



VICTORIA UNIVERSITY  
IN THE UNIVERSITY OF TORONTO

## *The Board of Regents of Victoria University*

### *By-Law Number One*

June 9, 2022

The Board of Regents

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# VICTORIA UNIVERSITY BOARD OF REGENTS

## By-Law Number One

### **I. Board Membership**

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

The list of nominees for appointment to the Board under Section 4(2)1 of the Act shall be prepared by the Sub-committee of the Governance and University Affairs Committee (GUA) of the Board and approved by the Board. In arriving at these nominations, GUA may 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.

#### **2. Representatives of the Graduates of Victoria College**

The Sub-committee of the Governance and University Affairs Committee (GUA) shall nominate these representatives for approval by the Board.

#### **3. Representatives of the Alumni of Emmanuel College**

The Sub-committee of the Governance and University Affairs Committee shall nominate these representatives for approval by the Board.

#### **4. Representatives of the Teaching Staff**

The Secretary of the Board in consultation with the Principals of Victoria College and Emmanuel College shall forward the names of nominated teaching staff from each College to the Nominations Sub-committee of the Governance and University Affairs Committee. Their terms shall be four years.

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 formally appointed as Fellows of Victoria College in accordance with appointment procedures in place at the time.

Six members shall be recommended from Victoria College and two from Emmanuel College. Members' terms should not all terminate at the same time. If the appointment ends during the term of a Board member, then the Principal shall appoint an interim member until the end of the term.

## 5. Representative(s) of Administrative Staff

An election for the administrative staff member on the Board of Regents will be conducted by the Secretary of the Board whenever such a vacancy exists.

Administrative staff members, as well as Librarians, who are formally appointed are eligible to stand for election for the administrative member position.

## 6. Representatives of the Students

### a. Victoria College

The election of student members shall be conducted by the Victoria University Students Administrative Council (VUSAC) in Victoria College. The President of VUSAC, *ex officio*, and four members shall be elected by the students of Victoria College.

In advance of the election, the Secretary of the Board and the Chief Returning Officer appointed by VUSAC will meet to ensure that all the criteria required by the Board are satisfied.

### b. Emmanuel College

The Chair of the Emmanuel College Student Society (ECSS) shall be the student representative **on** the Board.

## 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.
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. To vote on Board motions, the member of the Board shall be a Canadian citizen.
8. 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.

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. A request by any Board member to have a vote by ballot will be considered by the Chair of the Board.
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.

### **III. Officers of the Board**

1. The Governance and University Committee shall nominate and the Board shall appoint as required a Chair, a Vice-Chair, and a Treasurer of the Board, each of whom shall hold office until their respective successors have been duly appointed. The Chair, Vice-Chair and Treasurer are also referred to as Trustees of the Board. The specific roles of each of the Trustees are outlined in a document held by the Secretary of the Board.
2. The Chair of the Board 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. Where possible, the Chair should be an external member of the Board and shall normally be appointed for a three-year term.
3. The Chair acts as a direct liaison between the Board and the President of Victoria University, and fosters a constructive and harmonious relationship between the Board and the President. Other obligations of the Chair are described in a document held by the Secretary of the Board.
4. In the absence of the Chair, the Vice -Chair shall preside at meetings of the Board. The Vice-Chair assists the Chair in matters related to the Board as a

whole, including leading special projects or committees as required. Where possible, the Vice-chair should be a Chair of a Standing Committee of the Board and be an external member of the Board.

5. The Treasurer of the Board 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. In addition, the Treasurer provides a financial report at each meeting of the Board. The Bursar and Director, Financial Services of the University play a critical role with regard to the work of the Treasurer. Where possible, the Treasurer should be an external member of the Board.
6. The Secretary of the Board is a member of the Senior Administration of Victoria University. The Secretary 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.
7. The Secretary works in partnership with the Chair of the Board to offer guidance with issues of governance, and ensures the Board agendas and meeting materials are provided to all Board members prior to or at Board meetings. This role also applies to Standing Committees and their Chairs.

#### IV. Officers of Victoria University

##### 1.

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. By statute (Victoria University Act, Section 11 (3)), the President is charged with management of the University as a whole and is the Chief Administrative Officer of the Board.

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.

