



BOARD OF GOVERNORS

NOTICE OF MEETING

December 5, 2019

Please be advised that the next meeting of the Board of Governors of Concordia University will take place **at 4 p.m., on Wednesday, December 11, 2019**, in Room GM 410 (Board of Governors Meeting Room), located on the 4th floor of the Guy-de Maisonneuve Building, 1550 de Maisonneuve Blvd. West, on the SGW Campus. Refreshments and light fare will be provided.

Kindly confirm your attendance to Evelyne Loo as soon as possible at evelyne.loo@concordia.ca or at 514-848-2424, ext. 4814.

Members of the University community who wish to view the meeting are invited to go to the observers' room EV 002.301, Located on Floor S2 of the Engineering, Computer Science, and Visual Arts Integrated Complex.

A handwritten signature in blue ink that reads "D. Tessier".

Danielle Tessier
Secretary of the Board of Governors

**AGENDA OF THE OPEN SESSION
OF THE MEETING OF THE BOARD OF GOVERNORS**

Wednesday, December 11, 2019, at 4 p.m.
Room GM 410 (Board of Governors Meeting Room)
SGW Campus

Time	Item	Presenter/s	Action
4:00	1. Call to order	N. Hébert	
	1.1 Adoption of the Agenda	N. Hébert	Approval
	CONSENT AGENDA	N. Hébert	
	2. Adoption of October 24, 2019 Minutes		Approval
	3. Collection of an undergraduate student fee levy (<i>Document BG-2019-8-D1</i>)		Approval
	4. Requests for the use of the Concordia name (<i>Document BG-2019-8-D2</i>)		Approval
	5. Professional liability waiver for an in-house architect (<i>Document BG-2019-8-D3</i>)		Approval
	6. Audit Committee report (<i>Document BG-2019-8-D4</i>)		Information
	7. Human Resources Committee report (<i>Document BG- 2019-8-D5</i>)		Information
	8. Finance Committee recommendation regarding banking resolution with Desjardins (<i>Document BG- 2019-8-D6</i>)		Approval

- | | | |
|----|---|----------|
| 9. | Employee Benefits Committee recommendation regarding modification to section 14.7 of Pension Plan Text (<i>Document BG-2019-8-D7</i>) | Approval |
|----|---|----------|

REGULAR AGENDA

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|------|---|-----------------------------|-------------|
| 4:05 | 10. Business arising from the Minutes not included on the Agenda | | |
| 4:10 | 11. President's report (<i>Document BG-2019-8-D8</i>) | G. Carr | Information |
| 4:15 | 12. Report on compliance with environmental legislation and health and safety (EH&S) regulations (<i>Document BG-2019-8-D9</i>) | R. Côté | Information |
| 4:20 | 13. Governance and Ethics Committee recommendation regarding amendments to the By-Laws (<i>Document BG-2019-8-D10</i>) | F. Bertrand/
F. Jacobs | Approval |
| 4:35 | 14. Presentation on Concordia University Foundation sustainable investments | H. Davidson/
D. Cossette | Information |
| 4:55 | 15. Other business | | |
| 5:00 | 16. Adjournment | N. Hébert | |

**MINUTES OF THE OPEN SESSION MEETING
OF THE BOARD OF GOVERNORS**

Held on Thursday, October 24, 2019, at 4 p.m.
in Room GM 410 (Board of Governors Meeting Room)
located on the 4th floor of the Guy-Metro Building,
1550 de Maisonneuve Blvd. West
on the SGW Campus

PRESENT

Governors: Norman Hébert jr., *Chair*, Helen Antoniou, *Vice-Chair*, Françoise Bertrand, Jeff Bicher, Patrice Blais, Antoinette Bozac (*via phone*), Ken Brooks, Graham Carr, *President and Vice-Chancellor*, Jarrett Carty, Gina P. Cody, Daniel Cross, Adriana Embiricos, Chris Kalafatidis, Claudine Mangen, Frédérica Martin, *Vice-Chair*, Michael Novak, Karan Pande, Georges Paulez, Ted Stathopoulos

Alternate Governor: Nicholas Bailey

Also attending: Philippe Beauregard, Sylvie Bourassa, Denis Cossette, Roger Côté, Christophe Guy, Lisa Ostiguy, Melodie Sullivan, Anne Whitelaw

ABSENT

Governors: William Bukowski, Rana Ghorayeb, Philippe Pourreaux, Suzanne Sauvage

Non-voting observer: Jonathan Wener, *Chancellor*

1. **Call to Order**

Mr. Hébert called the meeting to order at 3:48 p.m.

1.1 **Adoption of the Agenda**

Upon motion duly moved and seconded, it was unanimously RESOLVED:

R-2019-7-4 *That the Agenda be approved, including the items on the Consent Agenda.*

CONSENT

2. **Adoption of September 18, 2019 Minutes**

R-2019-7-5 *That the Minutes of the meeting of the Open Session of September 18, 2019 be approved.*

3. Requests for the use of the Concordia name (Document BG-2019-7-D2)

R-2019-7-6 *That, subject to the conditions set out in the Policy on the Use of Concordia University's Name, Logo and Related Insignia, and the Governance of its Visual Character and Digital Presence (SG-4), the Board of Governors approve the following requests to use the Concordia name:*

- *Democrats Abroad @ Concordia*
- *Humans of Concordia*

4. Audit Committee recommendation regarding Système d'information financière des universités (SIFU) for the year ended April 30, 2019 (Document BG-2019-7-D3)

R-2019-7-7 *That, on recommendation of the Audit Committee, the Board of Governors approve the Système d'information financière des universités (SIFU) for the year ended April 30, 2019.*

REGULAR

5. Business arising from the Minutes not included on the Agenda

There was no business arising from the Minutes not included on the Agenda.

6. President's report (Document BG-2019-7-D4)

Dr. Carr highlighted a few items included in his written report and apprised Board members of some complementary information summarized as follows:

- He congratulated Guylaine Beaudry, elected a Fellow of the Royal Society of Canada (RSC) and Alice Ming Wai Jim, elected into the RSC's College of New Scholars, Artists and Scientists.
- Concordia's Institute for Investigative Journalism, led by Patti Sonntag, facilitated the largest collaborative investigation in Canadian history, on lead levels in Canada's water supply. Reports from Global News and *Le Devoir* had an immediate impact on policy surrounding lead levels and drinking water, with the government of Quebec and Montreal Mayor Valérie Plante announcing a plan to address the situation.
- The launching of the new hub "*Réussir en français*", an initiative of the Département d'études françaises in collaboration with the Office de la langue française and the Montreal Chamber of Commerce, which provides opportunities for students and other members of the Concordia community to learn or improve their French language skills.
- The opening of the Art Hive on the Loyola Campus in mid-September, thanks to the continued support of the Rossy Foundation.
- The wonderful event held on September 24 to celebrate the first anniversary of the naming of the Gina Cody School of Engineering and Computer Science.

- The new moveable Learning Square, on the SGW Campus, is going up and scheduled to be completed in January 2020.
- Work continues on the Applied Science Hub on the Loyola Campus.
- The conversion of the parking lot located in front of the AD Building on the Loyola Campus into a pedestrian green space.
- As of October 4, more than 90% of the members of the Concordia community have completed the mandatory sexual violence and prevention training.
- Open House, held on October 19, attracted the largest ever number of attendees, with over 7,000 potential students and guests on both campus.
- He urged Governors to attend the November 18 convocation ceremonies.

7. Other business

There was no other business to bring before the Open Session.

8. Adjournment

The meeting adjourned at 4:16 p.m.



Danielle Tessier
Secretary of the Board of Governors



**BOARD OF GOVERNORS
OPEN SESSION
Meeting of December 11, 2019**

AGENDA ITEM: Collection of an undergraduate student fee levy

ACTION REQUIRED: For approval

SUMMARY: The Board of Governors is being asked to approve the collection by the University on behalf of the Concordia Student Union of an increased fee levy from all undergraduate students, further to a referendum held in November 2019.

BACKGROUND: The result of the vote have been validated by the Dean of Students, as outlined in the attached memo.

DRAFT MOTION: That the Board of Governors authorize the University to collect a fee levy of \$0.38 per credit (an increase of \$0.08 per credit from \$0.30 per credit) from all undergraduate students, adjusted annually to the Consumer Price Index of Canada, to support the CSU Clubs, to be implemented with registration for the Winter 2020 (2019/4) term, in accordance with the University's tuition, refund and withdrawal policy.

PREPARED BY:

Name: Danielle Tessier
Date: December 2, 2019

Direction de la vie étudiante

INTERNAL MEMORANDUM

November 26, 2019

TO: Ms. Danielle Tessier, Secretary, Board of Governors

FROM: Andrew Woodall, Dean of Students

RE: CSU by-election results November 2019

In the most recent Concordia Student Union elections held from November 12-14 2019, undergraduate students voted on the following referendum question:

Do you agree to increase the Concordia Student University club fee-levy to \$ 0.38 per credit (an increase of \$0.08 per credit from \$0.30 per credit) annually adjusted to the Consumer Price Index of Canada from all undergraduate students to support the CSU Clubs, to be implemented with registration for the Winter 2020 (2019/4) term, in accordance with the University's tuition, refund and withdrawal policy?

Yes: 2153

No: 1832



Andrew Woodall



**BOARD OF GOVERNORS
OPEN SESSION
Meeting of December 11, 2019**

AGENDA ITEM: Requests for the use of the Concordia name

ACTION REQUIRED: For approval

SUMMARY: Associations or groups wishing to use the Concordia name must obtain the permission of the Board of Governors, as set out in the *Policy on the Use of Concordia University's Name, Logo and Related Insignia, and the Governance of its Visual Character and Digital Presence* ([SG-4](#)).

BACKGROUND: The following requests were reviewed by the Dean of Students and the Office of the Secretary-General which are recommending Board approval:

- **Concordia Environmental Change Organization**, whose mission is to promote a sustainable lifestyle by providing students with an understanding of environmental change and its importance for our planet.
- **Concordia University Turkish Student Association**, which aims to gather all students who are interested to convey Turkish culture and cuisine to the Concordia community and create a peaceful and friendly environment where individuals support each other both socially and academically.
- **Tunisian Association of Concordia Students**, whose goals are to strengthen relations among Tunisian students at Concordia, provide guidance and assistance and educate members and Concordia students on issues relating to Tunisian culture and heritage.

DRAFT MOTION: That, subject to the conditions set out in the *Policy on the Use of Concordia University's Name, Logo and Related Insignia, and the Governance of its Visual Character and Digital Presence* ([SG-4](#)), the Board of Governors approve the following requests to use the Concordia name:

- **Concordia Environmental Change Organization**
- **Concordia University Turkish Student Association**
- **Tunisian Association of Concordia Students**

PREPARED BY:

Name: Danielle Tessier
Date: November 15, 2019



**BOARD OF GOVERNORS
OPEN SESSION
Meeting of December 11, 2019**

AGENDA ITEM: Professional liability waiver for an in-house architect

ACTION REQUIRED: For approval

SUMMARY: The Board is being asked to adopt a resolution stating that the University, as the employer, will stand surety for an in-house architect in case of any error or omission on his part in the course of his professional duties.

BACKGROUND: The Regulations respecting professional liability insurance for members of the Ordre des architectes du Québec provide for mandatory participation by its members in a group professional liability insurance plan. However, the Regulations also set out the circumstances under which members may be exempted, such as those who work exclusively for an employer. Please refer to the attached declaration.

Similar resolutions were adopted in the past for engineers and architects employed by the University.

DRAFT MOTION:

Considérant qu'Alexis Noël, architecte-stagiaire, est au service exclusif de l'Université Concordia;

Considérant qu'Alexis Noël, architecte-stagiaire, ne pose des actes professionnels que pour des édifices destinés à l'usage exclusif de l'Université Concordia et non destinés à la revente;

IL EST RÉSOLU de déclarer aux fins du Règlement sur la souscription obligatoire au Fonds d'assurance de la responsabilité professionnelle de l'Ordre des architectes du Québec (chapitre A-21, r. 13) que l'Université Concordia se porte garant et s'engage à prendre le fait et cause et répondre financièrement des conséquences de toute erreur ou omission d'Alexis Noël dans l'exercice de ses fonctions.

PREPARED BY:

Name: Danielle Tessier
Date: November 27, 2019



ANNEXE 1 (A.4) – DEMANDE D'EXEMPTION

Je demande d'être exempté de souscrire au Fonds d'assurance responsabilité professionnelle de l'Ordre des architectes du Québec parce que :

- 1 Je suis au service exclusif du gouvernement du Québec et nommé suivant la Loi sur la fonction publique (chapitre F-3.1.1).
- 2 Je suis au service exclusif d'un organisme dont le gouvernement du Québec ou l'un de ses ministres nomme la majorité des membres, dont la loi ordonne que le personnel soit nommé suivant la Loi sur la fonction publique ou dont le fonds social fait partie du domaine de l'État, ou d'un organisme mandataire du gouvernement et désigné comme tel dans la loi.
- 3 Je suis au service exclusif de l'Assemblée nationale, d'un organisme dont celle-ci nomme les membres ou d'une personne qu'elle désigne pour exercer une fonction qui en relève, ou je suis moi-même une telle personne.
- 4 Je suis au service exclusif du cabinet du lieutenant-gouverneur visé à l'article 2.1 de la Loi sur l'exécutif (chapitre E-18), du cabinet d'un ministre visé à l'article 11.5 de la Loi sur l'exécutif ou du cabinet d'une personne visée à l'article 124.1 de la Loi sur l'Assemblée nationale (chapitre A-23.1).
- 5 Je suis au service exclusif de la «fonction publique» du Canada suivant la définition qu'en donne l'article 2 de la Loi sur les relations de travail dans la fonction publique (L.C. 2003, c. 22), des «Forces canadiennes» au sens de l'article 14 de la Loi sur la Défense nationale (L.R.C. 1985, c. N-5) ou d'une «société d'état» au sens du paragraphe 1 de l'article 83 de la Loi sur la gestion des finances publiques (L.R.C. 1985, c. F-11) et mentionnée dans les annexes de cette loi.
- 6 Je suis au service d'une municipalité, d'une municipalité régionale de comté, de la Communauté métropolitaine de Montréal, de la Communauté métropolitaine de Québec, de la Ville de Gatineau, d'une commission scolaire ou du Comité de gestion de la taxe scolaire de l'Île de Montréal et mon employeur se porte garant et s'engage à prendre mon fait et cause et à répondre financièrement des conséquences de toute erreur ou omission de ma part dans l'exercice de mes fonctions.
* Joindre l'Annexe 2
- 7 Je suis au service exclusif d'un employeur pour le bénéfice duquel je n'exécute les actes visés à l'article 2 du Règlement sur la souscription obligatoire au Fonds d'assurance de la responsabilité professionnelle de l'Ordre des architectes du Québec (chapitre A-21, r. 13) que pour des édifices dont il est ou sera le propriétaire. De plus ce dernier se porte garant de ma responsabilité face aux tiers et il s'est engagé à prendre mon fait et cause face à toute réclamation éventuelle contre moi.
* Joindre l'Annexe 3
- 8 J'exerce ma profession exclusivement à l'extérieur du Québec.
- 9 J'exerce ma profession principalement à l'extérieur du Québec, mais je pose au Québec à l'occasion l'un des actes mentionnés à l'article 2 du Règlement sur la souscription obligatoire au Fonds d'assurance de la responsabilité professionnelle de l'Ordre des architectes du Québec. J'ai souscrit à une assurance de la responsabilité professionnelle au moins équivalente à celle que procure le fonds et cette assurance couvre les actes que je pose au Québec.
* Joindre la police d'assurance.
- 10 J'exerce ma profession au service exclusif d'un architecte qui a souscrit au Fonds ou d'architectes qui exercent leur profession en société ou sous une autre forme de regroupement et qui ont souscrit au Fonds.

7
exemption

11 novembre 2019
Date d'entrée en vigueur

ALEXIS NOEL
Nom

20926
permis / # stagiaire

[Signature]
Signature





**AUDIT COMMITTEE
REPORT TO THE BOARD OF GOVERNORS
Georges Paulez, Chair
December 11, 2019**

The main items discussed at the November 26, 2019 meeting of the Audit Committee are summarized as follows.

The Committee was updated on:

- the state of completion of the mandates included in the 2018/2019 and 2019/2020 internal audit plan;
- the risk treatment and initiatives undertaken by the Enterprise Risk Management Committee with respect to the 2018/2019 - 2019/2020 Enterprise Risk Management Plan; and
- the status of the University's cyber security program as well as the data protection initiatives to address risks relating to internal threats and data exfiltration.

The Committee also received a comprehensive written report on the status of the UNITY project, including a dashboard status report on the completion of the phases, a quality assessment report from the Integrator (Deloitte), an audit report on the procedures referred to as Systems Under Development Assurance (SUDA) performed by the independent auditors (KPMG) as well as the University's management reply to comments and observations issued by KPMG.

The project is within the parameters outlined in the request for funding approved by the Board of Governors, with some (around 30%) of the planned contingency now consumed. While with projects of this size and complexity, there will always be areas requiring more focus at different stages, a number of professionals, both external and internal, are closely monitoring the project. There is good communication and strong engagement between the various teams (Project Steering Committee, Project Management, Project Delivery) and the Integrator. At this stage of the project, the Committee is confident that the Steering Committee as well as the operational committees are providing the necessary levels of oversight for the project. A detailed project review is planned for the February 2020 Audit Committee meeting.



**HUMAN RESOURCES COMMITTEE
REPORT TO THE BOARD OF GOVERNORS**

**Jeff Bicher, Chair
December 11, 2019**

At its meeting held on December 2, 2019, the Committee reviewed the sabbatical leave and tenure on appointment recommendations for full-time faculty members and librarians which require Board approval.

The Committee received and discussed information regarding other items reportable under the *Policy on the Remuneration and Evaluation of Senior Administrators* ([BD-8](#)).

An update was provided on the status of the negotiations with groups at the bargaining table as follows:

ACUMAE

(Association of Concordia University Management and Administrative Employees)

The parties reached an agreement in principle for 2018-2020, and most recently reached agreement in principle for 2020-2021.

CARE (PSAC)

(Public Service Alliance of Canada - Research Associates & non-student RA's)

The parties began negotiations in November 2014. The parties began meeting in conciliation in April 2017. The union made a request to the "Tribunal administrative du travail" (TAT) to merge this accreditation with CARE – Professional and technical staff. This request was granted on May 18, 2017. The union made a request for arbitration for the settlement of the first agreement. Arbitration began in July 2018. The parties continue to meet in arbitration with more meetings scheduled for December 2019 and early 2020.

CUCEPTFU

(Concordia University Continuing Education Part-time Faculty Union)

(Confédération des syndicats nationaux (CSN))

The parties began negotiations in January 2019. The parties have been meeting regularly since then. Further meetings are scheduled for December 2019.

CUFA

(Concordia University Faculty Association)

The parties signed the collective agreement on April 15, 2019. The agreement is in effect until May 31, 2021.

CULEU

(Concordia University Library Employee Union)

(Confédération des syndicats nationaux (CSN))

Negotiations for the renewal of the collective agreement began in May 2018 and the parties have been meeting regularly since then. The University recently requested assistance from the Ministry of Labour for conciliation services. Sessions are scheduled for December 2019.

CUPEU

(Concordia University Professional Employees Union)
(Confédération des syndicats nationaux (CSN))

The parties signed the collective agreement November 12, 2019. The agreement is in effect until May 31, 2021.

CUPFA

(Concordia University Part-time Faculty Association)

The parties signed the collective agreement November 4, 2019. The agreement is in effect until April 30, 2021.

CUSSU

(Concordia University Support Staff Union)
(Confédération des syndicats nationaux (CSN))

The parties reached an agreement in principle on May 28, 2019, and signed a Memorandum of Agreement on July 10, 2019. The collective agreement is expected to be signed December 2019.

CUUSS-TS

(Concordia University Union of Support Staff – Technical Sector)
(Confédération des syndicats nationaux (CSN))

The parties signed the collective agreement July 12, 2019. The collective agreement is in effect until May 31, 2021.

Invigilators (PSAC)

(Public Service Alliance of Canada)

The unit was certified in December 2014. Negotiations for a first collective agreement began in November 2015. The parties began meeting in conciliation in April 2017. The union subsequently made a request for arbitration for the negotiation of their first collective agreement. The parties continue to meet in arbitration.

MÉTALLOS LOCAL 9358 (Trades) LOYOLA

(United Steelworkers – Local 9358 Loyola Campus)

The parties have reached an agreement for the renewal of the collective agreement, in effect until May 31, 2021. The collective agreement is scheduled to be signed December 2019.

TRAC TA and RA (students) (PSAC)

(Public Service Alliance of Canada - Teaching Assistants)

The collective agreement is in effect until May 31, 2021.

Trades (CSN) SGW

(CSN Trades - Sir George Williams Campus)

The parties have reached an agreement for the renewal of the collective agreement, in effect until May 31, 2021. The collective agreement is scheduled to be signed December 2019.



**BOARD OF GOVERNORS
OPEN SESSION
Meeting of December 11, 2019**

AGENDA ITEM: Finance Committee recommendation regarding banking resolution with Desjardins

ACTION REQUIRED: For approval

SUMMARY: Further to review at its meeting of November 21, 2019, the Finance Committee is recommending to the Board of Governors approval of the opening of a bank account with Desjardins.

BACKGROUND: The request to open this new bank account is made in the context of the last phase of the University's process to transform its overall approach to cash management and banking activities.

