



**ST. JEROME'S**  
**UNIVERSITY**  
*Federated with the University of Waterloo*

# **St. Jerome's University Bylaw**

# Table of Contents

<b>ARTICLE 1 – INTERPRETATION .....</b>	<b>5</b>
1.1 Definitions .....	5
1.2 Interpretation .....	6
<b>ARTICLE 2 – BUSINESS OF THE UNIVERSITY .....</b>	<b>6</b>
2.1 Head Office .....	6
2.2 Corporate Seal .....	6
2.3 Financial Year.....	6
2.4 Execution of Instruments .....	6
2.5 Banking and Borrowing Arrangements .....	7
2.6 Investments .....	7
2.7 Soliciting Donations and Grants .....	7
2.8 Acquiring Personal Property.....	7
2.9 Holding and Disposing of Real Property.....	7
2.10 Power to Sue and Compromise Claims.....	7
2.11 Facsimile or Electronic Signatures .....	7
2.12 Canon Law and Ex Corde Ecclesiae.....	8
<b>ARTICLE 3 – BOARD OF GOVERNORS .....</b>	<b>8</b>
3.1 Composition of the Board .....	8
3.1.1 Board Composition – Membership by Office .....	8
3.1.2 Board Composition – Membership by Constituency.....	8
3.1.3 Board Composition – Members-at-Large .....	8
3.2 Term of Office and Vacancies.....	8
3.3 Termination .....	9
3.4 Removal of a Member of the Board.....	9
3.5 Committees – General.....	9
3.6 Board Policies .....	10
<b>ARTICLE 4 – MEETINGS OF BOARD OF GOVERNORS.....</b>	<b>10</b>
4.1 Meetings of the Board.....	10
4.2 Calling Meetings .....	10
4.3 Notice of Meetings .....	10
4.4 First Meeting of New Board .....	11
4.5 Place of Meetings .....	11
4.6 Attendance .....	11

4.7 Quorum .....	11
4.8 Persons Entitled to be Present .....	11
4.9 Votes to Govern.....	11
4.10 Errors in Notice .....	12
4.11 Delegated Authority .....	12
4.12 Remuneration.....	12
4.13 Expenses .....	12
4.14 Validity of Actions.....	12
4.15 Minutes.....	12
<b>ARTICLE 5 – SENATE .....</b>	<b>12</b>
5.1 Senate.....	12
5.2 Senate Council .....	13
<b>ARTICLE 6 – OFFICERS.....</b>	<b>13</b>
6.1 Officers .....	13
6.2 Duties of Officers that may be Delegated .....	13
6.3 Powers and Duties.....	13
<b>ARTICLE 7 – THE PRESIDENT .....</b>	<b>14</b>
7.1 President – Term of Office.....	14
7.2 Mandate .....	14
7.3 Appointments and Reappointments .....	15
<b>ARTICLE 8 – THE CHANCELLOR .....</b>	<b>15</b>
8.1 The Chancellor.....	15
8.2 Chancellor – Term of Office.....	15
8.3 Chancellor – Appointment and Reappointment .....	16
<b>ARTICLE 9 – PROTECTION OF BOARD MEMBERS AND OFFICERS.....</b>	<b>16</b>
9.1 Limitation of Liability .....	16
9.2 Indemnity .....	16
9.3 Member’s Reliance.....	17
<b>ARTICLE 10 – CONFLICT OF INTEREST .....</b>	<b>17</b>
10.1 Conflict of Interest.....	17
10.2 Code of Conduct .....	17
10.3 Confidentiality .....	17
10.4 Additional Restrictions.....	17
<b>ARTICLE 11 – NOTICES .....</b>	<b>18</b>

11.1 Notices to Members .....	18
11.2 Notices to the Public.....	18
11.3 Computation of Time.....	18
11.4 Omissions and Errors.....	18
11.5 Waiver of Notice.....	18
<b>ARTICLE 12 – AUDITORS .....</b>	<b>18</b>
12.1 Auditors .....	18
12.2 Audited Financial Statements.....	19
<b>ARTICLE 13 – AMENDMENT OF BYLAW .....</b>	<b>19</b>
<b>ARTICLE 14 – EFFECTIVE DATE.....</b>	<b>19</b>

