

**RENISON UNIVERSITY COLLEGE  
BYLAWS**

REVISED OCTOBER 2023

RATIFIED OCTOBER 25, 2023

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## 1. DEFINITIONS

- 1.1 **Academic Council:** means the Academic Council of Renison, responsible for the academic affairs of Renison for Credit Courses and programs;
- 1.2 **Academic Council Library Committee:** means the Library Committee of Academic Council;
- 1.3 **Ad Hoc Committee:** means a temporary committee of the Board struck for a specific task;
- 1.4 **Administrative Support Staff:** means employees of Renison who do not teach;
- 1.5 **Annual General Meeting:** means the Annual Meeting of the Members;
- 1.6 **Assistant Professor:** means a member of faculty without tenure who is in the probationary process required for the granting of tenure;
- 1.7 **Associate Professor:** means a member of faculty who has been granted tenure but who has not yet been granted the rank of full professor;
- 1.8 **Board:** means the Board of Directors of Renison also known as the Board of Governors;
- 1.9 **Board Members:** means the duly appointed and elected members of the Board also known as a Governors;
- 1.10 **Board Member:** means any one of the Members of the Board;
- 1.11 **Bursary and Awards Committee:** means the Bursary and Awards Committee within Student Affairs and Community Education;
- 1.12 **C.A.P.E. Program Planning Committee:** means the committee responsible for planning programs within the Community and Professional Education department of Renison;
- 1.13 **Chair:** means the Chair of the Board;
- 1.14 **Code of Conduct:** means the Code of Conduct for Board Members defined in Policy GP6 of the Board Governance Policies as amended and restated from time to time;
- 1.15 **Committee:** means a committee of the Board whose work is in furtherance of Board priorities;
- 1.16 **Committee Member:** means a member of a Committee;

- 1.17 **Community and Professional Education (C.A.P.E.):** means those programs and courses delivered by Renison which are not included in University of Waterloo degree requirements, but which may or may not require approval by the Senate of the University of Waterloo as they may be condition for admission or enrollment;
- 1.18 **Continuing Lecturer:** means an ongoing member of faculty at the rank of lecturer;
- 1.19 **Council:** means a council of Renison;
- 1.20 **Council Member:** means a member of a Council;
- 1.21 **Credit Course:** means a UW course with a unit weight of .25 or higher used in the calculation of averages for academic standing.
- 1.22 **Culture and Language Studies:** means the Renison department delivering credit courses in the fields of culture and language;
- 1.23 **Curriculum Committee:** means the Curriculum Committee of Academic Council;
- 1.24 **Definite Term Lecturer:** means a faculty member at the rank of lecturer appointed for a limited term of up to 36 months;
- 1.25 **Director of External Relations and Communications:** means staff person, reporting to the President responsible for communications, fundraising, and non-university relationships
- 1.26 **Director of Finance:** means staff person reporting to the President responsible for management of the finances of Renison;
- 1.27 **Director of Marketing:** staff person reporting to the vice presidents, responsible for promoting the programs of Renison for the purposes of increasing student enrollment;
- 1.28 **Elected Board Members:** means those Board Members elected in accordance with Section 4.1(b);
- 1.29 **Ex Officio Board Members:** means those Members of the Board that hold their position by virtue of their office including those elected by a body other than the

Members (or, where applicable, the appointee of the President of the University of Waterloo) and more particularly shall mean all those persons listed in Section 4.1(a); ex-officio members shall have voting rights;

- 1.30 **Faculty:** means employees who teach a UW credit course at Renison;
- 1.31 **Finance and Audit Committee:** means the Finance and Audit Committee of the Board;
- 1.32 **General Meetings:** means general meetings of the Members;
- 1.33 **Governance Committee:** means the Governance Committee of the Board;
- 1.34 **Governance Committee of Academic Council:** means the committee of Academic Council responsible for matters of governance of the Academic Council and is distinct from the Governance Committee of the Board;
- 1.35 **Governance Policies or Board Governance Policies:** means the governance policies of the Board as amended and restated from time to time;
- 1.36 **Honorary Members:** means the applicants for incorporation of Renison and such other persons as may be designated as honorary members by the Board;
- 1.37 **Manager of Marketing and Recruitment:** staff person reporting to the president, responsible for promoting the programs of Renison for the purposes of increasing student enrollment;
- 1.38 **Member:** shall mean a member of Renison as more particularly set out in Section 2.1. below;
- 1.39 **Not-for-Profit Corporations Act:** means Not-for-Profit Corporations Act, 2010 S.O. 2010, CHAPTER 15;
- 1.40 **Past-Chair:** means the immediate past Chair of the Board of Governors;
- 1.41 **President:** means the chief executive officer of Renison University College who shall also be the Vice-Chancellor;
- 1.42 **Professor:** means a faculty member who has met the qualification and experience requirements to be granted the rank of full professor, and who has been granted said title by the Board of Governors;
- 1.43 **R.A.S.C.:** means the Renison Academic Students' Council;
- 1.44 **Registrar:** means the Registrar of Renison;

- 1.45 **Regular Faculty:** means: Professors (tenured faculty), Associate Professors (tenured faculty), Assistant Professors (tenure-track faculty), Continuing Lecturers and Definite-Term Professors, Associate Professors, Assistant Professors and Lecturers who have been in position for one (1) year or longer;
- 1.46 **Regular Meeting:** means a regular meeting of the Board;
- 1.47 **Renison:** means Renison University College;
- 1.48 **Research Committee:** means the Research Committee of Academic Council;
- 1.49 **Scholarship and Awards Committee:** means the Scholarship and Awards Committee of Academic Council
- 1.50 **School of Social Work:** means the School of Social Work of Renison delivering the B.S.W. and M.S.W. programs;
- 1.51 **Secretary:** means the Secretary of the Board;
- 1.52 **Senior Directors:** means those persons normally exercising an executive function both Academic and Administrative with regard to Renison and who report directly to the President;
- 1.53 **Social Development Studies:** means the Renison program delivering the B.A. in Social Development Studies granted by the University of Waterloo;
- 1.54 **Special Meeting:** means a meeting of the Board not falling within the regularly scheduled meetings;
- 1.55 **Staff:** means the persons employed by Renison who are not Faculty;
- 1.56 **Standing Committee:** means a permanent committee of the Board;
- 1.57 **Student:** means a student at Renison in either a Renison/UW degree or CAPE program, or living in the Renison residence
- 1.58 **Student Affairs and Community Education Council:** means the Student Affairs and Community Education Council of Renison;
- 1.59 **Student Affairs Policy and Planning Committee:** means the Student Affairs Policy and Planning Committee within the Renison department of Student Affairs and Community Education;
- 1.60 **S.A.C.E. Council Recording Secretary:** means the employee appointed to keep and

- publish minutes of the SACE Council;
- 1.61 **S.A.C.E. Library Committee:** means the library committee within the department of Student Affairs and Community Education;
- 1.62 **Teaching Committee:** means the Teaching Committee of Academic Council;
- 1.63 **Teaching and Learning Committee:** means the Teaching and Learning Committee of the Student Affairs and Community Education Council;
- 1.64 **Tenure and Promotion Committee:** means the committee of Academic Council whose duties are established by the Collective Agreement between the Renison Faculty Union (RAAS) and Renison University College;
- 1.65 **Treasurer:** means officer of the Board with financial oversight;
- 1.66 **Vice-Chair:** means officer of the Board who acts in place of the Chair when the Chair is unavailable;
- 1.67 **Vice-Chancellor:** means the President; deputy for the Chancellor;
- 1.68 **Vice-President - Academic and Dean:** means the employee, reporting to the President, who is responsible for all aspects of Renison's degree education;
- 1.69 **Vice-President - Student Affairs and Community Education:** means the employee, reporting to the President, who is responsible for all aspects of Renison's education that is outside UW credit courses, for student affairs activities and for facilities and food services;
- 1.70 **Visitor:** means the Bishop of the Diocese of Huron or the person holding the commissary powers of the Bishop;

## **2. RENISON UNIVERSITY COLLEGE**

### **2.1 Membership in Renison:**

Renison shall consist of the following members:

- (a) The Bishop of the Diocese of Huron;
- (b) The Board Members; and
- (c) Such other persons as may be designated by the By-Laws of Renison (collectively the “Members”).

In addition, Renison may have Honorary Members. Honorary Members shall not have voting rights.

### **2.2 Authority and Power of the Corporation:**

The authority and powers of Renison shall be exercised by the Board except for those matters which are required by the Not-for-Profit Corporations Act, as amended, or by these By-Laws to be brought before the Members.

### **2.3 Minute Book:**

In accordance with the Ontario Not-for-Profit Corporations Act (ONCA), these bylaws, the Letters Patent, and Board minutes must be stored in a minute book. The minute book shall be in the custody of the President's Office.

### **2.4 Head Office:**

The Head Office of Renison shall be at Renison University College, 240 Westmount Road North, Waterloo, Ontario N2L 3G4.



### **3. MEETINGS OF MEMBERS OF RENISON**

#### **3.1 Annual General Meeting:**

The Annual Meeting shall be held within six (6) months following the end of Renison's fiscal year and within fifteen (15) months after the holding of the preceding Annual Meeting for the purposes of:

- (a) hearing and receiving reports and statements required by the Not-for-Profit Corporations Act to be read at and laid before the Members at an Annual Meeting;
- (b) electing the Board Members;
- (c) appointing the auditor and fixing or authorizing the Board to fix the auditor's remuneration; and
- (d) transacting any other business properly brought before the meeting.

#### **3.2 General Meeting:**

General Meetings may be called at any time by the Board for the transaction of any business, the general nature of which shall be specified in the notice of calling the meeting. A General Meeting may also be called by a Member in the manner specified in the Not-for-Profit Corporations Act.

#### **3.3 Location of the Annual Meeting and General Meetings:**

The Annual General Meeting and General Meetings shall be held at a location within the Regional Municipality of Waterloo. Meetings of the Membership may also be held via videoconference.

#### **3.4 Notice:**

Notice of time, place and date of the Annual Meeting or General Meetings and of the business to be transacted shall be served in writing at least fourteen (14) days before the date of the meeting upon each of the Members and, in the case of an Annual Meeting, upon the auditor of Renison. Notice will be served by e-mail. Notice shall also be published on the Renison website.

The accidental failure to give notice to any Member or any accidental irregularity in connection with the giving of notice shall not invalidate the proceedings at a meeting.

### 3.5 Meetings Open:

Save for those portions of meetings that are to be held “in camera” the Annual Meeting and all General Meetings shall be open to members of the Renison community, the community-at-large, and representatives of the news media.

### 3.6 In Camera Meetings:

- (a) The Members, notwithstanding anything else contained in this By-law and provided that all meetings shall begin in open session, shall have the right to hold part of any meeting in camera:
  - i. where personnel matters or matters which are deemed to be confidential financial matters of Renison are being considered; or
  - ii. where intimate financial or personal matters of any person may be disclosed, unless such person requests that such part of the meeting be open to the public.
- (b) Where any matter is deemed a confidential financial matter or an intimate financial or personal matter of any person, such matter shall be so designated on the agenda for such Member's meeting and described in a manner consistent with maintaining the confidentiality of such matter.
- (c) The Members shall initially deal with any such confidential matter in camera, but, after receiving the pertinent information, relative to the confidential matter, may direct that the matter be thereupon considered in open session.

### 3.7 Quorum:

The quorum for meetings of Members shall be a simple majority of the Members.

### 3.8 Voting:

Unless otherwise required by the provisions of the Not-for-Profit Corporations Act (ONCA) or this By-Law, all matters proposed for decision by the Members at an Annual Meeting or General Meeting shall be determined by a majority of the votes cast by the Members present in person. Honorary Members shall have the right to attend and participate in meetings of Members but shall not have a vote.

The Chair of the meeting shall not have a vote except in the case of a tied vote, when the Chair of the meeting shall have a casting vote.

Unless a motion requiring a secret ballot is passed, voting by Members present in person shall be by show of hands.

