

2026-2027

Board of Governors Reference Guide



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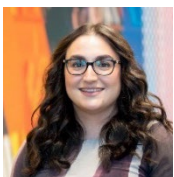


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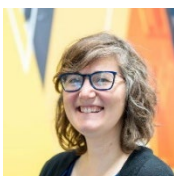


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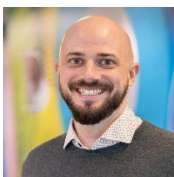


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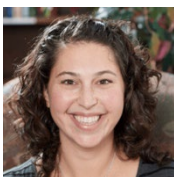


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About This Reference Guide

In support of leading governance practices, this guide serves as a quick reference for members of the Board of Governors. It is a compilation of key governance procedures, roles, responsibilities, and resource materials.

The appendices include the source governing and foundational documents.

Governance is the system of structures, policies and processes that direct, control and hold an organization to account. Knowledgeable Governors with a clear understanding of their role and a strong commitment to carrying out their respective responsibilities help ensure the foundational structures of an institution are effective and contribute to advancing its mission.

The information in this manual has been compiled for ease of reference. The Secretariat remains the repository for the official version of key documents in the University of Waterloo's governance framework.

Additional information and resources can be found on the Secretariat website and the University of Waterloo governance portal ([BoardEffect](#)):

<https://uwaterloo.ca/secretariat/governing-bodies/board-governors>

As always, Governors are encouraged to reach out to the Secretariat with questions or requests for additional information, via email to board@uwaterloo.ca, or directly to a member of the Secretariat team.

Welcome to the University of Waterloo

In 1957, the University of Waterloo opened its doors to 74 engineering students with co-operative education as its cornerstone.

Today, with more than 41,000+ students attending annually, Waterloo is #1 in Canada for experiential learning and employer-student connections.

With a global network spanning more than 253,000 alumni in 157 countries, Waterloo attracts world-class scholars including a Nobel Laureate, leads in providing work-integrated learning opportunities with 8,000+ active co-op employers and fosters an entrepreneurial spirit that's created 5,000+ jobs through Velocity alone, Canada's most productive startup incubator by private investment.

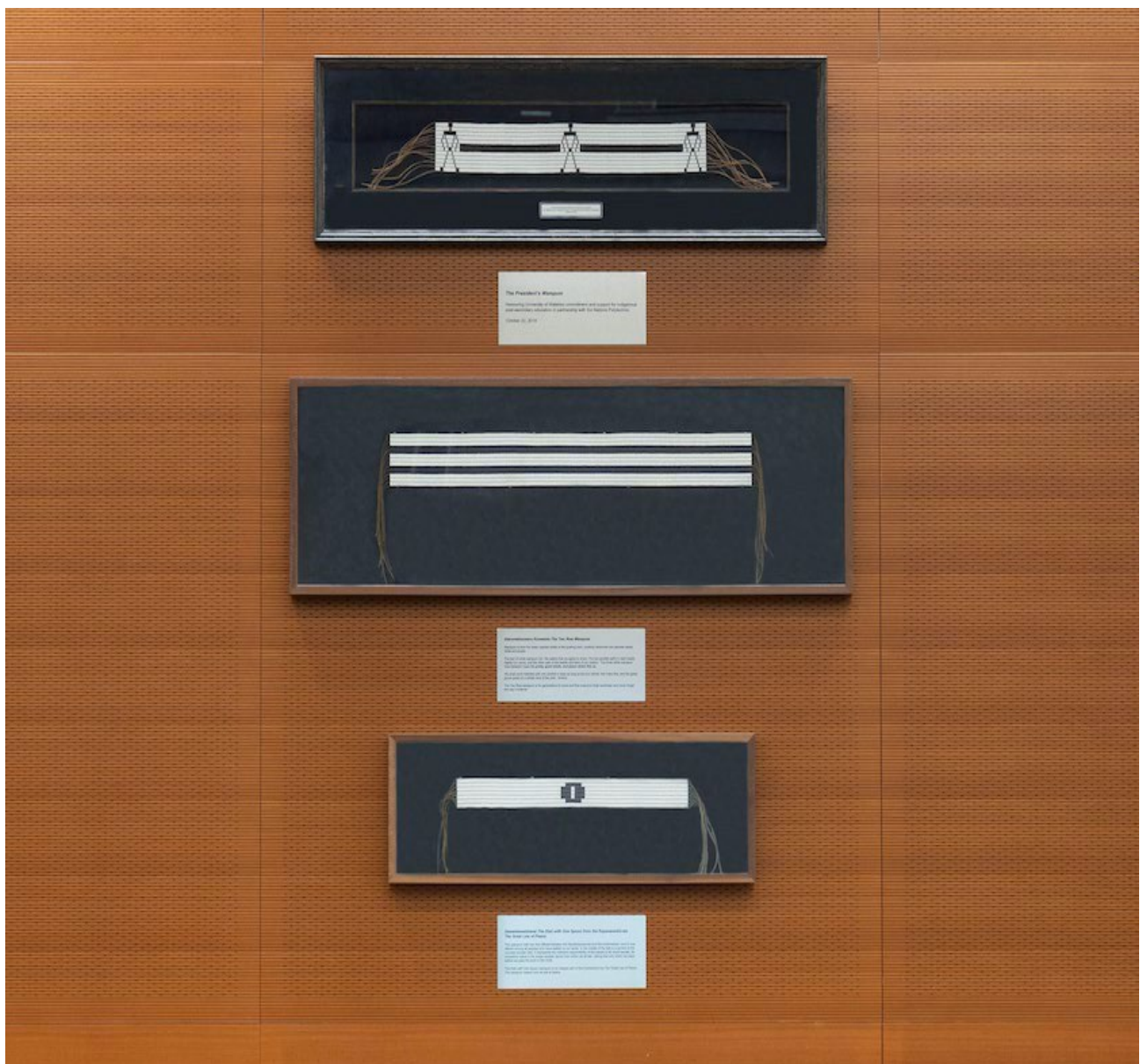
The University of Waterloo continues to spur innovation to solve problems on a global scale. Together, with the help of our partners and community, we can accomplish even more.



Territorial Acknowledgement

The University of Waterloo acknowledges that much of our work takes place on the traditional territory of the Neutral, Anishinaabeg and Haudenosaunee peoples. Our main campus is situated on the Haldimand Tract, the land granted to the Six Nations that includes six miles on each side of the Grand River. Our active work toward reconciliation takes place across our campuses through research, learning, teaching, and community building, and is coordinated within the Office of Indigenous Relations.

For more information on the University of Waterloo Indigenous Strategic Plan 2023-2028 please visit: <https://uwaterloo.ca/indigenous/welcome/indigenous-strategic-plan-2023-2028>



1. Bicameral Governance

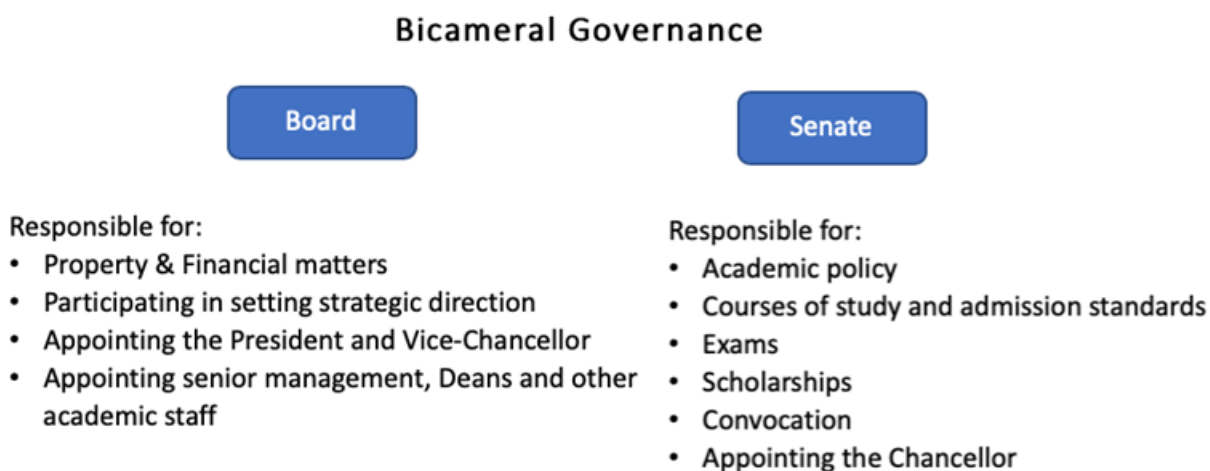
The University is an entity created by statute – the University of Waterloo Act, 1972 (the “Act”; [Appendix 1](#)). From that statute it derives its authority and its governance structure. Waterloo, like most universities, has a bicameral structure, meaning that it has two legislative bodies: a Board of Governors (the “Board”) and a Senate.

The Act:

- Specifies the composition of both bodies;
- Sets out the responsibilities and powers of each;
- Provides for links between the two; and
- Provides for their membership, approval authorities and advisory capacity.

The Board is responsible for “the government of the University and the control of its property and revenues, the conduct of its business and affairs, save with respect to such matters as are assigned by this Act to the Senate.” (UW Act, Article 14). The Board’s role is one of stewardship, within a bicameral governance structure, for the purpose of ensuring the University fulfills its objects which are “the pursuit of learning through scholarship, teaching and research within a spirit of free enquiry and expression.” (UW Act, Article 3)

The Board and Senate each has its own focus and the work of each is fundamental to the functioning of the University.



Some proposals come forward to both bodies for approval but with respect to different aspects or may flow from one body to the other for approval or information. The Act sets out certain items that are within the authority of the Board but on which Senate either provides advice to the Board or recommends to the Board.

Senate provides advice to the Board on:

- Annual operating budgets (including Tuition Fees); and
- Administrative policies that are in the Board's domain but that affect teaching, learning, and research environments.

Senate provides advice and recommendations to the Board regarding:

- Establishment or termination of academic units
- Establishment of chairs, scholarships, fellowships, bursaries
- Federation or affiliation with other institutions
- Long-range strategic and campus plans
- Appointment of Deans
- Appointment of Vice-President, Research & International
- Appointment of Vice President, Academic & Provost
- Appointment of the President and Vice-Chancellor

2. Good Governance

Good governance requires a strong relationship, honest dialogue and mutual respect. In a bicameral governance structure, Governors, Senators, and Administration all play an important role in how the University operates.

Strong relationship – Board, Senate and Administration understand their roles and responsibilities.

It is key that the Board does not get into operational details and maintains a strategic perspective. Governors should ask questions to gain reasonable assurance on the matters before them, and focus on “what” is being done, more than on “how” it is being done from a day-to-day operational standpoint. “How” things are being done can be addressed by looking at the overall culture of the organization and compliance with institutional policies and procedures, rather than in the details of the day-to-day operations.

Honest Dialogue – Board and Senate provide constructive feedback and guidance, and Administration is open and transparent regarding management challenges.

Mutual Respect – Trust among Board, Senate and Administration.

3. Communications

The University communicates with a wide range of internal and external stakeholders, which are in part reflected in the membership of the Board. Members vote in favour, in opposition or in abstention on matters requiring decision by the Board. Boards “speak with one voice” on decisions, and once a matter has been dispensed with, each Board member is obligated to stand by the decision, regardless of their individual beliefs.

3.1 Speaking on Behalf of the Board of Governors

The President or their designate is the spokesperson for the University. The Chair of the Board is the spokesperson for the Board and, in this regard, the Chair consults with the President with respect to Board communiques.

3.2 Letters to the Board of Governors

Letters addressed to the Board of Governors are forwarded immediately on receipt to the Board Chair. The University Secretary may, at their discretion, refer letters that have been inappropriately addressed to the appropriate person or authority. If Governors receive correspondence addressed to the Board or regarding the work of the Board, they should forward it in confidence to the University Secretary. Members of the University community wishing to make representations to a meeting of Board must file their request in accordance with the *Guidelines for Visitors at Board Meetings*.

4. Governing Documents

The Board is clearly and collectively responsible for the institutional mission and strategy of the University and has an obligation to conduct itself with the highest regard to protecting the institution's reputation. To support the Board's work, there must be clear policies and procedures which adhere to legislative and regulatory requirements.

4.1 Bylaws

The Act provides the authority to the Board and Senate to enact bylaws to aid in the governance and functioning of the respective body. Bylaws are a set of internal rules that govern how a body is run. As leadership of these bodies change, these bylaws remain the constant reference for consistent governing. The Board and Senate each have their own Bylaws ([Appendix 2](#)).

4.2 Board Mandate

In addition to the Bylaws, the Board has developed a Board Mandate ([Appendix 3](#)) which outlines key accountabilities in several key areas including:

- Governance and Board Stewardship (oversight delegated to the Governance & Leadership Committee)
- Leadership and Human Capital
- Strategic Direction and Plans
- Risk Management (oversight delegated to the Audit & Risk Committee)
- Finance, Controls and Capital Management (certain oversight has been delegated to the Audit & Risk Committee, the Finance & Investment Committee and the Building & Properties Committee)

Certain activities and responsibilities may be delegated to Committees.