## APPENDICES

[Ex Corde Ecclesiae \(August 15, 1990\) | John Paul II](#)

[Ordinances Issued by Canadian Conference of Catholic Bishops](#)

## ARTICLE 1 – INTERPRETATION

### 1.1 Definitions

In this bylaw and all other bylaws and resolutions of the University, unless the context otherwise requires:

1. “Academic Year” shall mean July 1 through June 30 of the following year;
2. “Act” means the *St. Jerome’s University Act, 2000, S.O., 2000, c. Pr34*;
3. “Board” means the Board of Governors of the University;
4. “Bylaw” means this bylaw and all other bylaws of the University from time to time in force and effect;
5. “Chair” means the chairperson of the Board appointed by the Board from time to time in accordance with the Bylaw;
6. “External member” means a member of the Board who is not employed by the University, and for greater certainty includes the Chancellor, the Past Chair (if any), the Episcopal Delegate, the Provincial Superior of the Congregation of the Resurrection in Ontario or the delegate of the Provincial Superior, the Student member and Members at Large;
7. “Faculty” means the persons employed by the University to teach, give instruction or engage in research, and includes professors, associate professors, assistant professors, assistant librarian, associate librarian, librarian, lecturers, instructors and sessionals;
8. “Financial Year” shall mean May 1 through April 30 of the following year;
9. “Graduate” means a person has obtained a degree from or through the University of Waterloo and, as a student, participated in the life of the St. Jerome’s University community (e.g., co-registered in the Faculty of Arts, served in a student leadership role at St. Jerome’s, lived in residence for at least two terms, or participated in campus ministry);
10. “Internal member” means a member of the Board who is employed by the University, and for greater certainty includes the President, the Vice President of the University (if any), faculty members, and staff members;
11. “Meeting of members” means an annual meeting of members of the Board or a general meeting of members of the Board;
12. “member” or “Member” means a member of the Board;
13. “Members at Large” means persons as per Section 3.3 herein;
14. “Past-Chair” means the most recently retired Chair;
15. “Staff” means the persons employed by the University who are not faculty;

16. "Student" means any student who is co-registered in Arts at St. Jerome's University, has lived in a St. Jerome's University residence for at least two terms, served in a student leadership role at St. Jerome's, or has participated in the St. Jerome's University community;
17. "University" means St. Jerome's University.

## 1.2 Interpretation

This Bylaw, unless the context otherwise requires, shall be construed and interpreted in accordance with the following:

- i. words importing the singular number include the plural and vice versa; words importing any gender include all genders; words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations;
- ii. the division of this Bylaw into Articles and Sections, and the insertion of headings are for convenience of reference only and shall not affect the construction or interpretation here of;
- iii. in the event of any dispute, the intent or meaning of any word shall be that given to it by the Board; and
- iv. any reference in this Bylaw to any statute shall, unless otherwise expressly stated, be deemed a reference to such statute as the same may from time to time be amended, restated, re-enacted, or replaced.

## **ARTICLE 2 – BUSINESS OF THE UNIVERSITY**

### 2.1 Head Office

The University Campus is located at 290 Westmount Road North, Waterloo, Ontario, N2L 3G3.

### 2.2 Corporate Seal

The corporate seal of St. Jerome's University and the Board of Governors, until changed, shall be in the form impressed in the margin hereof. It shall be in the custody of the Secretary of the Board or such other person as the Board may from time to time designate.

### 2.3 Financial Year

The financial year of St. Jerome's University shall commence May 1st each year and end April 30th of the following year until otherwise changed by resolution of the Board.

### 2.4 Execution of Instruments

Contracts, documents or instruments in writing pursuant to decisions of the Board requiring execution on behalf of the University shall be signed by and executed in accordance with the Board's policy on Banking and Financial transactions. All contracts, documents and instruments in writing so signed shall be binding upon the University without further authorization or formality. The University's corporate seal shall, when required, be affixed to such signed contracts, documents or other instruments by any Signing Officer of the University.

