



BOARD OF GOVERNORS

NOTICE OF MEETING

March 11, 2022

The Agenda and documents for the Open Session meeting of the Board of Governors of Concordia University held on Thursday, March 17, 2022, are now posted on the website.

Please note that while there is an Open Session, given that the meeting is being held by video conference, only Governors, resources and invited guests will be admitted to the meeting.

Exceptionally, the Open Session meeting will be recorded and made available for viewing on the [Board website](#) for one week following the meeting. The recording will be removed and deleted thereafter.

Shelina Houssenaly
Secretary of the Board of Governors



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

Thursday, March 17, 2022, at 4 p.m.
via Zoom video conferencing

Time	Item	Presenter(s)	Action
4:00	1. Call to order	H. Antoniou	
	1.1 Approval of the Agenda	H. Antoniou	Approval
	CONSENT AGENDA		
	2. Approval of January 27, 2022 Minutes		Approval
	3. Environment Legislation and Health and Safety (EHS) Compliance Q4 and 2021 Report (Document BG-2022-2-D1)		Information
	4. Appointment of the Ombuds Office Appraisal Committee (Document BG-2022-2-D2)		Approval
	REGULAR AGENDA		
4:05	5. Business arising from the Minutes not included in the Agenda		
4:10	6. President's report (Document BG-2022-2-D3)	G. Carr	Information
4:30	7. Governance and Ethics Committee recommendation regarding amendments to the By-Laws (Document BG-2022-2-D4)	F. Bertrand/ F. Jacobs	Approval

4:45 8. Other business

4:50 9. Adjournment

H. Antoniou

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

Thursday, January 27, 2022, at 4 p.m.
via Zoom video conferencing

PRESENT

Governors: Helen Antoniou (Chair), Kenneth Brooks, Graham Carr (President and Vice-Chancellor), Jarrett Carty, Gary N. Chateram, Gina P. Cody, Roy Cross, Selvadurai Dayanandan, Pat Di Lillo, Kim Fuller, Rana Ghorayeb, Claude Joli-Coeur (Vice-Chair), Eduardo Malorni, Claudine Mangen, Frédérica Martin (Vice-Chair), Georges Paulez, Philippe Poureux, Suzanne Sauvage, Robert Soroka, Ted Stathopoulos

Also attending: Philippe Beauregard, Sylvie Bourassa, William Cheaib, Paul Chesser, Denis Cossette, Michael Di Grappa, Nadia Hardy, Frederica Jacobs, Karan Singh, Lisa Ostiguy, Anne Whitelaw, Paula Wood-Adams

ABSENT

Governors: Françoise Bertrand, Adriana Embiricos, Caroline Jamet, Odile Joannette, Shalini Peruka

Alternate Governor: Lauren Perozek

Non-voting observer: Jonathan Wener

1. Call to order

The Chair called the meeting to order at 4:01 p.m. and reminded the Governors that the Open Session meeting was being recorded and would be posted on the website for one week, following the meeting. The Chair went on to welcome back Governors Claudine Mangen and Jarrett Carty, who were returning to the Board.

The Chair briefly reminded the Governors of the key elements for an orderly conduct of the meeting on Zoom.

1.1 Approval of the Agenda

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

R-2022-1-1 That the Agenda be approved, including the items on the Consent Agenda.

CONSENT

2. Approval of December 16, 2021 Minutes

R-2022-1-2 That the Minutes of the meeting of December 16, 2021, be approved.

3. Requests for the use of Concordia logo (BG-2022-1-D1)

R-2022-1-3 That, subject to the conditions set out in the Policy on the Use of Concordia University's Name, Logo and Related Insignia, and the Governance of its Visual Character and Digital Presence (SG-4), the Board of Governors approve the request to use the Concordia logo by La Tranchefile.

4. Finance Committee recommendations regarding the revisions to the Travel and Conference Policy (CFO-3) (Document BG-2022-1-D2)

R-2022-1-4 That, on recommendation of the Finance Committee, the Board of Governors approve the revisions to the Travel and Conference Policy (CFO-3).

REGULAR

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

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

6. President's report (Document BG-2022-1-D3)

As complementary information to his written report, Dr. Carr's remarks are summarized as follows:

- Dr. Carr began by welcoming everyone to the new calendar year and noted that the start was different from what had been hoped for. The continued challenges related to the Omicron variant was impacting the winter term plans for all universities.
- Dr. Carr informed the Board that unfortunately the convocation ceremonies that had been planned for January and February had to be cancelled and will have to be rescheduled.
- Dr. Carr shared with the Board that Dr. Venkatesh (Department of Art Education) has had their UNESCO Chair in Prevention of Radicalisation and Violent Extremism

renewed for a four-year period. He explained that the Chair promotes new pedagogical approaches to encourage critical thinking in schools, communities and public policy contexts aiming to counter the spread of violence and terrorism.

- Dr. Carr also advised the Board that Concordia had been awarded five new Canada Research Chairs, all to women, in fields ranging from feminist film studies to computational biophysics, health and synthetic biology. He noted that these Research Chairs allowed the University to recruit emerging stars from major programs and these five candidates will come to Concordia from the United States, Canada and India.
- The President informed the Board that on February 10, Daniel Lamarre, the former CEO and now Executive Vice-Chair of the Board of Cirque du Soleil, will be in conversation with Dr. Leroux, Associate Dean Research in Faculty of Arts and Sciences and a widely published specialist on circus studies, about what performance will look like in a post-pandemic world.
- Dr. Carr informed the Board on the return-to-campus plans. He underlined the fact that the University recognized the physical and emotion toll that the situation is causing. He mentioned that following the delivery of a safe and effective fall semester, the community was looking forward to resuming most of the University's activities in person in the new year. Dr. Carr explained that the appearance of the Omicron strain disrupted the University's plans and the University had adapted to the changed reality.
- Dr. Carr acknowledged that there were highly divergent and deeply held views on the issue: while some students, faculty and staff have demanded the delivery of the entire semester to be done remotely, others have expressed frustration at the delay in returning to in-person activities. Dr. Carr informed the Board, that as it had been the case since the beginning of the pandemic, the University based its decision making on a core matrix of factors, namely:
 - government directives;
 - public health protocols and advisories;
 - information received from the community both privately and through countless meetings with heads of faculty, staff and student unions, with deans, department chairs, managers and directors;
 - exchanges of information that happen several times a week with other universities in Québec and on a regular basis with institutions in Ontario and elsewhere in Canada;

- the desire to balance compassion for very particular individual circumstances with the need to implement approaches that are fair, equitable and consistent for the community as a whole;
 - the University's commitment to fulfilling its academic and research mission;
 - the desire to support both a vibrant student experience and to make the campus as safe as possible for all;
 - a willingness to make adjustments as necessary should circumstances warrant; and
 - an assessment of the evolving situation as it pertains to Concordia's reality.
- Dr. Carr outlined that the decisions that are to be taken, must be done so recognizing that there is a measure of uncertainty and unpredictability. With the foregoing in mind, the President touched on four points: 1) how the University decided to deliver the start of the semester academically; 2) how the University was addressing health and safety concerns; 3) how the University was providing academic accommodations and supports for the benefit of both students and faculty; and 4) how the University was approaching the question of return-to-campus work for different types of staff personnel.
- Dr. Carr explained that in December, Concordia was the first University in Québec to announce that it would begin the winter semester mostly online. In light of government announcements, he noted that modifications were made, and remote teaching was scheduled to continue until February 3. He pointed out that the government of Québec had been very clear and consistent that education is an essential service, and that in-person student experience was to be prioritized. He reminded the Board that the government had earlier wanted in-person teaching to start by January 17, and no later than January 31. He noted that some universities began in-person teaching on January 17 or will start on January 24 and that Concordia's approach with Université de Montréal and UQAM was to delay as much as it was allowed by the government. Dr. Carr reported that most Universities in Ontario and British-Columbia have also announced they will be resuming between January 31 and February 7.
- The President confirmed to the Board that the University had kept the government advised of all decisions and rationales all along and they were fine with the University's approach.
- He explained why Concordia chose the February 3 start date for the resumption of in-person teaching, namely:
 - To allow a significant buffer period to reduce stress relating to the return to in-person activities.

- To provide the community for a month of predictability, so that faculty members could deliver courses and students would be able to continue to learn in an online environment.
 - To allow University employees to seek their vaccine booster as they qualified for privileged access since higher education is considered an essential service.
 - To allow the University to view how other university experiences have been.
 - To allow international students to arrive by January 19, in accordance with government requirements, and give them a buffer period to isolate and get vaccinated should that be required for them.
 - To coincide the beginning of in-person courses with the beginning of an academic week, so on a Thursday.
- Dr. Carr clarified that the campuses are open. He indicated that research was ongoing, people have access to their offices and all essential services are functioning on campus. He noted that this past week, 2000 students have been accessing the Vanier and Webster Libraries and that since the beginning of term, more than 20,000 students had used the libraries.
 - On the health and safety measures, Dr. Carr reiterated to the Board that the University continues to follow the protocols of public health, which proved to be effective last fall. Regarding the obligatory wearing of masks, he informed the members that, in accordance with the *Institut national de santé publique du Québec* guidelines, procedural masks are considered fully adequate to the overwhelming majority of activities on campus and will be made available to all faculty, students, staff personnel and visitors entering university buildings. Individuals who want to wear N95 masks are free to do so, however Environmental Health and Safety had flagged some concerns about the effectiveness of such masks if worn without being properly fitted. Regarding air quality, Dr. Carr noted that the University has already undertaken a number of measures to ensure proper ventilation in buildings where most of teaching takes place.
 - Dr. Carr noted that compliance was also a collective responsibility. He mentioned that if the last semester was any guide, the overwhelming majority of the University community will comply because individuals are committed to their own welfare, and they want the return-to-campus to be successful.
 - Dr. Carr expressed that beyond health and safety, there are several other factors that should be in place to best support students and faculty as the University tries to create the best possible conditions for a successful term. He noted that under the leadership of the Office of the Provost, and with great input from the faculties, student associations, the Student Success Center and the Center for Teaching and Learning, the University had developed, a truly impressive suite of supports and generous set of

accommodations. He provided many examples of the supports and accommodations in place, such as:

- A guide to help faculty members support continuous learning in the pivot from remote to in-person, including resources to enable them to make course materials more readily available for students who miss class.
 - Significantly increase in the number of TA's in all the faculties to support faculty members in the technical delivery of their course material.
 - Late DISC option up until the exam period for all students.
 - Introduction of the new short-term absence policy to give students flexibility when they are faced with unexpected situations so that they can be absent for a two-day period without providing medical documentation.
 - Protocol to allow faculty members to pivot to remote teaching for short periods of time when, due to exceptional circumstances, they cannot be physically present to deliver classes.
 - Process for faculty to request accommodation to teach remotely for the winter term.
- Dr. Carr spoke of the University's efforts to ensure constant communication with all stakeholders via various forums and platforms. He gave the examples of meetings with Inter-Union Council, with graduate and undergraduate student associations, and with Senate last Friday, where an open discussion was held with Senators on the return-to-campus.
 - Dr. Carr noted that like every other university, unfortunately, there were students at Concordia who have not been able to take a course in person in two years. He noted that the approach that the University had taken was prudent and measured and that there had been a generous timeline created for the community to prepare its transition back to in-person.
 - Some Governors echoed the President's views. Governors thanked the President for a thorough presentation with well-reasoned arguments.

7. Other business

There was no business not included on the Agenda.

8. Adjournment

The Chair declared the meeting adjourned at 4:40 p.m.

Shelina Houssenaly

Shelina Houssenaly
Secretary of the Board of Governors



**ENVIRONMENTAL
HEALTH AND SAFETY**

Report on Due Diligence

**Presented to
the Board of Governors of
Concordia University**

For the Reporting Period
Q4-2021 (October, November, December)
&
2021 Calendar Year

Frederic Guilhem, PhD
Manager, Environmental Health & Safety
February 24, 2022

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Environmental Health & Safety (**EHS**) supports the academic, research and operational activities of the University and promotes a safe, healthy, and sustainable campus environment. EHS manages and coordinates programs and services that minimize health, safety, environmental and regulatory risks. It also monitors compliance with federal and provincial health and safety legislation and internal university policies. We identify and evaluate risks, develop control strategies, and implement appropriate internal procedures.

Section A presents the university's Leading Safety Key Performance Indicators (KPIs) which measure safety performance and help reflect the safety culture within the University.

Section B presents the traditional Lagging Safety KPIs which are retrospective, and which now include four incident/injury rates.

2021 Summary

COVID-19 continued to impact university operations in 2021. The EHS department provided information, support, guidelines, training and guidance to the community in a rapidly evolving context while maintaining its regular activities such as compliance reviews, the development and update of safety programs, and emergency response to incidents.

Below is a summary of the *2021 Leading Safety Key Performance Indicators* as compared to 2020:

- 16,918 participants in safety and security training (a 41% increase), of which 14,370 were COVID-related safety training (39% increase);
- 39 Injury & Near-Miss Investigations (50% increase);
- 268 Preventative Internal Inspections & Assessments (80% decrease);
- 257 Internal Non-Compliance Citations (7% decrease)
- 39 EHS Research Safety Compliance Reviews (160% increase)

2021 Lagging Safety Key Performance Indicators Summary, compared to 2020:

- 56 Injuries (12% increase)
- 35 Work-Related Injuries (30% increase)
- 10% Accepted Worker's Compensation Claims (43% increase)
- 285 Lost-Time Days (2% decrease)
- 16 Near-Misses (33% increase)
- 13 External Inspections (117% increase)
- 63 Regulatory Non-Compliance Citations (11% increase)
- No Regulatory Fines (compared to \$3,450 in 2020)
- 17 Hazardous Materials Emergency Response (64% increase)

The presence of faculty, staff and students increased in 2021 compared to 2020, as well as activity on and around campuses. The variation of the lagging safety key indicators seems important. However, the level of these indicators remains below, or comparable to, 2019, a pre-pandemic year.

Confirmed COVID-19 Cases on Campus

Given the return to in-person teaching in the Fall, and the increase in student and staff presence on campus, Concordia has been fortunate to have experienced a relatively low number of reported COVID-19 cases on campus in 2021. There were 169 confirmed cases on campus during their infectious period (i.e. 48 hrs prior to developing symptoms or testing positive). Of the 169 cases, 134 were students, 1 faculty, 22 staff, 3 security agents and 9 contractors. Eighty-six percent (86%) of the cases occurred between September and December 2021. The cases in 2021 were not the result of, and did not result in, community spread on campus, other than one documented outbreak in a student residence, which was reported to Public Health on December 12, 2021, that involved 6 COVID-19 cases.

In preparation for in-person teaching in the Fall of 2021, a Return to Campus (RTC) Co-ordination Team was created in Spring 2021. The team included members of EHS, Human Resources, Facilities Management, IITS, Security, and UCS, in addition to representatives from each Faculty. The purpose of the RTC Coordination Team was to ensure that classrooms and offices were set-up to comply with the government directives in place at the time.

The 2021 year was challenging for all departments at the university. For the EHS team, it meant an outstanding number and variety of requests. The team was supported by the senior management of the university through clear leadership and guidance. I would like to thank the team and the leadership for all the work we've collectively accomplished.

Finally, the Concordia community can be proud of its continuous respect of all COVID-19 directives. The relatively low number of COVID cases reflects our compliance with procedures and reflects our collective commitment to keep members of our community safe while on campus.



