Board meetings on a regular or ad hoc basis and attend and participate in discussions at Board meetings to provide input, answer questions, make presentations, and update the Board on business before the Board.

5.9 Guests and Observers

Guests may be invited by the Chair in advance to attend and speak at a Board meeting, or, at the sole discretion of the Chair, during the meeting.

5.10 Presentations to the Board

Individuals or groups wishing to make presentations to the Board at a meeting must contact the University Secretariat within timeframes established by Board policies and procedures.

5.11 Board Meeting Materials

Whenever possible, meeting materials will be circulated to Governors one week in advance of a scheduled meeting or when requested to make a decision outside of a meeting.

Material related to an open session of a Board meeting will be posted on the website and made available to the public.

5.12 Minutes

The University Secretariat will ensure that minutes are recorded and maintained for all open, closed and in camera sessions of the Board and Committees, including decisions made by electronic means and all Board and Committee decisions made outside of a meeting.

Minutes of meetings will set out the date, time, location, and attendance, and will be summaries of decisions made and discussions held. For clarity, when necessary, speakers will be identified by their full name.

Minutes of meetings will typically be approved at the next Board or Committee meeting, or as soon as practicable, and may be approved by electronic means.

Minutes of closed and any in camera sessions are confidential. Minutes of open sessions of Board meetings will be posted on the University website once approved.

5.13 Remote Meeting Attendance and Electronic Participation

The Board may meet by other means, such as a video conference or teleconference, provided that all individuals participating are able to communicate adequately with each other simultaneously and instantaneously. The Chair can decide to hold a meeting entirely via such means, or to allow a Governor to participate in an in-person meeting remotely. The same rights and responsibilities apply to Governors participating in video conference or teleconference meetings as in-person meetings. In such circumstances, Governors are deemed to be present for the purpose of quorum and can vote.

The Board may use an electronic or written process for voting on motions outside of its regular meeting schedule. The Chair may designate matters that may be decided by electronic or written vote and motions should be proposed and seconded in accordance with 5.5. For the tally to be counted correctly, the votes must be clearly articulated, and Governors must state clearly if they intend to abstain from a vote conducted in this manner. The outcome of an electronic or written vote will be reported at the next regular meeting of the Board and a record entered in the minutes of that meeting. A resolution passed in this manner will be of the same force and effect as if it had been duly passed at a meeting.

5.14 Attendance of Governors

Regular attendance of Governors at Board meetings is required to ensure quorum and to expedite the carrying out of the business of the Board. Governors who find themselves unable to attend a regular meeting of the Board will notify the University Secretariat at least twenty-four hours in advance of the meeting. The Chair will be advised of all such notices of absence.

If a Governor is absent from Board or Committee meetings, the Chair may contact the Governor to inquire. As noted in section 2.4, in accordance with the Act, unless excused by a resolution of the Board, a Governor who does not attend at least half of the regular Board meetings in a year is deemed to have vacated their position.

6.0 COMMITTEES

6.1 Establishment of Committees

The Board may establish standing Committees or ad hoc Committees to assist the Board in its work.

The Board approves terms of reference for each Committee and may dissolve any Committee at any time.

6.2 Committee Terms of Reference

The Committee terms of reference will:

- a) set out the remit, powers, and responsibilities of the Committee;
- b) specify the Committee's composition; and
- c) include any further terms the Board deems necessary.

Unless otherwise specified in these Bylaws or the Committee's terms of reference, Committees will be subject to the same procedural rules as the Board, modified as necessary to fit the circumstances.

Unless otherwise specified in terms of reference, Committees act in an advisory capacity to the Board.

Committees will review their terms of reference regularly and recommend revisions to the Board, as necessary. The Board may approve revisions to the terms of reference at any time.

6.3 Committee Membership

Committees are comprised of Governors and ex-officio members. Except for ex-officio members, Committees will typically be filled by Governors at the first meeting of the academic year by the Board.

The Chair and the President are ex-officio non-voting members of each Committee, unless otherwise

specified in the Committee terms of reference.

A Committee Chair will be recommended by the Chair for approval and appointment by the Board. A Committee Chair provides leadership to and supports the Committee in fulfilling its mandate.

6.4 Committee Meetings and Procedure

Committees will generally meet in the weeks leading up to a Board meeting and may hold additional meetings as required.

Quorum for Committee meetings will be set out in Committee terms of reference.

In order for a meeting to be validly constituted for the transaction of business, either the Committee Chair or the acting Committee Chair must be present.

Subject to these Bylaws and the Committee terms of references, a Committee Chair may establish rules of procedure to be followed at each meeting of that Committee. The Committee Chair is empowered to adjudicate rules of order and procedures for Committee meetings, if and when necessary. If the Committee Chair is not present, they may request for a Committee member to be acting Committee Chair.

6.5 Board Standing Committees

The Board's Standing Committees are:

- a) Audit + Finance Committee;
- b) Executive + Human Resources Committee; and
- c) Governance Committee.

7.0 RECORDS

7.0 Records

The University Secretariat maintains agendas and minutes of proceedings of all Board and Committee meetings and record of all decisions relating to Board and Committee work. A register of Governors, with contact information, will be maintained by the University Secretariat, along with other Board records as may be required.

Access to the records of the Board by individuals other than Governors will be determined in accordance with applicable legislation and University policies in effect from time to time.

8.0 EXECUTION OF DOCUMENTS AND UNIVERSITY SEAL

8.1 Execution

All documents or instruments in writing requiring execution on behalf of the Board will be signed by

the Chair, the Vice Chair, or signatories authorized in accordance with the Act, any applicable University policies or by authorization of the Board.

All transactions, arrangements, documents or instruments authorized and signed on behalf of the Board as provided above will be valid and binding.

8.2 University Seal

The University seal will be kept in the custody of the University Secretariat, or with such other person(s) as the University Secretary may designate from time to time.

9.0 PROTECTION FROM LIABILITY AND INDEMNITY

9.1 Protection from Liability

Governors are afforded the following protection from liability under the Act:

- a) neither the Board nor the Governors are liable for any act or omission of a student organization or a student; and
- b) a Governor is not personally liable for anything done by the Board or for anything done by the Governor in good faith in the purported exercise or performance of the Governor's powers, duties and functions on behalf of the University.

9.2 Indemnity

Each Governor and officer of the Board and the heirs, executors and administrators and estate and effects of every Governors responsively will, at all times, be indemnified and saved harmless out of the funds of the University, from and against:

- a) All costs, charges and expenses whatsoever which such Governor or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against such a Governor or officer, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by that Governor or officer, in or about the execution of the duties performed by that individual in the execution of the duties of their office;
- b) All other costs, charges and expenses sustained or incurred in or about or in relating to affairs thereof except such costs, charges or expenses, as are occasioned by the Governor's or officer's own willful neglect or default.

10.0 AMENDMENT OF BYLAWS

10.0 Amendment of Bylaws

These Bylaws may be amended, replaced or repealed by resolution at any meeting of the Board effective on the date specified in the resolution or, if no date is specified, on the date the resolution was passed.

As much as practicable, notice of motion of proposed amendments to the Bylaws, other than

housekeeping amendments, will be provided at a regular meeting.

11.0 EFFECTIVE DATE

11.0 Effective Date

These Bylaws will be effective on the date specified in the approval motion by the Board. All prior or existing Bylaws of the Board are repealed as of the effective date of these Bylaws.