DRAFT MOTION:

WHEREAS Fédération des caisses Desjardins (hereinafter called "Desjardins") is a banker of Concordia University; and

WHEREAS Desjardins has asked that the Board of Governors pass a resolution confirming this fact and detailing those individuals possessing signing authority on behalf of Concordia University to generally commit the University with respect to the operation of bank accounts, borrowing requirements and the purchase of various bank products and services and to enter into agreements and contracts with Desjardins pertaining thereto and to sign and execute on behalf of the University all documentation that Desjardins may require from time to time in connection thereto;

BE IT RESOLVED:

1. THAT Desjardins be appointed a banker of the University;
2. THAT for all accounts, any two of the President and Vice-Chancellor, the Chief Financial Officer, any Vice-President, the Secretary-General, the Controller, the Treasurer and Investment Officer, the Senior Director, Financial Planning and Budgets and the Director, Capital and Financing be authorized on behalf of the University:
 - a) to sign, both directly or caused to be signed by facsimile reproduction, issue, endorse, make, draw, and/or accept any cheques, promissory

- notes, bills of exchange or other negotiable instruments including drafts, any orders for the payment of money, contracts for letters of credit, term deposits, treasury bills, bankers' acceptances or forward exchange and generally all instruments or documents in any way in connection with its accounts and transactions with Desjardins, whether or not an overdraft is thereby created, and instruments and documents so signed shall be binding upon the University;
- b) to receive from Desjardins, and where applicable grant receipt for, all statements of accounts (pass books) cancelled cheques and other debit vouchers, unpaid and unacceptable bills of exchange and other negotiable instruments;
 - c) to negotiate, deposit with or transfer to Desjardins (but for the credit of the University's account only) all or any cheques, promissory notes, bills of exchange or other negotiable instruments, and orders for the payment of money including drafts, letters of credit, treasury bills and bankers' acceptances and for the said purpose to draw, sign, endorse (by rubber stamp or otherwise) all or any of the foregoing, and such signatures or stamping shall be binding upon the University;
3. THAT, following the approval by the Board of Governors of the annual credit facilities agreement, the Chief Financial Officer and the President and Vice-Chancellor be authorized on behalf of the University:
- a) to apply to Desjardins for loans to the University;
 - b) to arrange with Desjardins the amount, terms and conditions of such loans, lending agreements, financial assistance and accommodation, and the security or securities to be given to Desjardins in respect thereof;
 - c) to give or furnish to Desjardins all securities and promises or notices of intention to give security that Desjardins may require to secure the repayment of such loans and interest thereon, and to execute all assignments, conveyances, hypothecations, notices and other documents necessary to give or furnish to Desjardins the security or securities requested as aforesaid, and to attach the seal of the University to any such assignment, conveyance, hypothecation, notice or other document;
4. THAT any two of the individuals named in paragraph 2 of the present resolution be authorized to sign all instruments or documents desirable or necessary in connection with the matters outlined in paragraph 2;

5. THAT the two individuals named in paragraph 3 of the present resolution be authorized to sign all instruments or documents desirable or necessary in connection with the matters outlined in paragraph 3; and
6. THAT a certified copy of this resolution be delivered to Desjardins for its guidance and information and that this resolution be valid until a resolution abrogating the same shall have been passed and a certified copy thereof delivered to Desjardins.

PREPARED BY:

Name: Danielle Tessier
Date: November 21, 2019



**BOARD OF GOVERNORS
OPEN SESSION
Meeting of December 11, 2019**

AGENDA ITEM: Employee Benefits Committee recommendation regarding amendments to Section 14.7 of the Pension Plan text

ACTION REQUIRED: For approval

SUMMARY: Further to a meeting held on October 29, 2019, the Employee Benefits Committee is recommending Board approval of an amendment to the Pension Plan text to allow for remuneration of its external members. This recommendation was endorsed by the Pension Committee at its meeting of September 18, 2019.

BACKGROUND: In accordance with the current provisions, the independent member is the only Pension Committee member who may receive compensation. The proposed modification would expand the possibility of providing remuneration to other external members of the Pension Committee in addition to the independent member.

Specific terms for such remuneration would be included in the Internal Management Rules adopted by the Pension Committee and would provide for remuneration only for participation in the Pension Committee's Investment Sub-Committee, which holds monthly meetings, including some full day meetings.

It is therefore recommended that Section 14.7 be amended as follows, effective January 1, 2020:

- 14.7 ~~Except for the independent member, the m~~Members of the Pension Committee shall serve without compensation for the execution of the duties of their office except for the independent member and the external members, for which compensation may apply in accordance with the Internal Management Rules adopted by the Pension Committee. However, the members of the Pension Committee may be paid or reimbursed for all expenses reasonably incurred in the execution of such duties.

So that the first sentence read as follows:

“Members of the Pension Committee shall serve without compensation for the execution of the duties of their office except for the independent member and the external members, for which compensation may apply in accordance with the Internal Management Rules adopted by the Pension Committee.”

DRAFT MOTION: That, on recommendation of the Employee Benefits Committee, the Board of Governors approve the amendments to Section 14.7 of the Pension Plan text.

PREPARED BY:

Name: Danielle Tessier
Date: November 15, 2019

**PENSION PLAN FOR THE EMPLOYEES OF CONCORDIA
UNIVERSITY**

Proposed Amendments to the Pension Plan Text

1. Effective January 1, 2012 subsection 14.7 is amended as follows:

1.1. by replacing the first sentence by the following:

“Members of the Pension Committee shall serve without compensation for the execution of the duties of their office except for the independent member and the external members, for which compensation may apply in accordance with the Internal Management Rules adopted by the Pension Committee.”



REPORT TO THE BOARD OF GOVERNORS

GRAHAM CARR
INTERIM PRESIDENT AND VICE-CHANCELLOR

DECEMBER 2019



INTRODUCTION

This report caps a momentous fall term and calendar year, one in which our university continued to ascend in prestigious international rankings, graduate highly talented individuals, and found unique opportunities to contribute to society.

We announced the creation of the **SHIFT Centre for Social Transformation** through a visionary donation of **\$10 million** from the **Amelia & Lino Saputo Jr. Foundation** and the **Mirella & Lino Saputo Foundation** on November 1st. Members of our internal community were joined by the extended community, including **Cathy Wong**, city councillor for the Peter-McGill district. SHIFT will further galvanize Concordia as a relationship broker, with a mission of solving social challenges through grassroots collaboration. SHIFT has already welcomed its first innovator-in-residence.

On November 18th we celebrated our more than **1,000 newest graduates** at **convocation ceremonies** at Place des Arts for the Faculty of Arts and Science, Faculty of Fine Arts, John Molson School of Business and Gina Cody School of Engineering and Computer Science. As part of the occasion, we heard addresses from our valedictorians: **Mostafa Ayoobzadeh** (PhD Business Administration); **Annie Rollins** (PhD Humanities); **Eric Fillion** (PhD History); and **Carolos Zetina** (PhD Industrial Engineering). Honorary doctorate recipients were: Pulitzer Prize-winning photographer **Barbara Davidson**; business leader **Annette Verschuren**; and educators **Rebecca Brent** and **Richard Felder**. It was a fantastic day for our community.

In response to the climate emergency we are facing as a society, the **Concordia University Foundation** committed to **100 per cent sustainable investments** by 2025. Although the Foundation embarked on the pathway of sustainable investment in 2014, Concordia is the first university to set such an ambitious target in Canada. We are also a signatory of the UN Environment Program's Alliance for Sustainability Leadership in Education, entailing structural commitments to carbon-neutrality and the enshrining of sustainability into our academic programming.

TEACHING, RESEARCH, INNOVATION

Concordia's **Institute for Investigative Journalism**, in collaboration with *Le Devoir* and Global News, revealed that the province's lead testing method for drinking water underestimates exposure levels and that 300,000 Montrealers could be at risk. The governments of Quebec and

Montreal have since announced plans to address this issue. The project involved 24 students and journalists from the Institute and the partner news outlets, who tested homes in five cities across Quebec. The Institute was launched in 2018 and is led by **Patti Sonntag**, a former *New York Times* news services managing editor.

Giuseppe Di Labbio (BEng 14, MASc 15, PhD 19) won a Jury Prize in NSERC's **Science Exposed** national scientific research image contest. The Vanier Scholar, who is now a postdoctoral researcher at Polytechnique Montréal, was recognized for his photograph of blood flow in a healthy heart as it fills versus one with a leaking valve. Giuseppe was in the Mechanical Engineering program, under the supervision of Lyes Kadem, when he captured his image. His research is to develop new clinical measures for earlier diagnosis of heart disease.

Our Concordia **Stingers Men's Rugby team** had a wonderful season, winning the RSEQ championship with a perfect record in the regular season and playoffs. The team went on to finish fourth overall in the third annual **Canadian University Men's Rugby Championship**, which Concordia hosted at Concordia Stadium from November 20th to 24th. In other Stingers news, **James Tyrrell** of our football team is the first Concordia Stingers wide receiver since 1981 to win **All-Canadian honours** from U Sports. The RSEQ named quarterback **Adam Vance** conference MVP and receiver **Jeremy Murphy** rookie of the year.

Maize Longboat, a recent master's graduate from the Department of Communication Studies, won the prestigious **Best Emerging Digital or Interactive Work** honour at the **imagineNATIVE Film + Media Arts Festival**. He developed his game, **Terra Nova**, as part of his thesis in media studies. Maize worked under the supervision of Mia Consalvo in the Department.

The **Society for Neuroscience Science Educator Award** was conferred upon **Cristian Zaelzer-Perez**, the president and founder of the **Convergence Initiative**, which brings together students from Concordia's Faculty of Fine Arts and neuroscience researchers to learn from each other and create art inspired by science. Cristian is the second Canadian to win the award since it was created in 2003.

Rhona Richman Kenneally (Department of Design and Computation Arts) and **Michael Kenneally** (School of Irish Studies) are each recipients of the **2019 Presidential Distinguished Service Award for the Irish Abroad**. They earned the award in the category of Business and Education for their work on behalf of Ireland, principally for establishing the School of Irish Studies at

Concordia. Ireland's Department of Foreign Affairs organized a special ceremony held by the President of Ireland at his official residence for this year's 12 honourees.

Concordia welcomed a new **senior director of Indigenous Directions. Manon Tremblay**, BA 03, is returning to her alma mater to advance the Indigenous Directions Action Plan and support Indigenous Directions. She began her five-year appointment on December 3rd and brings more than 20 years of experience providing high-level strategic advising on Indigenous education, research and employment initiatives to her role, having served as coordinator of Concordia's Aboriginal Student Resource Centre before moving to the University of Ottawa and the Public Service Commission of Canada in senior advisor roles. Most recently, Tremblay was director of Indigenous research for the Social Sciences and Humanities Research Council of Canada. **Donna Kahérakwas Goodleaf**, who served as interim senior director of Indigenous Directions, is moving into a new role as **director of decolonizing curriculum and pedagogy**. In this role she will be implementing important changes to ensure Concordia's teaching and learning practices reflect our commitment to decolonization and Indigenization.

On November 12th, the official launch of the **Canada Excellence Research Chair in Smart, Sustainable and Resilient Communities and Cities** was held at 4TH SPACE. The Chair, **Ursula Eicker**, was joined by the cluster of cities experts hired to complement the work of the CERC: **Jing Hu** (Department of Philosophy), **Alice Jarry** (Department of Design and Computation Arts), **Chunyan Lai** (Department of Electrical and Computer Engineering), **Mohamed Ouf** (Department of Building, Civil and Environmental Engineering), and **Carly Ziter** (Department of Biology). All presented briefly on their research programs and invited attendees to visit their displays.

On November 27th, a new three-year partnership was announced between Concordia and the **Court of Quebec**. The agreement will allow behind-the-scenes access to up to seven students from the Law and Society minor in the Department of History. Students will be able to meet judges and lawyers, attend trials and tour facilities. The new collaboration was made possible by **Morton Minc**, Concordia's first Jurist-in-Residence, working with the Faculty of Arts and Science. The first cohort of students will conclude the experience in May 2020 with a presentation to their peers. Participating students will receive a certificate of achievement signed by the dean of the Faculty of Arts and Science and a representative from the Court of Quebec.

Milan Valyear, a PhD candidate in psychology and 2018 Public Scholar, with a group of eight graduate students in the Department of Psychology, helped launch **Concordia's Journal of**

Accessible Psychology. Students are invited to submit their research in blog-style posts. The journal will be published yearly each September. The initiative trains undergraduates to communicate their findings in an accessible way, while also providing graduate students the opportunity to gain experience reviewing submissions. PhD candidate in psychology **Alexa Ruel** will serve as the journal's editor-in-chief, while current public scholar **Heather Herriot** is also supporting the endeavour.

The District 3 Innovation Center, with the support of the City of Montreal, is hosting the **Biohealth Innovation Week** from December 2nd to 6th. The partnership is to support researchers in biosciences and life sciences as they bridge academia and industry.

To foster cross-disciplinary and cross-faculty collaboration, four **City Cluster small grants** have been awarded to projects and events that involve faculty members, students and staff from across the university. The two projects receiving support focus on the deconstruction of the Champlain Bridge and on Montreal's bee populations. The two event awards support efforts to engage Montreal's black and Arabic-speaking communities. Winning projects will be profiled in NOW stories to be published in early January, and a second call for proposals will be issued around the same time.

Staff members at the City of Montreal are working on a series of urban challenges with students in six courses through a pilot program called **CityStudio Montréal**. CityStudio serves as a bridge between the university and the municipal government, with city staff members proposing projects that are then matched with relevant courses in various disciplines and faculties. There are currently 150 students and eight professors from four departments working on CityStudio challenges. An end-of-semester showcase of CityStudio happened at Marché Bonsecour on December 4th.

Our John Molson School of Business (JMSB) signed a **memorandum of understanding** with the **Centre de transfert d'entreprise du Québec**. As part of the agreement, JMSB's Bob and Raye Briscoe Centre in Business Ownership Studies will collaborate with the Centre to facilitate the business acquisition process for students and other Concordia stakeholders. Concordia and the Centre, which is supported by the Government of Quebec's *Ministère de l'Économie et de l'Innovation*, will work together to offer workshops, educational programming and other supporting activities to help ensure that business ownership transfers are both encouraged and facilitated.

The **School of Irish Studies** celebrated its **10th Anniversary** on November 10th. Guests included Brian Mulroney, Daniel and Pierre-Marc Johnson and Jean Charest. The anniversary featured an excerpt from the documentary *Lost Children of the Carricks* by Gearóid Ó hAllmhuráin (Johnson Chair in Quebec & Canadian Irish Studies).

The PERFORM Centre was selected to host a **one day mini symposium** as part of the **Annual Meeting of the Organization for Human Brain Mapping** which will bring some 5,000 academics, researchers and practitioners to Montreal this summer. “Advanced brain imaging for the study of health behaviors: sleep, nutrition and physical activity” will be held at the Oscar Peterson Concert Hall on June 25th, 2020.

Jodi Calahoo-Stonehouse is **SHIFT’s first innovator-in-residence**. She is of Cree and Mohawk descent from the Michel First Nation, and is the co-founder of and executive producer at Miyo Pimatisiwin Productions. Her work centres on sharing positive narratives of Indigenous Peoples and improving the realities of marginalized Indigenous youth. She participated in workshops and a series of conversations from November 25th to 29th. The residency launch at 4TH SPACE was called “Weaving our Worldviews: Social Transformation and Indigenous Practices.” It included storytelling, interactive activities and an evening keynote conversation. On the 26th, Jodi hosted “Waterways and Waterwars: Climate Activism and Anti-Racism.” Also that day, she led a private workshop for Indigenous innovators. On the 27th Jodi was at the Aboriginal Students Resource Centre and finally, on the 28th, she hosted a private workshop for professionals working in non-Indigenous organizations that support social innovation and social economy projects.

Concordia’s Leonard and Bina Ellen Art Gallery is presenting the first major solo exhibition of Inuit artist **Shuvinai Ashoona**, *Mapping Worlds*, up until January 18th, 2020. The exhibition features 33 drawings completed over the past 15 years.

Jeremy Clark (Concordia Institute for Information Systems Engineering) was awarded an **Industrial Research Chair** supported by **Raymond Chabot Grant Thornton** (RCGT), a Canadian leader in insurance, tax, consulting and recovery and reorganization services, and Catallaxy, a RCGT subsidiary that develops software authentication products. The Chair program entitled “NSERC/RCGT/Catallaxy Industrial Research Chair in Blockchain Technologies” aims to investigate applications of underlying blockchain technology. This five-year IRC has a total cash value of **\$1,364,390** plus **\$613,600** in-kind.

Lingyu Wang (Concordia Institute for Information Systems Engineering) was awarded a **Senior Industrial Research Chair (IRC)** supported by **Ericsson Canada Inc.** The Chair builds upon research funded by a previously awarded CRD and its main objective is to protect virtual infrastructures through a series of solutions for security monitoring, attack detection and attack mitigation. This five-year Senior IRC has a total cash value of **\$1.8 million** plus **\$828,750** in-kind.

We also received the following funding results:

- Seven **NSERC Engage** grants totaling **\$175,000**
- Two **SSHRC Partnership Engage** grants totaling **\$49,672**
- One **SSHRC Connection** grant of **\$48,000**

SERVICES SECTOR

Substantial completion of the **Applied Science Hub** on our Loyola Campus is anticipated by January or February 2020. Delivery of the **Learning Square** is expected by this month.

An initiative to **protect sensitive data** throughout Concordia is underway to address risks relating to internal threats and data exfiltration. A mandate was completed by Deloitte for the execution of the first phase of this initiative which was to conduct a pilot project aimed at reviewing data types and access/protection. The next phase will aim at completing the assessment for the remaining data platforms, establishing data protection governance, performing data classification and implementing protection standards.

Following the Institute for Investigative Journalism's revelatory report on lead contamination in drinking water throughout Canada, the Government of Quebec has mandated post-secondary institutions **conduct testing of their water for lead concentration**. Initial water samplings were completed in the daycares on campus; results show that the water is safe. A comprehensive sampling campaign is under preparation according to the requirements provided by the *Ministère de l'éducation et de l'enseignement supérieur* and the *Ministère de l'Environnement et Lutte contre les changements climatiques*.

Concordia committed to **redesigning the Loyola Campus entrance** in front of the Administration (AD) Building within a five-year timeline. The redesign is a product of discussions with the City of Montreal. The proposal is to carry out transitional landscaping and greening interventions in the AD parking lot to enhance the heritage value of the campus and reduce the negative impact of the

existing parking lot (heat gain, vehicular circulation, safety issues). Work on the project began in fall 2019.

The Mayor of Côte-des-Neiges–Notre-Dame-de-Grâce, **Sue Montgomery**, was on campus on November 5th to join students, faculty, staff and members of the university administration in **planting 185 trees** on the Loyola Campus. The tree species are all native to Quebec. The activity was made possible through the generous support of **Soverdi** and the **TD Bank**.

UNIVERSITY ADVANCEMENT

The **Aune Foundation** pledged **\$176,400** to create the Ruth P. Glenen Awards at Concordia's John Molson School of Business.

A gift from the **Estate of Kurt Ekler** of **\$110,000** will add to the endowment for Graduate Support in Judaic Studies, bringing the total amount of the endowment to \$400,000. The late Kurt Ekler taught chemistry at Loyola College — one of Concordia's founding institutions — as well as at Concordia and retired as professor emeritus.

Eileen Curran, BA 70, pledged **\$100,000** towards the Faculty of Arts and Science to establish the Sarah Anne and Henry John Hemens Graduate Scholarship to Advance Aboriginal Women. The new pledge is in honour of Curran's parents; her father was the first chancellor of Concordia University from 1974 to 1981.

A donor made a gift of **\$100,000** to the Campaign for Concordia through the Jewish Community Foundation of Montreal.

PricewaterhouseCoopers made a gift of **\$87,500** to support the PwC Awards in Computer Science and Accountancy.

The **Canadian Irish Studies Foundation** will augment the Johnson Chair in Quebec and Canadian Irish Studies with a gift of **\$86,667**.

Fondation J.A. DeSève made a gift of **\$50,000** towards the Fondation J.A DeSève Graduate Fellowship at Concordia's Faculty of Fine Arts.

Along with her siblings, **Andrea J. Schwartzman** made a gift of **\$50,000** to establish the Alex E. Schwartzman Scholarship in Psychology in memory of their father, Alex. E. Schwartzman, a distinguished professor emeritus in Concordia's Department of Psychology, where he taught for more than 40 years.

Ross Knowles made a gift of **\$48,023** in and **David F. Knowles** made a gift of **\$28,625** in support of the A. Frank Knowles Endowment at the John Molson School of Business.

A gift-in-kind from **Mathieu Delbuguet**, BComm 02, valued at **\$45,000**, will support students and research in the Faculty of Fine Arts.

Groupe Swagelok Québec made a gift-in-kind of **\$37,076** towards the Gina Cody School of Engineering and Computer Science.

Construction Tyron made a gift of **\$25,000** towards the annual Concordia Golf Classic in support of students.

Fundraising events:

The **Concordia University Hong Kong Foundation (CUHKF)** celebrated its 20th anniversary with a gala dinner in September. The event featured more than 200 guests — many of them alumni from the 1960s through today. The gala, which was attended by the Canadian Consul-General in Hong Kong, Jeff Nankivell, raised **\$370,000** in support of the CUHKF and the Campaign for Concordia.

Concordia's annual **Epic Used Book Fair** took place from November 3rd to 5th, raising funds for students in need. This year's event was tied to the Concordia Epic Used Book Giveaway, held on the first day of classes. Together, the events raised a record **\$32,643** and redistributed nearly 18,000 books. All proceeds from this year's fair go towards student scholarships and the Student and Emergency Food Fund.

Alumni and donor engagement:

Concordia Chancellor **Jonathan Wener**, BComm 71, hosted the fifth anniversary of the Chancellor's Builders Circle and Friends Dinner on October 15th. With more than 130 donors and friends in attendance, the evening included speeches from **Jonathan Wener** and **Susan Wener**; **Norman Hébert Jr.**, BComm 77, chair of Concordia's Board of Governors; **Lino Saputo Jr.**, BA 89, co-chair of the Campaign for Concordia; **Ursula Eicker**, Canada Research Chair in Smart, Sustainable and

Resilient Communities and Cities; and **Rachel Downey**, GrDip 18, PhD candidate in Concordia's Department of Psychology. The event, which took place at Old Montreal's St. James Theatre, was emceed by **Anne Whitelaw**, BFA 87, GrDip 92, PhD 96, interim provost, and vice-president Academic, and also featured a special performance by students in Concordia's Department of Contemporary Dance.

Concordia co-hosted **Walrus Talks** events in Ottawa, Toronto and New York City, which were each attended by more than 150 alumni and friends from September to November. Each event featured seven speakers delivering seven-minute talks on how science, culture and politics are changing the way we live. The Walrus Talks events are part of Thinking Out Loud, Concordia's podcast and events series.

Concordia's Alumni Women and Leadership hosted a panel discussion in London, England, on authentic leadership. Panelists included **Anne-Marie Croteau**, BSc 86, dean, John Molson School of Business; **Andrea C. Martin**, BComm 83, CEO, PRS for Music U.K.; and **Stacey Jackson**, BA 91, singer-songwriter and entrepreneur. **Daniele Hamamdjian**, BA 06, correspondent for CTV National News, London Bureau, moderated the October 2nd conversation.

Concordia's New York City alumni chapter organized its annual Terry Fox run on October 12th, as part of the Terry Fox Run for Cancer Research, raising **\$4,000** for the cause.

