



VICTORIA UNIVERSITY
IN THE UNIVERSITY OF TORONTO

*The Board of Regents
of Victoria University*

By-Law Number One

April 4, 2019

The Board of Regents

Victoria University in the University of Toronto

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VICTORIA UNIVERSITY BOARD OF REGENTS

By-Law Number One

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I. Election of Board Members

1. Representatives of the General Council of the United Church of Canada

The list of nominees for election to the Board under Section 4(2)1 of the Act shall be prepared by the Governance and University Affairs Committee (GUA) of the Board and approved by the Board. In arriving at these nominations, GUA will seek the advice of the Principal of Emmanuel College and the General Secretary of The United Church of Canada. Some of the members under this Section shall be familiar with theological education and, in particular, with the principles and polity of The United Church of Canada. Nominees may include one member of the administrative staff of Victoria University.

2. Representatives of the Graduates of Victoria College

The Secretary of the Board shall conduct the election of these representatives.

3. Representatives of the Alumni of Emmanuel College

The Secretary of the Board shall conduct the election of these representatives.

4. Representatives of the Teaching Staff

The Secretary of the Board in consultation with the Secretaries of the College Councils shall request that each College Council recommend members of the teaching staff for appointment to the Board from each College.

The teaching staff shall include all those persons holding continuing academic appointments in Victoria University and those teaching staff members of the University of Toronto who have been appointed as Fellows of Victoria College.

Six members shall be recommended from Victoria College and two from Emmanuel College. Members' terms should not all terminate at the same time.

5. Representatives of the Students

The election of student members shall be conducted by the Victoria University Students Administrative Council (VUSAC) in Victoria College and the Emmanuel College Students' Society (ECSS) at Emmanuel College. Four

members shall be elected by the students of Victoria College and one by the students of Emmanuel College. Each student member shall be elected for a one- or two-year term.

Each nomination must be signed by at least five students. The elections shall be held annually. Elections shall be by ballot; separate elections will be held for the four representatives of Victoria College and for one representative of the students of Emmanuel College.

6. Members Elected by the Board

The Governance and University Affairs Committee of the Board shall submit from time-to-time nominations for election by the Board of members under Section 4 (2) 7 of the Victoria University Act, 1951, as amended. Nominees may include one member of the administrative staff of Victoria University.

7. Citizenship

By the provisions of section 4 (5) of the Victoria University Act, 1951, as amended, all Board members and therefore all nominees must be Canadian citizens.

II. Meetings of the Board

1. Regular meetings of the Board shall normally be held approximately every second month from October through June.
2. Special meetings of the Board may be convened at any time by the Chair of the Board; and the Chair shall upon receipt of written request by any seven members of the Board convene a special meeting of the Board.
3. Written notice of all meetings whether regular or special shall be sent to each member of the Board at least five days before the meeting. It shall not be necessary that the notice specify the business to be transacted at the meeting save as in this by-law otherwise provided.
4. Twelve members of the Board shall constitute a quorum.
5. Unless otherwise provided in this By-Law, the business of the Board shall be conducted according to Bourinot's Rules of Order.
6. Questions arising at any meeting of the Board shall be decided by a majority of votes. In the case of an equality of votes the Chair of the Board in addition to the Chair's original vote shall have a second or casting vote.
7. Any person who is not a member of the Board may apply to have an item placed on the agenda of the Board by application to the Secretary not later than the day prior to the date of the meeting. The placing of any item on the agenda is at the discretion of the Chair of the Board.