Frederic Guilhem, PhD
Manager, Environmental Health & Safety

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Section A: Leading Safety Key Performance Indicators

1. Safety & Security Training

For convenience, the following will be used in the rest of the section: “on-line training” refers to on-demand training on the Moodle platform, while “Live” training refers to a training given in-person by an EHS team member, whether the session happens in person, in one location of the campus, or online through videoconference (Zoom, MS Teams, etc.).

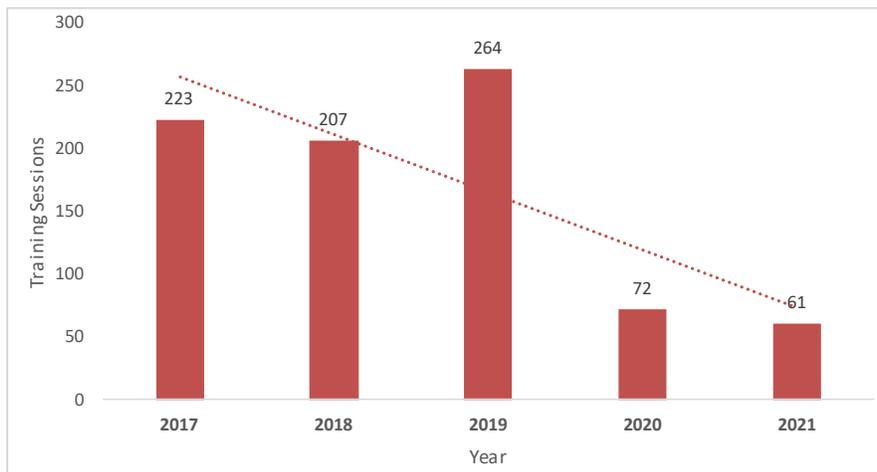
After a successful transition to on-line learning for safety training, EHS continued to develop this mode of delivery in 2021. EHS also continued to offer live training at the same time. At the end of 2021, the department had created a total of 23 online safety trainings, of which 3 are dedicated to COVID safety (see page 2 for more information). For each training, participants have access to videos, documents, and other reference material to help them navigating the training and apply the safety requirement in their work.

During the period of October 1 to December 31, 2021, there were **27** safety and security live training sessions, of which **20** (74%) were safety trainings and 7 (26%) were offered by Campus Security. A total of **2,011** people received safety or security training (-46% compared to Q4 2020; this number includes both live and online trainings).

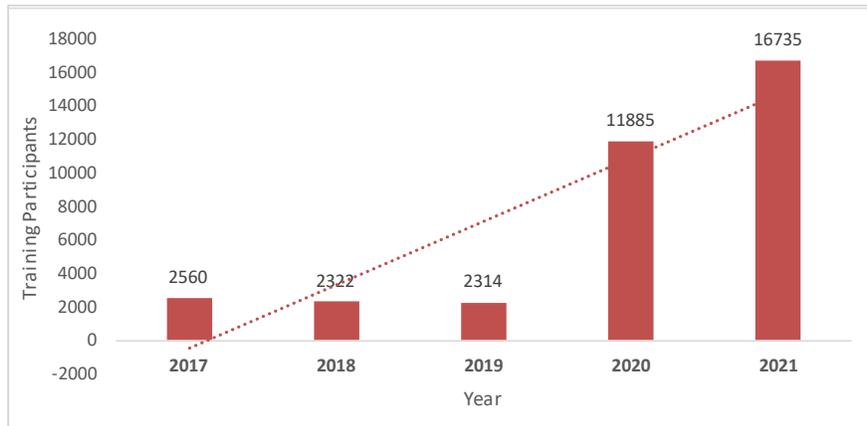
During the year 2021, EHS provided **61** live training sessions (7 of them dedicated to COVID safety), and Campus Security provided **22** live sessions. A total of 11,591 participants received training in 2021 (11,408 received safety training, 183 received training from Security).

	2020 Q4 <i>Oct., Nov., Dec.</i>	2020 <i>Full Year</i>	2021 Q4 <i>Oct., Nov., Dec.</i>	2021 <i>Full Year</i>
Total Safety & Security Training Sessions	13	163	27	83
Total Participants	3 658	11 982	2 011	16 918

Security training data has been integrated into this KPI only since 2018; therefore, the graphs 1 and 2 only show the 5-years evolution of the number of safety training sessions and safety training participants.



Graph 1: Total Number of Safety Training Sessions per Year (including COVID-related training)



Graph 2: Total Number of Individuals Trained per Year (safety trainings only, including COVID-related trainings)

These graphs show the influence that the pandemic has had on training. On one hand, EHS offered fewer live sessions compared to 2020 (-63%) or 2019 (-77%). On the other hand, the number of safety training participants increased drastically: in 2021, **16,735** people received a safety training (+41% compared to 2020), of which **14,370** received a COVID-safety training (+39% compared to 2020).

At the end of 2021, 23 safety trainings were available online. Three of them are COVID-19-related safety trainings. For students, there is one training for *In-Person Activities* and another one for *Access to Library Study Spaces*. For faculty, staff, and graduate students with recurring access to campus, including for research or teaching purposes, the COVID-19 Safety Training for General Campus Access is required.

As indicated earlier, Security training data has been integrated into this KPI only since 2018; therefore 5-year trend data is not yet available. However, 4-year data is available and is included in the table below. COVID-19-related training was excluded from the table in order to provide a more accurate picture of the security and safety training delivered.

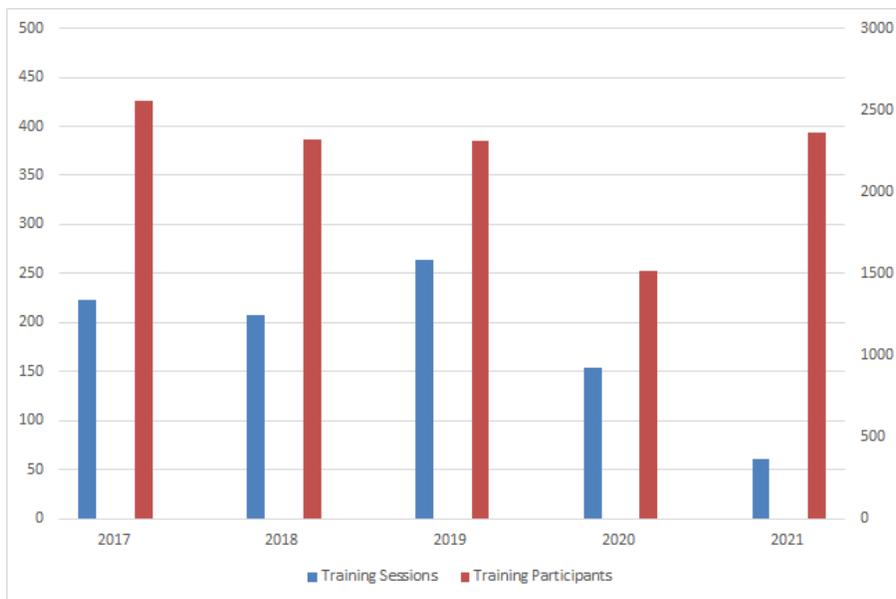
	2018 <i>Full Year</i>	2019 <i>Full Year</i>	2020 <i>Full year</i>	2021 <i>Full Year</i>
EHS Training Sessions <i>(excluding COVID-related training)</i>	207	264	72	54
Security Training Sessions	57	40	9	22
Total Training Sessions	264	304	81	76
EHS Training Participants <i>(excluding COVID-related training)</i>	2,322	2,314	1,519	2,365
Security Training Participants	354	372	97	183
Total Participants	2,676	2,686	1,616	2,548

Please Note: security trainings are provided only through live sessions. This explains why in 2020 the number of sessions and participants decreased and why they increased in 2021. The security department provided 18 trainings in 2021 (doubled from 2020), successfully training 187 participants (+93% compared to 2020).

The table on page 2 shows that, in 2021, the number of safety training sessions (54) represents -25% of the number of 2020 training sessions, and -80% compared to 2019, which is a pre-pandemic year. The table also shows that, in 2021 as well, 2,365 people received a safety training, which is +56% compared to 2020, and +2% compared to 2019.

Thus, the relative low number of safety training sessions (-84% compared to pre-pandemic) did not coincide with less participation to training. Even if the number of live sessions was reduced, the number of training participants is comparable to pre-pandemic years, demonstrating participants have efficiently transitioned from live sessions to online courses.

The following graph presents the 5-year trend of safety training participants along with safety training sessions.



Graph 3: 5-year evolution of total Number of Individuals Trained (right scale), and Total number of training sessions per Year (left scale) (safety training, excluding COVID-related training)

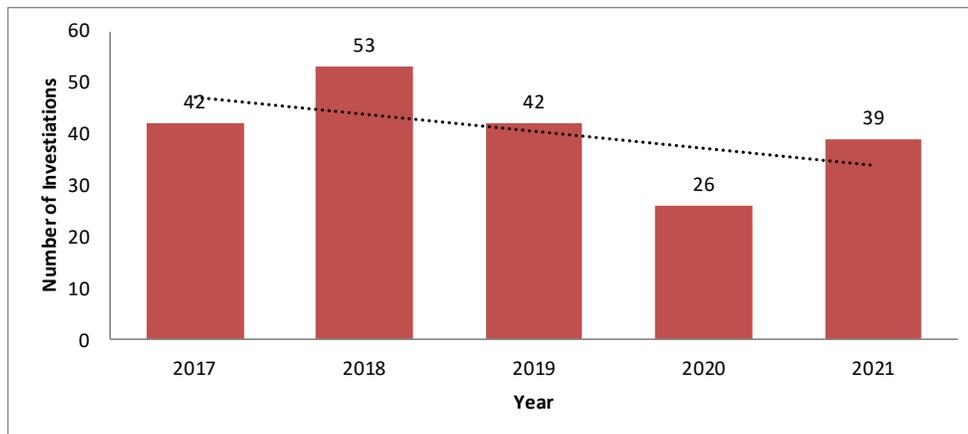
2. Injury & Near-Miss Investigations

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

For the period of October 1 to December 31, 2021, **8** injury investigations and **8** near-miss investigations were conducted, bringing the 2021 totals to **29** injury investigations and **10** near-miss investigations.

	2020 Q4 <i>Oct., Nov., Dec.</i>	2020 <i>Year To Date</i>	2021 Q4 <i>Oct., Nov., Dec.</i>	2021 <i>Year To Date</i>
Injury Investigations	5	21	8	29
Near-Miss Investigations	1	5	8	10
TOTAL Investigations	6	26	15	39

Compared to 2020, in 2021 there was a 50% increase in the number of injury investigations and a 100% increase in the number of near-miss investigations. The 5-year average number of Injury & Near-Miss Investigations per year is 40.



Graph 4: Total Number of Injury & Near-Miss Investigations per Year

3. Preventative Internal Inspections & Assessments

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

Workplace inspections involve a walkthrough of a workplace (e.g., research laboratory, studio, workshop, mechanical room) to determine the degree of compliance with both government regulations and internal policies and procedures. Inspections result in internal non-compliance citations (Section 4) and require corrective actions (Section 5). It is important to note that there is not a strict correlation between the number of non-compliances and the number of corrective actions.

Workplace risk assessments provide a more thorough evaluation of the workplace with the objective of identifying all hazards and determining if the hazards can be eliminated. If it is not possible to eliminate the hazard, the risk assessment determines if the hazard is adequately controlled.

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

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

During 2021, EHS work focused on employees’ safe return to campus. Every department was required to prepare a Return to Campus Safety Plan. In order to do so, EHS hosted information sessions for managers to explain how to prepare their plan, and where to find resources (e.g., safety guidelines and a template). Once the plan was submitted, EHS work included an assessment of the Return to Campus Safety Plans, and for most of them, this assessment included a site visit. These visits help to ensure that all public health directives are respected in order to prevent the spread of the virus on campus.

Between October 1 and December 31, 2021, EHS staff assisted with and reviewed 32 Return to Campus Safety Plans. In 2021, EHS reviewed a total of **112** administrative and faculty plans and **42** student group plans.

During the year 2021, EHS conducted another 108 COVID-related inspections (teaching space inspections, laboratory assessments, etc.) and 30 other inspections as part of the standard inspection programs. EHS conducted a total of **292** preventative internal inspections and assessments (-79% compared to 2020).

Year	Preventative Internal Inspections & Assessments
2020 Q4 <i>Oct., Nov., Dec.</i>	409
2020 <i>Full Year</i>	1,384
2021 Q4 <i>Oct., Nov., Dec.</i>	29
2021 <i>Full Year</i>	292

In 2021, the estimated time required to complete the COVID-related assessments was **over 760 hours**. This includes the time to review the plans and conduct on-site inspections. This number does not cover all the COVID-related activities of 2021.

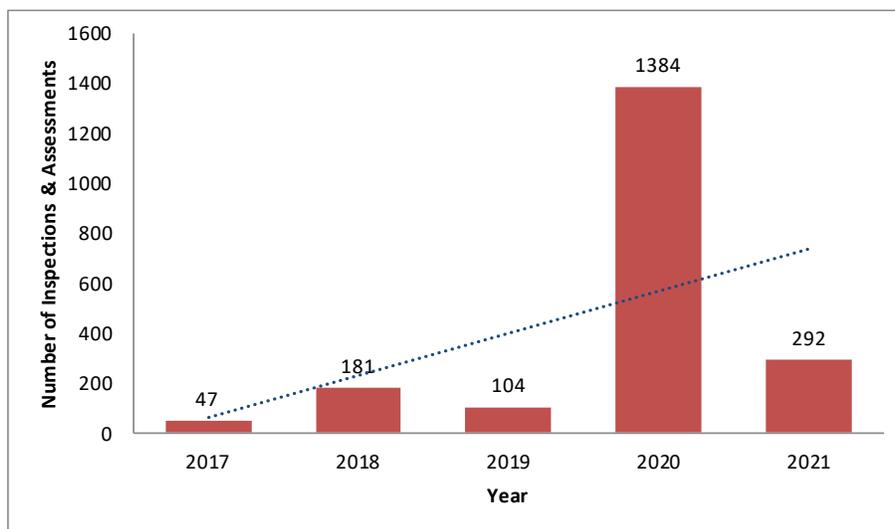
The year 2020 was an exceptional year in terms of internal inspections and assessments. The vast majority of them were also Return to Campus Safety Assessments. Only 21 were non-COVID related. In 2021, EHS conducted 30 non-COVID inspections, mostly from the radiation safety and biosafety programs. Thus, the number of non-COVID inspections is comparable between 2020 and 2021.

During Q3 and Q4 2021, EHS worked along with the department of Instructional and Information

Technology Services (IITS) on a new Workplace Inspection Program. This program is one of three components of the 'Workplace Safety Module' incorporated into the new UNITY system (SAP). Preparatory work for the launch of the new inspection program ramped up during Q3 and continued into Q4. The workplace inspection program does not replace an existing information system; rather it replaces paper-based records, providing a more efficient and sustainable way to conduct inspections.

When this program is integrated in the UNITY environment, it will allow directors, managers and other supervisors to see in their portal the required corrective actions following an inspection or an assessment. This will facilitate the management of safety-related work for all supervisors.

The workplace inspection module should be fully implemented and formally launched in Q1 2022.



