

Board of Governors
9:00 AM, Thursday, April 20, 2023
David Braley Health Sciences Centre, the Auditorium (Room 2032)

AGENDA

NOTE: Members who wish to have items moved from the Consent to the Regular Agenda should contact the University Secretariat before the Board meeting. Members may also request to have items moved when the Agenda is presented for approval at the Board meeting.

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- 3. APPROVAL OF THE AGENDA - OPEN SESSION**

CONSENT

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- i. **Establishment of the Global Nexus School for Pandemic Prevention and Response (APPROVAL)**

G. Wright

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- ii. **Name Change - Department of Radiology (APPROVAL)**

S. Denburg

[Name Change - Department of Radiology](#)

10. COMMITTEE REPORTS (9:45 a.m.)

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- i. **Board of Governors By-Law Revisions (APPROVAL IN PRINCIPLE)**

A. Thyret-Kidd

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- ii. **Graduate Funding Task Force Terms of Reference (INFORMATION)**

S. Tighe

[Graduate Funding Task Force Terms of Reference](#)

11. REPORTS RECEIVED FOR INFORMATION

Employee Groups and Pension Plans Presentation (INFORMATION)

W. McKenna

12. PRESENTATION TO THE BOARD OF GOVERNORS (10:10 a.m.)

Name: Dr. Pamela Swett, Dean of Humanities

Title: Faculty of Humanities

13. OTHER BUSINESS

B. CLOSED SESSION (10:35 a.m.)

Report to the Board of Governors
from the
Senate

FOR APPROVAL

i. Title Change - Associate Dean (Academic)

At its meeting on March 8, 2023, the Senate approved the Title Change of the Associate Dean (Academic) to the Associate Dean, Undergraduate Studies. This is now presented to the Board for approval. Further details are contained within the circulated material.

FOR INFORMATION

ii. SPS B13 - Extension of Timeline for Academic Assessments in Response to the COVID-19 Pandemic

At the same meeting, the Senate received, for information, the SPS B13 - Extension of Timeline for Academic Assessments in Response to the COVID-19 Pandemic. This is now presented to the Board for information. Further details are contained within the circulated material.

It is now recommended,

that the Board of Governors approve the recommendation as contained in the report from the Senate.

Board of Governors
FOR APPROVAL/INFORMATION: April 20, 2023

MEMORANDUM

February 2, 2023

TO: Senate Committee on Appointments

FROM: Dr. Susan Tighe, Provost and Vice-President (Academic)
Dr. Khaled Hassanein, Dean, DeGroote School of Business
Dr. Jeremiah Hurley, Dean, Faculty of Social Sciences
Dr. Maureen MacDonald, Faculty of Science
Dr. Heather Sheardown, Dean, Faculty of Engineering
Dr. Pamela Swett, Dean, Faculty of Humanities

RE: **Recommendation to retitle Associate Dean (Academic) to Associate Dean, Undergraduate Studies**

The Associate Dean (Academic), is a senior academic leader within a Faculty that is responsible for leadership and coordination of undergraduate academic programs, activities and other duties as delegated by the Dean. As all Associate Deans are academic by nature, changing the title from Associate Dean (Academic) to Associate Dean, Undergraduate Studies would be more informative and would clearly distinguish between the various Associate Dean roles.

The Provost and Vice-President (Academic) and Faculty Deans from Business, Engineering, Humanities, Science, and Social Sciences, request that Senate Committee on Appointments approve the title change to “**Associate Dean, Undergraduate Studies**”, effective July 1st, 2023.

Enclosed please find the retitled terms of reference for the Associate Dean, Undergraduate Studies roles for Business, Engineering, Science, and Social Sciences. The Faculty of Humanities uses the generic 2002 Terms of Reference for Associate Deans (enclosed for reference), but will be adopting the Associate Dean, Undergraduate Studies title.

The Faculty of Health Sciences continues to use ‘Vice-Dean, Education’ for the comparable portfolio, reflecting different accountabilities and organizational structures with respect to the professional programs it oversees.

Attachments (5)

- I. Faculty of Business Terms of Reference – Associate Dean, Undergraduate Studies
- II. Faculty of Engineering Terms of Reference – Associate Dean, Undergraduate Studies
- III. Faculty of Social Sciences Terms of Reference – Associate Dean, Undergraduate Studies
- IV. Faculty of Science Terms of Reference – Associate Dean, Undergraduate Studies
- V. Terms of Reference – Associate Deans

I. Faculty of Business Terms of Reference – Associate Dean, Undergraduate Studies



Policies, Procedures and Guidelines

Complete Policy Title:
**Terms of Reference – Associate Dean,
(Academic) Undergraduate Studies,
Faculty of Business**

Policy Number (if applicable):

Approved by:
Senate

Date of Most Recent Approval:
**April 11, 2012 (editorial revisions)
June 8, 2011
June 9, 2011**

Board of Governors

Date of Original Approval(s):
March 13, 2002

Supersedes/Amends Policy dated:
June 8, 2011

Responsible Executive:
Provost and Vice-President (Academic)

Enquiries:
[University Secretariat](#)

DISCLAIMER: *If there is a Discrepancy between this electronic policy and the written copy held by the policy owner, the written copy prevails*

Terms of Reference

1. Responsible for the following aspects of the Faculty's undergraduate BComm Program:
 - student recruitment;
 - admissions;
 - student academic counseling;
 - enrolment management;
 - student appeal matters;
 - scholarships and prizes;
 - curriculum development/revisions;
 - course management policy matters such as course outlines;
 - access to final examinations;
 - retention of student records and student material.
2. Represents the Faculty of Business on Undergraduate Council.
3. Responsible for ensuring that administrative matters in connection with the Faculty's undergraduate education programs are carried out, that the Faculty and University deadlines for the submission of examination copy and curricula revisions and for evaluations of students are met and that all relevant teaching policies of the Faculty and the University are implemented, etc.

4. Responsible for leadership and coordination of appropriate academic programs, activities and other duties as delegated by the Dean, including the maintenance and development of extra-curricular student activities to promote personal, professional and academic growth, and the development of relationships with the business community.

5. In consultation with the Associate Dean (Faculty Affairs and Accreditation) and the Area Chairs, responsible for:

(a) determining which faculty members will teach the undergraduate courses and give the tutorials offered by the Faculty.

Chair:

Undergraduate Recruiting, Admissions and Student Affairs Committee Undergraduate Curriculum and Policy Committee
Co-Chair – Student Awards Committee [with Associate Dean (Graduate Studies and Research)]

Member:

Faculty
Dean's Advisory Council
Engineering and Management Policy Committee Faculty Research and Awards Committee
School of Business Committee of Instruction

II. Faculty of Engineering Terms of Reference – Associate Dean, Undergraduate Studies

TERMS OF REFERENCE

ASSOCIATE DEAN, ~~ACADEMIC~~ Undergraduate Studies

FUNCTIONS:

The Associate Dean, ~~Academic~~ Undergraduate Studies, is a senior academic leader in the Faculty of Engineering that provides strategic academic leadership to support development and achievement of the Faculty's undergraduate academic goals and objectives.

This includes the following core responsibilities:

- **Academic Leadership** – provide strategic leadership and support for academic programs offered by the Faculty, including academic program and strategic planning, and curriculum development, implementation, evaluation, and continuous improvement.
- **Academic Operations** – provide leadership for and coordination of the operational function of the academic mission of the Faculty.
- **Faculty Development** – collaborate with the Dean to support faculty development to promote excellence in teaching and learning.
- **Faculty Representation** – represent the Faculty on University-level committees, University policy development, University strategic planning, University/community events.
- **Accreditation**: Oversee and lead accreditation by the Canadian Engineering Accreditation Board (CEAB)

ACCOUNTABILITIES:

- Lead, along with Chairs and Directors, the development and implementation of the academic program plans of the Faculty.
- Provide leadership to academic units in the Faculty to support curriculum development, innovation, evaluation, Institutional Quality Assurance Processes (IQAP), and continuous improvement.
- Oversee resource / space allocation to support academic programing and innovation.
- Develop, promote, and maintain relationships, and work collaboratively, with internal and external stakeholders (i.e., Other Faculties, Vice Provost Teaching and Learning, Office of the Registrar, AVP Students & Learning and Dean of Students).
- Oversee the operations of the Office of the Associate Dean, ~~Academic~~ Undergraduate Studies – direct a team of professional and administrative support personnel responsible for student liaison, admission, registration, academic counseling, enrolment management, student records, academic program development, degree audit and review, curriculum and calendar matters, among other responsibilities.
- Collaborate with the Dean and Director, Finance & Administration to determine the Faculty's annual domestic and international enrolment targets.
- Collaborate with the Faculty of Engineering Outreach and Recruitment Unit to ensure recruitment targets are met and promote excellence in co-curricular experiences.
- Oversee the Experiential Learning Office for the development and implementation of innovative approaches to experiential leaning, and to expand these experiences across our programs.
- Oversee interdisciplinary programs, including Engineering and Management, Engineering and Society, Integrated Biomedical Engineering & Health Sciences, and Minor in Innovation.
- Oversee the Academic Sustainability Programs Office.
- Over various student groups in the Faculty of Engineering whose missions involve undergraduate matters, outreach, and education.

