



## General Faculties Council Standing Committees General Terms of Reference

### 1. ESTABLISHMENT

Under the Post-Secondary Learning Act (**PSLA**), subject to the authority of the Board of Governors, the General Faculties Council (**GFC**) is responsible for the academic affairs of the University and has general supervision of student affairs at the University.

To assist it in carrying out its work effectively and productively, the GFC has or will from time to time establish standing committees (each herein referred to as the **Committee**).

These General Terms of Reference set out provisions applicable to the operations of all GFC standing committees and are supplemented by terms of reference comprising provisions specific to each Committee (**Committee Terms of Reference**). In the event of a conflict between the provisions of these General Terms of Reference and the Committee Terms of Reference, the Committee Terms of Reference will govern.

### 2. MEMBERSHIP

#### 2.1 Terms

Appointments may be made for terms of up to three years, with eligibility for re-appointment for additional terms of up to a cumulative maximum of 10 consecutive years. A member's term will continue until the term start date of the member's successor or on the expiry date of the member's appointment if there is no successor. Members having served the maximum 10 consecutive years will be eligible for appointment to the Committee after a minimum of two years has elapsed since the expiration of their last term.

#### 2.2 Casual Vacancies

Members will advise the Committee Secretary (**Secretary**) as soon as possible of any known or anticipated circumstances that would result in the member being absent from two or more consecutive meetings in a meeting year. In the event that a member is absent from two or more consecutive meetings in a meeting year without notice, the Committee Co-Chair (**Co-Chair**) may agree to allow a substitute to be appointed for the duration of the absence or may declare the member's position vacant and ask that a replacement be appointed for the balance of the member's term or for a different term. Appointments under this provision will be conducted in accordance with the regular appointment process for that member.

In respect of ex-officio members, with the Co-Chair's agreement, an ex-officio member (or the Co-Chair) may designate a substitute to serve as a Committee member for the duration of the absence of the ex-officio member.

### **3. OBLIGATIONS OF MEMBERS**

Members are expected to:

- Familiarize themselves with GFC's role in governing the University, these General Terms of Reference and the Committee's Terms of Reference
- Make every reasonable effort to attend all Committee meetings of which they are a member, in person whenever possible
- Come to meetings having read the materials and prepared to engage in respectful, meaningful discussion and provide considered, constructive and thoughtful feedback and commentary, express opinions and ask questions to enable the Committee to exercise its best judgment in decision making and advising GFC
- Act in the best interests of the University

### **4. ROLE, RESPONSIBILITIES, POWERS AND AUTHORITIES**

Committee Terms of Reference will describe the Committee's role, responsibilities, powers and authorities.

### **5. MEETINGS**

#### **5.1 Schedule**

Each Committee will meet during the period from September to June in each year (the **meeting year**) in accordance with the meeting schedule approved by the GFC Executive Committee for that meeting year. The Co-Chair may postpone or cancel any meeting if there is insufficient business for the meeting and may call additional regular or special meetings as necessary to deal with business.

#### **5.2 Notice**

Members will be provided with a schedule of meeting dates for regularly scheduled Committee meetings in advance of each meeting year or in advance of the first Committee meeting for those Committees established during the meeting year. Meeting details will be communicated to members by the Secretary within a reasonable time before each meeting.

The accidental omission to send notice of any meeting to, or the non-receipt of any notice by, any of the persons entitled to notice does not invalidate any proceedings at a meeting.

#### **5.3 Meeting Agendas**

Meeting items will be determined by the Co-Chair and the Academic Co-Chair in consultation with the University Secretariat, and meeting agendas will be produced in accordance with University Secretariat procedures. The agenda for each Committee meeting will be posted on the Secretariat website immediately following its distribution to members.

#### **5.4 Materials**

As much as possible, meeting materials will be provided to the Committee electronically one week in advance of a scheduled meeting.

### 5.5 Absence of Co-Chair

In the event that the Co-Chair is unable to attend a specific meeting, then the Academic Co-Chair shall act as Co-Chair for that meeting.

In the event that both the Co-Chair and Academic Co-Chair are unable to attend a specific meeting, then the Co-Chair may either designate a voting member to chair the meeting or cancel the meeting.

If none of the Co-Chair, the Academic Co-Chair or the designated chair is present within 15 minutes of the time fixed for the commencement of the meeting, the meeting will be canceled.

### 5.6 Quorum

A quorum for the transaction of business at any meeting of the Committee is a number equal to a majority of the voting members of the Committee.

If quorum for a Committee meeting is not present within 15 minutes of the time fixed for the commencement of the meeting, the Committee may, by majority vote of the voting members in attendance:

1. proceed with the business of the meeting, but no voting/decision-making, other than approval of the agenda, shall take place at such meeting; or
2. cancel the meeting.

If quorum is lost at any time during a Committee meeting, the meeting will be automatically adjourned unless the remaining voting members unanimously consent to continue the meeting and the following conditions are met: (i) voting members equal in number to a majority of the quorum required for the transaction of business at any meeting of the Committee are present during the transaction of business; and (ii) in order for a motion to be carried/adopted, it must receive an affirmative vote of members equal in number to a majority of the quorum. In this circumstance, the minutes shall record that the Committee was acting on all further business without a quorum being present and, except when a decision must be implemented, moved forward to the next decision-maker or acted upon before the next regularly scheduled meeting, the decision will be ratified at that next meeting.

### 5.7 Conduct of Meetings

Meetings will be conducted in accordance with these General Terms of Reference and the Committee Terms of Reference or as determined by the Co-Chair where the terms of reference are silent on the matter.

All Committee members, including non-voting members, may participate in discussions. Only voting members may move, second, and vote on motions. Committee meetings may be held in person or electronically as provided in these General Terms of Reference.