Graph 5: Total Number of Preventative Internal Inspections & Assessments per Year

4. Internal Non-Compliance Citations

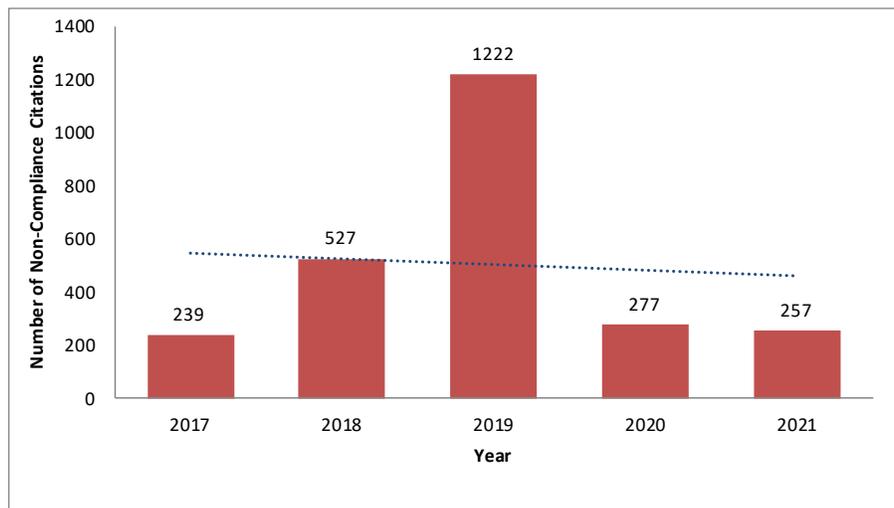
EHS is mandated to monitor compliance with both government regulations and internal safety policies and procedures. Compliance monitoring allows us to ensure the safety and well-being of the university community and to mitigate external non-compliance citations.

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

For the period of October 1 to December 31, 2021, **228** internal non-compliance citations were documented, a 240% increase as compared to Q4. Of those citations, 161 were related to the Biosafety Inspection Program, 28 to facilities inspections, and 39 were in spaces from the Faculty of Fine Arts.

Year	Internal Non-Compliance Citations
2020 Q4 <i>Oct., Nov., Dec.</i>	67
2020 <i>Full Year</i>	277
2021 Q4 <i>Oct., Nov., Dec.</i>	228
2021 <i>Year To Date</i>	257

The 5-year annual average number of Internal Non-Compliance Citations is 444. As illustrated in Graph 6, the total number of Internal Non-Compliance Citations fluctuates annually. Although there was a drop in 2020 compared to 2019, the 5-year trend remains stable.



Graph 6: Total Number of Internal Non-Compliance Citations per Year

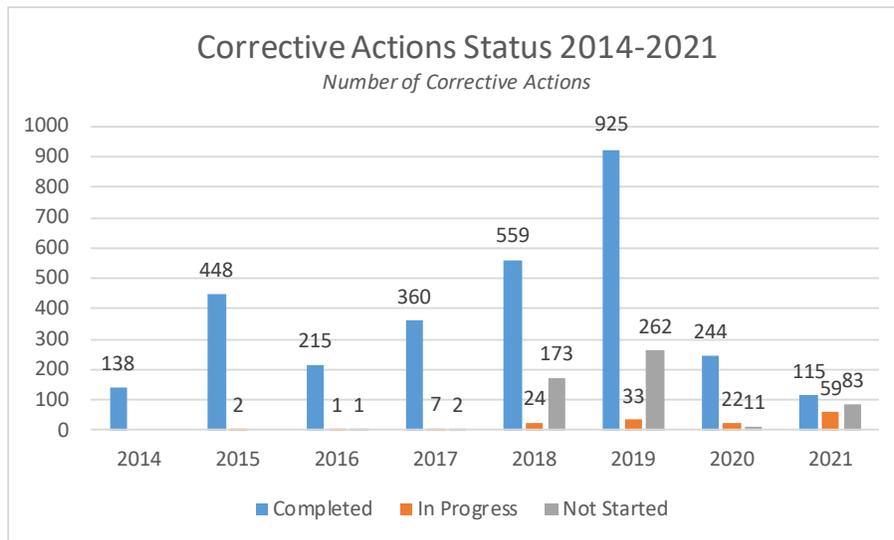
5. Corrective Action Completion Rate

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

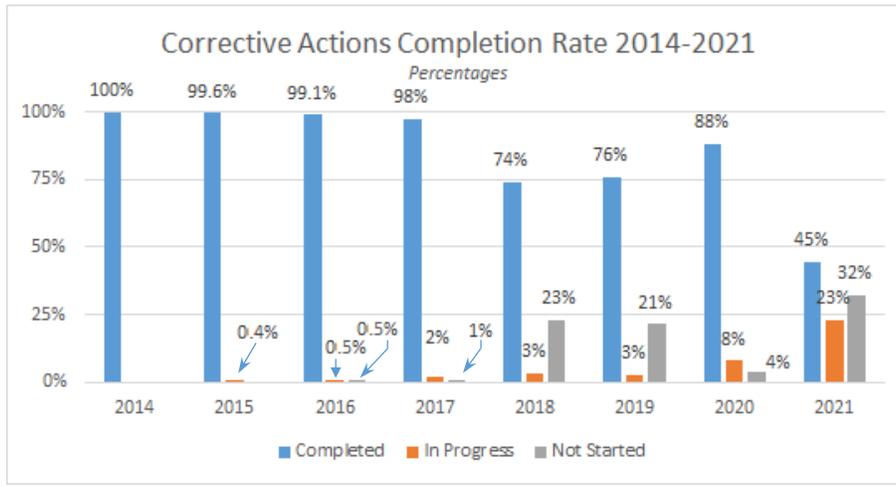
All non-compliance citations (internal and external) must be resolved in a timely manner. External Non-Compliance Citations from external bodies received during inspections (Section 12) are accompanied by obligatory corrective actions and imposed deadlines. Internal Non-Compliance Citations (Section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

Due to the COVID-19 pandemic and the redeployment of EHS resources to the pandemic response, very limited follow-up was possible regarding open Corrective Actions, with exception of those corrective actions that resulted from regulatory agency inspections.

The graphs below present the evolution of Corrective Action status and the Corrective Action Completion Rate for the years 2014 to 2021. Details for each year is provided in the paragraphs that follow.



Graph 7: status of corrective actions 2014-2021 as of December 31, 2021.
For each year, the number of corrective actions is indicated as per their status-
Number of corrective actions per status



Graph 8: corrective actions status 2014-2021 as of December 31, 2021
 For each year, the status of corrective actions is indicated – **percentage** of total number of corrective actions

2014

As of December 31, 2021, all corrective actions are now closed. The last open corrective action has been closed following the final notification by the *Ministère de l'Environnement et de la Lutte contre les changements climatiques* (MELCC) that Concordia had successfully completed all the required corrective actions following a spill on the Loyola campus.

2015

As of December 31, 2021, **99.6%** (449) of Corrective Actions assigned in **2015** (450) were completed. One corrective action (0.4%) is currently in progress.

Year	Corrective Action Completion Rate
2015	99.6%

2016

As of December 31, 2021, **99%** (215) of Corrective Actions assigned in **2016** (217) were completed. One corrective action (0.5%) is currently in progress, and one corrective action (0.5%) has not yet begun.

Year	Corrective Action Completion Rate
2016	99%

2017

As of December 31, 2021, **97.6%** (360) of Corrective Actions assigned in **2017** (369) were completed. 2% (7) are currently in progress and 0.4% (2) have not yet begun.

Year	Corrective Action Completion Rate
2017	97.6%

2018

As of December 31, 2021, **74%** (559) of Corrective Actions assigned in **2018** (755) were completed, 3% (24) are currently in progress and 23% (173) have yet to begin.

Year	Corrective Action Completion Rate
2018	71%

2019

As of December 31, 2021, **75.8%** (925) of Corrective Actions assigned in **2019** (1222) were completed, 2.7% (33) are currently in progress and 21.5% (262) have yet begun.

Year	Corrective Action Completion Rate
2019	75.8%

2020

As of December 31, 2021, **88%** (244) of Corrective Actions assigned in **2020** (277) were completed, 8% (22) are currently in progress and 4% (11) have yet to begin.

Year	Corrective Action Completion Rate
2020	88%

2021

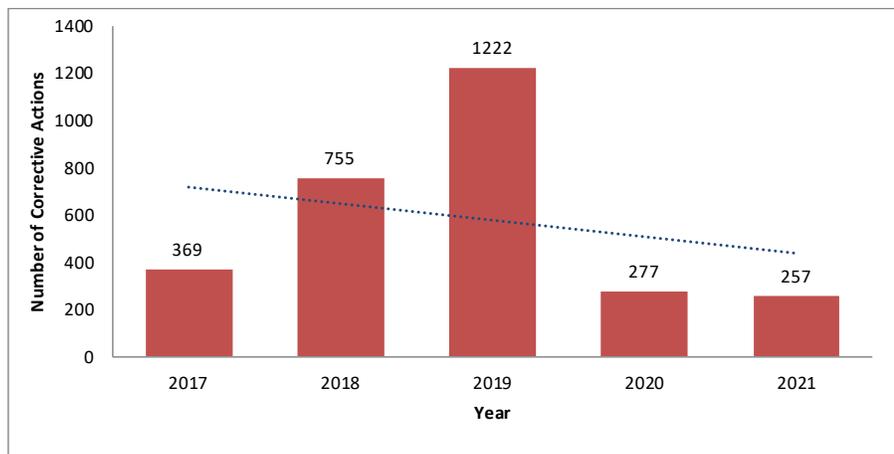
As of December 31, 2021, **45%** (115) of Corrective Actions assigned in **2021** (257) were completed, 23% (59) are currently in progress and 32% (83) have yet to begin.

Year	Corrective Action Completion Rate
2021	43%

5-year trend of corrective actions issued per year

In 2020, the speed at which Return to Campus Safety Assessments had to be conducted meant that the non-compliance issues identified were corrected on site and were not formally documented. As a result, the number of documented Corrective Actions in 2020 was significantly lower than in previous years.

In 2021, EHS conducted 292 inspections and assessments. From the 262 COVID-related ones, there were no corrective actions tracked, as issues were corrected immediately. From the remaining 30 inspections, there was a total of **257** corrective actions assigned (-7% compared to 2020). It means between 8 and 9 corrective actions per inspection, which is comparable to 2019 (average of 11.75 corrective actions issued per inspection) and 2020 (average of 13 corrective actions issued per inspection).



Graph 9: Total Number of Corrective Actions per Year

Since 2014, EHS has issued 3,685 corrective actions. The challenge for EHS is to ensure that corrective actions are being addressed in a timely manner. In many instances, specifically with regards to the roof safety assessments, corrective actions can only be implemented when the roofs are redone, which will take multiple years. This explains why some previous years still have corrective actions in progress or not started. EHS continues to work with internal stakeholders to re-evaluate the manner in which corrective actions are categorized in order to separate corrective actions that require large capital investments and time to complete from simpler corrective actions.

It is important to note that when a corrective action cannot be completed and non-compliance poses a risk to employees or students, interim measures are put in place to ensure everyone's safety.

6. EHS Research Compliance Reviews

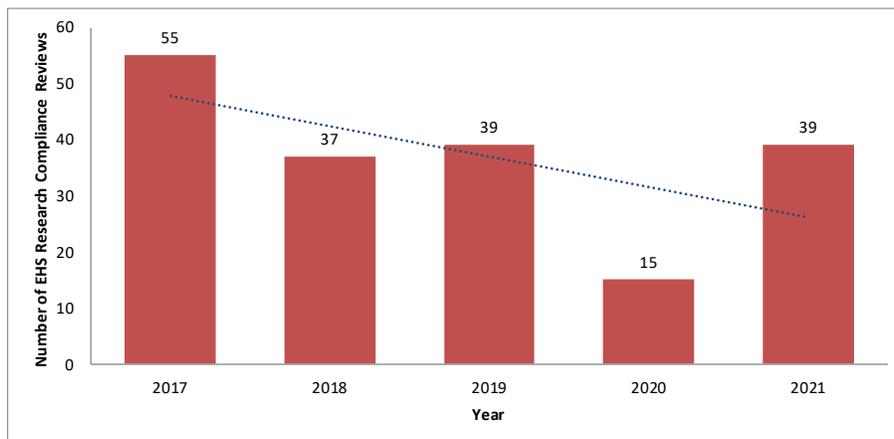
In collaboration with the Office of Research, EHS reviews research and teaching activities that involve use of hazardous materials, in order to ensure compliance with applicable government regulations and internal policies and procedures.

Between October 1 and December 31, 2021, the Research and Teaching Safety Team conducted **12** research compliance reviews.

For the period of January 1 to December 31, 2021, there were **39** EHS Research Compliance Reviews. The number of compliance reviews in 2021 increased by 160% compared to 2020.

Year	EHS Research Compliance Reviews
2020 Q4 <i>Oct., Nov., Dec.</i>	5
2020 <i>Full Year</i>	15
2021 Q4 <i>Oct., Nov., Dec.</i>	12
2021 <i>Full Year</i>	39

The 5-year average number of EHS Research Compliance Reviews per year is 34. The graph below shows the impact the COVID-19 pandemic had on the number of reviews during 2020.



Graph 10: Total Number of EHS Research Compliance Reviews per Year

Section B: Traditional (Lagging) Safety Key Performance Indicators

7. Total Injuries

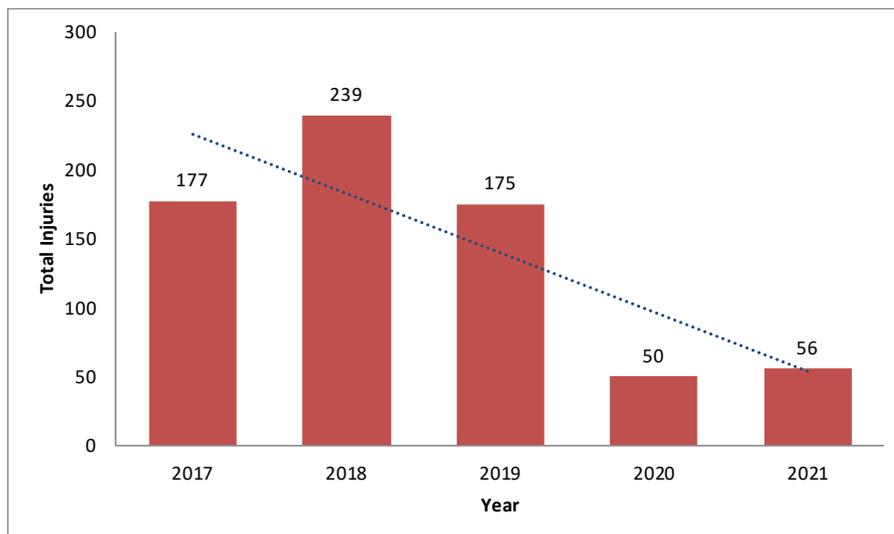
An injury refers to the occurrence of a sudden and unforeseen event arising out of, or in the course of, a university-sanctioned activity attributable to any factor that caused an injury or an occupational disease (an exposure to conditions or substances that resulted in a disease). Injuries are grouped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

For the period of October 1 to December 31, 2021, **17 injuries** were reported, bringing the 2021 total to **56**. This represents a 12% increase in total injuries in 2021 when compared to 2020.

