BY-LAWS OF CONCORDIA UNIVERSITY

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Approved by the Board of Governors on February 16, 2023

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 their 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 Vice-President or Chief Officer appointed by the Board of Governors who reports to the President; and

c) 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 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), b) and c) 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 (the "Secretary") shall be appointed by the Board of Governors. They shall also act as Secretary of the Corporation and as Secretary of Senate.

The Secretary 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, the Corporation and Senate. 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 as provided for in Article 26.

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*[1], 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.

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[1] ***Article 2*** *introduces certain express powers which the corporation is entitled to exercise as ancillary and incidental to its objects including the powers to purchase, amalgamate, enter into arrangements with any government authority, advertise, invest, expropriate and, subject to the requirements set forth in Article 2(f) of the Charter, all such other things as are incidental or conducive to the attainment of the objects and exercise of the powers of the corporation.* ***Article 7*** *introduces the corporation's power to hold and deal with property of all kinds, moveable and immoveable, real and personal, tangible and intangible in the manner prescribed at Article 7 and provides that the total aggregate amount in value of the immoveable property which may at any time and from time to time be owned by the corporation shall not exceed the sum specified by order of the Lieutenant-Governor-in-Council, as same may be modified from time to time.*

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 telephone or virtually.

Article 17

In the case of regular meetings of the Corporation, members who cannot participate in person may do so, on occasion, by telephone or virtually.

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, by telephone or virtually, 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; and
- 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 electronically to each member, 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 of the *Concordia University Act*[2] and Articles 7 and 9 of the *Concordia University Act*[3].

Motions concerning all other business 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

[2] ***Article 2*** *(last paragraph) refers to the extension of the corporation's powers to further or other purposes or objects for which the corporation may be incorporated under the Quebec Companies Act, or the reduction, amendment or variation of such powers, or the increase or decrease of the number of members of the Board of Governors, as authorized by the Lieutenant-Governor-in-Council, in the manner prescribed in the last paragraph of Article 2.*

[3] ***Article 7*** *introduces the corporation's power to hold and deal with property of all kinds, moveable and immoveable, real and personal, tangible and intangible in the manner prescribed at Article 7 and provides that the total aggregate amount in value of the immoveable property which may at any time and from time to time be owned by the corporation shall not exceed the sum specified by order of the Lieutenant-Governor-in-Council, as same may be modified from time to time.* ***Article 9*** *introduces the corporation's power to borrow money, issue, pledge and sell debentures, or other securities, to hypothecate, mortgage, pledge, cede, transfer and charge all or any of the moveable or immoveable property of the corporation and give all such guarantees to secure the payment of loans made otherwise than by the issue of debentures in the manner prescribed at Article 9 provided that the debentures or other securities of the corporation at any time and from time to time outstanding shall not exceed the total aggregate principal amount specified by order of the Lieutenant-Governor-in-Council, as same may be modified from time to time.*

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 appointed by the Board of Governors or Secretary-General;

f) One (1) internal Governor who shall be nominated from among the graduate students by the Graduate Students' Association; and

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 their 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 capacity 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 of Governors 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.

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 telephone or virtually.

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 telephone or virtually.

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, by telephone or virtually, 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; and
- 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 electronically to each Governor, 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* [4].

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.

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[4] ***Article 9*** *introduces the corporation's power to borrow money, issue, pledge and sell debentures, or other securities, to hypothecate, mortgage, pledge, cede, transfer and charge all or any of the moveable or immoveable property of the corporation and give all such guarantees to secure the payment of loans made otherwise than by the issue of debentures in the manner prescribed at Article 9 provided that the debentures or other securities of the corporation at any time and from time to time outstanding shall not exceed the total aggregate principal amount specified by order of the Lieutenant-Governor-in-Council, as same may be modified from time to time.*

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

The Chancellor shall be considered as an external Governor for the sole purpose of the membership of the 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, by telephone or virtually, 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; and
- 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 of Governors 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 *Policy on Conflict of Interest* (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 of Governors;

c) reviewing and monitoring group insurance and other benefit plans provided to active and retired employees;

d) recommending to the Board of Governors 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 of Governors 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 of Governors design changes and modifications to other benefit plans.