4.3 Signing Authority and Resolutions

The Board is responsible to approve an overall framework for delegations of spending, signing and borrowing authorities. The Signing Committee of the Board has the power to designate or appoint signing officers on behalf of the University as the Committee deems expedient and advisable. The President and the Chair of the Board constitute the Signing Committee.

Signing authority and approval procedures can be found on the Secretariat website: <https://uwaterloo.ca/secretariat/policy-13-signing-authority-and-approval-policy>

4.4 Policies and Guidelines

The Secretariat maintains the library of institutional policies and supports committees and administration in the process of development and renewal. Depending on the nature of the policy, the process for development, amendment and approval is defined by the class of policy.

University policies become operational upon approval:

- By the Board of Governors, or
- By University Officers under authority delegated by the Board of Governors, or
- By the Senate of in the case of academic policies dealing with educational or academic matters.

5. Membership

Effective boards are created by bringing together a diverse group of committed individuals with knowledge, interest, skills, and experience relevant to the needs of the board. The value derived from the combination of succession planning with equity, diversity, and inclusion cannot be overstated.

5.1 Composition of the Board and Senate

The composition of the Board and Senate is set out in the Act. The Board has 36 voting members, 58% of whom are appointed from the community-at-large or provincial government. The Senate has 93 voting members, 90% of whom are elected or appointed from among members of the faculty and student body, and administration. The Act gives Senate the power to add additional ex-officio members of Senate as long as the members of faculty always equal one more than the total number of all other members of Senate.

5.2 Board Renewal and Succession

Board Bylaw 1 requires that one of the standing committees of the Board has responsibility for nominations and that responsibility is assigned to the Governance & Leadership Committee. While the Board does not select every individual, it is responsible for ensuring that collectively, the Board has the right mix of skills, experience, and diversity to meet the current and future needs of the Board. The Governance & Leadership Committee relies on the Board Renewal and Succession Policy to proactively plan for Board member succession and renewal ([Appendix 4](#)).

5.3 Board Membership 2026-2027

Constituency	Name	Term Expiry
Ex-Officio	Jagdeep Singh Bachher [Chancellor]	
	Bill Rosehart [President and Vice-Chancellor]	
	Dorothy McCabe [Mayor, City of Waterloo]	
	Berry Vrbancovic [Mayor, City of Kitchener]	
	Karen Redman [Regional Chair]	
Community-at-large	Aubrey Basdeo	2029
	Linda Blair	2029
	Catherine Boivie	2028*
	Murray Gamble [Chair]	2029
	Bilal Khan [Vice-Chair]	2029
	Brian Lipskie	2027*
	Steve Mennill	2028*
	Patricia O'Malley	2028*
	Tracy Primeau [Vice-Chair]	2027*
	<i>Vacant</i>	
Lieutenant Governor in Council	Rahul Bedi	2029*
	Dan Weber	2027
	Saheezad Pardhan	2027*
	Terry Mundell	2027*
	David Borcsok	2028*
	Matthew Klassen	2028*
	<i>Vacant</i>	
Faculty	Laura Deakin	2027*
	David Porreca	2027
	David Clausi	2028*
	Andrea Edginton	2028*
	Mario Ioannidis	2028*
	Marc Jerry	2028*
	Stan Woo	2027*
Staff	Samantha Murray	2029*
	Nancy Heide	2027
Undergrad Students	Samir Sharma	2028*
	Misha Khan	2028*
	Andrew Chang	2028*
Graduate Students	Meray Sadek	2027*
	Dean Eaton	2028*

*Eligible for renewal

6. Committees of the Board of Governors 2026/2027

Audit & Risk Committee

Patricia O'Malley, Chair

Melanie Figueiredo, Secretary

Catherine Boivie

Steve Mennill

Dan Weber

Executive Committee

Murray Gamble, Chair

Ben Doadt, Secretary

Bill Rosehart, President and Vice-Chancellor

Jagdeep Bachher, Chancellor

Aubrey Basdeo

Jordan Bauman

Linda Blair

Nancy Heide

Bilal Khan

Patricia O'Malley

Tracy Primeau

Meray Sadek

Dan Weber

Stan Woo

Building & Properties Committee

Tracy Primeau, Chair

Ben Doadt, Secretary

David Clausi

Catherine Boivie

Matthew Klassen

Steve Mennill

Terry Mundell

Dean Eaton

Samir Sharma

Community & Culture Committee

Linda Blair, Chair

Ben Doadt, Secretary

Murray Gamble, Board Chair

Bill Rosehart, President and Vice-Chancellor

Catherine Boivie

Laura Deakin

Misha Khan

Terry Mundell

Tracy Primeau

Meray Sadek

Stan Woo

Samantha Murray

Finance & Investment Committee

Bilal Khan, Chair

Ben Doadt, Secretary

Aubrey Basdeo

Brian Lipskie

David Borcsok

Neil Murdoch

Will Scott

Governance & Leadership Committee

Murray Gamble, Chair

Genevieve Gauthier-Chalifour, Secretary

Bill Rosehart, President and Vice-Chancellor

Aubrey Basdeo

Linda Blair

Teresa Fortney

Bilal Khan

Patricia O'Malley

Tracy Primeau

Pension & Benefits Committee

Aubrey Basdeo, Chair

Melanie Figueiredo, Secretary

Thomas Duever, Interim VP Academic

& Provost

Jacinda Reitsma, VP Administration

& Finance

Trevor Askes

Patricia O'Malley

Sara Cressman

Elizabeth Demers

Sarah Hadley

Michelle Hollis

Lily Hua

Ashley-Ann Morgado

Christine Sun

David Taylor

James Thompson

Nasser Abukhdeir

Pension Investment Committee

Aubrey Basdeo, Chair

Melanie Figueiredo, Secretary

Jacinda Reitsma, VP Administration

& Finance

Thomas Duever, Interim VP Academic

& Provost

Aubrey Basdeo

Teresa Fortney

Will Scott

Teresa Fortney

Lily Hua

Brian Lipskie

James Thompson

David Borcsok

6.1 Role and Responsibilities: Committee Chairs

The Board's Committee Chair Position Description applies to chairs of all Board Committees and sets out expectations for how Committee Chairs broadly fulfill their duties and responsibilities. Committee Chair roles will vary between committees, with specific Committee responsibilities and activities set out in the respective Committee Terms of Reference ([Appendix 5](#)).

Broadly, the Committee Chair manages the effective performance of the Committee and is responsible for ensuring the Committee fulfills its mandate. The Committee Chair works collaboratively with the Board Chair and other Committee Chairs, through the Governance & Leadership Committee, to align Board and Committee work.

The role of committees is to take on more in-depth work on behalf of the Board, in collaboration with relevant members of the University administration, and to make recommendations to the Board in areas related to their mandate and responsibilities, as set out in Committee Terms of Reference.

6.2 Standing Committees of the Board

The Board may from time to time by resolution establish and appoint standing or ad hoc committees and determine the composition, duties and responsibilities of any committee.

6.2.1 Audit & Risk Committee

The Audit & Risk Committee assists the Board in fulfilling its legal and fiduciary obligations with respect to the annual financial statements, the overall financial reporting process, the internal and external audit process, the University's system of internal controls, compliance with statutory regulations and policies within the Committee's mandate, along with oversight for University Risk Management.

6.2.2 Building & Properties Committee

The Building & Properties Committee oversees campus planning and development activity in the context of the Campus Master Plan and prudent environmental and sustainability practices, and approves on behalf of the Board or makes recommendations to the Board of Governors on the acquisition, use or disposal of land or buildings.

6.2.3 Community & Culture Committee

The Community & Culture Committee is responsible for oversight of institutional initiatives, projects, plans and policies that impact the University's culture, campus life, and student and employee experience. The Committee also provides oversight for Board and University policy and risk management in areas related to its mandate, as directed by the Governance & Leadership Committee and the Audit & Risk Committee.

6.2.4 Executive Committee

The Executive Committee is empowered to act on behalf of the Board between regular meetings of the Board except to repeal, amend or modify the University Act or bylaws or to appoint a President or to appoint Governors, or as is otherwise limited through corporate legislation.

6.2.5 Finance & Investment Committee

The Finance & Investment Committee exercises oversight over the financial affairs of the University, including the review of tuition increases and the annual operating budget recommendations to the Board. The Committee approves the appointment/termination and monitors performance of investment fund managers (except for pension investments); approves investment decisions within the approved asset mix in compliance with the University's investment policies and guidelines for all investment funds except pension investments; and reviews all of the University's investment policies and guidelines.

6.2.6 Governance & Leadership Committee

The Governance & Leadership Committee is responsible for oversight of the practices and performance of the Board of Governors and its committees. The Committee also provides oversight for matters pertaining to executive compensation, performance and succession, as well as employee compensation, negotiations and human resource matters.

The Committee also provides oversight for Board and University policy and risk management in areas related to its mandate and may provide risk directives to other standing committees of the Board, in combination with the Audit & Risk Committee.

6.2.7 Pension & Benefits Committee

The Pension & Benefits Committee administers the employee Pension Plan and benefits plans approved by the Board. Day-to-day administration of the Pension Plan and benefits plans is delegated to the Human Resources department of the University.

The Committee reviews, approves and makes recommendations to the Board of Governors regarding changes in pension and benefits plans, the investment policy for pension assets, and policy decisions relevant to administration of benefit plans. The Committee provides oversight of pension investments, and on the recommendation of the Pension Investment Committee, approves the appointment/termination of external fund managers/mandates, transaction(s) representing greater than 20% of the Plan's total assets.

6.2.8 Pension Investment Committee

The Pension Investment Committee (PIC) is a sub-committee of the Pension & Benefits Committee that is mandated to oversee the investment of the assets of the University of Waterloo Pension Plan (Pension Plan).

The Committee monitors performance of all external fund managers, reviews the Pension Plan's assets and investment returns, and approves asset mix changes and investment decisions with respect to transactions representing less than 20% of the Plan's total assets. The Committee makes recommendations to the Pension & Benefits Committee on the selection and termination of investment manager/mandates for the Plan.

6.2.9 Signing Committee

The Signing Committee has power to designate or appoint signing officers on behalf of the University as the Committee deems expedient and advisable. The President and the Chair of the Board constitute the Signing Committee.

7. Board and Committee Meetings

7.1 Annual Meeting Schedule

**Board and Senate Retreat. A dinner will be held for the Board on the evening of December 3.*

CYCLE	BOARD	AUDIT & RISK	BUILDING & PROPERTIES	COMMUNITY & CULTURE	FINANCE & INVESTMENT	GOVERNANCE & LEADERSHIP	PENSION & BENEFITS	PENSION & INVESTMENT
1	27 Oct 2026 * 4 Dec 2026	6 Oct 2026	29 Sep 2026		8 Oct 2027	19 Oct 2026	2 Oct 2026	21 Sep 2026
2	9 Feb 2027	20 Jan 2027	14 Jan 2027	19 Nov 2026	13 Jan 2027	26 Jan 2027	15 Jan 2027	25 Nov 2026
3	13 Apr 2027	10 Mar 2027	3 Mar 2027	11 Feb 2027	11 Mar 2027	31 Mar 2027	24 Mar 2027	24 Feb 2027
4	22 Jun 2027	12 May 2027	11 May 2027	5 May 2027	19 May 2027	1 Jun 2027	28 May 2027	20 May 2027

7.2 Meetings and Attendance

Meetings of the Board and Committees may be divided into three parts, the 'open', the 'confidential' and the 'in camera'. Details in addition to the following information can be found in the *Guidelines for Use of Confidential and In Camera Sessions*.

Open Sessions

Open sessions are open to observers in accordance with the Board-approved Guidelines for Visitors to Board Meetings. Meeting agendas, materials and minutes of open session meetings are made publicly available on the Secretariat website. Open session meetings are available for members of the public to observe via live transmission (webcast). Visitors (i.e. those who are not members of, or resources to, a governing body) interested in attending the open session of a Board of Governors meeting in person are required to register in advance with the Secretariat.

Confidential Sessions

These sessions are for Governors and invited guests. The Board must balance transparency and accountability to the University community with the institution's competitive and commercial interests when setting meeting agendas. Items normally considered in confidential session include, but are not limited to:

- Confidential Information: required by contract or law to remain confidential to the University and/or its Board of Governors;
- Personal Information: matters concerning identifiable individuals (e.g. awards, honours, appointments);
- Competitive or Commercially Sensitive Information: financial, contractual, or other information which, if disclosed, would put the University at a competitive disadvantage, or be prejudicial to a third party or otherwise not in the best interests of the University, including gift agreements, proposed sale or acquisition of property, or information supplied by a third party in confidence;
- Legal or Litigation: information that is subject to legal privilege or that is about law enforcement, civil or criminal or administrative tribunal proceedings, or the security of the University's property or systems;
- Other: other limited exceptions, including where discussion in open session would be contrary to the best interests of the University, including planning documents or discussions that are conceptual/in development, and matters to be referred to

another group or government institution

Confidential Materials

Material for confidential sessions of meetings, whether it is circulated prior to meetings or distributed at the meetings, is confidential and is only for the personal use of the members of the Board, in order to carry out their duties. Confidential material will be labeled as such. Questions regarding the use of confidential materials should be directed to the Secretariat.