**3.9 Chair of Members' Meetings:**

The Chair shall chair all meetings of the Members. In the case of absence or illness of the Chair, or there being a vacancy in that office, the Vice-Chair shall act in place of the Chair. In the case of absence or illness of the Vice-Chair, or there being a vacancy in that office, the Secretary shall act in the place of the Chair. In the absence of the Chair, Vice-Chair and Secretary, the Members present at any meeting of Members shall choose another Member to chair the meeting.

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#### **4. BOARD OF GOVERNORS**

##### **4.1 Membership of the Board of Governors:**

The Board shall consist of twenty (20) Board Members. Each Board Member, including ex-officio members, shall be at least eighteen (18) years of age and each shall have voting rights. The membership of the Board shall be made up as follows:

##### **1. Ex Officio Board Members:**

- a) The Chancellor;
  - b) The Vice-Chancellor (President);
  - c) The Bishop of the Diocese of Huron or the Bishop's appointee;
  - d) The President of the University of Waterloo or the appointee of the President of the University of Waterloo;
  - e) Two (2) members of Regular Faculty, chosen by the Regular Faculty;
  - f) One (1) member of the English Language Institute teaching staff chosen by the ELI teaching staff;
  - g) One (1) member of the Administrative Support Staff, chosen by the full-time Administrative Support Staff; and
  - h) Two (2) Students: one being a Renison residence student, the other being a Renison-registered student;
- (Collectively the " Ex Officio Board Members").

##### **2. Elected Board Members:**

2.1 There shall be ten (10) elected Board Member (the "Elected Board Members") elected by the Members. At least one of such persons shall be a former Student, and at least one of such persons shall be recommended by the Diocese of Niagara (collectively the "Elected Board Members").

2.2 No employee of Renison may be elected as an Elected Board Member.

##### **4.2 Record of Contact Information:**

It is the responsibility of each Board Member to maintain current contact information and to advise the Secretary thereof.

## 5. TERMS OF OFFICE

### 5.1 Ex Officio Board Members:

Ex Officio Board Members shall hold office for the following terms:

- a) The Chancellor and the Vice Chancellor for the length of their appointments as such;
- b) The **Bishop of the Diocese of Huron** for the length of their appointment as such. If the Bishop of Huron is represented by an appointee, the appointee may hold a term of three (3) years renewable up to a maximum of three (3) terms. If appointed to fill the balance of the term of a terminating Board Member pursuant to Paragraph 5.9, the appointee of the Bishop of the Diocese of Huron may serve an additional term or terms up to a maximum length of service of nine (9) consecutive years;
- c) The President of the University of Waterloo – for the length of their appointment as such. If the President is represented by an appointee, the appointee may hold office for three (3) years renewable up to a maximum of three (3) terms. If appointed to fill the balance of the term of a terminating Board Member pursuant to Paragraph 5.9, the appointee of the President of the University of Waterloo may serve an additional term or terms up to a maximum length of service of nine (9) consecutive years;
- d) Two representatives of the Regular Faculty elected by the same on a three (3) year term re-electable by Regular Faculty for up to three(3) terms. If appointed to fill the balance of the term of a terminating Board Member pursuant to paragraph 5.9, the Faculty Board Member may serve an additional term or terms up to a maximum length of service of nine (9) consecutive years;
- e) One representative of the English Language Institute teaching staff elected by the same on a three (3) year term re-electable by ELI teaching staff for up to three (3) terms. If appointed to fill the balance of the term of a terminating Board Member pursuant to paragraph 5.9, the ELI Board Member may serve an additional term or terms up to a maximum length of service of nine (9) consecutive years.
- f) One (1) Administrative Support Staff Board Member– three (3) years, re-electable by full-time Administrative Support staff for up to three (3) terms. If appointed to fill the balance of the term of a terminating Board Member pursuant to paragraph 5.9, the Administrative Support Staff Board

Member may serve an additional term or terms up to a maximum length of service of nine (9) consecutive years;

- g) Past Chair- two (2) years (not renewable); and
- h) Two (2) Student Board Members– one Renison residence student and one Renison registered student one (1) year re-electable to a maximum of three (3) consecutive years of service. Student terms shall begin on September 1 and end August 31 of the following year.

## 5.2 **Elected Board Members:**

- a) Elected Board Members are elected by the Membership at the Annual General Meeting immediately preceding their first term.
- b) The Governance Committee shall be responsible for recruiting new Elected Board Members. The Chair of the Governance Committee shall present the slate of nominees for election to the Board at the Board meeting immediately preceding the Annual General Meeting. If there are more nominees than vacancies, the Board will determine the slate of nominees to be considered by the Membership at the Annual General Meeting
- c) Elected Board Members shall hold office for a period of three (3) years or for such lesser length of term as they are appointed by the Board. The term for an elected Board Member shall begin on January 1st next following the Annual Meeting, at which such Board Member was elected, and shall end on December 31st of the third year following the year in which such Board Member was elected. Approximately one third of the Elected Board Members shall reach the end of their term in any one year. If a Board Member is appointed or elected to replace an existing Board Member or to fill a vacancy at a time other than the Annual Meeting, then for the purpose of the preceding sentence such Board Member's three (3) year term shall be deemed to begin on the same start date as the Board Member being replaced, and the Board Member so appointed or elected shall hold office for the remainder of the term of office of the Board Member whose Board membership is vacant. Elections shall be conducted in accordance with procedures determined by the Board. The Board may appoint a Board Member for a term of less than three (3) years to provide for staggered terms and continuity.

### 5.3 **Re-Election or Reappointment:**

Board Members shall be eligible for election or appointment and for re-election/re-appointment for:

- (a) no more than three (3) consecutive terms of three (3) years each; or,
- (b) any number of consecutive terms provided that the Board Member's total length of service on the Board shall not exceed nine (9) consecutive years; and
- (c) Board Members shall be eligible for election or reappointment again one year following the completion of the said three (3) consecutive terms or nine (9) consecutive years as the case may be.

If a Board Member is elected to the position of Chair, the period of time necessary to complete the terms of service as Chair and Past Chair shall, if necessary, be additional to the limit of three (3) consecutive terms of three (3) years described above.

### 5.4 **Attendance:**

Any Board Member who fails to attend, without reasonable cause as determined by the Board, fifty (50%) percent of the Board meetings held in any one fiscal year or three (3) consecutive meetings of the Board shall, if the Board by resolution passed by simple majority of the Board Members present and voting so decides, be removed from serving as a Board Member and shall not be eligible for re-election at the Annual General Meeting. Any Board Member so removed shall thereupon cease to be a Board Member and a Member of Renison. Upon removal from the Board, the individual removed must be notified thereof by the Secretary or their designate.

### 5.5 **Removal of Board Members:**

The Members may, by resolution passed by at least two-thirds (2/3) of the votes cast at a General or Annual General Meeting of which notice specifying the intention to pass the resolution has been given to both the Members and the Board Member in question, remove any Board Member, before the expiration of the Board Member's term of office (for, among other things, breaches of this Bylaw or of the Code of Conduct) and may, by a majority of the votes cast at that meeting, elect a new Board Member in that Board Member's stead for the remainder of that Board Member's term.

**5.6 Termination: Board Members Office is Deemed Vacated:**

A Board Member's office shall be deemed to be vacated if:

- (a) the person makes an assignment under the Bankruptcy and Insolvency Act (Canada) or a receiving order is made against the person;
- (b) the person is determined by a qualified medical practitioner to be incapable of managing property as defined under the Substitute Decisions Act, 1992, S.O. 1992, Chapter 30, as amended;
- (c) the person dies; or
- (d) the person is removed as a Board Member by resolution of the Board or the Members as provided in Sections 5.4 or 5.5 respectively.

**5.7 Board Members Office is Vacated:**

A Board Member's office is vacated if:

- (a) by notice in writing to the Chair or the Secretary such Board Member resigns such office;
- (b) in the case of a Board Member who is a Student, such Board Member ceases to meet the definition of a Student;
- (c) in the case of an Ex Officio Board Member, who is a Board Member as a result of their position on Regular Faculty, Administrative Support Staff or ELI such Board Member ceases to hold a Regular Faculty, Administrative Support Staff or ELI position as the case may be;
- (d) in the case of any other Ex Officio Board Member, such Board Member no longer holds the position that provided such Board Member his or her office; or
- (e) their term expires.

**5.8 Termination of Membership in Renison:**

In the event that an Elected Board Member or Ex Officio Board Member terminates his or her term of office or is terminated pursuant to Sections 5.4, 5.5, 5.6. or 5.7 prior to the end of his or her term, or where the Board Member's term of office expires, the Board Member shall cease to be a Member.

**5.9 Vacancies:**

In the event that the term of an Elected Board Member terminates pursuant to Sections 5.4, 5.6 or 5.7



prior to the end of such Board Member's term, the Board may elect a new Board Member to fill such vacancy for the balance of the term of office of the Elected Board Member whose Board membership is vacant for the purpose of Section 5.3.

In the event that the term of an Ex Officio Board Member terminates pursuant to Sections 5.4, 5.6 or 5.7 prior to the end of such Board Member's term, the Board may request the person or body that appointed the Board Member to appoint a new Board Member to fill the balance of the term of the terminating Board Member.

Notwithstanding any vacancy on the Board, as long as a quorum of Board Members remains in office, the Board may exercise all or any of its powers.

**5.10 Non-Remuneration of Board Members:**

No remuneration shall be paid to a Board Member in respect of his or her position as a Board Member.

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## **6. OFFICERS OF THE CORPORATION**

### **6.1 Officers of the Corporation:**

Officer of Renison (“Officers”) means any of the Chancellor, the President, the Chair, the Vice Chair, Secretary and Treasurer and such other officers as the Board may designate from time to time. Officers shall assume their offices on January 1st unless appointed during the course of a year due to the resignation or termination of the previous officer.

### **6.2 The Chancellor:**

The Chancellor shall be the titular head of Renison. The Chancellor shall preside at convocations and shall confer diplomas and honours as approved by the Board. The Chancellor shall have such other duties as the Board may, by resolution, determine from time to time.

The Chancellor shall be elected by the Board for a term of four (4) years, renewable for one further term of four (4) years, save and except as provided below.

In order to ensure that the terms of the Chancellor and of the President do not end in the same year, the Board may extend the term of the Chancellor by one year in this circumstance.

### **6.3 Election and Term of Chair, Vice-Chair, Secretary and Treasurer:**

(a) The Members shall elect the Chair, from among the Members. The Chair shall be elected for a term of two (2) years. Provided that notwithstanding the foregoing the Members may, by special resolution, delegate to the Board the power to elect the Chair.

(b) The Board shall elect from the Board Members, a Vice-Chair, a Secretary and a Treasurer who shall take office on the 1st day of January in the year following their election for a term of two (2) years.

No employee of Renison and no Student shall be eligible to assume an Officer position.

The Chair, Vice-Chair, Secretary and Treasurer may be re-elected for one additional term of two (2) years.

- (c) The Chair, whose term ended on December 31, shall become the Past-Chair in the next year beginning January for a term of two (2) years, which term shall not be renewable. After the said two (2)-year term, or if the Past-Chair resigns from the Board during the said two (2) year term, the office shall remain vacant until occupied by the next retiring Chair.
- (d) The Past-Chair is not an Officer. The Past-Chair shall have such other duties as the Board may from time to time prescribe.

#### **6.4 Responsibilities of the Chair:**

The Chair shall, when present, preside at all meetings of the Board, shall sign such documentation as may require the Chair's signature in accordance with the bylaws, Board Governance Policies, or otherwise, shall have general oversight of the Board and shall carry out such other duties as the Board may from time to time assign. The Chair shall be an ex officio member of all committees of the Board.

#### **6.5 Delegation of the Responsibilities of the Chair in Case of Absence:**

- (a) In the case of absence or illness of the Chair, or there being a vacancy in that office, the Vice-Chair shall act and shall have all the powers of the Chair. In the case of absence or illness of the Chair and the Vice-Chair, or there being a vacancy in such offices, the Secretary shall act and have all the powers of the Chair.
- (b) In the absence or illness of the Chair, the Vice-Chair and the Secretary, the Board may appoint one of the Board Members to act as Chair pro tempore and the Board Member so appointed shall act as and have all the powers of the Chair.

