



UNIVERSITY OF
CALGARY

SENATE

Bylaws 2022-2027

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1.0 SENATE

1.1 Interpretations

1.1.1 Definitions

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

- a) **“Act”** means the *Post-Secondary Learning Act* (Alberta) and the regulations promulgated thereunder;
- b) **“Ad hoc Committee”** means a temporary committee formed to address a specific issue or project task;
- c) **“Board”** means the Board of Governors of the University;
- d) **“Business Day”** means days that the University is open for business, excluding weekends and holidays
- e) **“Chancellor”** means the Chancellor of the University;
- f) **“Chancellor’s Circle”** means the group of donors that raises funds for the University to provide scholarships for high achieving students;
- g) **“Committee”** means a standing or *ad-hoc* committee established by the Senate;
- h) **“Director”** means the person who holds the position of Director of the OCS, or its designate;
- i) **“Executive Committee”** means the Executive Committee of the Senate;
- j) **“Ex officio”** means a person who holds a position because of their office;
- k) **“External Senator”** means a Senator who is appointed by the Minister or a Senator who is elected by Senate and is not a member or representative of a staff or other constituency group internal to the University;
- l) **“HD”** means the Honorary Degree program of the University;
- m) **“Meeting Year”** means the period from September to June in each year;
- n) **“Minister”** means the Minister responsible for the Act;
- o) **“OCS”** means the Office of the Chancellor and Senate;
- p) **“OTUC”** means the Order of the University of Calgary program;
- q) **“Public Senators”** means Senators appointed by the Minister;
- r) **“President”** means the President and Vice-Chancellor of the University;
- s) **“Representative Senators”** means Senators elected by the Senators to represent geographical areas and groups and organizations with an interest in the University including, at the discretion of the Senators, representatives of staff organizations within the University;
- t) **“Secretary”** means the Secretary of the Senate who shall be the Director of the OCS, or

their delegate

- u) **“Senate”** means the Senate of the University;
- v) **“Senator”** means a member of the Senate;
- w) **“Senator Representative”** – means a Senator who fills a role in a particular group or event because they are a Senator;
- x) **“Senior Officers”** means the President and Vice-Chancellor, the Vice-Presidents, General Counsel and University Secretary;
- y) **“Standing Committee”** – means a permanent committee that meets regularly
- z) **“University”** means the University of Calgary;

All defined terms contained in these Bylaws which are not defined herein, and which are defined in the Act shall have the meaning given to such term in the Act

1.1.2 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.

1.1.3 Conflict with Bylaws

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.

1.1.4 Interpretation

In these Bylaws, unless the context otherwise requires, all gender references shall be neutral and they/their/them shall be used.

The Senate is the sole authority for the interpretation of these Bylaws and the decision of the Senate on any question of interpretation shall be final and binding.

The Board is the sole authority for the interpretation of the powers and duties of the Senate under the Act that are not definite, and the decision of the Board on any question that arises regarding these powers and duties is final and binding [Act, section 63].

1.1.5 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.

1.2 Role, Responsibilities and Powers

1.2.1 Role

The Senate is legislated by the Act to inquire into any matter that might benefit the University and enhance its position in the community and has certain legislated powers under the Act. The Senate shall discharge its legislated duty by, in alignment with the University's strategy, promoting the University's reputation and priorities, building long-term support for the University, and developing and maintaining positive and productive community relationships to foster positive relations between the University and the public.

Within this ambassadorial role, working with the University's Office of Advancement, the Senate will identify opportunities to inform and engage with the community on key University accomplishments and activities, and leverage opportunities to enhance the University's profile in the community and broaden public support of the University.

In this way, the Senate assumes responsibility to work for the benefit of the University and enhance the University's position in the community.

1.2.2 Responsibilities

The listed responsibilities below shall be the common, recurring activities of the Senate;

however, the Senate may carry out additional responsibilities and duties within its role.

The responsibilities of the Senate are to:

- a) Recruit and select a Chancellor;
- b) Recruit, appoint, orient, develop, recognize and off-board Senators;
- c) Develop a multi-year plan for Senate to fulfill its role;
- d) Develop, oversee and evaluate Senate activities in execution of the Senate's strategic plan;
- e) Engage in student mentorship opportunities;
- f) Carry out those responsibilities assigned to the Senate arising from certain programming undertaken by the Community Engagement Committee;
- g) Carry out those responsibilities assigned to the Senate under the Honorary Degree (HD) and the Order of the University of Calgary (OTUC) programs; and
- h) Support fundraising for Senate and Chancellor Scholarships and Bursaries through the:
 - i. Chancellor's Circle fundraising program; and
 - ii. Other fund-raising events as deemed appropriate by Senate.