## 2.5 Banking and Borrowing Arrangements

The banking and borrowing affairs of the University shall be transacted with such banks, trust companies or other financial institutions as may from time to time be designated by or under the authority of the Board. Banking and borrowing business or any part of it shall be transacted under the agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorize.

## 2.6 Investments

The management of investment of funds under the control of the University shall be undertaken in accordance with applicable law and otherwise in accordance with any Bylaw and/or policies which may be approved by the Board from time to time.

## 2.7 Soliciting Donations and Grants

The Board may, on behalf of the University, solicit and receive donations, bequests, legacies and grants, and enter into agreements, contracts and undertakings incidental thereto.

## 2.8 Acquiring Personal Property

The Board may, on behalf of the University, from time to time, acquire by purchase, contract, donation, legacy, gift, grant, bequest, or otherwise, any personal property and may enter into and carry out any agreements, contracts or undertakings incidental thereto, and may sell, dispose of and convey the same, or any part thereof, as may be considered advisable and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such sale, disposal, or conveyance. Only persons authorized by the University may issue receipts for property received by the University.

## 2.9 Holding and Disposing of Real Property

The Board may, on behalf of the University, from time to time, acquire by purchase, lease, devise, gift, or otherwise, any real property and may hold such real property or interest therein necessary for the actual use and occupation of the University or for carrying out its objects, and, when no longer so necessary, to sell, dispose of and convey the same or any part thereof.

## 2.10 Power to Sue and Compromise Claims

The Board may, on behalf of the University, demand and compel payment of all sums of money and claims to any real or personal property in which the University may have an interest and to compromise any such claims, and generally to sue and be sued in the name of the University.

## 2.11 Facsimile or Electronic Signatures

The signature of any Member or officer may be printed, engraved, typed, imaged or otherwise mechanically or electronically reproduced in facsimile or electronically under such conditions as the Board may authorize, if any, and such signature shall have the same force and effect as if signed in the handwriting of such member or officer.

## 2.12 Canon Law and Ex Corde Ecclesiae

In exercising the powers set out in this Article 2, the Board shall conform to the requirements of Canon Law and Ex Corde Ecclesiae.

# ARTICLE 3 – BOARD OF GOVERNORS

## 3.1 Composition of the Board

### 3.1.1 Board Composition – Membership by Office

The Board shall include those who hold the following offices:

- (a) the President (Vice Chancellor) of the University;
  - i. the Vice President of the University (if any);
  - ii. the Chancellor;
  - iii. the Provincial Superior of the Congregation of the Resurrection in Ontario or the delegate of the Provincial Superior;
  - iv. the Episcopal Delegate; and
  - v. the Past-Chair, if any.

### 3.1.2 Board Composition – Membership by Constituency

The Board shall include as members those from the following constituencies:

- (a) at least one person who is a member of the faculty and holds a professorial rank;
  - i. at least one person who is a member of the staff; and
  - ii. at least one person who is a student.

### 3.1.3 Board Composition – Members-at-Large

The Board shall include such other members as shall be appointed by the Board, up to a maximum of twenty-two (22) Members in the aggregate except in years where there is a Past Chair then the maximum number of Members shall be twenty-three (23) in the aggregate.

At all times, at least one such Member shall be a graduate.

## 3.2 Term of Office and Vacancies

Members shall hold Terms as follows:

- (a) Members of the Board who are Members by Office shall be Members for the duration the Member holds such office, save and except that the Past Chair shall be appointed for a one-year term, commencing on July 1<sup>st</sup>.



- i. Members of the Board who are Members by Constituency, shall be appointed for a term of three years commencing on July 1st, unless otherwise designated and subject to earlier termination as provided for herein. Notwithstanding, the Member of the Board who is a student shall be appointed for a term of one year.
- ii. Members of the Board who are Members-at-Large shall be appointed for a term of three years commencing on July 1st, unless otherwise designated and subject to earlier termination as provided for herein.