CRITERIA:

Associate or Full Professor with tenure or permanence, with P.Eng. status

III. Faculty of Social Sciences Terms of Reference – Associate Dean, Undergraduate Studies

Terms of Reference, Associate Dean, Academic Undergraduate Studies (Social Sciences) | November 2022

The Associate Dean, Academic Undergraduate Studies (Social Sciences) has the primary responsibility within the Faculty of Social Sciences for furthering McMaster's goals regarding undergraduate education and provides leadership and coordination of all activities related to those goals.

The Associate Dean, Academic Undergraduate Studies reports to the Dean of the Faculty of Social Sciences, works in a coordinated way with other Associate Deans of the Faculty of Social Sciences, the Vice- Provost Teaching and Learning, the Deputy Provost, and other Associate Deans Academic to ensure that both Faculty-specific and University-wide goals are addressed.

Responsibilities include, but are not limited to:

1. Provide leadership in defining, promoting, implementing, sustaining and evaluating undergraduate educational activities in the Faculty of Social Sciences consistent with the strategic priorities of the Faculty and the University.
2. Provide leadership in educational program development and implementation, including cross-departmental and cross-Faculty multidisciplinary initiatives.
3. Oversee the operations of the Office of the Associate Dean, Academic Undergraduate Studies, including:
 - a. direct a team of professional and administrative support personnel
 - b. student recruitment/liaison, in consultation with the recruitment/marketing manager
 - c. enrolment management, admissions, and registration
 - d. academic advising
 - e. academic program development
 - f. career and experiential education, including the co-op program
 - g. student records and student awards
 - h. annual curriculum and calendar revisions
 - i. degree audit and review, curriculum and calendar matters
 - j. administrative liaison with the MacPherson Institute, Student Success Centre, and other offices on campus (e.g., SAS, SSCM)
4. Manage of the Office of the Associate Dean Academic operating and grant budgets.
5. Liaise with the Vice-Provost Teaching and Learning and Associate Deans Academic from other Faculties on undergraduate education matters.
6. Liaise with the McMaster Social Science Society (MSSS) and Welcome Week Planners in the Faculty of Social Sciences, and approval of FSS student group events.
7. Chair, as requested by the Dean, review committees and other Faculty committees from time to time, as needed.
8. Discharge other such duties as may from time to time be assigned by the Dean, including acting as the Dean's delegate at the request of the Dean.
9. The term of the office of the Associate Dean, Academic Undergraduate Studies, is normally five years, with the possibility of re-appointment.

Membership on Faculty of Social Science Committees

- Dean's Advisory Committee
- Faculty Council
- General Faculty
- Undergraduate Academic Planning and Policy Committee (Chair)
- Ad hoc committees that bear on undergraduate education as appropriate

Membership on University Committees

- Undergraduate Council and relevant subcommittees
- Enrolment Management Team
- Associate Deans' Academic Group

IV. Faculty of Science Terms of Reference – Associate Dean (Undergraduate Studies)



Terms of Reference Associate Dean, Academic Undergraduate Studies, Faculty of Science

The Associate Dean, Academic Undergraduate Studies, Faculty of Science is responsible for the Faculty's undergraduate academic and educational programs. S/he will:

1. Provide leadership in defining, promoting, implementing, sustaining and evaluating teaching activity in the Faculty of Science that is consistent with the strategic priorities of the Faculty and the University.
2. Provide leadership in educational program development and implementation, including cross- departmental and cross-Faculty multidisciplinary initiatives.
3. Provide leadership in other academic matters and opportunities consistent with the strategic priorities of the Faculty and University.
4. Oversee the operations of the Office of the Associate Dean (Academic), Undergraduate Studies; direct a team of professional and administrative support personnel responsible for student recruitment/liaison, admission, registration, academic counseling, enrolment management, student records, academic program development, degree audit and review, curriculum and calendar matters, Science Career and Cooperative Education, among other responsibilities.
5. Work in conjunction with Departmental, Faculty, and University outreach and recruitment offices to raise the profile of the undergraduate programs in the Faculty of Science, and to recruit the best students to the Faculty.
6. Develop educational policies and priorities and recommend these to the Dean and Faculty Council.
7. Liaise with the Office of the Associate Vice-President (Academic) and representatives of other Faculties on undergraduate-related matters.
8. Manage the budget of the Office of the Associate Dean (Academic), Undergraduate Studies.
9. Maintain liaison between undergraduate, graduate and research programs to ensure coherence and to promote integration.
10. Establish and maintain performance indicators to ensure benchmarking of educational performance. Work closely with Departments to review and evaluate existing programs.
11. Advise the Dean on resource needs, Faculty recruitment and mentoring.
12. Oversee various student groups in the Faculty of Science whose missions involve undergraduate matters, outreach, and education.

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13. Communicate with students about individual situations related to academic matters (appeals, reinstatements, etc.) if necessary to clarify decisions made by the Office of the Associate Dean (Academic), Undergraduate Studies.
 14. Chair, as requested by the Dean, review committees and other Faculty committees from time to time, as needed.
 15. Discharge other such duties as may from time to time be assigned by the Dean.
 16. On occasion, act as the Dean's delegate—specifically, in the absence of the Dean, the Associate Dean will represent the Dean on the various bodies, committees, or councils on which the Dean serves ex-officio; this representation will be assigned by the Dean as the occasion warrants.

Normally, the term of the office of the Associate Dean, Academic Undergraduate Studies will be five years.

Membership on Faculty Standing Committees and Ad Hoc Committees

- Faculty Council
- Undergraduate Academic Planning and Policy Committee (Chair)
- Dean's Advisory Group
- Ad hoc committees on education, outreach, and other areas important for the Faculty

Membership on University Committees

- Undergraduate Council
- Enrolment Management Team
- Associate Deans' Group

Accountability: Dean, Faculty of Science

Note: The title and office of Associate Dean (Studies) changed to Associate Dean (Academic) effective July 1, 2012.

V. Terms of Reference – Associate Deans



Policies, Procedures and Guidelines

Complete Policy Title:

Policy Number (if applicable):

Terms of Reference for Associate Deans

Approved by:

**Senate
Board of Governors**

Date of Most Recent Approval:

**March 13, 2002
March 27, 2002**

Date of Original Approval(s):

Supersedes/Amends Policy dated:

Responsible Executive :

**Dean of Relevant Faculty or Graduate
Studies**

Enquiries:

[University Secretariat](#)

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An Associate Dean:

- works with the Dean on behalf of the Faculty or School of Graduate Studies as appropriate, and is accountable to the Dean
- will provide leadership and coordination of appropriate academic programs, activities and other duties¹ as delegated by the Dean
- on occasions acts as the Dean's delegate - specifically, in the absence of the Dean, the Associate Dean will represent the Dean on the various bodies, committees, or councils on which the Dean serves ex officio; should there be more than one Associate Dean then this representation will be assigned by the Dean as the occasion warrants
- will discharge such other duties as may from time to time be assigned by the Dean

Normally, the term of office for an Associate Dean will be five years.

¹ A representative, but not exhaustive, list of possible duties would include alumni affairs, budgeting, enrolment management, fostering and management of research, fundraising, public relations, and strategic planning.