Year	Total Injuries
2020 Q4 <i>Oct., Nov., Dec.</i>	7
2020 <i>Full Year</i>	50
2021 Q4 <i>Oct., Nov., Dec.</i>	17
2021 <i>Full Year</i>	56

As compared to years 2019 and before, the pandemic had a major influence on this KPI. With most courses delivered on-line in Winter and Summer, and the fact that many university employees continued to work from home, at least partially, affected the number of injuries on campus in the past two years as illustrated in the graph below.

Due to the pandemic, the 5-year average number of total injuries per year has dropped again, 139 from 162 and the 5-year trend is decreasing.



Graph 11: Total Injuries per Year

Sports Injuries Included in Total Injuries

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

Year	Sports Injuries
Q4 2020 <i>Oct., Nov., Dec.</i>	0
2020 <i>Full Year</i>	4
Q4 2021 <i>Oct., Nov., Dec.</i>	0
2021 <i>Year To Date</i>	1

The pandemic caused almost all Recreation & Athletics activities to cease, with many prohibited by public health directives. As a result, the number of sports injuries in 2021 was significantly less than 2020 and previous years.

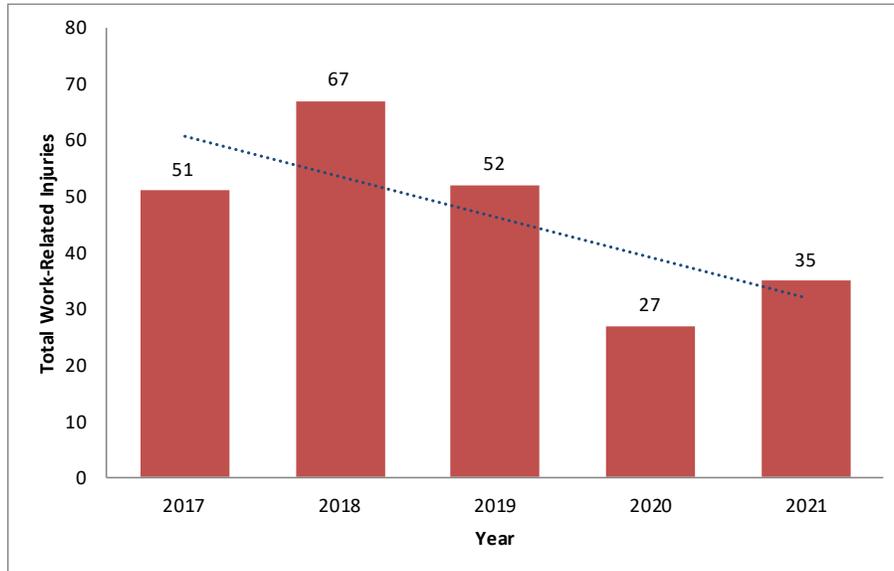
8. Work-Related Injuries

Work-Related Injuries are a subset of the total Injuries (Section 7), whereby the injured person is a worker (staff or faculty). An injury or illness is considered work-related when an employee is involved and if an event, or exposure in the work environment, either caused or contributed to the resulting condition or significantly aggravated a pre-existing injury or illness. Work-related injuries are investigated by EHS staff and when warranted, an investigation report with corrective actions is submitted to the employee's supervisor. Work-related injuries can happen on campus, as well as outside campus. Employees working from home did not report any work-related injury in 2021.

For the period of October 1 to December 31, 2021, **10** of the 17 reported injuries (Section 7) were work-related, bringing the 2021 total to **35**.

Year	Work-Related Injuries
2020 Q4 <i>Oct., Nov., Dec.</i>	7
2020 <i>Full Year</i>	27
2021 Q4 <i>Oct., Nov., Dec.</i>	10
2021 <i>Full Year</i>	35

In 2021, the total number of work-related injuries increased by 30% compared to 2020. The evolution of work-related injuries over a 5-year period is presented in the graph below.



Graph 12: Work-Related Injuries per Year

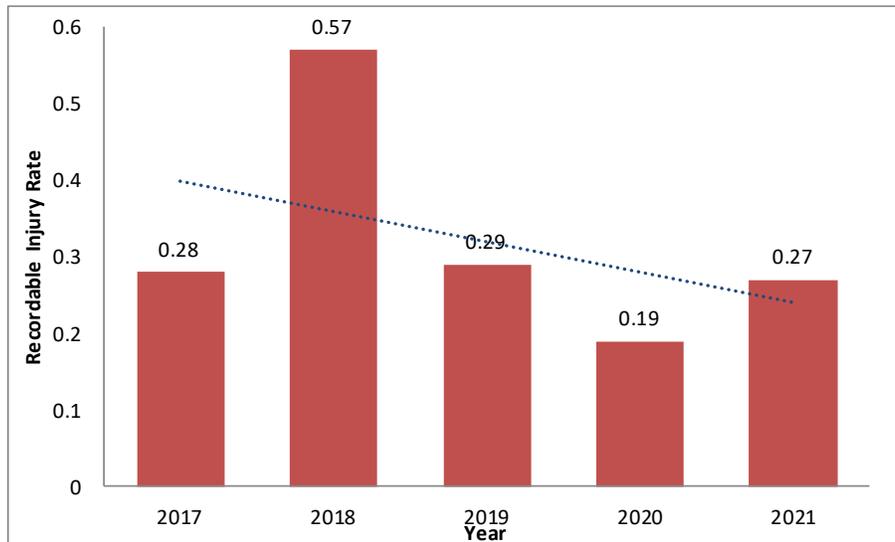
Recordable Injury Rate (RIR)

The Recordable Injury Rate (RIR), also commonly referred to as the recordable incident rate, is calculated by multiplying the number of Work-Related Injuries by 200,000 labour hours, and then dividing that number by the number of labour hours during that period. Furthermore, 200,000 labour hours equates to 100 employees, who work 40 hours per week 50 weeks per year. The calculated rate is per 100 employees.

Year	Recordable Incident Rate
2020 <i>Full Year</i>	0.19
2021 <i>Full Year</i>	0.27

The University's 2021 Recordable Injury Rate was 0.27 work-related injuries per 100 full-time employees, compared to 0.19 in 2020.

The evolution of the Recordable Injury Rate over a 5-year period is presented in graph 13 below.



Graph 13: Recordable Injury Rate per Year

9. Worker Compensation Claims

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

For the period of October 1 to December 31, 2021, there were **4** accepted worker compensation claims. As a result, the total number of accepted claims in 2021 is 43% more than 2020.

Year	Accepted Compensation Claims
2020 Q4 <i>Oct., Nov., Dec.</i>	2
2020 <i>Full Year</i>	7
2021Q4 <i>Oct., Nov., Dec.</i>	4
2021 <i>Full Year</i>	10

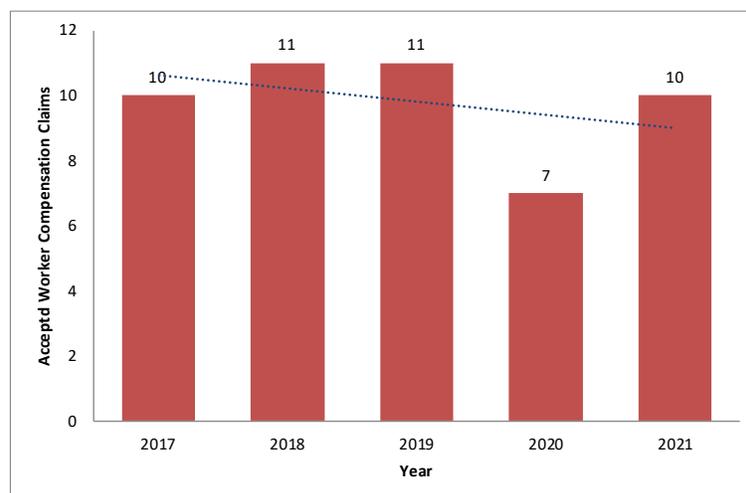
The table below provides details on all accepted worker compensation claims for 2021. For each claim, the total number of lost-time days in 2021 is indicated, if applicable.

Graph 14 presents the 5-year evolution of the number of worker compensation claims.

Table: 2021 Accepted Worker Compensation Claims

Date	Description	Department	Diagnosis	Lost-Time Days YTD
2021-02-17	The LB Garage Door swung open, the employee fell and sustained injury to forehead and a knee.	IITS	Forehead Laceration/ Knee Abrasions	0
2021-03-03	The employee hit his arm on the door frame and sustained a contusion.	Facilities Operations	Contusion/ Bruise Left Elbow	13
2021-03-18	The employee was installing scaffolding and sustained an injury to the left elbow.	Facilities Operations	Contusion Left Elbow/Right Hand Middle Finger	7
2021-06-09	The employee was installing winter carpets and sustained a knee injury.	Facilities Operations	Right knee Strain	162
2021-08-17	The employee was stung by a wasp.	Facilities Operations	Wasp sting	0
2021-09-08	The employee was transporting a gas cylinder when it fell on their chest and sustained a contusion.	BCEE	Contusion Thorax	12
2021-10-01	Employee hit their head on scaffolding and sustained a concussion.	Fine Arts	Concussion	29
2021-10-07	The employee tripped on a pipe in a mechanical room.	Facilities Operations	Contusion Coccyx	54
2021-10-29	The employee lifted a ladder and sustained a cervical sprain.	Facilities Operations	Cervical sprain	2
2021-11-18	Employee fell from their chair and sustained a contusion.	Biology	Contusion Coccyx	6

The 5-year average number of accepted worker's compensation claims per year is 10.



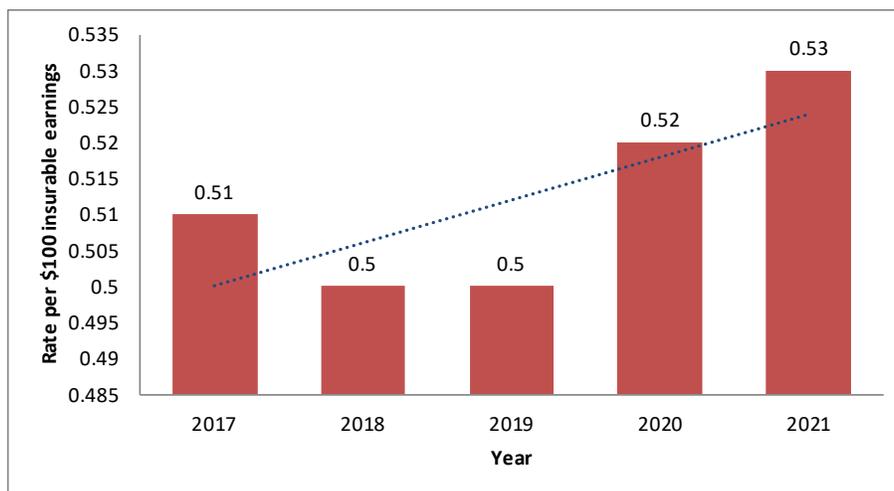
Graph 14: Accepted Worker Compensation Claims per Year

Every year, the *Commission des normes, de l'équité, de la santé et de la sécurité du travail* (CNESST) assigns the University a personalized insurance rate that is based in part on the University's past worker's compensation claims. All efforts to reduce workplace injuries and to reduce the total number of lost-time days, including temporary reassignment, help contribute to maintaining the cost of the university's CNESST program at a relatively stable level.

After being on a downward trend in 2017 and 2018, and stable for 2019, the University's personalized rate increased slightly in 2020 and 2021. The 2021 rate was set at \$0.53 per \$100 of insurable payroll, compared to \$0.52 for 2020.

CNESST categorizes every institution and every company in one of the many sectors, based on their activities.¹ Quebec universities are categorized in the "*Enseignement collégial ou universitaire, bibliothèque, laboratoire ou centre de recherche*" sector. In 2021, the CNESST assigned those institutions who are not using a personalized insurance rate a general sector rate of **\$0.60** per \$100 of payroll, up from \$0.59 in 2020. Concordia's personalized rate for 2021 (\$0.53) is therefore **13% lower** than the general sector rate (\$0.60). The risk factor attributed to Concordia by the CNESST is lower than the average risk factor of other employers operating in the same sector.

In 2020, the base contribution paid to the CNESST was \$ 1,500,572, calculated on the insurable payroll for 2020 (earnings up to \$78,500). In 2021, based on a slightly higher rate and higher insurable payroll, the base contribution paid to CNESST was slightly higher at \$ 1,541,041² based on insurable payroll (earnings up to \$83,500). These amounts calculated using the University's personalized insurance rate only represents an approximation of the true cost of insurance. The true cost is only finalized four years following the year of the claim; this allows the CNESST to adjust the cost of insurance based on the severity of the compensation claims from any given year.



Graph 15: Concordia's Personalized Insurance Rate per Year

¹ See [Table des Taux 2022 - Unités de classification](#), published online by CNESST

² Note that this amount is an estimate based on disbursements in the financial system as the payroll report on actual insurable salaries for 2021 is not yet available.

10. Lost-Time Days

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

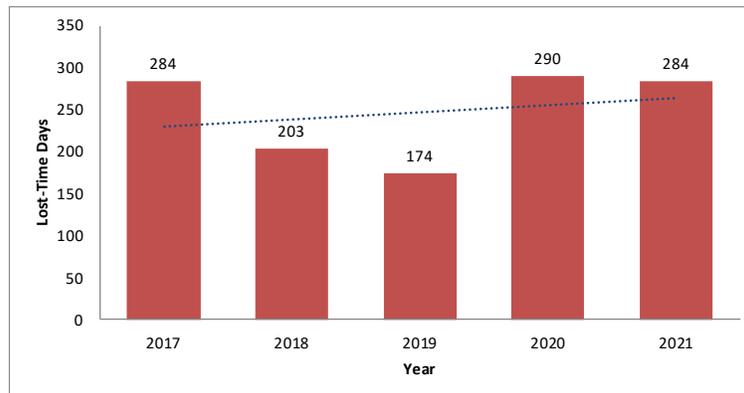
For the period of January 1 to December 31, 2021, there were **10** Lost-Time Work-Related Injuries which resulted in **285 Lost-Time Days**. (See “Accepted Worker Compensation Claims” table Section 9 for details).

Year	Lost-Time Days
2020 Q4 <i>Oct., Nov., Dec.</i>	95
2020 <i>Full Year</i>	290
2021 Q4 <i>Oct., Nov., Dec.</i>	148
2021 <i>Full Year</i>	285

There was a 2% decrease in Lost-Time Days in 2021 compared to 2020 despite a 30% increase in Work-Related injuries.

This indicates that employees were away from work for shorter periods following a Work-Related injury.

The formal Return to Work program began in 2021 and will be strengthened by the *My Workplace Health and Safety* module in Unity. The Return-to-Work program is meant to protect employability and recognizes that even though a worker may not be able to do their original tasks (temporarily or permanently), they can still make a valuable contribution to the workplace. A formal Return to Work program helps reduce the number of Lost-Time Days.



