

BY-LAW NO. 1

A by-law relating generally to the transaction of the business and affairs of the Board of Governors of

TRENT UNIVERSITY (hereinafter referred to as the “University”)

DUTIES AND POWERS OF THE BOARD

1. Duties and Powers — The Board of Governors of the University (the “Board”) shall have such duties and shall exercise such powers as are set out in *The Trent University Act, 1962-63*, as the same may from time to time be amended, re-enacted or replaced (the “Trent Act”).

BOARD COMPOSITION AND MEMBERSHIP AND STANDARD OF CARE

2. Composition — The Board shall consist, in addition to the Chancellor and the President and Vice-Chancellor (the “President”), of 24 members.

3. Election — Each member of the Board shall be elected by a resolution passed by a majority of the members of the Board holding office at the time of such election for a term not exceeding four years.

4. Vacancy — A vacancy on the Board shall result from the resignation, death, bankruptcy or declaration of mental incompetence of a member of the Board or from a declaration of vacancy pursuant to the Trent Act.

5. Governors Emeritus – The Board may from time to time appoint one or more Governors Emeritus. Such persons shall be entitled to notice of and to attend all open meetings of the Board but shall not be entitled to vote at any such meeting.

6. Standard of Care — Members of the Board, Board Committees and officers of the University in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the University and each member of the Board and each officer of the University shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

OFFICERS OF THE UNIVERSITY

7. Officers — The Board shall appoint a President and, from among its members, shall elect a Chair of the Board (the “Chair”) and a Vice-Chair of the Board (the “Vice-Chair”). The Board may also appoint a Secretary of the Board (the “Secretary”), a Provost, one or more Vice-Presidents, one or more Deans and such other officers as the Board may from time to time determine, including one or more assistants or associates to any of the officers so elected or appointed.

8. President — The President shall be the Chief Executive Officer of the University, and shall perform such duties and exercise such powers as are set out in the Trent Act and shall generally be responsible for the management of the business and affairs of the University.

9. Chair — The Chair shall, when present, preside at all meetings of the Board. Except as provided in paragraph 19, the Chair shall not be entitled to vote on any question put to the Board.

10. Vice-Chair — The Vice-Chair shall assist the Chair in the performance of the Chair’s duties and, in the absence of the Chair, shall preside at all meetings of the Board. The Vice-Chair may perform the duties and exercise the powers of the Chair during the absence or inability to act of the Chair. If the Vice-Chair performs any such duty or exercises any such power, the absence or inability to act of the Chair shall be presumed with respect thereto.

11. Secretary — The Secretary shall give, or cause to be given, all notices required to be given to members of the Board and members of committees of the Board. The Secretary shall attend meetings of the Board and shall keep minutes of all proceedings at such meetings. The Secretary shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the University. The Secretary shall be the secretary of each committee of the Board unless otherwise provided by the Board in any particular case.

12. Provost and Vice-Presidents — The Provost and the Vice-Presidents shall assist the President in the performance of the President's duties and, in order of seniority as determined by the President, may perform the duties and exercise the powers of the President during the absence or inability to act of the President. If the Provost or a Vice-President performs any such duty or exercises any such power, the absence or inability to act of the President shall be presumed with respect thereto.

13. Deans — The Dean or, if more than one, the Deans shall, subject to the direction and control of the President, be responsible for the academic programme and management of the faculty to which each such officer has been assigned by the Board.

14. Other Duties and Powers — Officers shall, in addition to those prescribed by this by-law, perform such duties and exercise such powers of management of the business and affairs of the University as may from time to time be prescribed by the Board or (except with respect to himself or herself) the President. An assistant or associate appointed with respect to any officer shall assist such officer in the performance of that officer's duties and may perform the duties and exercise the powers of such officer during the absence or inability to act of such officer. If an assistant or associate performs any such duty or exercises any such power, the absence or inability to act of the officer with respect to which the assistant or associate has been appointed shall be presumed with respect thereto.

MEETINGS OF THE BOARD

15. Number of Meetings — There shall be a minimum of five meetings of the Board held during each academic year, at least two to be held in the period from September to December, inclusive, and at least three to be held in the period from January to June, inclusive.

16. Calling of and Notice of Meetings — Meetings of the Board shall be held at such location, at such time and on such day as the Chair, the Vice-Chair, the President or any six members of the Board (in such order) may determine. Notice of meetings of the Board shall be given to each member of the Board not less than 48 hours before the time when the meeting is to be held.

17. Quorum — Eleven members of the Board shall constitute a quorum at any meeting of the Board.

18. Chair — In the absence at any meeting of both the Chair and Vice-Chair, the Board shall elect a chair for the meeting from among the members of the Board present.

19. Votes to Govern — At all meetings of the Board each question shall be decided by a majority of the votes cast on the question and, in the case of an equality of votes, the chair of the meeting shall be entitled to a casting vote.