#### **6.6 Responsibilities of the Vice-Chair:**

In the absence of the Chair, the Vice-Chair shall act on behalf of the Chair, as provided for in Section 6.5(a) above. If the office of the Chair becomes vacant during a year, the Vice-Chair shall become the Chair for the remainder of the Chair's term.

The Vice-Chair shall lead or cause to be undertaken a review of the Board's Governance Policies every three (3) years. The Vice-Chair shall have such other duties as the Board may from time to time assign.

**6.7 Responsibilities of the Secretary:**

In the absence of the Chair and Vice-Chair, the Secretary shall act as Chair, as provided for in Section 6.5(a) above. The Secretary shall have such powers and duties as the Board may from time to time assign.

The Secretary shall cause the minutes to be kept as provided for under Section 7.14.

The Secretary may be assisted in the discharge of his/her responsibilities by a member of Administrative Support Staff designated, by the Board, for the purpose and may delegate administrative responsibilities accordingly.

The Secretary shall be a member of the Governance Committee.

**6.8 Responsibilities of the Treasurer:**

The Treasurer shall have such powers and duties as the Board may from time to time assign.

The duties of the Treasurer neither lessen nor add to the President's accountability to the Board for implementation of the Board's Governance Policies (Executive Directions) on Financial Planning and Financial Management.

The Treasurer shall be the chair of the Finance and Audit Committee.

## **7. MEETINGS OF THE BOARD OF GOVERNORS**

### **7.1 Minimum Number of Meetings:**

The Board shall hold a minimum of five (5) Regular Meetings per year. The dates and times of such meetings shall be established from time to time by the Board and such dates and times shall be published on the Renison website.

### **7.2 Special Meetings:**

Special Meetings may be called to address an issue of immediate concern and may be held at any time at the call of the Chair or Vice-Chair or if petitioned by four (4) Board Members in writing to the Chair. Where, practical, notice of a Special Meeting shall be given by e-mail at least ten (10) days in advance of the meeting date.

### **7.3 Notice of Meetings:**

- (a) Save and except as otherwise provided herein, notice in writing of each Regular Meeting, together with the agenda and materials for such meeting, will be sent to all Board Members at least seven (7) days in advance of the meeting date by e-mail.
- (b) The dates, times and places of all Board meetings will be published on the Renison website .

### **7.4 Accidental Irregularities:**

The accidental failure to give notice to any Board Member or any accidental irregularity in connection with the giving of notice shall not invalidate the proceedings at a meeting.

### **7.5 Place of Meetings:**

Board meetings shall normally be held on Renison's campus or via videoconference as determined by the President and Chair in consultation with the Board. Meetings may occur in a hybrid format where some Board Members are in-person and others are joining by videoconference.

**7.6 Open and Closed Meetings:**

Save as otherwise provided in this By-law, all Regular and Special Meetings of the Board shall be open to the public, but save as provided in Section 7.7, the public shall have no right to participate.

**7.7 Presentations and Delegations:**

Persons other than Board Members may request the Chair to make presentations to the Board in accordance with the Board's policy on delegations.

**7.8 In Camera Meetings:**

- (a) The Board, notwithstanding anything else contained in this By-law and provided that all meetings shall begin in open session, shall have the right to hold that part of any meeting in camera where matters deemed to be confidential including, without limiting the generality of the foregoing, matters relating to financial, business or human resource, nominations of Board Members or Committee Members, nominations of potential recipients of honours, real estate, or confidential government policies are being considered, or where intimate financial or personal matters of any person may be disclosed, unless such person requests that such part of the meeting be open to the public.
- (b) Where any matter is deemed confidential as provided for under Section 7.8 (a), such matter shall be so designated on the agenda for such Board meeting and described in a manner consistent with maintaining the confidentiality of such matter.
- (c) The Board shall initially deal with any such confidential matter in camera, but, after receiving the pertinent information, relative to the confidential matter, may direct that the matter be thereupon considered in open session.

**7.9 Quorum:**

A quorum of the Board shall consist of no fewer than ten (10) Board Members present, at least five (5) of which Board Members shall be Elected Board Members.

**7.10 Voting:**

All resolutions of and questions at a Board meeting shall be decided by a majority of the votes of the Board Members present. The Chair shall not have a vote save in the event of an equality of votes, when the Chair shall have a casting vote. No Board Member may vote by proxy at any meeting of the Board.

**7.11 Evidence of Resolution:**

Whenever a vote has been taken upon a question, a declaration by the Chair that a resolution has been carried or lost by a particular majority is determinative and an entry to that effect in the Board's minutes is conclusive evidence of that fact without proof of the number or proportion of votes recorded in favour of or against the motion.

**7.12 Rules of Order:**

The general conduct of Board meetings shall follow the rules and procedures as set forth in *Robert's Rules of Order*, latest revised edition.

**7.13 Agenda for Meetings:**

All matters for inclusion in the agenda for a Regular Board meeting must be delivered to the President at least ten (10) days prior to the day of the Board meeting at which same are to be presented. Inclusion of matters in the agenda is at the discretion of the Chair. No other matter, other than that of privilege or petition, shall be dealt with at any Regular Board meeting, unless the introduction of such matter is approved by a majority of Board Members present at such Board meeting.

**7.14 Record of the Meetings:**

The Secretary shall record or cause to be recorded, in writing, the proceedings of all Board meetings and the minutes of every such meeting shall be submitted at the next Board meeting and after the adoption by the Board, the minutes shall be signed by the Secretary. Unless the Board, at the relevant meeting, determines otherwise, the Secretary may make or cause to be made an audio or visual or audio and visual record or transmittal of a Board meeting. Subject to the preceding sentence, no person shall make or cause to be made an audio or visual or audio and visual record or transmittal of any Board meeting without

prior approval by the Chair. Audio visual recordings may not be circulated and are only for record keeping purposes. Minutes of Board meetings which are open to the public shall be available for inspection by arrangement with the Secretary, or through the Renison website. Minutes of Board meetings which are not open to the public shall be available only to those authorized by the Board or, if the Board has not made a determination in this regard that excludes the Chair from making a determination in this regard, to those authorized by the Chair.

**7.15 Electronic Participation:**

Subject to the provisions of the Not-for-Profit Corporations Act, as amended, if all the Board Members present at or participating in the meeting consent, a meeting of Board Members or of a committee of Board Members may be held by such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Board Member participating in the meeting by those means is deemed for the purposes of the Not-for-Profit Corporations Act to be present at the meeting.

**7.16 Delegated Authority:**

Where action is required to be taken at a time when a Board meeting cannot be conveniently convened, including at such times when there are no Regular Meetings or Special Meetings of the Board, the Board may authorize the Officers to act on behalf of the Board and to report back to the Board at the next Board meeting regarding their actions.



## **8. COMMITTEES**

### **8.1 Establishment of Committees:**

The Board may from time to time by resolution establish and appoint Standing or Ad Hoc Committees as it sees fit and determine the composition, duties and responsibilities of any Committees so established and to delegate to any such Committee any of its powers. The Board shall establish the following Standing Committees:

- (a) Finance and Audit Committee; and
- (b) Governance Committee;

The Board may from time to time by resolution amend or discontinue one or more Committees.

### **8.2 Role and Authority of Committees:**

Committees of the Board are established primarily to make recommendations to the Board and they may not commit the Board in any matter unless authority to do so has been explicitly delegated by resolution of the Board. Unless otherwise authorized by the Board, Committees of the Board shall report only to the Board.

### **8.3 Establishment of Sub-Committees:**

Standing and Ad Hoc Committees may recommend the establishment of subcommittees as necessary, the composition, duties and responsibilities of which shall be reported to the Board for information.

### **8.4 Membership and Appointment of Chairs:**

The members of each Standing Committee, including the chair of the Committee, shall be appointed by the Board, provided that the Chair of the Finance and Audit Committee shall be the Treasurer (Section 6.8) and the Secretary shall be a member of the Governance Committee (Section 6.7).

The chair of each Ad Hoc Committee shall be appointed by the Board. The chair of each sub-committee shall be appointed by the chair of the Committee to which it reports. The remaining members of Ad Hoc committees and of sub-committees shall be appointed by the chair of the Ad Hoc Committee or sub-

committee. The membership of Ad Hoc Committees and sub-committees may comprise Board Members and persons other than Board Members.

The membership of each Ad Hoc Committee and sub-committee shall be reported to the Board annually for information.

Vacancies occurring in the membership of a Standing Committee shall be filled by the Board at its earliest convenience. Notwithstanding any vacancy on a Committee, the Committee may exercise all or any of its powers, as long as a quorum is maintained.

**8.5 Notice:**

Notice in writing of Committee meetings shall be sent to Committee Members by e-mail at least seven (7) days in advance of the meeting on behalf of the chair of the Committee concerned.

**8.6 Accidental Irregularities:**

The accidental failure to give notice to any Committee Member or any accidental irregularity in connection with the giving of notice shall not invalidate the proceedings at a meeting.

**8.7 Place of Meetings:**

Committee meetings shall normally be held on Renison's main campus or via videoconferencing.

**8.8 Closed Meetings:**

Attendance at Committee meetings is limited to Committee Members and appropriate resource people.

**8.9 Rules of Order:**

The general conduct of Committee meetings shall follow the rules and procedures as set forth in *Robert's Rules of Order*, latest revised edition.

**8.10 Quorum and Voting:**

A simple majority of the membership of each Committee or subcommittee shall constitute a quorum at any meeting.

All questions at a Committee meeting shall be decided by a majority of the votes of the Committee Members present and entitled to vote. Save for the chair of the Committee each Committee Member present at a meeting shall be entitled to one vote. The chair of the Committee shall not have a vote except in the case of an equality of votes, when the chair of the Committee shall have a casting vote.

Voting shall be by those Committee Members in attendance at the meeting. If all the Board Members present at or participating in the meeting consent, Committee Members may attend meetings in person or by telephone, electronic or other communication facilities, as permit all individuals participating in the meeting to communicate and a Committee Member participating in the meeting by those means is deemed to be present at the meeting. A resolution approved by such means and passed by a majority of the Committee Members voting shall have the same force and effect as if passed at a regularly constituted meeting.

No Committee Member may use a proxy or be represented by a proxy-holder.

A resolution approved in writing by all of a Committee's Members is as valid and effective as if passed at a Committee meeting duly called, constituted and held for that purpose.

#### **8.11 Committee Minutes:**

The chair of the Committee shall cause to be kept a written summary of the proceedings of every meeting which shall constitute the minutes. Such minutes of every such meeting shall be submitted at the next meeting of the Committee for approval and subsequently to the Board for information purposes. Unless the Committee, at the relevant meeting, determines otherwise, the chair of the Committee may make or cause to be made an audio or visual or audio and visual record or transmittal of such Committee meeting.

Subject to the preceding sentence, no person shall make or cause to be made an audio or visual or audio and visual record or transmittal of any Committee meeting without prior approval by the chair of the relevant Committee meeting. Draft and approved minutes shall be provided to the Board for information and minutes of each Committee's meetings shall be available to:

- (a) any Committee Member of that Committee;
- (b) appropriate resource persons (by arrangement with the chair of the Committee); and
- (c) persons identified by resolution of the Board.

Committee minutes, agenda materials and related documents which are discussed *in camera* shall remain confidential to Committee Members and the Board unless the Board authorizes the release thereof.

**8.12 Ad Hoc Chancellor Search Committee:**

- (a) The Governance Committee shall establish an Ad Hoc Chancellor Search Committee for the purposes of identifying and recommending to the Board a candidate for the position of Chancellor. The Ad Hoc Chancellor Search Committee may include the representation of the Board, Regular Faculty and Staff (Representation of the Board may include both Ex Officio Board Member(s) and Elected Board Member(s), at least one of whom should be an active member of the Anglican Church of Canada).
- (b) The Ad Hoc Chancellor Search Committee shall be established with sufficient time to complete its responsibilities before the end of the incumbent Chancellor's term.

## **9. PRESIDENT AND VICE-CHANCELLOR**

### **9.1 Duties in Absence of the Chancellor**

In the absence or illness of the Chancellor, the Vice-Chancellor shall assume the duties of the Chancellor.

