

**SJU**

St. Jerome's University

*Established in 1865*

*Co-founder of the University of Waterloo*

**St. Jerome's University  
Bylaw**

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**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 September 1 through August 31 of the following year.
2. "Act" means the *St. Jerome's University Act, 2000, S.O., 2000, c. Pr34*;
3. "Alumnus" means a person who is a graduate, pursuant to the provisions of section 7(2)6 of the *Act*, being a person who has obtained a degree from or through the University;
4. "Board" means the Board of Governors of the University;
5. "Bylaws" means this bylaw and all other bylaws of the University from time to time in force and effect;
6. "Chair" means the chairperson of the Board appointed by the Board from time to time in accordance with these bylaws;
7. "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, the Alumnus Member and Members at Large;
8. "Faculty" means the persons employed by the University to teach, give instruction or engage in research, and includes professors, associate professors, assistant professors, lecturers, sessionals and the university librarian;
9. "Financial Year" shall mean May 1 through April 30 of the following year;
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 (if any), Faculty members and the Staff member;
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 who meet the guidelines set out in the Board's membership policy;
14. "Past Chair" means the most recently retired Chair;
15. "Roman Catholic" refers to all Catholic Churches in communion with the See of Rome;
16. "Staff" means the persons employed by the University on a regular full-time or part-time basis who are not Faculty;
17. "Student" means any student who is enrolled in a minimum of three (3) courses per semester (a full-time student) and who (i) is registered in Arts or Math at the University, or (ii) has lived in a University residence for at least two terms;
18. "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:

- (a) 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;
- (b) the headings used in this Bylaw are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions;
- (c) in the event of any dispute, the intent or meaning of any word shall be that given to it by the Board, and
- (d) 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 Corporate Seal**

The corporate seal of St. Jerome's University and the Board, 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.

**2.2 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.

**2.3 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.

**2.4 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.

**2.5 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 Bylaws and/or policies, which the Board may approve from time to time.

**2.6 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.

### 2.7 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.

### 2.8 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.

### 2.9 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.

### 2.10 Facsimile Signatures

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

### 2.11 Canon Law and *Ex Corde Ecclesiae*

In exercising the powers set out in this Article 2, the Board shall conform to the requirements of the code of Canon Law (1983) of the Roman Catholic Church and *Ex Corde Ecclesiae*.

## **ARTICLE 3 BOARD OF GOVERNORS**

### 3.1 Board Composition – Statutory Requirements

The Board shall include those members prescribed by the Act being:

- (a) the President (Vice Chancellor);
- (b) the Vice President (if any);
- (c) the Provincial Superior of the Congregation of the Resurrection in Ontario or the delegate of the Provincial Superior;

- (d) at least one person who is a member of the Faculty and holds a professorial rank;
- (e) at least one person who is a member of the Staff;
- (f) at least one person who is an Alumnus.

### 3.2 Board Composition – Membership by Office

The Board shall include as members those who hold the following offices:

- (a) the Episcopal Delegate;
- (b) the Chancellor;
- (c) the Past Chair.

In respect of the Past Chair, the Past Chair shall serve a one-year term as Past Chair before retiring from the Board.

### 3.3 Board Composition – Additional Members

The Board shall include such other members as shall be appointed by the Board, up to a maximum of twenty-two (22) Board members in the aggregate. The additional Board members shall, subject to the other qualifications in this Article 3, be elected from the following designated groups:

- (a) Faculty Members - provided that there are no more than two full-time Faculty members holding professorial or university librarian rank on the Board at any time;
- (b) Student Members –provided that there is no more than one Student member who is in good academic standing and any such Student Member serves for one year terms only.
- (c) Members at Large – to a maximum of 12 (including any Alumnus Members).

### 3.4 Removal of a Member of the Board

The Board may, by resolution, remove any member of the Board, before the expiration of his or her 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 his or her 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 (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.

### 3.5 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;





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- (b) the person, by notice in writing to the University, resigns his or her 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);
- (c) the person is removed as a member of the Board by resolution of the Board as provided in Section 3.4; or
- (d) a member of the Board ceases to hold the office, or ceases to hold the qualifications, designation or position referred to in Sections 3.1, 3.2 or 3.3 above, by virtue of which he or she has been appointed as a member of the Board.

### 3.6 Term of Office and Vacancies

(a) Members of the Board who are, Faculty members, Staff members, Alumnus, and Members at Large, shall be appointed for a term of three years, unless otherwise designated but subject to earlier termination as provided for herein.

(b) A vacancy on the Board, howsoever caused, 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.

### 3.7 Rotation

(a) Despite what is provided for in Section 3.6, the term of a member who is referred to in Section 3.6 shall commence immediately subsequent to the termination of the Meeting of members at which they are appointed until the first or third annual meeting following the Meeting of members at which they are elected or appointed (for clarity a member's term of office shall be for one or three years, as specified on the date of each member's appointment) or until their successors shall have been duly appointed.