EXECUTIVE COMMITTEE

20. Executive Committee — The Board shall appoint from among its members an Executive Committee consisting of the Chair, the Vice-Chair, the President and such other members of the Board, being at least three, as the Board considers appropriate. The greater of (i) a majority of the members of the Executive Committee then holding office and (ii) four shall constitute a quorum at any meeting of the Executive Committee.

21. Appointment — Any member of the Executive Committee shall, *ipso facto*, cease to be a member of the Executive Committee upon ceasing to be a member of the Board and, other than the Chair, the Vice-Chair and the President, may be removed from the Executive Committee at any time by the Board. If and when a vacancy exists on the Executive Committee, the remaining members thereof may exercise all the powers of the Executive Committee so long as a quorum remains in office.

22. Duties — In addition to such other duties that the Board may from time to time prescribe, the Executive Committee shall prepare or cause to be prepared and submitted to the Board such information as the Executive Committee considers pertinent to assist the Board in the performance of its duties. The Executive Committee may make recommendations to the Board with respect to such matters as it considers appropriate.

23. Powers — There is hereby delegated to the Executive Committee, during the intervals between meetings of the Board, all of the powers of the Board, except any powers expressly delegated by the Board to any other committee of the Board and subject to any specific directions given by the Board to the Executive Committee from time to time.

24. Chair of the Executive Committee — The Board shall appoint one of the members of the Executive Committee, other than the Chair or the President, as chair of the Executive Committee. In the absence at any meeting of the chair so appointed, the Vice-Chair or, in the Vice-Chair's absence, a member of the Executive Committee present at the meeting elected by the Executive Committee, shall preside at the meeting. The chair of the Executive Committee shall be entitled to vote on any question put to the Executive Committee.

25. Procedure — Meetings of the Executive Committee shall be held at such location, at such time and on such day as the chair of the Executive Committee, the Chair, the President or any two members of the Executive Committee (in such order) may determine. Notice of meetings of the Executive Committee shall be given to each member not less than 24 hours before the time when the meeting is to be held. At all meetings of the Executive Committee every question shall be decided by a majority of the votes cast on the question and in the case of an equality of votes the chair of the meeting shall be entitled to a second or casting vote. The Executive Committee shall keep records of its meetings in which shall be recorded all action taken by it. A report of all action taken by the Executive Committee at each of its meetings shall be submitted to the next succeeding meeting of the Board.

COMMITTEES — GENERAL

26. Other Committees — The Board may from time to time appoint such other committees as it considers desirable. Such committees may be appointed for such purposes, with such membership (including, without limitation, in appropriate circumstances persons who are not members of the Board) and with such chairs as the Board considers appropriate. The Board may delegate to any such committee any of the powers of the Board, provided that if any such committee has a majority of members who are not also members of the Board, the function of such committee shall be advisory only. Any member of such a committee may be removed from such committee at any time by the Board.

27. Despite section 26, the Board may by resolution passed by a two-thirds vote, create a committee having the majority of its members that are not Board members and that is subject to such terms, restrictions, conditions, rights and delegated powers as may be set out in the resolution.

28. Ex Officio Membership — The Chair of the Board and the President shall be *ex officio* members of all committees of the Board unless otherwise provided by the Board in any particular case.

29. Procedure — Subject to the provisions of these by-laws and to any restrictions imposed by the Board, each committee of the Board shall have the power to fix its quorum and to regulate its procedures.

30. Reporting — Committees of the Board shall report regularly to the Board on their activities and deliberations.

RULES OF ORDER

31. **Rules of Order** — Except to the extent otherwise provided for herein, *Bourinot's Rules of Order* as from time to time published shall be followed at all meetings of the Board and of the committees of the Board.

FISCAL YEAR

32. **Fiscal Year** — The fiscal year of the University shall end on the 30th day of April in each year.

BORROWING AUTHORITY

33. **Borrowing** — The University may from time to time, with the authorization of the Board:

- (a) borrow money upon the credit of the University in such amounts, upon such terms and from such persons as the Board may consider appropriate;
- (b) make, draw and endorse promissory notes or bills of exchange;
- (c) issue bonds, debentures, debenture stock or other like liabilities of the University whether constituting a charge on the property of the University or not, for such amounts and upon such terms as the Board may consider appropriate, and pledge or sell the same for such sums and at such prices as the Board may consider appropriate;
- (d) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the University, present or future, including book debts and unpaid calls, rights, powers, franchises and undertakings, to secure any such bonds, debentures, debenture stock or other like liabilities or any money borrowed or other debt or any other obligation or liability of the University including obligations incurred by it under any promissory note or bill of exchange signed, made, drawn or endorsed by it.