Graph 16: Total Lost-Time Days per Year

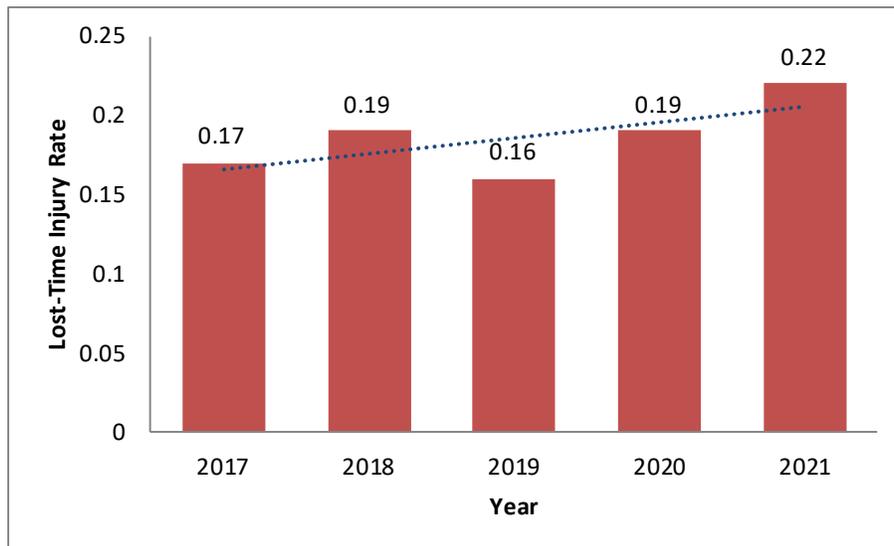
Lost-Time Injury Rate (LTIR)

The Lost-Time Injury Rate measures the occurrence of work-related injuries that resulted in an employee’s inability to work the next workday. It represents the number of lost-time injuries per 100 full-time employees in the stated period. The LTIR is calculated by multiplying the number of Lost-Time Work-Related Injuries by 200,000 labour hours and then dividing that number by the number of labour hours during that period. Therefore, 200,000 labour hours equate to 100 employees who work 40 hours per week 50 weeks per year. The calculated rate is per 100 employees.

Year	Lost-Time Injury Rate
2020 <i>Full Year</i>	0.19
2021 <i>Full Year</i>	0.22

The University’s 2021 Lost-Time Injury Rate is 0.22 lost-time injuries per 100 full-time employees. 2021 was the sixth year that this data was collected.

The 5-year average Lost-Time Injury Rate is 0.19 lost-time injuries per 100 full-time employees.



Graph 17: Lost-Time Injury Rate per Year

Lost-Time Day Rate (LTDR)

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

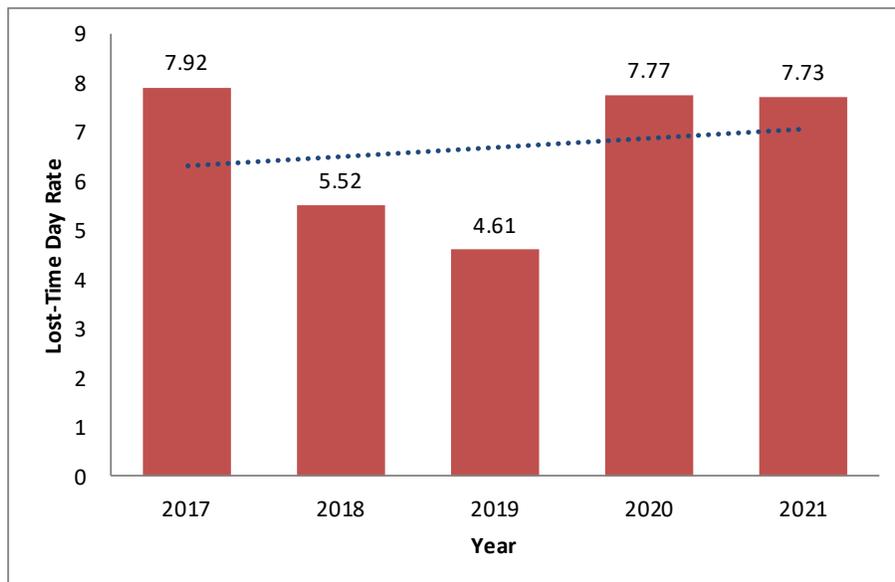
$$LTDR = \frac{\text{Number of lost time days per year} \times 200,000h}{\text{Number of employee labour hours during the year}}$$

200,000 labour hours equates to 100 employees, who work 40 hours per week, 50 weeks per year. The calculated rate is per 100 employees.

Year	Lost-Time Day Rate
2020 <i>Full Year</i>	7.77
2021 <i>Full Year</i>	7.81

The University's 2021 LTDR was 7.81 lost days per 100 full-time employees. In 2021, for every work-related injury, an employee was more likely to have associated lost time.

2021 was the sixth year that this data was collected; the 5-year average Lost-Time Day Rate is 6.73 lost-days per 100 full-time employees.



Graph 18: Lost-Time Day Rate per Year

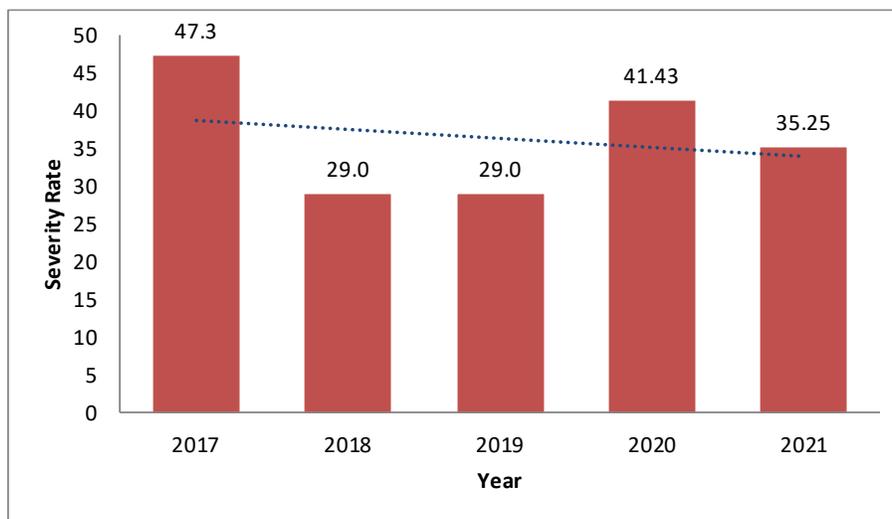
Severity Rate

The Severity Rate provides an average of the number of Lost-Time Days per Lost-Time Work-Related Injury. The Severity Rate is calculated by dividing the total number of lost-time days by the total number of work-related injuries with lost-time. The Severity Rate is a cumulative rate calculated at the end of each quarter.

Year	Severity Rate <i>average lost-time days per lost-time injury</i>
2020 <i>Full Year</i>	41.43
2021 <i>Full Year</i>	35.63

The University's 2021 Severity Rate was 35.63.

The 5-year average Severity Rate is 36.47 and the 5-year trend is decreasing.



Graph 19: Severity Rate per Year

11. Near-Misses

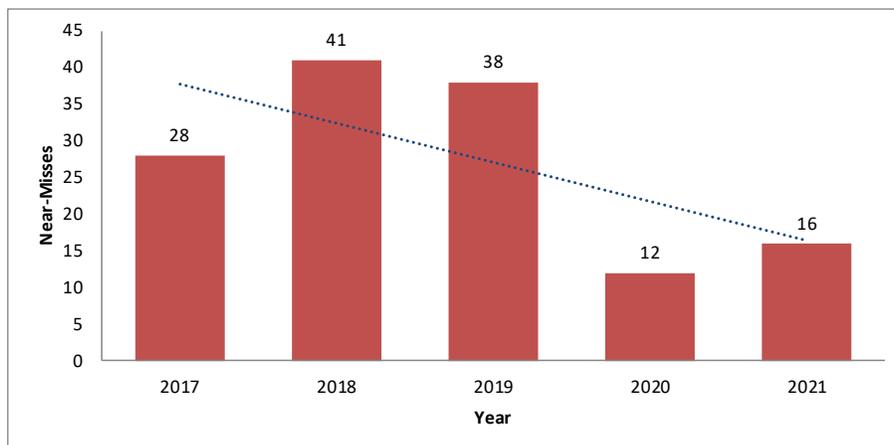
A Near-Miss is the occurrence of an event on university property, arising out of, or in the course of, a university-sanctioned activity attributable to any factor that could have caused either an injury or material damage. For example, events such as tripping on a stair or slipping in a water puddle,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

For the period of January 1 to December 31, 2021, a total of **16** Near-Misses were reported, of which 8 were from Q4. Compared to 2020, there was a 33% increase in reported Near-Misses in 2021.

Year	Near-Misses
2020 Q4 <i>Oct., Nov., Dec.</i>	2
2020 <i>Full Year</i>	12
2021 Q4 <i>Oct., Nov., Dec.</i>	8
2021 <i>Full Year</i>	16

Near-Misses are also traditionally underreported since employees do not often see the relevance of reporting a Near-Miss. Near-Miss reporting is correlated to the safety culture of the institution. Given that the number of people on campus dropped significantly due to the pandemic, the number of reported near-misses has dropped in 2020 and 2021.

The 5-year trend for reported near-misses is decreasing, with a 5-year average of 25 Near-Miss reported per year.



Graph 20: Total Number of Near-Misses per year

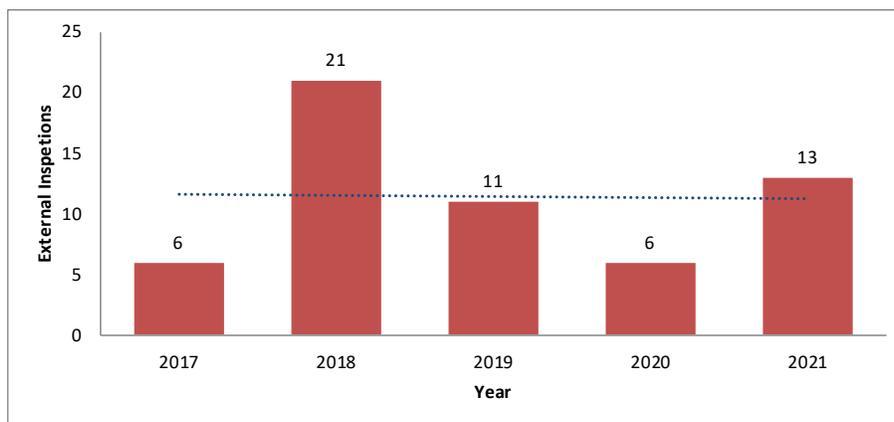
12. External Inspections

External inspections refer to inspections or audits of university premises or safety programs conducted by government agencies or third parties (e.g., insurance provider). Third-party audits include those performed at the request of Environmental Health & Safety. These inspections and audits complement EHS work and ensure that the University's activities and facilities comply with all applicable legislation and regulations.

For the period of October 1 to December 31, 2021, there were **2** external inspections by the CNESST that occurred on December 15 and 20. Both CNESST inspections were follow-up inspections related to the machine safety initiative. No new non-compliance issues were noted during these inspections. The 2021 total number of external inspections was 13, a 117% increase compared to 2020.

Year	External Inspections
2020 Q4 <i>Oct., Nov., Dec.</i>	2
2020 <i>Full Year</i>	6
2021 Q4 <i>Oct., Nov., Dec.</i>	2
2021 <i>Full Year</i>	13

In 2020, government agencies conducted a limited number of inspections due to the COVID-19 pandemic. Their activity is progressively returning to pre-pandemic levels.



Graph 21: Total Number of External Inspections per year

CNESST Inspections

As of December 31, 2021, a total of 213 non-compliance citations were received over the last 4 years from the CNESST's initiative to verify the university's compliance with machine safety regulations. As of December 31, 2021, 209 of the 213 the non-compliance citations (98%) were corrected.

13. Regulatory Citations

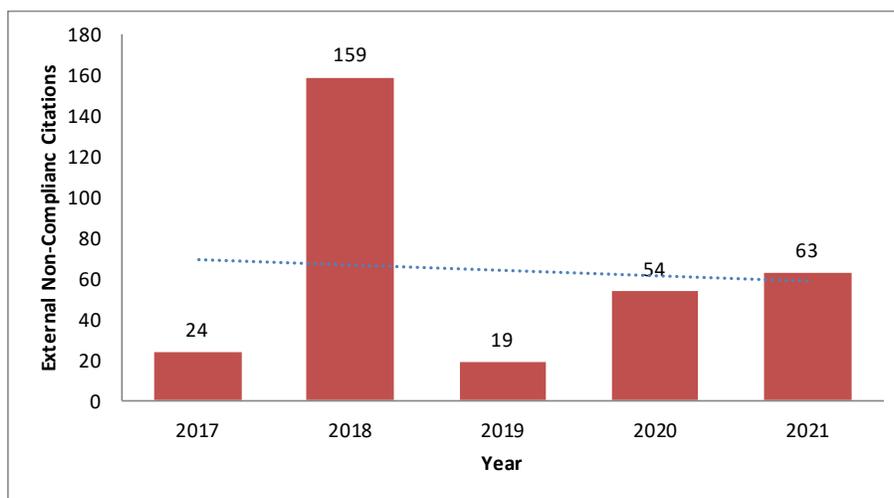
The University may receive regulatory citations for non-compliance with federal, provincial, or municipal laws, regulations or by-laws. Regulatory citations can be the outcome of government inspections or interventions (e.g., CNESST, Public Health Agency of Canada, Canadian Nuclear Safety Commission,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

For the period of October 1 to December 31, 2021, the university did not receive any regulatory citations.

In 2021, 63 of the regulatory non-compliance citations are from CNESST inspection, representing all 2021 regulatory citations.

Year	Regulatory Citations
2020 Q4 <i>Oct., Nov., Dec.</i>	24
2020 <i>Full Year</i>	54
2021 Q4 <i>Oct., Nov., Dec.</i>	0
2021 <i>Full Year</i>	63

The 5-year trend in regulatory citations is increasing, however it is heavily influenced by the 2018 CNESST initiative to improve compliance with machine safety and guarding regulations. The 2018 initiative continued to have an impact in 2021, with follow-up inspections resulting in new non-compliance citations.



Graph 22: Regulatory Citations per Year

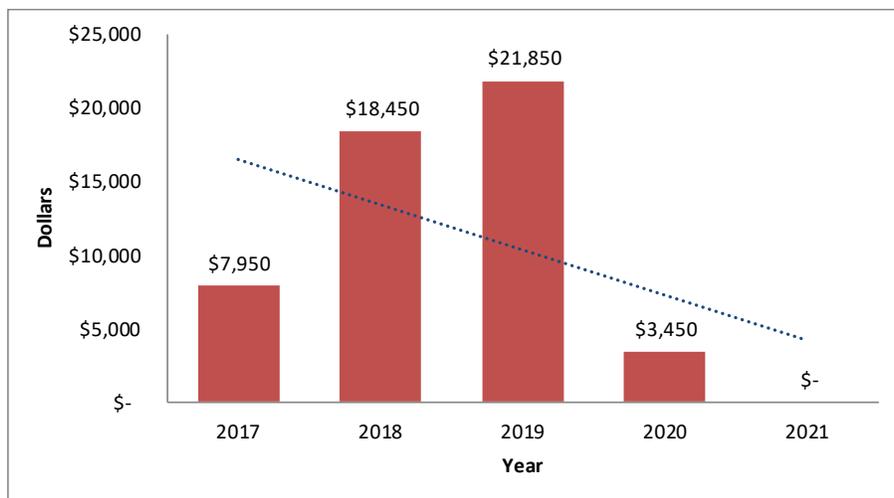
14. Regulatory Fines

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

For the period of October 1 to December 31, 2021, Concordia did not receive regulatory citations. As a result, there are no regulatory fine for the Q4 period. Since EHS implemented this KPI, this is the first year achieved without a fine.