(b) At every annual general meeting there shall be appointed that number of members as is required to fill the offices of: (i) members' whose term in office is ending; and (ii) the offices of retiring members on a show of hands unless a poll is demanded and if a poll is demanded such election shall be by ballot.

### 3.8 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 not limited to the following:

- (a) Executive Committee
- (b) Governance Committee
- (c) Finance Committee
- (d) Audit Committee
- (e) Board Development Committee
- (f) Mission Committee
- (g) Ad Hoc Committee (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.

### 3.9 Board Policies

The Board shall be entitled to establish policies and procedures from time to time in respect of all matters referred to in these Bylaws 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 Board 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), 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 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 appointed Board may without notice hold its first meeting immediately following the meeting at which such Board was 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.

#### 4.6 Attendance

Members are encouraged to attend Board meetings in person; however, where attendance in person is not possible Board members may attend meetings by teleconference or other electronic communication facilities, as 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 and every committee meeting identified in Section 3.8 (a) through (f) there shall be both internal and external members present such that the majority of those in attendance are external members.

#### 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 Board 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 Board 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 Bylaws 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 Board 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 his or her 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

Bylaws and minutes of the Board 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 Board 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 SJU Senate Council

In the absence of a Senate as described above, the Board may establish a SJU 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 SJU Senate Council, and notwithstanding any recommendations of such SJU 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 his or her successor is appointed.

The President (Vice Chancellor) who also shall serve as the Secretary to the Board shall be appointed in accordance with Article 7.

#### 6.2 Duties of Officers that may be Delegated

In case of the absence or inability to act of any officer, 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 the time being.

#### 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 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. The Chair shall be elected from among the Members at Large 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 published by the Board from time to time.

##### (b) Vice Chair

- i. The Vice Chair shall be elected 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. The Vice Chair shall be elected from among the Members at Large 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 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 Roman Catholic, who demonstrates in their public and private lives that they are committed to the object of the University as set out in section 3 of the Act, and in the 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.

## **ARTICLE 7**

### **THE PRESIDENT**

#### 7.1 President – Term of Office

The President (Vice Chancellor) shall be appointed by the Board for such term or 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 Board shall, at least 12 months prior to the expiration of the then current President (Vice Chancellor)'s term, establish the mandate for the next Presidential (Vice Chancellor)'s term. In preparing the mandate, the Board shall solicit the views of members of the Board, the Senior Administration, the Faculty members, the Staff members, Students and Alumnus members.

#### 7.3 Establishment of Nominating Committee

- (a) Following the establishment of a mandate, the Board shall constitute a search committee, which search committee shall be an ad hoc committee of the Board and designated as the "Nominating Committee." The Nominating Committee shall be charged with recommending to the Board one individual to serve as the President (Vice Chancellor) of the University. The Nominating Committee and the process it undertakes shall follow the mandate established by the Board and any additional directives, policies, procedures or considerations the Board may provide. The Nominating Committee shall consult with the Faculty, Staff, Students, administration, Board and any other constituencies that the Committee deems appropriate to make such recommendations.

- (b) The Board shall constitute the Nominating Committee at least twelve (12) months prior to the expiration of the then current President (Vice Chancellor)'s term of office. The Nominating Committee shall make its recommendation to the Board no later than three (3) months prior to the commencement of the next President (Vice Chancellor)'s term. The Nominating Committee membership shall consist of the Chair of the Board who shall also be the Chair of the Nominating Committee; two external members of the Board, two members of the Faculty, at least one of whom has tenure, one member of the Staff, one Student and one Alumnus. Once the Nominating Committee has been constituted, the Executive Assistant to the Board on behalf of the Chair of the Nominating Committee shall inform the community and the public of its membership.
- (c) Should the Board determine that the services of an executive search consultant be required to make recommendations to the Board with respect to the incumbent President (Vice Chancellor) or otherwise in respect of a new President (Vice Chancellor), the Board shall request that the Human Resources department secure proposals for such services. The procurement of the Executive Search Consultant will be undertaken within the guidelines and policies of the University and in alignment with Executive Search and Human Resources best practices.