### 5.8 Electronic Participation

Where attendance in person is not feasible, members of the Committee may participate in the meeting by means of a telephonic, electronic or other communication facility made available by the Secretary and that permits all participants to communicate adequately with each other during the meeting. A person

participating in a meeting by such means is deemed to be present at the meeting and may vote through the telephonic, electronic, or other method of communication being used.

The Co-Chair may determine that a meeting shall be held entirely by means of a telephonic, electronic, or other communication facility that permits all participants to communicate adequately with each other during the meeting.

#### 5.9 Voting

Motions will be decided by a show of hands or a roll call (voice) or otherwise in such manner that clearly evidences a member's vote and is accepted by the chair of the meeting. Voting by proxy is not allowed.

Subject to the voting requirements in the event of a loss of quorum set out under Section 5.6 "Quorum" above, an affirmative vote of a majority of the voting members present is required to carry/adopt a motion.

Elections will be decided based upon the number of votes in favour of each nominee in descending order, the first elected person being the nominee with the most votes. Additional elected persons will be the person(s) with the next highest number of votes in descending order until all elected persons have been determined. In the event of an equal number of votes being cast for more than one nominee (a tie), the Co-Chair (or the Academic Co-Chair where the Co-Chair is in a conflict of interest) will cast a vote to break the tie.

#### 5.10 Electronic Voting

Email approval or electronic poll (which in this context excludes electronic polling in a meeting) is only suitable for straightforward motions or where it is not feasible or practical to call a meeting of the Committee and should be used infrequently.

The procedures for approval of motions via email or electronic poll are as follows:

- Motions may be made via email or electronic poll
- The motion will expire in the time set in the message; however, the Co-Chair or the Secretary may extend the deadline once by up to a maximum of seven days
- Voting requirements will be the same as under the heading "Voting at Meetings" in these General Terms of Reference
- The Secretary is responsible for tallying the votes and informing the Committee of the outcome
- Email motions may not be amended; however, the member who proposed the motion may withdraw it at any time prior to receipt of the necessary approval or the expiry time, if one, or with the approval of all members who voted on the motion
- If the motion does not receive the required votes by the deadline (as extended, if applicable), it fails

#### 5.11 Minutes

The Secretary will minute the proceedings and resolutions of all meetings of the Committee in accordance with the University Secretariat's GFC Minuting Standards. Once approved, the minutes of open meetings will be published on the Secretariat website.

## 5.12 Resource Personnel, Invited Guests and Visitors

Resource personnel and guests may be invited to attend and speak at a meeting with the approval of the Co-Chair given in advance of the meeting or, in the sole discretion of the chair of the meeting, during the meeting. Visitors in attendance at a meeting to observe Committee proceedings may speak only if expressly invited to do so by the chair of the meeting.

## **6. COMMITTEE RECORDS**

The official records of Committees will be maintained under the custodianship of the University Secretary and shall be available for inspection in the University Secretariat by any member at any time during regular office hours upon reasonable advance notice to the University Secretary.

Access to the official records of Committees by persons other than members will be determined in accordance with applicable legislation and University policies in effect from time to time.

## **7. WORKING GROUPS**

The Committee may choose to create working groups that report to the Committee directly or through the Co-Chair or Academic Co-Chair, to facilitate the accomplishment of its responsibilities. The membership of any working group shall be determined by the Co-Chair and Academic Co-Chair, taking into consideration any recommendations for membership made by the Committee. Working group members may be drawn from outside the Committee or the GFC.

Notwithstanding the previous paragraph, the Committee does not have the power to delegate or assign its authority to another GFC standing committee, to a sub-committee, working group, administrative unit or individual unless the Committee Terms of Reference or the GFC or the GFC Executive Committee expressly authorizes such delegation or assignment.

## **8. OUTSIDE ADVISORS**

The Co-Chair is authorized to retain outside advisors with particular expertise to advise the Committee if the Co-Chair determines that doing so is essential to the Committee in carrying out its responsibilities.

## **9. RESPONSIBILITIES OF THE COMMITTEE CO-CHAIR**

In addition to the other responsibilities of the Co-Chair set out in these General Terms of Reference, the Co-Chair shall generally provide leadership to enhance the effectiveness of the Committee, act as a spokesperson for the Committee, act as the liaison between the Committee and GFC and other GFC standing committees and generally oversee the Committee's activities. The Co-Chair shall also oversee the engagement of any outside advisors.

## **10. RESPONSIBILITIES OF THE COMMITTEE ACADEMIC CO-CHAIR**

In addition to the other responsibilities of the Academic Co-Chair set out in these General Terms of Reference, the Academic Co-Chair:

1. will carry out the Co-Chair's responsibilities at the request of the Co-Chair or in the event the Co-Chair is not available;
2. will provide periodic reports to the Committee, where appropriate, on the implementation of, receipt of input from, or results of the work of the Committee; and

3. shall generally provide leadership to enhance the effectiveness of the Committee, act as a spokesperson for the Committee, act as the liaison between the Committee and GFC and other GFC standing committees, and generally oversee the Committee's activities.

**11. SECRETARY TO THE COMMITTEE**

The University Secretary or designate will act as the Secretary of the Committee.

**12. REPORTING TO GFC**

The Co-Chair and Academic Co-Chair shall provide a report to the GFC at each GFC meeting on the proceedings of the Committee since the previous GFC meeting.

**13. REVIEW AND CHANGES TO TERMS OF REFERENCE**

The Committee shall periodically review its own performance and, once every three years, will review its Committee Terms of Reference, including its role, responsibilities and fit within the GFC structure, to ensure its role and responsibilities remain appropriate and that it is operating at maximum effectiveness, and will recommend any changes it considers necessary to GFC for approval.

**As at June 13, 2024**