Year	Fines Received
2020 Q4 <i>Oct, Nov, Dec</i>	\$2700
2019 <i>Full Year</i>	\$3450
2021 Q4 <i>Oct, Nov, Dec</i>	\$0
2021 <i>Full Year</i>	\$0

The 5-year trend of fines received by Concordia University is presented in the graph below. The five-year average is \$10,340 (\$12,925 if 2021 is excluded).



Graph 23: Regulatory Fine Received per Year

15. Hazardous Materials Emergency Responses

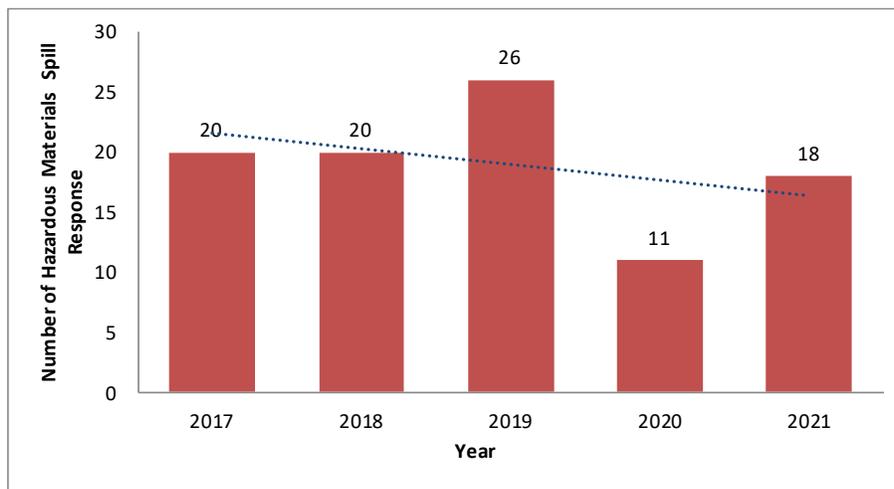
The University’s Hazardous Materials Emergency Response Team responds to hazardous material emergencies that occur on university premises, including spills and odours. Service providers are called upon to assist when a major spill occurs, and additional resources are required.

Between October 1 to December 31, 2021, there were 8 hazardous materials emergency response by the Hazardous Materials Spill Response Team. These bring the 2021 total to 17 hazardous emergency responses. It represents a 64% increase compared to 2020, and a 31% decrease compared to 2019.

Year	Hazardous Material Spill Responses
2020 Q4 <i>Oct., Nov., Dec.</i>	1
2020 <i>Full Year</i>	11
2021 Q4 <i>Oct., Nov., Dec.</i>	8
2021 <i>Full Year</i>	17

The number of responses in 2020 and 2021 reflect the influence of the pandemic, with a very low activity on campus in 2020, and a moderate activity on campus in 2021.

The 5-year trend is presented on the graph below.



Graph 24: Total Hazardous Materials Spill Responses per Year



**BOARD OF GOVERNORS
OPEN SESSION
Meeting of March 17, 2022**

AGENDA ITEM: Appointment of the Ombuds Office Appraisal Committee

ACTION REQUIRED: For approval

SUMMARY: Board approval is being sought to appoint the Ombuds Office Appraisal Committee.

BACKGROUND:

In accordance with the *Terms of Reference of the Ombuds Office*, the appointment of the Ombudsperson shall be made for an initial term of two years, renewable for further terms of five years. The Board of Governors appointed Amy Fish as Ombudsperson for an initial term of two years beginning on March 14, 2016 and ending on March 13, 2018. Following an in-depth, informal performance evaluation which was concluded in November 2017, Amy Fish was reappointed for a five-year term beginning on March 14, 2018 and ending on March 13, 2023.

Before the renewal of any subsequent five-year terms, the *Terms of Reference of the Ombuds Office* call for an appraisal committee to be appointed by the Board, chaired by the Secretary-General, and composed of representatives of the University constituencies, including at least one undergraduate and one graduate student. The Appraisal Committee shall:

- a) review the operations of the Ombuds Office;
- b) make recommendations with respect to the Ombuds Office; and
- c) make a recommendation with respect to the renewal of the Ombudsperson

This review shall include consultations with the University community as well as an external appraisal.

DRAFT MOTION:

That in accordance the *Terms of Reference of the Ombuds Office*, the Board of Governors appoint the Ombuds Office Appraisal Committee with the following membership:

- Frederica Jacobs, Secretary-General and General Counsel - Chair
- Melodie Sullivan, Senior Legal Counsel, University Secretariat
- Aisha Topsakal, Director, Office of Rights and Responsibilities

- Carolina Willsher, Associate Vice-President, Human Resources
- Daren Dumoulin, Interim Director, Campus Security and Emergency Management
- Philippe Caignon, Associate Dean, Student Academic Services, Faculty of Arts and Science
- Amir Aghdam, Professor, Gina Cody School and Academic Code Administrator, School of Graduate Studies
- Mrinalini, Graduate Student
- Sandra Mouafo, Undergraduate Student

Special Liaison to the Committee:

- Helen Antoniou, Chair of the Board of Governors

Secretary of the Appraisal Committee:

- Andrea Renaud, Interim Director, University Secretariat

PREPARED BY:

Name: Shelina Houssenaly

Date: February 18, 2022



REPORT TO THE BOARD OF GOVERNORS

GRAHAM CARR
PRESIDENT AND VICE-CHANCELLOR

MARCH 2022



CRISIS IN UKRAINE

Like the rest of the world our community is appalled by Russia's invasion of Ukraine and the humanitarian crisis that this war is inflicting. We continue to provide support services 24/7 to students, staff and faculty from Ukraine and neighbouring countries. We are also promoting the Ukraine Humanitarian Crisis Appeal to our community and working with other universities and organizations to support Ukrainian students and scholars in need.

INTRODUCTION

We can all take great pride that Concordia placed number one in Canada for the fifth straight year in the **Times Higher Education (THE) Young University Rankings**. The rankings measure five areas: teaching, research, citations, international outlook and industry income. We're also number one in North America in the QS World University Rankings of the **Top 50 Under 50** for a third consecutive year. The rankings weigh academic reputation, employer reputation, research citations per faculty member, faculty-student ratio, proportion of international students, and proportion of international faculty members.

In more excellent rankings news, our EMBA moved up six places to 27th out of the 84 programs reviewed in *CEO Magazine's Global MBA Rankings*. We're second in Canada and the only Quebec university featured. The same ranking placed our MBA as a Tier 1 program.

Two Concordia students won medals for Team Canada at the recent **Olympic Winter Games** in Beijing. **Marion Thénault** and her teammates won bronze in mixed team aerial skiing. Marion studies aerospace engineering. And finance student **Pascal Dion** won gold in the men's 5,000 metre short-track speed skating relay. Pascal had previously won bronze at the PyeongChang Olympics in 2018.

For a seventh year in a row, Concordia has been recognized as a **top Montreal employer**. We're one of only 14 organizations to make the list every year since 2016. Evaluation criteria includes: the physical workplace; health, financial and family benefits; vacation and time off; and employee communications. The recognition highlighted our efforts with respects to equity, diversity and inclusion.

We've received a **gold ranking** from the Association for the Advancement of Sustainability in Higher Education for our **Sustainability Tracking, Assessment and Rating System (STARS) submission**. STARS enables organizations to measure their sustainability progress. The evaluated categories are: academics, engagement, operations, planning and administration, and innovation and leadership. Concordia has earned gold before, however, the assessment framework has become more demanding. Even still, we scored five per cent better than last time. We received full marks in the research subcategory of academics, and equally perfect marks in the innovation and leadership category.

TEACHING, RESEARCH, INNOVATION

The **Government of Canada** announced **\$76.4 million** in funding over four years to the **National Cybersecurity Consortium (NCC)**. The NCC and the resulting Cyber Security Innovation Network (CSIN) are co-led by Concordia and four other Canadian universities: University of New Brunswick, University of Calgary, Ryerson University and University of Waterloo. **Mourad Debbabi**, Dean of the Gina Cody School of Engineering and Computer Science, is one of five co-founding executive directors of the NCC and **Paula Wood-Adams**, Interim Vice-President, Research and Graduate Studies, is chair of the NCC board. The consortium also includes numerous industry and public sector partners. It is one of the largest, if not the largest, research funding programs of which Concordia has been part. The mission of the NCC is to address cybersecurity challenges in terms of R&D, innovation and training, and to help institutions and businesses across Canada manage cyber threats.

In this year's report on the **Top 50 Research Universities in Canada**, **Research Infosource Inc.** ranked Concordia first among comprehensive universities in terms of the growth in both corporate and not-for-profit research income for the period 2001 to 2020.

In the fall **CIHR Project Grant** competition, the following were awarded:

- **Linda Boijj** (Department Psychology) received **\$1.392 million** for her project "The Neurodevelopmental Trajectory of Adolescents with Anorexia Nervosa: A Canada-Wide Longitudinal Multi-Modal Imaging Study."
- **Sylvia Santosa** (Department of Health, Kinesiology and Applied Physiology) received **\$589,050** for her project "Tummy vs Thighs: Defining Healthy and Unhealthy Subcutaneous Adipose Tissue Characteristics in Obesity and Type 2 Diabetes and the Effects of Surgically Induced Weight Loss."
- **Roisin O'Connor** (Department of Psychology) received **\$558,448** for her project "Drinking to cope: A prospective examination of transition-related risk in emerging adulthood."
- **Claudine Gauthier** (Department of Physics) received **\$100,000** towards her project "Brain health in females across the adult lifespan: quantitative imaging of the effect of estradiol, arterial stiffness, and inflammation on the brain."

Christian Moreau (Department of Mechanical, Industrial and Aerospace Engineering and Senior Advisor to the Vice-President, Research and Graduate Studies on Aerospace) will receive **\$1.875 million** as co-principal investigator on a project funded through the **New Frontiers in Research Fund**. The total value of the project is \$24 million.

Simon Bacon was awarded **\$1.5 million** from the **Weston Family Foundation** as part of its Brain Health: 2021 – Lifestyle Approaches and Microbiome Contributions for his project "Examining bariatric surgery patients and how dramatic changes in diet can influence brain structure and function, towards identifying patterns that can improve cognitive health as well as those associated with risk of cognitive decline." **Thanh Dang-Vu** (Department of

Health, Kinesiology and Applied Physiology) also received **\$1.5 million** from the same program for a project he will conduct at the *Centre de Recherche de l'Institut Universitaire de Gériatrie de Montréal* (CRIUGM).

Concordia announced five new **Canada Research Chairs**. The total award value, including additional infrastructure funding from various sources, exceeds **\$5 million**. The new CRCs are:

- **Melissa Passarelli** (Department of Chemistry and Biochemistry) Canada Research Chair in Spatial Omics: from Single-cell to Clinical Innovations (Tier 2)
- **Ishita Tiwary** (Mel Hoppenheim School of Cinema) Canada Research Chair in Media and Migration (Tier 2)
- **Elena Kuzmin** (Department of Biology) Canada Research Chair in Synthetic and Functional Genomics (Tier 2)
- **Rachael (Ré) Mansbach** (Department of Physics) Canada Research Chair in Computational Physics/Biophysics (Tier 2)
- **Nicole Alberts** (Department of Psychology) Canada Research Chair in Behavioural Health Intervention (Tier 2)

Vivek Venkatesh (Department of Art Education and Director of the Centre for the Study of Learning and Performance) had his **UNESCO Chair** renewed for a second four-year mandate. His UNESCO Chair is the first one to simultaneously be held across three institutions (Concordia, UQAM, Sherbrooke) with three co-Chairs.

Four **SSHRC Connection Grants** totalling **\$155,872** were awarded.

David Kwan (Department of Biology) received **\$100,000** from **Glyconet** (the Canadian Glycomics Network) for his project “Engineering the enzymatic synthesis of oligosaccharides to probe the role of internalized glycans.”

Mebs Kanji (Department of Political Science) received **\$50,000** through the **FRQSC T-AP** (Plateforme transatlantique) program for his project “*Explorer le rôle de la capacité d'adaptation sur la performance démocratique (ERCA PD) : Les organisations gouvernementales et à but non lucratif dans la pandémie.*”

Catherine Mulligan (Department of Building, Civil, and Environmental Engineering) and **Emad Shihab** (Department of Computer Science and Software Engineering) each received **\$20,000** through **NSERC's Idea to Innovation (I2I) – L2M grant program**.

Concordia students can now combine academic studies with paid employment opportunities. The new **Campus EX-L (experiential learning) program** is designed to offer short- or long-term on-campus work projects that match personal and career aspirations. By working on campus-based projects, students can also exercise better time management by saving hours that may be otherwise spent travelling to employer locations. An important

consideration of the program includes providing students from equity-seeking groups with greater access to work opportunities by working in close collaboration with many partners across the university, including the Otsenhákta Student Centre and Black Perspectives Office.

A new Concordia-led project is tackling systemic forms of discrimination that Black, Indigenous and People of Colour Face. It is doing so by documenting how these communities sustainably build resilience in an increasingly polarized society. Led by the UNESCO Chair in Prevention of Radicalization and Violent Extremism, and based in Montreal, Chicoutimi and Edmonton, the **Innovative Social Pedagogy to Empower Indigenous Communities, Reduce Gender and Racial Biases project** aims “to build awareness, create spaces for pluralistic dialogues and combat discrimination and online hate.”

The Faculty of Fine Arts will relaunch its **field school** program for summer 2022. Working alongside Concordia International, the Faculty is offering opportunities in Denmark, Serbia, Mexico, Colombia, the United States as well as one in Montreal at the Festival TransAmériques. Field schools are more than study trips – they are intensive, place-based classrooms or studios with carefully structured courses. Students become translators of experience, interpreters of culture, manipulators of material and ambassadors of their field of study — both on site and when they return home.

From February 16th to April 9th, **Moyra Davey: The Faithful** is at the **Leonard and Bina Ellen Art Gallery**. The exhibition surveys Moyra’s decades-long practice comprising photography, film and writing.

Also at the Gallery, on January 26th, **SIGHTINGS 34: LALO AS MACOUTE**, a project by Michaëlle Sergile opened. The 34th edition of SIGHTINGS explores the creation of fictional and factual stories about the Haitian figure of the Fiyet Lalo (Fillettes Lalo, or Lalo Girls).

Activities at MILIEUX:

- Belgian artist **Frederik de Bleser** visited the Institute the week of February 21st and engaged in a variety of internal and public-facing talks and events.
- On March 15th, **Sophie Bishop** discussed her research on influencer culture in the U.K. in an online talk presented by Machine Agencies. Sophie researches how creative work and promotional cultures are increasingly shaped by social media platforms, and the implications for labour, representation and discrimination. Sophie is a Lecturer in Cultural and Creative Industries at Sheffield University Management School.

UNIVERSITY ADVANCEMENT

To commemorate the 552nd anniversary of the founder of Sikhism's birth, the **Government of India** made a gift of **\$116,859** to establish an academic position at Concordia. Co-funded by the Indian Council for Cultural Relations and **Cuckoo Kochar, MEng 78**, the **Guru Nanak Dev Ji Academic and Research Initiative** will support a visiting scholar at the Gina Cody School of Engineering and Computer Science.

André R. Desmarais, BComm 78, LLD 07, gave **\$100,000** to advance a variety of university priorities. An honorary chair to the Campaign for Concordia, his giving to the university now exceeds \$2 million.

