



UNIVERSITY OF
CALGARY

GENERAL FACULTIES COUNCIL

BYLAWS

TABLE OF CONTENTS

- 1. INTERPRETATION 2**
- 2. ROLE AND POWERS, DUTIES AND FUNCTIONS 3**
- 3. MEMBERSHIP..... 3**
- 4. CHAIR..... 5**
- 5. VICE CHAIR..... 6**
- 6. MEMBERS 6**
- 7. GFC MEETINGS..... 7**
- 8. VOTING..... 10**
- 9. COMMITTEES 13**
- 10. SPOKESPERSON 13**
- 11. RECORDS 13**
- 12. GFC ASSESSMENT 14**
- 13. AUTHORITIES 14**
- 14. GENERAL..... 14**

**THE GENERAL FACULTIES COUNCIL OF THE UNIVERSITY OF CALGARY
BYLAWS**

1. INTERPRETATION

1.1 Definitions

In these Bylaws, the following terms have the meaning ascribed to them:

- a) **“Academic Staff Member”** means an individual who is engaged to work for the University and is identified as an academic staff member under Article 1 of the Collective Agreement;
- b) **“Act”** means the *Post-Secondary Learning Act* (Alberta) and the regulations promulgated thereunder;
- c) **“Board”** means the Board of Governors of the University;
- d) **“Business Day”** means a day other than a day that the University is closed or a Saturday, Sunday, statutory or civic holiday in Calgary, Alberta;
- e) **“Chair”** means the Chair of the GFC;
- f) **“Committee”** means a standing or *ad-hoc* committee established by the GFC;
- g) **“Conflict of Interest”** means a conflict of interest as defined in the University Code of Conduct;
- h) **“Ex officio”** means a person who holds an appointment by virtue of their position;
- i) **“FOIP”** means the *Freedom of Information and Protection of Privacy Act* (Alberta);
- j) **“GFC”** means the General Faculties Council of the University;
- k) **“Meeting Year”** means the period from September to June in each year;
- l) **“Member”** means a member of the GFC;
- m) **“University”** means the University of Calgary; and
- n) **“Vice Chair”** means the Vice Chair of the GFC.

All terms used in these Bylaws that are defined in the Act shall have the meaning given to such term in the Act.

1.2 Headings

The headings used throughout these Bylaws are inserted for reference only and are not to be considered in construing the terms and provisions of these Bylaws or to be deemed in any way to clarify, modify or explain the effect of such terms or provisions.

1.3 Conflict with Act

In the event of a conflict between the provisions of these Bylaws and the provisions of the Act, the provisions of the Act shall govern.

1.4 Invalidity of Provisions

The invalidity or unenforceability of any provision of these Bylaws shall not affect the validity or enforceability of the remaining provisions of these Bylaws.

2. ROLE AND POWERS, DUTIES AND FUNCTIONS

2.1 Role

Subject to the authority of the Board, the GFC is responsible for the academic affairs of the University [Act, section 26]. The GFC also has general supervision of student affairs [Act, section 31].

2.2 Powers, Duties and Functions

The GFC has the powers, duties and functions set out in the Act.

The GFC may delegate in writing any of its powers, duties or functions and may prescribe conditions governing the exercise or performance of any delegated power, duty or function, including the power of sub-delegation. The GFC may also alter or revoke in writing the delegation of any of its powers, duties and functions. The GFC may require as part of any delegation of its authority that any action taken under a delegated authority of the GFC be reported to the GFC.

3. MEMBERSHIP

3.1 Composition

The composition of the GFC is as follows:

Ex-Officio Members

- The President
- The Vice-Presidents
- The Dean of each Faculty
- The Vice-Provost (Libraries and Cultural Resources)
- The Director of Continuing Education
- The Registrar

Elected Members

- Those full-time Academic Staff Members elected by the Faculty Council of each Faculty. The number of full-time Academic Staff Members that may be elected by the Faculty Council of each Faculty is determined in accordance with the Act.