### **9.2 Authority and Accountability**

The President shall be the Chief Executive Officer of Renison and shall be accountable to the Board for all aspects of the operations and performance of Renison in implementing the Goals Policy established by the Board. All authority necessary for the operation of Renison and for the maintenance of positive relationships with the academic and non-academic communities within Canada and internationally is delegated by the Board to the President within the parameters of the Board's policies, as amended from time to time.

The Board may delegate additional authority by resolution to the President, in the case of powers outside of those conveyed to the President through the Governance Policies of the Board.

The President may further delegate authority and accountability to Faculty and Staff, as appropriate, for the delivery of all academic and operational programs and services.

### **9.3 Membership on Committees**

Subject to the following sentence, the President shall be an ex officio member of all Committees of the Board, unless specifically excluded by the Board, provided that the President shall not attend the portion of meetings that deal with discussions surrounding the President's remuneration.

### **9.4 Term of Appointment:**

The President shall be appointed by the Board for a term of up to five (5) years. The President may be re-appointed by the Board for one (1) further term of up to five (5) years. Such appointments shall be on terms satisfactory to the Board.

**9.5 Ad Hoc Search Committee:**

Where the President has served the maximum term permissible under the by-laws, or where the Board has determined that it does not wish to appoint the current President to a second term, or where the President gives notice prior to the conclusion of the term, or where the President has been terminated prior to the conclusion of such President's term the Board shall establish an Ad Hoc Search Committee, with sufficient time to complete its responsibilities before the end of the incumbent President's term, for the purposes of identifying and recommending to the Board a candidate for the position of President. The Ad Hoc Search Committee should include the representation of Board, Faculty, Staff, and Students (Representation of the Board should include appointed and elected Board Members, at least one of whom should be an active member of the Anglican Church of Canada).

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## 10. DELEGATION OF AUTHORITY

### 10.1 Execution of Documents:

Save and except as otherwise authorized by resolution of the Board, or pursuant to the policies of the Board, for the purposes of Sections 10.1 (Execution of Documents), 10.2 (Banking), 10.3 (Borrowing) and 10.4. (Investments), any two (2) of the Chair, Vice-Chair, Secretary, Treasurer, President, or Director of Finance or other person authorized by the Board shall act as signing officers (the "Signing Officers") to sign documents generally, or to sign specific documents, or to transact banking business, or to transact and settle the borrowing of money by Renison.

Documents and transactions signed by two (2) of the Signing Officers are binding on Renison without further authorization or formality. The Corporate Seal shall be affixed to documents when required by law.

### 10.2 **Banking:**

The Board may authorize and establish policies for the transaction of banking business by Renison with banks, trust companies, or other financial institutions as designated from time to time by the Board. The Signing Officers shall have the authority to:

- (a) Operate Renison's accounts with the bankers;
- (b) Make, sign, draw, accept, endorse, negotiate, lodge deposit or transfer any of the cheques, promissory notes, acceptances, bills of exchange and orders for payment of money to or by Renison;
- (c) Issue receipts and orders relating to any property of Renison;
- (d) Execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and
- (e) Authorize any officer of the banker to do any act or thing on Renison's behalf to facilitate the banking business.

### 10.3 **Borrowing:**

Subject to the limitations set out in the Not-for-Profit Corporations Act, the Letters Patent of Renison and this By-Law, the Board may, from time to time:

- (a) borrow money upon the credit of Renison in such amounts and upon such terms as the Board may deem appropriate;
- (b) issue bonds, debentures or other securities of Renison in such amounts and upon such terms and pledge or sell the same for such sums and at such prices as the Board may deem appropriate;
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of Renison, including book debts, rights, powers, franchises, and undertakings to secure any securities or any money borrowed, or other debt, or any other obligation or liability of Renison;
- (d) give indemnities to any Board Member or other person who has undertaken or is about to undertake any liability on behalf of Renison and secure any such Board Member or other person against loss by giving the person by way of security a mortgage or charge upon the whole or any part of the real and personal property, undertaking and rights of Renison; and
- (e) delegate to one or more of the Officers and Board Members as may be designated by the Board, all or any of the powers conferred by the foregoing clauses of this Section 10.3 to such extent and in such manner as the Board shall determine at the time of each such delegation.

### 10.4 **Investments:**

The Board may authorize and establish policies for the investment and management of financial assets owned by or held in the name of Renison. The Board may delegate by resolution authority to manage such investments and to purchase, transfer, exchange, sell or otherwise dispose of securities in accordance with policies established by the Board.



**11. INDEMNIFICATION of BOARD MEMBERS, OFFICERS, COMMITTEE MEMBERS, COUNCIL MEMBERS, EMPLOYEES and VOLUNTEERS:**

**11.1 Indemnification:**

Except where otherwise prohibited by law every Board Member, Committee Member, Council Member, Officer, employee and volunteer of Renison (each an "Indemnified Person"), and their executors and administrators, and estates and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of Renison, from and against:

- (a) all costs, charges and expenses whatsoever that he or she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her in or about the execution of the duties of his or her involvement at Renison; and
- (b) all other costs, charges and expenses he or she sustains or incurs in or about or in relation to the affairs of Renison; except such costs, charges and expenses as are occasioned by his or her own willful neglect or default.

Notwithstanding the foregoing, each Indemnified Person shall only be indemnified in such cases where such Indemnified Person had reasonable grounds for believing that the act, deed, matter or thing made, done or permitted by such Indemnified Person was lawful and in the best interest of Renison. If an Indemnified Person incurs any costs, charges or expenses as provided above because of the act, receipt, neglect or default of any other Board Member or Committee Member or Council Member or Officer or employee of Renison, such Indemnified Person shall be indemnified as provided above.

Provided however that, in exchange for these provisions of indemnity, such Indemnified Person shall cooperate fully with Renison in the defense of any such proceedings and shall be subject to such direction as Renison or its counsel shall deem appropriate, failing which such provision of indemnity provided hereby shall forthwith lapse and be of no further force and effect.

**11.2 Insurance:**

Subject to applicable law, Renison may purchase and maintain insurance for each Indemnified Person against any liability incurred by such Indemnified Person in the capacity as an Indemnified Person, except where the liability relates to the person's failure to act honestly and in good faith with a view to the best interests of Renison.

The preceding provisions regarding indemnification and insurance are subject to any limitations contained in any applicable statute or regulation.

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## **12. CONFLICT OF INTEREST FOR BOARD MEMBERS, COMMITTEE MEMBERS AND COUNCIL MEMBERS**

### **12.1 Policy On Conflict of Interest:**

The Board shall establish and maintain up-to-date a policy on conflict of interest for Board Members, Committee Members and Council Members and shall ensure that all Board Members, Committee Members and Council Members, are oriented to the policy and its meaning.

### **12.2 Acknowledgement of Policy on Conflict of Interest:**

Every newly elected /appointed Board Member, Committee Member or Council Member shall sign an acknowledgement that he or she has read and understands the Policy on Conflict of Interest (contained within Renison Policy GP6 – Code of Conduct).

### **12.3 Declaration of Conflict of Interest:**

Board Members, Committee Members or Council Members who have an actual, perceived or potential conflict of interest, with respect to any matter under consideration by the Board or a Committee or a Council, as the case may be, shall disclose to the Chair or acting Chair, or the chair or acting chair of the Committee or Council, as the case may be, any actual, perceived or potential conflict of interest (including interests of a non-pecuniary nature) prior to the item being addressed, shall refrain from discussion and voting and shall withdraw from the meeting when the matter is being discussed, unless the Chair requests the Board Member or the chair of the Committee requests the Committee Member or the chair of the Council requests the Council Member to remain.

The declaration of the Board Member's of Committee Member's or Council Member's conflict of interest will be recorded in the minutes of the meeting of the Board or Committee or Council as the case may be.

### **12.4 Board or Committee or Council may Identify Conflict of Interest:**

Where the Board or a Committee or a Council is of the opinion that a conflict of interest exists that has not been declared, the Board or Committee or Council may declare by a resolution carried by two-thirds of its members present at the meeting, that a conflict of interest exists and a Board Member or Committee

Member or Council Member thus found to be in conflict shall refrain from discussion and voting and shall withdraw from the meeting when the matter is being discussed, unless the Chair requests the Board Member or the chair of the Committee requests the Committee Member or the chair of the Council requests the Council Member to remain.

The determination of the Board Member's or Committee Member's or Council Member's conflict of interest will be recorded in the minutes of the meeting of the Board or Committee or Council as the case may be.

**12.5 Prohibition on Participating in Audit Committee:**

No Board Member nor any Committee or Council Member may serve on the Audit Committee while that Board Member, Committee Member or Council Member or any organization, partnership, corporation, joint venture, syndicate, trust or other entity with whom such Board Member, Committee Member or Council Member has a business or employee relationship is receiving consulting, advisory or other fees from Renison.

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### **13. FISCAL YEAR**

- 13.1 The fiscal year of Renison shall be the twelve (12) month period commencing on the 1st day of May and ending on the 30th day of April in the next year.
- 13.2 Published Financial Statements must include a copy the report of the Auditors duly appointed by the Board.

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## 14. COUNCILS

### 14.1. Academic Council

Academic Council (AC) shall have general responsibility for the degree programs of Renison, in which Students take courses to satisfy degree requirements of the University of Waterloo and courses towards a degree requiring approval by the Senate of the University of Waterloo (UW).

#### a) Membership

The Membership of AC shall be comprised of full, elected or appointed, and *ex-officio* members. All members have voting rights unless otherwise noted.

##### **Full Members:**

- The Chair (or designate) of **Culture and Language Studies**;
- Three (3) representatives of Regular Faculty from **Culture and Language Studies (CLS)** chosen by the members of Regular Faculty in that academic unit for a term of two (2) academic years;
- The Director (or designate) of the **School of Social Work**;
- Three (3) representatives of Regular Faculty from the **School of Social Work (SSW)** chosen by the members of Regular Faculty in that academic unit for a term of two (2) academic years;
- The Chair (or designate) of **Social Development Studies**; and
- Three (3) representatives of Regular Faculty from **Social Development Studies (SDS)** chosen by the members of Regular Faculty in that academic unit for a term of two (2) academic years.

##### **Elected or Appointed Members:**

- Three (3) definite-term lecturer (DTL) representatives (normally one representative from each academic unit);
- Faculty of Arts Representative: The Dean of the Faculty of Arts, University of Waterloo, or appointee;
- One (1) undergraduate student representative, elected or appointed by the Renison Academic Student Council (RASC); and
- One (1) graduate student representative, elected by Master of Social Work (MSW) students.

Definite-term lecturer and student positions will be elected or appointed by their respective groups or appointed by the AC Chair in consultation with the AC Governance Committee no later than October 1.

***Ex officio Members:***

- The President;
- The Vice-President Academic and Dean (VPAD);
- The Vice-President Student Affairs and Community Education (VPSACE);
- The Registrar of Renison (Registrar) (or designate) (non-voting);
- The Librarian of Renison (Librarian) or Library Supervisor (or equivalent or designate) (non-voting); and
- AC Recording Secretary: Administrative Support Staff appointed by the AC Chair (non-voting).

**b) Chair of the AC**

The President and Vice-Chancellor shall normally serve as the AC Chair and preside over Academic Council meetings. When necessary, the AC Chair may delegate their duties as AC Chair to the VPAD.

The AC Chair does not vote except in the event of a tie, at which time the AC Chair shall cast the deciding vote.

**c) Duties and Responsibilities**

None of the duties and responsibilities of AC shall be construed to subtract from the powers and duties of the Board under the original Letters Patent of January 14, 1959, as amended in the supplementary Letters Patent of October 1, 2009; in the UW-AFIW Agreement of May 8, 1991; or in the RUC-RAAS Collective Agreement (the “Collective Agreement”).

Specifically, duties and responsibilities that require the expenditure of funds and/or have implications for the mission of Renison are subject to approval by the Board. Academic matters under the purview of the UW Senate are subject to approval by the UW Senate.

