

## Proposed Amendments to Senate Bylaw 1

A bylaw relating generally to the business and affairs of Senate of the University of Waterloo, and its Committees and Councils.

---

BE IT ENACTED as a bylaw of Senate of the University of Waterloo, as follows:

### 1. Interpretation

1.01	In all the bylaws of Senate,	
	a.	"year" means the twelve-month period dating from September 1 of one year to August 31 of the succeeding calendar year.
	b.	"Senate" means Senate of the University of Waterloo.
	c.	"Executive Committee" means the Executive Committee of Senate as established in the Senate bylaws.
1.02	Throughout all the bylaws of Senate of the University of Waterloo:	
	a.	Where the title "president" appears, an acting president or president pro tem, so designated by the Board of Governors, shall serve in the place of the president, with the latter's full rights and responsibilities.
	b.	Where the title "vice-president, academic & provost" appears, an acting vice-president, academic & provost or vice-president, academic & provost pro tem, so designated by the president and/or the Board of Governors, shall serve in the place of the vice-president, academic & provost, with the latter's full rights and responsibilities.
	c.	Where the title "vice-president, administration & finance" appears, an acting vice-president, administration & finance or vice-president, administration & finance pro tem, so designated by the president, shall serve in the place of the vice-president, administration & finance, with the latter's full rights and responsibilities.

d.	<del>Where the title "vice-president, advancement and external relations" appears, an acting vice-president, advancement or vice-president, advancement pro tem, so designated by the president, shall serve in the place of the vice-president, advancement, with the latter's full rights and responsibilities.</del>
e.	<del>Where the title "vice-president, university relations" appears, an acting vice-president, university relations or vice-president, university relations pro tem, so designated by the president, shall serve in the place of the vice-president, university relations, with the latter's full rights and responsibilities.</del>
f.	Where the title "vice-president, research and international" appears, an acting vice-president, research and international or vice-president, research and international pro tem, so designated by the president and/or the Board of Governors, shall serve in the place of the vice-president, research and international, with the latter's full rights and responsibilities.
g.	Where the title "associate vice-president, academic" appears, an acting associate vice-president, academic or associate vice-president, academic pro tem, so named to serve by the president, shall serve in the place of the associate vice-president, academic, with the latter's full rights and responsibilities.
h.	Where the title "associate vice-president, graduate studies and postdoctoral affairs" appears, an acting associate vice-president, graduate studies and postdoctoral affairs or associate vice-president, graduate studies and postdoctoral affairs pro tem, so named to serve by the president, shall serve in the place of the associate vice-president, graduate studies and postdoctoral affairs, with the latter's full rights and responsibilities.
i.	<del>Where the title "deputy provost, integrated planning and budgeting" appears, an acting deputy provost, integrated planning and budgeting or deputy provost, integrated planning and budgeting pro tem, so designated by the president, shall serve in the place of the deputy provost, integrated planning and budgeting, with the latter's full rights and responsibilities.</del>
j.	Where the titles "dean of each faculty" appear, an acting dean, or dean pro tem, so named to serve by the vice-president, academic & provost, shall serve in the place of the dean, with the latter's full rights and responsibilities.

## 2. Schedule of meetings

2.01	The schedule of meetings for Senate and its committees and councils shall be approved by the chair of Senate and published by the Secretariat prior to the new year.
------	--

## 3. Meetings of Senate

3.01	<p>General meetings</p> <p>Senate shall normally hold eight (8) general meetings during each year. Notice of each meeting shall be communicated to the university community in such places and ways as may be designated from time to time by Senate.</p>
3.02	<p>Place of meetings</p> <p>Meetings of Senate may be held:</p> <ul style="list-style-type: none"><li>a. in-person upon the campus of the university, or;</li><li>b. via telephone, electronic or other communications facilities that permit all participants to communicate with each other during the meeting, or</li><li>c. in-person upon the campus of the university with simultaneous participation via telephone, electronic or other communications facilities that permit all participants to communicate with each other during the meeting.</li></ul> <p>The specific space of any given meeting shall be at the sole approval of the chair of Senate and shall be communicated with the notice of agenda as in section 3.03 of this bylaw.</p>
3.03	<p>Notice of an agenda and background material for general meetings</p> <p>Notice in writing of each general meeting and the agenda and available background material for any such meeting, shall be available to all members of Senate at least seven (7) days prior to the date of each such meeting.</p>