Appointed Members

- Two students appointed by the Students' Union
- Four students appointed by the Graduate Students' Association
- One undergraduate student from each of the following Faculties: Arts, Business, Education, Engineering, Kinesiology, Law, Medicine, Nursing, Science, Social Work and Veterinary Medicine, appointed by the Students' Union
- One individual appointed by the Postdoctoral Association
- One individual appointed by the University Alumni Association
- One individual appointed by Student Enrolment Services
- One individual appointed by the Libraries and Cultural Resources Academic Council
- One individual appointed by the Alberta Union of Provincial Employees, Local 52
- One individual appointed by the Management and Professional Staff Executive Committee
- Two Academic Staff Members appointed by each of the Faculties of Arts, Medicine and Science
- One Academic Staff Member appointed by each of the Faculties of Business, Education, Engineering, Environmental Design, Kinesiology, Nursing, Social Work and Veterinary Medicine
- The Vice-Provost (Teaching and Learning)
- The Vice-Provost (Student Experience)
- The Chief Information Officer
- The President of the University Faculty Association

3.2 Terms

Ex-Officio Members

The membership of an individual who is an Ex-officio Member automatically terminates when the individual ceases to hold the position by virtue of which they are an Ex-officio Member of the GFC.

Elected Members

An Elected Member holds office for a term of three years or until the Elected Member's successor is elected, with eligibility for additional terms, except that an Elected Member's term automatically expires when the Elected Member ceases to be a full-time Academic Staff Member of the Faculty that elected the Member.

Notwithstanding the preceding paragraph, a Faculty shall as circumstances require, elect Members to hold office for one or two-year terms so as to provide overlapping terms for the Members elected by the Faculty, and may, when an Elected Member ceases to be an Elected Member before the expiry of that Elected Member's term, elect a new Member to serve the remainder of the unexpired term.

Appointed Members

An Appointed Member may be appointed for a term of up to three years, with eligibility for re-appointment for additional terms; however, an Appointed Member's term automatically expires when the Appointed Member ceases to meet the qualification of their membership, such as the requirement to be a student or hold a particular position.

3.3 Absences

Members shall advise the University Secretariat as soon as possible of any known or anticipated circumstances that would result in the Member being absent from three or more consecutive GFC meetings in a Meeting Year. If a Member is, or will be, absent from three or more consecutive GFC meetings in a Meeting Year, the Chair may request that a substitute be appointed for the duration of the absence or may declare the Member's position vacant and, if desirable, ask that a replacement be appointed for the balance of the Member's term or a different term. Appointments under this provision will be conducted in accordance with the regular appointment process for that Member.

3.4 Ex-Officio Members Designates

Ex-Officio Members may designate an individual to act as a Member in their place for any meeting of the GFC.

4. CHAIR

The President of the University is the Chair of the GFC.

The Chair leads the GFC in all aspects of its work and is responsible to effectively manage the affairs of the GFC and to ensure that the GFC is properly organized, functions effectively, and meets its obligations and responsibilities. The Chair will foster and promote the integrity of the GFC and a culture where the GFC works ethically and cohesively in the best interests of the University.

In carrying out this role, the Chair will:

- a) provide leadership to enable the GFC to effectively carry out its duties and responsibilities;
- b) act as the chair of meetings of the GFC and the Executive Committee of the GFC, if there is one;
- c) act as the spokesperson for the GFC;
- d) ensure that the GFC is kept properly informed of matters of import within its role; and
- e) give an annual address to the GFC, and lead a discussion with members at the first meeting of each Meeting Year, highlighting the institutional agenda, priorities, and challenges for the year to come.

In the absence of, or inability to act by, the Chair and the Vice Chair, the Vice-President (Research) shall act as Chair.

5. VICE CHAIR

The Provost and Vice-President (Academic) is the Vice Chair of the GFC.

The Vice Chair will carry out any or all of the Chair's responsibilities at the request of the Chair or in the event that the Chair is absent or unable to carry out their responsibilities, and will have those additional powers and duties assigned by the Chair.

6. MEMBERS

6.1 Obligations

Members shall:

- a) familiarize themselves with the GFC's role in governing the University, these Bylaws, the University Code of Conduct, laws and University policies applicable to Members;
- b) adhere to these Bylaws, the University Code of Conduct, laws and University policies applicable to Members; and
- c) when exercising their powers and discharging their duties, act honestly and in good faith with a view to the best interests of the University, bringing their perspective and insights to discussions as individuals, and as the holder of a position (Ex-Officio Members) or as a representative of the group that appointed or elected them to the GFC (Appointed and Elected Members).

6.2 Expectations

Members are expected to:

- a) make every reasonable effort to attend all GFC meetings;
- b) come to meetings prepared to engage in respectful, meaningful discussion and provide considered, constructive and thoughtful feedback and commentary, express opinions and ask questions to enable the GFC to exercise its best judgment in decision making and advising; and
- c) ensure that they are able to devote sufficient time and energy to carrying out their duties effectively.