1.2.3 Powers

The Senate may delegate in writing any of its powers, duties, or functions to any person, except the power to elect the Chancellor, elect the Representative Senators and approve HD and OTUC nominations.

The Senate may also alter or revoke in writing the delegation of any of its powers, duties, and functions. The Senate shall require as part of any delegation of its authority that any action taken under a delegated authority of the Senate be reported to the Senate.

1.3 Composition

1.3.1 Senators

The composition of the Senate is mandated by the Act and consists of sixty-two members comprised of seven ex-officio members, sixteen members appointed by constituent groups, nine members appointed by the Minister and thirty members elected by the Senate.

The Senators are:

- a) The Chancellor of the University, who is the Chair of the Senate;
- b) The President and Vice-Chancellor, who is the Vice Chair of the Senate;
- c) The Vice-President of Advancement designated by the Board;
- d) The Provost and Vice-President (Academic);
- e) The Director of Continuing Education;

- f) The President of the Alumni Association;
- g) The Vice-President of the Alumni Association;
- h) Two Deans, appointed by Deans' Council;
- i) Two members of the Board, appointed by the Board;
- j) Three members of the General Faculties Council, appointed by the General Faculties Council;
- k) Two members of the Alumni Association, appointed by the Alumni Association;
- l) Two non-academic staff members, appointed by the non-academic staff association;
- m) Four members of the students association, appointed by the council of the students association;
- n) One member of the graduate students association, appointed by the council of the graduate students association;
- o) Nine members of the public, appointed by the Minister (**Public Senators**);
- p) Thirty representative members, elected by the Senators to represent geographical areas and groups and organizations with an interest in the University including, at the discretion of the Senators, representatives of staff organizations within the University (**Representative Senators**). For clarity, to stand for election as a Representative Senator, an individual must be one of the following:
 - i. Anyone who is not a full-time member of staff or not on the payroll of the University of Calgary. Exceptions to this rule are as follows:
 - ii. Any Adjunct Professor or Deputy Adjunct Professor who lectures at the University;
 - iii. At the discretion of members of Senate, anyone who represents one of the staff organisations as listed below, who must be officially chosen as a representative by those staff organisations and who must be able, at a minimum, fulfill a three-year term as a Senator:
 - A Member of AUPE (Alberta Union of Provincial Employees)
 - A Member of TUCFA (Faculty Association of the University of Calgary)
 - A Member of MAPPS (Management and Professional Staff)
 - A Member of PDAC (Post Doctoral Association of the University of Calgary)

Senator qualifications, terms of office, reappointment provisions and vacancy processes shall be as set out in the Act, except for the qualifications of the Representative Senators for whom the Senate may establish specific qualifications.

1.3.2 Recruitment

The recruitment of Public Senators is led by the Minister in conjunction with the Senate. As

part of this process, the Senate may recommend candidates for the positions of Public Senator. The appointment of constituent Senators is carried out by each constituent group, which follows its own process. The recruitment of Representative Senators is carried out in accordance with a recruitment process approved by the Senate.

The Senate shall perform on-going succession planning, having regard to the principle that Senate membership should represent a diversity of backgrounds, experience and skills.

1.3.3 Remuneration

Senators will not be remunerated for their service, except when they may be paid travelling and living expenses while away from their ordinary places of residence in the course of their duties as members of Senate at the rates prescribed by Senate.

1.4 Chair of the Senate

The Chancellor shall be the Chair of the Senate

The Chair leads the Senate in all aspects of its work and is responsible to effectively manage the affairs of the Senate and to ensure that the Senate is properly organized, functions effectively, and meets its obligations and responsibilities.

In carrying out this role, the Chair shall:

- a) facilitate communications and effective relationships among Senators and between the Senate and the President and Senior Officers;
- b) preside at meetings of the Senate and the Executive Committee of the Senate;
- c) act as spokesperson for the Senate, and when requested to do so by the President or a Senior Officer, for the University, within and outside the University;
- d) act as an advocate and ambassador in advancing the University and attend official functions and meetings with major stakeholders as is customary for the Chair or as reasonably requested by the President and Senior Officers from time to time;
- e) provide advice and counsel to other members of the Senate and advise the President in all matters concerning the interests of the Senate;
- f) ensure that the Senate is kept informed of the priorities, initiatives and activities of the University necessary for it to effectively perform its role and responsibilities;
- g) perform such other duties as may be assigned by the Senate from time to time or that are customarily performed by a Chair of the Senate; and
- h) Approve, along with the Vice-Chair, Senate appointments to other official university bodies when solicited for a Senator representative;

1.5 Vice Chair of the Senate

The Vice Chair shall be the Vice-Chancellor and the President of the University.