Jean-Claude Bustros, BFA 01, chair of Concordia's Mel Hoppenheim School of Cinema, joined **Zaib Shaikh**, Consul General of Canada in Los Angeles on October 22nd to discuss the entertainment industry in an event hosted by the Consul General at his home.

Concordia's Ottawa alumni chapter co-hosted an event with University of Toronto alumni on October 24th. The *Leonardo da Vinci: 500 Years of Genius* event in Ottawa featured a presentation by **Angelo B. Mingarelli**, BSc 74, professor of mathematics at Carleton University.



**BOARD OF GOVERNORS
OPEN SESSION
Meeting of September 18, 2019**

AGENDA ITEM: Report on compliance with environmental legislation and health and safety (EH&S) regulations

ACTION REQUIRED: For information

SUMMARY: This report is provided to members of the Board of Governors on a quarterly basis to apprise them of matters concerning EH&S at Concordia and to allow them to ask questions.

PREPARED BY:

Name: Danielle Tessier
Date: December 3, 2019



**ENVIRONMENTAL
HEALTH AND SAFETY**

Report on Due Diligence for Concordia University Board of Governors

Reporting Period

2019 Q3

(July, August, September)

December 2, 2019

Pietro Gasparini, C.I.H.
Director, Environmental Health & Safety
December 2, 2019

Environmental Health & Safety (**EHS**) supports the academic, research and operational activities of the University and promotes a safe, healthy and sustainable campus environment. EHS manages and coordinates programs and services that minimize health, safety, environmental and regulatory risks. Through a multitude of safety programs, EHS monitors compliance with federal and provincial health and safety legislation and internal university policies. We identify and evaluate risks, develop control strategies, and implement appropriate internal procedures. Education is a key component of all risk mitigation strategies and providing high quality, relevant safety training is one of EHS’s main responsibilities.

Section A presents the University’s Leading Safety Key Performance Indicators (KPIs) which measure safety performance and help reflect the safety culture within the University. **Section B** presents the traditional Lagging Safety KPIs which are retrospective and which now include four incident/injury rates.

Section A: Leading Safety Key Performance Indicators

1. Safety & Security Training

This key performance indicator includes training provided by Environmental Health and Safety and Security, given both contribute positively to the university’s safety performance and culture.

For the period of July 1 to September 30, 2019, **51** safety and security training sessions took place with **752** participants. Back to school is always a busy time for safety training and this is reflected in this quarters results.

	Q3 2018 <i>July, Aug., Sept.,</i>	2018 <i>Full Year</i>	Q3 2019 <i>July, Aug., Sept.,</i>	2019 <i>Year To Date</i>
Total Training Sessions	70	231	51	239
Total Participants	675	2456	752	2038

2. Injury & Near-Miss Investigations

Depending on the circumstances surrounding a reported injury or near-miss, EHS staff will conduct a formal investigation in partnership with supervisors. Investigations are conducted in order to: determine the root causes of injuries and near-misses, prevent similar occurrences in the future, determine compliance with applicable safety regulations, and collect information for workers’ compensation claims (if applicable). In some instances, injury and near-miss investigations result in the identification of corrective actions that can prevent injury and near-miss reoccurrence (see Section 5).

For the period of July 1 and September 30, 2019, **13** injury and near-miss investigations were conducted. The number of injury and near-miss investigations in Q3 2019 was similar to Q3 2018.

	Q3 2018 <i>July, Aug., Sep</i>	2018 <i>Full Year</i>	Q3 2019 <i>July, Aug., Sep</i>	2019 <i>Year To Date</i>
Injury Investigations (Including CNESST Claims)	10	42	9	27
Near-Miss Investigations	2	11	4	10
TOTAL	12	53	13	37

3. Preventative Internal Inspections & Assessments

Preventative internal inspections and assessments (total number) refer to workplace inspections and risk assessments conducted by, or in collaboration with, EHS staff on university premises.

Workplace inspections involve a walkthrough of a workplace (e.g. research laboratory, studio, workshop, mechanical room) to determine the degree of compliance with both government regulations and internal policies and procedures. Inspections result in internal non-compliance citations (Section 4) and require corrective actions (Section 5).

Workplace risk assessments are a more thorough evaluation of the workplace with the objective to identify all hazards and to determine if the hazards can be eliminated. If elimination of the hazard is not possible, the risk assessment determines if the hazard is adequately controlled.

Workplace inspections are conducted on a more routine basis (annually or bi-annually), whereas risk assessments, which take more time, are conducted once and repeated when there is a major change in the level or area of activity in the workplace.

Workplace inspections and risk assessments are complimentary and together form an integral part of the University's comprehensive health and safety program. Both serve as a mechanism to determine compliance with government regulations and internal policies and procedures.

For the period of July 1 to September 30, 2019, EHS is reporting **51** preventative internal inspections and assessments. The Department completed 17 of the preventative internal inspections and assessments during Q3 2019. The remaining 34 were comprehensive roof safety risk assessments completed since the beginning of 2019. The roof safety risk assessments were incorporated into the roof asset project undertaken by Facilities Management. Due to the complexity of the roof risk assessments, additional time and resources were required to complete the reports. Facilities Management received all 34 reports in Q3 2019. The 34 roof safety risk assessment reports cover 52 building roofs. Due to their proximity, shared access points and layout, several university buildings roofs were grouped together for the assessments.

Year	Preventative Internal Inspections & Assessments
Q3 2018 <i>July, Aug., Sept.,</i>	3
2018 <i>Full Year</i>	52
Q3 2019 <i>July, Aug., Sept.,</i>	51
2019 <i>Year to Date</i>	67

4. Internal Non-Compliance Citations

EHS is mandated to monitor compliance with both government regulations and internal safety policies and procedures. Compliance monitoring allows us to ensure the safety and well-being of the university community and to mitigate external non-compliance citations.

The majority of internal non-compliance citations result from preventative internal inspections and assessments, as well as injury and near miss investigations. Identification of non-compliance issues and their subsequent correction improves the overall safety performance of the University prior to the intervention of regulatory bodies. Often, a single internal workplace inspection or injury investigation can generate several non-compliance citations.

For the period of July 1 to September 30, 2019, EHS issued **739** internal non-compliance citations. 588 of these non-compliance citations resulted from the comprehensive roof safety risk assessment reported in Section 3. Given that access to university building roofs is restricted to authorized individuals and controlled by Property Managers, the risk poses by these non-compliance citations can be controlled while waiting for permanent solutions. Interim safety measures, including additional access restrictions, were immediately implemented in order to further mitigate the risks associated with the identified non-compliance issues. EHS is developing new roof safety training and is aiming to begin training before the end of 2019. EHS staff are working closely with Property Managers and university employees to ensure that all necessary safety measures are in place when conducting work on the university's roofs. Non-compliance citations due to inappropriate or lack of safety equipment will require capital investment. Facilities Management, working closely with EHS, will incorporate these requirements into the roof asset program.

Of the 151 other non-compliance citations from Q3, 128 resulted from workplace safety inspections, principally as part of the biosafety program.

Year	Internal Non-Compliance Citations
Q3 2018 <i>July, Aug., Sept.,</i>	91
2018 <i>Full Year</i>	527
Q3 2019 <i>July, Aug., Sept.,</i>	739
2019 <i>Year To Date</i>	865

5. Corrective Action Completion Rate

Corrective actions are assigned as the result of an intervention by EHS, including injury investigations and internal inspections. When non-compliance issues are identified, corrective actions are generally required. Corrective actions are assigned to the supervisor responsible for the area where the citation occurred or for the individuals involved.

All non-compliance citations (internal and external) must be resolved in a timely manner. External Non-Compliance Citations from external bodies received during external inspection (Section 12) are accompanied by obligatory corrective actions and imposed deadlines. Internal Non-Compliance Citations (Section 4) are also accompanied by obligatory corrective actions and target deadlines. This metric tracks the percentage of assigned corrective actions that are completed. This is tracked by calendar year until all actions are completed.

Year	Corrective Action Completion Rate
2014	99%

As of September 30, 2019, 99% (137) of Corrective Actions assigned in **2014** (138) were completed. The remaining corrective action is currently in progress.

Year	Corrective Action Completion Rate
2015	99.6%

As of September 30, 2019, 99.6% (448) of Corrective Actions assigned in **2015** (450) were completed and 0.4% (2) are currently in progress.

Year	Corrective Action Completion Rate
2016	98%

As of September 30, 2019, 98% (213) of Corrective Actions assigned in **2016** (217) were completed, 1.5% (3) are currently in progress and 0.5% (1) has yet to begin.

Year	Corrective Action Completion Rate
2017	97%

As of September 30, 2019, 97% (356) of Corrective Actions assigned in **2017** (369) were completed, 2% (8) are currently in progress and 1% (5) have yet to begin.

Year	Corrective Action Completion Rate
2018	63%

As of September 30, 2019, 63% (475) of Corrective Actions assigned in **2018** (755) were completed, 11% (82) are currently in progress and 26% (198) have yet to begin.

Over 200 Corrective Actions assigned in 2018 originated from the 45 elevator mechanical rooms risk assessments completed by EHS. Facilities Management, working in close collaboration with EHS, has already begun to address these corrective actions, however it will take several years before all are completed. It is important to note that the Corrective Actions required from these areas do not compromise or influence the safety of the university's elevators. Elevator mechanical rooms are highly restricted areas and specialized training is required in order to obtain authorization to enter these rooms.

Year	Corrective Action Completion Rate
2019	20%

As of September 30, 2019, 20% (171) of Corrective Actions assigned in **2019** (865) were completed, 3% (29) are currently in progress and 77% (665) have yet to begin. The Corrective Action Completion Rate has dropped significantly since Q2 due to the high volume of new Corrective Action assigned in Q3, specifically the 588 related to the roof risk assessments.

Escalating open corrective actions to supervisors and management has resulted in better compliance. Even as information on the status of corrective actions has improved, completing these actions in a timely manner still remains a challenge. EHS staff continues to follow-up and offer assistance to supervisors. Notifications for follow-up continue to be escalated to department chairs and the area's management as required.

6. EHS Research Compliance Reviews

In collaboration with the Office of Research, EHS reviews research and teaching activities that involve hazardous materials, in order to ensure compliance with applicable government regulations and internal policies and procedures.

For the period of July 1 to September 30, 2019, 9 EHS Research Compliance Reviews were completed. As research capacity increases, this KPI will steadily increase.

Year	EHS Research Compliance Reviews
Q3 2018 <i>July, Aug., Sept.,</i>	20
2018 <i>Full Year</i>	37
Q3 2019 <i>July, Aug., Sept.,</i>	9
2019 <i>Year To Date</i>	35

Section B: Traditional (Lagging) Safety Key Performance Indicators

7. Total Injuries

An injury refers to the occurrence of a sudden and unforeseen event arising out of, or in the course of, a university sanctioned activity attributable to any factor that caused an injury or an occupational disease (an exposure to conditions or substances that resulted in a disease). Injuries are grouped as work-related (involving staff and faculty), student or visitor/contractor.

For the period July 1 to September 30, 2019, **44** reported injuries. Although slightly more in Q3 2019 when compared to Q3 2018, the Year To Date number of Total Injuries in 2019 is 41% less than all of 2018.

Year	Total Injuries
Q3 2018 <i>July, Aug., Sept.</i>	40
2018 <i>Full Year</i>	239
Q3 2019 <i>July, Aug., Sept.</i>	44
2019 <i>Year To Date</i>	142

Sports Injuries Included in Total Injuries

Sports Injuries are a sub-set of Total Injuries. Currently the Sports Injuries that are reported to the University via the Injury/Near-Miss Report Form are those injuries (trauma) or illnesses (repetitive stress) suffered by a Member (staff/student) or Non-Member (visitor) of the university community. These injuries occur during the course of a voluntary activity (personal time), either participating in team or individual sport activities or personal physical conditioning, on Concordia property. Whenever external medical attention is required to treat the injury, the Security Department calls for an ambulance. As a result, the majority of the injuries within this category are reported to EHS by the Security Department.

Year	Sports Injuries
Q3 2018 <i>July, Aug., Sept.</i>	4
2018 <i>Full Year</i>	61
Q3 2019 <i>July, Aug., Sept.</i>	7
2019 <i>Year To Date</i>	26

8. Work-Related Injuries

Work-Related Injuries are a subset of the Total Injuries (Section 7), whereby the injured person is a worker (staff or faculty). An injury or illness is considered work-related when an employee is involved and if an event, or exposure in the work environment, either caused or contributed to the resulting condition or significantly aggravated a pre-existing injury or illness. Work-related injuries are investigated by EHS staff and when warranted, an investigation report with corrective actions is submitted to the employee's supervisor.

For the period July 1 to September 30, 2019, **13** of the **44** reported injuries (Section 7) were work-related. Compared to 2018, the number of Work-Related Injuries to date is down 39%.

Year	Work-Related Injuries
Q3 2018 <i>July, Aug, Sept.</i>	14
2018 <i>Full Year</i>	67
Q3 2019 <i>Jul, Aug, Sep</i>	13
2019 <i>Year To Date</i>	41

Recordable Injury Rate (RIR)

The Recordable Injury Rate, also commonly referred to as the recordable incident rate, is calculated by multiplying the number of Work-Related Injuries by 200,000, and then dividing that number by the number of labor hours during that period.

Year	Recordable Incident Rate
2018 <i>Full Year</i>	0.57
2019 <i>Year to Date</i>	0.35

At the end of Q3, the Recordable Injury Rate was 0.35 work-related injuries per 100 full-time employees.

9. Workers' Compensation Claims

Employees who sustain a work-related injury may be eligible for compensation from the *Commission des normes, de l'équité, de la santé et de la sécurité du travail* (CNESST).

For the period July 1 to September 30, 2019, there were **3 accepted workers' compensation claims** from Work-Related Injuries that occurred in Q3. Of the accepted claims, 2 were Lost-Time Injuries (see Section 10). In addition, there was a compensation claim from a Work-Related Injury that occurred in Q1 2019 that was accepted by the CNESST only in October 2019; the Year to Date total was adjusted accordingly.

Year	Accepted Compensation Claims
Q3 2018 <i>July, Aug., Sept.</i>	4
2018 <i>Full Year</i>	11
Q3 2019 <i>July, Aug., Sept.,</i>	3
2019 <i>Year To Date</i>	10

The following table provides details on the 2019 accepted workers' compensation claims and indicates the lost-time days associated with the claim.

Table: Accepted Workers' Compensation Claims

Date	Description	Department	Diagnosis	Lost-Time Days
21-Jan-2019 (Q1 Injury Accepted in Q4)	The employee pulled an electrical wire and sustained a periorbital/nasal abrasion.	Facilities Operations	Left Periorbital/Nasal Abrasion	0
22-Jan-2019	The employee missed a step and sustained a left ankle injury.	Health, Kinesiology & Applied Physiology	Left Ankle Sprain	0
12-Feb-2019 (ongoing claim)	The employee fell off the ladder and sustained a right knee sprain.	Facilities Operations	Right Knee Sprain	91
14-Feb-2019 (Q1 Injury Accepted in Q2)	The employee slipped on ice and sustained a back sprain.	IITS	Back Sprain	0
23-Apr-2019	The employee was moving a printer and sustained a lumbar strain	Distribution	Lumbar Sprain	12
29-Apr-2019	The employee tripped and sustained a right ankle and left knee strain.	Exams' Office	Right Ankle and Left Knee Strain	5
06-Jun-2019	The employee fell between the doors at the FB entrance and sustained a cervical strain.	Human Resources	Cervical Strain	10
14-Aug-2019	Employee tripped and fell on a raised/damaged metal strip, resulting in a fractured facial bone.	Journalism	Right Maxillary Sinus Fracture	19
16-Aug-2019	The employee tripped on a speed bump and fell, sustaining a contusion to the right knee and abrasions.	CUFA	Contusion/Abrasion Right Knee	5
13-Sep-2019	The security mechanism that keeps the garage type door open failed. The door closed on the employee, resulting in a sustained lower back injury.	Communication Studies	Lumbar Strain	0

10. Lost-Time Days

A Lost-Time Work-Related Injury is defined as a work-related injury or illness that results in days away from work, other than the day of injury or the day the illness began. Lost-Time Days refers to the total number of calendar days employees are away from work due to a work-

related injury or illness.

For the period of July 1 to September 30, 2019, there were **24 Lost Time Days** associated with the Lost-Time Work-Related Injuries.

Year	Lost-Time Days
Q3 2018 <i>July, Aug., Sept.</i>	60
2018 <i>Full Year</i>	203
Q3 2019 <i>July, Aug., Sept.</i>	24
2019 <i>Year To Date</i>	174

Lost-Time Injury Rate (LTIR)

The Lost-Time Injury Rate measures the occurrence of work-related injuries that resulted in an employee’s inability to work the next workday. It represents the number of lost-time injuries per 100 full-time employees in the stated period. The LTIR is calculated by multiplying the number of Lost-Time Work-Related Injuries by 200,000, and then dividing that number by the number of labor hours during that period.

Year	Lost-Time Injury Rate
2018 <i>Full Year</i>	0.19
2019 <i>Year to Date</i>	0.21

At the end of Q3, the Lost-Time Injury Rate was 0.21 lost-time injuries per 100 full-time employees.

Lost-Time Day Rate (LTDR)

The Lost-Time Day Rate is a rate that measures the length of time an employee is away from work due to a work-related injury. It represents the number of lost-time days per 100 full-time employees in the stated period. The LTDR is calculated by multiplying the number of Lost-Time Days by 200,000, and then dividing that number by the number of labor hours during that period.

Year	Lost-Time Day Rate
2018 <i>Full Year</i>	5.52
2019 <i>Year to Date</i>	6.16

At the end of Q3, the Lost-Time Day Rate was 6.16 lost-time days per 100 full-time employees.

Severity Rate

The Severity Rate provides an average of the number of Lost-Time Days per Lost-Time Work-Related Injury. The Severity Rate is calculated by dividing the total number of lost-time days by the total number of lost-time work-related injuries.

Year	Severity Rate
2018 <i>Full Year</i>	29.0
2019 <i>Year to Date</i>	29.0

At the end of Q3, the Severity Rate was 29.0 lost-time days per lost-time injury.

11. Near Misses

A Near Miss is the occurrence of an event on university property, arising out of, or in the course of, a university sanctioned activity attributable to any factor that could have caused either an injury or material damage. For example, events such as tripping on a stair or slipping in a water puddle, where no injury occurred, would be categorized as a near miss. As per the University's Policy on Injury Reporting and Investigation (VPS-42), reporting of Near Misses is required. Traditionally, Near Misses go underreported, due to the fact that no injury has occurred. Steps have been taken to encourage Near-Miss reporting, including discussing the importance of Near-Miss reporting at safety committee meetings and emphasizing Near-Miss reporting during safety training and new Principal Investigator orientation sessions.

For the period of July 1 to September 30, 2019, **9** Near Misses were reported, the same number as during the same period in 2018.

Year	Near Misses
Q3 2018 <i>July, Aug., Sept.</i>	9
2018 <i>Full Year</i>	41
Q3 2019 <i>July, Aug., Sept.</i>	9
2019 <i>Year To Date</i>	25

12. External Inspections

External inspections refer to inspections or audits of the University premises or safety programs conducted by government agencies or third parties (e.g., insurance provider). Third-party audits

include those performed at the request of Environmental Health & Safety. These inspections and audits ensure that the University's activities and facilities are in compliance with all applicable legislation and regulations.

For the period of July 1, 2019 to September, 30, 2019, there were **two** external inspections. Two follow-up inspections were conducted by inspectors from the *Commission des normes, de l'équité, de la santé et de la sécurité du travail* (CNESST) to verify the completion of required corrective actions from the series of CNESST inspections in 2018 and 2019.

Year	External Inspections
2018 Q3 <i>July, Aug., Sept.,</i>	12
2018 <i>Full Year</i>	32
2019 Q3 <i>July, Aug., Sept.,</i>	2
2019 <i>Year to date</i>	7

CNESST Inspections

Elevator Mechanical Rooms

As of June 30, 2019, the university is on target to complete the action plan committed to the CNESST for the safety non-compliance issues identified in elevator mechanical rooms by the December 2019 deadline.

Details: In June 18, 2018, the CNESST conducted inspections of 5 elevator mechanical rooms (4 in LB and 1 in Hall, representing 10 elevators). The inspector noted machine safety and fall prevention non-compliance issues in these elevator mechanical rooms. Since the university had already undertaken risk assessments of all elevator mechanical rooms prior to their inspection, the university was permitted to submit an action plan to correct the machine safety and fall prevention issues involving any 10 elevators the university owned and operated by December 2019 in lieu of non-compliance citations. In April 2019, the university submitted an updated action plan that will see an additional 7 elevators addressed. On May 6, the CNESST approved the new plan. The revised action plan represents an investment of approximately \$100,000 and the University committed to completing the action plan by December 2019. During Q3, on July 3, 2019, the inspector returned to campus to verify the proposed guard railing of the elevator cabins (above the elevator cabin). The inspector was satisfied with the proposed guard railing and the university has proceeded with the installation of guard railings on several elevator cabins. The university will meet the commitments made to the CNESST in the action plan submitted on May 6.

Academic, research and operations workshops, studios and laboratories

As of September 30, 2019, there are 2 non-compliance issues involving specialized machines (hydraulic presses) used in the Gina Cody School of Engineering and Computer Science that have not been corrected, however they have been locked out by EHS and were not used since the

citation was given. Due to the complexity of the machinery, finding suitable machine guarding solutions has been challenging. EHS and department representatives are working with the CNESST to find appropriate solutions.

Details: On October 3 and 4, 2018, the Gina Cody School of Engineering and Computer Science academic and research workshops and laboratories in the Hall building were inspected. The University received 23 non-compliance citations with a deadline of December 2, 2018. Only 15 of the 23 non-compliance issues were corrected by the deadline. On December 10, 2018, the inspector returned and provided the University with an extension until February 24, 2019, to complete the corrective actions required for the 8 remaining non-compliance issues. During the December 10 follow-up visit, the University received two additional non-compliance citations, with the deadline of February 24, 2019, to complete the corrective actions required to bring the machines up to code. On February 28, 2019 the CNESST conducted follow-up inspections and acknowledged the correction of all corrective actions. During the February follow-up visit, the University received five additional non-compliance citations, with the deadline of March 17, 2019, to correct them. The 5 non-compliance issues were immediately corrected and the final follow-up inspection took place on March 19, 2019. During the December 2, 2018 CNESST inspections, EHS staff locked out 5 machines; the locking out of machines is a common practice during inspections to ensure that they are not used. The non-compliant machines were locked with special EHS identified locks and are tagged indicating they cannot be operated. As per the university's Control of Hazardous Energy Program, only the owner of a lock is permitted to remove the lock. The CNESST acknowledges the locking out of the non-compliant machines as having dealt with the immediate risk posed by the non-compliant machines, however the inspector continue to follow the file until the non-compliant machines are made compliant. The machine safety non-compliance issues of 3 of the 5 locked machines are resolved. On September 17, 2019, the CNESST inspector returned to campus for a follow-up inspection. Finding suitable machine guarding solutions has been challenging. Until permanently corrected, the two remaining machines will remain locked out.