Michael R. Minkoff, BComm 68, gave **\$50,000** to increase his support of Concordia's Greatest Needs to \$100,000.

A gift of **\$50,000** from **James M. Stanford, BSc 58, LLD 00**, bolstered his past support for the Montreal Institute for Genocide and Human Rights Studies.

A gift of **\$45,000** from **Richard Lapointe, BComm 90**, will further support a bursary established by the donor in 2007 to encourage full-time students newly admitted to the John Molson School of Business.

Eric Martel, BSc 86, gave **\$30,000** to establish a scholarship in support of students minoring in Entrepreneurship at the John Molson School.

A **\$30,000** gift from the **Tenaquip Foundation** will fund graduate scholarships for students in the Department of Studio Arts.

Alumni engagement

More than 100 alumni joined a virtual **toast the holiday season** on December 8th. Guests enjoyed tips from Master of Wine **Jacky Blisson, BA 02**, and food stylist **Hanna Hajilou, BA 07**.

A reception to recognize our **New York alumni chapter** was held on December 16th at Maman, a Tribeca restaurant owned by **Benjamin Sormonte, BComm 05**.

On January 29th, Alumni Relations hosted a fourth **Black Students Career Development Event** — the most successful edition to date. Participants included 160 alumni, students and professionals, eight campus partners and student clubs, and more than a dozen companies.

SERVICES AND SUSTAINABILITY SECTOR

The Office of Sustainability launched the **Sustainable Virtual Event Guide** in partnership

with Hospitality Concordia. A corresponding Sustainable Virtual Event Certification will soon be available to the Concordia community.

Concordia has **acquired software** for newly approved projects including: an electronic form solution to support student requests and workflows as part of their academic life, replacing current manual processes; an institutional software solution allowing to improve project portfolio management through better planning, prioritization, tracking, and measurement of the performance of IT and Facilities project investments.

All uniformed security personnel (106 individuals) completed an **anti-bias training**. This is the first online training to be delivered in this way. Based on its success, Campus Security plans on delivering de-escalation training.

In line with the alleviation of certain public health measures, student athletes have **returned to training** as of January 31st, and **varsity competitions** resumed on February 14th.



**BOARD OF GOVERNORS
OPEN SESSION
Meeting of March 17, 2022**

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

ACTION REQUIRED: For approval

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

BACKGROUND:

Further to the Board of Governors' approval of the new School of Health on June 16, 2021, amendments to the By-Laws are required. The University is taking this opportunity to make some additional modifications to the By-Laws, including changes to the mandates of certain Board Standing Committees, modernizing practices and updating references.

At its meeting of November 11, 2021, the Governance and Ethics Committee reviewed and approved the proposed amendments and suggested additional modifications. The Committee recommended that the articles of the Concordia University Act referred to in the By-Laws be reproduced in same. A summary of the relevant articles is included in footnotes to avoid making the text of the By-Laws too unwieldy (see Articles 14, 23 and 39 of the appended By-Laws). At its meeting of January 20, 2022, the Governance and Ethics Committee approved the additional amendments.

Marked and unmarked versions of the By-Laws are appended. For ease of reference, substantive changes are highlighted in grey in all versions.

In accordance with Article 80 a) of the By-Laws, any amendment to the By-Laws shall require a 15 days' written notice of motion regarding the proposed amendments. The notice was sent to Governors on February 22, 2022.

DRAFT MOTION:

That, on recommendation of the Governance and Ethics Committee, the Board of Governors approve the amendments to the Concordia University By-Laws.

PREPARED BY:

Name: Shelina Houssenaly
Date: February 21, 2021

BY-LAWS OF CONCORDIA UNIVERSITY

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Approved by the Board of Governors on December 11, 2019 [To be updated with new approval date].

**SECTION 1
NAME**

Article 1

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

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

**SECTION 2
SEAL**

Article 2

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

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

**SECTION 3
OFFICERS OF THE UNIVERSITY**

Article 3

The Officers of the University shall be:

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

The Chief Communications Officer;
The Secretary-General; and

- b) such other Vice-President or Chief Officer appointed by the Board of Governors who reports to the President; and
- c) such other Officers as may be designated by the Board of Governors.

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

Article 4

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

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

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

Article 5

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

Article 6

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

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

Article 7

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

Article 8

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

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

SECTION 4 SECRETARY OF THE BOARD OF GOVERNORS

Article 9

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

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

SECTION 5 MEMBERSHIP AND POWERS OF THE CORPORATION

Article 10

Membership in the Corporation shall consist of not more than twenty-five (25) persons who shall each hold office as provided for in [Article 26](#).

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

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

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

Article 11

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

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

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

Article 12

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

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

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

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

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

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

Article 13

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

Article 14

In addition to the powers provided for in Articles 2 and 7 of the *Concordia University Act*¹, the Corporation shall have the following powers:

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

SECTION 6 MEETINGS OF THE CORPORATION

Article 15

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

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

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

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

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

Article 16

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

Special meetings of the Corporation may be held by telephone or virtually.

Article 17

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

Article 18

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

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

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

Article 19

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

Article 20

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

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

Article 21

Notices calling meetings of the Corporation shall be sent electronically to each member, at least five (5) days prior to the date of the meeting. When it is deemed to be urgent, the members may be summoned to a special meeting on twenty-four (24) hours' notice.

Article 22

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

Article 23

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

- a) to amend these By-Laws under Article 80 c);
- b) to remove a member of the Corporation from office under Article 11; and
- c) to exercise the powers set forth in the last paragraph of Article 2 of the *Concordia University Act*² and Articles 7 and 9 of the *Concordia University Act*³.

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

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

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

SECTION 7
MEMBERSHIP OF THE BOARD OF GOVERNORS

Article 24

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

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

Article 25

The Board of Governors shall consist of the following persons:

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

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

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

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

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

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

Article 26

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

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

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

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

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

Article 27

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

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

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

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

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

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

Article 28

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

Article 29

All Governors shall be members of the Corporation.

Article 30

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

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

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

SECTION 8 MEETINGS OF THE BOARD OF GOVERNORS

Article 31

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

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

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

Article 32

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

Special meetings of the Board of Governors may be held by telephone or virtually.

Article 33

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

Article 34

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

- the resolution to be voted on is clearly stated to the Governors;
- the date by which Governors are required to respond is clearly stated;

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

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

Article 35

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

Article 36

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

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

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

Article 37

Notices calling meetings of the Board of Governors shall be sent electronically to each Governor, at least five (5) days prior to the date of the meeting. When it is deemed to be urgent, the Governors may be summoned to a special meeting on twenty-four (24) hours' notice.

Article 38

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

Article 39

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

- a) the exercise of the powers set forth in paragraphs r), u), y) and aa) of Article 41 of the present By-Laws;

- b) the amendment of these By-Laws under Article 80 b);
- c) a matter which may be specifically designated by the Board of Governors on a particular occasion; and
- d) the exercise of the powers set forth in Article 9 of the *Concordia University Act*⁴.

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

SECTION 9 FUNCTIONS AND POWERS OF THE BOARD OF GOVERNORS

Article 40

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

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

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

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

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

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

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

Article 41

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

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

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

SECTION 10 COMMITTEES OF THE BOARD OF GOVERNORS

Article 42

The Board of Governors may establish such Committees as it deems necessary or advisable for the efficient conduct of its business. Every such Committee shall have and exercise all the rights

and powers which the Board of Governors may delegate to it from time to time. Committee meetings are restricted to members and invited guests.

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

Article 43

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

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

Article 44

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

Article 45

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

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

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

Article 46

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

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

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

Article 47

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

Article 48

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

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

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

Article 49

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

Article 50

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

Article 51

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

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

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

Article 52

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

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

Article 53

The mandate of the Audit Committee includes:

- a) monitoring the internal audit function as set out in the *Policy on the Internal Audit Function* (BD-13), including the approval and monitoring of the annual internal audit plan;
- b) ensuring that appropriate and effective internal control mechanisms are in place;
- c) ensuring that the necessary follow-ups are carried out with the external auditors;
- d) monitoring the enterprise risk management process for the conduct of the University's affairs as set out in the *Policy on Enterprise Risk Management* (BD-14), including:
 - the review of quarterly Compliance Reports in areas of significant risk to the University, including, but not limited to, legal claims, health and safety matters, environmental issues and other regulatory matters;
 - the review of insurance protection pertaining to all property and liability of the University. A presentation on such insurance protection shall be made annually to the Committee.
- e) reviewing any activity likely to be detrimental to the University's financial situation which is brought to the Committee's attention by the internal auditors or any other person;

- f) dealing with complaints brought to its attention pursuant to the *Policy on Conflict of Interest* (BD-4);
- g) recommending changes to the accounting policies and practices of the University;
- h) ensuring the quality of the financial statements, reviewing them with the external auditors and recommending their approval; and
- i) recommending the appointment of the external auditors and the payment of the audit fees.

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

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

Article 54

The mandate of the Employee Benefits Committee includes:

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

The Committee consists of the following:

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

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

The Committee meets as required.

Article 55

The mandate of the Executive Committee includes:

- a) reviewing the draft agendas and documentation of Board of Governors meetings, making recommendations on the proposals presented to the Board of Governors and ensuring that the Board of Governors' decisions are carried out;

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

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

Article 56

The mandate of the Finance Committee includes:

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

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

Article 57

The mandate of the Governance and Ethics Committee includes:

- a) recommending governance rules and related policies and a code of ethics for the conduct of the University's affairs;
- b) recommending a code of ethics applicable to Board members and the University's personnel, subject to applicable law;
- c) recommending the expertise and experience profiles to be used in appointing Board members, except for the Chair of the Board of Governors and the President;
- d) recommending the appointment of external Board members based on the aforementioned profiles;
- e) recommending the appointment of the Chair of the Board of Governors as well as the two (2) Vice-Chairs of the Board of Governors;
- f) recommending the appointment of the Chancellor and the Deputy Chancellor as well as the candidates for the titles of Chancellor Emeritus, Governor Emeritus and President Emeritus pursuant to the *Policy on the Conferral of the Emeriti Title by the Board of Governors (SG-7)*;
- g) recommending the criteria for evaluating the performance of the Board of Governors and its members;
- h) evaluating the performance of the Board of Governors and submitting an annual summary of its evaluation to the Board of Governors; and
- i) developing and implementing programs for orientation and ongoing education of Board members.

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

Governors and no fewer than one (1) shall be an internal Governor. The Committee is chaired by an external Governor and meets at the call of the Chair.

Article 58

The mandate of the Honorary Degree Committee includes:

- a) conveying proposals regarding honorary degree nominees to Senate for recommendation to the Board of Governors;
- b) conveying proposals regarding Faculty awards of distinction to Senate for recommendation to the Board of Governors;
- c) conveying proposals regarding the establishment of new University-wide awards to be granted at convocation to Senate for recommendation to the Board of Governors; and

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

Article 59

The mandate of the Human Resources Committee includes:

- a) recommending and overseeing the implementation of the human resources policies for the University's employees;
- b) recommending collective bargaining mandates in accordance with the University's budget envelope;
- c) recommending tenure and sabbatical leave of academic personnel in accordance with the multi-year hiring plan;
- d) recommending and overseeing the application of the appointment, remuneration and evaluation policies for senior management personnel and employees not governed by a collective or association agreement;
- e) recommending the modifications to the salary scales, the general increase and the maximum eligible percentage increase for performance for senior management personnel and employees not governed by a collective or association agreement;
- f) ensuring that an external legal opinion is sought, as appropriate, in the case of termination of senior management personnel; and
- g) acting in an advisory capacity and making recommendations to the Board of Governors on all matters related to human resources.

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

Article 60

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

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

The Committee consists of the following:

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

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

The Committee meets as required.

Article 61

The mandate of the Real Estate Planning Committee includes:

- a) recommending a comprehensive short and long-term strategic plan for the management and development of the University's real estate and proposing ways in which this plan can be harmonized with the mission of the University as well as its overall strategic planning objectives;

- b) recommending policies with respect to the construction of new buildings and the expansion and renovation of existing buildings at the University;
- c) recommending proposals to maximize the use and advantages to the University of all property and physical plant occupied by the University, particularly those facilities which are owned by the University;
- d) recommending all expenditures over \$3 million as well as those expenditures of importance, as defined in the *Policy on Contract Review, Signing and Required Approvals* (BD-1), irrespective of the value of the expenditure, relating to the construction of new buildings and the expansion, repairs, and renovation of existing buildings and premises at the University; and
- e) recommending proposals regarding the acquisition or the disposal of buildings or properties.

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

SECTION 11

MEMBERSHIP OF SENATE

Article 62

The Senate shall be composed of fifty-four (54) voting members and eleven (11) non-voting members, as follows:

Voting members

- a) The President and Vice-Chancellor;
- b) The Provost and Vice-President, Academic;
- c) The Vice-President, Research and Graduate Studies;
- d) The Dean of the Faculty of Arts and Science;
- e) The Dean of the Gina Cody School of Engineering and Computer Science;
- f) The Dean of the Faculty of Fine Arts;
- g) The Dean of the John Molson School of Business;

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

Non-voting members

- r) The Vice-President, Advancement;
- s) The Vice-President, Services and Sustainability;
- t) The Chief Financial Officer;
- u) The Chief Communications Officer;
- v) The University Registrar;
- w) The Deputy Provost;
- x) The Executive Director, Centre for Continuing Education;
- y) The Secretary-General;

- z) Two (2) members of the administrative and support staff, appointed in accordance with the procedures used to appoint the representatives of the administrative and support staff of the Board of Governors; and
- aa) One (1) part-time faculty member who shall be appointed from among the Gina Cody School of Engineering and Computer Science, unless the number of course sections taught by part-time faculty members surpasses 30% of the total, in which case the part-time member shall be appointed a voting member in accordance with Article 62 l).

Article 63

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

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

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

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

Senators shall remain in office until replaced by their successors.

Article 64

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

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

- ii) have successfully completed, in the previous academic year, a minimum of nine (9) credits in the case of undergraduate students or six (6) credits in the case of graduate students.

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

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

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

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

- c) Suspension or expulsion from the University shall immediately render students ineligible to serve on Senate. Suspension or termination of employment at the University shall immediately render faculty members, librarians and members of the administrative and support staff ineligible to serve on Senate. Constituencies that appoint individuals as their representative members are expected to conduct appointment processes in view of the duties and obligations of Senators specified in the *Code of Ethics and Conduct Applicable to Members of Senate and Members of Committees Established by Senate* (US-1). A constituency may request, in writing, that the seat of one of its appointees be vacated. Vacated seats shall be filled as specified in Article 62.
- d) The part-time faculty member appointed under article 62 aa) shall have taught at least one course in the Gina Cody School of Engineering and Computer Science in the last twelve (12) months prior to being appointed and shall teach at least one (1) course in the Gina Cody School of Engineering and Computer Science in each of the first two (2) years of their three (3)-year term.

SECTION 12 MEETINGS OF SENATE

Article 65

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

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

Senators are bound to respect the confidentiality of proceedings of closed session meetings as well as any information or documents obtained at those meetings, as stipulated in the *Code of*

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

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

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

Article 66

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

Article 67

Notices calling meetings of Senate shall be sent electronically to each Senator, at least five (5) days prior to the date of the meeting. When it is deemed to be urgent the Senators may be summoned to a special meeting on twenty-four (24) hours' notice.