A vacancy on the Board may be filled for the remainder of its term, either by the Members of the Board at a meeting called for the purpose or at the next annual meeting of Members of the Board at which Members are appointed and the vacancy shall be filled in the same manner and by the same authority as the member whose membership is vacant was appointed, as the case may be.

### 3.3 Termination

A person who is a Member of the Board shall cease to be a Member of the Board in the event:

- (a) the person is disqualified from being a Member of the Board by operation of law;
  - i. where such Member is a Member by Office, the person, by notice in writing to the University, resigns their office (which resignation shall be effective at the time it is received by the Chair of the Board or otherwise in accordance with its term, whichever is later);
  - ii. the person is removed as a Member of the Board by resolution of the Board; or
  - iii. a Member of the Board ceases to hold the office, or ceases to hold the qualifications, designation or position referred to in Section 3.0.1 and 3.0.2 above, by virtue of which they had been appointed as a Member of the Board.

### 3.4 Removal of a Member of the Board

The Board may, by resolution, remove any Member of the Board, before the expiration of their term of office if, in the opinion of the Board, expressed by a majority of the Members of the Board in office, the person consistently fails to perform the duties reasonably requested of a Member of the Board. The Board may in such circumstances, by majority vote at that meeting, appoint any person in their stead for the remainder of the term. Notwithstanding the forgoing, the right of the Board to remove a Member shall not apply to the President, Vice President of the University (if any), the Provincial Superior of the Congregation of the Resurrection in Ontario or the delegate of the Provincial Superior, the Episcopal Delegate or the Chancellor, none of whom shall not be subject to same.

### 3.5 Committees – General

The Board may from time to time appoint and constitute such committees as it deems necessary to assist the Board in carrying out its obligations and shall prescribe the duties and responsibilities of any such Committees. No committee shall have the power to act independently for or on behalf of the University or otherwise commit or bind the University to any course of action. Committees of the Board shall have only those powers constituted in them by the Board and to make recommendations to the Board. Such Committees may include but are required to or not limited to the following:

(a) Executive Committee

- i. Finance and Audit Committee
- ii. Governance and Nominations Committee
- iii. Mission Committee
- iv. Ad Hoc Committee(s) (as required)

Committees may permit resource and other persons to attend committee meetings on a continuing or on a topic-specific basis from time to time to provide information or advice provided that such persons are non-voting participants at the committee.

3.6 Board Policies

The Board shall be entitled to establish policies and procedures from time to time in respect of all matters referred to in this Bylaw or within the power and purview of the Board as permitted by the *Act* or any other applicable law. All such policies and procedures shall be reduced to writing and all current policies and procedures shall be maintained by the Secretary in a policies and procedures manual available for review and copying by any Member at all reasonable times.

**ARTICLE 4 – MEETINGS OF BOARD OF GOVERNORS**

4.1 Meetings of the Board

There shall be at least four (4) meetings of the Board each year, one of which shall be the annual general meeting.

4.2 Calling Meetings

Meetings of the Board may be formally called by the Chair, the President (Vice Chancellor) of the University, or by the Secretary on the direction in writing of not less than one-third of the Members on the Board.

4.3 Notice of Meetings

Notice in writing of the time and place of each meeting shall be given to each Member of the Board no less than seven (7) days before the time the meeting is to be held. No notice of a meeting shall be necessary if all the Members are present or if those absent waive notice of, or otherwise signify their consent, to such meeting being held. A copy of any resolution of the Board so fixing the place and time of a meeting of the Board shall be sent to each Member of the Board forthwith after being passed, but no other notice shall be required for any such meeting. The Board shall be entitled at any meeting duly called and held to set future Board meeting dates of not more than twelve (12) months in advance.

The agenda for the meeting shall be prepared by the Chair of the Board. For all Board meetings the agenda, minutes of the previous Board meeting, and all reports and other materials to be considered, shall be sent to the Members at least seven (7) days before the time when the meeting is to be held.

