



**BOARD OF GOVERNORS
BYLAWS
INDEX**

- 1.0 Definition of Terms
- 2.0 Duties of Board members
- 3.0 Duties of the Chair
- 4.0 Duties of the Vice-Chair
- 5.0 Delegation of Authority
- 6.0 Procedures for the Conduct of Board Meetings
- 7.0 Preparation of Agenda
- 8.0 Order of Business
- 9.0 Voting Procedure
- 10.0 Amendments to Bylaws
- 11.0 Quorum
- 12.0 Minutes of the Meetings
- 13.0 Board Committees
- 14.0 Remuneration
- 15.0 Termination of Office of a Board member
- 16.0 Board Attendance
- 17.0 Conflict of Interest and Code of Conduct
- 18.0 Corporate Seal

BYLAWS OF YUKON UNIVERSITY

1.0 DEFINITION OF TERMS

In these Bylaws:

- 1.1 "Board" means the Board of Governors of Yukon University;
- 1.2 "Governor" and "member" are synonymous terms used when referring to a member of the Board of Governors;
- 1.3 "University" means Yukon University;
- 1.4 "Secretary" means Executive Assistant to the Board of Governors.

2.0 DUTIES OF BOARD MEMBERS

In the discharge of responsibilities assigned to them in Section 21 of the Yukon University Act, the members of the Board shall

- 2.1 Promote the growth, accessibility, and development of the University;
- 2.2 Seek public opinion and, specifically, consider the recommendations of the Community Campus Committees, concerning needs in post-secondary education, which might be accommodated by the University;
- 2.3 Inform the general public of the purposes and functions of the University.

3.0 DUTIES OF THE CHAIR

The Chair of the Board shall, in addition to his/her obligations as a member of the Board

- 3.1 Preside over regular and special meetings of the Board;
- 3.2 Act as the official spokesperson of the Board;
- 3.3 Represent the Board at all official functions sponsored by the Board, or at functions at which the Board is to be formally represented, except as they may designate otherwise;
- 3.4 Sign all documents as required;

- 3.5 With support from the Human Resources Committee, initiate the annual review of the President.

4.0 DUTIES OF THE VICE CHAIR(S)

The Vice Chair(s) of the Board shall, in addition to their obligations as a member of the Board

- 4.1 Perform all duties and have all powers of the Chair in their absence or inability to act.

5.0 DELEGATION OF AUTHORITY

- 5.1 The President, unless any other person or persons are directed by the Board, shall be the sole signing officer of the University, subject to Board-approved policies, guidelines, and procedures of the University.

- 5.2 The Executive Assistant of the Board shall maintain such records of the Board meetings as are necessary.

6.0 PROCEDURES FOR THE CONDUCT OF BOARD MEETINGS

- 6.1 Rules of Order

- 6.1.1 Except as specifically provided in the Bylaws of the Board, the rules for conducting all regular and special meetings shall be those set out in Roberts' Rules of Order.

- 6.2 Calling of Meetings

- 6.2.1 Regular meetings of the Board shall be held on days and at times established by the Board by simple resolution.

- 6.2.2 Special meetings may be called by the Chair. If a request for a special meeting is made to the Chair by the majority of the members a special meeting shall be called within ten days.

- 6.2.3 Emergency meetings, where a timely decision is required to maintain the operations of the University, may be called by the Chair and require 24-hour notice.

- 6.2.4 Notice of special meeting shall be conveyed to each member at their designated place of contact, at least five (5) calendar days before the meeting. If at least three-quarters of the members agree, the meeting may be held earlier.

- 6.2.5 Only that business for which the special meeting has been called may be dealt with at the special meeting.
- 6.2.6 A member of the public may attend any regular meeting of the Board except when in-camera. Members of the public who wish to attend a Board meeting must provide one business days' notice to the Board Executive Assistant.
- 6.2.7 A member of the public may, with a minimum of five business days' notice and the consent of the Board Chair, participate in the discussion of a particular agenda item at any regular Board meeting.
- 6.2.8 At the direction of the Chair, the Executive Assistant shall make provision for Board meetings to be held electronically.
- 6.2.9 The Board Chair, at their discretion may have meetings or parts of meetings in-camera.
- 6.2.10 All in-camera items will usually be completed en bloc before or after public items.

7.0 PREPARATION OF AGENDA

- 7.1 The Board, as a whole, sets the agenda.
- 7.2 The Executive Assistant receives material and circulates it in accordance with 7.3.
- 7.3 A proposed agenda with supporting material shall be transmitted to all members of the Board at least one week prior to a regular meeting.
- 7.4 Additional documents for discussion relevant to agenda items may be submitted before the adoption of the agenda and accepted by resolution.
- 7.5 The agenda shall be accepted by resolution at the commencement of each Board meeting, subject to Board members being able to add or delete items to the agenda.

8.0 ORDER OF BUSINESS

The order of business at any regular meeting of the Board, may include but is not limited to:

- Moment of reflection
- Declaration of Conflict of Interest

- Acceptance/adjustment of the agenda
- Approval of the minutes
- Reports
- Decisions
- New business, policy development
- Community presentations
- Professional development opportunities
- Future agenda items
- In camera discussion
- Information items
- Adjournment

9.0 VOTING PROCEDURE

- 9.1 Only members of the Board can make motions and require a seconder prior to discussion and/or voting.
- 9.2 All decisions of the Board will be decided by consensus. Notwithstanding 9.1, the Board failing to achieve consensus on an item, the item will be tabled until the next meeting and if not then decided by consensus, the matter will be decided by majority vote.
- 9.3 In case of an equality of votes, the question shall be decided in the negative.