Article 68

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

Article 69

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

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

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

**SECTION 13
FUNCTIONS AND POWERS OF SENATE**

Article 70

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

Article 71

In particular, Senate shall have the power to:

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

- any changes, additions or deletions in honors, major or other programs, whether graduate or undergraduate;
- any changes, additions or deletions in course offerings, whether graduate or undergraduate; and
- any changes, additions or deletions to the name of programs, whether graduate or undergraduate.

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

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

The Faculty and School Councils, with their own special powers, report to Senate.

Senate shall determine the reporting requirements for all councils.

SECTION 14 COMMITTEES OF SENATE

Article 72

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

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

Article 73

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

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

Article 74

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

Article 75

A majority of members shall constitute a quorum.

Article 76

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

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

**SECTION 15
THE FACULTIES AND SCHOOLS**

Article 77

There shall be four (4) Faculties, namely:

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

There shall be the School of Health.

There shall be the School of Graduate Studies.

Article 78

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

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

Article 79

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

The Faculty and School Councils shall be chaired by their respective Deans and report to Senate.

**SECTION 16
AMENDMENTS**

Article 80

Any amendment to these By-Laws shall require:

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

**SECTION 17
FISCAL YEAR**

Article 81

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

BY-LAWS OF CONCORDIA UNIVERSITY

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Approved by the Board of Governors on December 11, 2019 [To be updated with new approval date].

SECTION 1 NAME

Article 1

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

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

SECTION 2 SEAL

Article 2

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

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

SECTION 3 OFFICERS OF THE UNIVERSITY

Article 3

The Officers of the University shall be:

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

The Chief Communications Officer;
The Secretary-General; and

b) such other Vice-President or Chief Officer appointed by the Board of Governors who reports to the President; and

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

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

Article 4

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

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

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

Article 5

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

Article 6

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

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

Article 7

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

Article 8

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

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

SECTION 4 SECRETARY OF THE BOARD OF GOVERNORS

Article 9

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

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

SECTION 5 MEMBERSHIP AND POWERS OF THE CORPORATION

Article 10

Membership in the Corporation shall consist of not more than twenty-five (25) persons who shall each hold office as provided for in Article 26~~for a period of three years or less and who shall remain in office until their successors are elected.~~

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

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

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

Article 11

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

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

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

Article 12

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

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

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

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

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

- c) Suspension or expulsion from the University shall immediately render students ineligible to serve on the Corporation. Suspension or termination of employment at the University shall immediately render faculty members and members of the administrative and support staff ineligible to serve on the Corporation. Constituencies that appoint individuals as their representative members are expected to conduct appointment processes in view of the duties and obligations of members specified in the *Code of Ethics and Professional Conduct* ~~A~~*pplicable to Members of the Board of Governors and Members of*

Committees Established by the Board (BD-10). A constituency may request, in writing, that the seat of one of its appointees be vacated.

Article 13

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

Article 14

In addition to the powers provided for in Articles 2 and 7 of the *Concordia University Act*¹, the Corporation shall have the following powers:

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

SECTION 6 MEETINGS OF THE CORPORATION

Article 15

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

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

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

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

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

Article 16

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

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

Article 17

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

Article 18

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

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

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

Article 19

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

Article 20

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

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

Article 21

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

Article 22

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

Article 23

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

- a) to amend these By-Laws under Article 80 c);
- b) to remove a member of the Corporation from office under Article 11; and
- c) to exercise the powers set forth in the last paragraph of Article 2 of the Concordia University Act² and Articles 7 and 9 of the Concordia University Act³.

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

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

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

**SECTION 7
MEMBERSHIP OF THE BOARD OF GOVERNORS**

Article 24

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

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

Article 25

The Board of Governors shall consist of the following persons:

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

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

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

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

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

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

Article 26

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

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

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

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

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

Article 27

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

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

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

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

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

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

Article 28

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

Article 29

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

Article 30

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

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

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

SECTION 8 MEETINGS OF THE BOARD OF GOVERNORS

Article 31

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

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

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

Article 32

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

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

Article 33

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

Article 34

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

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

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

Article 35

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

Article 36

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

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

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

Article 37

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

Article 38

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

Article 39

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

- a) the exercise of the powers set forth in paragraphs r), u), y) and aa) of Article 41 of the present By-Laws;
- b) the amendment of these By-Laws under Article 80 b);
- c) a matter which may be specifically designated by the Board of Governors on a particular occasion; and
- d) the exercise of the powers set forth in Article 9 of the *Concordia University Act*⁴.

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

SECTION 9 FUNCTIONS AND POWERS OF THE BOARD OF GOVERNORS

Article 40

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

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

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

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

Board of Governors from the Executive Committee recommending confirmation of the Board of Governors' decision, without modification. If the report of the Executive Committee recommends a modification of the Board of Governors' decision, the decision shall not come into effect until the Board of Governors has, by a subsequent vote, reconfirmed the original decision, with or without modification.

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

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

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

Article 41

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

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

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

**SECTION 10
COMMITTEES OF THE BOARD OF GOVERNORS**

Article 42

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

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

Article 43

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

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

Article 44

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

Article 45

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

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

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

Article 46

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

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

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

Article 47

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

Article 48

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

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

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

Article 49

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

Article 50

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

Article 51

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

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

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

Article 52

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

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

Article 53

The mandate of the Audit Committee includes:

- a) monitoring the internal audit function as set out in the *Policy on the Internal Audit Function* (BD-13), including the approval and monitoring of the annual internal audit plan;
- b) ensuring that appropriate and effective internal control mechanisms are in place;
- c) ensuring that the necessary follow-ups are carried out with the external auditors;
- d) monitoring the enterprise risk management process for the conduct of the University's affairs as set out in the *Policy on Enterprise Risk Management* (BD-14), including:
 - the review of quarterly Compliance Reports in areas of significant risk to the University, including, but not limited to, legal claims, health and safety matters, environmental issues and other regulatory matters;

- the review of insurance protection pertaining to all property and liability of the University. A presentation on such insurance protection shall be made annually to the Committee.
- e) reviewing any activity likely to be detrimental to the University's financial situation which is brought to the Committee's attention by the internal auditors or any other person;
 - f) dealing with complaints brought to its attention pursuant to the *Policy on Conflict of Interest Code of Ethics and Safe Disclosure Policy applicable to Employees* (BD-4);
 - g) recommending changes to the accounting policies and practices of the University;
 - h) ensuring the quality of the financial statements, reviewing them with the external auditors and recommending their approval; and
 - i) recommending the appointment of the external auditors and the payment of the audit fees.

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

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

Article 54

The mandate of the Employee Benefits Committee includes:

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

group insurance plans, except for plans that are exclusively for employee groups with primary membership of part-time employees; and

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

The Committee consists of the following:

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

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

The Committee meets as required.

Article 55

The mandate of the Executive Committee includes:

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

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

Article 56

The mandate of the Finance Committee includes:

- a) recommending approval of the annual operating and capital budgets, examining the quarterly results and projections relating to the annual operating and capital budgets, and reporting such to the Board of Governors as necessary;
- b) reviewing the use of credit facilities by the University;
- c) recommending all University borrowings or financings over \$1 million including those relating to any matter under the purview of the Real Estate Planning Committee;

- d) recommending all expenditures over \$3 million as well as those expenditures of importance, as defined in the *Policy on Contract Review, Signing and Required Approvals* (BD-1), irrespective of the value of the expenditure; and
- e) reviewing the long-term financial situation of the University.

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

Article 57

The mandate of the Governance and Ethics Committee includes:

- a) recommending governance rules and related policies and a code of ethics for the conduct of the University's affairs;
- b) recommending a code of ethics applicable to Board members and the University's personnel, subject to applicable law;
- c) recommending the expertise and experience profiles to be used in appointing Board members, except for the Chair of the Board of Governors and the President;
- d) recommending the appointment of external Board members based on the aforementioned profiles;
- e) recommending the appointment of the Chair of the Board of Governors as well as the two (2) Vice-Chairs of the Board of Governors;
- f) recommending the appointment of the Chancellor and the Deputy Chancellor as well as the candidates for the titles of Chancellor Emeritus, Governor Emeritus and President Emeritus pursuant to the *Policy on the Conferral of the Emeriti Title by the Board of Governors* (SG-7);
- g) recommending the criteria for evaluating the performance of the Board of Governors and its members;
- h) evaluating the performance of the Board of Governors ~~according to the criteria approved by the Board of Governors~~ and submitting an annual summary of its evaluation to the Board of Governors; and

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

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

Article 58

The mandate of the Honorary Degree ~~and Convocation~~ Committee includes:

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

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

Article 59

The mandate of the Human Resources Committee includes:

- a) recommending and overseeing the implementation of the human resources policies for the University's employees;
- b) recommending collective bargaining mandates in accordance with the University's budget envelope;
- b)c) recommending tenure and sabbatical leave of academic personnel in accordance with the multi-year hiring plan;

d) recommending and overseeing the application of the appointment, remuneration and evaluation policies for senior management personnel and employees not governed by a collective or association agreement;

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

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

e)g) acting in an advisory capacity and making recommendations to the Board of Governors on all matters related to human resources.

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

Article 60

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

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

The Committee consists of the following:

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

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

The Committee meets as required.

Article 61

The mandate of the Real Estate Planning Committee includes:

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

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

SECTION 11 MEMBERSHIP OF SENATE

Article 62

The Senate shall be composed of ~~fifty-three (53)~~fifty-four (54) voting members and eleven (11) non-voting members, as follows:

Voting members

- a) The President and Vice-Chancellor;
- b) The Provost and Vice-President, Academic;
- c) The Vice-President, Research and Graduate Studies;
- d) The Dean of the Faculty of Arts and Science;
- e) The Dean of the Gina Cody School of Engineering and Computer Science;
- f) The Dean of the Faculty of Fine Arts;
- g) The Dean of the John Molson School of Business;

~~h)~~ The Dean of Graduate Studies;

h) The Dean of the School of Health;

i) The Dean of Graduate Studies;

~~j)~~ The University Librarian;

~~j)~~ k) Fourteen (14) faculty members who shall be appointed from among the faculty of the Faculty of Arts and Science, one of whom shall be a part-time faculty member;

~~k)~~ l) Five (5) faculty members who shall be appointed from among the faculty of the Gina Cody School of Engineering and Computer Science, one of whom may be a part-time faculty member, unless the number of course sections taught by part-time faculty members surpasses 30% of the total, in which case one of the five shall be a part-time faculty member;

~~l)~~ m) Four (4) faculty members who shall be appointed from among the faculty of the Faculty of Fine Arts, one of whom shall be a part-time member;

~~m)~~ n) Four (4) faculty members who shall be appointed from among the faculty of the John Molson School of Business, one of whom shall be a part-time faculty member;

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

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

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

Non-voting members

q)r) The Vice-President, Advancement;

r)s) The Vice-President, Services and Sustainability;

s)t) The Chief Financial Officer;

t)u) The Chief Communications Officer;

u)v) The University Registrar;

v)w) _____ The Deputy Provost;

w)x) _____ The Executive Director, Centre for Continuing Education;

x)y) The Secretary-General;

y)z) Two (2) members of the administrative and support staff, appointed in accordance with the procedures used to appoint the representatives of the administrative and support staff of the Board of Governors; and

z)aa) _____ One (1) part-time faculty member who shall be appointed from among the Gina Cody School of Engineering and Computer Science, unless the number of course sections taught by part-time faculty members surpasses 30% of the total, in which case the part-time member shall be appointed a voting member in accordance with Article 62 kk).

Article 63

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

Senators who are appointed under Article 62 kj) through on), zy) and aaz) shall serve for a term of three (3) years or less, as stipulated in the resolutions of appointment. Senators who are appointed under Article 62 pe) and qp) shall serve for a term of one (1) year or less, as stipulated in the resolutions of appointment.

Senators who are appointed under Article 62 kj) through on), zy) and aaz) may serve a maximum of two consecutive terms, following which one (1) year shall elapse before they become eligible for reappointment. Senators who are appointed under Article 62 pe) and qp) may serve a maximum of three consecutive terms, following which one (1) year shall elapse before they become eligible for reappointment.

The term of any Senator appointed under Article 62 kj) through on), zy) and aaz) which is two (2) years or less, and of any Senator appointed under Article 62 pe) and qp) which is six (6) months or less, shall not be taken into account in the application of this restriction on length of

continuous membership.

Senators shall remain in office until replaced by their successors.

Article 64

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

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

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

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

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

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

- c) Suspension or expulsion from the University shall immediately render students ineligible to serve on Senate. Suspension or termination of employment at the University shall immediately render faculty members, librarians and members of the administrative and support staff ineligible to serve on Senate. Constituencies that appoint individuals as their representative members are expected to conduct appointment processes in view of the duties and obligations of Senators specified in the *Code of Ethics and Conduct ~~#~~Applicable to Members of Senate and Members of Committees Established by Senate* (US-1). A constituency may request, in writing, that the seat of one of its appointees be vacated. Vacated seats shall be filled as specified in Article 62.
- d) The part-time faculty member appointed under article 62 aaz) shall have taught at least one course in the Gina Cody School of Engineering and Computer Science in the last twelve (12) months prior to being appointed and shall teach at least one (1) course in the Gina Cody School of Engineering and Computer Science in each of the first two (2) years of ~~their~~his or her three (3)-year term.

SECTION 12 MEETINGS OF SENATE

Article 65

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

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

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

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

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

Article 66

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

Article 67

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

Article 68

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

Article 69

A thirty (30) day written notice from the President and Vice-Chancellor, on behalf of the Steering Committee, shall be given to any Senator whose removal from office is being

considered under Article 71 m). The Senator shall be given an opportunity to present ~~their~~^{his or her} case to Senate.

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

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

SECTION 13 FUNCTIONS AND POWERS OF SENATE

Article 70

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

Article 71

In particular, Senate shall have the power to:

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

- h) appoint the Senate representatives to the joint Board-Senate committee that proposes candidates for honorary degrees;
- i) consider and approve or deny recommendations from the Faculty and School Councils ~~and the Council of the School of Graduate Studies~~ concerning academic programs in the following regards:
- any changes, additions or deletions in the curriculum for degrees, diplomas or certificates, whether graduate or undergraduate;
 - any changes, additions or deletions in honors, major or other programs, whether graduate or undergraduate;
 - any changes, additions or deletions in course offerings, whether graduate or undergraduate; and
 - any changes, additions or deletions to the name of programs, whether graduate or undergraduate.

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

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

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

Senate shall determine the reporting requirements for all councils.

SECTION 14 COMMITTEES OF SENATE

Article 72

Senate may establish such Committees as it deems necessary or advisable for the efficient conduct of its business. Every such Committee shall have and exercise all the rights and

powers which Senate may delegate to it from time to time. Committee meetings are restricted to members and invited guests.

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

Article 73

There shall be ~~nine (9)~~eight (8) Standing Committees of the Senate, namely:

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

Article 74

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

Article 75

A majority of members shall constitute a quorum.

Article 76

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

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

SECTION 15
THE FACULTIES AND SCHOOLS OF GRADUATE STUDIES

Article 77

There shall be four (4) Faculties, namely:

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

There shall be the School of Health.

There shall be the a School of Graduate Studies.

Article 78

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

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

Article 79

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

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

SECTION 16
AMENDMENTS

Article 80

Any amendment to these By-Laws shall require:

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

- c) confirmation by a two-thirds (2/3) majority of votes cast by members at a meeting of the Corporation.

**SECTION 17
FISCAL YEAR**

Article 81

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