EXECUTION OF INSTRUMENTS AND BANKING ARRANGEMENTS

34. **Execution of Instruments** — Contracts, documents or instruments in writing requiring execution by the University may be signed by any one of the President, the Chair or the Vice-Chair together with any one of the Secretary or a Vice-President, and all contracts, documents or instruments in writing so signed shall be binding upon the University without any further authorization or formality. Notwithstanding the foregoing, the Board, or a committee acting under express delegated powers from the Board, is authorized from time to time by resolution to appoint any officer or officers or any other person or persons on behalf of the University to sign, either manually or by facsimile or mechanical signature, and deliver either contracts, documents or instruments in writing generally or specific contracts, documents or instruments in writing. The term “contracts, documents or instruments in writing” as used in this by-law shall include deeds, mortgages, charges, conveyances, powers of attorney, transfers and assignments of property of all kinds (including specifically, but without limitation, transfers and assignments of shares, warrants, bonds, debentures or other securities) and all paper writings.

35. **Banking Arrangements** — The banking business of the University, or any part thereof, shall be transacted with such banks, trust companies or other financial institutions as the Board may designate, appoint or authorize from time to time by resolution and all such banking business, or any part thereof, shall be transacted on the University's behalf by such one or more officers and/or other persons as the board may designate, direct or authorize from time to time by resolution and to the extent therein provided.

INDEMNIFICATION

36. **Indemnification** — The University shall indemnify and save harmless each member of the Board, Board Committees, and each officer of the University, each former member of the Board and each former officer of the

University and each such person's heirs and legal representatives from and against:

- (a) any costs, charges and expenses that any such person reasonably sustains or incurs in respect to any action, suit or proceeding that is proposed or is brought, commenced or prosecuted against such person for or in respect of anything made, done or permitted by such person in respect of the execution of the duties of such person's office, and
- (b) all other costs, charges and expenses that any such person sustains or incurs in respect to any action, suit or proceeding in regard to the affairs of the University,

except such costs, charges and expenses that any such person sustains or incurs in or about any action, suit or other proceeding as a result of which such person is adjudged to be in breach of any duty or responsibility imposed upon such person under the provisions of the Trent Act or under any other statute or relating to such person's failure to act honestly and in good faith with a view to the best interests of the University.

37. Insurance — The University may purchase and maintain insurance for the benefit of the members of the Board, Board Committees, and officers of the University, former members of the Board and officers of the University and their heirs and legal representatives against any liability incurred by them in their capacities as members of the Board or officers of the University, except where their liability relates to their failure to act honestly and in good faith with a view to the best interests of the University.

LIMITATION OF LIABILITY

38. Limitation — No member of the Board, Board committee, or officer of the University shall be liable for the acts, receipts, neglects or defaults of any other member of the Board or officer or employee of the University, or for joining in any other act for conformity, or for any loss, damage or expense incurred by the University through the insufficiency or deficiency of title to any property acquired by the University for or on behalf of the University, or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the University have been paid out or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom or which any moneys, securities or other assets belonging to the University shall be lodged or deposited, or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of such member's or officer's respective office or trust or in relation thereto unless the same shall happen by or through such member's or officer's failure to act honestly and in good faith with a view to the best interests of the University and in connection therewith to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

CONFLICTS OF INTEREST

39. Declaration of Interest — A member of the Board, Board Committee, or an officer of the University who:

- (a) is a party to a contract or transaction or proposed contract or transaction with the University;
- (b) is the spouse (which term, for the purposes of this by-law, includes a common law partner), parent or child of a party to a contract or transaction or proposed contract or transaction with the University; or
- (c) is a director or an officer of, or has a material interest in, any person (within the meaning, for greater certainty, of paragraph 51) who is a party to a contract or transaction or proposed contract or transaction with the University;

shall disclose in writing to the Board or request to have entered in the minutes of the Board the nature and extent of such member's or officer's interest forthwith after such member or officer becomes aware of the contract or transaction or proposed contract or transaction.

40. General Notice of Interest — For the purposes of paragraph 38, a general notice to the Board by a member of the Board or an officer of the University disclosing that such member or officer is the spouse, parent or child of a person or is a director or officer of or has a material interest in a person and is to be regarded as interested in any contract made or any transaction entered into by or with that person, is a sufficient disclosure of interest in relation to any contract so made or transaction so entered into by or with that person.

41. Member Not to Vote — A member of the Board referred to in paragraph 38 may be counted to determine the presence of a quorum at any meeting of the Board at which the contract or transaction is considered and may take part in all discussions related thereto at any such meeting, but such member shall not vote on any resolution to approve the contract or transaction. Notwithstanding the foregoing, such member of the Board may vote on any such resolution if the contract or transaction is,

- (a) an arrangement by way of security for money lent to or obligations undertaken by such member for the benefit of the University;
- (b) one relating primarily to the financial operation of the University, but not to
 - (i) such member's or such member's spouse's, parent's or child's remuneration as an officer, employee or agent of the University, or
 - (ii) the remuneration, benefits or other terms of employment, rights or privileges available to employees of the University that are directly related to his or her compensation; or
- (c) one for indemnity or insurance.