8. No person who is not a member or honorary member of the Board shall address the Board unless sponsored by a member. A person so sponsored shall be heard unless the Board by resolution decides otherwise.
9.
 - a. Items arising under section 8 (2) of the Victoria University Act, 1951, as amended normally shall be placed first on the Agenda and dealt with by the Board before non-members are permitted to enter the meeting.
 - b. Any member of the Board may move at any time that the item then being considered shall be considered in camera. Such a motion is debatable upon such a motion being made and seconded, and before debate, the Chair of the Board shall direct that the motion and the item in question be placed at the bottom of the Agenda and the Board shall deal with all items as to which no such motion has been made before dealing with the item in question. Notwithstanding the result of the vote on any such motion, the Chair of the Board may nevertheless adjourn the discussion of the item in question to a future meeting unless the Board by affirmative vote of two-thirds of the members present directs that the item should stand for immediate discussion.
10. At the request of any Board member any vote shall be taken by ballot.
11.
 - a. All persons present shall come to order when directed by the Chair of the Board.
 - b. The Chair of the Board may suspend or adjourn any meeting at which order has been lost without any motion therefore and without putting any question.

III. Officers of the Board

1. The Board shall appoint as required a Chair, a Vice-Chair, a Secretary, and a Treasurer of the Board, each of whom shall hold office until their respective successors have been duly appointed.
2. The Chair of the Board (and in the absence of the Chair of the Board the Vice-Chair) shall preside at all meetings of the Board and shall have general oversight and control of the business of the Board. The Chair of the Board shall be a member ex officio of all committees of the Board.

3. The Secretary of the Board shall keep all the minutes and records of the Board and shall attend all meetings thereof. The Secretary shall also act when requested as Secretary of any committee of the Board.
4. The Treasurer shall have general oversight of the financial and investment policy of the Board, and shall act as Chair of the Finance, Pension and Audit Committee, shall be a member ex officio of the Audit Sub-committee, and shall present to the Board an annual report on the general financial conditions of the University.
5. Officers of the Board shall normally be appointed for three-year terms.

IV. Officers of Victoria University

1.
 - a. The **Chancellor** shall hold office for a term of three years and may be re-appointed, normally for one additional term. The Chancellor shall continue in office until a successor is appointed. In addition to performing the duties assigned to the Chancellor by Statute, the Chancellor shall be especially charged with representing Victoria University to the public.

The appointment of a Chancellor shall be made by the Board. The Board shall appoint an advisory committee, chaired by the Chair of the Board, which shall include in addition not fewer than ten members: the President, two external members of the Board, two members of the teaching staff and two student members of the Senate, the Executive Director of Alumni Affairs and University Advancement, and one member of each of the two alumni associations. The committee shall recommend in writing a candidate to the board.

2.
 - a. The **President** shall hold office for a term of five years and may be re-appointed. The President shall continue in office until a successor is appointed.

In addition to performing the particular duties assigned to the President by Statutes and this By-Law, the President shall have general oversight of the affairs of the University including, but not limited to, the academic and business affairs of Victoria University and shall be responsible for carrying into effect the directions of the Board, the Senate, and the Caput.

The Board shall assign to the President those duties that are not prescribed in the Victoria University Act, 1951, as amended or this By-Law.

The President shall take such steps, and assign such duties, as may be requisite from time-to-time to promote the interests of the University as a whole and the welfare of each of its Colleges.

The President shall prepare and present to the Board an annual report on the life and work of the University and its Colleges. The President shall be especially charged with representing Victoria University to the University of Toronto and to the United Church of Canada.

- b. The appointment of a President shall be made by the Board. Normally the Board shall conduct a broadly-based review of the University to guide the selection of the next President. When the review and its recommendations are known, the Board shall appoint an advisory committee which shall include not fewer than three external Board members at least two of whom shall be alumni or graduates, four members of the teaching staff, two students, and an administrative staff member of Victoria University. The Chair of the Board shall normally be the Chair of the advisory committee. The Chair will invite the President of the University of Toronto, or delegate, to serve as a member of the committee. The majority of the committee members shall be members of the Board. The Chair of the committee shall recommend a candidate to the Board and shall at the same time transmit to the Board the report of the advisory committee.

3.