AC shall consider and make recommendations to the Board with respect to academic matters and shall serve as a forum for discussion on the translation of the mission of Renison into an educational vision and framework. Without restricting the generality of the foregoing, AC shall, among other things:

- (i) Develop and approve recommendations on the rules and regulations for Renison-based undergraduate and graduate programs for submission to UW and approval by UW Senate.
- (ii) Develop and approve recommendations on Renison-based new programs and plans,

modifications to existing programs and plans, and deletion of existing programs and plans, for submission to UW and approval by UW Senate.

- (iii) Develop and approve recommendations for Renison-based new courses, modifications to existing courses, and deletion of existing courses, for submission to UW and approval by UW Senate.
- (iv) Receive, review, and as appropriate, advise regarding admissions standards for all degree programs at Renison including the Bachelor of Social Work and Master of Social Work programs.
- (v) Receive, review and, as appropriate, recommend actions based upon program reviews or accreditations carried out by UW or other accrediting bodies in a manner consistent with Renison policies and procedures.
- (vi) Consider and make recommendations to the President concerning long-range academic plans for Renison degree programs.
- (vii) Consider and make recommendations to the President concerning Renison's Strategic Plan and its implementation.
- (viii) Undertake the responsibilities assigned to it by the Collective Agreement, as amended from time to time.
- (ix) Consider and make recommendations to the President concerning the creation, establishment, maintenance, modification or removal of academic structures including, but not limited to, departments, schools, programs, chairs, and directors.
- (x) Establish ad hoc committees, as it considers necessary, while determining regulations for the conduct of the affairs of these committees.
- (xi) Consider and recommend guidelines for the administration of scholarships, awards and bursaries for students in degree programs at Renison.
- (xii) Consider and recommend criteria for Renison-funded research support, evaluate applications for Renison-funded research support, and promote opportunities for research.
- (xiii) Receive and consider recommendations regarding the appointment of the Vice-President Academic and Dean, and the President.
- (xiv) Consider and make recommendations to the President on any matter affecting the degree programs at Renison.

**d) Regulations for the Conduct of Meetings**

(i) General Meetings

AC shall normally hold meetings once a month from September to June. These will be scheduled by the AC Chair, in consultation with the AC Governance Committee, prior to September 1 of each academic year. AC shall meet at least twice in each of the three academic terms each year. In-person, hybrid, and electronic meetings are permissible.

(ii) Special Meetings

Special meetings of AC shall be called in one of three (3) ways: by the AC Chair, by the AC Governance Committee, or by written notification to the AC Chair, signed by at least half of the



Full Members of AC. The written notification will state the reasons for calling a special meeting. Special meetings shall be called promptly, and notice and agenda materials will be made available in the same manner and timeframe as identified below for AC meetings. The AC Governance Committee shall have the power and authority to abridge the seven (7) day notice period, set out in paragraph (iii) below.

(iii) Notification

The date and time of AC meetings will be made available to all faculty members, including all members of AC. Normally, notice of each meeting and the agenda and available background material shall be made available to all Faculty, including all members of AC, at least seven (7) days prior to the date of each meeting. The accidental failure to give notice to any faculty member or any accidental irregularity in connection with the giving of notice shall not invalidate the proceedings at a meeting.

(iv) Open and In-Camera Sessions

AC meetings shall normally be held in open session. Where confidential matters of Renison are being considered, or where personnel matters may be disclosed, unless such persons request that such part of the meeting be open to the public, the AC Chair, in consultation with the AC Governance Committee, shall have the right to hold any meeting or part thereof in-camera and to exclude all persons except AC members and resource persons the AC Chair, in consultation with the AC Governance Committee, deem necessary to attend. The AC Chair, in consultation with the AC Governance Committee, shall determine whether any matter is of a confidential nature, and such matter shall be so designated on the agenda and described in a manner consistent with maintaining confidentiality. AC shall initially deal with any such confidential matter in camera, but, after receiving the pertinent information relative to the confidential matter, the AC Chair may direct that the matter be considered in open session.

Unless otherwise decided by the AC Chair in consultation with the AC Governance Committee, meetings shall be open to members of the Renison community, to members of the community at large, and to members of the news media. Faculty members and other members of the Renison community in attendance may participate in discussions and deliberations of AC (without voting) at the invitation of the AC Chair and shall observe the Rules of Order set out under paragraph vii below.

(v) Agenda

The AC Chair, in consultation with the AC Governance Committee, shall set the agenda, with time allocations estimated for each item. Agendas shall contain a land acknowledgement statement. Members may submit items for consideration by the AC Governance to the Recording Secretary. Submissions will normally be forwarded to the AC Governance Committee no later than fourteen (14) days prior to a scheduled AC meeting. The criteria for deciding whether an item should be placed on the agenda are its relevance to the mandate of AC and whether enough information has been provided to enable a fruitful discussion of the matter.

Only in exceptional circumstances may a decision by the AC Chair, in consultation with the AC Governance Committee, not to include a proposed agenda item be overruled by AC and would require a request at an AC meeting to include the item, supported by a majority of voting members of AC in attendance.

To ensure that sufficient time is allocated to essential business, agenda items deemed by the AC Chair in consultation with the AC Governance Committee to be routine approval items and/or information items may be listed on the agenda under the heading "Consent Agenda." AC shall vote on items presented under the "Consent Agenda" as a single omnibus motion without discussion. Prior to calling the vote on such a motion, after it has been duly moved and seconded, the AC Chair shall inquire as to whether any member of AC wishes to have an item removed from the consent portion of the agenda and moved to the ordinary agenda. Any member of AC may, by simple request and without motion or obstruction, move items in the consent portion of the agenda, including the minutes of the prior meeting, to the ordinary portion of the agenda for discussion and a separate vote.

Items raised at the meeting under "Approval of the Agenda" will be considered or tabled for consideration by the AC Chair. The AC Chair's decision will be based on the criteria noted above for approving an item on the agenda and whether there is adequate time remaining in the meeting for its discussion. If the decision is to consider the item, it will be done under "Other Business." If the decision is not to consider the item, the item will be referred to the AC Governance Committee for the next agenda. The same procedure will be followed for items raised during the course of the meeting.

(vi) Quorum and Voting

Quorum requires that fifty (50%) percent plus one of voting members be present at a meeting, whether the meeting is in-person, hybrid, or electronic. All motions at a meeting of Academic Council shall be decided by a majority of the votes cast by the voting members present.

Electronic voting is permitted, provided a quorum of voting members is attained. If a member does not cast an electronic vote, their vote shall be recorded as an abstention.

Unless a motion requiring a secret ballot is passed, voting by members of the committee present in person shall be by show of hands.

(vii) Rules of Order

AC may make rules for the conduct of its affairs, provided always that such rules are consistent with the bylaws of Renison. The general conduct of meetings shall follow the rules and procedures set forth in *Robert's Rules of Order*.

(viii) Record of Meetings

The AC Recording Secretary shall keep a record of the proceedings of every meeting and the minutes of every such meeting shall be submitted at the next meeting of AC for adoption. The

AC Recording Secretary may make audio and/or video recordings of AC meetings. Any audio or video recording of an AC meeting will be destroyed following the adoption of that meeting's minutes. No other attendees are permitted to make audio and/or video recordings of AC meetings without prior approval by the AC Chair. The AC Recording Secretary shall be responsible for maintaining and safeguarding the record of every AC meeting in the Office of the VPAD.

Unless explicitly released to the public by AC as a report or in another form, minutes, agenda materials, and related documents which are discussed in camera shall remain confidential. The Recording Secretary shall be responsible for the safe custody of confidential minutes, agenda materials, and related documents.

### **Academic Council Standing and Ad Hoc Committees**

AC may, from time to time, by resolution, establish and appoint standing or ad hoc committees related to the degree work of Renison and may determine the composition, duties, and responsibilities of any committees so established. Standing committees may recommend the establishment of subcommittees as necessary.

Committees shall hold meetings as necessary to address the mandate and responsibilities of the committee. Academic Council Standing Committees shall normally meet at least once per academic term. Meeting dates and times shall be at the call of the Chair of each standing committee.

Committee meetings shall normally be held in open session. Where confidential matters of Renison are being considered, or personnel matters may be disclosed, unless such persons request that such part of the meeting be open to the public, the Committee Chair shall have the right to hold any meeting or part thereof in an in camera session and to exclude all persons, save for committee members and resource persons as the Committee Chair may agree should be in attendance. The Committee Chair shall determine whether any matter is of a confidential nature, and such matter shall be so designated on the agenda and described in a manner consistent with maintaining confidentiality. The committee shall initially deal with any such confidential matter in camera, but, after receiving the pertinent information, relative to the confidential matter, the Committee Chair may direct that the matter be considered in open session.

#### **(i) Quorum and Voting**

Unless otherwise indicated, quorum requires that fifty (50%) percent plus one of voting members of the committee be present at a committee meeting, whether the committee meeting is in person, hybrid, or electronic.

The AC Chair shall be an *ex officio* member of all standing and ad hoc committees of AC, unless otherwise noted in these bylaws or in the Collective Agreement. The absence of the President at any standing or ad hoc committee meeting does not count against quorum.

The VPAD shall be an *ex officio* member of all standing and ad hoc committees of AC, unless otherwise noted in these bylaws or in the Collective Agreement. For clarity, the VPAD is included in the quorum count.

Electronic voting is permitted, provided a quorum of voting members is attained. If a member does not cast an electronic vote, their vote shall be recorded as an abstention.

All motions presented at a committee meeting shall be decided by a majority of the votes of the members of the committee present and voting.

The chair of a standing committee does not vote except in the event of a tie, at which time the chair of a standing committee shall cast the deciding vote.

Unless a motion requiring a secret ballot is passed, voting by members of the committee present in person shall be by show of hands.

(ii) Rules of Procedure

A committee may make rules for the conduct of its affairs, provided always that such rules are consistent with the Renison University College Bylaws. The general conduct of meetings shall follow the rules and procedures set forth in *Robert's Rules of Order*.

(iii) Standing Committee Membership

By the 1st day of August each year, the AC Chair will issue a call for nominations to populate the Standing Committees for the subsequent academic year (September 1 to August 31). Nominations will be open for up to two (2) weeks and all nominations will be submitted to the AC Chair and copied to the AC Recording Secretary.

If necessary, an electronic vote may be held within one (1) week after the close of nominations to allow Regular Faculty members to indicate their preferred candidates for particular positions. The poll will be open for seventy-two (72) hours, after which time the poll will be closed.

Definite-term lecturer and student positions will be elected or appointed by their respective groups or appointed by the AC Chair in consultation with the AC Governance Committee no later than October 1.

Terms of office for standing committee members will normally be for one academic year, beginning on September 1 and terminating on August 31 of the following year, unless otherwise indicated.

Should a position on a standing committee remain vacant after the nomination period, it will remain vacant until filled. AC will ratify the standing committee membership no later than the September meeting.

Should a position on a standing committee become vacant, whether by resignation, retirement,

removal by the AC Chair in consultation with the AC Governance Committee, or other reason, the AC Chair in consultation with the AC Governance Committee may appoint an Acting or Interim member to the position, with ratification of the appointee at a subsequent AC meeting.

(iv) Record of Meetings

The Committee Recording Secretary shall keep a record of the proceedings of every meeting and the minutes of every such meeting shall be submitted at the next meeting of the committee for adoption. The Committee Recording Secretary may make audio and/or video recordings of committee meetings. Any audio or video recording of a committee meeting will be destroyed following the adoption of that meeting's minutes. No other attendees are permitted to make audio and/or video recordings of committee meetings without prior approval by the Committee Chair. The Committee Recording Secretary shall be responsible for maintaining and safeguarding the record of every committee meeting in the Office of the VPAD or the Registrar's Office.

Unless explicitly released to the public as a report or in another form, minutes, agenda materials, and related documents that are discussed in camera shall remain confidential. The Committee Recording Secretary shall be responsible for the safe custody of confidential minutes, agenda materials, and related documents.