7. GFC MEETINGS

7.1 Schedule

In each Meeting Year, the GFC will meet in accordance with the meeting calendar approved by the GFC Executive Committee and provided to Members at least six months in advance of the start of the Meeting Year. The GFC will hold a minimum of six meetings in each Meeting Year.

The 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.

The Chair shall call a special meeting:

- a) in accordance with a duly passed motion of the GFC; or
- b) for a date within ten Business Days of the receipt by the Secretariat of a written request for a special meeting by at least one-quarter (1/4) of the Members of the GFC. The request must clearly state the proposed business of the special meeting.

7.2 Notice

Members will be provided with a calendar of meeting dates for regularly scheduled GFC meetings in advance of each Meeting Year, which calendar is deemed to be sufficient notice to all Members of any meeting shown in the calendar. Except in the case of an emergency meeting, notice of meetings that do not appear in the calendar will be provided at least two Business Days in advance of the meeting date. Meetings will be held on main campus, and the University Secretariat will communicate the details of each meeting to Members as soon as they are available 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.

Any person entitled to notice of a meeting may, in writing or otherwise, waive notice of, or the required period of notice of, such meeting.

7.3 Quorum

A quorum for the transaction of business at any meeting of the GFC is a number equal to one-half (1/2) of the Members.

7.4 Absence of Chair

In the event that the Chair is unable to attend a specific meeting, the Vice Chair shall act as Chair for that meeting.

In the event that both the Chair and the Vice Chair are unable to attend a specific meeting, then the Chair shall designate an Ex Officio Member to chair the meeting.

If none of the Chair, the Vice Chair or the designated chair is present within ten (10) minutes of the time fixed for the commencement of the meeting, the meeting will be cancelled.

7.5 GFC Meeting Agendas

The Chair and the Vice Chair will formulate the GFC meeting agendas, and the GFC Executive Committee will review and provide direction with respect to the agenda for each regular GFC meeting.

The agenda for each GFC meeting will be posted on the Secretariat website immediately following its distribution to Members.

Members may request that an item be added to a GFC meeting agenda by submitting to the Chair a request in writing that clearly sets out, at a minimum:

- a) the motion, if one, and the action requested of the GFC;
- b) the proponents;
- c) the key considerations, including the rationale;
- d) the intended and potential consequences and impacts;
- e) the consultation that has been done; and
- f) includes any supporting documentation for the item.

The Chair will take the request to the GFC Executive Committee at its next meeting for consideration. The GFC Executive Committee will determine whether the request is within the purview of the GFC and may:

- a) add the item to a GFC meeting agenda;

- b) request more information from the proponent; or
- c) determine that the item should not be brought to the GFC.

The Secretariat will communicate the decision (and for c) above, the reasons) of the GFC Executive Committee to the person who submitted the request, including any suggestion of the GFC Executive Committee as to which body or individual the item should be addressed, if applicable, and the decision (and reasons, if any) will be included in the GFC Executive Committee report to the GFC.

Items not on the meeting agenda that are introduced on the floor of the GFC will not be considered at the meeting and will be taken to the GFC Executive Committee in accordance with the process outlined above.

7.6 Meeting Materials

Meeting materials will be distributed to Members electronically, and the target date for the distribution of meeting materials to Members will be one week in advance of a scheduled meeting.

7.7 Conduct of Meetings

7.7.1 General

GFC meetings may be attended by the public, subject to space limitations.

The Chair, or in their absence, the acting chair, shall be responsible for the orderly conduct of meetings of the GFC. Meetings will be conducted in accordance with all applicable laws (including specifically FOIP) and these Bylaws or, where applicable laws or these Bylaws are silent on the matter, as determined by a ruling of the Chair, acting reasonably. The Chair may consult the University Secretary and look to Roberts Rules of Order for guidance on the conduct of meetings, however, none of these sources shall be considered determinative and the Chair retains the discretion to make a final determination on the matter, subject to challenge as provided below.

The Chair's ruling shall bind all members of the GFC except where a motion challenging the ruling has been duly moved, seconded and carried by two-thirds (2/3) of the Members present at the meeting, whereupon such ruling shall cease to have force and effect. In this event, a Member may propose a new ruling and, provided it is duly moved, seconded and carried by a majority of the Members present at the meeting; it shall bind all members of the GFC.

No person is allowed to use a camera or a recording device in a GFC meeting, except that the University Secretary may make an audio recording of a meeting to aid in the

preparation of minutes, which audio recording will be destroyed immediately following approval of the minutes of the meeting.