The Joint Administration/Faculty Association
Committee to consider University Financial Matters
and to discuss and negotiate matters related to
Terms and Conditions of Employment of Faculty

1280 Main Street West
Hamilton, Ontario
L8S 4K1

DATE: February 16, 2023

TO: Senate Committee on Appointments

CC: Andrea Thyret-Kidd, University Secretary

RE: SPS B13 - Extension of Timeline for Academic Assessments in Response to the COVID-19
Pandemic

At the February 15th, 2023 Joint Committee meeting the following motion was passed to read:

“The Joint Committee has reviewed SPS B13 - Extension of Timeline for Academic Assessments in Response to the COVID-19 Pandemic and agrees that no change to policy is necessary. The version approved on March 3, 2022 will remain in effect.”

Sincerely,

A handwritten signature in blue ink that appears to read "K. Cuff".

Katherine Cuff
MUFA President

A handwritten signature in blue ink that reads "Susan F. Tighe".

Susan Tighe
Provost and Vice-President (Academic)

Complete Policy Title

Extension of Timeline for Academic Assessments in Response to the COVID-19 Pandemic

Policy Number (if applicable):

SPS B13

Approved by

**Senate /
Board of Governors**

Date of Most Recent Approval

**February 9, 2022 /
March 3, 2022**

Date of Original Approval(s)

**April 29, 2020
June 4, 2020**

Supersedes/Amends Policy dated

February 10, 2021 /
March 4, 2021

Responsible Executive

Provost and Vice-President (Academic)

Policy Specific Enquiries

[Provost and Vice-President \(Academic\)](#)

Reviewed

January 10, 2023

General Policy Enquiries

[Policy \(University Secretariat\)](#)

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PREAMBLE

1. McMaster University recognizes the exceptional circumstances that have resulted from the COVID-19 pandemic and the effect it has had on the career progression of its faculty members. COVID-19 has resulted in an unprecedented situation that has required faculty to rapidly adapt to new and/or alternate methods for teaching and course delivery for classes. This has affected their ability to engage in normal scholarly activities, University service, and has impeded faculty in their ability to undertake research and clinical scholarly activities.
2. The purpose of this Policy is to outline the details of how the academic assessment extension will be applied and administered in conjunction with the *Tenure and Promotion Policy* and *SPS (Supplementary Policy Statement) documents*.
3. For the purpose of interpreting this Policy:
 - a) words in the singular may include the plural and words in the plural may include the singular;
 - b) **One-Year Extension** means the one-year extension of a tenure-track appointment beyond the normal six-year limit and includes delaying the timing of their academic assessments by one year;
 - c) **SPS** means the [Supplementary Policy Statements](#);
 - d) **Tenure and Promotion Policy** means the [McMaster University Revised Policy and Regulations with Respect to Academic Appointment, Tenure and Promotion \(2012\)](#); and
 - e) **Tenure-Track** means:
 - (i) tenure-track appointments;
 - (ii) teaching-track appointments; and
 - (iii) special appointments.
4. Normally the total duration of a faculty member's initial [Tenure-Track](#) appointment may not exceed six years from the date of their first appointment (Section II, clause 6 of the *Tenure and Promotion Policy*). However, the *Tenure & Promotion Policy* does envision specific situations where these time limits may be extended (Section II, clause 7).
5. In keeping with the principles of the *Tenure and Promotion Policy* the University has deemed it appropriate that all Tenure-Track faculty have their appointment extended by one year, which will in turn affect the timing of their academic assessments for re-appointment, tenure/permanence, and promotion.

ELIGIBILITY

6. All faculty members holding a Tenure-Track appointment as of **June 30, 2022**, shall have their appointment extended by one year and the timing of their academic assessments may be delayed by one year.
7. Section II, clause 4 (c) of the [Tenure and Promotion Policy](#) will continue to apply to those in special appointments. Although this Policy outlines a one-year extension for all eligible [Tenure-Track](#) faculty, individuals do have the ability to proceed on the normal timing, as outlined in the *Tenure and Promotion Policy*.

EXTENSION GUIDELINES

Responsibilities of Department Chairs

8. It is the responsibility of the Chair of each Department to inform all members of the Department of the University's tenure and promotion provisions related to the COVID-19 pandemic.
9. The *Tenure and Promotion Policy* (Section III, clause 37a) sets out the expectation that Department Chairs should meet at least once each academic year with all Tenure-Track candidates. Results of these discussions must be recorded in writing and agreed to by both parties. When a faculty member is eligible for the One-Year Extension the extended date must be clearly documented in the written summary of these discussions.

Faculty Member Decision to Proceed on the Normal Timing

10. The [One-Year Extension](#) for eligible faculty is **automatically granted**, normally applying to the next assessment. Faculty members in years 1, 2, or 3 have the option to proceed with normal timing for their 3 year assessment and use the extension later. The total tenure clock will be a maximum of 7 years.
11. Although this Policy outlines a One-Year Extension for all eligible [Tenure-Track](#) faculty, individuals do have the ability to proceed on the normal timing, as outlined in the *Tenure and Promotion Policy*.
12. Faculty members will inform their Chair in writing of their decision to go forward for re-appointment, tenure/permanence/CAWAR on the normal timing. In such cases, faculty should refer to the *Tenure and Promotion Policy* for guidance on timing and requirements.

Other Time Limit Extensions

13. The One-Year Extension is in addition to any other time limit extensions that have been made in compliance with Section II, clause 7 of the [Tenure & Promotion Policy](#) (e.g. special leave, medical leave, or a pregnancy/parental leave).

Dossiers

14. All eligible faculty members' dossiers (prepared in compliance with [SPS B12 Preparation of Dossiers for Re-Appointment, Tenure/Permanence and/or Promotion](#)) shall include a copy of this Policy under section #8 identified in the Table of Contents (listed below):

**TENURE, PERMANENCE AND/OR PROMOTION DOSSIER: Dr. E. Z. Rider
Table of Contents**

1. Written Recommendation of the Departmental Tenure and Promotion Committee based on an examination of the following elements of the dossier:
2. Curriculum Vitae
3. Candidate's Statement
4. Departmental Teaching Evaluation Report
5. Candidate's Response to Departmental Teaching Evaluation Report
6. List and Biographical Sketch of Potential Referees
7. Referee Letters
8. Sample Copy of Chair's or Dean's Letter Sent to Referees, and the Relevant Policy for Referees

15. Chairs and Directors are encouraged to include in their statement to the Faculty Tenure and Promotion Committee a description of the effect the COVID-19 pandemic had on the candidate's research, clinical, and/or teaching activities.
16. Eligible faculty members may elect to include an additional 1-page statement on how the COVID-19 pandemic has affected their research, teaching and/or University service within section 3 of their dossier (Candidate's Statement).

REVIEW

17. This Policy will be reviewed by MUFA and the Senate Committee on Appointments in December 2022 to determine if conditions require an extension of the application of this Policy and/or if revisions are necessary.

President's Report to McMaster University's Board of Governors April 20, 2023

Spotlight on Teaching and Learning

As the home of problem-based learning, McMaster has long been recognized as a global leader in teaching and learning innovation. We remain committed to creating the best possible learning environment for our students, and ensuring students are equipped with the knowledge and skills needed to make a transformative impact on our world.

Since the launch of McMaster's strategic plan, we have continued to innovate in this critical area, focusing on the expansion of active, experience-based, interdisciplinary, and inclusive learning. We continue to develop innovative and varied approaches that incorporate global insights and encourage creativity, risk-taking and reflection, while embracing the digital tools and virtual learning approaches that were introduced during the pandemic.

Progress in the area of Teaching and Learning includes:

- The development of a new Teaching and Learning strategy and the appointment of a new Vice-Provost, Teaching and Learning to implement the strategy.
- The launch of the Honours Sustainable Chemistry Program, which aims to prepare students to be leaders in the zero-carbon economy. It is the first of its kind in Canada.
- The development of the Reflective Learning Framework, which helps guide and assess students throughout experiential learning opportunities. The framework has been adopted across McMaster and at other institutions of higher learning.
- The development of additional active and flexible learning spaces to ensure that our physical and virtual spaces support learning outcomes and ensure accessibility and inclusivity to meet the needs of our communities.
- 95% of students participated in at least one course with an experiential learning component upon graduation, enabling the University to leverage \$200,000 in wage subsidies and employer funding in the past year to support 450 student placements.
- More than 3,600 co-op and internship placements for undergraduate students annually.