13. Regulatory Citations

The University may receive regulatory citations for non-compliance with federal, provincial or municipal laws, regulations or by-laws. Regulatory citations can be the outcome of government inspections or interventions (e.g., CNESST, Public Health Agency of Canada, Canadian Nuclear Safety Commission) or violations of regulations and by-laws (e.g., false fire alarm citation from the *Service de sécurité incendie de Montréal*). This metric tracks the total number of regulatory citations received by the University.

Year	Regulatory Citations
Q3 2018 <i>July, Aug., Sept.,</i>	80
2018 <i>Full Year</i>	159
Q3 2019 <i>July, Aug., Sept.,</i>	4

Year	Regulatory Citations
2019 <i>Year To Date</i>	15

For the period of July 1 to September 30, 2019, there were **4** regulatory citations from the *Service de sécurité incendie de Montréal* associated with fire alarms.

14. Regulatory Fines

Regulatory Citations (Section 13) may have associated monetary fines or penalties issued to the University.

Year	Fines Received
Q3 2018 <i>July, Aug., Sept.,</i>	\$13,750
2018 <i>Full Year</i>	\$18,450
Q3 2019 <i>July, Aug., Sept.,</i>	\$5,400
2019 <i>Year to Date</i>	\$18,900

For the period of July 1 to September 30, 2019, Concordia received **2** regulatory fines totaling **\$5,400** from the *Service de sécurité incendie de Montréal* associated with the 2 false fire alarm citations that occurred during the same period.

False fire alarm fines are determined by the number of false alarms over a 12-month period for each civic address. Fines are incremental.

15. Hazardous Materials Spills Responses

The University's Hazardous Materials Spill Response Team responds to hazardous material spills that occur on university premises. Service providers are called upon to assist when a major spill occurs and additional resources are required.

Year	Hazardous Material Spills Responses
Q3 2018 <i>July, Aug., Sept.,</i>	2
2018 <i>Full Year</i>	20
Q3 2019 <i>July, Aug., Sept.,</i>	13
2019 <i>Year to Date</i>	21

For the period of July 1 to September 30, 2019, there were 13 hazardous materials spill.



Pietro Gasparri, C.I.H.
Director, Environmental Health & Safety



**BOARD OF GOVERNORS
OPEN SESSION
Meeting of December 11, 2019**

AGENDA ITEM: Governance and Ethics Committee recommendation regarding amendments to the By-Laws

ACTION REQUIRED: For approval

SUMMARY: On recommendation of the Governance and Ethics Committee, Board approval is being sought with respect to the amendments to the By-Laws.

BACKGROUND: The substantive amendment being proposed to the By-Laws concerns student eligibility requirements to serve on the University's governing bodies.

In September 2019, pursuant to a recommendation of an Ad Hoc Committee established in Fall 2018, Senate approved modifications to the eligibility requirements for students to serve on Senate. The amended text has been incorporated into Article 64 b) of the By-Laws, and it is proposed to modify Articles 12 b) and 27 b) in the By-Laws which define student eligibility requirements for the Corporation and the Board so that they be more aligned with Senate's.

However, the proposed amendments to Articles 12 b) and 27 b) do not include the possibility for independent undergraduate students to serve on the Corporation or the Board, since the membership of the former and the latter is smaller than Senate's, and there are only two undergraduate student positions (regular and alternate) on the Corporation and the Board, while there are 12 on Senate.

The other proposed changes are mainly of a housekeeping nature, namely to update some titles, introduce gender-neutral language, simplify wording, adapt wording to current practices and standardize some language regarding the voting requirements.

At its meeting of October 24, 2019, the Governance and Ethics Committee reviewed and approved the proposed amendments. Clean and marked versions of the By-Laws are attached.

The 15 days' written notice of motion required by Article 80 a) of the By-Laws regarding the proposed amendments was forwarded to Governors on November 25, 2019.

DRAFT MOTION: That, on recommendation of the Governance and Ethics Committee, the Board of Governors approve the amendments to the By-Laws.

PREPARED BY:

Name: Danielle Tessier
Date: November 15, 2019

BY-LAWS OF CONCORDIA UNIVERSITY

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Approved by the Board of Governors on _____

SECTION 1 NAME

Article 1

The name of the Corporation shall be, in English, CONCORDIA UNIVERSITY and, in French, *UNIVERSITÉ CONCORDIA*.

A recognized organization wishing to use the name "Concordia" or "Concordia University" or, in French, "Université Concordia", in its official designation must apply to the Board of Governors for permission to use the name.

SECTION 2 SEAL

Article 2

The seal of the University shall be circular in shape and shall encircle the Coat of Arms of the University with the words '*UNIVERSITÉ CONCORDIA / CONCORDIA UNIVERSITY*' inscribed around the lower half of its circumference.

The seal may be affixed on all documents of an official nature issued by the University, including degrees or diplomas, or on official documents pertaining to the corporate activities of the University, such as certified copies of resolutions of the Board of Governors forwarded to the Quebec Government.

SECTION 3 OFFICERS OF THE UNIVERSITY

Article 3

The Officers of the University shall be:

- a) The Chancellor; or in his/her absence or inability to act, the Deputy Chancellor;
The President and Vice-Chancellor;
The Chair of the Board of Governors;
Two (2) persons holding the office of Vice-Chair of the Board of Governors, one of whom shall be an internal Governor and the other of whom shall be an external Governor;
The Provost and Vice-President, Academic;
The Vice-President, Research and Graduate Studies;
The Vice-President, Advancement;
The Vice-President, Services;
The Chief Financial Officer;
The Chief Communications Officer;
The Secretary-General; and

b) such other Officers as may be designated by the Board of Governors.

The Board of Governors shall ensure that appointment procedures for the Officers are put in place. The Officers other than the Chancellor, the Deputy Chancellor, the Chair of the Board of Governors, the Vice-Chairs of the Board of Governors and the President and Vice-Chancellor are proposed by the President and Vice-Chancellor and approved by the Board of Governors.

Article 4

The Chancellor shall preside at convocations and similar ceremonies and shall perform such other official duties as the Board of Governors may designate.

The Deputy Chancellor shall have all the powers of the Chancellor in their absence or inability to act.

The President and Vice-Chancellor shall have all the powers of the Chancellor in their absence or inability to act when the Deputy Chancellor is absent or unable to act on behalf of the Chancellor.

Article 5

The Chair of the Board of Governors, or in their absence or inability to act, one of the Vice-Chairs of the Board of Governors, (or, failing them, any other Governor elected for such purpose) shall chair all meetings of the Board of Governors and of the Corporation.

Article 6

The President and Vice-Chancellor shall be the Chief Executive Officer of the University.

The President and Vice-Chancellor shall be responsible for the execution of all decisions of the Board of Governors and of Senate and shall have all the powers required for the discharge of these duties as well as such other powers and duties as may be assigned to them by the Board of Governors.

Article 7

The Vice-Presidents, Chief Officers and Secretary-General shall assist the President and Vice-Chancellor in accordance with the duties outlined in their position profiles approved by the Board of Governors and assigned to them on their respective appointments and shall have such other powers, rights and duties as may be assigned to them by the President and Vice-Chancellor which are ancillary to the duties included in their position profiles.

Article 8

The Chancellor, the Deputy Chancellor, the President and Vice-Chancellor, the Chair of the Board of Governors and the Vice-Chairs of the Board of Governors shall hold office during the specific terms set in each case by the Board of Governors.

The other Officers listed in Article 3 a) shall hold office during the specific terms set in each case by the President and Vice-Chancellor and approved by the Board of Governors.

SECTION 4 SECRETARY OF THE BOARD OF GOVERNORS

Article 9

The Secretary of the Board of Governors shall be appointed by the Board of Governors. They shall also act as Secretary of the Corporation.

The Secretary of the Board of Governors shall be in charge of the seal and shall be responsible for maintaining a record of the minutes of all meetings of the Board of Governors and of the Corporation. They shall issue notices of all such meetings, attaching the agenda and documentation, and shall assume such other duties as may be assigned to them by the Board of Governors.

SECTION 5 MEMBERSHIP AND POWERS OF THE CORPORATION

Article 10

Membership in the Corporation shall consist of not more than twenty-five (25) persons who shall each hold office for a period of three years or less and who shall remain in office until their successors are elected.

The provision under Article 25 g) regarding an Alternate Governor for the internal Governor nominated from among the undergraduate students shall also apply for the member of the Corporation nominated from among the undergraduate students.

The Chancellor shall be a non-voting observer and shall have the right to be present and to speak at all regular and special meetings of the Corporation.

The Secretary-General shall have the right to be present and to speak at all regular and special meetings of the Corporation in their capacity as the person responsible for the University's legal affairs and governance.

Article 11

Members of the Corporation shall be elected by the Board of Governors.

A thirty (30) day written notice from the Chair of the Corporation shall be given to any member of the Corporation whose removal from office is being considered under Article 14 c). The member shall be given an opportunity to present their case to the Corporation.

Cause for removal shall include, but shall not be limited to, the failure of a member to comply with the duties or obligations set out in the *Code of Ethics and Professional Conduct applicable to Members of the Board of Governors and Members of Committees Established by the Board (BD-10)* or the failure or unwillingness of a member to abide by the By-Laws, policies or procedures of the University.

Article 12

Eligibility to serve on the Corporation is subject to the following requirements:

- a) Faculty members elected to the Corporation who take a leave during their term of office shall be replaced for the duration of their leave in the manner prescribed for in the appointment of the faculty member taking leave.
- b) Students elected to the Corporation shall be registered in at least six (6) credits in their undergraduate or graduate program in the then-current academic year and shall meet one of the following requirements:
 - i) be in acceptable standing in their undergraduate program or in good standing in their graduate program; or
 - ii) have successfully completed, in the previous academic year, a minimum of nine (9) credits in an undergraduate program or six (6) credits in a graduate program.

The credits specified in this article shall be taken at Concordia University.

Registration, credits and standing shall be verified by the Secretary of the Corporation at least twice a year, normally in September and January.

Upon graduation, any student elected to the Corporation ceases to be eligible and may no longer serve on the Corporation.

- c) Suspension or expulsion from the University shall immediately render students ineligible to serve on the Corporation. Suspension or termination of employment at the University shall immediately render faculty members and members of the administrative and support staff ineligible to serve on the Corporation. Constituencies that appoint individuals as their representative members are expected to conduct appointment processes in view of the duties and obligations of members specified in the *Code of Ethics and Professional Conduct applicable to Members of the Board of Governors and Members of Committees Established by the Board (BD-10)*. A constituency may request, in writing, that the seat of one of its appointees be vacated.

Article 13

A vacancy in the Corporation for any reason may be filled by the Board of Governors for the unexpired term of the person whose seat becomes vacant, in the manner prescribed for the appointment of the member to be replaced.

Article 14

In addition to the powers provided for in Articles 2 and 7 of the *Concordia University Act*, the Corporation shall have the following powers:

- a) to elect the members of the Board of Governors;
- b) to ratify and confirm any amendment to these By-Laws adopted by the Board of Governors, as stipulated in Article 80 c); and
- c) to remove a member of the Corporation.

SECTION 6 MEETINGS OF THE CORPORATION

Article 15

The members of the Corporation shall meet at least once a year to elect the Governors of the University and to transact any other general business which may properly come before the meeting. Meetings of the Corporation are restricted to members and invited guests.

Members are bound to respect the confidentiality of the proceedings of meetings as well as any information or documents obtained at those meetings, as stipulated in the *Code of Ethics and Professional Conduct applicable to Members of the Board of Governors and Members of Committees Established by the Board* (BD-10).

All meetings of the Corporation shall be chaired by the Chair of the Board of Governors, who shall act as Chair of the Corporation. In their absence or inability to act, one of the Vice-Chairs of the Board of Governors shall chair the meetings of the Corporation.

The Secretary of the Board of Governors shall act as Secretary of the Corporation.

Article 16

Special meetings of the Corporation may be called by the Chair or at the request of any five (5) members of the Corporation.

Special meetings of the Corporation may be held by means of such telephone, electronic or other communications facilities as permit all persons participating in the meeting to communicate with each other simultaneously.

Article 17

In the case of regular meetings of the Corporation, members who cannot participate in person may do so, on occasion, by means of such telephone, electronic or other communications

facilities as permit all persons participating in the meeting to communicate with each other simultaneously.

Article 18

When directed by the Chair, and in exceptional and urgent circumstances when it is not feasible for the Corporation to convene in person or by telephone, decisions may be taken by electronic exchange provided that:

- the resolution to be voted on is clearly stated to the members of the Corporation;
- the date by which members of the Corporation are required to respond is clearly stated;
- the resolution shall be deemed to have been adopted by the Corporation only if, by the date specified, the Secretary has received responses from two-thirds (2/3) of the members of the Corporation of whom a majority support the resolution;
- at the end of the voting period, the Secretary shall advise the members of the Corporation of the outcome of the vote.

For reporting purposes, the date of the meeting of the Corporation at which the decision is taken shall be the date by which the members of the Corporation are required to respond.

Article 19

A resolution signed by all the members of the Corporation shall have the same force and effect as if passed at a regularly constituted meeting of the Corporation.

Article 20

A majority of the members of the Corporation shall constitute a quorum for all regular meetings of the Corporation.

Two-thirds (2/3) of the members of the Corporation shall constitute a quorum for all special meetings of the Corporation.

Article 21

Notices calling meetings of the Corporation shall be sent by internal mail, messenger or reliable electronic means to each member at their last known address, at least five (5) days prior to the date of the meeting. When it is deemed to be urgent, the members may be summoned to a special meeting on twenty-four (24) hours' notice.

Article 22

Discussions at meetings of the Corporation shall be guided by the procedures and rules set out in the document entitled *Summary of Procedures at Board meetings and Rules of Order*.

Article 23

A two-thirds (2/3) majority of votes cast by members of the Corporation shall be required for a motion to be carried:

- a) to amend these By-Laws under Article 80 c);
- b) to remove a member of the Corporation from office under Article 11; and
- c) to exercise the powers set forth in the last paragraph of Article 2 and Articles 7 and 9 of the *Concordia University Act*.

All other motions debated at a meeting of the Corporation shall be carried by a majority of votes cast by members of the Corporation.

SECTION 7 MEMBERSHIP OF THE BOARD OF GOVERNORS

Article 24

The management of the affairs of the University shall be vested in a Board of Governors composed of twenty-five (25) members.

For the purposes of these By-Laws, an internal Governor is any member who represents one of the following constituencies of the University: full-time faculty, part-time faculty, permanent administrative and support staff, undergraduate students or graduate students, as well as the President and Vice-Chancellor. An external Governor is any member who represents the community-at-large.

Article 25

The Board of Governors shall consist of the following persons:

- a) The President and Vice-Chancellor;
- b) Fifteen (15) external Governors, thirteen (13) of whom shall be nominated by the Governance and Ethics Committee of the Board of Governors and two (2) of whom shall be nominated by the Concordia University Alumni Association;
- c) Five (5) internal Governors who shall be nominated from among the full-time faculty members by the full-time faculty;
- d) One (1) internal Governor who shall be nominated from among part-time faculty members by the part-time faculty;
- e) One (1) internal Governor who shall be nominated from among the permanent administrative and support staff, with the exception of staff members working in the

administrative offices of the President and Vice-Chancellor or any of the Vice-Presidents, Chief Officers or Secretary-General;

- f) One (1) internal Governor who shall be nominated from among the graduate students by the Graduate Students' Association;
- g) One (1) internal Governor who shall be nominated from among the undergraduate students by the Concordia Student Union. In addition, the Concordia Student Union may nominate from among the undergraduate students an Alternate Governor who shall have the same powers and responsibilities as the Governor in his/her absence or inability to act. The Alternate Governor shall have the right to be present and to speak at both the closed and the open sessions of all regular and special meetings at which the Governor is in attendance.

The Chancellor shall be a non-voting observer and shall have the right to be present and to speak at both the closed and the open sessions of all regular and special meetings of the Board of Governors.

The Secretary-General shall have the right to be present and to speak at both the closed and the open sessions of all regular and special meetings of the Board of Governors in their as the person responsible for the University's legal affairs and governance.

The Board of Governors may establish procedures for the nomination of Governors under paragraph b) through e) of this Article.

The composition of the Board of Governors must reflect the various segments of the community it serves. A variety of experience and expertise profiles must be sought in appointing members of the Board of Governors in order to enable the Board of Governors to exercise its functions properly. Governors must be willing to participate in orientation and ongoing training programs to enable them to fulfill their mandate.

Membership terms on the Board of Governors shall be staggered so that only a limited number of Board members retire in any one year.

Article 26

The President and Vice-Chancellor shall be a Governor for the duration of their term of office.

Governors who are elected under Article 25 b) through e) shall serve for a term of three (3) years or less, as stipulated in the resolutions of appointment.

Governors who are elected under Article 25 f) and g) shall serve for a term of one (1) year or less, as stipulated in the resolutions of appointment.

Governors may be reappointed twice to serve in that capacity, for consecutive or non-consecutive terms. The term of any Governor elected under Article 25 b) through e) which is two (2) years or less and of any Governor elected under Article 25 f) and g) which is six (6)

months or less shall not be taken into account in the application of the immediately preceding sentence. Notwithstanding the foregoing, under no circumstance shall a Governor serve more than twelve (12) years.

Previous terms served as a Governor are counted in the total duration of the terms of the Chair, who may serve no more than twelve (12) years, for consecutive or non-consecutive terms, including the time spent as Chair. Governors shall remain in office until replaced by their successors.

Article 27

Eligibility to serve on the Board of Governors is subject to the following requirements:

- a) Faculty members elected to the Board of Governors who take a leave during their term of office shall be replaced for the duration of their leave in the manner prescribed for in the appointment of the faculty member taking leave.
- b) Students elected to the Board of Governors shall be registered in at least six (6) credits in their undergraduate or graduate program in the then-current academic year and shall meet one of the following requirements:
 - i) be in acceptable standing in their undergraduate program or in good standing in their graduate program; or
 - ii) have successfully completed, in the previous academic year, a minimum of nine (9) credits in an undergraduate program or six (6) credits in a graduate program.

The credits specified in this article shall be taken at Concordia University.

Registration, credits and standing shall be verified by the Secretary of the Board of Governors at least twice a year, normally in September and January.

Upon graduation, any student elected to the Board ceases to be eligible and may no longer serve on the Board.

- c) Suspension or expulsion from the University shall immediately render students ineligible to serve on the Board of Governors. Suspension or termination of employment at the University shall immediately render faculty members and members of the administrative and support staff ineligible to serve on the Board of Governors. Constituencies that appoint individuals as their representative members are expected to conduct appointment processes in view of the duties and obligations of Governors specified in the *Code of Ethics and Professional Conduct applicable to Members of the Board of Governors and Members of Committees Established by the Board* (BD-10). A constituency may request, in writing, that the seat of one of its appointees be vacated.

Article 28

A vacancy in the Board of Governors for any reason may be filled by the Corporation for the unexpired term of the person whose seat becomes vacant, in the manner prescribed for the appointment of the member to be replaced.

Article 29

All Governors shall be members of the Corporation, unless specific exceptions are made to permit persons who are not members to be elected as Governors.

Article 30

Members of the Board of Governors shall be elected by the Corporation.

A thirty (30) day written notice from the Chair of the Board of Governors shall be given to any Governor whose removal from office is being considered under Article 41 y). The Governor shall be given an opportunity to present their case to the Board of Governors.

Cause for removal shall include, but shall not be limited to, the failure of a Governor to comply with the duties or obligations set out in the *Code of Ethics and Professional Conduct applicable to Members of the Board of Governors and Members of Committees Established by the Board* (BD-10) or the failure or unwillingness of a Governor to abide by the By-Laws, policies or procedures of the University.

SECTION 8 MEETINGS OF THE BOARD OF GOVERNORS

Article 31

The Board of Governors shall meet at least five (5) times a year.

Items deemed to be confidential, including but not limited to matters relating to nominations, appointments, collective bargaining, human resources, real estate, sensitive financial transactions or transactions of a contractual nature, shall be discussed in closed session.

Governors are bound to respect the confidentiality of proceedings of closed session meetings as well as any information or documents obtained at those meetings, as stipulated in the *Code of Ethics and Professional Conduct applicable to Members of the Board of Governors and Members of Committees Established by the Board* (BD-10).

Article 32

Special meetings of the Board of Governors may be called at any time by the Chair or at the request of any five (5) Governors.

Special meetings of the Board of Governors may be held by means of such telephone, electronic or other communications facilities as permit all persons participating in the meeting to communicate with each other simultaneously.

Article 33

In the case of regular meetings of the Board of Governors, Governors who cannot participate in person may do so, on occasion, by means of such telephone, electronic or other communications facilities as permit all persons participating in the meeting to communicate with each other simultaneously.

Article 34

When directed by the Chair, and in exceptional and urgent circumstances when it is not feasible for the Board of Governors to meet in person or by telephone, decisions may be taken by electronic exchange provided that:

- the resolution to be voted on is clearly stated to the Governors;
- the date by which Governors are required to respond is clearly stated;
- the resolution shall be deemed to have been adopted by the Board of Governors only if, by the date specified, the Secretary has received responses from two-thirds (2/3) of the Governors of whom a majority support the resolution;
- at the end of the voting period, the Secretary shall advise Governors of the outcome of the vote.

For reporting purposes, the date of the meeting of the Board of Governors at which the decision is taken shall be the date by which Governors are required to respond.

Article 35

A resolution signed by all the members of the Board of Governors shall have the same force and effect as if passed at a regularly constituted meeting of the Board of Governors.

Article 36

A majority of Governors shall constitute a quorum for all regular meetings of the Board of Governors.

Two-thirds (2/3) of Governors shall constitute a quorum for all special meetings of the Board of Governors.