In Camera Sessions

Each regular meeting of the Board includes a period of in camera discussion with Governors only, including the President, and attended by the Secretary. No minutes are taken unless there are actions to be confirmed.

Meeting Attendance

Unless permission has been granted in advance to be absent from a meeting, a member who does not attend at least half of the regular meetings of the Board in any year is deemed to have vacated their seat, in accordance with the Act. Governor attendance records are subject to disclosure in the Freedom of Information and Protection of Privacy Act. Governors are asked to confirm attendance in advance to ensure a meeting quorum can be achieved, and if unable to attend a Board or Committee meeting, to advise the Secretariat in advance via email to board@uwaterloo.ca.

Meeting mode (in-person/virtual/hybrid) will be noted on calendar invitations, and most committee meetings are held virtually via web conference. Meetings held in-person will also provide a virtual option for those unable to attend campus. Governors are asked to confirm mode of attendance in advance of meetings.

Quorum

Quorum of the Board consists of not fewer than 12 Governors, at least six of whom shall be from the 17 Community-at-Large and Lieutenant Governor in Council members. Ex officio members of the Board are not counted in the calculation of quorum for a meeting.

Quorum of a Board committee or subcommittee consists of a majority of the membership of the committee.

Minutes

Meeting minutes record the Board's actions and decisions. They are an official and legal record of board and committee meetings. The core purpose of board meeting minutes is to show that the governors did the following:

- Complied with legal requirements, such as the Act,
 - Obeyed the University and Board bylaws and aligned decisions with its Vision,
 - Followed relevant Board and Committee procedures, as outlined in this Manual and the Terms of References for each advisory body;
 - Effective meeting minutes serve as a reference point for future decision-making.
- Meeting minutes help to ensure continuity from one meeting to the next. Governors are responsible for reviewing meeting minutes if they miss a board or committee meeting, in advance of their attendance at the subsequent one.

8. Duties and Liabilities

8.1 Duties of Governors

The Board manages the property, revenue, business and affairs of the University as set out in the Act. All Governors and officers are subject to the duties and standard of care that are required under the Act and at common law.

8.1.1 Fiduciary Duty

Fiduciary duty requires a Governor to act honestly and in good faith with a view to the best interest of the University.

A fiduciary duty is an obligation of one party to act in the best interest of another. It speaks to concepts such as: the duty of confidentiality, conflict of interest, the duty to disclose certain information, and the appropriateness of an opportunity (e.g. taking an opportunity for yourself that you've learned about through your role as a governor).

Although Governors may be appointed or elected from various constituencies and bring valuable perspectives – when decisions are being taken Governors have a duty to consider what is in the best interests of the University – not the best interests of a particular constituency.

8.1.2 Duty of Care

Duty of care requires a Governor to exercise the care and skill of a reasonably prudent person: obtaining the appropriate information, reviewing information critically; and probing analysis and recommendations provided by Administration and advisors carefully.

Governors exercise this duty by being well-prepared for meetings, reviewing materials thoroughly, being curious and engaging in discussions at Board and committee meetings, and applying their own skills, knowledge and judgment to decisions the Board is called on to make.

Governors with questions on the materials should contact the University Secretary who will follow up with Administration.

8.1.3 Statutory Liabilities

Statutory liabilities are obligations under employment, environmental and financial reporting law as well as under the withholding provisions of taxation law. Examples include requirements to ensure payroll deductions are made, taxes are paid, and obligations to employees such as pensions and workplace health and safety are met.

8.1.4 Business Judgment Rule

The business judgment rule shields the decisions of Governors from judicial second-guessing if those decisions were made honestly, prudently, in good faith and on reasonable grounds. The obligation of Governors is to make a reasonable decision, not a perfect one.

The Board is responsible to ensure there is a reasonable system in place for informing and reporting, and that it is monitored and maintained.

The University carries Directors' and Officers' Liability insurance to provide financial protection to Board members who may become subject to liability despite having acted in accordance with their fiduciary duty and duty of care.

8.1.5 Inclusive Board Culture

Governors are responsible for actively building relationships and contributing to building an inclusive Board culture. As a volunteer to the University, governors have certain rights, obligations, and responsibilities further to the Accessibility for Ontarians with Disabilities Act (AODA), the Ontario Human Rights Code (OHRC) and the University's equity, diversity, inclusion and anti-racism (EDI-R) commitments.

In addition, bringing EDI to life requires attention to three key dimensions:

1. Your own EDI as a board – whether the board's composition and inclusion practices are reflective of strong EDI
2. Your specific oversight of EDI inside the organization – how you ensure EDI is embedded throughout the organization
3. The way you bring EDI to life and bring a lens of EDI to all of the board's work – the way EDI considerations are brought to every conversation, even if not explicitly about EDI.

9. Conflict of Interest

9.1 Conflict of Interest and Disclosure Requirements

The University of Waterloo obligates its members and officers acting on its behalf to avoid ethical, legal, financial or other conflicts of interest which may impede or compromise their university responsibilities or the mission of the institution.

Each Governor should avoid, whenever possible, any situation in which there is an actual, potential, or perceived conflict of interest, which could interfere with the Governor's judgment in making decisions in the University's best interest.

A conflict of interest is a situation in which the private interests of a Governor conflict, potentially conflict or appear to conflict directly or indirectly with their duties to the University, including their duty to act in the best interests of the University.

An actual conflict of interest exists where a Governor exercises an official power or performs an official duty, at the same time knowing that, in the exercise of such performance, there is the opportunity to further a private interest.

A potential conflict of interest exists where there is some private interest that could influence the performance of a Governor's duty or function or the exercise of power but have not yet exercised that duty or function.

A perceived conflict of interest exists where informed people might reasonably hold the apprehension that a conflict of interest exists on the part of the Governor.

Every newly elected/appointed Governor and re-elected/re-appointed Governor must complete and submit a Conflict of Interest Declaration to the Secretary of the Board upon appointment/re-appointment and annually thereafter.

In addition to filing a Conflict of Interest Declaration, all Governors have an ongoing duty to disclose an actual, perceived or potential conflict of interest as soon as the issue arises and before the Board or its committees deal with the matter. Please review the Conflict of Interest FAQs on the Secretariat website for examples and guidance.

The University Secretary remains a resource for any questions regarding a real, perceived or potential conflict of interest.

10. Ethical Behaviour

10.1 Freedom of Expression

The University of Waterloo objects are “the pursuit of learning through scholarship, teaching and research within a spirit of free enquiry and expression.” Members of the University enjoy certain rights and privileges essential to the fulfilling of those functions.

Central among these rights is the freedom, within the law, to pursue certain areas of inquiry, to teach and to learn unhindered by external or non-academic constraints, and to engage in full and unrestricted consideration of any opinion.

This freedom extends to all members of the University and to visitors who participate in such inquiries or discussions on University property and at University events without undue interference. Suppression of this freedom would prevent the University from carrying out its primary functions.

Behaviour that obstructs free and full discussion, not only of ideas that are accepted, but of those which may be unpopular or even abhorrent, vitally threatens the integrity of the University’s forum.

In 2019, the Ontario government mandated that colleges and universities develop, implement and comply with a free speech policy.

Institutions are required to submit annual reports to the Ministry of Colleges, Universities and Research Excellence and Security, detailing the implementation of their free speech policies. The Ministry reviews each institutional annual report and produces a public report that assesses compliance.

10.2 Ethical Behaviour

The University of Waterloo is committed to providing an environment that supports and rewards its members. As required by the Ontario Human Rights Code and the Occupational Health and Safety Act, the University has a responsibility to provide an environment free from harassment and discrimination and must deal effectively and fairly with any situation involving claims of harassment or discrimination that come to its attention. This applies to Governors as volunteers and visitors to the University.

10.3 Equity, Diversity, Inclusion and Anti-Racism

As a Governor, you play an important role in fostering an equitable, inclusive, and respectful environment within the Board and its committees. Governors are encouraged to engage in discussions with curiosity and openness, create space for diverse perspectives, use inclusive and respectful language, and consider whether proposed policies, initiatives, and decisions may have different impacts on members of the University community. Ensuring all voices have an opportunity to be heard, and being mindful of perspectives that may be missing can contribute to more inclusive and effective governance.

Governors are encouraged to engage with resources found on the office of Equity, Diversity, Inclusion and Anti-Racism website. <https://uwaterloo.ca/equity-diversity-inclusion-anti-racism/>

11. Responsibilities of Governors

11.1 Role and Responsibilities: Individual Governors

Governors oversee the affairs of the University as described in the Board Mandate. In carrying out their responsibilities, Governors are expected to be actively engaged in the Board's work. This applies to all Governors (elected, appointed, ex officio). Governors also have rights and responsibilities guided by various policies, regulations and legislation which apply as volunteers and visitors to the University ([Appendix 6](#)).

Governors are expected to:

- Be knowledgeable about the mission, vision, and strategic direction of the University
- Maintain confidentiality requirements and declare conflicts of interest (real and perceived)
- Develop an understanding of the roles, responsibilities, and legal duties of a Governor, and the governance structure of the University
- Apply their skills and knowledge to make decisions in the best interests of the University as a whole
- Support Board decisions and speak with one voice once a decision has been made
- Actively participate in Board-related matters and contribute to discussions
- Be available and dedicate time to the role, including to attend and be prepared for meetings and be informed on relevant issues through pre-reading information packages and otherwise
- Seek permission from the Board in advance for attending less than 50% of Board meetings in any given year by notifying the University Secretary and Board Chair with an explanation for the absences, in order to remain on the Board
- Participate in Committees where appointed and become knowledgeable about the purpose and responsibilities of that Committee
- Devote time and participate in Board and Governor orientation, development, education programs and workshops, and Board evaluation processes

Governors serve the following terms:

- Members of faculty: two years
- Student members: two years
- Members of full-time staff: three years
- Community-at-large members: three years
- Lieutenant Governor in Council members: three years
- Ex officio member: no term limit (appointed by virtue of their office and named in the University of Waterloo Act)

After serving a full term, Governors are eligible for re-election or reappointment for a second consecutive full term; and eligible again one year following the completion of two consecutive terms.

Governors may serve partial or incomplete terms from time to time which do not count towards their two-term limit.

11.2 Role and Responsibilities: Board Chair

The Board Chair provides leadership to the Board, guiding the Board to fulfill stewardship responsibilities and supporting a culture of active and constructive Board engagement. They serve as the primary spokesperson for the Board, and as a direct liaison between the Board and the President ([Appendix 7](#)).

The Board Chair:

- Provides overall leadership to the Board and supports the Board in fulfilling governance responsibilities
- Takes a leadership role in developing and reviewing the Board agenda, chairs Board meetings and facilitates discussion
- Chairs the Governance & Leadership Committee, the Board Executive Committee, Presidential search committee, Presidential review committee and is a member of the Signing Committee; is an ex officio member of all other Committees
- Works with the President and University Secretary to ensure coordination and alignment of work across the Board and Committees, and with the Board's annual work plan
- Ensures, in coordination with the Governance & Leadership Committee, that there are robust succession planning processes to recruit, select, and onboard new Governors
- Is the primary spokesperson for the Board and represents the Board at University and University community functions and activities
- Leads the evaluation of the Secretary with the President to ensure that governance processes are carried out appropriately and that they support independent, informed decision-making
- The Board Chair is selected from among the community-at-large members of the Board of Governors to serve a three-year term. A Chair may be re-elected to one additional term. For the sake of clarity, neither election as Chair nor re-election as Chair may extend the maximum term of a Governor.

11.3 Role and Responsibilities: Vice Chair

The Vice-Chair acts as a support and resource to the Chair and the Board, including to fulfill the Chair's role in their absence and to act as a sounding board for the Chair ([Appendix 8](#)).

The Vice-Chair:

- Assists the Chair, as appropriate, in fulfilling responsibilities for Board stewardship and meetings, whether in the broadest sense or as may be specifically assigned
- Is available to and acts as a sounding board for the Chair
- Acts as an additional key point of contact with the President in the Chair's absence or incapacity
- Presides at all meetings of the Board in the Chair's absence and undertakes the responsibilities of the Chair when the Chair is absent or unable to serve as Chair
- In partnership with the Chair, co-leads the President evaluation process
- Undertakes special projects, initiatives, or functions which may be requested by the Chair or Board, from time to time
- The Vice Chair is selected from among the community-at-large members of the Board to serve a three-year term. A Vice Chair may be re-elected to one additional term. For the sake of clarity, neither election as Vice Chair nor re-election as Vice Chair may extend the maximum term of a Governor.

11.4 Role and Responsibilities: Chancellor

The Chancellor is the ceremonial head of the University, presiding over convocation and conferring all degrees. The Chancellor is a voluntary position that represents the University in the broader community, acts as University ambassador, and serves as an ex-officio member of the Board and Senate.

A Chancellor Nominating Committee is formed to seek and consider nominations for the office of Chancellor. The Chancellor Nominating Committee reviews the name(s) of the nominee(s) and recommends to the Senate for approval. The Chancellor serves a three-year term, renewable for another three-year term.