I would like to highlight further advances in this important priority area.

Launch of the Indigenous Studies Department

I'm pleased to share that McMaster has officially launched the Indigenous Studies Department, which is home to the Indigenous undergraduate program, a planned graduate program and a host of research and community-focused activities.

As Board members know, the creation of the department is an integral component of the [Indigenous Education Strategy](#), a strategic plan developed by the Indigenous Education Council and the McMaster Indigenous Research Institute, to further reconciliation and enhance the visibility and impact of the Indigenous communities on campus.

McMaster has a three-decade long record of leadership in Indigenous studies and scholarship, and is one of the longest-standing programs of its kind in Canada. Since its inception, Indigenous Studies at

McMaster has been a multidisciplinary field of study, focusing on Indigenous-centred thinking and analysis to understand the historical, social, political, and cultural aspects of Indigenous societies in Canada and around the world. It garners interest from Indigenous and non-Indigenous students alike and, as a department, will continue to expand in terms of course offerings, enrolment and faculty research programs, and in its strong community relationships to Six Nations of the Grand River.

This is a tremendously important and exciting step forward, both in supporting Truth and Reconciliation on our campus and in advancing and empowering Indigenous scholars, students and staff at McMaster.

The Digital Learning Strategy

The COVID-19 pandemic necessitated significant changes to the teaching and learning environment at McMaster, but also presented important opportunities to harness new virtual and digital platforms to enhance the learning experience for our students.

To advance the use of technology as a learning tool, McMaster has developed a Digital Learning Strategy framework as part of the [Partnered in Teaching and Learning strategy](#), introduced in May 2021.

Designed to complement the face-to-face learning experience, the framework identifies the ways in which online and technology-enhanced classrooms have changed the teaching and learning environment for both educators and students. The framework provides important opportunities to improve critical digital fluency skills for instructors and students, connect them with researchers, communities, industry partners and potential employers around the globe, and prepare students for the future of work.

Developed with input from students, staff and faculty as part of an evidence-informed approach, the framework also identifies ways in which digital approaches and tools have the potential to help overcome or reduce some barriers to learning, such as inaccessible course materials, family and personal responsibilities and obligations, transportation issues, physical classroom impediments and geographic location.

Additionally, in 2021 and 2022, McMaster was awarded the maximum of \$1 million dollars through the provincial government's [Technology and Equipment Renewal Fund program](#), which is intended to help modernize postsecondary infrastructure that will support postsecondary institutions in the delivery of high-quality education. This funding has assisted in the development of digital tools and approaches to enhance student learning at McMaster.

The Digital Learning Strategy framework officially launches on May 8, and is an important step forward in equipping McMaster students with the knowledge and digital skills needed to excel in our increasingly digital learning and work environments.

Task Force on Generative AI Technology in Teaching and Learning

In recent months, the emergence of generative artificial intelligence (AI) technology, such as ChatGPT, has led to many questions and concerns about how AI is, and will continue to, impact teaching, learning in higher education.

The MacPherson Institute, in partnership with the Offices of the Deputy Provost and the Vice Provost (Teaching and Learning) is forming a task force to explore the impacts of this evolving technology on teaching, assessments, and the student learning experience. This task force will include McMaster faculty, staff, and students from across disciplines. It will also include research and development projects that

examine the ways in which educators can either integrate generative AI into assessments or alter assessments to minimize the impact of generative AI. In the meantime, the MacPherson Institute has been offering workshops and consultations for faculty on generative AI including ChatGPT.

This task force will provide critical insights into how AI technologies are changing post-secondary education and how McMaster can adapt to this rapidly changing teaching and learning environment. I look forward to updating Board members as the task force develops.

The Partnered in Teaching and Learning Grants Program

To support McMaster faculty in implementing the principles outlined in the Partnered in Teaching and Learning (PTL) Strategy and in the University's Strategic Framework, McMaster has launched the Partnered in Teaching and Learning grants program.

Co-developed by the Office of the Vice-Provost (Teaching and Learning) and the MacPherson Institute, the program offers two types of grants: Seed Grants, which support innovations and enhancements at the course and program level, and Garden Grants, which support interdisciplinary and Faculty-wide projects.

In the first call for applications, 31 grants totalling over \$340,000 were awarded to fund a range of highly collaborative projects. Collectively, the projects include more than 200 project team members from across campus. Eighty per cent of project teams include students as co-investigators, and more than 50 per cent of project teams are interdisciplinary and include members from two or more Faculties or central units.

Projects include:

- Research studies to implement and assess innovative teaching methods, including a study on virtual reality technology in anatomy courses.
- A cross-campus initiative to research and create a sustainable solution for hybrid meetings and classes.
- The creation of new courses and materials to enhance equity, diversity and inclusion in the classroom, including SCIENCE 2AR3 - Foundations of Science: Equity, Justice and Anti-Racism in Science, which was developed through a PTL grant and has now been approved for inclusion in the Undergraduate Calendar.
- The development of curriculum, pathways, and resources to support and encourage experiential and work-integrated learning, including a project to expand the use of collaborative online international learning to develop students' intercultural competencies.

Applications for the 2023 grants will be accepted between April 24 and June 5. This program is playing a key role in advancing McMaster's strategic priorities, and creating exciting new opportunities to enhance teaching and learning at McMaster and set our students up for success.

Progress Update on MacPherson Institute Review

In 2018, McMaster undertook an [external review of the MacPherson Institute for Leadership, Innovation and Excellence in Teaching](#), which resulted in a series of recommendations to better align supports and services offered by the Institute with the needs of educators at McMaster.

In response, the Institute, under the leadership of Director Lori Goff, developed a three-year strategic plan that identified key initiatives to address recommendations from the reviewers and incorporate feedback from the teaching and learning community at McMaster. In October 2022, our Provost Susan Tighe invited the reviewers to return to McMaster to complete a progress review.

I am pleased to report that, according to that review, the MacPherson Institute has [successfully completed 51 of the 59 strategic initiatives](#), with several more still in progress. Key changes include a clear mission and mandate, streamlined program offerings, and the shift to a Faculty Liaison model of service.

The reviewers, who include representatives from the University of British Columbia, the University of Calgary and McMaster, also noted a “palpable shift” in the work environment and organizational structure at the MacPherson Institute and the “significant impact” these changes have had across the University community more broadly. As well, the reviewers identified opportunities for next steps, particularly to further defining how the MacPherson Institute will work in partnership with the Office of the Vice-Provost (Teaching and Learning).

I commend the staff and faculty at the MacPherson Institute for their responsiveness to the recommendations and for their ongoing commitment to providing our teaching and learning community with the innovative resources and supports needed to provide our students with world-class instruction and prepare them to support positive change in the world.

President’s Awards for Outstanding Contributions to Teaching and Learning

One of the most enjoyable parts of my role as President is to recognize the outstanding work and achievements of McMaster’s world-class faculty. Each year the selection committee recommends an exceptional group of educators for their exceptional innovation and commitment to student learning through the President’s Awards for Teaching Excellence.

We receive an impressive set of nominations every year, but I am particularly pleased by the number and quality of nominees being considered for this year’s awards. Since 2014, we’ve received an average of seven nominees annually. This year, we received a total of 21 nominations, representing a significant increase. Additionally, we have increased the number of awards from five to eight to recognize the incredible teaching and learning taking place at McMaster.

The strong response to our call for nominations is a testament to the value the McMaster community places on teaching excellence and reflects the caliber of teaching talent across all Faculties of the University. This year’s President’s Award recipients will be announced on the Daily News in May – I look forward to sharing the list of recipients with Board members.

New Course Assessment Tool

As part of McMaster’s ongoing commitment to support and advance innovation in teaching and learning, McMaster has moved to a new assessment platform designed to better evaluate students’ learning experiences within specific courses.