In the case of a meeting or a portion of a meeting of the Board of Governors where participation is restricted to external Governors and the President and Vice-Chancellor in accordance with the *Code of Ethics and Professional Conduct applicable to Members of the Board of Governors and Members of Committees Established by the Board (BD-10)*, the quorum requirements set out above shall apply to the external Governors and the President and Vice-Chancellor only.

Article 37

Notices calling meetings of the Board of Governors shall be sent by internal mail, messenger or reliable electronic means to each Governor at their last known address, at least five (5) days prior to the date of the meeting. When it is deemed to be urgent the Governors may be summoned to a special meeting on twenty-four (24) hours' notice.

Article 38

Discussions at meetings of the Board of Governors are guided by the procedures and rules set out in the document entitled *Summary of Procedures at Board meetings and Rules of Order*.

Article 39

A two-thirds (2/3) majority of votes cast by Governors shall be required for any motion to be carried on the following matters:

- a) the exercise of the powers set forth in paragraphs r), u), y) and aa) of Article 41 of the present By-Laws;
- b) the amendment of these By-Laws under Article 80 b);
- c) a matter which may be specifically designated by the Board of Governors on a particular occasion; and
- d) the exercise of the powers set forth in Article 9 of the *Concordia University Act*.

Motions concerning all other business at a meeting of the Board shall be carried by a majority of votes cast by Governors.

SECTION 9 FUNCTIONS AND POWERS OF THE BOARD OF GOVERNORS

Article 40

The Board of Governors shall have a superintending and reforming power over all decisions affecting the activities undertaken at the University or connected with the University, notwithstanding the final authority and exclusive jurisdiction of the Senate set forth in Article 70.

In particular, the Board of Governors may nullify, revoke or modify any decision made by an internal body of the University in circumstances where such decision, without limitation, constitutes a manifest injustice, is prejudicial in that it is fraudulent or in bad faith, is in excess of an internal body's jurisdiction or is discriminatory, arbitrary or unreasonable.

In the case of the nullification, revocation or modification of a decision of the Senate, a joint meeting of the Senate Steering Committee and the Executive Committee of the Board of Governors shall be held within thirty (30) days of the Board of Governors' meeting where the decision was reached in order to discuss the reasons for the Board of Governor's decision. Following the joint meeting, the decision of the Board of Governors shall come into effect, without a further vote by the Board of Governors, on the date of the tabling of a report to the Board of Governors from the Executive Committee recommending confirmation of the Board of Governors' decision, without modification. If the report of the Executive Committee recommends a modification of the Board of Governors' decision, the decision shall not come into effect until the Board of Governors has, by a subsequent vote, reconfirmed the original decision, with or without modification.

The Board of Governors shall have the right to act in the place and stead of any internal body which fails, neglects or omits to take a decision in a matter on which it is obliged to act.

Notwithstanding the preceding paragraphs, the Board of Governors shall have the right to make decisions with immediate effect in circumstances that it determines, in its reasonable discretion, constitute an emergency situation.

The Board of Governors may fully or partially delegate the power stipulated in the present article, in specific cases, to a Committee of its members appointed by it.

Article 41

Without limiting the generality of Article 40, the Board of Governors shall have the power and authority:

- a) to adopt the University's strategic directions, taking into account its distinctive characteristics; the Board of Governors shall see to the implementation of the strategic directions of the University and inquire into any issue it considers important;
- b) to ensure the University's mission and values and the principles are respected;
- c) to approve the University's budgetary estimates, annual budget, capital plan, financial statements and annual report;
- d) to approve the governance rules of the University;
- e) to approve the code of ethics applicable to its members and to the members of the University's personnel;
- f) to ensure the applicant recruiting process to fill the position of President and Vice-Chancellor of the University provides an equal opportunity for applicants from outside and from within the University and that the procedure allows for the independent and confidential examination of application;
- g) to approve the expertise and experience profiles to be used in appointing its members;

- h) to approve the criteria for evaluating its members as well as the Board of Governors' performance;
- i) to ensure the effective and efficient management of the University's human, physical, financial and information resources;
- j) to establish risk management policies;
- k) to regularly monitor the University's financial situation and make sure the appropriate controls are in place to preserve the University's short-, medium- and long-term financial health;
- l) to adopt internal management by-laws;
- m) to adopt delegations of authority;
- n) to approve human resources policies for the University's employees;
- o) to adopt measures to evaluate the University's effectiveness, efficiency and performance;
- p) to approve collective bargaining mandates in accordance with the University's budget envelope and applicable legislative provisions;
- q) to approve the appointment, remuneration and evaluation policies for senior management personnel;
- r) to approve the appointment of the Officers of the University as set out in Article 3 as well as the Academic Deans;
- s) to establish the Committees of the Board of Governors, appoint their membership and ensure that they exercise their functions properly;
- t) to establish the Senate, the Faculties, the Faculty Councils and other similar bodies;
- u) to approve recommendations from Senate regarding the establishment, name change, discontinuance, restructuring or consolidation of academic units;
- v) to confer honorary degrees and Faculty awards of distinction on recommendation of Senate;
- w) to establish new University-wide awards to be granted at convocations on recommendation of Senate;
- x) to appoint members of the Corporation;
- y) to remove a member of the Board of Governors;

- z) to confer the titles of Chancellor Emeritus, Governor Emeritus and President Emeritus based on the criteria which it approves; and
- aa) to fix and determine all fees and charges to be paid by students.

SECTION 10 COMMITTEES OF THE BOARD OF GOVERNORS

Article 42

The Board of Governors may establish such Committees as it deems necessary or advisable for the efficient conduct of its business. Every such Committee shall have and exercise all the rights and powers which the Board of Governors may delegate to it from time to time. Committee meetings are restricted to members and invited guests.

Members are bound to respect the confidentiality of proceedings of Committee meetings as well as any information or documents obtained at those meetings, as stipulated in the *Code of Ethics and Professional Conduct applicable to Members of the Board of Governors and Members of Committees Established by the Board* (BD-10).

Article 43

There shall be ten (10) Standing Committees of the Board of Governors, namely:

- Appeals Committee
- Audit Committee
- Employee Benefits Committee
- Executive Committee
- Finance Committee
- Governance and Ethics Committee
- Honorary Degree and Convocation Committee
- Human Resources Committee
- Part-time Employee Benefits Committee
- Real Estate Planning Committee

Article 44

The eligibility requirements under Article 27 shall apply to the members of the Committees of the Board of Governors.

Article 45

Members of the Committees of the Board of Governors shall be elected by the Board of Governors.

The Alternate Governor appointed elected under Article 25 g) shall be considered as an internal Governor for the sole purpose of the membership of the Standing Committees of the Board of Governors.

The Chancellor shall be considered as an external Governor for the sole purpose of the membership of the Standing Committees of the Board of Governors.

Article 46

At least three (3) days' notice of meeting should be given for all Committee meetings, unless waived by all members of the Committee.

The majority of members of a Committee shall constitute a quorum.

Quorum for Committee meetings or portions of meetings where participation is restricted to members representing external Governors and the President and Vice-Chancellor in accordance with the *Code of Ethics and Professional Conduct applicable to Members of the Board of Governors and Members of Committees Established by the Board* (BD-10) shall be the majority of the members representing external Governors and the President and Vice-Chancellor.

Article 47

Motions debated at all Committee meetings shall be carried by a majority of votes cast by members.

Article 48

When directed by the Committee Chair, and in exceptional and urgent circumstances when it is not feasible for a Committee to meet in person or by telephone, decisions may be taken by electronic exchange provided that:

- the resolution to be voted on is clearly stated to the Committee members;
- the date by which Committee members are required to respond is clearly stated;
- the resolution shall be deemed to have been adopted by the Committee only if, by the date specified, the Secretary has received responses from two-thirds (2/3) of the Committee members of whom a majority support the resolution;
- at the end of the voting period, the Secretary shall advise the Committee members of the outcome of the vote.

For reporting purposes, the date of the Committee meeting at which the decision is taken shall be the date by which the Committee members are required to respond.

Article 49

A resolution signed by all the members of a Committee shall have the same force and effect as if passed at a regularly constituted meeting of the Committee.

Article 50

Discussions at Committee meetings are guided by the procedures and rules set out in the document entitled *Summary of Procedures at Board meetings and Rules of Order*.

Article 51

In addition to their specific mandates and responsibilities assigned to them hereunder, the Committees shall examine any and all issues which may be referred to them by the Board of Governors and shall perform any such tasks as may be deemed necessary to carry out their respective mandate and responsibilities. The Committees may make such recommendations as they deem appropriate to the Board of Governors for its approval.

Any Committee may call any official of the University to its meetings to deal with a particular subject.

All Committees shall report to the Board, through their Chair, at the regular meetings of the Board of Governors.

Article 52

The mandate of the Appeals Committee is to review any matter which is referred to it by the Chair of the Board of Governors in accordance with Article 40 of the By-Laws, which grants the Board a superintending and reforming power over all decisions affecting or connected with the University.

The Committee is composed of at least three (3) Governors. When requested by the Chair of the Board of Governors, it shall supplement its membership with up to two (2) persons who are chosen from among the members of the Student Tribunal Pool, Faculty Tribunal Pool or Administrative and Support Staff Tribunal Pool established under the *Policy on the Establishment of Tribunal Hearing Pools* (BD-6). The Committee is chaired by an external Governor and meets at the call of the Chair.

Article 53

The mandate of the Audit Committee includes:

- a) monitoring the internal audit function as set out in the *Policy on the Internal Audit Function* (BD-13), including the approval and monitoring of the annual internal audit plan;
- b) ensuring that appropriate and effective internal control mechanisms are in place;
- c) ensuring that the necessary follow-ups are carried out with the external auditors;

- d) monitoring the enterprise risk management process for the conduct of the University's affairs as set out in the *Policy on Enterprise Risk Management* (BD-14), including:
 - the review of quarterly Compliance Reports in areas of significant risk to the University, including, but not limited to, legal claims, health and safety matters, environmental issues and other regulatory matters;
 - the review of insurance protection pertaining to all property and liability of the University. A presentation on such insurance protection shall be made annually to the Committee.
- e) reviewing any activity likely to be detrimental to the University's financial situation which is brought to the Committee's attention by the internal auditors or any other person;
- f) dealing with complaints brought to its attention pursuant to the *Code of Ethics and Safe Disclosure Policy applicable to Employees* (BD-4);
- g) recommending changes to the accounting policies and practices of the University;
- h) ensuring the quality of the financial statements, reviewing them with the external auditors and recommending their approval; and
- i) recommending the appointment of the external auditors and the payment of the audit fees.

The Committee must notify the Board of Governors in writing of the discovery of operations or management practices that are unsound or do not comply with the law or regulations or with the University's policies.

The Committee is composed of at least five (5) members, all of whom shall be external Governors. The Committee shall include members who possess accounting or financial expertise, at least one of whom is a member of the professional orders of accountants governed by the Professional Code. The Committee meets at the call of the Chair or, because of an unusual situation, at the request of the President and Vice-Chancellor, the senior financial officer or the internal auditor of the University.

Article 54

The mandate of the Employee Benefits Committee includes:

- a) reviewing and monitoring benefits provided to active and non-active employees under the Pension Plan;
- b) recommending modifications to the Pension Plan to the Board;

- c) reviewing and monitoring group insurance and other benefit plans provided to active and retired employees;
- d) recommending to the Board annual premium renewals for the group insurance plans that are cost-shared (Employee-University), except for plans that are exclusively for employee groups with primary membership of part-time employees;
- e) recommending to the Board design changes and all modifications to the group insurance plans, except for plans that are exclusively for employee groups with primary membership of part-time employees; and
- f) recommending to the Board design changes and modifications to other benefit plans.

The Committee consists of the following:

- Three (3) members appointed by the Board from among Board members or former Board members, with the exception of remunerated officers, employees or students of the University, and from whom the Board shall designate one member to act as Chair of the Committee and one member to act as Vice-Chair;
- Two (2) members who are members of the Pension Plan representing active full-time faculty members, to be nominated by the full-time faculty association and appointed by the Board. The term of these members shall be two (2) years. For purposes of continuity within the Committee, the two year terms shall be staggered;
- Two (2) members who are members of the Pension Plan representing the active administrative and support staff to be nominated by such members through the Administrative and Support Staff Electoral College and appointed by the Board. The term of these members shall be two (2) years. For purposes of continuity within the Committee, the two year terms shall be staggered;
- One (1) non-voting member representing active employees belonging to employee groups other than those included in the Administrative and Support Staff Electoral College or CUFA, to be nominated from among those employee groups and appointed by the Board. At a given meeting, in the absence of any of the four (4) voting members representing active employees (designated under the second and third bullet above), this member acquires voting rights pertaining to the matters listed under sections a) and b) of the above mandate as well as to matters listed under sections c), d), e) and f) with respect to the benefits applicable to the employee groups they represent. The term of this member shall be two (2) years;
- One member, as well as one alternate member who acquires voting rights at a given meeting in the absence of the regular member, who are members of the Pension Plan representing the non-active Pension Plan members nominated by such members and appointed by the Board. The term of these members shall be two (2) years;
- The President and Vice-Chancellor or designate;
- The Vice-President, Services or designate;
- The Chair of the Board or designate (non-voting); and
- The University Treasurer and Investment Officer who shall act as Secretary (non-voting).

A member whose term of office has expired shall remain in office until reappointed or replaced.

The Committee meets as required.

Article 55

The mandate of the Executive Committee includes:

- a) reviewing the draft agendas and documentation of Board of Governors meetings, making recommendations on the proposals presented to the Board of Governors and ensuring that the Board of Governors' decisions are carried out;
- b) deciding on matters referred to it under a specific delegation of authority from the Board and within the limits defined in the By-laws. All such decisions shall be reported to the Board of Governors at the next meeting;
- c) deciding on matters requiring an urgent or immediate decision between meetings of the Board of Governors and within the limits defined in the By-Laws, in which case any such decisions shall be submitted for ratification by the Board of Governors at the next meeting;
- d) receiving reports and taking any other action prescribed in the *Policy on the Remuneration and Evaluation of Senior Administrators* (BD-8);
- e) acting in an advisory capacity and making recommendations to the Board on all matters related to strategic planning; and
- f) acting in an advisory capacity and making recommendations to the Board of Governors on such other issues which may be referred to it by the Board of Governors, the Chair of the Board of Governors, or the President.

The Committee is composed of at least seven (7) members, and all members shall be Governors. The Chair of the Board of Governors and the President are ex-officio members of the Committee. Of the remaining members, no fewer than three (3) shall be external Governors, one (1) of whom shall be a Vice-Chair of the Board of Governors, and no fewer than two (2) shall be internal Governors, one (1) of whom shall be a Vice-Chair of the Board of Governors. The Committee is chaired by the Chair of the Board of Governors and meets at the call of the Chair.

Article 56

The mandate of the Finance Committee includes:

- a) recommending approval of the annual operating and capital budgets, examining the quarterly results and projections relating to the annual operating and capital budgets, and reporting such to the Board as necessary;
- b) reviewing the use of credit facilities by the University;

- c) recommending all University borrowings or financings over \$1 million including those relating to any matter under the purview of the Real Estate Planning Committee;
- d) recommending all expenditures over \$3 million as well as those expenditures of importance, as defined in the *Policy on Contract Review, Signing and Required Approvals* (BD-1), irrespective of the value of the expenditure; and
- e) reviewing the long-term financial situation of the University.

The Committee is composed of at least seven (7) members, and all members shall be Governors. The Chair of the Board of Governors and the President and Vice-Chancellor are ex-officio members of the Committee. Of the remaining members, no fewer than three (3) shall be external Governors, two (2) of whom shall be members of the Audit Committee, and no fewer than two (2) shall be internal Governors. The Committee is chaired by one of the members of the Audit Committee who does not chair the Audit Committee. The Committee meets at the call of the Chair.

Article 57

The mandate of the Governance and Ethics Committee includes:

- a) recommending governance rules and related policies and a code of ethics for the conduct of the University's affairs;
- b) recommending a code of ethics applicable to Board members and the University's personnel, subject to applicable law;
- c) recommending the expertise and experience profiles to be used in appointing Board members, except for the Chair of the Board of Governors and the President;
- d) recommending the appointment of external Board members based on the aforementioned profiles;
- e) recommending the appointment of the Chair of the Board of Governors as well as the two (2) Vice-Chairs of the Board of Governors;
- f) recommending the appointment of the Chancellor and the Deputy Chancellor as well as the candidates for the titles of Chancellor Emeritus, Governor Emeritus and President Emeritus;
- g) recommending the criteria for evaluating the performance of the Board of Governors and its members;
- h) evaluating the performance of the Board of Governors according to the criteria approved by the Board of Governors and submitting an annual summary of its evaluation to the Board of Governors; and

- i) developing and implementing programs for orientation and ongoing education of Board members.

The Committee is composed of at least six (6) members, and all members shall be Governors. The Chair of the Board of Governors and the President and Vice-Chancellor are ex-officio members of the Committee and except for the Chair of the Board of Governors and President and Vice-Chancellor, no other member of the Committee may also be a member of the Executive Committee. Of the remaining members, no fewer than three (3) shall be external Governors and no fewer than one (1) shall be an internal Governor. The Committee is chaired by an external Governor and meets at the call of the Chair.

Article 58

The mandate of the Honorary Degree and Convocation Committee includes:

- a) approving all matters relating to convocation policy, including the spring and fall convocation exercises;
- b) conveying proposals regarding honorary degree nominees to Senate for recommendation to the Board of Governors;
- c) conveying proposals regarding Faculty awards of distinction to Senate for recommendation to the Board of Governors;
- d) conveying proposals regarding the establishment of new University-wide awards to be granted at convocation to Senate for recommendation to the Board of Governors; and
- e) coordinating, when called upon to do so, special ceremonial functions that fall under the responsibility of the Board of Governors.

The Committee is composed of (i) at least six (6) Governors including the Chair of the Board of Governors and the President and Vice-Chancellor who are ex-officio members of the Committee, and (ii) three (3) Senators, one of whom shall be a Faculty Dean. The Committee is chaired by an external Governor and meets at the call of the Chair.

Article 59

The mandate of the Human Resources Committee includes:

- a) recommending and overseeing the implementation of the human resources policies for the University's employees ;
- b) recommending collective bargaining mandates in accordance with the University's budget envelope;

- c) recommending tenure and sabbatical leave of academic personnel in accordance with the multi-year hiring plan;
- d) recommending and overseeing the application of the appointment, remuneration and evaluation policies for senior management personnel;
- e) ensuring that an external legal opinion is sought, as appropriate, in the case of termination of senior management personnel; and
- f) acting in an advisory capacity and making recommendations to the Board on all matters related to human resources.

The Committee is composed of at least seven (7) Governors and all members shall be Governors. The Chair of the Board of Governors and the President are ex-officio members of the Committee. Of the remaining members, no fewer than three (3) members shall be external Governors and no fewer than two (2) shall be internal Governors. The Committee is chaired by an external Governor and meets at the call of the Chair.

Article 60

The mandate of the Part-Time Employee Benefits Committee includes:

- a) recommending to the Board annual premium renewals for the group insurance plans that are cost-shared (Employee-University) and that are exclusively for employee groups with primary membership of part-time employees; and
- b) recommending to the Board design changes and modifications to the group insurance plans that are exclusively for employee groups with primary membership of part-time employees;

The Committee consists of the following:

- One (1) member appointed by the Board from among Board members or former Board members, with the exception of remunerated officers, employees or students of the University, to act as Chair of the Committee;
- Three (3) members representing active employees belonging to employee groups with primary membership of part-time employees, i.e. employee groups other than those included in the Administrative and Support Staff Electoral College or CUFA, to be nominated from among those employee groups and appointed by the Board. The term of these members shall be two (2) years. For purposes of continuity within the Committee, the two year terms shall be staggered;
- The Chair of the Board of Governors or designate;
- The Vice-President, Services or designate; and
- The University Treasurer and Investment Officer who shall act as Secretary (non-voting).

A member whose term of office has expired shall remain in office until reappointed or replaced.

The Committee meets as required.

Article 61

The mandate of the Real Estate Planning Committee includes:

- a) recommending a comprehensive short and long-term strategic plan for the management and development of the University's real estate and proposing ways in which this plan can be harmonized with the mission of the University as well as its overall strategic planning objectives;
- b) recommending policies with respect to the construction of new buildings and the expansion and renovation of existing buildings at the University;
- c) recommending proposals to maximize the use and advantages to the University of all property and physical plant occupied by the University, particularly those facilities which are owned by the University;
- d) recommending all expenditures over \$3 million as well as those expenditures of importance, as defined in the *Policy on Contract Review, Signing and Required Approvals* (BD-1), irrespective of the value of the expenditure, relating to the construction of new buildings and the expansion, repairs, and renovation of existing buildings and premises at the University; and
- e) recommending proposals regarding the acquisition or the disposal of buildings or properties.

The Committee is composed of at least seven (7) Governors including the Chair of the Board of Governors and the President and Vice-Chancellor who are ex-officio members of the Committee. Of the remaining members, no fewer than three (3) members of the Committee shall be external Governors and no fewer than two (2) members of the Committee shall be internal Governors. The Committee may also include persons who are not Governors. The Committee is chaired by an external Governor and meets at the call of the Chair.

SECTION 11 MEMBERSHIP OF SENATE

Article 62

The Senate shall be composed of fifty-three (53) voting members and eleven (11) non-voting members, as follows:

Voting members

- a) The President and Vice-Chancellor;

- b) The Provost and Vice-President, Academic;
- c) The Vice-President, Research and Graduate Studies;
- d) The Dean of the Faculty of Arts and Science;
- e) The Dean of the Gina Cody School of Engineering and Computer Science;
- f) The Dean of the Faculty of Fine Arts;
- g) The Dean of the John Molson School of Business;
- h) The Dean of Graduate Studies;
- i) The University Librarian;
- j) Fourteen (14) faculty members who shall be appointed from among the faculty of the Faculty of Arts and Science, one of whom shall be a part-time faculty member;
- k) Five (5) faculty members who shall be appointed from among the faculty of the Gina Cody School of Engineering and Computer Science, one of whom may be a part-time faculty member, unless the number of course sections taught by part-time faculty members surpasses 30% of the total, in which case one of the five shall be a part-time faculty member;
- l) Four (4) faculty members who shall be appointed from among the faculty of the Faculty of Fine Arts, one of whom shall be a part-time member;
- m) Four (4) faculty members who shall be appointed from among the faculty of the John Molson School of Business, one of whom shall be a part-time faculty member;
- n) One (1) librarian who shall be appointed from among the professional librarians;
- o) Twelve (12) undergraduate students who shall be appointed by the Concordia Student Union, with representation from each Faculty;
- p) Four (4) graduate students who shall be appointed by the Graduate Students' Association, with representation from each Faculty whenever possible;

Non-voting members

- q) The Vice-President, Advancement;
- r) The Vice-President, Services;
- s) The Chief Financial Officer;

- t) The Chief Communications Officer;
- u) The University Registrar;
- v) The Deputy Provost;
- w) The Executive Director, Centre for Continuing Education;
- x) The Secretary-General;
- y) Two (2) members of the administrative and support staff, appointed in accordance with the procedures used to appoint the representatives of the administrative and support staff of the Board;
- z) One (1) part-time faculty member who shall be appointed from among the Gina Cody School of Engineering and Computer Science, unless the number of course sections taught by part-time faculty members surpasses 30% of the total, in which case the part-time member shall be appointed a voting member in accordance with Article 62 k).