12. Internal Governance

Internal governance is the institution's set of structures, communication lines, consultation mechanisms, and procedures developed to support the President and Vice-Chancellor who is empowered to administer the management of the affairs of the University on behalf of the Board of Governors.

The President has delegated authority for delivering operational mandates to Vice-Presidents, through the assignment of specific portfolios at the University of Waterloo.

Vice-Presidents may choose to delegate some of their day-to-day responsibilities to other members of staff at the University. However, the President and Vice-Chancellor remains ultimately accountable for the actions and decisions made by the bodies or individuals they delegate to.

Appendix 1

University of Waterloo Act

S.O. 1972, c. 200

Currency date: February 17, 2023

An Act Respecting the University of Waterloo

Assented to May 26, 1972

Session Prorogued December 15, 1972

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WHEREAS The University of Waterloo and The Board of Governors, The University of Waterloo, hereby represent that they were incorporated and established under the terms and provisions of The University of Waterloo Act, 1959, which Act has been from time to time amended; that The Board of Governors, The University of Waterloo and the Senate of The University of Waterloo, recognizing the necessity for institutional reform to achieve more fully the objects of the University, this reform to embody the broadening of the bases of membership in the bodies within the University structure, have agreed to broaden the representation on the said governing bodies to include student, staff, faculty and external representation, and have agreed to effect other changes in the University structure; that The University of Waterloo is a party to agreements of affiliation and federation with various colleges and intends herein to continue and to give full force and effect to the terms of such agreements; and whereas The University of Waterloo and The Board of Governors, The University of Waterloo, hereby apply for special legislation to effect such purpose including the repeal of The University of Waterloo Act, 1959; and whereas it is expedient to grant the application;

Therefore, Her Majesty, by and with the advice and consent of the Legislative Assembly of the Province of Ontario, enacts as follows:

1. In this Act,

- (a) "affiliated college" means a college affiliated with the University;
- (b) "alumni" means the persons who have received degrees from the University or from a university or college federated or affiliated with the University;
- (c) "Board of Governors" means the Board of Governors, University of Waterloo;
- (d) "college" means a school or other institution of higher learning;
- (e) "faculty" means any academic division of the University either so designated by the Board of Governors, or, as determined by the Board of Governors, having status comparable to that of a faculty but being otherwise designated;
- (f) "federated college" means a university or college federated with the University;
- (g) "full-time staff" means those members of staff employed by the University on regular appointments to work the regular time, on a continuing basis, as scheduled by the University for the category in which such persons are employed;
- (h) "full-time student" means a student registered as such by the Registrar of the University either for the payment by the student of full-time fees, or for the claiming by the University of full-time Provincial grants or for such other purposes as shall be determined by the Board of Governors, from time to time;
- (i) "graduate student" means a full-time student or a part-time student registered as such by the Registrar of the University;
- (j) "members of faculty" means those members of personnel employed by the University or employed by a federated or affiliated college, whose duties are basically those of performing and administering the teaching and research functions of the University, or, as the case may be, of a federated or affiliated college, and who are included in the Lecturer and professorial ranks;

**Preamble
1959,c.140**

Interpretation

(k) "part-time student" means a student other than a full-time student, registered in a course leading to an academic degree;
 (l) "property" includes all property, both real and personal;
 (m) "real property" includes messuages, lands, tenements and hereditaments, whether corporeal or incorporeal and any undivided share thereof and any estate or interest therein;
 (n) "regular members of faculty" means those members of faculty employed by the University, or, as the case may be, employed by a federated or affiliated college, in tenured, probationary term appointments, or, full-time definite term appointments;
 (o) "Senate" means the Senate of the University;
 (p) "staff" means that group of personnel employed by the University other than "members of faculty";
 (q) "student" means all persons who are registered as such by the University;
 (r) "undergraduate student" means a full-time student or a part-time student registered as such by the Registrar of the University;
 (s) "University" means the University of Waterloo;
 (t) "year" means the Board of Governors and Senate membership year, which shall be any twelve-month period established by the Board of Governors, from time to time, save that for the first Board of Governors and the first Senate the membership year shall be from the 1st day of November of the first year to the 30th day of April of the succeeding year.

2. - (1) The corporation, The University of Waterloo, is hereby continued as a body corporate with perpetual succession under the name "University of Waterloo" and, subject to the provisions of this Act, shall have, hold, possess and enjoy all the property, rights, powers and privileges which it now has, holds, possesses or enjoys.

Corporation continued

(2) Subject to this Act, all by-laws, orders, and regulations of The University of Waterloo, of The Board of Governors, The University of Waterloo and of the Senate, now in force, shall continue in force until amended or repealed.

By-laws, etc. continued in force

3. The objects of the University are the pursuit of learning through scholarship, teaching and research within a spirit of free enquiry and expression.

Objects

4. The University has all powers necessary and incidental to the satisfaction and furtherance of its objects as a University.

General powers

5. All proceedings by or against the University may be had and taken in the name of "University of Waterloo".

Proceedings in University name

6. The University has, in addition to the powers, rights, and privileges mentioned in section 26 of The Interpretation Act, power to purchase or otherwise acquire, take or receive, by deed, gift, bequest or devise, and to hold and enjoy any estate or property whatsoever and to sell, grant, convey, mortgage, lease or otherwise dispose of the same or any part thereof from time to time and as occasion may require and to acquire other estate and property in addition thereto, or in the place thereof,

Power to deal with realty and personality

**R.S.O.
1970,c.225**

without licence in mortmain and without limitation as to the period of holding.

PROPERTY

7. All property hereafter granted, conveyed, devised or bequeathed to, or to any person in trust for or for the benefit of, the University or any faculty, school or department of the University, subject to any trusts affecting the same, shall be vested in the University.

**Trust Property
vested in
University**

8. All property vested in the University, so far as the application thereto of any statute of limitations is concerned, shall be deemed to have been and to be real property vested in the Crown for the public use of Ontario.

**Application of
Statute of
limitations**

9. The funds of the University not immediately required for its purposes and the proceeds of all property which comes to the hands of the Board of Governors, subject to any trusts affecting the same, may be invested and reinvested in such investments as the Board of Governors shall deem suitable.

**Investment of
funds**

BOARD OF GOVERNORS

10. The corporation, The Board of Governors, The University of Waterloo, is hereby continued as a body corporate with perpetual succession under the name "Board of Governors, University of Waterloo".

**Board of
Governors**

11. The Board of Governors shall consist of thirty-six members, each of whom shall have voting rights, such membership to be made up as follows:

**Composition of
Board of
Governors**

The President of the University, the Chancellor of the University, the Mayor of the City of Waterloo, the Mayor of the City of Kitchener, and the Warden of Waterloo County, who shall be ex-officio members.

**S.O. 2016, c.5,
Schedule 31**

Seven members to be appointed by the Lieutenant Governor in Council.

Seven members to be appointed by the Senate from among the members of faculty of the Senate.

Five members, two of whom shall be graduate students, to be appointed by the Senate from among the student members of the Senate.

Two members of the full-time staff to be elected by the full-time staff members of the University in such manner and in accordance with such procedures as shall be determined and established by the said Board of Governors.

Ten members from the community-at-large, at least three of whom shall be alumni, to be elected by the Board of Governors in such manner and in accordance with such procedures as shall be determined and established by the said Board of Governors, provided that such members shall represent a broad spectrum of the community, and provided further that such members shall not be members of faculty, or members of the staff or student body of the University or of any federated or affiliated college, or members of the faculty, staff, student body or governing body of any other Ontario university. S.O. 2016, c. 5, Sched. 31.

TERM OF OFFICE

12. The term of membership of the members of the Board of Governors shall be as follows:

Term of office

1. The members of faculty referred to in paragraph 3 of section 11 and the student members referred to in paragraph 4 of section 11 shall hold

office for a period of two years, save that with respect to such members to be first appointed and in order to effect approximately equal annual rotation of office, the Senate shall determine, and select, in such manner as it shall determine and prescribe, so far as is reasonably practicable, a number thereof who shall serve for a period of one year and a number thereof who shall serve for a period of two years.

2. All other non ex-officio members shall hold office for a period of three years save that with respect to such members to be first elected or appointed and in order to effect approximately equal annual rotation of office, the Board of Governors shall determine, and select, in such manner as it shall determine and prescribe, so far as is reasonably practicable, a number thereof who shall serve for a period of one year, a number thereof who shall serve for a period of two years, and a number thereof who shall serve for a period of three years.

CHAIRMAN OF BOARD OF GOVERNORS

13. - (1) The Board of Governors shall elect from among the community-at-large members thereof, a chairman and a vice-chairman and, in the event of the absence or illness of the chairman, or, in the event of a temporary vacancy of that office, the vice-chairman shall act as and have all the powers of the chairman.

**Chairman and
vice-chairman**

(2) In case of the absence or illness of the chairman and of the vice-chairman, the Board of Governors may appoint one of its members to act as chairman pro tempore and the member so appointed shall act as and have all the powers of the chairman.

Absence

(3) The term of office of the chairman and of the vice-chairman shall be three years, provided that each of them shall be eligible for re-election for one additional term.

Term of Office

POWERS OF THE BOARD OF GOVERNORS

14. - (1) The government of the University and the control of its property and revenues, the conduct of its business and affairs, save with respect to such matters as are assigned by this Act to the Senate, shall be vested in the Board of Governors and the Board of Governors shall have all powers necessary or convenient to perform its duties and to achieve the objects of the University, and without intending to restrict the generality of the foregoing, this shall include the power,

**Powers of the
Board of
Governors**

(a) to appoint, promote and remove the President and all other officers of the University, heads and associate heads of the faculties, or of any other academic unit, the members of faculty, or staff of the University, and all other agents and servants of the University;

(b) to grant tenure to the members of faculty, and to terminate tenure;

(c) to plan and implement the physical and operational development of the University and to exercise all the powers to control and achieve a planned rate and scope of such development;

(d) to borrow money for the purpose of the University and to give security therefor on such terms and in such amounts as the said Board of Governors may consider advisable, or as from time to time may be required;

(e) to regulate the conduct of the students, faculty and staff, and of all other persons coming upon and using the lands and premises of the University;

- (f) to establish and collect fees and charges for academic tuition and for services of any kind which may be offered by the University and to collect such fees and charges, approved by the Board of Governors, on behalf of any entity, organization, or element of the University;
- (g) to levy and enforce penalties and fines, suspend or expel from student membership or from employment with the University or deny access to the lands and premises of the University;
- (h) to establish and enforce rules and regulations with regard to the use and occupancy of its buildings and grounds or other operations;
- (i) to enter into agreements for the federation or affiliation of the University with any university or college of higher learning;
- (j) to provide for the appointment and discharge of committees and for the delegation to and the conferring upon any such committees, authority to act for the Board of Governors with respect to any matter; and
- (k) to enact by-laws and regulations for the conduct of its affairs.

(2) In order to maintain a non-denominational University, no more than two colleges of the same denominational control shall be affiliated or federated with the University.

University non-denominational

(3) No college affiliated or federated with the University shall be affiliated with any other college, school or institute of higher learning without the approval of the Board of Governors.

Approval re federation or affiliation
Idem

(4) Any agreement entered into by the University for federation or affiliation with a college shall be subject to the approval of the governing body of each institute then federated or affiliated with the University, which approval shall not be unreasonably withheld.

15. The quorum of the Board of Governors, to be designated by by-law of the said Board, shall consist of not fewer than twelve members, at least one-half of whom shall consist of community-at-large members of the said Board elected under paragraph 6 of section 11 and members of the said Board appointed by the Lieutenant Governor in Council under paragraph 2 of section 11 and at least one-half of whom shall consist of other elected or appointed members of the Board.

Quorum

16. The governing bodies of the federated and affiliated colleges shall, respectively, have jurisdiction over, and entire responsibility for, the regulation of the conduct of all persons in respect of all matters arising or occurring in, or upon, their respective buildings and grounds.

Conduct responsibility of federated and affiliated colleges
Determination of disputes

17. The Board of Governors shall determine the proper body within the University to exercise jurisdiction in any matter of discipline that may arise wherein there is a question as to the proper body under which it should come, and the decision of the Board of Governors in such matters shall be final.