In fall of 2022, McMaster adopted Blue by Explorance, a cloud-based confidential course evaluation system based in Montreal, which has been widely adopted across many Canadian Higher Education Institutions. Using Blue by Explorance, students are asked to rate and provide feedback on their learning experience in the course, rather than simply rating the effectiveness of their instructors.

This system has already proved to be a valuable resource for improving teaching and learning practices and has been effective in providing educators and administrators with the quality data they need to incorporate student feedback into course design and improve the learning experience for McMaster students.

Wilson College Update

McMaster's Wilson College for Leadership and Civic Engagement, the most comprehensive leadership college in Canada, continues to take shape.

Last month, the College's [Minor in Leadership and Civic Studies](#) – open to students from all Faculties across McMaster – was approved for inclusion in the 2023-24 Undergraduate Calendar. The Faculties of Social Sciences and Humanities have also made significant progress on the curriculum development for the Joint Honours BA in Leadership and Civic Studies and are on-track to complete the draft of the Institutional Quality Assurance Process (IQAP) proposal by early summer. The IQAP proposal is expected to go to the Senate for approval in March 2024, with the BA degree program scheduled to launch in the 2025/26 academic year.

The searches for the [College's Academic Director and Endowed Chair in Leadership and Civic Studies](#) are well underway, as is the recruitment of members to the Wilson College external advisory board and the External Director.

As well, McMaster recently retained RDH Architects, who will be working in partnership with Shoalts and Zabak Architects (SZA). Together, they will support the feasibility study and design work for the new Wilson College building, which will include a residence for students as well as academic and collaborative spaces. RDH will conduct the feasibility study over the summer in collaboration with internal working groups, composed of staff and faculty from Social Sciences and Humanities and other University departments. The building is anticipated to be ready for occupancy by Wilson College students, staff and faculty in 2026.

These updates represent important progress toward McMaster's goal of educating the next generation of leaders who can anticipate and address complex challenges and work across the public, private and non-profit sectors to make a transformative impact on Canada and the world.

Accessibility in Teaching and Learning

To ensure that McMaster is providing students with accessible, inclusive learning environments and that the University is meeting the diverse educational needs of our students with disabilities, McMaster is developing a five-year Teaching and Learning Accessibility Roadmap, underpinned by AODA Postsecondary Education Standard (AODA PSE) final recommendations.

The development of the roadmap will be led by the Vice-Provost (Teaching and Learning) in collaboration with Faculties and administrative units across the University. The roadmap will reduce the reliance on the individualized accommodations system and will focus on improving educational and academic outcomes for McMaster students with disabilities through a holistic, systemic approach.

The development of this roadmap is funded through the Strategic Excellence and Equity in Recruitment and Retention (STEER/R) Program, which is intended to advance the pursuit of inclusive excellence by making seed funding available for transformative initiatives that benefit equity-deserving groups at McMaster.

Th roadmap is an important step forward in reimagining McMaster's teaching and learning spaces and practices to enhance accessibility, enable academic excellence, and foster a sense of belonging for current and new generations of students with disabilities.

Teaching and Learning Month

As part of ongoing efforts to cultivate a campus environment where learning deeply matters and teaching is valued and recognized across the McMaster community, McMaster is hosting its fourth annual Teaching and Learning Month this May.

Led by the MacPherson Institute in collaboration with a number of campus partners, Teaching and Learning Month includes a series of events and activities that bring together educators, faculty members, instructors and staff from across McMaster. Events include professional development opportunities, as well as celebrations of teaching and learning through a variety of programming.

In past years, Teaching and Learning Month events have been highly successful in engaging faculty across campus. Last year, 13 campus partners contributed a total 41 events over the course of the month, which reached more than 450 educators at McMaster.

This initiative is an important opportunity to strengthen McMaster's teaching and learning community and highlight the innovative approaches to teaching and learning developed by McMaster's exceptional teaching faculty.

CAMPUS UPDATES

INCLUSIVE EXCELLENCE

[McMaster named top Diversity Employer for fifth consecutive year](#)

For the fifth consecutive year, McMaster University has been ranked one of Canada's best Diversity Employers in an annual competition that recognizes organizations with successful workplace diversity initiatives. This comes on the heels of McMaster also being named as one of Canada's Top Employers, ranking 13th overall. The Forbes ranking is created by surveying 12,000 Canadians about their workplace. McMaster has also been recognized as a top employer in the Hamilton-Niagara region for the 7th consecutive year.

[Just keep going: Defense Minister Anita Anand and AVP Equity & Inclusion Sonia Anand talk leadership and resilience](#)

The sisters spoke about leadership, resilience and their family history at an International Women's Day fireside chat organized by the Academic Women's Success and Mentorship committee.

[New McMaster student award aims to elevate women in STEM](#)

McMaster graduate Aquila Islam was a trailblazing physicist, educator and researcher. Pakistan's first woman to earn a PhD in nuclear physics, she spent her lifetime paving a path for the next generation of women in science. In honour of her legacy, a new fund at McMaster aims to continue to inspire and elevate women in Science, Technology, Engineering and Mathematics (STEM).

RESEARCH AND SCHOLARSHIP

[McMaster satellite lifts off from Kennedy Space Center](#)

A satellite designed and built by McMaster students and researchers has successfully launched into space on board a SpaceX Falcon 9 rocket. For the NEUDOSE team members on hand in Florida to watch their satellite take flight in person, the overwhelming feeling was one of pure excitement – and relief. Eight years of long nights and hard work had finally paid off. The satellite, called NEUDOSE, was launched from the historic Kennedy Space Center at 8:30 p.m. on March 14 as part of NASA’s 27th commercial resupply mission. Its next destination: the International Space Station (ISS).

The launch of the NEUDOSE satellite was covered by every major print and broadcast outlet in Canada, generating more than 475 broadcast mentions and 125 print stories that reached more than 20 million people.

[McMaster scientist wins prestigious award for superbug research](#)

McMaster University’s Lori Burrows is the recipient of a major national award for her research into drug-resistant infections, a global health crisis that kills more than one million people every year. The Canadian Association for Clinical Microbiology and Infectious Diseases (CACMID) has named Burrows the recipient of its 2023 John G. FitzGerald Award for her lab’s research into *Pseudomonas aeruginosa*, a ubiquitous drug-resistant pathogen that causes pneumonia and other hospital-acquired infections.

[One industry’s waste is another’s green product](#)

For DeGroote School of Business marketing professor Devashish Pujari, sustainable packaging goes well beyond getting rid of single-use plastics. Part of an interdisciplinary research team, Pujari is currently investigating how companies can move to a circular economy model, in which nothing goes to waste. Pujari and his team are examining how they can turn food waste from food processing industries into sustainable, bio-based packaging.

[Candida auris: What’s known about the rapid spread of the drug resistant fungus](#)

Candida auris (*C. auris*), an emerging fungus and serious global health threat, spread at an “alarming rate” in U.S. health care centres throughout 2020 and 2021 according to the Centers for Disease and Control Prevention (CDC). The fungus can be difficult to identify, spreads easily and can cause severe and sometimes lethal bloodstream infections, particularly among those with serious medical problems. Jianping Xu, a Faculty of Science Research Chair in Understanding Fungal Threats to Humans and member of the Global Nexus for Pandemics and Biological Threats, explains what researchers know about the fungus and how it may be spreading so quickly.

[McMaster, Terumo and AtomVie Global Radiopharma Inc. partner to manufacture medical devices for cancer treatment](#)

McMaster University, Terumo and AtomVie Global Radiopharma Inc. (AtomVie) have partnered to produce two medical devices used for the treatment of cancer. Composed of radioactive holmium-166 microspheres, QuiremSpheres™ and QuiremScout™ are used in Selective Internal Radiation Therapy (SIRT) to treat liver cancer. Last month, McMaster manufactured its first patient dose on behalf of Terumo. The microspheres were irradiated in the McMaster Nuclear Reactor and then processed and dispensed in a hot lab at the McMaster University Medical Centre. The product was shipped to a hospital in Europe and successfully used in a patient procedure.