- a. The **Principal** of each College, in addition to performing the duties assigned to a Principal by Statute, shall perform such administrative work for the College as may be assigned by the President and, in the case of the Principal of Victoria College, according to the Memorandum of Agreement between the University of Toronto and the Federated Universities by the Vice-President and Provost. The Principal of Victoria College shall act as head of the College in all academic matters, including those arising out of the relationship between the College and the University of Toronto as set out under the Memorandum of Agreement between the University of Toronto and the Federated Universities. The Principals shall assign duties to members of the teaching staff of their respective Colleges.
- b. A Principal shall hold office for a term of five years. In the final year of the term of a Principal, the respective College shall be reviewed. The appointment of a Principal shall be made by the Board on the recommendation of an advisory committee. The Principal may be re-appointed for a second term after a review and on the recommendation

of an advisory committee. The Principal shall continue in office until a successor is appointed.

i. Victoria College

For Victoria College, the review shall be conducted in accordance with sections VIII.1.b and d of the 1998 Memorandum of Agreement between the University of Toronto and the Federated Universities or its successor. The President shall appoint the review committee, and present its terms and membership to the College Council. The report of the committee will be made available to the College Council and the Board of Regents, and to the University of Toronto.

The advisory committee to recommend the appointment of the Principal of Victoria College shall be appointed by the President and include three members of the teaching staff of the College, one member of the teaching staff of Emmanuel College, the Chair of the Governance and University Affairs Committee of the Board of Regents, two external Board members, and two students. The President shall include as members of the advisory committee the Provost of the University of Toronto, in accordance with section VIII.2.c of the Memorandum of Agreement between the University of Toronto and the Federated Universities or its successor, and also the Dean of the Faculty of Arts and Science of the University of Toronto. The committee may include an administrative staff member. Normally the President shall chair the committee.

ii. Emmanuel College

For Emmanuel College, the President shall appoint the review committee, and present its terms and membership to the College Council. The report of the committee will be made available to the College Council and the Board of Regents.

The advisory committee to recommend the appointment of the Principal of Emmanuel College shall be appointed by the President and include three members of the teaching staff of the College, one member of the teaching staff of Victoria College, the Chair of the Governance and University Affairs Committee of the Board of Regents, two external Board members, and two students, normally a basic degree student and an advanced degree student. The President shall include the Director of the Toronto School of Theology as a member of

the committee. The committee may include an administrative staff member. Normally the President shall chair the committee.

- c. In the case of absence of the Principal the following procedures will apply.
 - i. During the temporary absence of the Principal for up to two months, the Principal shall recommend to the President the appointment of a senior member of the teaching staff to serve as acting Principal.
 - ii. In the event of the Principal's absence for a period of more than two months or if the office of Principal becomes unexpectedly vacant, the President, after appropriate consultation with the members of the College, shall recommend the appointment of an Interim Principal for a period of no more than one year and forward the recommendation to the Board of Regents.

d. **Vice-Principals**

The Board upon the recommendation of the President may appoint a Vice-Principal of a College. The President shall receive a recommendation from the Principal of the College who shall consult with an advisory committee. The Principal shall appoint and chair the advisory committee composed of at least three members of the College. The Principal shall assign the duties of a Vice-Principal.

4.

- a. The **Registrar** shall hold a continuing appointment at the pleasure of the Board. The Registrar's duties shall be as determined by the President and the Board; he or she serves as University Registrar under the Victoria University Act 1951, as amended. The Registrar is responsible for the student awards policies and programs of the University, and for the recruitment, registration and advising of Victoria College students. The President shall conduct an annual performance assessment of the Registrar; in addition, the President shall review the Office of the Registrar periodically, usually every five years, and report the results to the Board. This review shall normally take place in conjunction with the review of Victoria College (section 3 (b) (i) above).
- b. The appointment of a Registrar shall be made by the Board. The President shall appoint and chair an advisory committee which shall include not fewer than nine additional members: an external member

of the Board, the Principals of the Colleges, two representatives of the teaching staff, two students, an administrative staff member and a representative of the University of Toronto. The President shall recommend in writing a candidate to the Board and shall at the same time transmit to the Board the report of the advisory committee.

5.