SENATE

18. There shall be a Senate of the University composed as follows:

Senate

(a) The following ex-officio members:

1. The Chancellor.
2. The President.

3. The Vice-President, Academic, and the Vice President, Finance and Operations.
 4. The Dean of each faculty of the University and the Dean of Graduate Studies.
 5. The Librarian of the University.
 6. The Registrar of the University.
 7. The principal or head of each federated or affiliated college.
 8. The chairman of the Board of Governors.
 9. Such other ex-officio members as the Senate by by-law may, from time to time, designate.
- (b) The following elected members who shall be elected in such manner and in accordance with such procedures as are determined and established by the Senate:
1. Three members of the Board of Governors other than the chairman thereof, such members to be elected from the community-at-large members of the Board of Governors.
 2. Members of faculty equal in number to one more than the total number of all other members of the Senate, provided that,
 - (i) three members of faculty shall be elected from each faculty of the University, provided that such minimum number to be elected from each faculty may by by-law be increased from time to time by the Senate,
 - (ii) three members of faculty shall be elected from each of the federated colleges and one member of faculty shall be elected from each of the affiliated colleges, and
 - (iii) the remaining members of faculty to be elected shall be elected from the members of faculty of the University.
 3. One undergraduate student from each faculty of the University.
 4. Three graduate students, who shall not be members of faculty or members of the full-time staff of the University or of any federated or affiliated college.
 5. Three members from the alumni of the University, who shall not be members of faculty or members of the staff or members of the student body of the University.
- (c) Upon the designation and addition, from time to time, by the Senate, under paragraph 9 of clause a, of any additional ex-officio members, the number of persons to be elected under paragraphs 1, 4 and 5 of clause b and the total of the number of persons to be elected under paragraph 3 of the said clause shall each be deemed to be increased by whatever number may be necessary in order to retain the ratio established by the said clause b, of the number of persons to be elected pursuant to each of the paragraphs 1, 3, 4 and 5 of the said clause b to the number of members of faculty to be elected pursuant to paragraph 2 thereof, provided that the additional undergraduate students to be elected in accordance with paragraph 3 shall be elected from the undergraduate students generally of the University in such manner and in accordance with such procedures as are determined and established by the Senate.

CHAIRMAN OF THE SENATE

19. The President of the University shall be chairman of the Senate, and the Vice-President, Academic, shall be the vice-chairman thereof.

**Chairman of the
Senate**

TERM OF OFFICE OF SENATE MEMBERS

20. The term of membership of the members of the Senate shall be as follows:

1. The undergraduate student and graduate student members respectively referred to in paragraphs 3 and 4 of clause b of section 18 shall hold office for a period of two years, save that with respect to such members to be first elected and in order to effect approximately equal annual rotation of office, the Senate shall determine, and select, in such manner as it shall determine and prescribe, so far as is reasonably practical, a number thereof who shall serve for a period of one year and a number thereof who shall serve for a period of two years.
2. All other non ex-officio members shall hold office for a period of three years save that with respect to such members first elected and in order to effect approximately equal annual rotation of office, the Senate shall determine, and select, so far as is reasonably practical, a number thereof who shall serve for a period of one year, a number who shall serve for a period of two years and a number who shall serve for a period of three years.

21. No person shall be eligible for election or appointment as a member of the Senate who is a member of the faculty or a member of the governing body or of the Senate of any degree-granting university, college or institution of higher learning, other than the University and its federated or affiliated colleges, unless such person is a regular member of faculty.

POWERS OF THE SENATE

22. The Senate has the power to establish the educational policies of the University and to make recommendations to the Board of Governors with respect to any matter relative to the operation of the University and without restricting the generality of the foregoing, this includes the power,

- (a) to make recommendations to the Board of Governors relative to the creation, establishment, maintenance, modification, or removal of organizational structures such as faculties, schools, institutes, departments or chairs within the University;
- (b) subject to the approval of the Board of Governors, in so far as the expenditure of funds is concerned, to establish, maintain, modify or remove, curricula of all courses of instruction including extension courses;
- (c) to determine policies concerning the qualifications of faculty members within the University with respect to appointments or promotions in rank, or to the granting of tenure, in connection with research or teaching or academic administration;
- (d) to determine standards of admission of students to the University;
- (e) to consider and determine the conduct and results of examinations in all faculties or academic units;
- (f) to hear and determine appeals from the decisions of the faculty councils on applications and examinations by students;
- (g) to confer degrees, diplomas and certificates or other awards in any and all branches of learning and in any subject taught in the University or its federated or affiliated college;

Term of Office**Eligibility of members****Powers of the Senate**

- (h) to confer honorary degrees in Divinity, without fees, upon the recommendation of any theological college federated or affiliated with the University;
- (i) to confer honorary degrees in any department of learning;
- (j) to undertake, consider and co-ordinate long-range academic planning;
- (k) to consider and to recommend to the Board of Governors policies concerning the internal allocation or use of University resources;
- (l) to consider and to recommend to the Board of Governors the federation or affiliation of the University with any college for teaching any branch of learning;
- (m) to create councils and committees to exercise its powers;
- (n) to provide, if considered necessary, for an executive committee which shall act in the name and on behalf of the Senate between regular meetings of the Senate; and
- (o) to enact by-laws and regulations for the conduct of its affairs.

RE-ELECTION TO AND TERM OF MEMBERSHIP ON BOARD OF GOVERNORS AND SENATE

23. Members of the Board of Governors and of the Senate shall be eligible for re-election or reappointment, as the case may be, save that an elected or appointed member shall serve for no more than two consecutive terms, provided that any such elected or appointed member shall be again eligible for election or appointment after the expiration of one year following the completion of two consecutive terms, and provided further that there shall be no limitation with respect to the term of service on the Board of Governors and on the Senate of any ex-officio member thereof.

Re-election or re-appointments

24. - (1) If, within any year, a member of the Board of Governors or of the Senate, not having been granted permission to be absent by such body, attends less than 50 per cent of the regular meetings of such body, his office shall ipso facto be vacated and a confirmatory resolution shall be passed by the Board of Governors or by the Senate, as the case may be, declaring the membership vacant.

Absence from meetings

(2) A resolution passed under this section and entered in the minutes of the pertinent meeting of the Board of Governors or of the Senate, as the case may be, shall be conclusive evidence of the vacancy declared therein.

25. If within any year, any event occurs which would make any member of the Board of Governors or of the Senate, as the case may be, ineligible by reason of the occurrence of such event to be elected to such body, his membership on such body shall be ipso facto vacated and a confirmatory resolution shall be passed by the Board of Governors or by the Senate, as the case may be, declaring the membership vacant, save that a student member of the Board of Governors or of the Senate, as the case may be, who graduates during his term of office shall be entitled to serve for the remainder of such year.

Membership vacated

26. Where a vacancy on the Board of Governors or on the Senate, as the case may be, occurs before the term of office for which a member has been appointed or elected has expired, the vacancy shall be filled in the

Filling vacancies

same manner and by the same authority as the member whose membership is vacant was appointed or elected, as the case may be, and the member so appointed or elected shall hold office for the remainder of the term of office of the member whose membership is vacant.

MEETINGS AND BY-LAWS

27. - (1) Subject to subsection 2, the meetings, including committee meetings of the Board of Governors and of the Senate shall be open to the public, prior notice of the meetings of the Board of Governors and of the Senate shall be given to the members and to the public in such manner as the Board of Governors and the Senate by by-law shall determine, and no person shall be excluded therefrom except for improper conduct, but where confidential financial matters of the University are being considered that part of the meeting may be held in camera.

**Meetings of
Board of
Governors and
Senate open to
public**

(2) Where intimate financial or personal matters of any person may be disclosed at a meeting the part of the meeting concerning such person shall be held in camera unless such person requests that such part of the meeting be open to the public.

Exception

28. - (1) The by-laws of the Board of Governors and of the Senate shall be open to examination by members of the University community and by the public-at-large during normal business hours.

**Examination of
by-laws**

(2) The Board of Governors and the Senate shall publish their by-laws from time to time in such manner as they may respectively consider proper.

**Publication of
by-laws**

PRESIDENT

29. - (1) There shall be a President of the University

President

(2) The President shall be appointed by the Board of Governors in such manner and for such term or terms as shall be determined, from time to time, by agreement of the Board of Governors and the Senate.

Appointment

(3) The President shall be the chief executive officer of the University, and without limiting the generality of the foregoing, the President shall have the authority and responsibility for administering the affairs of the University and accordingly shall act on behalf of the Board of Governors with respect to the operational management and control of the University.

**Powers of
President**

(4) The President is hereby empowered to delegate his authority, during the period of any temporary absence, to any other officer of the University, provided that, in the absence of such delegation of authority, the senior Vice-President as designated from time to time by the Board of Governors shall have the authority to act in the place and stead of the President and in the absence of such designation, the Vice-President, Academic, shall be deemed to be the senior Vice-President.

**Delegation of
authority**

(5) The Board of Governors may, in the absence of the President and shall in the event of a vacancy in the office of President, appoint an

acting President upon such terms and conditions as the Board of Governors may prescribe.

CHANCELLOR AND VICE-CHANCELLOR

30. - (1) There shall be a Chancellor of the University who shall be elected by the Senate in such manner as the Senate shall determine.

**Chancellor,
election of**

(2) The term of office of the Chancellor shall be three years, provided that he shall be eligible for re-election for one additional term.

Term of office

(3) The Chancellor shall preside at all Convocations and shall admit to degrees, diplomas and certificates such candidates, including the recipients of honorary degrees, as may be designated by the Senate.

Duties

(4) The President of the University shall be the Vice-Chancellor thereof and shall assume the duties of the Chancellor in his absence or during a temporary vacancy of that office.

Vice-Chancellor

(5) Notwithstanding anything in this section contained, the incumbent Chancellor of The University of Waterloo, as of the date that this Act comes into force, shall continue as Chancellor of the University until such time as his successor shall be elected by the Senate, provided that such election shall be held within three years of the date that this Act comes into force.

**Incumbent
Chancellor**

AUDITORS

31. The Board of Governors shall appoint one or more auditors licensed under The Public Accountancy Act to audit the accounts and transactions of the Board of Governors at least once a year.

**Audit of
accounts R.S.O.
1970.
c.373**

ANNUAL FINANCIAL REPORT

32. - (1) The Board of Governors shall make a financial report annually to the Minister of Colleges and Universities in such form and containing such information as the Minister may require.

**Annual
financial report**

(2) The Minister shall submit the report to the Lieutenant Governor in Council and shall then lay the report before the Assembly if it is in session or, if not, at the next ensuing session.

Tabling

ANNUAL REPORT

33. The Board of Governors shall make available to students, faculty and staff of the University an annual report which shall include an annual financial report.

Annual report

GENERAL

34. This Act shall not be deemed to alter, modify or affect the rights and obligations of the University or of any affiliated or federated college arising out of the terms of agreements of affiliation or federation presently existing between the University and such affiliated and federated colleges.

**Agreements of
affiliation and
federation to
continue**

35. If any college, federated or affiliated with the University, has the right to grant degrees, such right, except for degrees in theology, shall

**Degree-
granting
powers to**

remain dormant during the time that such college remains federated or affiliated with the University.

**remain
dormant**

36. - (1) Notwithstanding anything in this Act, for the purpose of permitting the election or appointment, as the case may be, prior to the 1st day of November, 1972, of the members of the first Board of Governors and the first Senate to be established and constituted under the provisions of this Act, The Board of Governors, The University of Waterloo and the Senate of The University of Waterloo are hereby respectively authorized and empowered forthwith after this Act receives Royal Assent to act in the place and stead of the first Board of Governors and the first Senate to be established and constituted under the provisions of this Act to do all things necessary as expressed in, or implied by or contemplated by or required by reason of this Act to form and constitute the first such Board of Governors and Senate, and without restricting the generality of the foregoing, The Board of Governors, The University of Waterloo and the Senate of The University of Waterloo, are hereby respectively authorized and empowered to pass such by-laws, make such findings, establish such election procedures, arrange for the carrying out of such elections and to hold and carry out such elections as may be necessary for the formation and constitution of the said first Board of Governors and Senate.

**First election
and
appointment of
Board of
Governors and
Senate**

(2) The Board of Governors, The University of Waterloo, and the Senate of The University of Waterloo, are respectively hereby authorized and empowered to arrange for and call, after completion of the election and appointment of the members of the first Board of Governors and first Senate to be established and constituted under the terms and provisions of this Act, the first meeting of the Board of Governors and the first meeting of the Senate, such meetings to be held on or after the 1st day of November, 1972, the members of the said Board of Governors and the members of the said Senate to be given such notice of the said meetings as shall be deemed reasonable.

First meeting

(3) The term of office of the members of the first Board of Governors and of the first Senate, notwithstanding the matters hereinbefore set out, shall be deemed to run from the 1st day of May, 1972.

**Term of office
to run from May
1, 1972**

37. The following are repealed:

Repeals

1. The University of Waterloo Act, 1959.

**1959 Act,
repealed**

2. The University of Waterloo Act, 1960-61.

**1960-61 Act,
repealed**

3. The University of Waterloo Act, 1962-63.

**1962-63 Act,
repealed**

38. This Act comes into force on the 1st day of November 1972

Commencement

39. This Act may be cited as the University of Waterloo Act, 1972.

Short title

Appendix 2

Board of Governors - Bylaw 1

Board of Governors By-law 1 regulates generally the affairs and the exercise of the powers of the Board of Governors (hereinafter referred to as the Board) as set forth in the University of Waterloo Act, 1972 (hereinafter referred to as the Act) and the calling and conduct of its meetings.

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of the Board of Governors of the University of Waterloo as follows:

A. ELECTION OF BOARD MEMBERS

1. The election and appointment of members of the Board shall be governed by the provisions of the *Act* in respect to number, eligibility for election and term of office.
2. The Secretary of the Board shall be the Chief Returning Officer.
3. Elections shall be conducted in accordance with procedures determined by the Board.
4. Board Members shall normally serve terms beginning on September 1.
5. An individual who is elected as a member of the Board is not a Board member and is deemed not to have been elected as a Board member, unless the individual consents in writing to hold office as a Board member before or within 10 days after the election.