[Paul McNicholas received Dorothy Killam Fellowship for statistics and research on autism](#)

McMaster University professor Paul McNicholas has been awarded a Dorothy Killam Fellowship for his research on identifying developmental trajectories of children on the autism spectrum. The Killam Prize and Dorothy Killam Fellowships program, run by the National Research Council of Canada supports scholars of exceptional ability, granting them time to pursue research projects of broad significance and widespread interest. McNicholas' fellowship, one of eight awarded nationally, is valued at \$160,000 over two years. McNicholas is a globally-renowned expert in the development of statistical and machine learning methods to analyze large and complex data sets.

[McMaster pilot creates one-stop shop for research support](#)

A team of experts has come together under one virtual roof to help ensure those involved in research at McMaster University have access to the digital tools, services, and supports that they need. The Digital Research Commons Pilot is a three-year project that will recommend how McMaster can create a more connected, capable, and user-focused approach to digital support for research. The goal of the pilot is to improve access to systems, services, software, and training for researchers across the institution.

ENGAGING LOCAL, NATIONAL, INDIGENOUS AND GLOBAL COMMUNITIES

[Students bring bright ideas and solutions to inaugural sustainability pitch competition](#)

Sixty-five plus innovative student thinkers teamed up to share their bright ideas and solutions to a number of local and global challenges this week at McMaster's first Sustainability Development Goals (SDG) pitch competition. Three winning teams took home \$2,000 in prizes each. The competition, which was open to all McMaster students, had 21 teams of two to six students from all six Faculties sharing three-minute pitches that tackled one of three challenges, each aligned with the United Nations' Sustainable Development Goals.

[Building a digital community of global entrepreneurs](#)

From Brazilian women to aging sex workers in Kenya and other marginalized persons, Benson Honig has provided entrepreneurial training across the globe. Now, Honig is taking a virtual incubator to Kenya to encourage new business opportunities for the region's multigenerational refugees and to promote cross-global engagement using enhanced digital techniques.

[The Celestial Bear: Planetarium show explores Indigenous legend of our night sky](#)

The popular Celestial Bear show returns to McMaster's planetarium for several sold-out shows this week as part of the launch celebrations for the department of Indigenous Studies.

OPERATIONAL EXCELLENCE

[McMaster welcomes a new director of sustainability](#)

Green energy and sustainability expert Dave Cano has been appointed McMaster's Director of Sustainability. In this leadership position, Cano will play an essential role in executing important initiatives, developing ambitious targets and defining key metrics related to McMaster's inaugural, campus-wide Sustainability Strategy. Cano brings his experience as a sustainability leader with the Town of Oakville and Western University and holds a master's degree in environment and business.

[New geothermal green energy system on campus](#)

McMaster will heat the new campus greenhouse with emissions-free geothermal energy, and is exploring multiple locations on campus for future geothermal sites. The new greenhouse will be the first building on campus to use a sustainable geothermal system to fully heat and cool the building. The greenhouse is under construction in front of the Life Sciences Building. It will be the second geothermal system on campus, adding to the one that primarily supports clean energy research in the Gerald Hatch Centre.

[Sustainability at McMaster](#)

As we count down to Earth Day, the Daily News is sharing stories about how McMaster is transforming our campus into a living laboratory for sustainability.

ANNOUNCEMENTS AND ACCOLADES

[Ontario invests \\$6.8 million to expand McMaster's nuclear capacity](#)

The Ontario government announced \$6.8 million in the provincial budget to strengthen the research capacity at the McMaster Nuclear Reactor (MNR), a leading supplier of medical isotopes used in breakthrough cancer treatments. The investment, spread over three years, is part of the University's \$25 million project to optimize operations of the nuclear reactor to 24 hours a day, five days per week, and increase the diversity and amount of isotopes produced.

[Provincial budget increases physician training at McMaster's medical school](#)

The 2023 provincial budget includes new funding to expand the training capacity at McMaster University's Michael G. DeGroot School of Medicine, helping to build a stronger and more resilient health care system, as announced by Premier Doug Ford on March 30, 2023. The province committed to funding new undergraduate medical school seats and postgraduate medical training seats at Ontario schools, including the Michael G. DeGroot School of Medicine where the announcement was made.

[McMaster ranked one of the world's top 50 universities for life sciences and medicine](#)

McMaster has once again been recognized as one of the world's top 50 universities for the study of life sciences and medicine, according to the 2023 QS World University Rankings by Subject. Ranking 48th in the world and fourth in Canada for life sciences and medicine, McMaster also saw significant growth in the areas of engineering and technology, natural sciences and social sciences and management.

[McMaster students, researchers, community advocate honoured as women of distinction](#)

Five highly accomplished people with strong McMaster connections were among the honorees at the YWCA Hamilton's annual Women of Distinction awards ceremony, held on March 2. Professors Sonia Anand and Natasha Johnson, researcher Shaila Jamal and community organizer Marybeth Leis Druery were all named Women of Distinction, and integrated biomedical engineering and health sciences program student Shayna Earle was recognized as this year's Young Trailblazer.

Report to the Board of Governors
from the
Senate

FOR APPROVAL

i. Establishment of the Global Nexus School for Pandemic Prevention and Response

At its meeting on March 8, 2023, the Senate approved, for recommendation to the Board of Governors, the Establishment of the Global Nexus School for Pandemic Prevention and Response. Further details are contained within the circulated material.

ii. Name Change - Department of Radiology

At the same meeting, the Senate approved, for recommendation to the Board of Governors, the Name Change of the Department of Radiology to the Department of Medical Imaging, effective July 1, 2023. Further details are contained within the circulated material.

It is now recommended,

that the Board of Governors approve the recommendations in the Report from Senate.

Board of Governors
FOR APPROVAL: April 20, 2023

January 30, 2023

University Planning Committee
Gilmour Hall, Room 210

Dear Members,

Approval of the Global Nexus School for Pandemic Prevention and Response

The Faculty of Health Sciences, Faculty Executive Committee has approved the attached proposal regarding the creation of the Global Nexus School For Pandemic Prevention And Response effective July 1, 2023.

Prior to approval at the Executive Committee, consultation occurred to determine the placement and scope of the School within the Faculty. The School has grown out of the 2021 Presidential Initiative - Canada's Global Nexus for Pandemics and Biological Threats. By positioning this initiative as a School, we are positioning it as a world-leading, evidenced-based, community-engaged, and solutions-driven innovation hub dedicated to ensuring that the world is better prepared for the arrival of future pandemics and biological threats. As a School, the Nexus will bring together scholars from across the University and broader community to work on a number of projects.

Similar to the School of BI&E created in 2022, this School will function as a hub and will provide a home base for newly created educational programs. The School will serve an important purpose within the Faculty and the broader university by providing visibility, access, coordination and awareness to for pandemic prevention and response, which in turn will benefit learners in a number of programs.

The School will be led by a Director as indicated in the attached proposal, and terms of reference for the position will be created once this recommendation is approved. The role will be managed at the Faculty level and will follow all university policies regarding appointments to leadership roles.

We are excited to have the opportunity to create this ground-breaking school which we fully expect will benefit McMaster and the broader community.

Thank you for considering this recommendation. If you need further information, please do not hesitate to contact me.

Yours sincerely,



Paul M. O'Byrne, MB, FRCPC, FRSC
Dean and Vice President

POB/rc



Global Nexus School for
Pandemic Prevention and Response

PROPOSAL TO ESTABLISH THE GLOBAL NEXUS SCHOOL FOR
PANDEMIC PREVENTION AND RESPONSE AT
McMASTER UNIVERSITY

November 23, 2022



Global Nexus School for Pandemic Prevention and Response

Executive Summary

Pandemic awareness has increased worldwide since the emergence of COVID-19 in 2020, heightening the need for rapid responses to emerging infections, exposing the inequities in many communities, highlighting inadequate biomanufacturing capacity, and revealing the detrimental impact that infectious diseases can have on the global economy. Launched in 2021 as a Presidential initiative and building on decades of investment in infection and immunity research and training at McMaster, Canada's Global Nexus for Pandemics and Biological Threats has emerged as a leader in the collective response to COVID-19 and other infectious diseases. In this short time, our researchers have engaged in critical research resulting in the isolation of SARS-CoV-2 and the sequencing of variants in collaboration with Public Health authorities. Our researchers have also developed innovative technologies to improve and manufacture masks and other PPE, conducted Canada's largest clinical trial on convalescent plasma treatment, produced new and practical tests to detect the virus in asymptomatic carriers, and pioneered made-at-McMaster inhaled pan-COVID vaccines.