- a. The **Bursar** shall hold a continuing appointment at the pleasure of the Board. The Bursar shall be the chief financial and administrative officer of the University, responsible to the President, and shall have general supervision of the administrative and financial affairs of the University, including its ancillary enterprises. The President shall conduct annual performance assessments of the Bursar; in addition, the President shall review the Office of the Bursar periodically, usually every five years, and report the results to the Board.
- b. The appointment of a Bursar shall be made by the Board. The President shall appoint and chair an advisory committee which shall include not fewer than nine additional members: three external Board members (one normally representing the Finance, Pension and Audit Committee), at least one of the Principals, two members of the teaching staff, at least one student, an administrative staff member, and a representative of the University of Toronto. The President shall recommend in writing a candidate to the Board and shall at the same time transmit to the Board the report of the advisory committee.

6.

- a. The **Chief Librarian** shall be responsible for the libraries of the University, and shall represent the University in the library system of the University of Toronto.
- b. The appointment of a Chief Librarian shall be made by the Board. The President shall appoint and chair an advisory committee which shall include not fewer than nine additional members: an external Board member, the two Principals, two members representative of the teaching staff and librarians, two students, an administrative staff member, and the Chief Librarian of the University of Toronto. The President shall recommend in writing a candidate to the Board and shall at the same time transmit to the Board the report of the advisory committee.
- c. The Chief Librarian shall hold an appointment with permanent status in the Victoria University Library and shall serve as Chief Librarian for a fixed term, normally of five years. The President shall conduct

an annual performance assessment of the Chief Librarian; in addition, the President shall review the Office of the Chief Librarian in the final year of the incumbent's term, and report the results to the Board. The Chief Librarian may be reappointed following this review and on the recommendation of an advisory committee.

7. **Other Senior Administrative Officers**

- a. **The Executive Director of Alumni Affairs and University Advancement** shall hold a continuing appointment at the pleasure of the Board. The Executive Director's duties shall be assigned by the President and the Board, and shall include the cultivation of strong relationships with alumni of Victoria University, annual giving, bequests and special campaigns, and communications and public affairs. The President shall conduct an annual performance assessment of the Executive Director. In addition, the President shall review the Office of the Executive Director periodically, usually every five years, and report the results to the Board.

The appointment of the Executive Director shall be made by the Board. The President shall appoint and chair an advisory committee which shall include not fewer than nine additional members: two external Board members, at least one of the Principals, a member of the teaching staff, a student, a member of each of the alumni associations, an administrative staff member and a representative of the University of Toronto. The President shall recommend in writing a candidate to the Board and shall at the same time transmit to the Board the report of the advisory committee.

- b. **The Dean of Students** shall hold a continuing appointment at the pleasure of the Board. The Dean's duties shall be as assigned by the President and the Board, and shall include relations with student societies, residence life and campus life. The President shall conduct an annual performance assessment of the Dean; in addition, the President shall review the Office of the Dean periodically, usually every five years, and report the results to the Board. This review shall normally take place in conjunction with the review of Victoria College (section 3 (b) (i) above).

The appointment of the Dean shall be made by the Board. The President shall appoint and chair an advisory committee which shall include not fewer than nine additional members: two external Board members, at least one of the Principals, at least one member of the teaching staff, three students including the President of VUSAC, an administrative staff member, and a representative of the University of

Toronto. The President shall recommend in writing a candidate to the Board and shall at the same time transmit to the Board the report of the advisory committee.

8. **Approval of Advisory Committees**

Membership of the advisory committees for the appointment of the senior administrative officers of Victoria University, other than the Chancellor and the President, shall be recommended for approval by the President to the Governance and University Affairs Committee, which shall report the membership to the Board. The President may recommend additional members, or delegated members where the holder of an office named in paragraphs 3, 4, 5, 6, and 7 of Section IV of this By-Law has delegated this responsibility.

9. **Removal from Office**

All offices are held at the pleasure of the Board, but the removal from office of any officer of the University or of a College should be accomplished in the same manner, as near as may be, as is prescribed for the making of an appointment to the office concerned.

V. Academic Appointments Policy

Policies governing academic appointments in Victoria University are set out in the 1998 Memorandum of Agreement between the University of Toronto and the Federated Universities or its successor, and in the Memorandum of Agreement between Victoria University and the 'Vic Chapter' of the University of Toronto Faculty Association.