The Committee consists of the following:

- Three (3) members appointed by the Board of Governors 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 of Governors 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 of Governors. 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 of Governors. 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 the Concordia University Faculty Associate (CUFA), to be nominated from among those employee groups and appointed by the Board of Governors. 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 of Governors. The term of these members shall be two (2) years;
- The President and Vice-Chancellor or designate;
- The Vice-President, Services and Sustainability or designate;
- The Chair of the Board of Governors or designate (non-voting); and
- The University Treasurer and Chief 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 Employment*

and Remuneration of Senior Administrators, Deputy Provosts, Vice-Provosts and Associate Vice-Presidents (BD-8);

e) acting in an advisory capacity and making recommendations to the Board of Governors 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 of Governors 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 pursuant to the *Policy on the Conferral of the Emeriti Title by the Board of Governors* (SG-7);

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 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 Committee includes:

a) conveying proposals regarding honorary degree nominees to Senate for recommendation to the Board of Governors;

b) conveying proposals regarding Faculty awards of distinction to Senate for recommendation to the Board of Governors; and

c) conveying proposals regarding the establishment of new University-wide awards to be granted at convocation to Senate for recommendation to 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 and employees not governed by a collective or association agreement;

e) recommending the modifications to the salary scales, the general increase and the maximum eligible percentage increase for performance for senior management personnel and employees not governed by a collective or association agreement;

f) ensuring that an external legal opinion is sought, as appropriate, in the case of termination of senior management personnel; and

g) acting in an advisory capacity and making recommendations to the Board of Governors 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 of Governors 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 of Governors 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 of Governors 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 of Governors. 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 and Sustainability 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-four (54) 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 the School of Health;

i) The Dean of Graduate Studies;

j) The University Librarian;

k) 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;

l) 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;

m) 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;

n) 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;

o) One (1) librarian who shall be appointed from among the corps of professional librarians;

p) Twelve (12) undergraduate students who shall be appointed by the Concordia Student Union, with representation from each Faculty;

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

Non-voting members

r) The Vice-President, Advancement;

s) The Vice-President, Services and Sustainability;

t) The Chief Financial Officer;

u) The Chief Communications Officer;

v) The University Registrar;

w) The Deputy Provost;

x) The Executive Director, Centre for Continuing Education;

y) The Secretary-General;

z) 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; and

aa) 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 l).

Article 63

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

Senators who are appointed under Article 62 k) through o), z) and aa) 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 p) and q) 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 k) through o), z) and aa) 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 p) and q) 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 k) through o), z) and aa) which is two (2) years or less, and of any Senator appointed under Article 62 p) and q) 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 corps of 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 aa) shall have taught at least one course in the Gina Cody School of Engineering and Computer Science in the last twelve (12) months prior to being appointed and shall teach at least one (1) course in the Gina Cody School of Engineering and Computer Science in each of the first two (2) years of their three (3)-year term.

SECTION 12
MEETINGS OF SENATE

Article 65

Senate shall meet at least six (6) times during the academic year of the University, normally three (3) times in the fall and three (3) times in the winter. The President and Vice-Chancellor, in consultation with the Steering Committee, may nonetheless decide to dispense with any regular meeting. When required, special meetings of Senate may be called at any time by the President and Vice-Chancellor.

Items deemed to be confidential, including, but not limited to, matters relating to the approval of 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).

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 electronically to each Senator, 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 their 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 and School Councils; 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 and School Councils 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; and
- any changes, additions or deletions to the name of programs, whether graduate or undergraduate.

In these matters, Senate may amend recommendations from the Faculty and School Councils 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 and School Councils, and committees created by them and of the committees of Senate;

l) establish policies and procedures for appealing academic decisions; and

m) remove a Senator from office.

The Faculty and School Councils, 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.

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 Conduct Applicable to Members of Senate and Members of Committees Established by Senate* (US-1).

Article 73

There shall be eight (8) Standing Committees of the Senate, namely:

- Academic Planning and Priorities Committee
- Academic Programs Committee
- Distinguished Professor Emeriti and Distinguished Librarian Emeriti Committee
- Ethics 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 Senate Standing Committees*.

SECTION 15
THE FACULTIES AND SCHOOLS

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; and
- John Molson School of Business.

There shall be the School of Health.

There shall be the School of Graduate Studies.

Article 78

The administrative head of each Faculty and School 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 School 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 School Councils*.

The Faculty and School Councils 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 (30^{th}) day of April.