Building on the success and momentum of this initiative, we propose the establishment of the **Global Nexus School for Pandemic Prevention and Response**. The School's core principles are a commitment to interdisciplinarity and community engagement. While the School is a direct response to the COVID-19 pandemic, the research, education and training, and infrastructure that comprise the School can be deployed to address any infectious disease threat. It will contribute to other initiatives at McMaster and beyond, addressing large-scale societal challenges ranging from climate change to civil discourse.

Operating through a One Health lens, the Global Nexus School is positioned to become a world-leading, evidenced-based, community-engaged, and solutions-driven innovation hub dedicated to ensuring that the world is better prepared for the arrival of future pandemics and biological threats. This original approach to responsiveness, resilience, and readiness will foster interdisciplinary, intersectoral, and transnational collaboration with the potential for global impact. The Global Nexus School will embrace the complexity of infectious disease-related challenges by bringing together diverse communities, Indigenous scholars, and experts from all relevant disciplines and sectors — from clinicians, biochemists, and behavioral scientists to engineers, economists, and policymakers. Such a diversity of expertise coalescing around shared problems will lead to the generation and dissemination of impactful knowledge vital to future preparedness. The central tenets of the Global Nexus are to address challenges with **agility, collaboration**, and to have **impact** beyond the traditional measures of success in the Academy.



The Global Nexus School operates by the following mission and pillars (Figure 1):

MISSION: Building a world-leading innovation hub for pandemic prevention and response by training the next generation of interdisciplinary scholars, conducting world-class research, and translating knowledge to benefit individuals and communities.

PILLARS

EDUCATION & TRAINING: Supporting the emerging demands for infection and pandemic preparedness through innovative academic and training programs.

RESEARCH AND INNOVATION: Enabling rapid and effective evidence-based responses that strengthen individual and community resilience through knowledge of biological and societal systems.

PARTNERSHIPS: Cross-sector partnerships and collaborative training to support the delivery of solutions that maximize our readiness for pandemics.

COMMUNITIES: Work with Indigenous peoples and members of diverse communities on scholarship and knowledge for inclusive solutions and policies that foster health and prosperity.

IMPACT: Commitment to support the translation and commercialization of research and training to benefit society.

Guided by the mission and pillars, the Global Nexus School will:

- Speak with clarity, based on evidence, to bridge gaps, solve problems, and inspire collaboration across communities, networks, partnerships, and countries to prevent and prepare for future pandemics.
- Share the various elements of our program with communities, policymakers, educators, and all stakeholders with evidence-based, effective, and concise communications.
- Forge research partnerships with Indigenous scholars and peoples and integrate Indigenous knowledge and pedagogy into our education and training programs.
- Create a world-class, purpose-built, one-of-a-kind facility that encourages interdisciplinary investigation and community outreach and attracts the best and the brightest from across the university, the country, and the world.
- Invest and support biomanufacturing infrastructure that is responsive to current and future needs.
- Build upon a foundation of scientific excellence that will focus on the biology of infectious diseases and their broader social, cultural, and economic implications. Our interdisciplinary teams will provide the data critical to understanding how to mitigate risk and how to best rebound when systems are overwhelmed and when tragedy strikes.
- Establish education and training programming unique to the Global Nexus that will offer, for example, micro-credentials, professional/executive programming, graduate and undergraduate programs, and summer training opportunities.



The Global Nexus is an innovation hub where research, education, community, and our partners work together in new ways (Figure 1). It's a model where trainees and scholars apply their talents and resources to respond to real-world problems. Our partnerships ensure access to the best global talent across many areas of expertise, allowing us to work with community members, especially those from marginalized communities, leading to solutions that build trust. The School is committed to accessibility, equity, diversity, and inclusion that better integrate the biomedical, economic, ethical, social, and political realities of the complex world of infectious diseases.

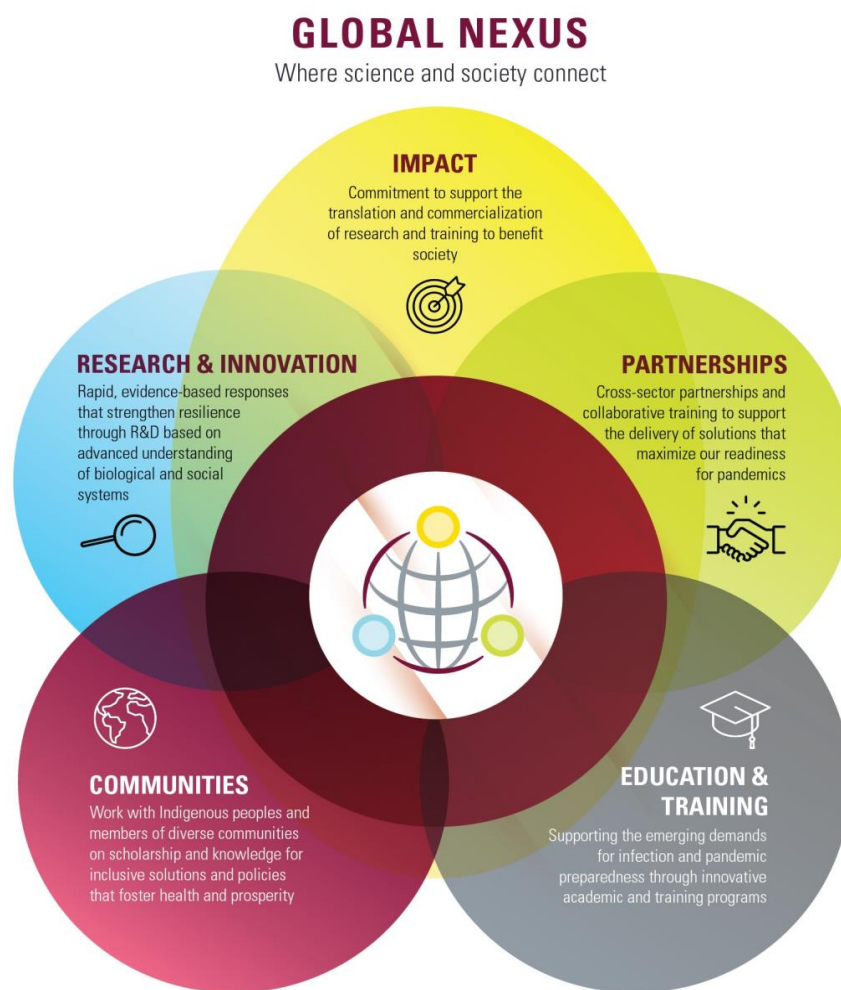


Figure 1. The Global Nexus School is based on Five interdependent Pillars that provide a framework for governance and activities.



1. Rationale for the Global Nexus School

Currently, the Global Nexus initiative offers McMaster and its partnering communities a unique approach to pandemic preparedness driven by cutting-edge research and innovation.

Repositioned as a School within the University framework, the Global Nexus can leverage its diverse experts, their teams, and their research expertise to train the next generation of scientists and scholars, ensuring a responsive, resilient, and ready future. At the Global Nexus, social scientists, mathematicians, biochemists, ethicists, economists, clinicians, and humanists will join in preparing students and trainees for future threats, and co-developing solutions to the most intractable of challenges.

2. Comparators

A thorough environmental scan revealed two Canadian programs with related goals and structure to the Global Nexus. These programs are the [McGill Interdisciplinary Initiative in Infectious Immunity \(I4\)](#), and the [Emerging & Pandemic Infectious Consortium \(EPIC\)](#) at the University of Toronto. Like the Global Nexus, MI4 is organized around a small set of core research themes. MI4 also has a programmatic interest in antimicrobial resistance (AMR.)

Internationally, the Pandemic Sciences Centre at the University of Oxford includes core institutes with a mission to create global, equitable, and science-driven solutions for pandemic preparedness. The Australian Institute for Infectious Disease (AIID) aims to prepare for pandemics at a new facility where closer ties to industry, interdisciplinary research, and improved training will result in better solutions.