VI. Committees

1. Standing committees shall be appointed annually by the Board.
2. Each standing committee shall have as *ex officio* members the Chair of the Board and the President (the "Ex Officio Members"). The President will be a non-voting member of the Audit sub-committee.
3. The purpose, membership and responsibilities of each standing committee will be defined in the Mandate of each committee. The Board will require each committee to maintain and keep current its Mandate. The Mandate of each committee is appended to this By-Law. Any amendment to a committee's mandate shall require the approval of the Board.
4. The mandate of the Executive Committee is as follows:
5. The purpose of the Committee is to provide oversight of the responsibilities of the Board of Regents (the "Board") by reviewing the strategic direction and

resource planning of Victoria University including the assessment of opportunities and risks, human resource policies, practices and agreements, and health and safety issues. The Committee will coordinate the work of the other standing committees of the Board, and deal with such other matters that come within the Board's mandate not expressly within the purview of any committee. The Committee has the authority to act on behalf of the Board in relation to all matters arising between regular meetings of the Board.

6. It shall be the duty of the Chair of each standing or other committee appointed by the Board to convene such meetings of the committee as may be required to perform and carry out with all reasonable dispatch the duties assigned to such committee. All standing committees shall report regularly to the Board of Regents.
7. The Board shall establish and review periodically the Rules Governing the Operation of the Standing Committees of the Board.
8. The Secretary of the Board shall be the secretary of each standing committee as stated in Section 13 of the Rules Governing the Operation of Standing Committees of the Board of Regents.

VII. Fiscal Year

The fiscal year of the Board shall end on the 30th day of April in each year.

VIII. Signing Officers

1. All documents (including any transfer of securities) requiring execution by or on behalf of the Board and whether or not under seal, shall be signed by one of the Chair of the Board, Vice-Chair of the Board, Treasurer, or other member of the Board specially authorized by the Board, and by one of the President, the Registrar, or the Bursar of the University.
2. All payments and other documents in connection with the operation of bank accounts of the University and its auxiliary enterprises shall be signed by such officers and/or other persons as the Board on recommendation of the Executive Committee shall by resolution determine.

IX. Confidentiality

1. At the commencement of any meeting of the Board the Chair shall, before any business comes before the meeting, bring this section of the by-law to the attention of all those present at the meeting;
2. All those members of the Board or any committee of the Board attending an in camera meeting, shall keep strictly private and confidential the subject matter of said meeting, and shall not communicate to any third party in any manner

whatsoever, anything touching or concerning any information, matter or decision reviewed, discussed or made at such meeting.

3. All members of the Board, upon election to the Board, shall sign a confidentiality agreement in such form as is required from time-to-time by the Governance and University Affairs Committee.

X. Indemnification

Except where otherwise prohibited by law, and except for a claim made by the University for a judgement in its favour against a member of the Board and a member of any committee or sub-committee of the Board, every such person, and the heirs, executors, administrators, successors and assigns of such person, shall from time to time and at all times be indemnified and saved harmless out of the funds of the University, from and against all costs, charges and expenses whatsoever (including amounts paid to settle an action or satisfy a judgement and fines and other monetary penalties) that such person sustains or incurs in connection with any proceeding of any nature or kind commenced or threatened against such person in respect of any act, deed, matter or thing whatsoever arising directly or indirectly from or in connection with the execution of the duties of the office of such person, except such costs, charges or expenses as are occasioned by the willful neglect or default of such person, or the unlawful act or acts of such person.

XI. Amendment

This By-Law may be amended at any meeting of the Board by a two-thirds vote of the Board members present at any such meeting, provided notice of any such amendment shall appear in any notice calling such meeting.

End of By-Law Number 1

Approved by the Board of Regents October 9, 2014

Amended by NAG, November 15, 2017

Approved by the Board of Regents, February 8, 2018

Amended by GUA, March 21, 2019

Approved by the Board of Regents, April 4, 2019