#### 4.4 First Meeting of New Board

Provided a quorum of the Board is present, each newly elected or appointed Board may without notice hold its first meeting immediately following the meeting at which such Board was elected or appointed.

#### 4.5 Place of Meetings

Except as otherwise required by law, meetings of the Board shall be held at the University, or at such place or places as the Board from time to time may determine. At the discretion of the Chair, meetings can be held by teleconference or video conference provided such means permit all individuals to participate in the meeting and communicate.

#### 4.6 Attendance

Members are encouraged to attend Board in person; however, where attendance is not possible, Members may attend meetings by teleconference, video conference, or other electronic communication facilities as designated by the Chair provided such means shall permit all individuals participating in the meeting to communicate. A Member's absence from three consecutive regular or special meetings of the Board will result in their loss of membership on the Board unless otherwise excused by the Board.

#### 4.7 Quorum

A majority of the Board constitutes a quorum provided that at every meeting of the Board there shall be both internal and external members present such that the majority of those in attendance may be external members.

For every committee identified in Section 3.5, a majority of the committee constitutes a quorum.

#### 4.8 Persons Entitled to be Present

Board meetings shall be open to the public and prior notice of the meetings shall be given to the public by posting such notice to the website of the University not less than three (3) days prior to the date of such meeting or by providing notice to the public in such other manner as the Board may determine from time to time, provided that a meeting or part thereof may be held *in camera* where: (a) matters discussed may be deemed to be confidential, including, but not limited to, matters whose disclosure would adversely affect the University, or business, professional or personal reputation of persons, or (b) matters of a personal nature concerning an individual may be disclosed at a meeting, unless the individual concerned requests that such meeting or part thereof be open to the public.

#### 4.9 Votes to Govern

All questions at a meeting of the Board shall be decided by a majority of the votes cast. Voting may be a show of hands unless a ballot is demanded by any Member. The Chair shall not vote on any Board matter except in the event of any equality of votes in which case the Chair of the meeting shall cast the deciding vote. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be *prima facie* evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution. No Member of the Board may vote by proxy at any meeting of the Board.

#### 4.10 Errors in Notice

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

#### 4.11 Delegated Authority

The Board may from time to time delegate any of the powers of the Board, subject to compliance with applicable law and subject to the restrictions, if any, contained in the Bylaw or imposed from time to time by the Board.

Where the University is required to take action at a time and in circumstances when a Board meeting cannot be reasonably convened, the Chair in consultation with the Executive Committee, may take such action as is reasonably necessary in the circumstances, until such time as a meeting of the Board can be convened, and any such actions shall be reported to the Board as soon as is practical.

#### 4.12 Remuneration

The Members shall serve without remuneration and no Member shall directly or indirectly receive any profit from their position as Member of the Board. For clarity this shall not apply to remuneration received by a Member solely as a result of their employment at the University.

#### 4.13 Expenses

The Members of the Board, officers and employees, shall be entitled to be reimbursed for reasonable out-of-pocket expenses properly incurred by them in performance of their duties as Members of the Board, in accordance with any policy of the Board governing expense reimbursement in effect at such time.

#### 4.14 Validity of Actions

No act or proceeding by any Member of the Board or the Board shall be deemed invalid or ineffective by reasons of the subsequent ascertainment of any irregularity in regard to such act or proceeding or the qualifications of such Member or the Board.

#### 4.15 Minutes

The Bylaw and minutes of the Board of Governors shall be open to examination by Members of the University community and by the public-at-large. Minutes kept from *in camera* sessions of meetings shall be maintained separately, clearly marked “confidential”, and shall only be open to Members. Minutes of meetings will be recorded in accordance with the University policy on Minute Taking and Agenda Preparation.

### **ARTICLE 5 – SENATE**

#### 5.1 Senate

Except where there is an agreement of federation of affiliation with any other university, there shall be established a Senate of the University in accordance with the Act.