B. MEMBERSHIP ON THE BOARD

1. In accordance with the provisions of Section 11 of the *Act*, the Board of Governors consists of thirty-six members, each of whom shall have voting rights. The membership of the Board is made up as follows:
 - The President and the Chancellor of the University; the Mayors of the Cities of Waterloo and of Kitchener; and the Chair of the Regional Municipality of Waterloo, who are *ex officio* members.
 - Seven members appointed by the Lieutenant Governor in Council.
 - Seven members appointed by the Senate from among the members of faculty of the Senate
 - Five members, two of whom shall be graduate students, appointed by the Senate from among the student members of the Senate.
 - Two members of the full-time staff elected by the full-time staff members.
 - Ten members from the community-at-large, at least three of whom shall be alumni, elected by the Board.
2. The Secretary shall maintain a roll showing the names and addresses of each member which may be used for service of any notice. Each member shall maintain current information with the Secretary.
3. Except for the *ex officio* members, the Secretary shall maintain records of the service of members appointed to the Board and shall notify the appointing authority of the expiration of a member's term of office at least two months in advance of the expiration date.
4. In accordance with Section 11.3 of the *Act*, the seven members of faculty appointed by Senate to the Board are appointed in such rotation and prior to the times their terms expire, by methods approved by Senate from time to time. Members of faculty shall hold office for a period of two years provided they continue to also serve as Senators.

5. In accordance with Section 11.4 of the *Act*, the five student members of Senate, two of whom shall be graduate students, appointed to the Board are appointed in such rotation and prior to the times their terms expire, by methods approved by Senate from time to time. Student members shall hold office for a period of two years.
6. In accordance with Section 11.5 of the *Act*, two members of the full-time staff of the University are elected as members of the Board in such rotation and prior to the times their terms expire, in accordance with procedures determined and established by the Board from time to time. Members of the full-time staff shall hold office for a period of three years.
7. In accordance with Section 12.2 of the *Act*, community-at-large and Lieutenant Governor in Council members shall hold office for a period of three years.
8. Governors shall be eligible for re-election or reappointment for a second consecutive term; and eligible again one year following the completion of two consecutive terms.
9. To accomplish the objectives of Sections 11.2 and 11.6 of the *Act*, the Board shall ensure that one of its standing committees has responsibility for nominations.

C. OFFICERS OF THE BOARD

1. Pursuant to Section 13(1) of the *Act*, the Board shall elect from the community-at-large members, a Chair and a Vice-Chair.
2. The Chair shall preside at all meetings of the Board and shall carry out such other duties as the Board may from time to time prescribe. 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.
3. In case of the absence or illness of the Chair and of the Vice-Chair, the Board pursuant to Section 13(2) of the *Act*, may appoint one of its members to act as Chair *pro tempore* and the member so appointed shall act as and have all the powers of the Chair.
4. The Secretary of the Board shall be appointed by the Board and shall hold office at the pleasure of the Board.
5. Unless otherwise determined by the Board, in the absence of the Secretary, an Associate Secretary designated by the Secretary to so act shall perform the duties of the Secretary of the Board.
6. The Secretary shall attend all meetings of the Board and shall:
 - record minutes of all proceedings;
 - provide copies of such minutes to all Governors as soon as possible;
 - in consultation with the Chair, Vice-Chair and President, prepare the meeting agenda;
 - give, or cause to be given, all notices required to be given to Governors as well as agenda and related documents as may be necessary for a meeting;
 - be responsible for arrangements for meetings; be the custodian of the minutes, papers, records, documents, and other instruments of the Board;
 - be responsible for the dissemination of decisions or instructions by the Board to all parties concerned unless otherwise ordered by the Board; and
 - perform such other duties as may from time to time be prescribed by the Board or required by law.

D. MEETINGS

1. The Board shall hold a minimum of four 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 by the University.
2. Notice in writing of each regular meeting will be sent to Board members at least fourteen days in advance of the meeting date. Agenda material for such meeting will be sent by post or electronically to all members of the Board at least seven days prior to the date of each such meeting.
3. The dates, times and places of all such meetings will be made available to the University community and the community-at-large by the Secretary.
4. The Chair, Vice-Chair or Chair pro tempore may, at their discretion, grant a Board member permission to be absent from a Board meeting, such permission may be granted retroactively.
5. Special meetings of the Board shall be held at the call of the Chair or Vice-Chair of the Board. Normally notice of special meetings shall be given at least seven days in advance of the meeting date. Agenda material for such a meeting will be sent by post or electronically to all members of the Board prior to the commencement of the meeting.
6. Notice of special meetings shall:
 1. state the purpose of the meeting and the nature of the business to be conducted in sufficient detail to permit a Board member to form a reasoned judgment on the business to be conducted; and,
 2. state the text of any special resolution to be submitted at the meeting.
7. Board members may, with requisite permission by the Chair, Vice-Chair, or Chair pro tempore, participate in either regular and special meetings by telephonic or electronic means that permits all participants to communicate with each other during the meeting. A Board member participating in a meeting is deemed to be present at the meeting.
8. All regular and special meetings of the Board shall be open to members of the University community, the community-at-large, and representatives of the news media.
9. Non-Board members in attendance at meetings may participate at the pleasure of the Chair and shall observe rules of decorum.
10. The Board, notwithstanding the provisions of the preceding paragraphs and provided that all meetings shall begin in open session, shall have the right to hold that part of any meeting *in camera* where confidential financial matters of the University 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.
11. Where any matter is a confidential financial matter of the University or an intimate financial or personal matter of any person, 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.
12. 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.
13. The Secretary of the University or designate shall be the non-voting Secretary of the Board.
14. In accordance with Section 15 of the *Act*, the quorum of the Board shall consist of not fewer than 12 Board members, at least six of whom shall be from the 17 community-at-large and Lieutenant Governor in Council members. *Ex officio* members of the Board shall not be counted in the calculation of a quorum.

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

E. COMMITTEES

1. 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. As a minimum, the Board shall establish the following standing committees: Executive, Audit, Governance, Building & Properties, Finance & Investment and Community and Culture.
2. The composition, duties and responsibilities of such Committees shall be as determined from time to time by resolution of the Board.
3. 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.
4. Standing Committees may recommend the establishment of subcommittees as necessary, the composition, duties and responsibilities of which shall be submitted to the Board for approval.
5. The membership of the Board's committees and subcommittees, and the appointment of their Chairs, shall be determined by Resolution of the Board. A list of the Committees and their membership as approved shall be published and distributed to members following the April meeting. Membership on committees and subcommittees of the Board shall expire when the member ceases to be a member of the Board. Continuing membership on committees will be at the pleasure of the Board.
6. The Secretary of the Board may designate another person to act on her/his behalf on such committees or subcommittees.
7. A majority of the membership of each committee or subcommittee shall constitute a quorum at any meeting.
8. Notice of a meeting shall be mailed or otherwise delivered to members by the Secretary of the committee concerned in accordance with established procedures. 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.
9. The agenda for a meeting shall be prepared by the Secretary in consultation with the chair.
10. The general conduct of meetings shall follow the rules and procedures as set forth in *Bourinot's Rules of Order*, latest revised edition.
11. All questions at a meeting shall be decided by a majority of the votes of the members present. Each member of the committee present at a meeting, including the Chair, shall be entitled to one vote and any motion on which there is equality of votes shall be deemed to have been defeated. A resolution approved by electronic mail ballot permitted by the Chair of the committee and passed by a majority of the committee members shall have the same force and effect as if passed at a regularly constituted meeting.
12. The 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.
13. Unless explicitly released to the public by the committee concerned or by the Board as a report or in another form, committee minutes, agenda materials and related documents

which are discussed *in camera* shall remain confidential to committee/Board members who shall be responsible for their safe custody.

F. RESOLUTIONS

1. A resolution in writing signed by all the Board members entitled to vote on that resolution at a Board or Committee meeting is as valid as if it had been passed at a Board or Committee meeting.
2. The Secretary shall keep a copy of every resolution with the minutes of the Board or Committee meeting at which the resolution was made or, for resolutions not made at a meeting, kept with the minutes of the next meeting.

G. PRESIDENT - CHIEF EXECUTIVE OFFICER

1. The President, shall be the Chief Executive Officer of the University, and shall have the authority and responsibility for administering the affairs of the University as provided for under Section 29(3) of the *Act* and shall also act in accordance with policies laid down by the Board.
2. The President is empowered under Section 29(4) to delegate his authority, during the period of any temporary absence, to any other officer of the University, provided that, in the absence of such delegation of authority, the senior Vice-President as designated from time to time by the Board shall have the authority to act in the place and stead of the President. In the absence of such designation, the Vice-President, Academic & Provost shall be deemed to be the senior Vice-President.
3. The Board may, in the absence of the President, and shall, in the event of a vacancy in the office of President, appoint an acting President upon such terms and conditions as the Board may prescribe.

H. DELEGATION OF AUTHORITY

1. The Executive Committee is authorized to approve appointments, excluding the appointment of the President or of Board members, on the recommendation of the President, in circumstances where the selection process has been completed but a regular meeting of the Board is not scheduled to be held within a reasonable time.
2. The Board may delegate authority
 - to standing committees and other committees created by the Board. Authority delegated to a committee shall not be further delegated to a subcommittee except as authorized by the Board
 - to the President and other persons by resolution. Further delegation of authority by persons named in such resolutions to other persons, shall be as defined and described in administrative procedures approved by the President
3. The banking affairs of the University shall be transacted on behalf of the Board by such persons as the Board may designate by resolution and to the extent therein provided.
4. The Board may from time to time:
 - borrow money upon the credit of the University
 - issue, sell or pledge securities, including bonds, debentures, debenture stock or other liabilities of the University, for such sums and on such terms as the Board of Governors may deem expedient

- assign, transfer, convey, charge, mortgage, pledge or give security in any manner upon all or any of the real or personal property of the University, including rights, powers, choses in action, book debts, franchises and undertakings, or other assets, present or future, to secure any such securities or other securities of the University or any money borrowed or to be borrowed or any obligations or liabilities as aforesaid or otherwise of the University, now or hereafter made or incurred directly or indirectly
- 5. All of the foregoing powers may from time to time be delegated by the Board to any one or more members of the Board or officers of the University.
- 6. The Board may delegate by resolution authority to manage the investments owned or held in the name of the University and to purchase, transfer, exchange, sell or otherwise dispose of securities in accordance with policies approved by the Board.

I. INDEMNIFICATION - BOARD OF GOVERNORS - OFFICERS - EMPLOYEES

1. Every Governor and former Governor and every officer and former officer of the University and each employee of the University and his/her or their heirs, executors and administrators and other legal personal representatives shall, from time to time and at all times, be indemnified and saved harmless out of the funds or other assets of the University, from and against:
 - All costs, charges and expenses whatsoever which such Governor, officer or employee sustains or incurs in or about any action, suit or proceeding, whether such proceeding is in respect to any civil, criminal or administrative action which is brought, commenced or prosecuted against him/her, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him/her, in or about the execution of the duties of his/her office or employment provided;
 - He or she acted honestly and in good faith with a view to the best interests of the University; and,
 - In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.
 - All other costs, charges and expenses that they sustain or incur in or about or in relation to the affairs thereof; except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

J. CONFLICT OF INTEREST FOR GOVERNORS

1. A Governor shall be considered to have an actual, perceived or potential conflict of interest, when the opportunity exists for the Governor to use confidential information gained as a Board member for the personal profit or advantage of any person, or use the authority, knowledge or influence of the Board, or a committee thereof, to further her/his personal, familial or corporate interests or the interests of an employee of the University with whom the Governor has a marital, familial or sexual relationship.
2. Every newly elected / appointed Governor and re-elected / re-appointed Governor of the Board must complete and submit a Conflict of Interest Declaration to the Secretary of the Board congruent with his / her appointment / re-appointment / election / re-election to the Board and annually each May thereafter.

Every Governor is further required to submit a supplemental Conflict of Interest Declaration to the Secretary of the Board at such further time throughout the year that an actual, perceived, or potential conflict of interest may arise.

3. Governors who have an actual, perceived or potential conflict of interest, with respect to any matter under consideration by the Board or a committee thereof:
 - shall declare the nature and extent of the interest immediately and refrain from taking part in any discussion or vote in relation to the matter, and
 - withdraw from the meeting when the matter is being discussed.

The nature and extent of the Governor's interest will be recorded in the minutes of the meeting of the Board.

4. Where the Board or a committee of the Board is of the opinion that a conflict of interest exists that has not been declared, the Board or committee may declare by a resolution carried by two-thirds of its members present at the meeting, that a conflict of interest exists and a Governor thus found to be in conflict shall:
 - refrain from taking part in any discussion or vote in relation to the matter and withdraw from the meeting when the matter is being discussed.

The nature and extent of the Governor's interest will be recorded in the minutes of the meeting of the Board.