- 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. This review shall remain confidential to the Board. 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 for approval. The proceedings and records of the advisory committee shall remain confidential at all times.
- c.** The reappointment of a President shall be made by the Board. Prior to the end of the President's first term where the Board is willing to consider a second term and the President is willing to serve a second term, a Presidential Reappointment Committee is struck. The Committee comprises the Chair of the Board (who normally will be the Chair of the Committee), Vice-Chair of the Board, Treasurer of the Board, Chair of the Governance and University Affairs Committee, a representative of Victoria College, a representative of Emmanuel College, and the Secretary of the Board. The Secretary serves in a supporting administrative role, and not as a voting member of the Committee. The process for reappointment, including the Reappointment Committee's responsibilities, is outlined in a document held by the Secretary of the Board. The Committee makes a recommendation regarding the reappointment and presents it to the Board for approval. The proceedings of the Committee shall remain confidential at all times.
- d.** Where the Board is willing to consider a third term, and the President is

willing to serve a third term, the reappointment process described in subsection 2. c. shall be followed.

3.

- a. The **Principal** of each College shall hold office for a term of five years and may be reappointed. A Principal shall continue in office until a successor is appointed.

In addition to performing the duties assigned to a Principal by Statute, the Principal 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 Federation Framework Agreement between the Governing Council of the University of Toronto and the Board of Regents of Victoria University in effect at the time.

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 Federation Framework Agreement in effect at the time.

The appointment of a Principal shall be made by the Board. Normally a review of the respective College will be undertaken by a review committee appointed by the President to guide the selection of the next Principal.

i. Victoria College

For Victoria College, the review shall be conducted in accordance with the Federation Framework Agreement in effect at the time. 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, and to the University of Toronto.

The President shall appoint an advisory committee to recommend the appointment of the Principal of Victoria College. This committee will 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, two external Board members, and two students. The President shall also include the Provost of the University of Toronto, in accordance with the Federation Framework Agreement in effect at the time, and 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.

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.

- b. The reappointment of the Principal is made by the Board. Prior to the end of the first terms of each of the Principals, where the Board is willing to consider a second term and the Principal is willing to serve a second term, the President shall initiate a review of the respective College and recommend an advisory committee for approval by the Board.
- c. In the case of absence of the Principal at either Victoria College or Emmanuel College, 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.
- d. **Vice-Principals**
- Upon the recommendation of the President, the Board may appoint a Vice-Principal of a College. The President shall appoint an advisory committee comprising the Principal and 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. 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.

**5.**

- a. The **Bursar** shall hold a continuing appointment. 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.
- 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.

**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.

- 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. 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. 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.

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.

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.

- b. **The Dean of Students** shall hold a continuing appointment. 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. 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 and the Chair of the ECSS, an administrative staff member, and a representative of the University of Toronto.

## V. Committees

1. **Standing Committees** shall be appointed annually by the Board on the recommendation of the Sub-committee of the Governance and University Affairs Committee.
2. Each standing committee shall have as *ex officio* members the Chair of the Board and the President. The President will be a non-voting member of the Audit sub-committee. On the recommendation of the Sub-committee of the Governance and University Affairs Committee, the Board may appoint a co-opted member to any standing 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. Any amendment to a committee's mandate shall require the approval of the Board.
4. 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.
5. 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*.
6. The Governance and University Affairs Committee shall review periodically the *Rules Governing the Operation of the Standing Committees of the Board* and report its review and any suggested changes to the Board for its approval.

### 7. **The Executive Committee**

This Committee is chaired by the Chair of the Board. Its purpose is to provide oversight of the responsibilities of 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.

All Officers of the Board are members of the Executive Committee. Other

members are the President of Victoria University, the Principals of Victoria College and Emmanuel College, the Chairs of the standing committees, and the President of VUSAC. A Member-at-Large, who is a member (non-co-opted) of a standing committee, may be appointed at the discretion of the Chair of the Executive Committee.

#### **8. Compensation Committee**

This Committee, comprising the Chair, Vice-Chair and Treasurer of the Board, deals with matters relating to compensation of the senior administration. These matters include reviewing and approving the goals and objectives relevant to the President's compensation, evaluating the President's performance in light of those goals and objectives, and determining the President's compensation level based on the evaluation. The Compensation Committee also determines the compensation of each member of the senior administration based on discussions with the President of Victoria University.

The President provides relevant information to the Compensation Committee to allow it to fulfill its duties.

### **VI. Fiscal Year**

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

### **VII. 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.

### **VIII. Rules of the Board and Committees with respect to Confidentiality**

1. **Confidential information shall always be addressed in an *in camera* portion of a Board meeting. Committee meetings shall always be held *in camera*.**
2. All members of the Board, upon election to the Board and annually shall sign a declaration to acknowledge their duties to abide by the *Policy on Confidentiality*

*within the Board of Regents. Other documents such as Expectations of Individual Board Members, and Expectations of Members Co-opted to Standing Committees of the Board also require similar declarations. These documents reside with the Secretary of the Board.*

## **IX. 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.

## **X. 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 **Amended by the GUA May 5, 2022**

**Approved by the Board of Regents June 9, 2022**