The Vice Chair will carry out any or all the Chair's responsibilities at their request 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 and the Senate from time to time.

When the Chancellor and the Vice-Chancellor are absent or unable to act or when the offices are vacant, the deans' council may designate a person to perform the Chancellor's functions at degree-conferring ceremonies. For all other functions, the Senate shall appoint a Senator to act as Chair in the absence or inability to act of the Chair and Vice Chair.

1.6 Senators

1.6.1 Obligations

Senators will:

- a) familiarize themselves with the Senate's role, these Bylaws, the Codes of Conduct, laws and University policies applicable to Senators and the Terms of Reference of any Committees on which the Senator serves; and
- b) adhere to these Bylaws, the Codes of Conduct, laws and University policies applicable to Senators and the Terms of Reference of any Committees on which the Senator serves.

1.6.2 Expectations

Senators are expected to:

- a) make every reasonable effort to attend all Senate meetings and Committee meetings of which they are a member, in person, whenever possible;
- b) carry out the tasks assigned to them by the Senate; and
- c) ensure that they can devote sufficient time and energy to carrying out their duties effectively.

1.7 Protection from Liability

1.7.1 Protection from Liability

Under the Act, a Senator is not personally liable for anything done by the Senate or for anything done by the Senator in good faith in the purported exercise or performance of the Senator's powers, duties, and functions under the Act.

1.8 Senate Meetings

1.8.1 Schedule

In each Meeting Year, the Senate will meet in accordance with the meeting calendar approved by the Senate and provided to Senators in advance of the start of the Meeting Year. Additional regular or special meetings may be called by the Chancellor as necessary to deal with business. A Senate meeting may be postponed or cancelled by a duly passed motion of the Senate or by agreement of the Chancellor and the President.

1.8.2 Notice

Members will be provided with a calendar of meeting dates for regularly scheduled Senate meetings in advance of each Meeting Year, which calendar is deemed to be sufficient notice to all Senators 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. Meeting details will be communicated to members by the OCS 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.

If a telephonic, electronic, or other communication facility is made available for a meeting, members may participate in the meeting by means of such communication facility. A participant 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.

1.8.3 Senate Meeting Agendas

Senate meeting agendas will be formulated by the Secretary and the Chair and produced and reviewed in accordance with OCS procedures.

A Senator intending to introduce a new matter at a Senate meeting shall give written notice of the matter and any materials for the Senate's consideration to the Chair and the OCS at least eight days in advance of the meeting at which it is intended to be introduced.

Notwithstanding the paragraph above, a matter may be introduced to a meeting of the Senate by a Senator without the specified notice thereof having been given and without it having been included in the agenda if the matter is communicated in advance to the Chair and the Vice Chair, and its introduction to the meeting is approved by the Chair and the Vice Chair.

If a person who is not a Senator, or a guest approved by the Chair, wishes to address the Senate at any meeting, such person may do so if they have received prior permission in accordance with OCS procedures.

1.8.4 Meeting Materials

Meeting materials will be provided to Senators electronically as much as possible one week in advance of a scheduled meeting.

1.8.5 Conduct of Meetings

1.8.5.1 General

The Chair, or in their absence, the acting Chair, shall be responsible for the orderly conduct of meetings of the Senate. Meetings will be conducted in accordance with all applicable laws 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 Secretary and look to Roberts Rules of Order or Nathan's Company Meetings 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 Senate except where a motion challenging

the ruling has been duly moved, seconded, and carried by a majority of the Senators present at the meeting, whereupon such ruling shall cease to have force and effect. In this event, a Senator may propose a new ruling and provided it is duly moved, seconded, and carried by a majority of the Senators present at the meeting it shall bind all members of the Senate.

Except as otherwise set out in these Bylaws, the Secretary will act as the secretary at meetings of the Senate and the Secretary or designate will act as secretary at meetings of the Committees.

1.8.5.2 Open, Closed and In-Camera Meetings

The Senate may hold open, closed and in-camera meetings or sessions of the Senate and in conducting its meetings, shall be guided by principles of transparency and accountability that reflect the values of the University as a public institution.

Open meetings or open sessions of meetings of the Senate may be attended by the public, subject to the limitations of space.

Closed meetings or closed sessions of meetings of the Senate will be attended by the Secretary and such guests who are invited to remain for the closed session by the Chair of the meeting.