3.04	<p>Special meetings</p> <p>a. Special meetings of Senate shall be called by one of the following:</p> <ul style="list-style-type: none"> <li>i. The chair of Senate, in the case of extraordinary circumstances (including, without limitation, time-sensitive appointments requiring approval by Senate and the Board of Governors) or emergency situations, as determined by the chair in the chair's sole discretion;</li> <li>ii. The chair of Senate, upon the receipt of a request of the Executive Committee for such meeting; or</li> <li>iii. The secretary of Senate, upon receipt <del>by the secretary</del> of a written request for such meeting signed by at least twenty (20) members of Senate, <b>subject to 3.04.1 below.</b></li> </ul> <p><del>b. Special meetings shall be called promptly.</del> b. In considering and administering requests for special meetings, the Executive Committee, the secretary and the chair shall act expeditiously, having regard to the nature and urgency of the matter under consideration.</p> <p>c. Notice in writing of each special meeting, together with the agenda and available background material shall <b>normally</b> be available to each member of Senate at least seven (7) days prior to the date of the meeting, provided that the chair of Senate shall have the power and authority to abridge such seven-day period when, in the chair's absolute discretion, the urgency of any item of business to be dealt with at such meeting so requires.</p> <p>d. Notice in writing of each special meeting shall be communicated to the university community in such places and ways as may be designated from time to time by Senate.</p>
3.04.1	<p>a. A request for a special meeting pursuant to 3.04(iii) shall</p> <ul style="list-style-type: none"> <li>i. include a brief description of the proposed item, along with the text of the proposed motion,</li> <li>ii. be submitted to the secretary during normal business hours not less than twenty-four (24) hours before the start of a scheduled Senate Executive Committee meeting,</li> </ul> <p>b. Upon receipt of a request for a special meeting pursuant to 3.04(iii), the Secretary shall forward the request to the Executive Committee, which shall promptly decide to:</p> <ul style="list-style-type: none"> <li>i. call the meeting,</li> <li>ii. refer the matter to a committee or other body of Senate, or</li> <li>iii. not call the meeting, on the grounds that item is outside the jurisdiction of Senate or is otherwise not appropriate for inclusion on the agenda.</li> </ul>

	<p>c. If the Executive Committee decides not to call a meeting requested under 3.04(iii), or to refer the matter,</p> <p>i. the secretary shall promptly notify all members of Senate with written notice of the decision and a brief explanation, along with the original written request for the meeting</p> <p>ii. any member may initiate an appeal of the decision by requesting that the secretary submit the question to Senate, whereupon the secretary shall promptly organize a vote, and</p> <p>iii. if a majority of members vote in favour of holding the special meeting, the chair or secretary shall promptly call the special meeting, with notice provided pursuant to 3.04(b) and 3.04(c) above.</p>
3.05	<p>Participation and voting in online meetings</p> <p>Where a meeting is conducted in whole or in part by electronic means, the chair shall ensure that:</p> <p>a. all participants are able to hear and be heard by one another;</p> <p>b. procedures are in place for recognition of speakers;</p> <p>c. votes can be taken and recorded in a manner that ensures accuracy and integrity.</p> <p>Members participating electronically shall be deemed present for purposes of quorum and voting.</p>

#### 4. Committees and councils - agenda and background material to be available

4.01	Notice in writing of each general meeting of any committee or council shall be available at least seven (7) days prior to the date of each such meeting.
4.02	The agenda and available background material for any general meeting of any committee or council shall <b>normally</b> be available at least seven (7) days prior to the date of each such meeting.

#### 5. Quorum

5.01	At all meetings of Senate and of its committees and councils, a majority of the members shall constitute a quorum for the transaction of the business and affairs of the body.
------	--

## 6. Meetings in open session

6.01	Subject to <a href="#">section 7</a> of this bylaw, all general and special meetings of Senate and its committees and councils shall be open to members of the university community, the public-at-large, and representatives of the news media. Senate will make every effort to hold its meetings in a room sufficiently large to accommodate those who indicate to the secretary of Senate, two full working days in advance of the meeting, their desire to attend. <b>Meetings will be broadcast for members of the University community to observe the proceedings virtually.</b>
6.02	Non-members in attendance at meetings shall not disrupt the proceedings of the meeting nor cause any disturbance by unreasonable noise or vocal expression. The chair may remove any such person when, in the chair's sole judgment, such person is engaging in improper or disruptive conduct that is detrimental to Senate carrying out its business.

## 7. Meetings in closed session

7.01	<p>Notwithstanding the provisions of <a href="#">section 6</a> of this bylaw, and provided that all meetings shall begin in open session, Senate and its committees and councils shall have the right to hold any meeting or part thereof in closed session. This provision may exclude therefrom all persons, save for members and such resource persons as may be agreed should be in attendance, for the purpose of considering confidential financial matters of the university 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.</p> <p>The Executive Committee shall determine for purposes of the Senate agenda whether any matter is of a confidential nature and such matter shall be so designated on the agenda for such Senate meeting and shall be designated and described in a manner consistent with maintaining the confidentiality of such matter.</p> <p>The chair or chair(s) of any committee or council of Senate will determine whether any matter before the committee or council is of a confidential nature and such matter shall be so designated on the agenda for such meeting and shall be designated and described in a manner consistent with maintaining the confidentiality of such matter.</p> <p>Senate or its committees or councils shall initially deal with any such confidential matter in closed session, but, after receiving the pertinent information relative to the confidential matter, may direct that the matter be thereupon considered in open session.</p>
------	--