The University Secretary or designate will act as the Secretary at meetings of the GFC.

7.7.2 Conflicts of Interest

Members have Conflict of Interest obligations under the University Code of Conduct.

To assist Members in meeting those obligations, Members are required to:

1. Review agenda items and declare any Conflicts of Interest in respect of an item at the beginning of each GFC meeting or at the beginning of the item;
2. Immediately seek guidance from the Chair or the University Secretary where there is any doubt about the existence of a Conflict of Interest; and
3. Actively manage a Conflict of Interest by applying one or more of the options below, as appropriate for the circumstance and as agreed to by the chair of the meeting, if in a meeting, and the Chair if otherwise. Options for action are:
 - a) removing themselves from the meeting room for any discussion and the decision on matters for which the Conflict of Interest exists;
 - b) removing themselves from the circumstances which create the Private Benefit (as defined in the University Code of Conduct) that gives rise to the Conflict of Interest;
 - c) managing the Conflict of Interest in a different fashion with the prior approval of the Chair; and
 - d) resigning their position with the GFC.

7.7.3 Invited Guests and Visitors

Guests may be invited to attend and speak at a GFC meeting with the approval of the 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 GFC proceedings may speak only if expressly invited to do so by the chair of the meeting. All visitors are expected to maintain decorum. In the event of a breach of these rules or a disturbance, the chair of the meeting may eject individuals from the meeting or adjourn the meeting.

8. VOTING

8.1 General

Each Member is entitled to one vote. Except as set out in section 8.2 below, the Chair does not have a second or casting vote. Voting by proxy is not allowed.

8.2 Meetings

Only Members may move, second and vote on motions.

Motions will be decided by a show of hands, a roll call (voice), consensus, or otherwise in such manner that clearly evidences a Member's vote and is accepted by the chair of the meeting.

An affirmative vote of a majority of the Members present and eligible to vote, or consent without objection is required to pass a motion.

Any Member may ask at the time of the vote that the Member's individual vote or abstention be recorded in the minutes.

8.3 Elections by the GFC

Elections will be conducted by ballot in a meeting or electronically in accordance with the procedures for approval of resolutions conducted electronically outlined in section 8.4 below, adjusted as appropriate for an election.

The GFC Executive Committee formulates nominations for elections by the GFC. All nominations put forward to the GFC must be accompanied by brief, written biographical information about the nominee.

For each election conducted in a meeting of the GFC, in addition to the nominations put forward by the GFC Executive Committee, at the time of the election, the Chair shall call for nominations from the floor of the GFC. A nomination from the floor must be accompanied by brief, written biographical information about the nominee and written confirmation of the support of the nomination by at least three Members and that the proposed nominee has agreed to serve if elected.

For each election conducted electronically, a call for additional nominations will be made in the communication setting out the nominations put forward by the GFC Executive Committee. Additional nominations must be received in writing by the Secretariat within three Business Days following the call for nominations and must be accompanied by brief, written biographical information about the nominee and written confirmation of the support of the nomination by at least three Members and that the proposed nominee has agreed to serve if elected.

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 Chair (or the Vice Chair

where the Chair is absent or has a conflict of interest) will cast a second vote to break the tie.

Results of elections will be communicated to the GFC within a reasonable time following the election.

Following an election, in the event that the person(s) originally elected by the GFC becomes unable to fulfil the responsibilities of the position to which they were elected, the person(s) in the original election with the next highest number of votes in descending order will be asked to assume the position.

8.4 Resolutions in Writing

Resolutions in writing are only suitable for straightforward motions or where it is not feasible or practical to call a meeting of the GFC, and should be used infrequently.

A resolution consented to in writing or participation in an election conducted electronically, by a majority of the Members entitled to vote on the resolution or participate in the election, whether by signed document, facsimile, electronic mail or any other method of transmitting legibly recorded messages, shall have the same force and effect as if passed or conducted at a GFC meeting duly called and held. A written resolution may be in two or more counterparts, which together are deemed to constitute one resolution in writing. A written resolution passed in this manner is effective on the date stated in the resolution or, if a date is not stated, on the latest date stated on any counterpart or the latest date on which the required number of affirmative votes is communicated to the University Secretariat.