In-camera meetings or in-camera sessions of meetings of the Senate will be attended by the Secretary unless specifically excused by the Chair of the meeting, and by those guests who are invited to remain for the in-camera session or a portion thereof. If the Secretary is excused by the Chair from an in-camera session, the Chair will appoint one of the Senators present to act as secretary for the session, which Senator shall record any discussions, decisions and actions of the Senate pertaining to Senate business done in-camera and will provide a signed record to the Secretary for the official records.

1.8.5.3 Invited Guests and Visitors

Guests may be invited to attend and speak at a Senate and/or its Committee 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 Senate and/or Committee proceedings may speak only if expressly invited to do so by the Chair of the meeting. All visitors are expected to maintain the decorum prescribed for parliamentary galleries and no person is allowed to use a camera or a recording device in a Senate meeting. In the event of a breach of these rules or a disturbance, the Chair may eject persons from the meeting or adjourn the meeting.

1.8.5.4 Quorum

A quorum for the transaction of business at any meeting of the Senate is a number equal

to a one-half (1/2) of the members of Senate, subject to express variations in these bylaws.

If quorum for a Senate meeting is not present within ten (10) minutes of the time fixed for the commencement of the meeting, the Chair of the meeting may adjourn the meeting or cancel the meeting.

If quorum for a Senate meeting is lost at any time during the meeting, the balance of the business of the meeting will be postponed to the next Senate meeting.

1.8.5.5 Attendance

If a Senator is absent from three or more meetings of the Senate, or a Committee of which the Senator is a member, within a Meeting Year, the Director shall contact the Senator to determine the reason for absence and the Senator's interest in continuing to serve as a Senator or Committee member.

1.9 Voting

1.9.1 Meetings

Only Senators may move, second and vote on motions.

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

An affirmative vote of a majority of the Senators present and eligible to vote, or consent without objection is required to pass a motion. The Chair has a casting vote in the event of a tie-vote.

A declaration by the Chair of the meeting that a motion has been carried and an entry to that effect in the minutes shall be *prima facie* evidence of the action taken. Any Senator may ask at the time of the vote that the Senator's individual vote or abstention be recorded in the minutes.

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.

1.9.2 Resolutions in Writing

A resolution of the Senators consented to in writing by a majority of the Senators entitled to vote on it, whether by signed document, electronic mail or any other method of transmitting legibly recorded messages, shall have the same force and effect as if it had been passed at a Senate meeting duly called and held. Such resolution may be in two or more counterparts which together are deemed to constitute one resolution in writing. A

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 Secretary.

Resolutions in writing may be circulated for approval via, electronic mail or electronic poll.

The procedures for approval of resolutions via electronic mail or electronic poll are as follows:

- a) Resolutions will be circulated to Senators by electronic mail at the e-mail address on file with the OCS or by electronic poll;
- b) The resolution will expire in the time set in the message; however, the Chair or the Secretary may extend the deadline once by up to a maximum of seven days;
- c) An affirmative vote of a majority of Senators who are eligible to vote is required to pass a resolution made via electronic mail or electronic poll;
- d) The Secretary is responsible for tallying the votes and informing the Senate of the outcome;
- e) Written resolutions may not be amended; however, the Senator 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 Senators 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.

1.10 Records

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

The University shall keep as permanent records, minutes of all Senate and Committee meetings, a record of all actions taken by the Senate and Committees without a meeting, and a record of all actions taken by a Committee exercising the authority of the Senate. The University shall maintain its records in a form capable of conversion into written form within a reasonable time.

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

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

1.11 Execution

Documents or instruments in writing requiring execution on behalf of the Senate shall be signed by the Chair or the Vice Chair. In the case of Honorary Doctorates, they shall also require the signatures of the Registrar and the Board of Governors Chair.

1.12 General

1.12.1 Secretary to the Senate

The Secretary shall have those powers, duties, and responsibilities in respect of this role as are provided for in these Bylaws and as may from time to time be assigned to the Secretary by the Senate or that are incidental to the role of secretary to the Senate.

1.12.2 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 sent by ordinary mail within Canada to the last address listed in the records of the OCS. Any such notice or communication if sent by 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.

1.12.3 Breach of these Bylaws

Senators acknowledge that a breach of their obligations under these Bylaws may result in disciplinary action, up to and including a request for their resignation or a termination of their appointment.

Senators are required to immediately report any potential or actual breach of these Bylaws to the Chair or the Secretary for handling.

Upon notification of a potential breach, the Chair will review the circumstance and details and will notify the Senator involved and seek a response. The Chair will decide regarding compliance and will notify the Senator, the notifier (if applicable), the Secretary and the Executive Committee. The identity of the notifier will not be disclosed unless required by law or in a legal proceeding.

