RULES OF THE BOARD OF GOVERNORS

EXECUTIVE SUMMARY

The Rules of the Board of Governors confirm the composition of the Board, the election of the Chair and Deputy Chair, the obligations of Board members, and the processes that will be followed for Open and Closed meetings including agendas, quorum, and voting.

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1.0 PREAMBLE

1.1 The Board of Governors is constituted under Part 6, sections 18 to 34 of the University Act, R.S.B.C. 1996, c. 468 (“University Act”). The Rules of the Board of Governors of Simon Fraser
University (“Rules”) are intended to be in accordance with the University Act, as amended from time to time. In the event of any conflict between the University Act and the Rules, the University Act will prevail.

1.2 Amendments to these Rules shall require a two-thirds vote provided that a notice of motion to amend the Rules has been included with the call of the meeting.

1.3 The Rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Board in all cases to which they apply where they are not inconsistent with these Rules and any special rules of order that the Board may adopt.

2.0 PURPOSE

2.1 The purpose of this policy is to establish the Rules of the Board of Governors.

3.0 DEFINITIONS

3.1 See Appendix A for the definitions of words used in this policy and its associated procedures.

4.0 BOARD MEMBERS

4.1 The composition of the membership of the Board shall be as stipulated in the University Act.

4.2 Each Member, regardless of how they become a Member, must act in the best interests of the University and must function primarily as a Member of the Board, not as a member of any particular constituency.

4.3 In the event a Member perceives a conflict of interest, the Member shall act in accordance with Section 10 of these Rules.

4.4 A Member expressing dissension in public from a decision which was duly made by the Board shall clarify that the dissenting view is that of the Member and not of the Board, and shall be obliged to qualify the dissenting view by indicating recognition of the Board's majority decision.

4.5 The Lieutenant Governor may remove a member of the Board of Governors (other than an ex officio member) on a two-thirds vote of the Board, if the Board is satisfied that there is cause for removal.

5.0 CHAIR AND DEPUTY CHAIR

5.1 The Chair and the Deputy Chair shall be elected by the Board from among its Members appointed by Order-in-Council at the first meeting each calendar year to serve a term of one (1) year or until their successors are elected. Their term of office shall begin upon adjournment of the first meeting of the calendar year. The terms of office of the Chair and Deputy Chair shall not normally exceed two (2) years.
5.2 The Chair shall be the spokesperson for the Board and shall be responsible for establishing the agenda for Board meetings, presiding over Board meetings, and such other duties as the University Act, these Rules or the Board may designate.

5.3 The Deputy Chair shall assume the responsibilities of the Chair in the absence of the Chair.

5.4 In the event of the Chair resigning or being unable to fulfill the duties of Chair, the Deputy Chair shall assume the role of Chair and a new Deputy Chair shall be elected by the Board to serve until the next cycle of elections.

6.0 BOARD MEETINGS

6.1 The Board shall meet as often as is necessary to transact the business of the Board, and in any event not less than once every three (3) months. (University Act)

6.2 The time and place of meetings shall be established by the Chair, acting on behalf of the Board.

6.3 Prior to the end of each calendar year, the Secretary shall prepare and distribute a schedule of the following year's regular meetings.

6.4 A special meeting shall be held upon the call of the Chair or on the written request of at least five (5) Members. The purpose of the special meeting shall be set forth in the notice and no additional business shall be transacted at that special meeting.

6.5 Eight (8) Members of the Board shall constitute a quorum. (University Act)

6.6 The Chair has the same right of voting as other Members of the Board and, in the case of an equality of votes for and against a motion, the question is resolved in the negative and the Chair shall so declare. (University Act)

6.7 Voting shall be by a show of hands or oral vote, unless a motion to vote by ballot is carried by majority. Participation from a distance by digital or other media shall only occur under extraordinary circumstances with the advance permission of the Board Chair.

6.8 There shall be no voting by proxy.

6.9 Recording equipment may be used during an Open meeting with the permission of the Chair, acting on behalf of the Board.

6.10 Subject to the provisions of FIPPA, a summary of proceedings and decisions of both Open and Closed Board meetings shall be made public without undue delay and in any event not later than sixty (60) days following the date of the Board meeting at which the decision was made.

7.0 AGENDA

7.1 Meetings of the Board shall be open to the public except for those items which the Chair or the Board determine shall be considered in the Closed Board meeting, as per Section 8 of these Rules.
7.2 Agendas for Board meetings shall be established by the Chair in consultation with the President and the Secretary.

7.3 In order to be placed on the agenda, an item must be submitted to the Secretary by the published submission deadline for the Board meeting.

7.4 The agenda and materials for the Open session shall be available on-line one (1) week prior to the Board meeting.

7.5 The agenda and supporting documentation shall normally be available to Members seven (7) days in advance of the Board meeting.

7.6 A proposal to change the order of agenda items may be made at the beginning of a meeting and shall require a majority vote to approve.

7.7 No motions may be brought forward at a regular Board meeting unless the matter is on the agenda, except that emergent matters may be added to the agenda by a majority vote.