Article 63

Senators who are ex-officio as provided under Article 62 a) through i) and q) through x) shall be Senators for the duration of their term of office.

Senators who are appointed under Article 62 j) through n), y) and z) shall serve for a term of three (3) years or less, as stipulated in the resolutions of appointment. Senators who are appointed under Article 62 o) and p) shall serve for a term of one (1) year or less, as stipulated in the resolutions of appointment.

Senators who are appointed under Article 62 j) through n), y) and z) may serve a maximum of two consecutive terms, following which one (1) year shall elapse before they become eligible for reappointment. Senators who are appointed under Article 62 o) and p) may serve a maximum of three consecutive terms, following which one (1) year shall elapse before they become eligible for reappointment.

The term of any Senator appointed under Article 62 j) through n), y) and z) which is two (2) years or less, and of any Senator appointed under Article 62 o) and p) which is six (6) months or less, shall not be taken into account in the application of this restriction on length of continuous membership.

Senators shall remain in office until replaced by their successors.

Article 64

Eligibility to serve on Senate is subject to the following requirements:

- a) Faculty members and librarians elected to Senate who take a leave during their term of office shall be replaced by their Faculty Council for the duration of their leave, or by the professional librarians, in the case of librarians.
- b) Students elected to Senate shall be registered in at least six (6) credits in the then-current academic year and shall meet one of the following requirements:
 - i) be in acceptable standing in their undergraduate program or in good standing in their graduate program; or
 - ii) have successfully completed, in the previous academic year, a minimum of nine (9) credits in the case of undergraduate students or six (6) credits in the case of graduate students.

Notwithstanding the above, no more than two (2) undergraduate student Senators and no graduate student Senator may be independent students.

The credits specified in this article shall be taken at Concordia University.

Registration, credits and standing shall be verified by the Secretary of Senate at least twice a year, normally in September and January.

Upon graduation, any student elected to Senate ceases to be eligible and may no longer serve on Senate.

- c) Suspension or expulsion from the University shall immediately render students ineligible to serve on Senate. Suspension or termination of employment at the University shall immediately render faculty members, librarians and members of the administrative and support staff ineligible to serve on Senate. Constituencies that appoint individuals as their representative members are expected to conduct appointment processes in view of the duties and obligations of Senators specified in the *Code of Ethics and Conduct applicable to Members of Senate and Members of Committees Established by Senate* (US-1). A constituency may request, in writing, that the seat of one of its appointees be vacated. Vacated seats shall be filled as specified in Article 62.
- d) The part-time faculty member appointed under article 62 z) shall have taught at least one course in the Gina Cody School of Engineering and Computer Science in the last twelve months prior to being appointed and shall teach at least one course in the Gina Cody School of Engineering and Computer Science in each of the first two years of his or her three-year term.

SECTION 12 MEETINGS OF SENATE

Article 65

Senate shall meet regularly at least once a month during the academic year of the University, although the President and Vice-Chancellor, in consultation with the Steering Committee, may decide to dispense with the regular meeting in any given month.

Items deemed to be confidential, including but not limited to matters relating to the approval of the graduation list and nominations, shall be discussed in closed session.

Senators are bound to respect the confidentiality of proceedings of closed session meetings as well as any information or documents obtained at those meetings, as stipulated in the *Code of Ethics and Conduct applicable to Members of Senate and Members of Committees Established by Senate* (US-1).

Special meetings of Senate may be called at any time by the President and Vice-Chancellor.

All meetings of Senate shall be chaired by the President and Vice-Chancellor. In their absence or inability to act, the Provost and Vice-President, Academic shall chair the meetings of Senate. In the absence or inability to act of the Provost and Vice-President, Academic, the Vice-President, Research and Graduate Studies shall chair the meetings of Senate.

Article 66

A majority of voting members of Senate shall constitute a quorum for all regular or special meetings held from September 1 to June 30 of each year. Ten (10) voting members of Senate shall constitute a quorum for any special meeting held from July 1 to August 31.

Article 67

Notices calling meetings of Senate shall be sent by internal mail, messenger or reliable electronic means to each Senator at his or her last known address, at least five (5) days prior to the date of the meeting. When it is deemed to be urgent the Senators may be summoned to a special meeting on twenty-four (24) hours' notice.

Article 68

Discussions at meetings of Senate shall be guided by the procedures and rules set out in the document entitled *Summary of Procedures at Senate Meetings and Rules of Order*.

Article 69

A thirty (30) day written notice from the President and Vice-Chancellor, on behalf of the Steering Committee, shall be given to any Senator whose removal from office is being considered under Article 71 m). The Senator shall be given an opportunity to present his or her case to Senate.

A two-thirds (2/3) majority of votes cast by Senators shall be required for any motion to remove a Senator from office under Article 71 m).

Motions concerning all other business at a meeting of Senate shall be carried by a majority of votes cast by Senators.

SECTION 13 FUNCTIONS AND POWERS OF SENATE

Article 70

Senate shall establish procedures for the governance of its own affairs and, subject to Article 40, shall be the final authority in all matters pertaining to the academic regulations and programs of the University. In all other matters, Senate may make whatever recommendations it deems appropriate to the Board of Governors. Recommendations from Senate shall be conveyed to the Board of Governors by the President and Vice-Chancellor.

Article 71

In particular, Senate shall have the power to:

- a) determine the conferment of certificates, diplomas, degrees, excluding honorary degrees, as well as the recipients of the special graduation prizes, medals or other awards granted at convocations;
- b) recommend to the Board of Governors the conferment of honorary degrees and Faculty awards of Distinction;
- c) recommend to the Board of Governors the establishment of new University-wide awards to be granted at convocations;
- d) recommend to the Board of Governors the establishment, name change, discontinuance, restructuring or consolidation of academic units;
- e) initiate the consideration of any matter pertaining to the academic program of the University, or require that any of the bodies reporting to it undertake such consideration;
- f) delegate any of its responsibilities to the Faculty Councils and the Council of the School of Graduate Studies; receive, consider, and act upon the reports of those bodies;
- g) establish the appropriate committees, boards or other bodies, appoint their membership and delegate any of its responsibilities to them;
- h) appoint the Senate representatives to the joint Board-Senate committee that proposes candidates for honorary degrees;

- i) consider and approve or deny recommendations from the Faculty Councils and the Council of the School of Graduate Studies concerning academic programs in the following regards:
- any changes, additions or deletions in the curriculum for degrees, diplomas or certificates, whether graduate or undergraduate;
 - any changes, additions or deletions in honors, major or other programs, whether graduate or undergraduate;
 - any changes, additions or deletions in course offerings, whether graduate or undergraduate;
 - any changes, additions or deletions to the name of programs, whether graduate or undergraduate.

In these matters, Senate may amend recommendations from the Faculty Councils and the Council of the School of Graduate Studies but no amended recommendation shall take effect until it has been accepted by the body that originated it.

- j) establish academic standards, including the standards for admission and for the evaluation of student performance at all levels of the University.
- k) exercise appellate jurisdiction over the decisions and actions of the Faculty Councils and the Council of the School of Graduate Studies, and committees created by them and of the committees of Senate;
- l) establish policies and procedures for appealing academic decisions;
- m) remove a Senator from office.

The Faculty Councils and Council of the School of Graduate Studies, with their own special powers, report to Senate.

Senate shall determine the reporting requirements for all councils.

SECTION 14 COMMITTEES OF SENATE

Article 72

Senate may establish such committees as it deems necessary or advisable for the efficient conduct of its business. Every such committee shall have and exercise all the rights and powers which Senate may delegate to it from time to time. Committee meetings are restricted to members and invited guests.

Article 73

There shall be nine (9) Standing Committees of the Senate, namely:

- Academic Planning and Priorities Committee
- Academic Programs Committee
- Distinguished Professor Emeritus Committee
- Ethics Committee
- Finance Committee
- Library Committee
- Research Committee
- Special Graduation Awards Committee
- Steering Committee

Article 74

At least three (3) days' notice of meeting should be given for all Committee meetings, unless waived by all members of the Committee.

Article 75

A majority of members shall constitute a quorum.

Article 76

The Committees shall examine any and all issues which may be referred to them by Senate and shall perform any such tasks as may be deemed necessary to carry out their respective mandate and responsibilities. The Committees may make such recommendations as they deem appropriate to Senate for its approval.

The Committees shall have the specific membership, mandates and responsibilities which have been assigned to them by Senate, the whole as more fully set out in the document entitled *Membership and functions of Standing Committees of Senate*.

SECTION 15 THE FACULTIES AND SCHOOL OF GRADUATE STUDIES

Article 77

There shall be four (4) Faculties, namely:

- Faculty of Arts and Science;
- Faculty of Fine Arts;
- Gina Cody School of Engineering and Computer Science;
- John Molson School of Business.

There shall be a School of Graduate Studies.

Article 78

The administrative head of each Faculty and of the School of Graduate Studies shall be the Dean.

All Academic Deans shall be appointed by the Board of Governors according to the procedures established by the Board of Governors and the power stipulated in Article 41 r).

Article 79

The academic affairs of each Faculty and of the School of Graduate Studies shall be conducted by their respective Councils, the composition and powers of which are set out in the document entitled *Membership and Powers of the Faculty Councils and the Council of the School of Graduate Studies*.

The Faculty Councils and Council of the School of Graduate Studies shall be chaired by their respective Deans and report to Senate.

**SECTION 16
AMENDMENTS**

Article 80

Any amendment to these By-Laws shall require:

- a) fifteen (15) days' written notice of the proposed amendment to be given to the Governors prior to the meeting of the Board of Governors;
- b) a two-thirds (2/3) majority of votes cast by Governors at a meeting of the Board of Governors; and
- c) confirmation by a two-thirds (2/3) majority of votes cast by members at a meeting of the Corporation.

**SECTION 17
FISCAL YEAR**

Article 81

The fiscal year of the University shall end on the thirtieth (30th) day of April.

BY-LAWS OF CONCORDIA UNIVERSITY

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~~WHEREAS Concordia University is a duly constituted corporation, incorporated under and governed by the *Concordia University Act*, S.Q. 1948 c.91, as amended by S.Q. 1959-60 c.191 and S.Q. 2006, c.69 and various Orders in Council and Decrees;~~

~~WHEREAS under the *Concordia University Act*, the affairs of the Corporation shall be managed by a Approved by the Board of Governors ~~composed and elected in the manner provided for in the Act;~~on~~

~~WHEREAS the Board of Governors is the senior governing body of the University and, as such, shall be responsible for establishing the legal and administrative framework of the University;~~

~~AND~~

~~WHEREAS it is appropriate, therefore, to provide for the powers of the Board of Governors, for its membership and mode of election and for rules governing the general operation of the Board and its Committees and, as well, to provide for the composition and powers of Senate;~~

~~WHEREFORE the following are hereby enacted as the By-Laws of CONCORDIA UNIVERSITY.~~

SECTION 1 NAME

Article 1

The name of the Corporation shall be, in English, CONCORDIA UNIVERSITY and, in French, *UNIVERSITÉ CONCORDIA*.

A recognized organization wishing to use the name "Concordia" or "Concordia University" or, in French, "Université Concordia", in its official designation must apply to the Board of Governors for permission to use the name.

SECTION 2 SEAL

Article 2

The seal of the University shall be circular in shape and shall encircle the Coat of Arms of the University with the words '*UNIVERSITÉ CONCORDIA / CONCORDIA UNIVERSITY*' inscribed around the lower half of its circumference.

The seal may be affixed on all documents of an official nature issued by the University, including degrees or diplomas, or on official documents pertaining to the corporate activities of the University, such as certified copies of resolutions of the Board of Governors forwarded to the Quebec Government.

SECTION 3 OFFICERS OF THE UNIVERSITY

Article 3

The Officers of the University shall be:

- a) The Chancellor; or in his/her absence or inability to act, the Deputy Chancellor;
The President and Vice-Chancellor;
The Chair of the Board of Governors;
Two (2) persons holding the office of Vice-Chair of the Board of Governors, one of whom shall be an internal Governor and the other of whom shall be an external Governor;
The Provost and Vice-President, Academic ~~Affairs~~;
The Vice-President, Research and Graduate Studies;
The Vice-President, Advancement ~~and External Relations~~;
The Vice-President, Services;
The Chief Financial Officer;
The Chief Communications Officer;
The Secretary-General; and
- b) such other Officers as may be designated by the Board of Governors.

The Board of Governors shall ensure that appointment procedures for the Officers are put in place. The Officers other than the Chancellor, the Deputy Chancellor, the Chair of the Board of Governors, the Vice-Chairs of the Board of Governors and the President and Vice-Chancellor are proposed by the President and Vice-Chancellor and approved by the Board of Governors.

Article 4

The Chancellor shall preside at convocations and similar ceremonies and shall perform such other official duties as the Board of Governors may designate.

The Deputy Chancellor shall have all the powers of the Chancellor in ~~his/her~~ their absence or inability to act.

The President and Vice-Chancellor shall have all the powers of the Chancellor in ~~his/her~~ their absence or inability to act when the Deputy Chancellor is absent or unable to act on behalf of the Chancellor.

Article 5

The Chair of the Board of Governors, or in ~~his/her~~ their absence or inability to act, one of the Vice-Chairs of the Board of Governors, (or, failing them, any other Governor elected for such purpose) shall chair all meetings of the Board of Governors and of the Corporation.

Article 6

The President and Vice-Chancellor shall be the Chief Executive Officer of the University.

The President and Vice-Chancellor shall be responsible for the execution of all decisions of the Board of Governors and of Senate and shall have all the powers required for the discharge of these duties as well as such other powers and duties as may be assigned to ~~him/her~~ them by the Board of Governors.

Article 7

The Vice-Presidents, Chief Officers and Secretary-General shall assist the President and Vice-Chancellor in accordance with the duties outlined in their position profiles approved by the Board of Governors and assigned to them on their respective appointments and shall have such other powers, rights and duties as may be assigned to them by the President and Vice-Chancellor which are ancillary to the duties included in their position profiles.

Article 8

The Chancellor, the Deputy Chancellor, the President and Vice-Chancellor, the Chair of the Board of Governors and the Vice-Chairs of the Board of Governors shall hold office during the specific terms set in each case by the Board of Governors.

The other Officers listed in Article 3 a) shall hold office during the specific terms set in each case by the President and Vice-Chancellor and approved by the Board of Governors.

SECTION 4 SECRETARY OF THE BOARD OF GOVERNORS

Article 9

The Secretary of the Board of Governors shall be appointed by the Board of Governors. ~~He/she~~ They shall also act as Secretary of the Corporation.

The Secretary of the Board of Governors shall be in charge of the seal and shall be responsible for maintaining a record of the minutes of all meetings of the Board of Governors and of the Corporation. ~~He/she~~ They shall issue notices of all such meetings, attaching the agenda and documentation, and shall assume such other duties as may be assigned to ~~him/her~~ them by the Board of Governors.

SECTION 5 MEMBERSHIP AND POWERS OF THE CORPORATION

Article 10

Membership in the Corporation shall consist of
~~twenty-six (26) persons, as follows:a) — The Chancellor; and~~

~~b)Not not~~ more than twenty-five (25) persons who shall each hold office for a period of three years or less and who shall remain in office until their successors are elected.

The provision under Article 25 g) regarding an Alternate Governor for the internal Governor nominated from among the undergraduate students shall also apply for the member of the Corporation nominated from among the undergraduate students.

The Chancellor shall be a non-voting observer and shall have the right to be present and to speak at all regular and special meetings of the Corporation.

The Secretary-General shall have the right to be present and to speak at all regular and special meetings of the Corporation in ~~his/her~~ their capacity as the person responsible for the University's legal affairs and governance.

Article 11

Members of the Corporation shall be elected by the Board of Governors.

A thirty (30) day written notice from the Chair of the Corporation shall be given to any member of the Corporation whose removal from office is being considered under Article 14 c). The member shall be given an opportunity to present ~~his/her~~ their case to the Corporation.

Cause for removal shall include, but shall not be limited to, the failure of a member to comply with the duties or obligations set out in the *Code of Ethics and Professional Conduct applicable to Members of the Board of Governors and Members of Committees Established by the Board* (BD-10) or the failure or unwillingness of a member to abide by the By-Laws, policies or procedures of the University.

Article 12

Eligibility to serve on the Corporation is subject to the following requirements:

- a) Faculty members elected to the Corporation who take a leave during their term of office shall be replaced for the duration of their leave in the manner prescribed for in the appointment of the faculty member taking leave.
- b) ~~Student members~~ Students elected to the Corporation shall be registered in ~~a course or other for credit activity, be registered in an~~ at least six (6) credits in their undergraduate or graduate program, ~~and be in acceptable academic standing (such standing to be verified semi-annually in the then-current academic year and shall~~ meet one of the following requirements:
 - i) be in acceptable standing in their undergraduate program or in good standing in their graduate program; or
 - ii) have successfully completed, in the previous academic year, a minimum of nine (9) credits in an undergraduate program or six (6) credits in a graduate program.

The credits specified in this article shall be taken at Concordia University.

Registration, credits and standing shall be verified by the Secretary of the Corporation at least twice a year, normally in September and January).

Upon graduation, any student elected to the Corporation ceases to be eligible and may no longer serve on the Corporation.

- c) Suspension or expulsion from the University shall immediately render ~~student members~~ students ineligible to serve on the Corporation. Suspension or termination of employment at the University shall immediately render faculty members and members of the administrative and support staff ineligible to serve on the Corporation. Constituencies that appoint individuals as their representative members are expected to conduct appointment processes in view of the duties and obligations of members specified in the *Code of Ethics and Professional Conduct applicable to Members of the Board of Governors and Members of Committees Established by the Board* (BD-10). A constituency may request, in writing, that the seat of one of its appointees be vacated.

Article 13

A vacancy in the Corporation for any reason may be filled by the Board of Governors for the unexpired term of the person whose seat becomes vacant, in the manner prescribed for the appointment of the member to be replaced.

Article 14

In addition to the powers provided for in Articles 2 and 7 of the *Concordia University Act*, the Corporation shall have the following powers:

- a) to elect the members of the Board of Governors;
- b) to ratify and confirm any amendment to these By-Laws adopted by the Board of Governors, as stipulated in Article 80 c); and
- c) to remove a member of the Corporation.

SECTION 6 MEETINGS OF THE CORPORATION

Article 15

The members of the Corporation shall meet at least once a year to elect the Governors of the University and to transact any other general business which may properly come before the meeting. Meetings of the Corporation are restricted to members and invited guests.

Members are bound to respect the confidentiality of the proceedings of meetings as well as any information or documents obtained at those meetings, as stipulated in the *Code of Ethics and Professional Conduct applicable to Members of the Board of Governors and Members of Committees Established by the Board* (BD-10).

All meetings of the Corporation shall be chaired by the Chair of the Board of Governors, who shall act as Chair of the Corporation. In ~~his/her~~ their absence or inability to act, one of the Vice-Chairs of the Board of Governors shall chair the meetings of the Corporation.

The Secretary of the Board of Governors shall act as Secretary of the Corporation.

Article 16

Special meetings of the Corporation may be called by the Chair or at the request of any five (5) members of the Corporation.

~~When called by the Chair, special~~ Special meetings of the Corporation may be held by means of such telephone, electronic or other communications facilities as permit all persons participating in the meeting to communicate with each other simultaneously, ~~provided that it is indicated in the notice calling the special meeting.~~

~~In the case of special meetings of the Corporation called by any five (5) members, members who cannot participate in person may do so by means of such telephone, electronic or other communications facilities as permit all persons participating in the meeting to communicate with each other simultaneously.~~

Article 17

In the case of regular meetings of the Corporation ~~dealing with any matter listed under paragraph a) through c) of Article 23~~, members who cannot participate in person may do so ~~on occasion~~, by means of such telephone, electronic or other communications facilities as permit all persons participating in the meeting to communicate with each other simultaneously.

Article 18

When directed by the Chair, and in exceptional and urgent circumstances when it is not feasible for the Corporation to convene in person or by telephone, decisions may be taken by electronic exchange provided that:

- the resolution to be voted on is clearly stated to the members of the Corporation;
- the date by which members of the Corporation are required to respond is clearly stated;
- the resolution shall be deemed to have been adopted by the Corporation only if, by the date specified, the Secretary has received responses from two-thirds (2/3) of the members of the Corporation of whom a majority support the resolution;
- at the end of the voting period, the Secretary shall advise the members of the Corporation of the outcome of the vote.

For reporting purposes, the date of the meeting of the Corporation at which the decision is taken shall be the date by which the members of the Corporation are required to respond.

Article 19

A resolution signed by all the members of the Corporation shall have the same force and effect as if passed at a regularly constituted meeting of the Corporation.

Article 20

A majority of the members of the Corporation shall constitute a quorum for all regular meetings of the Corporation.

Two-thirds (2/3) of the members of the Corporation shall constitute a quorum for all special meetings of the Corporation.

Article 21

Notices calling meetings of the Corporation shall be sent by internal mail, messenger or reliable electronic means to each member at ~~his/her~~ their last known address, at least five (5) days prior to the date of the meeting. When it is deemed to be urgent, the members may be summoned to a special meeting on twenty-four (24) hours' notice.

Article 22

Discussions at meetings of the Corporation shall be guided by the procedures and rules set out in the document entitled *Summary of Procedures at Board meetings and Rules of Order*.

Article 23

A two-thirds (2/3) majority ~~vote of the~~ of votes cast by members of the Corporation ~~present at a meeting~~ shall be required for a motion to be carried:

- a) to amend these By-Laws under Article 80 c);
- b) to remove a member of the Corporation from office under Article 11; and
- c) to exercise the powers set forth in the last paragraph of Article 2 and Articles 7 and 9 of the *Concordia University Act*.