The Executive Committee will assess the non-compliance and, unless otherwise prescribed by these Bylaws, will decide on an appropriate action.

1.12.4 Review and Changes to Bylaws

These Bylaws will be reviewed by the Senate at least once every four years.

Subject to the applicable laws, these Bylaws, or any part hereof, may be amended, replaced, or repealed by resolution of the Senate, 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.

1.12.5 Effective Date

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

1.13 Spokesperson

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

1.14 Senate Assessment

The Senate shall carry out an annual assessment of its performance and operations in accordance with a process approved by the Executive Committee, which process may include meetings between the Chancellor and individual Senate members and exit interviews with departing Senate members.

2.0 COMMITTEES

2.1 General

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

2.1.1 Authority

Except as otherwise set out in these Bylaws, the Senate may delegate to a Committee any of the Senate's powers, duties or functions, on such conditions, if any, set out in the establishing resolution or any subsequent resolution. The Senate may also, by resolution, alter or revoke the delegation of any of its powers, duties and functions under this section.

2.1.2 Responsibilities

The listed responsibilities of each Committee shall be the common, recurring activities of that Committee; however, the Committee may carry out such additional responsibilities as are necessary or appropriate for the performance of its role

2.1.2 Rules and Procedures

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

2.1.3 Membership

The majority of Committee members must be Senators. Only Senators are voting members.

Committee members hold their position at the pleasure of the Senate or as otherwise determined by the Senate.

The Chancellor and the Vice-Chancellor shall be *Ex officio* members and shall have an unfettered right to attend any meeting of a Committee.

2.1.3.1 Terms

Senator members may be appointed for a term that is equal to or less than their appointed term as a Senator. The membership of a Senator member on a Committee shall automatically terminate on the date that they cease to be a Senator.

The membership of an *Ex officio* member automatically terminates when the individual ceases to hold the position by virtue of which they became an *Ex officio* member of a Committee.

2.1.3.2 Casual Vacancies

Members will advise the Secretary as soon as possible of any known or anticipated circumstances that would result in the member being absent from two or more Committee meetings in a Meeting Year. If a member is absent from two or more Committee 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.

2.1.3.3 Administration

The Director or their designate shall act as the Secretary to the Committee, providing the link between OCS and the Committee.

2.1.4 Meetings

2.1.4.1 Schedule

Each Committee will meet in accordance with a meeting schedule provided to members. Special meetings may be called at any time by the chair.

2.1.4.2 Notice

Members will be provided with a schedule of meeting dates for regular Committee meetings in advance of each Meeting Year. Except in the case of an emergency meeting, notice of meetings that do not appear in the schedule will be provided at least two Business Days in advance of the meeting date. Meeting details will be communicated to members by the Secretary 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.

2.1.4.3 Meeting Agendas

Each Committee will recommend a work plan for the Meeting Year, which will be provided to the Senate Executive Committee for approval and to the Senate for information at its first meeting of the Meeting Year.

Committee meeting agendas will be formulated by the chair and the Secretary, or their designate, produced and reviewed in accordance with the Secretary's procedures, and approved in advance by the chair.

A member intending to introduce a new matter at a meeting shall give written notice of the matter and any materials for the Committee's consideration, to the chair and the Secretary, at least eight days in advance of the meeting at which it is intended to be introduced.

Notwithstanding the paragraph above, a matter may be introduced to a meeting of the Committee by a member without the specified notice thereof having been given and without it having been included in the agenda, if its introduction to the meeting is approved by the Committee.

A person who is not a member of the Committee may address the Committee at any meeting with the permission of the chair given in advance of the meeting.

2.1.4.4 Materials

The date for distribution of meeting materials to members will be one week in advance of a scheduled meeting.

2.1.4.5 Absence of Chair

If the chair is unable to attend a meeting of the Committee, a vice chair shall act as chair for that meeting. If both the chair and the vice chair(s) are unable to attend a meeting of the Committee, then the meeting will be cancelled.

2.1.4.6 Quorum

Majority of Senators shall constitute a quorum for the transaction of business at any meeting of a Committee.

If quorum for a Committee meeting is not present within ten (10) minutes of the time fixed for the commencement of the meeting, the chair of the meeting may:

- a) Adjourn the meeting; or
- b) Cancel the meeting.

A meeting adjourned for lack of quorum may be adjourned to a date and time that is not less than one (1) day after the date of the original meeting and the number of voting members in attendance at the adjourned meeting shall constitute a quorum and may transact the business for which the meeting was originally called.