## 5.2 Senate Council

In the absence of a Senate as described above, the Board may establish a Senate Council to advise and make recommendations to the Board in respect of the matters described in subsection 17(1) of the *Act* to the extent that such matters have not been transferred to the senate of a federated or affiliated University. Notwithstanding the establishment of any such Senate Council, and notwithstanding any recommendations of such Senate Council, the powers and duties referred to in subsection 17(1) of the *Act* shall be exercised by the Board in accordance with subsection 17(2) of the *Act*.

## **ARTICLE 6 – OFFICERS**

### 6.1 Officers

The Board shall appoint, from among eligible Members, a Chair of the Board, and a Vice-Chair of the Board. The Board may appoint such other officers as it shall deem necessary, who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board. Each officer shall hold office until removed by the Board or until their successor is appointed.

The President (Vice Chancellor) shall serve as the Secretary to the Board.

### 6.2 Duties of Officers that may be Delegated

In the case of the absence, or inability to act, of any officer of the Board, with the exception of the President (Vice Chancellor), or for any other reason that the Board may deem sufficient, the Board may delegate all or any of the powers of any such officer to any other officer or to any Member of the Board for a specified time.

### 6.3 Powers and Duties

All officers shall have and perform all powers and duties incidental to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the Board.

#### (a) Chair of the Board

- i. The Chair shall be elected from among the Members at Large of the Board for a two- year term and is eligible for re-election to one additional two-year term to a maximum of four continuous years.
- ii. Following the election, the Chair will be appointed by the Board. The results shall be confirmed by appointment of the Board.
- iii. The Chair shall perform any or all duties customarily borne by a Chair of a corporation such as the University as well as such other duties as may be assigned to the position by the Board as described in the policy outlining the roles and responsibilities of the Chair of the Board of Governors published by the Board from time to time.

#### (b) Vice Chair

- i. The Vice Chair shall be elected from among the Members at Large of the Board for a two-year term and is eligible for re-election to one additional two-year term to a maximum of four continuous years.

- ii. Following the election, the Vice Chair shall be appointed by the Board. The results shall be confirmed by appointment of the Board.
- iii. In the event of a temporary vacancy in the office of Chair, the Vice-Chair shall act as and have all the powers of the Chair, as described in the policy outlining the roles and responsibilities of the Chair of the Board of Governors published by the Board from time to time.
- iv. In the case of the absence or illness of the Chair and of the Vice Chair, the Board may appoint one of its external members to act as Chair on a temporary basis and the Member so appointed shall act as and have all the powers of the Chair.

(c) President (Vice Chancellor)

- i. The President (Vice Chancellor) is the chief executive officer of the University and has supervision over and direction of the academic work and general administration of the University, faculty, staff, and students. The President (Vice Chancellor) shall perform any or all duties customarily borne by a president of a corporation such as the University, as well as such other duties as may be assigned to the position by the Board.
- ii. The President (Vice Chancellor) of the University shall be a Roman Catholic who demonstrates in their public and private lives that they are committed to the objects of the University as set out in section 3 of the *Act* and the University Mission Statement.

(d) Secretary

- i. The President (Vice Chancellor) shall serve as Secretary to the Board and shall give or cause to be given notices for all meetings of the Board, its committees, if any, when directed to do so and shall have charge of the corporate seal of the University, the minute books of the University and of the documents and registers.
- ii. The Secretary shall be appointed by the Board of Governors in such manner as is provided by Bylaw from time to time and for such term or terms as shall be determined, from time to time, by the Board of Governors.

## **ARTICLE 7 – THE PRESIDENT**

### **7.1 President – Term of Office**

The President (Vice Chancellor) shall be appointed by the Board for such terms as shall be determined, from time to time, by the Board.

The Board may in either the absence or vacancy of the President (Vice Chancellor) appoint an acting or interim President (Vice Chancellor) upon such terms and conditions as the Board may prescribe.

### **7.2 Mandate**

The President shall work to accomplish the Mandate of the President (Vice Chancellor as shall be determined, from time to time by the Board. The mandate shall be in keeping with the University's mission, and the objectives outlined in the University's Strategic Plan.