All other motions debated at a meeting ~~of the members~~ of the Corporation shall be carried by a majority ~~vote~~ of votes cast by members of the Corporation.

SECTION 7

MEMBERSHIP OF THE BOARD OF GOVERNORS

Article 24

The management of the affairs of the University shall be vested in a Board of Governors composed of twenty-five (25) members.

For the purposes of these By-Laws, an internal Governor is any member who represents one of the following constituencies of the University: full-time faculty, part-time faculty, permanent administrative and support staff, undergraduate students or graduate students, as well as the President and Vice-Chancellor. An external Governor is any member who represents the community-at-large.

Article 25

The Board of Governors shall consist of the following persons:

- a) The President and Vice-Chancellor;
- b) Fifteen (15) external Governors, thirteen (13) of whom shall be nominated by the Governance and Ethics Committee of the Board of Governors and two (2) of whom shall be nominated by the Concordia University Alumni Association;
- c) Five (5) internal Governors who shall be nominated from among the full-time faculty members by the full-time faculty;
- d) One (1) internal Governor who shall be nominated from among part-time faculty members by the part-time faculty;
- e) One (1) internal Governor who shall be nominated from among the permanent administrative and support staff, with the exception of staff members working in the administrative offices of the President and Vice-Chancellor or any of the Vice-Presidents, Chief Officers or Secretary-General;
- f) One (1) internal Governor who shall be nominated from among the graduate students by the Graduate Students' Association;
- g) One (1) internal Governor who shall be nominated from among the undergraduate students by the Concordia Student Union. In addition, the Concordia Student Union may nominate from among the undergraduate students an Alternate Governor who shall have the same powers and responsibilities as the Governor in his/her absence or inability to act. The Alternate Governor shall have the right to be present and to speak at both the closed and the open sessions of all regular and special meetings at which the Governor is in attendance.

The Chancellor shall be a non-voting observer and shall have the right to be present and to speak at both the closed and the open sessions of all regular and special meetings of the Board of Governors.

The Secretary-General shall have the right to be present and to speak at both the closed and the open sessions of all regular and special meetings of the Board of Governors in ~~his/her capacity~~ their as the person responsible for the University's legal affairs and governance.

The Board of Governors may establish procedures for the nomination of Governors under paragraph b) through e) of this Article.

The composition of the Board of Governors must reflect the various segments of the community it serves. A variety of experience and expertise profiles must be sought in appointing members of the Board of Governors in order to enable the Board of Governors to exercise its functions properly. Governors must be willing to participate in orientation and ongoing training programs to enable them to fulfill their mandate.

Membership terms on the Board of Governors shall be staggered so that only a limited number of Board members retire in any one year.

Article 26

The President and Vice-Chancellor shall be a Governor for the duration of ~~his/her~~ their term of office.

Governors who are elected under Article 25 b) through e) shall serve for a term of three (3) years or less, as stipulated in the resolutions of appointment.

Governors who are elected under Article 25 f) and g) shall serve for a term of one (1) year or less, as stipulated in the resolutions of appointment.

Governors may be reappointed twice to serve in that capacity, for consecutive or non-consecutive terms. The term of any Governor elected under Article 25 b) through e) which is two (2) years or less and of any Governor elected under Article 25 f) and g) which is six (6) months or less shall not be taken into account in the application of the immediately preceding sentence. Notwithstanding the foregoing, under no circumstance shall a Governor serve more than twelve (12) years.

Previous terms served as a Governor are counted in the total duration of the terms of the Chair, who may serve no more than twelve (12) years, for consecutive or non-consecutive terms, including the time spent as Chair. Governors shall remain in office until replaced by their successors.

Article 27

Eligibility to serve on the Board of Governors is subject to the following requirements:

- a) Faculty members elected to the Board of Governors who take a leave during their term of office shall be replaced for the duration of their leave in the manner prescribed for in the appointment of the faculty member taking leave.

- b) ~~Student members~~ Students elected to the Board of Governors shall be registered in ~~a course or other for credit activity, be registered in an~~ at least six (6) credits in their undergraduate or graduate program, and be in acceptable academic standing (such standing to be verified semi-annually in the then-current academic year and shall meet one of the following requirements:
- i) be in acceptable standing in their undergraduate program or in good standing in their graduate program; or
 - ii) have successfully completed, in the previous academic year, a minimum of nine (9) credits in an undergraduate program or six (6) credits in a graduate program.

The credits specified in this article shall be taken at Concordia University.

Registration, credits and standing shall be verified by the Secretary of the Board of Governors at least twice a year, normally in September and January).

Upon graduation, any student elected to the Board ceases to be eligible and may no longer serve on the Board.

- c) Suspension or expulsion from the University shall immediately render ~~student members~~ students ineligible to serve on the Board of Governors. Suspension or termination of employment at the University shall immediately render faculty members and members of the administrative and support staff ineligible to serve on the Board of Governors. Constituencies that appoint individuals as their representative members are expected to conduct appointment processes in view of the duties and obligations of Governors specified in the *Code of Ethics and Professional Conduct applicable to Members of the Board of Governors and Members of Committees Established by the Board* (BD-10). A constituency may request, in writing, that the seat of one of its appointees be vacated.

Article 28

A vacancy in the Board of Governors for any reason may be filled by the Corporation for the unexpired term of the person whose seat becomes vacant, in the manner prescribed for the appointment of the member to be replaced.

Article 29

All Governors shall be members of the Corporation, unless specific exceptions are made to permit persons who are not members to be elected as Governors.

Article 30

Members of the Board of Governors shall be elected by the Corporation.

A thirty (30) day written notice from the Chair of the Board of Governors shall be given to any Governor whose removal from office is being considered under Article 41 y). The Governor shall be given an opportunity to present ~~his/her~~ their case to the Board of Governors.

Cause for removal shall include, but shall not be limited to, the failure of a Governor to comply with the duties or obligations set out in the *Code of Ethics and Professional Conduct applicable to Members of the Board of Governors and Members of Committees Established by the Board* (BD-10) or the failure or unwillingness of a Governor to abide by the By-Laws, policies or procedures of the University.

SECTION 8 MEETINGS OF THE BOARD OF GOVERNORS

Article 31

The Board of Governors shall meet at least five (5) times a year.

Items deemed to be confidential, including but not limited to matters relating to nominations, appointments, collective bargaining, human resources, real estate, sensitive financial transactions or transactions of a contractual nature, shall be discussed in ~~Closed Session~~ closed session.

Governors are bound to respect the confidentiality of proceedings of ~~Closed Session~~ closed session meetings as well as any information or documents obtained at those meetings, as stipulated in the *Code of Ethics and Professional Conduct applicable to Members of the Board of Governors and Members of Committees Established by the Board* (BD-10).

Article 32

Special meetings of the Board of Governors may be called at any time by the Chair or at the request of any five (5) Governors.

~~When called by the Chair, special~~ Special meetings of the Board of Governors may be held by means of such telephone, electronic or other communications facilities as permit all persons participating in the meeting to communicate with each other simultaneously, ~~provided that it is indicated in the notice calling the special meeting.~~

~~In the case of special meetings of the Board called at the request of any five (5) Governors, Governors who cannot participate in person may do so by means of such telephone, electronic or other communications facilities as permit all persons participating in the meeting to communicate with each other simultaneously.~~

Article 33

In the case of regular meetings of the Board ~~dealing with any matter listed under Article 39 a) through e)~~ of Governors, Governors who cannot participate in person may do so ~~on occasion~~,

by means of such telephone, electronic or other communications facilities as permit all persons participating in the meeting to communicate with each other simultaneously.

Article 34

When directed by the Chair, and in exceptional and urgent circumstances when it is not feasible for the Board of Governors to meet in person or by telephone, decisions may be taken by electronic exchange provided that:

- the resolution to be voted on is clearly stated to the Governors;
- the date by which Governors are required to respond is clearly stated;
- the resolution shall be deemed to have been adopted by the Board of Governors only if, by the date specified, the Secretary has received responses from two-thirds (2/3) of the Governors of whom a majority support the resolution;
- at the end of the voting period, the Secretary shall advise Governors of the outcome of the vote.

For reporting purposes, the date of the meeting of the Board of Governors at which the decision is taken shall be the date by which Governors are required to respond.

Article 35

A resolution signed by all the members of the Board of Governors shall have the same force and effect as if passed at a regularly constituted meeting of the Board of Governors.

Article 36

A majority of Governors shall constitute a quorum for all regular meetings of the Board of Governors.

Two-thirds (2/3) of Governors shall constitute a quorum for all special meetings of the Board of Governors.

In the case of a meeting or a portion of a meeting of the Board of Governors where participation is restricted to external Governors and the President and Vice-Chancellor in accordance with the *Code of Ethics and Professional Conduct applicable to Members of the Board of Governors and Members of Committees Established by the Board (BD-10)*, the quorum requirements set out above shall apply to the external Governors and the President and Vice-Chancellor only.

Article 37

Notices calling meetings of the Board of Governors shall be sent by internal mail, messenger or reliable electronic means to each Governor at his/her their last known address, at least five (5) days prior to the date of the meeting. When it is deemed to be urgent the Governors may be summoned to a special meeting on twenty-four (24) hours' notice.

Article 38

Discussions at meetings of the Board of Governors are guided by the procedures and rules set out in the document entitled *Summary of Procedures at Board meetings and Rules of Order*.

Article 39

A two-thirds (2/3) majority ~~vote of the Governors present at a meeting of the Board of of~~ votes cast by Governors shall be required for any motion to be carried on the following matters:

- a) the exercise of the powers set forth in paragraphs r), u), y) and aa) of Article 41 of the present By-Laws;
- b) the amendment of these By-Laws under Article 80 b);
- c) a matter which may be specifically designated by the Board of Governors on a particular occasion; and
- d) the exercise of the powers set forth in Article 9 of the *Concordia University Act*.

Motions concerning all other business at a meeting of the Board shall be carried by a majority ~~vote~~of votes cast by Governors.

SECTION 9 FUNCTIONS AND POWERS OF THE BOARD OF GOVERNORS

Article 40

The Board of Governors shall have a superintending and reforming power over all decisions affecting the activities undertaken at the University or connected with the University, notwithstanding the final authority and exclusive jurisdiction of the Senate set forth in Article 70.

In particular, the Board of Governors may nullify, revoke or modify any decision made by an internal body of the University in circumstances where such decision, without limitation, constitutes a manifest injustice, is prejudicial in that it is fraudulent or in bad faith, is in excess of an internal body's jurisdiction or is discriminatory, arbitrary or unreasonable.

In the case of the nullification, revocation or modification of a decision of the Senate, a joint meeting of the Senate Steering Committee and the Executive Committee of the Board of Governors shall be held within thirty (30) days of the Board of Governors' meeting where the decision was reached in order to discuss the reasons for the Board~~'s~~ of Governor's decision. Following the joint meeting, the decision of the Board of Governors shall come into effect, without a further vote by the Board of Governors, on the date of the tabling of a report to the Board of Governors from the Executive Committee recommending confirmation of the Board~~'s~~ of Governors' decision, without modification. If the report of the Executive Committee

recommends a modification of the Board~~'s~~ of Governors' decision, the decision shall not come into effect until the Board of Governors has, by a subsequent vote, reconfirmed the original decision, with or without modification.

The Board of Governors shall have the right to act in the place and stead of any internal body which fails, neglects or omits to take a decision in a matter on which it is obliged to act.

Notwithstanding the preceding paragraphs, the Board of Governors shall have the right to make decisions with immediate effect in circumstances that it determines, in its reasonable discretion, constitute an emergency situation.

The Board of Governors may fully or partially delegate the power stipulated in the present article, in specific cases, to a Committee of its members appointed by it.

Article 41

Without limiting the generality of Article 40, the Board of Governors shall have the power and authority:

- a) to adopt the University's strategic directions, taking into account its distinctive characteristics; the Board of Governors shall see to the implementation of the strategic directions of the University and inquire into any issue it considers important;
- b) to ensure the University's mission and values and the principles are respected;
- c) to approve the University's budgetary estimates, annual budget, capital plan, financial statements and annual report;
- d) to approve the governance rules of the University;
- e) to approve the code of ethics applicable to its members and to the members of the University's personnel;
- f) to ensure the applicant recruiting process to fill the position of President and Vice-Chancellor of the University provides an equal opportunity for applicants from outside and from within the University and that the procedure allows for the independent and confidential examination of application;
- g) to approve the expertise and experience profiles to be used in appointing its members;
- h) to approve the criteria for evaluating its members as well as the Board~~'s~~ of Governors' performance;
- i) to ensure the effective and efficient management of the University's human, physical, financial and information resources;
- j) to establish risk management policies;

- k) to regularly monitor the University's financial situation and make sure the appropriate controls are in place to preserve the University's short-, medium- and long-term financial health;
- l) to adopt internal management by-laws;
- m) to adopt delegations of authority;
- n) to approve human resources policies for the University's employees;
- o) to adopt measures to evaluate the University's effectiveness, efficiency and performance;
- p) to approve collective bargaining mandates in accordance with the University's budget envelope and applicable legislative provisions;
- q) to approve the appointment, remuneration and evaluation policies for senior management personnel;
- r) to approve the appointment of the Officers of the University as set out in Article 3 as well as the Academic Deans;
- s) to establish the Committees of the Board of Governors, appoint their membership and ensure that they exercise their functions properly;
- t) to establish the Senate, the Faculties, the Faculty Councils and other similar bodies;
- u) to approve recommendations from Senate regarding the establishment, name change, discontinuance, restructuring or consolidation of academic units;
- v) to confer honorary degrees and Faculty awards of distinction on recommendation of Senate;
- w) to establish new University-wide awards to be granted at convocations on recommendation of Senate;
- x) to appoint members of the Corporation;
- y) to remove a member of the Board of Governors;
- z) to confer the titles of Chancellor Emeritus, Governor Emeritus and President Emeritus based on the criteria which it approves; and
- aa) to fix and determine all fees and charges to be paid by students.

SECTION 10

COMMITTEES OF THE BOARD OF GOVERNORS

Article 42

The Board of Governors may establish such Committees as it deems necessary or advisable for the efficient conduct of its business. Every such Committee shall have and exercise all the rights and powers which the Board of Governors may delegate to it from time to time. Committee meetings are restricted to members and invited guests.

Members are bound to respect the confidentiality of proceedings of Committee meetings as well as any information or documents obtained at those meetings, as stipulated in the *Code of Ethics and Professional Conduct applicable to Members of the Board of Governors and Members of Committees Established by the Board* (BD-10).

Article 43

There shall be ten (10) Standing Committees of the Board of Governors, namely:

- Appeals Committee
- Audit Committee
- Employee Benefits Committee
- Executive Committee
- Finance Committee
- Governance and Ethics Committee
- Honorary Degree and Convocation Committee
- Human Resources Committee
- Part-time Employee Benefits Committee
- Real Estate Planning Committee

Article 44

~~Eligibility to serve on Standing~~ The eligibility requirements under Article 27 shall apply to the members of the Committees of the Board ~~is subject to the following requirements:~~
a) ~~Faculty members~~

b) ~~Student members elected to Committees shall be registered in a course or other for-credit activity, be registered in an undergraduate or graduate program, and be in acceptable academic standing (such standing to be verified semi-annually, normally in September and January).~~

e) ~~Suspension or expulsion from the University shall immediately render student members ineligible to serve on Committees. Suspension or termination of employment at the University shall immediately render faculty members and members of the administrative and support staff ineligible to serve on Committees.~~

Article 45

Members of the Committees of the Board of Governors shall be elected by the Board of Governors.

The Alternate Governor appointed elected under Article 25 g) shall be considered as an internal Governor for the sole purpose of the membership of the Standing Committees of the Board of Governors.

The Chancellor shall be considered as an external Governor for the sole purpose of the membership of the Standing Committees of the Board of Governors.

Article 46

At least three (3) days' notice of meeting should be given for all Committee meetings, unless waived by all members of the Committee.

The majority of members of a Committee shall constitute a quorum.

Quorum for Committee meetings or portions of meetings where participation is restricted to members representing external Governors and the President and Vice-Chancellor in accordance with the *Code of Ethics and Professional Conduct applicable to Members of the Board of Governors and Members of Committees Established by the Board (BD-10)* shall be the majority of the members representing external Governors and the President and Vice-Chancellor.

Article 47

Motions debated at all Committee meetings shall be carried by a majority vote of votes cast by members.

Article 48

When directed by the Committee Chair, and in exceptional and urgent circumstances when it is not feasible for a Committee to meet in person or by telephone, decisions may be taken by electronic exchange provided that:

- the resolution to be voted on is clearly stated to the Committee members;
- the date by which Committee members are required to respond is clearly stated;
- the resolution shall be deemed to have been adopted by the Committee only if, by the date specified, the Secretary has received responses from two-thirds (2/3) of the Committee members of whom a majority support the resolution;
- at the end of the voting period, the Secretary shall advise the Committee members of the outcome of the vote.

For reporting purposes, the date of the Committee meeting at which the decision is taken shall be the date by which the Committee members are required to respond.

Article 49

A resolution signed by all the members of a Committee shall have the same force and effect as if passed at a regularly constituted meeting of the Committee.

Article 50

Discussions at Committee meetings are guided by the procedures and rules set out in the document entitled *Summary of Procedures at Board meetings and Rules of Order*.

Article 51

In addition to their specific mandates and responsibilities assigned to them hereunder, the Committees shall examine any and all issues which may be referred to them by the Board of Governors and shall perform any such tasks as may be deemed necessary to carry out their respective mandate and responsibilities. The Committees may make such recommendations as they deem appropriate to the Board of Governors for its approval.

Any Committee may call any official of the University to its meetings to deal with a particular subject.

All Committees shall report to the Board, through their Chair, at the regular meetings of the Board [of Governors](#).

Article 52

The mandate of the Appeals Committee is to review any matter which is referred to it by the Chair of the Board [of Governors](#) in accordance with Article 40 of the **University** By-Laws, which grants the Board a superintending and reforming power over all decisions affecting or connected with the University.

The Committee is composed of at least three (3) Governors. When requested by the Chair of the Board [of Governors](#), it shall supplement its membership with up to two (2) persons who are chosen from among the members of the Student Tribunal Pool, Faculty Tribunal Pool or Administrative and Support Staff Tribunal Pool established under the *Policy on the Establishment of Tribunal Hearing Pools* (BD-6). The Committee is chaired by an external Governor and meets at the call of the Chair.

Article 53

The mandate of the Audit Committee includes:

- a) monitoring the internal audit function as set out in the *Policy on the Internal Audit Function* (BD-13), including the approval and monitoring of the annual internal audit plan;
- b) ensuring that appropriate and effective internal control mechanisms are in place;

- c) ensuring that the necessary follow-ups are carried out with the external auditors;
- d) monitoring the enterprise risk management process for the conduct of the University's affairs as set out in the *Policy on Enterprise Risk Management (BD-14)*, including:
 - the review of quarterly Compliance Reports in areas of significant risk to the University, including, but not limited to, legal claims, health and safety matters, environmental issues and other regulatory matters;
 - the review of insurance protection pertaining to all property and liability of the University. A presentation on such insurance protection shall be made annually to the Committee.
- e) reviewing any activity likely to be detrimental to the University's financial situation which is brought to the Committee's attention by the internal auditors or any other person;
- f) dealing with complaints brought to its attention pursuant to the *Code of Ethics and Safe Disclosure Policy applicable to Employees (BD-4)*;
- g) recommending changes to the accounting policies and practices of the University;
- h) ensuring the quality of the financial statements, reviewing them with the external auditors and recommending their approval; and
- i) recommending the appointment of the external auditors and the payment of the audit fees.

The Committee must notify the Board of Governors in writing of the discovery of operations or management practices that are unsound or do not comply with the law or regulations or with the University's policies.

~~The Committee shall prepare and submit a yearly report to the Board on the discharge of its mandate.~~

The Committee is composed of at least five (5) members, all of whom shall be external Governors. The Committee shall include members who possess accounting or financial expertise, at least one of whom is a member of the professional orders of accountants governed by the Professional Code. The Committee meets at the call of the Chair or, because of an unusual situation, at the request of the President and Vice-Chancellor, the senior financial officer or the internal auditor of the University.

Article 54

The mandate of the Employee Benefits Committee includes:

- a) reviewing and monitoring benefits provided to active and non-active employees under the Pension Plan;

- b) recommending modifications to the Pension Plan to the Board;
- c) reviewing and monitoring group insurance and other benefit plans provided to active and retired employees;
- d) recommending to the Board annual premium renewals for the group insurance plans that are cost-shared (Employee-University), except for plans that are exclusively for employee groups with primary membership of part-time employees;
- e) recommending to the Board design changes and all modifications to the group insurance plans, except for plans that are exclusively for employee groups with primary membership of part-time employees; and
- f) recommending to the Board design changes and modifications to other benefit plans.

The Committee consists of the following:

- Three (3) members appointed by the Board from among Board members or former Board members, with the exception of remunerated officers, employees or students of the University, and from whom the Board shall designate one member to act as Chair of the Committee and one member to act as Vice-Chair;
- Two (2) members who are members of the Pension Plan representing active full-time faculty members, to be nominated by the full-time faculty association and appointed by the Board. The term of these members shall be two (2) years. For purposes of continuity within the Committee, the two year terms shall be staggered;
- Two (2) members who are members of the Pension Plan representing the active administrative and support staff to be nominated by such members through the Administrative and Support Staff Electoral College and appointed by the Board. The term of these members shall be two (2) years. For purposes of continuity within the Committee, the two year terms shall be staggered;
- One (1) non-voting member representing active employees belonging to employee groups other than those included in the Administrative and Support Staff Electoral College or CUFA, to be nominated from among those employee groups and appointed by the Board. At a given meeting, in the absence of any of the four (4) voting members representing active employees (designated under the second and third bullet above), this member acquires voting rights pertaining to the matters listed under sections a) and b) of the above mandate as well as to matters listed under sections c), d), e) and f) with respect to the benefits applicable to the employee groups they represent. The term of this member shall be two (2) years;
- One member, as well as one alternate member who acquires voting rights at a given meeting in the absence of the regular member, who are members of the Pension Plan representing the non-active Pension Plan members nominated by such members and appointed by the Board. The term of these members shall be two (2) years;
- The President and Vice-Chancellor or designate;
- The Vice-President, Services or designate;
- The Chair of the Board or designate (non-voting); and

The University Treasurer and Investment Officer who shall act as Secretary (non-voting).
A member whose term of office has expired shall remain in office until reappointed or replaced.