2.1.4.7 Conduct of Meetings

In the sole discretion of the Committee chair, meetings may be held in person, by means of a telephonic, electronic, or other communication facility that permits all participants to communicate adequately with each other during the meeting, or a combination thereof.

The chair's ruling shall bind all members except where a motion challenging the ruling has been duly moved, seconded, and carried by 50% + 1 of the voting members present at the meeting, whereupon such ruling shall cease to have force and effect. In that event, a member may propose a new ruling and, provided it is duly moved, seconded, and carried by majority of the voting members present at the meeting; it shall bind all members.

2.1.4.8 Voting

Only voting members may move, second and vote on motions and each voting member is entitled to one vote.

An affirmative vote of a majority of the Members present and eligible to vote or consent without objection is required to pass a motion. The chair does not have a second or casting vote.

2.1.4.9 Resolutions in Writing

Resolutions in writing may be circulated for approval via electronic mail or electronic poll.

The procedures for approval of resolutions via electronic mail or electronic poll are as follows:

- a) Resolutions will be circulated to members by electronic mail at the e-mail address on file with the Secretary or by electronic poll;
- b) The resolution will expire in the time set in the message; however, the chair or the Secretary may extend the deadline once by up to a maximum of seven days;
- c) An affirmative vote of majority of members who are eligible to vote is required to pass a resolution made via electronic mail or electronic poll;
- d) The Secretary is responsible for tallying the votes and informing the Committee 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 the members who voted on the resolution;
- f) If the resolution does not receive the required votes by the deadline (as extended, if applicable), it does not pass.

2.1.4.10 Open, Closed and In-Camera Meetings

A Committee may hold open, closed and in-camera meetings or sessions of the Committee in compliance with applicable laws and in keeping with governance best practices.

Open meetings or open sessions of meetings of the Committee may be attended by the public, subject to the limitations of space.

Closed meetings or closed sessions of meetings of the Committee shall be attended by the Secretary and by such guests who are invited by the chair to remain for the closed session.

In-camera meetings or in-camera sessions of meetings of the Committee shall be attended by the Secretary unless specifically excused by the chair, and by those guests who are invited to remain for the in-camera session or a portion thereof. If the Secretary is excused by the chair from an in-camera session, the chair will appoint one of the members present to act as secretary for the session, which member shall record any discussions, decisions and actions of the Committee pertaining to Committee business done in-camera and will provide a signed record to the Secretary for the official records. At the request of one or more Senators an in-camera session may also be held without the Chancellor present.

2.1.4.11 Invited Guests and Observers

Guests may be invited to attend and speak at a meeting of a Committee by, or 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. Observers in attendance at a meeting may speak only if expressly invited to do so by the chair of the meeting.

2.1.5 Committee Records

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

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

2.1.6 Working Groups

A Committee may create working groups that report to the Committee to facilitate the accomplishment of its responsibilities. The Committee is ultimately responsible for the work and responsibilities of each of its working groups, if any. The membership of any working group shall be determined by the Committee and working group members may be drawn from outside the Committee.

Notwithstanding the previous paragraph, the Committee does not have the power to delegate or assign its authority to another Committee, to a sub-committee, working group, administrative unit or individual unless these Bylaws or the Senate expressly authorizes such delegation or assignment.

2.1.7 Responsibilities of the Committee Chair

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

The chair shall:

- a) provide leadership to enable the Committee to effectively carry out its role and responsibilities;
- b) preside at meetings of the Committee; and
- c) act as spokesperson for the Committee.

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 and the Committee from time to time.

2.1.8 Reporting to the Senate

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

2.1.9 Committee Assessment

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

2.1.10 Execution

Documents or instruments in writing requiring execution on behalf of a Committee shall be signed by the chair or the vice chair.

2.2. Executive Committee

2.2.1 Composition

- a) Chair: The Chancellor (is an *Ex officio* member that possesses a vote to break any ties).
- b) Vice Chair: The Vice Chancellor (is an *Ex officio* member that possesses a right to vote).
- c) Voting Members: The chair of each standing committee provided that, in the event that the Senate Chair or Senate Vice-chair acts as a Committee Chair, the vice chair of that Committee will be the *Ex officio* member in the Chair's stead.

Additional Senators to a total of between 6 and 12 voting members on the committee.

2.2.2 Role

The Committee assists the Senate by acting in the place and stead of the Senate between regularly scheduled Senate meetings and by performing the other responsibilities that are delegated or assigned to it by the Senate.

2.2.3 Responsibilities

The Committee will fulfill its role primarily by carrying out the activities enumerated below.