### 7.3 Appointments and Reappointments

- (a) The Board shall prescribe a fulsome process for the evaluation of a President (Vice Chancellor) for the purpose of its determination on reappointment at the end of a term, provided however, that any such prescribed process shall provide for:
  - a. the striking of a Presidential Evaluation Committee (the “PEC”) which membership shall include:
    - i. The Chair of the Board who shall Chair the PNC, the Vice-Chair of the Board and at least two (2) Members at Large,
  - b. the solicitation of feedback from the broader University community,
  - c. strict confidentiality for the PEC throughout the entire evaluation process and indefinitely thereafter,
  - d. the announcement of the result of the process to the broader University community.
- (b) The Board shall prescribe a fulsome nomination process to be followed for the Board’s selection of an individual to serve as the President (Vice Chancellor) when the need for such appointment arises, provided however, that any such prescribed process shall provide for:
  - a. the striking of a Presidential Nominating Committee (the “PNC”) which membership shall include:
    - i. The Chair of the Board who shall Chair the PNC, the Vice-Chair of the Board and at least two (2) Members at Large,
  - b. the hiring of an executive search consultant,
  - c. strict confidentiality for the PNC throughout the entire recruitment process, and thereafter, which process shall be a closed search with no exceptions,
  - d. the feedback from the Bishop of the Diocese of Hamilton, and
  - e. the announcement of the result of the process to the broader University community.

## **ARTICLE 8 – THE CHANCELLOR**

### 8.1 The Chancellor

The Chancellor of the University shall be a Roman Catholic who demonstrates in their public and private lives that they are committed to the objects of the University as set out in section 3 of the *Act* and the University Mission.

### 8.2 Chancellor – Term of Office

The term of office of the Chancellor shall be four years and they may be reappointed for one additional term that shall not exceed four years.

### 8.3 Chancellor – Appointment and Reappointment

The Executive Committee shall have the responsibility to search for identify and recommend to the Board Chair a Chancellor. The Executive Committee shall first determine the willingness of the incumbent Chancellor to serve an additional term, in the event the incumbent Chancellor is eligible. In the event the incumbent Chancellor is willing to accept reappointment the Executive Committee will recommend the reappointment to the Board. In the event the incumbent Chancellor is not eligible or willing, or the Board does not accept the recommendation of Executive Committee to reappoint the incumbent Chancellor, the Executive Committee shall conduct a search for a new Chancellor in such manner as the Executive Committee shall determine. Following the choice by the Executive Committee of an appropriate candidate the Executive Committee shall make such recommendation to the Board. In the event any such recommendation is not accepted by the Board the Executive Committee shall again search for an appropriate candidate and continue such process until such time as the Board approves the candidate so proposed.

## **ARTICLE 9 – PROTECTION OF BOARD MEMBERS AND OFFICERS**

### 9.1 Limitation of Liability

No Member or officer of the University shall be liable for:

- (a) acts, receipts, neglects or defaults of any other Member, officer, or employee, or
- (b) for joining in any receipt or other act for conformity, or
- (c) for any loss, damage or expense happening to the University through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the University, or
- (d) for the insufficiency or deficiency of any security in or upon which any of the monies of the University shall be invested, or
- (e) for any loss or damage arising from the bankruptcy, insolvency, or tortuous act of any person with whom any of the monies, securities or effects of the University shall be deposited, or
- (f) for any loss, damage, or misfortune whatever which shall happen in the execution of the duties of their office or in relation thereto unless the same are occasioned by their own willful neglect or default. Nothing herein shall relieve any Member or officer from any breach of duty to act in accordance with applicable law.

### 9.2 Indemnity

Every Member of the Board, and every officer or other person who has undertaken or is about to undertake any liability on behalf of the University, or any company controlled by it, and their heirs, executors and administrators and estate and effects, respectively, shall from time to time at all times be indemnified and saved harmless out of the funds or other assets of the University from and against:

- (a) all costs, charges and expenses whatsoever that such Member, officer, or other person sustains and incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted



against them for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them in or about the execution of the duties of their office; and

- (b) all other costs, charges, and expenses that they sustain or incur in or about or in relation to the affairs of the University, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

The University shall not indemnify an individual under this section unless (i) the individual acted honestly and in good faith with a view to the best interest of the University, and (ii) if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

### 9.3 Member's Reliance

Any Member of the Board may rely upon the accuracy of any statement or report prepared by the University's auditors and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.