(v) Standing Committees Terms of Reference

AC Standing Committees and their Terms of Reference shall include:

**a) TEACHING COMMITTEE TERMS OF REFERENCE**

(i) Membership

- The President (*ex officio*);
- The VPAD (*ex officio*);
- One (1) member of the Administrative Support Staff as Recording Secretary (non-voting);
- One (1) faculty member holding the rank of Continuing Lecturer, Assistant Professor, Associate Professor, or Full Professor from each academic unit;
- One (1) faculty member holding the rank of Definite-term Lecturer (DTL); and
- One (1) undergraduate student representative, elected or appointed by the Renison Academic Student Council (RASC).

(ii) Chair

Teaching Committee members shall elect a member holding the rank of Continuing Lecturer, Assistant Professor, Associate Professor, or Full Professor to serve as Chair of the Teaching Committee by October 1 (otherwise appointed by the AC Chair in consultation with the AC

Governance Committee).

(iii) Mandate

The mandate of the Teaching Committee is to support and promote excellence in teaching at Renison.

(iv) Responsibilities

The responsibilities of the Teaching Committee shall include, among other things:

- Identifying professional development opportunities related to teaching and resources to support the Scholarship of Teaching and Learning (SOTL);
- Mentoring new faculty members;
- Making recommendations to AC regarding procedures for the evaluation of teaching;
- Making recommendations to AC regarding the administration of Renison teaching awards; and
- Preparing an annual report for AC on the activities of the committee at the end of each academic year.

**b) RESEARCH COMMITTEE TERMS OF REFERENCE**

(i) Membership

- The President (*ex officio*);
- The VPAD (*ex officio*);
- One (1) member of the administrative support staff as Recording Secretary (non-voting);
- The Librarian (*ex officio*) (non-voting)
- One (1) member of Faculty holding the rank of Assistant Professor, Associate Professor, or Full Professor from each academic unit; and
- One (1) graduate student representative, elected by MSW students.

(ii) Chair

Research Committee members shall elect a member holding the rank of Assistant Professor, Associate Professor, or Full Professor to serve as Chair of the Research Committee by October 1 (otherwise appointed by the AC Chair in consultation with the AC Governance Committee).

(iii) Mandate

The mandate of the Research Committee is to support and promote excellence in research at Renison.

(iv) Responsibilities

The responsibilities of the Research Committee shall include, among other things:

- Identifying professional development opportunities related to research and identifying resources for knowledge mobilization and community engagement;
- Supporting research at Renison;
- Adjudicating Renison Research Grants;
- Making recommendations to AC regarding procedures for the evaluation of research and Renison Research Grants;
- Making recommendations to AC regarding the administration of Renison research awards; and
- Preparing an annual report for AC on the activities of the committee at the end of each academic year.

**c) CURRICULUM COMMITTEE TERMS OF REFERENCE**

(i) Membership

- The President (*ex officio*);
- The VPAD (*ex officio*);
- The Registrar (*ex officio*) as the administrative support (non-voting);
- The Academic Unit Lead (or designate) from each academic unit;
- One (1) faculty member holding the rank of Definite-Term Lecturer (DTL);
- One (1) undergraduate student representative, elected or appointed by the Renison Academic Student Council (RASC); and
- One (1) student representative from the School of Social Work, elected or appointed by SSW students.

(ii) Chair

Curriculum Committee members shall elect a member holding the rank of Continuing Lecturer, Assistant Professor, Associate Professor, or Full Professor to serve as Chair by October 1 (otherwise appointed by the AC Chair in consultation with the AC Governance Committee).

(iii) Mandate

The mandate of the Curriculum Committee is to make recommendations to AC concerning academic degrees, programs, plans, and courses at Renison.

(iv) Responsibilities

The duties of the Curriculum Committee include, among other things:

- Making recommendations to AC concerning rules and regulations for degree programs at Renison.
- Making recommendations to AC concerning the approval of new academic programs, plans, or courses at Renison or the modification or deletion of existing academic programs, plans, or courses at Renison.
- Making recommendations to AC on the creation, establishment, maintenance, modification or removal of academic structures such as departments, schools, institutes, chairs;
- Making recommendations to AC on candidates for nomination for UW honorary degrees and UW distinguished professors *emeriti*, if any; and
- Preparing an annual report for AC on the activities of the committee at the end of each academic year.

**d) SCHOLARSHIPS AND AWARDS COMMITTEE TERMS OF REFERENCE**

(i) Membership

- The President (*ex officio*);
- The VPAD (*ex officio*);
- The Registrar (*ex officio*) (non-voting);
- One (1) member of the Registrar's Office support staff as Recording Secretary (non-voting);
- The Director of Finance or delegate (*ex officio*) (non-voting);
- The Director of External Relations and Communications or delegate (*ex officio*) (non-voting);
- The Director of Marketing and Recruitment or delegate (*ex officio*) (non-voting);
- One (1) member of Faculty holding the rank of Continuing Lecturer, Assistant Professor, Associate Professor, or Full Professor normally from each academic unit;
- One (1) member Faculty holding the rank of Definite-Term Lecturer (DTL);
- One (1) undergraduate student representative, elected or appointed by the Renison Academic Student Council (RASC); and
- One (1) student representative from the School of Social Work, elected or appointed by SSW students.

(ii) Chair

Scholarships and Awards Committee members shall elect a member holding the rank of Continuing Lecturer, Assistant Professor, Associate Professor, or Full Professor to serve as Chair by October 1 (otherwise appointed by the AC Chair in consultation with the AC Governance Committee).



(iii) Mandate

The mandate of the Scholarships and Awards Committee is to oversee scholarships and awards at Renison for students in degree programs.

(iv) Responsibilities

The duties of the Scholarships and Awards Committee include, among other things:

- Receiving a report (for information) from the Director, External Relations and Communications, on the funded scholarships, awards, and bursaries available as a result of the financial return of endowments;
- Receiving a report (for information) from the Registrar on the disbursement of scholarships, awards, and bursaries (e.g., number of recipients; total amount awarded);
- Receiving a report (for information) from the Director, Finance, on the operating budget that supports scholarships, awards, and bursaries;
- Making recommendations to AC about policies related to scholarships, awards, and bursaries, as needed; and
- Preparing an annual report for AC on the activities of the committee at the end of each academic year.

**e) LIBRARY COMMITTEE TERMS OF REFERENCE**

(i) Membership

- The President (*ex officio*);
- The VPAD (*ex officio*);
- The Librarian or Library Supervisor (or equivalent) (*ex officio*);
- One (1) member of the administrative support staff as Recording Secretary (non-voting);
- One (1) member of Faculty holding the rank of Continuing Lecturer, Assistant Professor, Associate Professor, or Full Professor from each academic unit;
- One (1) faculty member holding the rank of Definite-Term Lecturer (DTL); and
- One (1) undergraduate student representative, elected or appointed by the Renison Academic Student Council (RASC).

(ii) Chair

Library Committee members shall elect a member holding the rank of Continuing Lecturer, Assistant Professor, Associate Professor, or Full Professor to serve as Chair by October 1

(otherwise appointed by the AC Chair in consultation with the AC Governance Committee).

(iii) Mandate

The mandate of the Library Committee is to support Library services for Renison faculty and students in degree programs.

(iv) Responsibilities

The duties of the Library Committee include, among other things:

- Providing a channel for communication between AC and the Librarian on library services for degree programs at Renison;
- Providing feedback on reports from the Librarian;
- Making recommendations to AC on library service developments of significance to degree programs, the development of operational guidelines as related to degree programs; and the development of strategic plans and priorities for the Library as related to degree programs; and
- Preparing an annual report for AC on the activities of the committee at the end of each academic year.

**e) AC GOVERNANCE COMMITTEE TERMS OF REFERENCE**

(i) Membership

- The President (*ex officio*);
- The VPAD (*ex officio*);
- One (1) member of the Administrative Support Staff as Recording Secretary (non-voting);
- One (1) member of Faculty from among the members of Academic Council holding the rank of Continuing Lecturer, Assistant Professor, Associate Professor, or Full Professor from each academic unit, with each member appointed for a term that matches their term on Academic Council; and
- One (1) faculty member from among the members of Academic Council holding the rank of Definite-Term Lecturer (DTL).

(ii) Chair

The Chair of the AC Governance Committee shall be the President and Vice-Chancellor. The President may delegate their duties as Chair to the VPAD. In the event of a tied vote at an AC Governance Committee meeting, the Chair shall have a casting vote.

(iii) Mandate

The mandate of the AC Governance Committee is to support the AC Chair in overseeing regulations for the conduct of AC affairs and those of its committees as required.

(iv) Responsibilities

The duties of the AC Governance Committee include, among other things:

- Setting the agenda for AC meetings in consultation with the AC Chair;
- Making recommendations to AC on the establishment and maintenance of standing and ad hoc committees;
- Overseeing regulations for the conduct of AC and its committees as required; and
- Preparing an annual report for AC on the activities of the committee at the end of each academic year.

**f) TENURE AND PROMOTION COMMITTEE TERMS OF REFERENCE**

Terms of reference, including membership, mandate, and responsibilities related to renewal, tenure and promotions, are detailed in the Collective Agreement.

**g) Academic Council Bylaw Review**

The AC Chair shall lead or cause to be undertaken a review of the bylaws in Sections 14.1 and 14.2 of the Renison University College Bylaws. The review shall normally follow the cadence of the Board Governance Policy review. Academic Council must make a recommendation to amend the bylaws that govern Academic Council [currently sections 14.1 and 14.2] to the Board of Governors.

**h) Authority to Amend Terms of Reference**

The authority to amend the terms of reference related to Academic Council and its Standing Committees as presented in Sections 14.1 and 14.2 of the Renison University College Bylaws rests with the Renison Board of Governors upon the recommendation of Academic Council.

Terms of reference dealing with the AC membership, the AC Chair, and AC duties and responsibilities may only be amended by a decision of the Board upon the recommendation of AC.

Unless otherwise specified by the Renison University College By-Laws, the conduct of affairs of Academic Council and its standing and ad hoc committees may be amended by AC.

## 14.2 Student Affairs and Community Education Council

Student Affairs and Community Education Council (SACE Council) shall have general responsibility for Student Affairs and Community and Professional Education initiatives. Student Affairs includes but is not limited to Student Experience and Housing, Renison International Office, Chaplaincy, and Library. Community and Professional Education (CAPE) includes Renison courses and programs that satisfy conditional admission or entry requirements to the University of Waterloo and Renison courses, programs and micro-credentials that are not for University of Waterloo credit and may or may not require approval by the Senate of the University of Waterloo (UW). CAPE units include the English Language Institute (ELI), Continuing Education, the Institute of Intercultural Research and Community Engagement (IIRCE), and Pathway Programs.

### a) **Membership**

The Membership of SACE Council shall be:

#### i. **Ex Officio Members**

The following are the *ex officio* members of SACE Council and are entitled to vote unless otherwise specified:

- President & Vice-Chancellor;
- Vice President, Student Affairs and Community Education (VPSACE);
- Vice President, Academic & Dean (VPAD);
- Administrative Officer, ELI/CAPE;
- Assistant Director(s) within SACE;
- Manager(s) within SACE;
- Program Coordinator(s) within SACE;
- Library Supervisor (or designate);
- Chaplain;
- Director, Marketing & Recruitment (non-voting); and
- One member of Administrative Support Staff as recording secretary (SACE Council Recording Secretary) (non-voting).

#### ii. **Elected or Appointed Members**

The following are the Elected or Appointed Members of SACE Council and are entitled to vote:

- Three (3) full-time ongoing instructors from a variety of discipline areas;
- One (1) student from residence elected by October 1 (otherwise appointed by VPSACE); and
- One (1) student from CAPE elected by October 1 (otherwise appointed by VPSACE).

### b) **Chair of the SACE Council**

The President and Vice Chancellor shall normally serve as the SACE Council Chair and shall preside over SACE Council meetings. When necessary, the SACE Council Chair may delegate their duties as SACE Council Chair to the VPSACE.

The SACE Council Chair does not vote except in the event of a tie, at which time the SACE

Council Chair shall have a casting vote.

**c) Duties and Responsibilities**

None of the duties and responsibilities of SACE Council shall be construed to subtract from the powers and duties of the Board under the original Letters Patent of January 14, 1959, as amended in the supplementary Letters Patent of October 1, 2009; and in the UW-AFIW Agreement of May 8, 1991.