10.0 AMENDMENTS TO BYLAWS

- 10.1 No existing or new bylaw shall be amended or repealed except after one month's notice of motion has been given setting out the proposed amendment(s), together with reasons for the amendment(s) to or deletion of any bylaw.

11.0 QUORUM

- 11.1 A majority of the members of the Board shall constitute a quorum at any meeting.
- 11.2 No act or proceeding of the Board is valid unless it is adopted at a meeting of the Board at which a quorum is present.
- 11.3 A resolution or regulation approved by the members present at any duly constituted meeting of the Board at which a quorum is present binds all members of the Board.
- 11.4 If the Chair or Vice-Chair is not present, the members present shall appoint a chair for the meeting.

12.0 MINUTES OF THE MEETINGS

- 12.1 The minutes of all meetings of the Board shall note all reports, correspondence and presentations received, together with a record of all motions and their disposition.
- 12.2 Draft minutes of a meeting of the Board and its Committees shall be distributed to all members seven days prior to the following regular meeting.
- 12.3 Approved minutes of regular and special meetings of the Board, with the exception of in-camera sessions, shall be open to the public, and made available on the Yukon University website.

13.0 BOARD COMMITTEES

- 13.1 The Board may establish standing or ad-hoc Committees as needed or required.
- 13.2 Each standing Committee should have a terms of reference that is approved by the Board and reviewed bi-annually.

14.0 REMUNERATION

- 14.1 Remuneration is not to be received for volunteer participation in social and cultural events, or events not approved in advance by the Chair. Expenses may include meals, childcare, accommodation, and travel, and should be discussed and approved by the Chair. Yukon Government rates for travel and expenses apply.
- 14.2 Board members will be paid in accordance with Yukon University Act's Board Remuneration Regulation.
- 14.3 Board members claiming remunerations for non-Board meeting attendance will submit the date, activity, and number of hours to the Executive Assistant. The Board Chair will approve all Board members' requests for remuneration; the President will approve the Board Chair's requests for remuneration.
- 14.4 All Board members will be paid their remuneration on the regular University pay schedule. No rush or advance payments will be paid.
- 14.5 Board responsibilities for the Yukon University staff, faculty and senate positions are not considered a part of their employment workload, and they will therefore receive remuneration.

15.0 TERMINATION OF OFFICE OF A BOARD MEMBER

- 15.1 A member of the Board may tender his/her resignation by sending notice in writing to the Chair.
- 15.2 Upon receiving notice of resignation from a member, the Chair, on behalf of the Board, shall inform the Commissioner in Executive Council that a vacancy exists if the vacancy was a government appointed position and request s/he appoint a successor.
- 15.3 The Chair shall also advise the Board members in writing where in his/her opinion a Board member has ceased to be a Board member for reasons set out in the Yukon University Act Section 14(3), 18(2), or 19(2), whereupon the Chair, after consultation at the next regular meeting with the Board, shall then proceed to inform the Commissioner in Executive Council that a vacancy exists if the vacancy was a government appointed position and request that s/he appoint a successor.
- 15.4 As per the Yukon University Act Section 19(1), if a resolution is passed by at least a 2/3 majority of the members of the board requesting that a member be removed for cause, the Chair of the Board shall inform the Commission in Executive Council of circumstances.

16.0 BOARD ATTENDANCE

In keeping with Board policy, an effective Board of Governors composed of dedicated members whereby regular attendance and compliance with policies and bylaws are some of the determinants of effectiveness. This section of the bylaws is to address regular Board meetings and regularly scheduled Committee meetings.

- 16.1 When a member is unable to attend a regular Board meeting and/or a regularly scheduled Committee meeting in person, s/he may request, to the Chair, to be linked by electronic means and will be deemed in such cases to have been present.
- 16.2 When for any reason a Board member intends to be absent s/he must notify the Board Secretary of such absence in advance of the meeting.
 - 16.2.1 If the Board passes a resolution to excuse the absence of a member at the meeting where the absence occurs, the absence will not count towards the half referenced within 16.4.4.

16.2.2 An automatic excuse of absence will be granted to board members if there has been a death in the community and a Board member attends ceremony on the day of the meeting(s).

16.3 An attendance concern occurs when:

16.3.1 A Board member is absent without notice from a regular Board meeting; or

16.3.2 A Board member has three absences from a regular Board meeting with notice (consecutive or not consecutive) within a fiscal year.

16.4 In the event of an attendance concern, the following is to take place:

16.4.1 Absences from regular Board meetings will be monitored and addressed by the Board Chair whereby the Board Chair will promptly contact the member for discussion.

16.4.2 Absences from Committee meetings will be monitored and addressed by the Committee Chair whereby the Committee Chair will promptly contact the member for discussion. The Committee Chair will then report to the Board Chair with an update of the conversation.

16.4.3 Conversations with the Board Chair may trigger notice of a breach of the policy.

16.4.4 If a Board member has reached more than half unexcused absences from a regular Board meeting within a twelve-month period, it shall be deemed to be an automatic resignation whereby the Board Secretary will so advise the Commissioner in Executive Council to take the necessary steps to appoint a replacement. Notice will be sent by the Board Chair to the absent member.

17.0 CONFLICT OF INTEREST AND CODE OF CONDUCT

The Board of Governors commits itself and its members to the highest standards of ethical and professional conduct, in which their actions and behaviours uphold the principles of integrity, respect, and accountability. To that end, Board of Governors Policy BOG5.0 Code of Conduct serves as the guiding principles with respect to code of conduct, conflict of interest, and oath of office, and should be referred to when addressing concerns and/or questions related to such.

18.0 CORPORATE SEAL

The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the University.