## **ARTICLE 10 – CONFLICT OF INTEREST**

### 10.1 Conflict of Interest

A Member or officer who is a party to, or who is a director or officer of, or has a material interest in any person who is a party to, a material contract or proposed material contract with the University shall disclose the nature and extent of their interest at the time and in the manner provided by applicable law. Any such contract or proposed contract shall be referred to the Board for approval even if such contract is one that in the ordinary course of the University's business would not require approval by the Board, and a Member interested in a contract so referred to the Board shall not vote on any resolution to approve the same except as provided by applicable law.

### 10.2 Code of Conduct

The Board may from time to time agree upon and issue a code of conduct or other policy prescribing expected conduct in respect of conflicts of interest, confidentiality and person conduct when acting as a Member of the Board or officer.

### 10.3 Confidentiality

In carrying out their duties and responsibilities, a Member or officer may come into possession or become aware of sensitive information of a private, confidential or proprietary nature relating to the University. No Member or officer shall disclose any information of a private, confidential or proprietary nature outside of the University, either during or after their tenure as a Member or as an officer.

### 10.4 Additional Restrictions

The University shall not knowingly, directly or indirectly, purchase anything from or lend money to any Member or any officer, or any persons who are in a non-arms-length relationship with Members or any officer of the Board.

## **ARTICLE 11 – NOTICES**

### **11.1 Notices to Members**

Whenever under the provisions of the Bylaw, notice is required to be given, unless otherwise provided herein, such notice may be given either personally or electronically or depositing same in a post office or a public letterbox, postage prepaid, addressed to the Member or officer at such person's address as the same last appears on the books of the University.

A notice or other document so sent by post shall be deemed to be given at the time and when the same was so deposited, or if given electronically shall be deemed to be given when the same was transmitted. A declaration by the Secretary or the Chair that any such notice has been given pursuant to this Bylaw shall be sufficient and conclusive evidence of the giving of such notice. Any person entitled to receive such notice may waive such notice either before or after the meeting to which such notice refers.

### **11.2 Notices to the Public**

Whenever under the provisions of the Bylaw, notice is required to be given to the public, unless otherwise provided herein, such notice may be given by posting such message electronically on the University's website, or in such other manner as may be determined by the Board from time to time.

### **11.3 Computation of Time**

In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

### **11.4 Omissions and Errors**

The accidental omission to give any notice to any Member, officer or auditor or the non-receipt of any notice by any Member, officer or auditor or any error in any notice not affecting the substance thereof of any meeting or any adjourned meeting shall not invalidate such meeting or any action taken at any meeting held pursuant to such notice or otherwise founder thereon.

### **11.5 Waiver of Notice**

Any Member, officer or auditor may waive any notice required to be given to them under any provision of applicable law, the Bylaw or otherwise and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

## **ARTICLE 12 – AUDITORS**

### **12.1 Auditors**

The Members of the Board shall appoint an auditor to audit the accounts of the University. The remuneration of the auditor shall be fixed by the Board.

## 12.2 Audited Financial Statements

The annual audited financial statements shall be made available to faculty, staff, and students by being posted on the University website and by having a printed copy available for inspection in the library and the Office of the President.

### **ARTICLE 13 – AMENDMENT OF BYLAW**

The Bylaw of the University may be enacted and may be repealed or amended by further bylaw enacted, by a majority of the Members at a meeting of the Board.

### **ARTICLE 14 – EFFECTIVE DATE**

This Bylaw comes into force when passed by the Board.

PASSED by the members of the Board and sealed with the corporate seal this 7<sup>th</sup> day of March 2024.

*Michael Pautler*

Chair, Board of Governors

March 7, 2024

Date

*Peter Meehan*

Secretary, Board of Governors

March 7, 2024

Date