Specifically, duties and responsibilities that require the expenditure of funds and/or have implications for the mission of Renison are subject to approval by the Board. Matters under the purview of the UW Senate are subject to approval by the UW Senate.

SACE Council shall consider and make recommendations to the Board with respect to student affairs and community and professional education programming and policy within Renison and shall serve as a forum for discussion on the translation of the mission of Renison into an educational vision and framework. Without restricting the generality of the foregoing, SACE Council shall, *inter alia*:

- i. Develop and approve recommendations on the criteria, practices, and procedures related to Renison-based student-focused and not for University of Waterloo credit programming and policies within SACE for submission to the President and, through the President, to the Board of Governors, where necessary, for approval.
- ii. Develop and approve recommendations on SACE's new courses, programming and policies, modifications to existing programming and policies, and deletion of existing programming and policies, for submission to the President and, through the President, to the Board of Governors, or to UW Senate, where necessary, for approval.
- iii. Consider and recommend standards of admission for students to SACE programming at Renison.
- iv. Receive, review and, as appropriate, recommend actions based upon program reviews or accreditations within SACE carried out by UW or other accrediting bodies in a manner consistent with Renison policies and procedures.
- v. Consider and make recommendations to the President concerning long-range plans for Renison SACE initiatives.
- vi. Consider and make recommendations to the President concerning Renison's Strategic Plan and its implementation.
- vii. Consider and make recommendations to the President concerning the creation, establishment, maintenance, modification, or removal of SACE structures including, but not limited to departments, schools, and institutes.
- viii. Establish standing and *ad hoc* committees, as it considers necessary, while determining regulations for the conduct of the affairs of these committees.
- ix. Consider and recommend guidelines for the administration of awards and bursaries granted by Renison to students in residence and SACE programs, and to review

- applicants and recommend successful candidates to receive awards and bursaries to the President.
- x. Receive and consider recommendations regarding the appointment of the Vice-President, Student Affairs and Community Education, and the President.
  - xi. Consider and make recommendations to the President on any matter affecting SACE initiatives at Renison.

d) **Regulations for the Conduct of Meetings**

i. **General Meetings**

SACE Council shall normally hold meetings at least twice a term. These will be scheduled by the SACE Council Chair, prior to September 1 of each academic year. In-person, hybrid, and electronic meetings are permissible.

ii. **Special Meetings**

Special meetings of SACE Council shall be called by the SACE Council Chair or by written notification to the SACE Council Chair, signed by at least half of the Full Members of the SACE Council. The written notification will state the reasons for calling a special meeting. Special meetings shall be called promptly, and notice and agenda materials will be made available in the same manner and timeframe as identified below for SACE Council meetings.

iii. **Notification**

The date and time of SACE Council meetings will be made available to all SACE members, including all members of SACE Council. Normally, notice of each meeting and the agenda and available background material shall be made available to all members of SACE Council, at least seven (7) days prior to the date of each meeting.

iv. **Open and In-Camera Sessions**

SACE Council meetings shall normally be held in open session. Where confidential matters of Renison are being considered, or where personal matters may be disclosed, unless such persons request that such part of the meeting be open to the public, the SACE Council Chair shall have the right to hold any meeting or part thereof in an in-camera session and to exclude all persons save for SACE Council members and such resource persons as the SACE Council Chair deems necessary to be in attendance. The SACE Council Chair shall determine whether any matter is of a confidential nature, and such matter shall be so designated on the agenda and described in a manner consistent with maintaining confidentiality. SACE Council shall initially deal with any such confidential matter in camera, but, after receiving the pertinent information, relative to the confidential matter, the SACE Council Chair may direct that the matter be considered in open session.

v. **Agenda**

The SACE Council Chair shall set the agenda, with time allocations estimated for each item. Agendas shall contain a land acknowledgement statement. Members may submit items for consideration to the Recording Secretary no later than fourteen (14) days prior to a scheduled SACE Council meeting. Only in exceptional circumstances may a decision

by the SACE Council Chair not to include a proposed agenda item be overruled by SACE Council and would require a request at a SACE Council meeting to include the item, supported by a majority of voting members of SACE Council in attendance.

To ensure that sufficient time is allocated to essential business, agenda items deemed by the SACE Council Chair to be routine approval items and/or information items may be listed on the agenda under the heading "Consent Agenda." These shall be voted on by SACE Council as a single omnibus motion without discussion. Prior to calling the vote on such a motion, after it has been duly moved and seconded, the SACE Council Chair shall inquire as to whether any member of SACE Council wishes to have an item removed from the consent portion of the agenda and moved to the ordinary agenda. Any member of SACE Council may, by simple request and without motion or obstruction, move items in the consent portion of the agenda, including the minutes of the prior meeting, to the ordinary portion of the agenda for discussion and separate vote.

Items raised at the meeting under "Approval of the Agenda" will be considered or tabled for consideration by the SACE Council Chair. The SACE Council Chair's decision will be based on the criteria noted above for approving an item on the agenda and whether there is adequate time remaining in the meeting for its discussion. If the decision is to consider the item, it will be done under "Other Business." If the decision is not to consider the item, the item will be added to the next agenda. The same procedure will be followed for items raised during the course of the meeting.

vi. **Quorum and Voting**

Quorum requires that fifty (50%) percent plus one of voting members be present at a meeting, whether the meeting is in-person, hybrid, or electronic. All questions at a meeting of SACE Council shall be decided by a majority of the votes cast by the voting members present.

vii. **Rules of Order**

SACE Council may make rules for the conduct of its affairs, provided always that such rules are consistent with the bylaws of Renison. The general conduct of meetings shall follow the rules and procedures set forth in *Bourinot's Rules of Order*.

The SACE Council Recording Secretary shall keep a record of the proceedings of every meeting and the minutes of every such meeting shall be submitted at the next meeting of the SACE Council for adoption.

Unless explicitly released to the public by SACE Council as a report or in another form, minutes, agenda materials, and related documents which are discussed in camera shall remain confidential. The Recording Secretary shall be responsible for the safe custody of confidential minutes, agenda materials, and related documents.

e) **SACE Council Committees**

SACE Council may from time to time by resolution establish and appoint standing or *ad hoc* committees related to SACE work of Renison and may determine the composition, duties, and responsibilities of any committees so established. Standing committees may recommend the establishment of subcommittees as necessary.

The SACE Council Chair shall be an *ex officio* member of all standing and *ad hoc* committees of SACE Council. The VPSACE shall be an *ex officio* (non-voting) member of all standing and *ad hoc* committees of SACE Council.

Committees shall hold meetings as necessary to address their responsibilities. Meeting dates and times shall be at the call of the chair of each committee.

Committee meetings shall normally be held in open session. Where confidential matters of Renison are being considered, or personal matters may be disclosed, unless such persons request that such part of the meeting be open to the public, the chair of the committee (the Committee Chair) shall have the right to hold any meeting or part thereof in an in camera session and to exclude all persons save for committee members and such resource persons as the Committee Chair may agree should be in attendance. The Committee Chair shall determine whether any matter is of a confidential nature, and such matter shall be so designated on the agenda and described in a manner consistent with maintaining confidentiality. The committee shall initially deal with any such confidential matter in camera, but, after receiving the pertinent information, relative to the confidential matter, the Committee Chair may direct that the matter be considered in open session.

i. **Quorum and Voting**

Unless otherwise indicated, quorum requires that Fifty (50%) percent plus one of voting members of the committee be present at a committee meeting, whether the committee meeting is in person, hybrid, or electronic.

All questions at a committee meeting shall be decided by a majority of the votes of the members of the committee present and voting. The chair of a committee shall not have a vote except in the event of an equality of votes, when the chair of such committee shall have a casting vote.

Unless a motion requiring a secret ballot is passed, voting by members of the committee present in person shall be by show of hands.

ii. **Rules of Procedure**

A committee may make rules for the conduct of its affairs, provided always that such rules are consistent with the Bylaws of Renison. The general conduct of meetings shall follow the rules and procedures set forth in *Bourinot's Rules of Order*.

iii. **Standing Committee Membership**

By the 1<sup>st</sup> day of August each year, the SACE Council Recording Secretary will confirm the membership of each SACE Council committee with the committee's chair for the



upcoming academic year. The ratification of each committee's membership will take place at the September meeting.

Terms of office for standing committee members will normally begin on September 1 and terminate on August 31 of the following year, unless otherwise indicated.

Should a position on a standing committee become vacant SACE Council may appoint an Acting or Interim member to the position.

iv. **Standing Committees**

SACE Council shall establish the following standing committees:

- Teaching and Learning Committee
- CAPE Program Advisory Committee
- Student Affairs Advisory Committee
- Bursary and Awards Committee
- Library Committee

f) **TEACHING and LEARNING COMMITTEE**

i. **Membership**

- The President (ex-officio);
- The VPSACE (ex officio);
- One SACE Council member holding the rank of Assistant Director or Program Manager;
- Two (2) SACE Council members; and
- Two (2) CAPE ongoing instructors.

ii. **Chair**

The Chair of the committee shall be one of the Teaching and Learning Committee members holding the rank of Assistant Director, Program Manager, or ongoing instructor.

iii. **Mandate and Terms of Reference**

The mandate of the Teaching and Learning Committee is to support and promote excellence in teaching at Renison.

The purpose of this committee is to support an open, inclusive culture of effective and excellent teaching and learning as well as to recommend and advise on strategic initiatives to enhance the effectiveness of teaching and learning across CAPE Units.

The Terms of Reference of the Teaching and Learning Committee shall be ratified by SACE Council annually at the September meeting.

iv. **Responsibilities**

In accordance with the Terms of Reference as ratified by SACE Council each September, the responsibilities of the Teaching Committee shall include, *inter alia*:

- Promote best student-focused practices appropriate to differing audiences and purposes;
- Align our teaching and learning with college values and RUC mission;
- Ensure quality and accountability through data-driven decision-making and systematic information gathering and reporting;
- Provide support, as requested, for benchmarking CAPE not for University of Waterloo credit language curricula to CEFR (Common European Framework of Reference);
- Promote instructor responsibilities through development and dissemination of relevant policies/procedures: guidelines for assessment, grading and student grievances;
- Promote instructor access to professional development (PD) opportunities;
- Ensure 'frameworks' in place to support and disseminate best practices and effective/innovative teaching;
- Organize CAPE/SACE presentations/workshops/PD sessions;
- Advance opportunities for peer observation across CAPE units;
- Support opportunities for teaching and learning research within CAPE; and
- Submit an annual summary of the committee's work over the previous academic year to SACE Council.

**g) CAPE PROGRAM ADVISORY COMMITTEE**

**i. Membership**

The Committee will be comprised of SACE Council members willing to serve for a minimum 2-year term. There shall be a minimum of 6 members of the Program Advisory Committee, including, but not limited to:

- The President (ex-officio);
- The VPSACE (ex officio);
- Directors/Assistant Directors within CAPE;
- Managers within CAPE;
- Program Coordinators within CAPE; and
- Director, Marketing and Recruitment.
  - Proposal creation subcommittees will be created as needed; membership on these committees may include stakeholders that do not sit on the Program Advisory Committee.

**ii. Chair**

The Chair of the committee shall be one of the Program Advisory Committee members holding the rank of Assistant Director or Manager as appointed by the VPSACE.

**iii. Mandate and Terms of Reference**

The Program Advisory Committee, a committee of SACE council, agrees to provide strategic direction and set priorities related to the development of new Renison programs and individual courses that are not for University of Waterloo credit in accordance with the mission, vision, values and/or mandates, and commitments of the relevant CAPE unit, as well as established departmental strategic goals and objectives.

The Program Advisory Committee agrees to appropriately delegate development of such programs and courses to its subcommittees as relevant.