## 8. Declarations of conflict of interest

8.01	At the beginning of each meeting of Senate or any of Senate's committees or councils, the chair will call for members to declare any conflicts of interest with regard to any agenda item. For agenda items to be discussed in closed session, the chair will call for declarations of conflict of interest at the beginning of the closed portion of the meeting. Members may nonetheless declare conflicts at any time during a meeting.
8.02	A member shall be considered to have an actual, perceived or potential conflict of interest, when the opportunity exists for the member to use confidential information gained as a member of Senate, or any of Senate's committees or councils, for the personal profit or advantage of any person, or use the authority, knowledge or influence of the Senate, or a committee or council thereof, to further her/his personal, familial or corporate interests or the interests of an employee of the university with whom the member has a marital, familial or sexual relationship.
8.03	Members who declare conflicts of interest shall not enter into debate nor vote upon the specified item upon which they have declared a conflict of interest. The chair will determine whether it is appropriate for said member to remove themselves from the meeting for the duration of debate on the specified item(s).
8.04	Where Senate or a committee or council of Senate is of the opinion that a conflict of interest exists that has not been declared, the body may declare by a resolution carried by two-thirds of its members present at the meeting that a conflict of interest exists and a member thus found to be in conflict shall not enter into debate on the specified item upon which they have declared a conflict of interest. The chair will determine whether it is appropriate for said member to remove themselves from the meeting for the duration of debate on the specified item(s).

## 9. Representations to meetings

9.01	Any members of the university community, or of the public-at-large, wishing to make representations to any meeting of a committee or council shall file with the secretary of the relevant committee or council, at least two full working days prior to the date of such proposed meeting, written notice to that effect with such notice to designate the nature of the proposed representations.
9.02	<del>The chair of any committee or council may limit the time to be allotted to members of the university community and the public-at-large for committee or council representations.</del>

#### 10. Time limit on representations

<del>10.01</del>	<del>The chair of any committee or council may limit the time to be allotted to members of the university community and the public-at-large for committee or council representations:</del>
------------------	---

#### 11. Secretary

11.01	The university secretary shall be the non-voting secretary of Senate.
11.02	The university secretary shall appoint one or more associate secretaries of Senate to act as secretary of Senate in the absence of the university secretary.
11.03	The university secretary, or designate, shall be the non-voting secretary of each committee or council of Senate.

#### ~~12. Limit on service on committees~~

<del>12.01</del>	<del>An elected member of Senate shall not serve on more than one of the Executive, Finance or Long Range Planning Committees:</del>
------------------	--

#### 13. Term of office

13.01	Except where specified by Senate bylaws, the term of office on committees or councils shall be one year, with members eligible for re-election.
-------	---

#### 14. Bylaws - general

14.01	The passage of a new bylaw or amendment(s) to an existing bylaw is accomplished in two readings by Senate. At the first reading, such discussion as is deemed appropriate by Senate shall take place. At the second reading, further discussion may take place and the vote on the document shall be taken. The two readings shall take place at different, but not necessarily consecutive, meetings of Senate.
14.02	No proposed bylaw or amendment(s) will be given reading unless it has been bound into or accompanies the agenda portfolio distributed in advance of the meeting.
14.03	Any proposed bylaw or amendment(s) shall include the proposed wording of the bylaw or amendment(s), and where appropriate, a summary of the reasons for such bylaw or amendment(s).
14.04	In order to be approved by Senate, any new bylaw or amendment(s) to bylaws must receive the affirmative vote of at least two-thirds of the members of Senate present and voting at the meeting.

#### 15. Faculty constitutions

15.01	Each faculty and each academic department and school of the university may adopt a formal constitution governing its operations, provided that each such constitution and any amendments thereto shall be inoperative and ineffective until approved by Senate. No provision of the constitutions shall be inconsistent with any provisions of <a href="#">The University of Waterloo Act, 1972</a> , as amended, and no provision of any constitution shall be exempt from the provisions of any of the bylaws or established policies of the university which are within the final jurisdiction of Senate, except as expressly approved by Senate.
-------	--

## 16. Meeting Formats

16.01	<p><b>Formal Session</b></p> <p>Senate shall conduct its formal business in sessions governed by the procedures set out in this by-law and any regulations that may be adopted by the Senate from time to time.</p>
16.02	<p><b>Informal Session</b></p> <p>Senate may resolve into informal session for the purpose of discussion or receiving reports and other information, subject to the following:</p> <ul style="list-style-type: none"><li>a. A motion to resolve into an informal session will not be considered unless the informal session was included in the agenda that was circulated in advance for the meeting.</li><li>b. No motions may be made and no votes taken which are binding on the Senate, except a motion to rise from informal session.</li><li>c. Any record of discussion and action items may be shared with Senate but shall not form part of the official minutes of Senate.</li><li>d. The chair of the Senate may choose to designate the Secretary or a member of the Senate to act as chair for the purpose of actively participating in the discussion.</li><li>e. The chair of the Senate or designate shall have discretion to vary or waive any formal rules of procedure adopted by the Senate.</li></ul>