7.8 Matters coming to the Board from the University administration shall normally be presented to the Board by the President. In exceptional circumstances other senior members of the University administration may approach the Chair to bring forward matters for consideration and, at the discretion of the Chair, such matters may be added to the agenda.

8.0 CLOSED BOARD MEETING AGENDA

8.1 Subject to the provisions of FIPPA, agenda items shall be considered Closed Board meeting items if they fall within one or more of the following classifications:

8.1.1 Items that are subject to solicitor/client privilege.

8.1.2 Items where disclosure could reasonably be expected to harm a security or disciplinary matter.

8.1.3 Items where disclosure could harm the financial or economic interests of the University.

8.1.4 Items relating to management of personnel or the administration of the University and that have not yet been implemented or made public.

8.1.5 Items concerning negotiations carried on by or for the University.

8.1.6 Items where disclosure could be harmful to individual or public safety.

8.1.7 Items where the disclosure of information could reasonably be expected to result in the premature disclosure of a proposal or project or in undue financial loss or gain to a third party.

8.1.8 Items where protection of a third party's personal information and privacy is involved.
8.2 Materials distributed to the Board for closed meetings are confidential and closed session discussions of the Board are confidential unless the Board formally decides otherwise.

8.3 With the advice of the President and the consent of the Chair, staff members may be invited to attend closed sessions of the Board.

8.4 The Chair may invite staff and other persons to attend closed sessions of the Board.

9.0 PRESENTATIONS/DELEGATIONS

9.1 Persons wishing to make presentations to the Board shall normally advise the Secretary in writing at least twenty-one (21) days in advance of the Board meeting and state the topic and purpose of the presentation. Delegations shall be permitted at the discretion of the Chair and the Chair, acting on behalf of the Board, shall decide on the allocation of time.

9.2 Presentations to the Board may be accompanied by brief written documentation made available in a digital format.

9.3 Briefs may be presented during the Open session with respect to any item on the Open agenda.

10.0 CONFLICT OF INTEREST

10.1 A conflict of interest arises when a Member’s other interests may put into question the independence, impartiality and objectivity that Members are obliged to exercise in the performance of their duties. A conflict of interest may be financial or otherwise.

10.2 It is the responsibility of a Member to identify a conflict of interest to the Chair of the Board in writing, or verbally at a Board meeting if the conflict arises without notice.

10.3 A Member who has a conflict of interest must declare this prior to discussion of an issue. Upon declaration of a conflict the Member must:

10.3.1 In a closed session, absent themselves from the proceedings during discussion or voting on that particular matter, contract or arrangement; or

10.3.2 In an open session, refrain from discussion or voting on that particular matter, contract or arrangement.

10.4 When the Board Chair becomes aware of a conflict of interest, they must identify the conflict to the Board. With the Member perceived to be in conflict refraining from voting, the Board shall determine by majority vote whether or not a conflict of interest exists. If a Member is declared by majority vote to be in a conflict of interest, they shall act in accordance with section 10.3 of these Rules.

10.5 Once the Board has declared that a Member has a conflict of interest, the Chair will determine the matters in which a Member with a conflict of interest may not participate and may make one or more rulings in a particular case. The Chair may seek advice from the Governance Committee.
10.6 The Board Secretary will ensure that confidential materials relating to such decisions are not circulated to a Member with a known conflict of interest.

10.7 Annually in September, Members will be asked to make a declaration regarding any conflicts of interest.

11.0 COMMITTEES

11.1 The Board is authorized to appoint standing committees and ad hoc committees to carry out the Board's functions and to establish terms of reference for the committees.

11.2 Subject to the provisions of FIPPA, decisions made during Committee meetings will be made public without undue delay and in any event not later than sixty (60) days following the date of the Committee meeting at which the decision was made.

12.0 MISCELLANEOUS

12.1 Travel and business expenses incurred by Members attending meetings of the Board will be reimbursed in accordance with University Policy AD 3-2.

12.2 Occasionally all Members receive invitations to attend functions which involve travel and hotel expenses. The Chair, in consultation with the President and the Secretary, will decide if it is important for the Board to be represented and, if so, the Chair will attend as the Board representative whenever possible. If unable to accept the invitation, the Chair may designate a Member or Members to represent the Board.

13.0 RELATED LEGAL, POLICY AUTHORITIES AND AGREEMENTS

13.1 The legal and other University Policy authorities and agreements that may bear on the administration of this policy and may be consulted as needed include but are not limited to:

13.1.1 University Act, R.S.B.C. 1996, c. 468

13.1.2 Freedom of Information and Protection of Privacy Act, R.S.B.C. 1996, c. 165; and

13.1.3 Business and Travel Expenses (AD 3-2).

14.0 INTERPRETATION

14.1 Questions of interpretation or application of this policy shall be referred to the President and the Chair of the Board of Governors, who will jointly make a decision, which will be final.

15.0 PROCEDURES AND OTHER ASSOCIATED DOCUMENTS

15.1 Appendix A contains the definitions applicable to this policy.
15.2 Procedures with respect to the nomination and election process for the Chair of the Board of Governors and the Deputy Chair of the Board of Governors are: *Procedures – Process to Collect and Confirm Nominees and Manage Election by Secret Ballot.*