The Committee meets as required.

Article 55

The mandate of the Executive Committee includes:

- a) reviewing the draft agendas and documentation of Board of Governors meetings, making recommendations on the proposals presented to the Board of Governors and ensuring that the Board's of Governors' decisions are carried out;
- a) deciding on matters referred to it under a specific delegation of authority from the Board and within the limits defined in the **University** By-laws. All such decisions shall be reported to the Board of Governors at the next meeting;
- b) deciding on matters requiring an urgent or immediate decision between meetings of the Board of Governors and within the limits defined in the **University** By-Laws, in which case any such decisions shall be submitted for ratification by the Board of Governors at the next meeting;
- c) receiving reports and taking any other action prescribed in the *Policy on the Remuneration and Evaluation of Senior Administrators* (**Policy** BD-8);
- d) acting in an advisory capacity and making recommendations to the Board on all matters related to strategic planning; and
- e) acting in an advisory capacity and making recommendations to the Board of Governors on such other issues which may be referred to it by the Board of Governors, the Chair of the Board of Governors, or the President.

The Committee is composed of at least seven (7) members, and all members shall be Governors. The Chair of the Board of Governors and the President are ex-officio members of the Committee. Of the remaining members, no fewer than three (3) shall be external Governors, one (1) of whom shall be a Vice-Chair of the Board of Governors, and no fewer than two (2) shall be internal Governors, one (1) of whom shall be a Vice-Chair of the Board of Governors. The Committee is chaired by the Chair of the Board of Governors and meets at the call of the Chair.

Article 56

The mandate of the Finance Committee includes:

- a) recommending approval of the annual operating and capital budgets, examining the quarterly results and projections relating to the annual operating and capital budgets, and reporting such to the Board as necessary;
- b) reviewing the use of credit facilities by the University;
- c) recommending all University borrowings or financings over \$1 million including those relating to any matter under the purview of the Real Estate Planning Committee;
- d) recommending all expenditures over \$3 million as well as those expenditures of importance, as defined in the *Policy on Contract Review, Signing and Required Approvals* (BD-1), irrespective of the value of the expenditure; and
- e) reviewing the long-term financial situation of the University.

The Committee is composed of at least seven (7) members, and all members shall be Governors. The Chair of the Board of Governors and the President and Vice-Chancellor are ex-officio members of the Committee. Of the remaining members, no fewer than three (3) shall be external Governors, two (2) of whom shall be members of the Audit Committee, and no fewer than two (2) shall be internal Governors. The Committee is chaired by one of the members of the Audit Committee who does not chair the Audit Committee. The Committee meets at the call of the Chair.

Article 57

The mandate of the Governance and Ethics Committee includes:

- a) recommending governance rules and related policies and a code of ethics for the conduct of the University's affairs;
- b) recommending a code of ethics applicable to Board members and the University's personnel, subject to applicable law;
- c) recommending the expertise and experience profiles to be used in appointing Board members, except for the Chair of the Board of Governors and the President;
- d) recommending the appointment of external Board members based on the aforementioned profiles;
- e) recommending the appointment of the Chair of the Board of Governors as well as the two (2) Vice-Chairs of the Board of Governors;
- f) recommending the appointment of the Chancellor and the Deputy Chancellor as well as the candidates for the titles of Chancellor Emeritus, Governor Emeritus and President Emeritus;

- g) recommending the criteria for evaluating the performance of the Board of Governors and its members;
- h) evaluating the performance of the Board of Governors according to the criteria approved by the Board of Governors and submitting an annual summary of its evaluation to the Board of Governors; and
- i) developing and implementing programs for orientation and ongoing education of Board members.

~~The Committee shall prepare and submit a yearly report to the Board on the discharge of its mandate, including a summary of its evaluation of the performance of the Board.~~

The Committee is composed of at least six (6) members, and all members shall be Governors. The Chair of the Board of Governors and the President and Vice-Chancellor are ex-officio members of the Committee and except for the Chair of the Board of Governors and President and Vice-Chancellor, no other member of the Committee may also be a member of the Executive Committee. Of the remaining members, no fewer than three (3) shall be external Governors and no fewer than one (1) shall be an internal Governor. The Committee is chaired by an external Governor and meets at the call of the Chair.

Article 58

The mandate of the Honorary Degree and Convocation Committee includes:

- a) approving all matters relating to convocation policy, including the spring and fall convocation exercises;
- b) conveying proposals regarding honorary degree nominees to Senate for recommendation to the Board of Governors;
- c) conveying proposals regarding Faculty awards of distinction to Senate for recommendation to the Board of Governors;
- d) conveying proposals regarding the establishment of new University-wide awards to be granted at convocation to Senate for recommendation to the Board of Governors; and
- e) coordinating, when called upon to do so, special ceremonial functions that fall under the responsibility of the Board of Governors.

The Committee is composed of (i) at least six (6) Governors including the Chair of the Board of Governors and the President and Vice-Chancellor who are ex-officio members of the Committee, and (ii) three (3) Senators, one of whom shall be a Faculty Dean. The Committee is chaired by an external Governor and meets at the call of the Chair.

Article 59

The mandate of the Human Resources Committee includes:

- a) recommending and overseeing the implementation of the human resources policies for the University's employees ;
- b) recommending collective bargaining mandates in accordance with the University's budget envelope;
- c) recommending tenure and sabbatical leave of academic personnel in accordance with the multi-year hiring plan;
- d) recommending and overseeing the application of the appointment, remuneration and evaluation policies for senior management personnel;
- e) ensuring that an external legal opinion is sought, as appropriate, in the case of termination of senior management personnel; and
- f) acting in an advisory capacity and making recommendations to the Board on all matters related to human resources.

~~The Committee shall prepare and submit a yearly report to the Board on the discharge of its mandate.~~

The Committee is composed of at least seven (7) Governors and all members shall be Governors. The Chair of the Board of Governors and the President are ex-officio members of the Committee. Of the remaining members, no fewer than three (3) members shall be external Governors and no fewer than two (2) shall be internal Governors. The Committee is chaired by an external Governor and meets at the call of the Chair.

Article 60

The mandate of the Part-Time Employee Benefits Committee includes:

- a) recommending to the Board annual premium renewals for the group insurance plans that are cost-shared (Employee-University) and that are exclusively for employee groups with primary membership of part-time employees; and
- b) recommending to the Board design changes and modifications to the group insurance plans that are exclusively for employee groups with primary membership of part-time employees;

The Committee consists of the following:

- One (1) member appointed by the Board from among Board members or former Board members, with the exception of remunerated officers, employees or students of the University, to act as Chair of the Committee;

- Three (3) members representing active employees belonging to employee groups with primary membership of part-time employees, i.e. employee groups other than those included in the Administrative and Support Staff Electoral College or CUFA, to be nominated from among those employee groups and appointed by the Board. The term of these members shall be two (2) years. For purposes of continuity within the Committee, the two year terms shall be staggered;
- The Chair of the Board [of Governors](#) or designate;
- The Vice-President, Services or designate; and
- The University Treasurer and Investment Officer who shall act as Secretary (non-voting).

A member whose term of office has expired shall remain in office until reappointed or replaced.

The Committee meets as required.

Article 61

The mandate of the Real Estate Planning Committee includes:

- a) recommending a comprehensive short and long-term strategic plan for the management and development of the University's real estate and proposing ways in which this plan can be harmonized with the mission of the University as well as its overall strategic planning objectives;
- b) recommending policies with respect to the construction of new buildings and the expansion and renovation of existing buildings at the University;
- c) recommending proposals to maximize the use and advantages to the University of all property and physical plant occupied by the University, particularly those facilities which are owned by the University;
- d) recommending all expenditures over \$3 million as well as those expenditures of importance, as defined in the *Policy on Contract Review, Signing and Required Approvals (BD-1)*, irrespective of the value of the expenditure, relating to the construction of new buildings and the expansion, repairs, and renovation of existing buildings and premises at the University; and
- e) recommending proposals regarding the acquisition or the disposal of buildings or properties.

The Committee is composed of at least seven (7) Governors including the Chair of the Board [of Governors](#) and the President and Vice-Chancellor who are ex-officio members of the Committee. Of the remaining members, no fewer than three (3) members of the Committee shall be external Governors and no fewer than two (2) members of the Committee shall be internal Governors. The Committee may also include persons who are not Governors. The Committee is chaired by an external Governor and meets at the call of the Chair.

**SECTION 11
MEMBERSHIP OF SENATE**

Article 62

The Senate shall be composed of fifty-three (53) voting members and eleven (11) non-voting members, as follows:

Voting members

- a) The President and Vice-Chancellor;
- b) The Provost and Vice-President, Academic ~~Affairs~~;
- c) The Vice-President, Research and Graduate Studies;
- d) The Dean of the Faculty of Arts and Science;
- e) The Dean of the ~~Faculty~~ Gina Cody School of Engineering and Computer Science;
- f) The Dean of the Faculty of Fine Arts;
- g) The Dean of the John Molson School of Business;
- h) The Dean of Graduate Studies;
- i) The University Librarian;
- j) Fourteen (14) faculty members who shall be appointed from among the faculty of the Faculty of Arts and Science, one of whom shall be a part-time faculty member;
- k) Five (5) faculty members who shall be appointed from among the faculty of the ~~Faculty~~ Gina Cody School of Engineering and Computer Science, one of whom may be a part-time faculty member, unless the number of course sections taught by part-time faculty members surpasses 30% of the total, in which case one of the five shall be a part-time faculty member;
- l) Four (4) faculty members who shall be appointed from among the faculty of the Faculty of Fine Arts, one of whom shall be a part-time member;
- m) Four (4) faculty members who shall be appointed from among the faculty of the John Molson School of Business, one of whom shall be a part-time faculty member;
- n) One (1) librarian who shall be appointed from among the professional librarians;
- o) Twelve (12) undergraduate students who shall be appointed by the Concordia Student Union, with representation from each Faculty;

- p) Four (4) graduate students who shall be appointed by the Graduate Students' Association, with representation from each Faculty whenever possible;

Non-voting members

- q) The Vice-President, Advancement ~~and External Relations~~;
- r) The Vice-President, Services;
- s) The Chief Financial Officer;
- t) The Chief Communications Officer;
- u) The University Registrar;
- v) The Deputy Provost;
- w) The Executive Director, Centre for Continuing Education;
- x) The Secretary-General;
- y) Two (2) members of the administrative and support staff, appointed in accordance with the procedures used to appoint the representatives of the administrative and support staff of the Board ~~of Governors~~;
- z) One (1) part-time faculty member who shall be appointed from among the ~~Faculty~~ Gina Cody School of Engineering and Computer Science, unless the number of course sections taught by part-time faculty members surpasses 30% of the total, in which case the part-time member shall be appointed a voting member in accordance with Article 62 k).

Article 63

Senators who are ex-officio as provided under Article 62 a) through i) and q) through x) shall be Senators for the duration of their term of office.

Senators who are appointed under Article 62 j) through n), y) and z) shall serve for a term of three (3) years or less, as stipulated in the resolutions of appointment. Senators who are appointed under Article 62 o) and p) shall serve for a term of one (1) year or less, as stipulated in the resolutions of appointment.

Senators who are appointed under Article 62 j) through n), y) and z) may serve a maximum of two consecutive terms, following which one (1) year shall elapse before they become eligible for reappointment. Senators who are appointed under Article 62 o) and p) may serve a maximum of three consecutive terms, following which one (1) year shall elapse before they become eligible for reappointment.

The term of any Senator appointed under Article 62 j) through n), y) and z) which is two (2) years or less, and of any Senator appointed under Article 62 o) and p) which is six (6) months or less, shall not be taken into account in the application of this restriction on length of continuous membership.

Senators shall remain in office until replaced by their successors.

Article 64

Eligibility to serve on Senate is subject to the following requirements:

- a) Faculty members and librarians elected to Senate who take a leave during their term of office shall be replaced by their Faculty Council for the duration of their leave, or by the professional librarians, in the case of librarians.
- b) ~~Student members~~ Students elected to Senate shall be registered in ~~a course or other for-credit activity, be registered in an undergraduate or graduate program, and be in acceptable academic standing (such standing to be verified semi-annually~~ at least six (6) credits in the then-current academic year and shall meet one of the following requirements:
 - i) be in acceptable standing in their undergraduate program or in good standing in their graduate program; or
 - ii) have successfully completed, in the previous academic year, a minimum of nine (9) credits in the case of undergraduate students or six (6) credits in the case of graduate students.

Notwithstanding the above, no more than two (2) undergraduate student Senators and no graduate student Senator may be independent students.

The credits specified in this article shall be taken at Concordia University.

~~b) Registration, credits and standing shall be verified by the Secretary of Senate at least twice a year, normally in September and January).~~

Upon graduation, any student elected to Senate ceases to be eligible and may no longer serve on Senate.

- c) Suspension or expulsion from the University shall immediately render ~~student members~~ students ineligible to serve on Senate. Suspension or termination of employment at the University shall immediately render faculty members, librarians and members of the administrative and support staff ineligible to serve on Senate. Constituencies that appoint individuals as their representative members are expected to conduct appointment processes in view of the duties and obligations of Senators specified in the *Code of Ethics and Conduct applicable to Members of Senate and Members of Committees Established by Senate* (US-1). A constituency may request, in writing, that the

seat of one of its appointees be vacated. Vacated seats shall be filled as specified in Article 62.

- d) The part-time faculty member appointed under article 62 z) shall have taught at least one course in the ~~Faculty~~ Gina Cody School of Engineering and Computer Science in the last twelve months prior to being appointed and shall teach at least one course in the ~~Faculty~~ Gina Cody School of Engineering and Computer Science in each of the first two years of his or her three-year term.

SECTION 12 MEETINGS OF SENATE

Article 65

Senate shall meet regularly at least once a month during the academic year of the University, although the President and Vice-Chancellor, in consultation with the Steering Committee, may decide to dispense with the regular meeting in any given month.

Items deemed to be confidential, including but not limited to matters relating to the approval of the graduation list and nominations, shall be discussed in ~~Closed Session~~ closed session.

Senators are bound to respect the confidentiality of proceedings of ~~Closed Session~~ closed session meetings as well as any information or documents obtained at those meetings, as stipulated in the *Code of Ethics and Conduct applicable to Members of Senate and Members of Committees Established by Senate* (US-1).

Special meetings of Senate may be called at any time by the President and Vice-Chancellor.

All meetings of Senate shall be chaired by the President and Vice-Chancellor. In ~~his/her~~ their absence or inability to act, the Provost and Vice-President, Academic ~~Affairs~~ shall chair the meetings of Senate. In the absence or inability to act of the Provost and Vice-President, Academic ~~Affairs~~, the Vice-President, Research and Graduate Studies shall chair the meetings of Senate.

Article 66

A majority of voting members of Senate shall constitute a quorum for all regular or special meetings held from September 1 to June 30 of each year. Ten (10) voting members of Senate shall constitute a quorum for any special meeting held from July 1 to August 31.

Article 67

Notices calling meetings of Senate shall be sent by internal mail, messenger or reliable electronic means to each Senator at his or her last known address, at least five (5) days prior to the date of the meeting. When it is deemed to be urgent the Senators may be summoned to a special meeting on twenty-four (24) hours' notice.

Article 68

Discussions at meetings of Senate shall be guided by the procedures and rules set out in the document entitled *Summary of Procedures at Senate Meetings and Rules of Order*.

Article 69

A thirty (30) day written notice from the President and Vice-Chancellor, on behalf of the Steering Committee, shall be given to any Senator whose removal from office is being considered under Article 71 m). The Senator shall be given an opportunity to present his or her case to Senate.

A two-thirds (2/3) majority ~~vote of the voting members of Senate present at a meeting of~~ votes cast by Senators shall be required for any motion to remove a Senator from office under Article 71 m).

Motions concerning all other business at a meeting of Senate shall be carried by a majority ~~vote of~~ votes cast by Senators.

SECTION 13 FUNCTIONS AND POWERS OF SENATE

Article 70

Senate shall establish procedures for the governance of its own affairs and, subject to Article 40, shall be the final authority in all matters pertaining to the academic regulations and programs of the University. In all other matters, Senate may make whatever recommendations it deems appropriate to the Board of Governors. Recommendations from Senate shall be conveyed to the Board of Governors by the President and Vice-Chancellor.

Article 71

In particular, Senate shall have the power to:

- a) determine the conferment of certificates, diplomas, degrees, excluding honorary degrees, as well as the recipients of the special graduation prizes, medals or other awards granted at convocations, ~~and submit to the Board of Governors an annual report on graduation statistics and procedures followed with respect to the acceptance of candidates for certificates, diplomas and degrees;~~
- b) recommend to the Board of Governors the conferment of honorary degrees and Faculty awards of Distinction;
- c) recommend to the Board of Governors the establishment of new University-wide awards to be granted at convocations;

- d) recommend to the Board of Governors the establishment, name change, discontinuance, restructuring or consolidation of academic units;
- e) initiate the consideration of any matter pertaining to the academic program of the University, or require that any of the bodies reporting to it undertake such consideration;
- f) delegate any of its responsibilities to the Faculty Councils and the Council of the School of Graduate Studies; receive, consider, and act upon the reports of those bodies;
- g) establish the appropriate committees, boards or other bodies, appoint their membership and delegate any of its responsibilities to them;
- h) appoint the Senate representatives to the joint Board-Senate committee that proposes candidates for honorary degrees;
- i) consider and approve or deny recommendations from the Faculty Councils and the Council of the School of Graduate Studies concerning academic programs in the following regards:
 - any changes, additions or deletions in the curriculum for degrees, diplomas or certificates, whether graduate or undergraduate;
 - any changes, additions or deletions in honors, major or other programs, whether graduate or undergraduate;
 - any changes, additions or deletions in course offerings, whether graduate or undergraduate;
 - any changes, additions or deletions to the name of programs, whether graduate or undergraduate.

In these matters, Senate may amend recommendations from the Faculty Councils and the Council of the School of Graduate Studies but no amended recommendation shall take effect until it has been accepted by the body that originated it.

- j) establish academic standards, including the standards for admission and for the evaluation of student performance at all levels of the University.
- k) exercise appellate jurisdiction over the decisions and actions of the Faculty Councils and the Council of the School of Graduate Studies, and committees created by them and of the committees of Senate;
- l) establish policies and procedures for appealing academic decisions;
- m) remove a Senator from office.

The Faculty Councils and Council of the School of Graduate Studies, with their own special powers, report to Senate.

Senate shall determine the reporting requirements for all councils.

SECTION 14 COMMITTEES OF SENATE

Article 72

Senate may establish such committees as it deems necessary or advisable for the efficient conduct of its business. Every such committee shall have and exercise all the rights and powers which Senate may delegate to it from time to time. Committee meetings are restricted to members and invited guests.

Article 73

There shall be nine (9) Standing Committees of the Senate, namely:

- ~~— Steering Committee~~
- Academic Planning and Priorities Committee
- Academic Programs Committee
- Distinguished Professor Emeritus Committee
- Ethics Committee
- Finance Committee
- Library Committee
- Research Committee
- Special Graduation Awards Committee
- ~~— Distinguished Professor Emeritus Committee~~
- ~~Ethics~~ Steering Committee

Article 74

At least three (3) days' notice of meeting should be given for all ~~committee~~ Committee meetings, unless waived by all members of the ~~committee~~ Committee.

Article 75

A majority of members shall constitute a quorum.

Article 76

The ~~committees~~ Committees shall examine any and all issues which may be referred to them by Senate and shall perform any such tasks as may be deemed necessary to carry out their

respective mandate and responsibilities. The ~~committees~~ Committees may make such recommendations as they deem appropriate to Senate for its approval.

The ~~committees~~ Committees shall have the specific membership, mandates and responsibilities which have been assigned to them by Senate, the whole as more fully set out in the document entitled *Membership and functions of Standing Committees of Senate*.

SECTION 15 THE FACULTIES AND SCHOOL OF GRADUATE STUDIES

Article 77

There shall be four (4) Faculties, namely:

- ~~The~~ Faculty of Arts and Science;
- ~~The~~ Faculty of Fine Arts;
- Gina Cody School of Engineering and Computer Science;
- ~~The Faculty of Fine Arts~~;
- ~~The~~ John Molson School of Business;

There shall be a School of Graduate Studies.

Article 78

The administrative head of each Faculty and of the School of Graduate Studies shall be the Dean.

All Academic Deans shall be appointed by the Board of Governors according to the procedures established by the Board of Governors and the power stipulated in Article 41 r).

Article 79

The academic affairs of each Faculty and of the School of Graduate Studies shall be conducted by their respective Councils, the composition and powers of which are set out in the document entitled *Membership and Powers of the Faculty Councils and the Council of the School of Graduate Studies*.

The Faculty Councils and Council of the School of Graduate Studies shall be chaired by their respective Deans and report to Senate.

SECTION 16 AMENDMENTS

Article 80

Any amendment to these By-Laws shall require:

- a) fifteen (15) days' written notice of the proposed amendment to be given to the Governors prior to the meeting of the Board of Governors;
- b) a two-thirds (2/3) majority ~~vote of the~~ of votes cast by Governors ~~present at the~~ at a meeting of the Board of Governors; and
- c) confirmation by a two-thirds (2/3) majority ~~vote of the~~ of votes cast by members ~~of the Corporation present~~ at a meeting of the Corporation.

SECTION 17 FISCAL YEAR

Article 81

The fiscal year of the University shall end on the thirtieth (30th) day of April.

As approved by the Board of Governors of Sir George Williams University on August 10, 1973;

And amended by the Board of Governors of Concordia University on June 14, 1974; June 12, 1975; December 11, 1975; June 10, 1976; June 9, 1977; June 14, 1979; December 18, 1980; June 14, 1981; January 21, 1982; March 20, 1986; April 23, 1986; January 15, 1987; September 17, 1987; May 18, 1988; June 15, 1988; September 28, 1988; April 19, 1989; April 17, 1991; April 15, 1992; November 23, 1994; March 20, 1996; June 19, 1996; October 16, 1996; June 16, 1999; October 16, 2002; March 18, 2004; February 14, 2007; June 27, 2008; October 21, 2008; December 11, 2008; June 17, 2010; June 9, 2011; September 28, 2011; June 21, 2012; November 16, 2012; June 7, 2013; May 21, 2014; May 20, 2015 (effective June 1, 2015); December 14, 2016; December 5, 2017