#### 7.4 The Search Process

- (a) The Nominating Committee shall, with the prior knowledge of the incumbent President (Vice Chancellor), solicit the opinion of the University community as a whole with respect to the reappointment of the incumbent President (Vice Chancellor) for an additional term of office. The Nominating Committee shall prepare a confidential report, including a summary of its findings and a recommendation to the Board with respect to whether the incumbent President (Vice Chancellor) should be appointed for an additional term of office. Such report shall be prepared no later than three (3) months following the establishment of the Nominating Committee.
- (b) The incumbent President (Vice Chancellor) shall be informed by the Chair of the Nominating Committee as to the nature of the report's findings and its recommendation. The Chair shall determine the incumbent President (Vice Chancellor)'s willingness to accept reappointment for an additional term, and where he or she does not wish to be considered for reappointment the report of the Committee shall not be submitted to the Board. Where the incumbent President (Vice Chancellor) is willing to be reappointed for an additional term, the Board shall be provided with a copy of the report and the Board shall review and consider the report. If the Board resolves to offer reappointment to the incumbent President (Vice Chancellor) and contractual arrangements have been satisfactorily concluded, the Chair of the Nominating Committee shall then duly inform the members of the University community and the public of the decision of the Board to reappoint the incumbent.
- (c) Where the Board decides not to reappoint the incumbent President (Vice Chancellor), the Chair of the Nominating Committee shall inform such person of the decision, on a



confidential basis, and shall inform such person as to the nature of the objections to his or her reappointment. The Chair of the Nominating Committee shall also inform the University community and the public of the initiation of the search for a new President (Vice Chancellor). If he or she wishes to do so, the incumbent President (Vice Chancellor) may declare himself or herself an applicant for the Nominating Committee's consideration.

- (d) Where the Board determines not to reappoint the incumbent President (Vice Chancellor), or where such person does not wish to be considered for reappointment, the Board shall instruct the Nominating Committee to initiate a search process. Thereafter the Nominating Committee shall draft a position profile, which it shall present to the Board for approval. The Nominating Committee shall invite or arrange for nominations, by whatever means it considers appropriate, from any person or group; advertise the position; and establish criteria against which nominations and applications may be measured.
- (e) Any nomination must include a letter of application from the nominee. Any member of the Nominating Committee who applies for the President (Vice Chancellor)'s position shall resign from the Nominating Committee immediately. In such case the vacated position shall be filled by an individual who conforms to the original appointment.
- (f) The Nominating Committee shall undertake a closed search with the directive to work from the applicant pool to eliminate less-suitable applications and to prepare a "short list" of candidates to be considered. Once the short list has been established, the Bishop of the Diocese of Hamilton shall be invited to review the short list and to raise any concerns he may have about the suitability of any candidate on the short list. In the event that the Bishop should raise any serious concerns about any of the short-listed candidates, before the Nominating Committee makes its final determination, the candidate(s) shall be entitled to respond directly to the Bishop to address each and every concern identified by him.
- (g) The Nominating Committee shall make its final recommendation to the Board. The Board shall by resolution select and then appoint a President (Vice Chancellor) or further instruct the Nominating Committee. The Chair shall arrange to inform the unsuccessful candidate(s) of the Board's decision. The Chair shall announce the new President (Vice Chancellor) to the University community and the public, only after the appointment has been accepted by the successful candidate and contractual arrangements have satisfactorily concluded.

## **ARTICLE 8 THE CHANCELLOR**

### 8.1 Chancellor – Term of Office

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

**8.2 Chancellor – Appointment and Reappointment**

The Executive Committee shall have the responsibility to search for, identify and recommend to the Board 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 that the incumbent Chancellor is not eligible or willing, or the Board does not accept the recommendation of the 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 Board member or officer shall be liable for:

- (a) acts, receipts, neglects or defaults of any other Board 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 his or her office or in relation thereto

unless the same are occasioned by his or her own willful neglect or default. Nothing herein shall relieve any Board 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 his or her 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 him or her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of his or her office; and
- (b) all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs of the University, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

The University shall not indemnify an individual under this section unless, the individual acted honestly and in good faith with a view to the best interest of the University, and if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her 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 Board 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 his or her 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 personal conduct when acting as a member of the Board or officer.

#### 10.3 Confidentiality

In carrying out his or her duties and responsibilities, a Board 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 Board 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 Board 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 Board member or any officer, or any persons who are in a non-arms-length relationship with Board members or any officer.

### **ARTICLE 11 NOTICES**

#### 11.1 Notices to Members

Whenever under the provisions of the Bylaws, 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 Bylaws, 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 founded thereon.

### 11.5 Waiver of Notice

Any member, officer or auditor may waive any notice required to be given to him or her under any provision of applicable law, the Bylaws 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 at each annual meeting, appoint an auditor to audit the accounts of the University and to hold office until the next annual meeting, provided that the members of the Board may fill any casual vacancy in the office of the auditor. 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 BYLAWS**

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

# SJU

St. Jerome's University  
*Established in 1865*  
*Co-founder of the University of Waterloo*

## 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 4<sup>th</sup> day of April, 2013.

  
Chair, Board of Governors

April 5 2013  
Date

  
Secretary, Board of Governors

April 5<sup>th</sup> 2013  
Date