The procedures for approval of resolutions conducted electronically are as follows:

- a) Resolutions will be sent to Members, or Members will be notified of an electronic poll, via the facsimile, e-mail address or telephone number on file with the University Secretariat;
- b) The resolution will expire in the time set in the message; however, the Chair or the University Secretary may extend the deadline once by up to a maximum of seven days;
- c) An affirmative vote of a majority of Members who are eligible to vote is required to pass a written resolution;
- d) The University Secretariat is responsible for tallying the votes and informing the GFC of the outcome;
- e) Written resolutions may not be amended; however, the Member who proposed the resolution 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 of the Members who voted on the resolution; and

- f) If the resolution does not receive the required votes by the deadline (as extended, if applicable), it does not pass.

9. COMMITTEES

9.1 Establishment

The GFC may by resolution, establish standing or *ad-hoc* committees with such responsibilities, authorities, membership and operational rules, as it considers appropriate. The GFC may also by resolution, dissolve any Committee.

9.2 Rules and Procedures

The responsibilities, authorities, membership and operation of a Committee shall be set out in terms of reference approved by the GFC or its delegate.

Committees shall report their activities and decisions to the GFC at such times and in such manner as required by the GFC.

10. SPOKESPERSON

The Chair, or in their absence or inability to act, the Vice Chair, is the only person authorized to speak for the GFC.

11. RECORDS

11.1 GFC Records

Minutes of the proceedings of all GFC and Committee meetings and records of all decisions of the GFC and Committees made outside of a meeting will be created and presented to the GFC or the Committee for approval or information, as applicable, at its next subsequent meeting.

The University shall keep as permanent records, minutes of all GFC and Committee meetings and a record of all actions taken by the GFC and Committees without a meeting. The University shall maintain its records in a form capable of conversion into written form within a reasonable time. Following each meeting of the GFC, the approved minutes and meeting materials for that meeting will be posted on the Secretariat website. The Secretariat will maintain these materials on its website for the current and previous five years.

The official records of the GFC will be maintained under the custodianship of the University Secretary, are not confidential, and shall be available for inspection in the University Secretariat or the University Archives upon reasonable advance notice to the University Secretariat or in accordance with University Archives procedures.

11.2 Certification of Records

The Chair, the University Secretary or such other person designated by the GFC for the purpose may, in a written certificate, certify that:

- a) a writing referred to in the certificate is a true copy of all or part of a minute of the proceedings of a meeting of the GFC or a Committee or a resolution of the GFC or a Committee; and
- b) that the minute or resolution or part thereof is or is not in effect as at a date stated in the certificate.

A certificate made under this section shall be prima facie proof of the facts stated therein without proof of the signature or capacity of the person signing the certificate.

If the person making the certificate is not the University Secretary, that person shall make and deliver to the University Secretary an executed copy of the certificate as soon as reasonably possible.

12. GFC ASSESSMENT

The GFC shall carry out an assessment of its performance and operations no later than two years following its last assessment in accordance with a process approved by the GFC Executive Committee.

13. AUTHORITIES

13.1 Authorization and Execution

All documents or instruments in writing requiring execution on behalf of the GFC shall be signed by the Chair, the Vice Chair or those signatories specified in a written authorization of the GFC.

14. GENERAL

14.1 Secretary to the GFC

The University Secretary shall be the secretary to the GFC.

14.2 Validity of Notices

Any notice or communication required or permitted to be given or made hereunder will be sufficiently given or made for all purposes if delivered personally, sent by electronic mail or facsimile or sent by ordinary mail within Canada to the last address listed in the records of the University Secretariat. Any such notice or communication if sent by facsimile or other

means of electronic communication shall be deemed to have been received on the day of sending, and if delivered by hand shall be deemed to have been received at the time it is delivered to the applicable address. A document sent by mail will be deemed to be received on the fifth Business Day after the day on which it is mailed. In proving the notice or communication was mailed, it shall be sufficient to prove that such document was properly addressed, stamped and posted.

14.3 Review and Changes to Bylaws

These Bylaws will be reviewed by the GFC at least once every three years.

Subject to applicable laws, these Bylaws, or any part hereof, may be amended, replaced or repealed by resolution of the GFC, effective on the date specified in the resolution or, if no date is specified, on the date the resolution was passed. Anything done pursuant to, or in reliance on, these Bylaws before they were amended, replaced or repealed is conclusively deemed to be valid for all purposes.

14.4 Effective Date

These Bylaws will be effective on the date that they are approved by the GFC. All prior or existing Terms of Reference of the GFC are repealed as of the effective date of these Bylaws.

Effective Date: December 6, 2018