42. Effect of Disclosure — Where a material contract is made or a material transaction is entered into between the University and a member of the Board or an officer of the University, the spouse, parent or child of a member of the Board or officer of the University or a person of which a member of the Board or an officer of the University is a director or officer or in which he or she has a material interest,

- (a) the member of the Board or officer of the University is not accountable to the University for any profit or gain realized from the contract or transaction; and
- (b) the contract or transaction is neither void nor voidable,

by reason only of that relationship if the member of the Board or officer of the University disclosed his or her interest in accordance with the provisions of paragraph 38, the contract or transaction was reasonable and fair to the University at the time it was so approved and, if he or she was a member of the Board, he or she did not vote on any resolution to approve the contract or transaction in contravention of the provisions of paragraph 40.

43. Remuneration — No member of the Board or Board Committee (or subcommittee thereof), shall be entitled to receive any remuneration for acting as such but, notwithstanding any other provision hereof, if any member of the Board shall be employed by or shall perform services for the University otherwise than as a member of the Board or shall be a member of a firm or a shareholder, director or officer of a body corporate which is employed by or performs services for the University, the fact of such person being a member of the Board shall not disentitle such member or such firm or body corporate, as the case may be, from receiving proper remuneration for such services.

MISCELLANEOUS

44. Corporate Seal — The corporate seal of the University shall be in such form as the Board may from time to

time determine.

45. Notices — Where a notice or other communication is required by this by-law to be given, the giving thereof may be waived or the time for the giving thereof may be abridged at any time with the consent in writing (including by electronic means of communication) of the person entitled thereto. Any notice or other communication to be given pursuant to this by-law to a member of the Board or any committee of the Board may be given by personal delivery, by first class mail, postage prepaid, or by electronic means of communication addressed to such member at such member's address appearing in the records of the University. Any such notice or other communication shall be conclusively deemed to have been given, if delivered, on the day of actual delivery and, if mailed, on the third business day following deposit in the mail and, if given by electronic means of communication, on the day of transmittal.

46. Omission and Errors — The accidental failure to give notice of a meeting of the Board or of a committee of the Board to, or the non-receipt of any notice by, any member of the Board or the committee, as the case may be, or any error in any notice not affecting the substance thereof shall not invalidate the proceedings taken at the meeting held pursuant to such notice or otherwise founded thereon.

47. Open and Closed Sessions — Meetings of the Board, and the Executive Committee acting on behalf of the Board, shall be open to the public except when the business being considered is confidential.

48. Resolutions in Writing — A resolution in writing signed by all members of the Board or of a committee of the Board is as valid as if it had been passed at a meeting of the Board or of the committee, as the case may be. A copy of every such resolution shall be kept with the minutes of the proceedings of the Board or of the committee, as the case may be.

49. Meeting by telephone, etc. — If all the members of the Board or of a committee of the Board present at or participating in the meeting consent, a meeting of the Board or of the committee, as the case may be, may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a member of the Board or of the committee, as the case may be, participating in such a meeting by such means is deemed for the purposes of this by-law to be present at that meeting.

50. Electronic and Facsimile Signatures — Any signature required or referred to in this by-law may be satisfied by an electronic signature. Delivery of a manually executed signature by facsimile transmission shall be as effective as delivery of an originally executed copy.

51. Electronic Information and Documents — Any information or document required or referred to in this by-law may be satisfied by its provision or delivery in electronic form.

52. Invalidity of any provisions of this by-law — The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

53. Interpretation — In this by-law and all other by-laws of the University words importing the singular number only shall include the plural and *vice versa*, words importing any gender shall include all genders and words importing persons shall include individuals, partnerships, associations, trusts, unincorporated organizations, limited and unlimited liability companies, governmental authorities and bodies corporate.

54. By-law changes — The by-laws of the Board may be changed or amended at any meeting of the Board by a resolution passed by two-thirds of the members of the Board present, provided that, notwithstanding the provisions of paragraph 16, notice of the substance of the proposed change or amendment is duly given to all members at least seven days before the meeting.

55. Repeal — All previous by-laws of the University are repealed as of the coming into force of this by-law provided that such repeal shall not affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under or the validity of any contract or agreement made pursuant to any such by-law prior to its repeal. All officers and persons acting under any by-law so repealed shall continue to act as if appointed by the Board under the provisions of this by-law.

Revised June 16, 2017

WITNESS the corporate seal of the University.

OFFICIAL BY-LAWS SIGNED BY

Secretary of the Board