5. No Governor may serve on the Audit Committee while that Governor or a company with whom the Governor has a business or employee relationship is receiving consulting, advisory or other fees from UW.
6. It is desirable and appropriate for faculty and staff Governors to participate fully in Board discussions and vote on the issue under consideration unless their personal interest in the issue differs substantively from the general interest of their faculty and staff colleagues, in which event they shall declare a conflict of interest and the provisions of this section shall apply. In particular, such members may take part in discussions and vote upon matters related to global remuneration or benefits, terms of employment, and rights or privileges of UW employees established in a collective fashion for an employee group.

K. FISCAL YEAR

1. The fiscal year of the Board shall be a twelve-month period commencing on the first day of May and ending on the thirtieth day of April in the next succeeding year.

L. USE OF UNIVERSITY NAME AND ARMS

1. No persons shall assume or use the name or the coat-of-arms of the University of Waterloo, or any design in imitation of the same without the authority of the Board.

M. CORPORATE SEALS

1. The Corporate Seal of the Board of Governors, University of Waterloo, shall be in the form impressed hereon.
2. The Corporate Seal of the University of Waterloo shall be in the form impressed hereon, and representation of the seal may be used on materials created in the course of

university business by faculty or by staff in a manner as may be determined from time to time by university administration.

3. The Corporate Seals shall be in the custody of the Secretary of the Board.

N. AMENDMENT

1. Notice of any motion to enact, amend or repeal any By-Law of the Board shall be given by mail, facsimile, or electronic mail at the meeting of the Board preceding the meeting at which the motion is to be presented.
2. A motion to enact, amend or repeal any By-Law of the Board shall not carry unless it receives the affirmative vote of at least 19 members of the Board.

O. EFFECT OF REPEAL OF EXISTING BYLAWS

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

Approved by the Board of Governors, 13 December 1972.

Amended by the Board of Governors, 4 October 1977.

Amended by the Board of Governors, 6 October 1981.

Amended by the Board of Governors, 3 October 1989.

Amended by the Board of Governors, 6 June 2006.

Amended by the Board of Governors, 6 April 2010.

Amended by the Board of Governors, 7 February 2017.

Amended by the Board of Governors, 29 October 2024.

Appendix 3

Board Mandate

1. Introduction

This Mandate outlines the general role and responsibilities of the Board of Governors. This document supplements the requirements set out in legislation and the University's Bylaws. In the event of a conflict between this Mandate and the requirements of the *University of Waterloo Act* or the University's Bylaws, the Act and the Bylaws prevail. It is intended to provide practical guidance for the Board to support individual contributions and the collective pursuit of good governance.

2. Role

The Board is responsible for *"the government of the University and the control of its property and revenues, the conduct of its business and affairs, save with respect to such matters as are assigned by this Act to the Senate."*¹ The Board's role is one of stewardship, within a bicameral governance structure, for the purpose of ensuring the University fulfills its objects which are *"the pursuit of learning through scholarship, teaching and research within a spirit of free enquiry and expression"*. The Board is responsible for governing and overseeing the activities and affairs of the University. The Board carries out its mandate directly and through its Committees. The Board delegates responsibility for day-to-day leadership and operations to the President and oversees the President in carrying out these responsibilities. This mandate describes the role and responsibilities of the Board.

3. Responsibilities

The Board is responsible for activities in key stewardship areas as set out below. Certain activities and responsibilities may be delegated to Committees.

The Board:

3.1 Governance and Board Stewardship

- Promotes a culture of accountability and good governance
- Ensures effective operations of the Board and Committees
- Enacts, reviews, and approves changes to Bylaws and regulations for the conduct of its affairs
- Contributes to the development of and approves Board governance policies
- Establishes standing or *ad hoc* Committees to support the Board's work and determines Committee composition, duties, and responsibilities
- Delegates authority to act for the Board to Committees
- Ensures processes are in place to plan for Governor succession
- Recruits skilled and qualified Governors through a thoughtful and forward-looking process
- Elects Board Chair, Vice Chair, and Community-at-large members⁶ upon recommendation by the Governance & Leadership Committee
- Appoints Committee Chairs and Committee members upon recommendation by the Governance & Leadership Committee
- Ensures processes are in place for regular Board, Chair, Committee, and Governor evaluations
- Ensures orientation and continuing development opportunities are provided for Governors

3.2 Leadership and Human Capital

- Appoints, promotes, and if necessary, removes the President and approves their employment terms and compensation
- Ensures the President's performance goals and objectives are set annually, and ensures a President performance evaluation process takes place
- Ensures there are appropriate plans for emergency and long-term President succession
- Ensures there are appropriate human resources systems in place, including for officer recruitment, succession planning, compensation, and performance management

3.3 Strategic Direction and Plans

- Reviews and approves the University's vision, mission, and values
- Ensures a robust strategic planning process is in place and regularly reviewed
- Participates in the development of and approves the strategic plan and ensures that sustainability is integrated into the strategy
- Ensures the University acts in a way that is consistent with its vision, mission, values, and strategy
- Reviews and approves annual operating and capital plans and budgets
- Regularly monitors progress towards strategic and operating plans, including key performance indicators

3.4 Risk Management

- Understands the University's key risks and identifies emerging risks
- Ensures there is a process in place to identify, monitor, and mitigate/manage risk
- Ensures there are appropriate systems and procedures in place to mitigate and manage material risks
- Reviews reports on key risks and the systems and plans to mitigate and manage risks
- Ensures there are appropriate processes in place to address and comply with applicable statutory, regulatory, and other compliance matters

3.5 Finance, Controls, and Capital Management

- Approves the University's audited financial statements and annual operating budget
- Approves an overall framework for delegations of spending, signing, and borrowing authorities
- Approves the borrowing of money for the purpose of the University
- Ensures the integrity of internal controls and management information systems
- Ensures appropriate controls and policies are in place with respect to financial, human, and physical resources
- Reviews operating performance relative to budgets and objectives
- Approves the appointment of internal and external auditors
- Establishes and collects fees and charges for academic tuition and services of any kind offered by the University
- Monitors the effectiveness of the University's internal controls and management information systems
- Plans and implements the physical and operational development of the University
- Approves acquisition and disposal of property, development of University lands, and major capital projects
- Oversees the development, maintenance, and stewardship of the University's digital assets
- Supports and oversees the University's advancement efforts

3.6 Other

- Ensures the University has appropriate systems in place to support, monitor, and continuously improve the student experience and research enterprise

- Guides and monitors the University's approach to diversity, equity, inclusion, anti-racism, and Indigenization
- Grants and terminates faculty tenure
- Regulates conduct of all members of the University community, including students, faculty, and staff, including adoption of policies and monitoring of compliance
- Enters into agreements for the federation or affiliation of the University with any university or college of higher learning

4. Reliance on Management and Advisors

In carrying out its responsibilities, the Board:

- Relies on Administration to provide it with accurate and complete information
- Having regard to the University's internal resources and budget, is entitled to retain and rely on external professional services firms, consultants, advisors, and other experts as needed to fulfill its mandate

5. Accountability

The University, through the Board, is accountable to students, faculty, staff, alumni, government, donors, and the community.

Appendix 4

Board Renewal and Succession Policy

1. Introduction

This Policy outlines the general role and responsibilities of the Board of Governors with respect to Board renewal and succession. It confirms the Board's responsibility for Board renewal and sets out the roles and responsibilities of various parties.

Key steps in the succession planning and recruitment process are outlined in the Board Renewal and Succession Forward Calendar.

2. Overview

Effective boards are created by bringing together a diverse group of committed individuals with knowledge, interest, skills, and experience relevant to the needs of the board. The value derived from the combination of succession planning with equity, diversity, and inclusion cannot be overstated.

The University's Bylaws require that one of the standing committees of the Board of Governors has responsibility for nominations and that responsibility is assigned and reflected in the mandate of the Governance & Leadership Committee. While the Board does not select every individual, it is responsible for ensuring that collectively, the Board has the right mix of skills, experience, and diversity to meet the current and future needs of the Board.

The Board of Governors consists of thirty-six members¹, each of whom has voting rights, made up as follows:

- The President of the University, the Chancellor of the University, the Mayor of the City of Waterloo, the Mayor of the City of Kitchener, and the Warden of Waterloo County, who shall be ex-officio members.
- Seven members to be appointed by the Lieutenant Governor in Council.
- Seven members to be appointed by the Senate from among the members of the faculty of the Senate.
- Five members, two of whom shall be graduate students, to be appointed by the Senate from among the student members of the Senate.
- Two members of the full-time staff to be elected by the full-time Staff members of the University in such manner and in accordance with such procedures as shall be determined and established by the Board of Governors.
- Ten members from the community-at-large (CAL), at least three of whom shall be alumni, to be elected by the Board of Governors in such manner and in accordance with such procedures as shall be determined and established by the said Board of Governors, provided that such members shall represent a broad spectrum of the community, and provided further that such members shall not be members of faculty, or members of the staff or student body of the University or of any federated or affiliated college, or members of the faculty, staff, student body or governing body of any other Ontario University.

The Board is responsible for ensuring effective processes are in place to plan for Governor succession, and for recruiting skilled and qualified Governors through a thoughtful and forward-looking process. While much of the execution of these processes is led by the Governance & Leadership Committee, the Board elects Community-at-large members (CAL) upon recommendation by the Governance & Leadership Committee.

3. Responsibilities

The Board is responsible for proactively planning for Board succession and renewal. Certain activities and responsibilities may be delegated to the Governance & Leadership Committee and Board Chair.

3.1 Board

- Ensures processes are in place to plan for Governor succession
- Welcomes and includes members duly elected by the Senate, as well as by full-time staff members
- Welcomes and includes *ex officio* members
- Recruits skilled and qualified Governors through a thoughtful and forward-looking process
- Elects CAL members upon recommendation by the Governance & Leadership Committee
- Appoints Board leadership roles and Committee Chairs and membership

3.2 Governance & Leadership Committee:

- Leads the Governor succession planning and recruitment process
- Leads the Committee Chair and Committee member appointment process
- Ensures that a listing of the membership of the Board and its Committees is made publicly available
- Reviews and updates the Board's Skills, Experience, and Diversity Matrix to ensure it reflects the
- University's current context and future needs
- Creates a roadmap to guide the recruitment process
- Reflects and incorporates feedback gathered during the recruitment planning process

3.3 Board Chair

- As Chair of the Governance & Leadership Committee, leads the Committee through the Governor succession planning and recruitment process
- Ensures that the University's recruitment priorities are communicated to Government on behalf
- of the Board with respect to Lieutenant Governor in Council appointments

3.4 Governors

- Provides input on the recruitment process and candidate profile
- Supports outreach by sharing information with personal and business networks, including targeted outreach to individuals who fit the profile for CAL appointments

3.5 President

- Supports the Governance & Leadership Committee in the Governor recruitment process
- Provides feedback on development of the Skills, Experience, and Diversity Matrix, including key criteria sought in new Governors

3.6 University Secretary

- Supports fair election processes to be conducted by the Senate and the full-time staff

that result in appointments to the Board

- Liaises with and supports the appointment of *ex officio* board members
- Assists the Governance & Leadership Committee with recruitment and appointment processes
- Maintains and publishes (as appropriate) master records related to attendance, Governor terms, and upcoming vacancies

Appendix 5

Committee Chair Role Description

1. Introduction

This Position Description outlines general duties and expectations of the Committee Chair role. This document supplements the requirements set out in legislation and the University's Bylaws. In the event of a conflict between this Mandate and the requirements of the *University of Waterloo Act* or the University's Bylaws, the Act and the Bylaws prevail. It is intended to provide practical guidance for the role to support individual contributions and the collective pursuit of good governance.

2. Role

This position description applies to Chairs of all Board Committees and sets out expectations for how Committee Chairs broadly fulfill their duties and responsibilities. Committee Chair roles will vary between Committees, with specific Committee responsibilities and activities set out in Committee Terms of Reference.

Broadly, the Committee Chair manages the effective performance of the Committee and is responsible for ensuring the Committee fulfills its mandate. The Committee Chair works collaboratively with the Board Chair and other Committee Chairs, through the Governance & Leadership Committee, to align Board and Committee work.

The role of Committees is to take on more in-depth work on behalf of the Board, in collaboration with relevant members of the University administration, and to make recommendations to the Board¹ in areas related to their mandate and responsibilities, as set out in Committee Terms of Reference.