2.2.3.1 General

- a) Act on behalf of, and with full authority of the Senate on matters that arise between regularly scheduled Senate meetings;
- b) Provide counsel and support to the Chancellor on sensitive, complex and emerging issues and initiatives;
- c) Recommend a multi-year plan for the Senate to the Senate for approval;

- d) Create a framework for, and evaluate and approve, proposed initiatives and activities of the Senate or any of its Committees; and
- e) Vote on any changes or revisions that need to be made to these Bylaws that do not change the fundamental intention of said Bylaws.

2.2.3.2 Chancellor

- a) Develop and implement a process for providing feedback to the Chancellor from the Senate; and
- b) Once every four years, review and provide input into the role and responsibilities of the Chancellor.

2.2.3.3 Succession Planning and Appointments

- a) Conduct Senator succession planning, including approval of the processes for Public Senator and Representative Senator recruitment, appointment, and renewal, and carry out those responsibilities assigned to the Committee under such processes;
- b) Recommend individuals to the Senate for appointment as Committee Members and, excluding the Executive Committee, recommend individuals to the Senate for appointment as the chair and vice-chair of each Committee in accordance with the Committee terms of reference; and

2.2.3.4 Steering and Governance

- a) Review and provide direction regarding the agendas for Senate meetings;
- b) Recommend the annual Senate and Committee meeting workplans and schedule to the Senate for approval;
- c) Oversee Committee activities through the periodic receipt of reports from Committee chairs;
- d) Oversee the annual evaluation of the Senate and Senate Committees;
- e) Put forward for a vote the creation of ad-hoc committees of the Senate, to Senate as required, including approval of the Terms of Reference and the membership.
- f) Approve, recommend, review, or oversee, as appropriate, Senate policies and procedures, foundational and operational protocols, documents, programs and processes; in conjunction with the Governance Committee;
- g) Such other activities and responsibilities delegated or assigned to it by the Senate from time to time; and
- h) In the event of a determination of a Senator's non-compliance by the Chair and the Director, the Executive Committee will assess the non-compliance and will decide on an appropriate action.

2.3 Community Engagement Committee

2.3.1 Composition

Committee members shall be appointed by the Senate or its delegate. One Senate member shall be named as chair and one or two Senate members shall be named as vice-chair(s) by the Senate or its delegate.

2.3.2 Role

The Committee assists the Senate in its community engagement role by carrying out the specific responsibilities assigned to the Committee.

2.3.3 Responsibilities

The Committee's responsibilities are as follows:

- a) Advance the University and community shared missions in a context of partnership and reciprocity. Through the OCS, align with the University administration, and in conjunction with the Executive Committee, this Committee will:
 - i. Identify both the specific University and Senate strategic priorities or objectives to be advanced through community engagement activities;
 - ii. In support of identified strategic priorities, establish and maintain relationships with identified communities or organizations with opportunities for collaboration;
 - iii. To support identified strategic priorities, develop, execute, and evaluate community engagement activities;
- b) Such other activities and responsibilities assigned to it by the Senate from time to time.

2.4 Honors Committee

2.4.1 Composition

Committee members shall be appointed by the Senate or its delegate. One Senate member shall be named as chair and one or two Senate members shall be named as vice-chair(s) by the Senate or its delegate.

2.4.2 Role

The Committee assists the Senate to administer the HD, OTUC programs and other awards as approved by Senate or another individual, group of people or other committee that Senate has empowered to act on its behalf (hereinafter referred to as "Other Awards" as bestowed by the University of Calgary by carrying out the specific responsibilities assigned to the Committee.

2.4.3. Responsibilities

The Committee's responsibilities are as follows:

- a) Set, periodically review, and update as required for HD, OTUC and Other Awards nominations:
 - i. the process;
 - ii. the criteria;

- iii. the guidelines; and
 - iv. the evaluation rubrics;
- b) Carry out the Committee's responsibilities under the HD, OTUC and Other Award nomination processes including but not limited to;
- i. Review individual nominations for HDs and recommend nominees to the Senate for placement by the Senate on the approved potential HD recipient list;
 - ii. Review individual nominations for the OTUC and recommend recipients to the approved potential OTUC recipient list from which the Chancellor and President & Vice-Chancellor can select; and
 - iii. Review nominations for Other Awards and depending on the award recommend nominees to the Chancellor & President or Senate.
- c) Actively encourage the submission of HD, OTUC and Other Award nominations; and
- d) Arrange for HD Hosts for HD recipients as required.