The Terms of Reference of the CAPE Program Advisory Committee shall be ratified by SACE Council annually at the September meeting.

iv. **Responsibilities**

As an advisory committee to SACE Council, the goals of the committee are as follows:

- Collaboratively foster creative vision regarding the development or refinement of CAPE programming;
- Determine strategic priorities and direction for programming across the CAPE department and within CAPE units;
- Contribute to strategic planning regarding CAPE programs;
- Delegate program/course development to its appropriate subcommittee, as relevant;
- Make recommendations to and advise SACE Council in relation to existing and future ongoing CAPE programming; and
- Submit an annual summary of the committee's work over the previous academic year to SACE Council.

v. **Decision-making**

In carrying out its roles and responsibilities, the committee is committed to a program development and review process that:

- is timely and responsive in terms of decisions regarding proposal creation;
- is timely and responsive in terms of coordinating the review process and communicating outcomes and/or requests for additional input;
- is respectful of individual time constraints and schedules;
- is flexible and adaptable, able to respond to individual and cultural preferences for methods of information sharing;
- is transparent, characterized by a clearly communicated process and documented decisions;
- is open-minded, with all recommendations flowing from a thorough and open exchange of insights;
- avoids any potential conflicts of interest; and
- works toward consensus. In the case the committee is unable to come to a consensus, it will go to a vote with a minimum five votes required.

vi. **New Program / Course Criteria**

The committee will use the following criteria to inform the development, decision-making, and recommendation process.

- Alignment with the CAPE vision statement and the mandate and commitments of the applicable CAPE institute, school, or program;
- Consideration of reporting structure (within existing CAPE units or the establishment of new reports);

- Perceived need for, interest in and/or relevance of the new course/program;
- 'Uniqueness' of the new program/ course; and
- Resource demands, including space, IT, staff support and instructor(s).

#### **h) STUDENT AFFAIRS ADVISORY COMMITTEE**

##### **i. Membership**

The Student Affairs Advisory Committee (SAAC) shall include the following members:

- The President (ex-officio);
- The VPSACE (ex officio);
- Assistant Director, Student Experience and Housing;
- Manager, Housing;
- The Chaplain (also Chair of the Wellness Subcommittee and the Student Advocacy Subcommittee);
- One (1) CAPE staff member;
- One (1) Student Affairs staff member; and
- Two (2) students.

##### **ii. Co-Chairs**

The Co-Chairs of the committee shall be the VPSACE and the Assistant Director, Student Experience and Housing.

##### **iii. Mandate and Terms of Reference**

The mandate of the Student Affairs Advisory Committee is to make recommendations to SACE Council concerning Student Affairs policy and planning at Renison.

The Terms of Reference of the Student Affairs Advisory Committee shall be ratified by SACE Council annually at the September meeting.

##### **iv. Responsibilities**

In accordance with the Terms of Reference as ratified by SACE Council, the duties of the Student Affairs Advisory Committee include, *inter alia*:

- Make recommendations to the SACE Council concerning the approval of new Student Affairs programs and initiatives at Renison or the modification or deletion of existing Student Affairs programs and initiatives at Renison;
- Make recommendations to the SACE Council on strategic planning in relation to Student Affairs;
- Ensure adequate policies regarding Student Affairs are established and kept up to date;
- Make recommendations to SACE Council concerning SAAC subcommittees;
- Promote staff access to professional development (PD) opportunities;
- Ensure a 'framework' is in place to support and disseminate best/effective practices; and

- Submit an annual summary of the committee’s work over the previous academic year to SACE Council.

v. **Subcommittees**

Subcommittees of SAAC include Student Advocacy, Student Wellness, and Housing Policy and Planning.

i) **BURSARY AND AWARDS COMMITTEE**

i. **Membership**

- The President (ex-officio);
- The VPSACE (ex officio); and
- Three (3) SACE Council members (with at least one member from CAPE and one member from SEAH).

ii. **Chair**

The Chair of the committee shall be the VPSACE or their designate.

iii. **Mandate and Terms of Reference**

The Bursary and Awards Committee reviews applications and selects successful candidates for bursaries and awards within SACE. This committee is a decision-making body and operates in accordance with the Renison mission and leadership statements.

The Terms of Reference of the Bursary and Awards Committee shall be ratified by SACE Council annually at the September meeting. The Bursary and Awards Committee will meet at least three times per year, or as needed.

iv. **Responsibilities**

The Bursary and Awards Committee is guided by the principle of doing the most good by offering aid to individuals wishing to continue their academic studies. As a decision-making body, the goals of the Bursary and Awards Committee are as follows:

- To be familiar with the criteria for bursaries and awards across SACE;
- To review applications submitted by qualified candidates within SACE to support their pursuit of educational goals;
- To meet with select candidates, if required, and determine the recipients of the bursaries/awards; and
- Submit an annual summary of the committee’s work over the previous academic year to SACE Council.

v. **Decision-making**

In carrying out its roles and responsibilities, the Bursary and Awards Committee is committed to a review and selection process that:

- reviews all applications in a timely manner, sensitive to the needs and situations of the candidates;
- is respectful of individual time constraints and schedules;
- respects the need for confidentiality, acknowledging that no personal information will be shared without the candidate's consent;
- is transparent in its decision-making;
- is open-minded and respectful of all ideas, suggestions and recommendations made by the committee members; and
- through consensus, selects a recipient for the applicable bursary or award.

**j) LIBRARY COMMITTEE**

**i. Membership**

- The President (ex-officio);
- The VPSACE (ex officio);
- Library Supervisor;
- One (1) member of the administrative support staff as Recording Secretary (non-voting);
- One (1) SACE Council member holding the rank of Assistant Director or Manager;
- One (1) Student Affairs staff;
- Two (2) CAPE instructors; and
- Two (2) students.

**ii. Chair**

The Chair of the committee shall be the Library Supervisor.

**iii. Mandate and Terms of Reference**

The mandate of the SACE Library Committee is to support library services for Renison instructors in CAPE and students in both CAPE programs and residence.

The Terms of Reference of the SACE Library Committee shall be ratified by SACE Council annually at the September meeting.

**iv. Responsibilities**

In accordance with the Terms of Reference as ratified by SACE Council each September, the duties of the SACE Library Committee include, *inter alia*:

- Provide a channel for communication between SACE Council on library services for SACE programs and at Renison;
- Provide feedback on reports from the Library Supervisor;
- Provide feedback on operational policies and guidelines;
- Aid in the development of strategic plans and priorities for the library; and
- Submit an annual summary of the committee's work over the previous academic year to SACE Council.

**15. STUDENT AFFAIRS ADVISORY COMMITTEE**

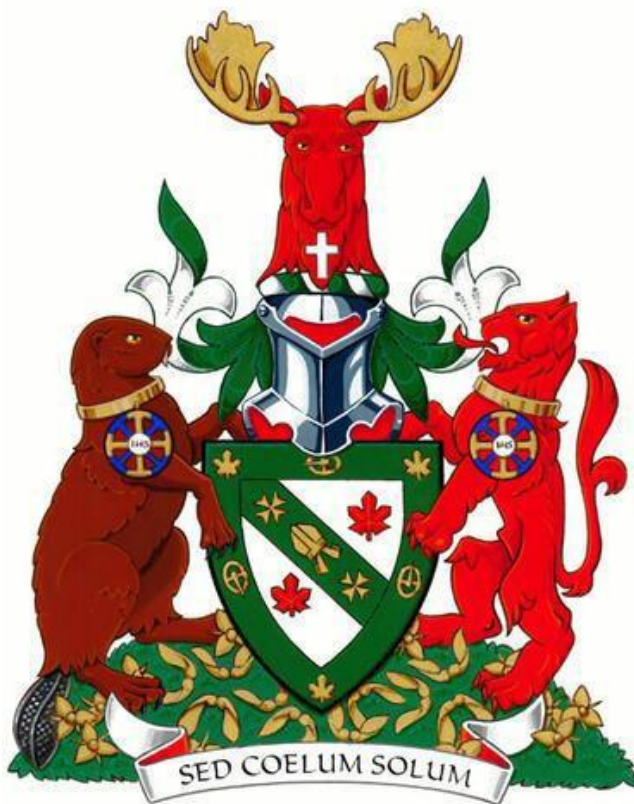
There may be an advisory body concerned with the quality of life of the students of Renison, called by the President under *Policy Board/President Relationship 1 (BRP1)* of the Renison University College Board Governance Policies.

RATIFIED OCTOBER 25, 2023

## 16. THE ARMS, COLOURS AND SYMBOLS OF RENISON

### 16.1 The Arms of Renison:

The arms of Renison are those granted by the Canadian Heraldic Authority by Letters Patent dated July 15, 2014, as depicted herein.



### 16.2 Permission for Use and Reproduction of Arms:

No use or reproduction shall be made of the Arms of Renison without the prior written approval of the Chancellor or Vice-Chancellor. All requests for permission to reproduce or use the Arms of Renison shall be made to the Chancellor or Vice-Chancellor in writing.



### 16.3 The Colours:

The Colours of Renison shall be white and green or white and green as major colours and gold and red as minor colours, as depicted herein.

#### **Renison Green**



Pantone: 349  
CMYK: C-94, M-11, Y-84, K-43  
RGB: R-0, G-105, B-60  
#00693C

#### **Renison Gold**



Pantone: 467  
CMYK: C-3, M-12, Y-34, K-10 RGB: R-210, G-194, B-149  
#D2C295

#### **Renison Red**



Pantone: 179  
CMYK: C-0, M-88, Y-84, K-0  
RGB: R-222, G-56, B-49  
#DE3831

16.4 **The Badge of Renison:**

The badge of Renison shall be a red moose with gold antlers and a white cross on its neck. The moose is centered on a gold Maltese cross. The badge is that granted by the Canadian Heraldic Authority by Letters Patent on April 20, 1990, as depicted herein.



RATIFIED OCTOBER 25, 2023

**17. CORPORATE SEAL**

17.1 The seal, an impression of which is stamped in the margin hereof, shall be the corporate seal of Renison.

17.2 Representation of the seal may be used on materials created in the course of Renison's business by faculty or by staff in a manner as may be determined from time to time by the President.

17.3 The Corporate Seal shall be in the custody of the President.

RATIFIED OCTOBER 25, 2023

**18. AMENDMENT**

**18.1 Notice:**

The Governance Committee shall give notice of any motion to enact, amend or repeal any By- Law of the Board by mail, facsimile, or electronic mail at least thirty (30) days prior to the meeting of the Board at which the motion is to be presented.

Any motion to enact, amend or repeal any By-Law must be ratified by the Members.

RATIFIED OCTOBER 25, 2023

**19. EFFECT OF REPEAL OF EXISTING BYLAWS**

19.1 All By-Laws and resolutions heretofore passed by the Board and ratified by the Members relating to matters which are dealt with in this By-Law, except as herein otherwise specifically provided, are hereby repealed, but such repeal shall not affect the previous operation of such By-Laws and resolutions or anything duly done or suffered thereunder, or affect any right, privilege, obligation or liability acquired, accrued, accruing or incurred thereunder.

RATIFIED OCTOBER 25, 2023

**20. COMMENCEMENT**

This bylaw shall come into effect the day it is ratified by the Membership.

RATIFIED OCTOBER 25, 2023

<b>Approved by the Board of Governors: January 25, 2017</b> (Amendments for clarification; update title from Principal to President; addition of new councils, update conflict of interest terms; AC representative model).
<i>Ratified by the Members: January 25, 2017</i>
<b>Approved by the Board: September 26, 2018</b> (Sect. 5 update to length of Board member terms)
<i>Ratified by the Members: October 24, 2018</i>
<b>Approved by the Board: September 25, 2019</b> (Added Teaching staff member; increase seats on the Board from 18 to 19)
<i>Ratified by the Members: October 23, 2019</i>
<b>Approved by the Board: March 25, 2020</b> (Mission revision; code of conduct, updating terms, corrections)
<i>Ratified by the members:</i>
<b>Approved by the Board: January 27, 2021</b> (increase the number of Faculty appointees from 1 to 2)
<i>Ratified by the Members: February 24, 2021</i>
<b>Approved by the Board: November 24, 2021</b> (SACE and AC Council by-law revisions)
<i>Ratified by the Members January 19, 2022</i>
<b>Approved by the Board September 21, 2022</b> (Definition updates)
<i>Ratified by the Members October 26, 2022</i>
<b>Approved by the Board September 27, 2023</b> (Full revision as per bylaws; next revision scheduled 2026)
<i>Ratified by the members October 25, 2023</i>

RATIFIED