3. Responsibilities

The Committee Chair:

3.1 Committee Leadership

- Provides overall leadership to the Committee and supports the Committee in fulfilling its mandate and responsibilities
- Ensures that Committee responsibilities are effectively carried out
- Ensures Committee members receive proper orientation and training to support their work
- Fosters a constructive Committee culture and seeks to ensure that each Committee member is engaged in the Committee's work
- Establishes relationships with individual Committee members
- Meets annually with Committee members to seek and share feedback

3.2 Committee Meetings and Related Committee Operations

- Reviews Committee meeting agendas and seeks to ensure information packages provide sufficient background and strategic information
- Chairs Committee meetings, facilitates the discussion of matters that come before the Committee, and encourages full participation by all Committee members
- Conducts Committee meetings in an efficient, effective, and focused manner and ensures adequate time to consider complex issues
- Establishes a safe and inclusive environment that seeks and embraces diverse perspectives
- Seeks to ensure that the Committee considers all sides of an issue and works constructively to support diversity of opinion and independent thinking

- Ensures that risks to the institution are identified and considered, and mitigated to the extent possible
- Liaises with the Board Chair and University Secretary as necessary with respect to Committee recommendations to the Board
- Prepares focused Committee reports to updates the Board on the Committee's most important work
- Reports on the Committee's activities to the full Board

3.3 Committee / Board Coordination

- Oversees the Committee's mandate, and works with the Board Chair and Governance & Leadership Committee to promote alignment of the Committee's work with the Board's focus and the strategic direction, priorities, and core objectives of the University
- Works with the Chair and Governance & Leadership Committee to ensure coordination and alignment of work between the Committee, the Board, and other Committees, in line with the Board's annual work plan

3.4 Other

- Performs additional responsibilities related to their specific Committee, as set out in Committee Terms of Reference or related governance policies

4. Appointment and Term

Committee members and their Chairs are appointed for the length of their term as a Governor, serving at the pleasure of the Board. The Governance & Leadership Committee reviews and recommends Chairs and membership on committees (and subcommittees) of the Board on an annual basis. For the sake of clarity, a Committee Chair may not serve in that capacity beyond their term as Governor.

5. Attributes

Committee Chair qualities include:

- Committed to the vision of the University
- Strong skills and experience in one or several areas related to the Committee's mandate
- Skilled relationship builder and people leader, with experience motivating and encouraging high performance
- Highly effective communicator and skilled facilitator
- Strategic mindset
- Tact, diplomacy, and impartiality
- Ability to influence and build consensus
- A person of demonstrated integrity
- Able to build trusted and collaborative relationships
- Recognized as an effective Governor and understands contemporary governance standards and expectations
- Time and energy to undertake a Committee

Appendix 6

Governor Role Description

1. Introduction

This Position Description outlines general duties and expectations of the Governor role. This document supplements the requirements set out in legislation and the University's Bylaws. In the event of a conflict between this Position Description and the requirements of the *University of Waterloo Act* or the University's Bylaws, the Act and the Bylaws prevail. It is intended to provide practical guidance for the role to support individual contributions and the collective pursuit of good governance.

2. Role

Governors oversee the affairs of the University as described in the Board Mandate. In carrying out their responsibilities, Governors are expected to be actively engaged in the Board's work. This position description applies to all Governors (elected, appointed, *ex officio*) and sets out expectations for how Governors fulfill their duties and responsibilities.

3. Fundamental Duties

Governors' fundamental duties include:

- Fiduciary duty: To act honestly and in good faith with a view to the best interests of the University as a whole (and not to any special constituency or group)
- Duty of care: To exercise the care, diligence, and skill of a reasonably prudent person in comparable circumstances

4. Expectations

In keeping with these fundamental duties, Governors are expected to:

4.1 General

- Be knowledgeable about the mission, vision, and strategic direction of the University
- Maintain confidentiality requirements and declare conflicts of interest (real and perceived)
- Develop an understanding of the roles, responsibilities, and legal duties of a Governor, and the governance structure of the University
- Apply their skills and knowledge to make decisions in the best interests of the University as a whole
- Support Board decisions and speak with one voice once a decision has been made
- Act as an ambassador of the University

4.2 Board Activity and Interaction

- Actively participate in Board-related matters and contribute to discussions
- Be available and dedicate time to the role, including to attend and be prepared for meetings and be informed on relevant issues through pre-reading information packages and otherwise
- Seek permission from the Board in advance for attending less than 50% of Board meetings in any given year by notifying the University Secretary and Board Chair with an explanation for the absences, in order to remain on the Board¹
- Participate in Committees where appointed and become knowledgeable about the purpose and responsibilities of that Committee
- Be a positive and constructive force within the Board
- Exercise good judgment and act with integrity
- Contribute experience, expertise, and wisdom on issues

- Actively build relationships and contribute to building an inclusive Board culture
- Interact with fellow Governors and the Administration in a respectful, collaborative, and constructive manner, and demonstrate an openness to others' opinions and perspectives
- Speak and act independently, and respectfully challenge views
- Be available as a resource to the Chair, the President, and Administration, and communicate, as necessary and appropriate, with the Chair
- Once Board decisions are made, support decisions in a positive manner
- Understand and comply with Board and applicable institutional policies
- Represent the University as opportunities present, remembering that only the Chair can speak on behalf of the Board

4.3 Knowledge and Training

- Become knowledgeable about the University's context, the internal and external environments in which the University operates, and broad issues of the sector
- Commit the time and effort to prepare for and attend meeting and functions (it is expected that Governors strive to attend most or all meetings)
- Devote time and participate in Board and Governor orientation, development, education programs and workshops, and Board evaluation processes

5. Terms

Governors serve the following terms:

- Members of faculty: two years
- Student members: two years
- Members of full-time staff: three years
- Community-at-large members: three years
- Lieutenant Governor in Council members: three years

Governors are eligible for re-election or reappointment for a second consecutive term; and eligible again one year following the completion of two consecutive terms.

Appendix 7

Board Chair Role Description

1. Introduction

This Position Description outlines general duties and expectations of the Board Chair role. This document supplements the requirements set out in legislation and the University's Bylaws. In the event of a conflict between this Mandate and the requirements of the *University of Waterloo Act* or the University's Bylaws, the Act and the Bylaws prevail. It is intended to provide practical guidance for the role to support individual contributions and the collective pursuit of good governance.

2. Role

The Chair provides leadership to the Board of Governors, guiding the Board to fulfil stewardship responsibilities and supporting a culture of active and constructive Board engagement. They serve as the primary spokesperson for the Board, and as a direct liaison between the Board and the President.

3. Responsibilities

In addition to the duties and responsibilities of an individual Governor, the Board Chair:

3.1 Board Leadership

- Provides overall leadership to the Board and supports the Board in fulfilling governance responsibilities
- Fosters a constructive Board culture and seeks to ensure that each Governor is engaged in the Board's work
- Establishes relationships with Governors, including individual meetings with Governors to obtain input on their experience with the Board, and to provide feedback on their contributions

3.2 Working Relationship with the President and Administration

- Fosters and supports a constructive partnership and working relationship between the Board, the President, and Administration
- Acts as the primary liaison between the Board and President, and is available to the President and Administration as needed for regular meetings
- Acts as a resource and sounding board for the President, offering open, objective counsel
- Ensures the President is aware of the Board's expectations and concerns
- Ensures the President's annual objectives are established, and a mid-year and annual evaluation of the President is performed
- In partnership with the Vice Chair, co-leads the President evaluation process

3.3 Board Meetings and Related Board Operations

- Takes a leadership role in developing the Board agenda, reviews Board meeting agendas, and seeks to ensure information packages provide sufficient background and strategic information
- Chairs Board meetings, facilitates the discussion of matters that come before the Board, and encourages full participation by all Governors
- Ensures the Board fulfills its governance responsibilities as set out in the University of Waterloo Act and Board Bylaws
- Ensures that decision-making processes are as open and transparent as possible
- Establishes a safe and inclusive environment that seeks and embraces diverse perspectives

- Seeks to ensure that the Board considers all sides of an issue and works constructively to support diversity of opinion and independent thinking
- Ensures that risks to the institution are identified and considered, and mitigated to the extent possible
- Supports the Board in bringing a strategic perspective and maintaining an appropriate boundary between governance and University administrative responsibilities
- Works with the President and University Secretary to ensure that significant matters have proper and timely Board consideration and that the Board receives updates from the President on key matters both at and between meetings, as appropriate
- Communicates discussions and information from in camera sessions to the President and/or University Secretary, as applicable

3.4 Committees

- Chairs the Governance Committee, the Board Executive Committee, and is a member of the Signing Committee; is an ex officio member of all other Committees
- Works with the President and University Secretary to ensure coordination and alignment of work across the Board and Committees, and with the Board's annual work plan

3.5 Board Stewardship

- Ensures, in coordination with the Governance Committee, that there are robust succession planning processes to recruit, select, and onboard new Governors
- As chair of the Governance Committee, ensures the development of a robust pool of candidates for Board Chair, Vice Chair, Committee Chairs, and Governors (Community-at-large members and Lieutenant Governor in Council members)
- Leads the Governance Committee in recommending the Board Chair, Vice Chair, Committee Chairs, and Governors (Community-at-large members and Lieutenant Governor in Council members) for appointment or election
- Ensures new Governors receive a formal orientation and that there are ongoing education sessions for Governors that are targeted to emerging University and governance issues
- Oversees the Board's governance processes to ensure they are completed to a high standard
- Oversees Board, Committee, and Governor evaluation processes and provides constructive feedback to Committee Chairs and Governors
- Ensures the Board's structure and processes are regularly reviewed, evaluated, and updated
- Ensures governance reviews are undertaken periodically and that recommendations are actioned

3.6 Communication and Relations

- Is the primary spokesperson for the Board and represents the Board at University and University community functions and activities

3.7 Other

- Serves as chair of President search committees and Presidential review committees
- Leads the evaluation of the Secretary with the President to ensure that governance processes are carried out legally and that they support independent, informed decision-making
- Performs other duties as determined from time to time and as may be provided for in other Board governance and other University policies
- With the University Secretary, participates in the evaluation of the Ombudsperson to ensure the mandate of the office is carried out and that the Ombudsperson supports students effectively

4. Appointment and Term

Chair is selected from among the community-at-large members of the Board of Governors to serve a three-year term. A Chair may be re-elected to one additional term. For the sake of clarity, neither election as Chair nor re-election as Chair may extend the maximum term of a Governor.

5. Chair Succession

The Board plans for Chair renewal by ensuring that there are a pool of candidates serving on the Board who are eligible and capable of assuming the Board Chair position. The transition occurs by following fair, orderly and balanced selection and transition process as outlined in section 5.1.

5.1 Chair Selection Process

Where there is a current or anticipated vacancy in the Board Chair position, the Secretariat will issue a Call for Expressions of Interest from among eligible members of the Board, consistent with section 13.3 of the University of Waterloo Act. On conclusion of the Call, an ad hoc Nominating Committee shall be created, comprised of the Chair of the Governance & Leadership Committee, the President and a member of the Governance & Leadership Committee appointed by the Chair. The University Secretary shall be a non-voting member. Normally, the Ad-hoc Nominating Committee will be created no earlier than 18 months in advance of the anticipated vacancy, and no later than one year in advance of the anticipated vacancy.

No member of the Nominating Committee shall be considered as a candidate for the position of Chair of the Board.

The Nominating Committee shall consider candidates, whose background aligns with the expectations and attributes outlined in this document, and evaluate their suitability for the position. The Nominating Committee may consult informally with University stakeholders.

The Nominating Committee shall bring forward one or more names to the Governance & Leadership Committee for consideration.

The Governance & Leadership Committee shall present one name for recommendation to the Board of Governors.

6. Attributes

Board Chair leadership qualities include:

- Committed to the vision of the University
- Understanding of the importance of equity and diversity and the role the Board plays in reflecting the diversity of the institution and Canada
- Skilled relationship builder and people leader, with experience motivating and encouraging high performance
- Highly effective communicator and skilled facilitator
- Strategic mindset
- Tact, diplomacy, and impartiality
- Ability to influence and build consensus
- A person of demonstrated integrity
- Able to build trusted and collaborative relationships across the Board
- Ability to establish a trusted advisor relationship with the President and others
- An outstanding record of achievement in one or several areas of skills and experience used to select Governors
- Recognized as an effective Governor and understands contemporary governance standards and expectations
- Time and energy to undertake a Board leadership role

Appendix 8

Board Vice-Chair Role Description

1. Introduction

This Position Description outlines general duties and expectations of the Vice Chair role. This document supplements the requirements set out in legislation and the University's Bylaws. In the event of a conflict between this Mandate and the requirements of the *University of Waterloo Act* or the University's Bylaws, the Act and the Bylaws prevail. It is intended to provide practical guidance for the role to support individual contributions and the collective pursuit of good governance.

2. Role

The Vice Chair acts as a support and resource to the Chair and the Board, including to fulfill the Chair's role in their absence and to act as a sounding board for the Chair.

3. Responsibilities

The Vice Chair:

- Assists the Chair, as appropriate, in fulfilling responsibilities for Board stewardship and meetings, whether in the broadest sense or as may be specifically assigned
- Is available to and acts as a sounding board for the Chair
- Acts as an additional key point of contact with the President in the Chair's absence or incapacity
- Presides at all meetings of the Board in the Chair's absence and undertakes the responsibilities of the Chair when the Chair is absent or unable to serve as Chair¹
- In partnership with the Chair, co-leads the President evaluation process
- Undertakes special projects, initiatives, or functions which may be requested by the Chair or Board, from time to time

4. Appointment and Term

The Vice Chair is selected from among the community-at-large members of the Board of Governors to serve a three-year term. A Vice Chair may be re-elected to one additional term. For the sake of clarity, neither election as Vice Chair nor re-election as Vice Chair may extend the maximum term of a Governor.

UNIVERSITY OF
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Board of Governors