2.4.4. Authorities

The Committee has the authority to carry out its responsibilities, subject to any specific conditions or restrictions that are imposed on it by the Senate. The Committee does not have decision-making authority except where, and to the extent that, such authority has been expressly delegated or assigned by the Senate in these Bylaws or by a resolution of the Senate.

2.5 Recruitment and Membership Committee

2.5.1. Composition

Committee members shall be appointed by the Senate or its delegate. One Senate member shall be named as chair and one or two Senate members shall be named as vice-chair(s) by the Senate or its delegate.

2.5.2 Role

The Committee assists the Senate to fulfill its responsibilities in respect of the recruitment, appointment, exit interviews, orientation, development, and recognition.

2.5.3. Responsibilities

The Committee will fulfill its role primarily by carrying out the activities enumerated below.

The listed responsibilities shall be the common, recurring activities of the Committee; however, the Committee may carry out such additional responsibilities as are necessary or appropriate for the performance of its role.

The Committee's primary responsibilities are as follows:

- a) Manage the recruitment of Representative Senators to support the achievement of the Senate Strategic Plan and the university strategic direction. Eligible candidates for Representative Senator are described in the "Senate" section of this document;
- b) Oversee the onboarding of new Senators through robust orientation and mentorship programs so they may effectively perform their roles and responsibilities;
- c) Lead efforts to retain and recognize Senators in collaboration with other committee chairs;
- d) Undertake offboarding for all departing Senators (including exit interviews).

2.5.4 Authorities

The Committee has the authority to carry out its role and responsibilities, subject to any specific conditions or restrictions imposed on it by the Senate. The Committee does not have decision-making authority except where, and to the extent that, such authority has been expressly delegated or assigned by the Senate in these Bylaws or by resolution of the Senate.

2.6 Communications Committee

2.6.1. Composition

Committee members shall be appointed by the Senate or its delegate. One Senate member shall be named as chair and one or two Senate members shall be named as vice-chair(s) by the Senate or its delegate.

2.6.2 Role

The Committee identifies communication opportunities from the University to the community and assists Senators in sharing those communications.

2.6.3 Responsibilities

The Committee's responsibilities are as follows:

- a) Create pathways for the sharing of information;
- b) Identify communication gaps impacting the University;
- c) Review feedback and identify topics that may need further communications from the University to the community to clarify information or ensure awareness of prioritized messages;
- d) Identify requirements to support Senators in sharing the communication pieces;
- e) Identify applicable platforms to use for messaging purposes; and
- f) Liaise with the Office of Advancement to identify key opportunities for priorities.

2.6.4 Authorities

The Committee has the authority to carry out its responsibilities, subject to any specific conditions or restrictions that are imposed on it by the Senate. The Committee does not have decision-making authority except where, and to the extent that, such authority has been expressly delegated or assigned by the Senate in these Terms of Reference or by a resolution of the Senate.

2.7 Governance Committee

2.7.1 Composition

Committee members shall be appointed by the Senate or its delegate. One Senate member shall be named as chair and one or two Senate members shall be named as vice-chair(s) by the Senate or its delegate.

2.7.2 Role

The Governance Committee is to ensure that the Senate and all standing committees and subcommittees fulfill their ethical, legal and functional responsibilities through adequate governance policy development, recruitment strategies, training programs, monitoring of Senate activities and evaluation of Senate's performance. The Committee conducts a review of the bylaws of the Senate, in the context of Senate's Strategic Plan every four years.

2.7.3 Responsibilities

The Committee will fulfill its role primarily by carrying out the activities enumerated below. The listed responsibilities shall be the common, recurring activities of the Committee; however, the Committee may determine and carry out such other or additional responsibilities as are necessary or appropriate for the performance of its role.

The Committee's primary responsibilities are as follows:

- a) In consultation with the Senate and the Executive Committee, make recommendations on opportunities for improvement in the way the Senate oversees and evaluates its activities;
- b) Be responsible for and monitor the Equity, Diversity & Inclusivity working group. Receive and approve their report and submit this to Senate for approval;
- c) Review the policies and procedures of the Office of the Chancellor and Senate (**OCS**) as requested by the DCSS regarding all non-committee matters pertaining to the workings of the OCS;
- d) Review the Senate Bylaws at least once every four years, oversee compliance with the Bylaws, and recommend any changes to the Bylaws to the Senate for approval.

2.7.4. Authorities

The Committee has the authority to carry out its role and responsibilities, subject to any specific conditions or restrictions that are imposed on it by the Senate. The Committee does

not have decision-making authority except where, and to the extent that, such authority has been expressly delegated or assigned by the Senate in these Terms of Reference or by a resolution of the Senate.

May 13th, 2022