The major differentiating factors are the Global Nexus' integration of engineering, social science, and humanities research, as well as its biomanufacturing capabilities and educational mandate. EPIC was launched during the pandemic to capitalize on the interest in infectious disease. Like MI4, EPIC is primarily centered around Health Sciences research and has no undergraduate programming.

The One Health initiatives at the veterinary schools at the Universities of PEI, Guelph, and Saskatchewan also share some common goals with the Global Nexus. Through the Global Nexus, McMaster can provide mentorship and research opportunities outside of veterinary science to develop solutions to problems through our ethos of interdisciplinary collaboration.

In short, while there are other academic institutions in Canada and elsewhere working toward the goal of preventing the next pandemic through interdisciplinary research, the Global Nexus differentiates itself through its emphasis on the importance of Engineering, Humanities, and Social Sciences research, educational and training potential, and translation and commercialization of technologies for real-world impact.



3. Fit within the McMaster Framework

With interdisciplinary academic programming, an established collaborative research arm, and a wide range of institutional and external partnerships, the Global Nexus is uniquely positioned within the McMaster landscape. Indeed, because our students, faculty, and staff hail from every corner of the McMaster community — and because our mandates are built upon interdisciplinarity — the Global Nexus School will be woven into the fabric of all of McMaster’s Faculties, Departments, Schools, Programs, Institutes, and Centres (Figure 2).

We are positioned to engage the best and brightest McMaster offers and expand the University’s excellence in infectious disease innovation by engaging scholars beyond the biomedical realm — social scientists, economists, humanists, engineers, Indigenous scholars, and many others will be central to our success. We look forward to working with these colleagues as we develop the Global Nexus as a collaborative School within the McMaster framework.

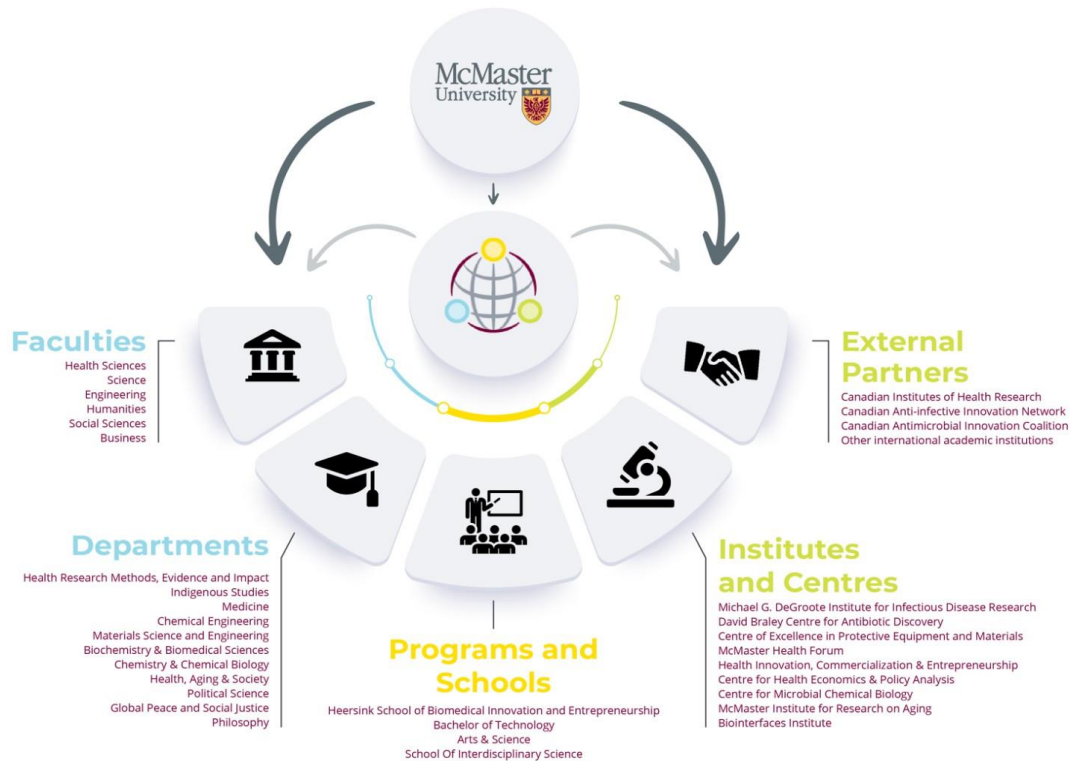


Figure 2. The Global Nexus School builds upon excellence and activities within and beyond McMaster’s walls.



4. Foundational pillars of the Global Nexus School

4.1 Education & Training

A fundamental principle of Global Nexus, interdisciplinary collaboration is core to the educational offerings currently under development. This initiative will unite colleagues across disciplines and Faculties to develop innovative training programs. A strategic academic plan for Global Nexus is now under development and will identify opportunities for collaborative educational offerings within McMaster University and beyond.

Undergraduate programs

Interdisciplinary minor (in preparation)

An interdisciplinary minor on *the Impact of Infectious Disease on Individuals and Society* is planned for Fall 2023. The minor's goal is to provide students with a comprehensive view of the scientific, social, political, and economic factors that are key to fighting infectious diseases and preventing pandemics. The minor includes courses from across McMaster's Faculties and provides sufficient course selection to interest students from many disciplines. Two core courses offered through the Global Nexus, NEXUS 2A03 and NEXUS 4A06, will provide a multi-disciplinary foundation for the minor. NEXUS 2A03 will be taught collaboratively by members of Global Nexus and will introduce all aspects of disease management and community response. NEXUS 4A06, the capstone project for the minor, will challenge students to use a multi-disciplinary approach to manage a hypothetical pandemic. Over the next 3-5 years, we will develop additional NEXUS courses that can be taken for credit toward the minor. This will allow us to build capacity toward a stand-alone Global Nexus undergraduate program.

Graduate Programs

In collaboration with the Department of Biochemistry & Biomedical Sciences, the Global Nexus is working on a joint-PhD program with Lund University in Sweden. Graduates will receive a joint degree from Lund and McMaster after taking classes and completing research at both universities. We are in discussion with additional potential partners to develop further collaborative graduate research programs. These partnerships would allow students to perform collaborative research with internationally recognized institutions and potentially with government partners.

Post-PhD and Post-MD training opportunities

One of the broader goals of Nexus is to provide a comprehensive training environment. We will develop training opportunities that prepare clinician-scientists and post-doctoral fellows for the next phase of their careers. For example, we will explore writing clinics, practice teaching, and organize mock academic interviews. We will develop programming for trainees aspiring to establish an independent research program or



work in a variety of leadership capacities. These programs would focus on management and training, financial planning, health and safety management, grant preparation, and incorporation of equity, diversity, and inclusion principles.

Expansion of training programs

As the strategic academic plan for Global Nexus is developed, we see opportunities for creating additional offerings such as certificate and micro-credential programs, summer schools, etc. An education and training advisory committee will work to expand training programs and ensure the development and maintenance of innovative, high-quality programs.

A Global Nexus undergraduate program is a natural progression from the interdisciplinary minor. We will work with the Provost and Deans to explore the development of an independent undergraduate program. We anticipate an enrolment target of approximately 60-80 students and see an opportunity for a follow-on professional master's program.

Collaborative learning

In addition to formal education programs, one of the goals of Global Nexus is to offer learning opportunities. In Fall 2022, the Global Nexus team will share information advances on inhaled vaccines with Public Health Ontario. This will be the first in a series of learning initiatives that members of the Global Nexus team will be leading for Public Health Ontario. As part of the strategic academic plan, Global Nexus will proactively seek training opportunities for internal McMaster University faculty, staff, and students, external executives, researchers, students, health care professionals, etc.

4.2 Research & Innovation

Globally competitive research is one of the central pillars of the School. Our objective is to build on McMaster's reputation for interdisciplinary collaboration across all Faculties and Schools to address real-world pandemic and infection-related issues. The Research & Innovation pillar will be organized around research themes and engage in different activities, including annual seed funding competitions, support for trainees, and knowledge mobilization activities, including symposia, webinars, TED-like talks, media, and informative print and digital material for stakeholders, including government, community, donors, internal networks, and partners.

Core research themes include:

1. Infectious disease impacts across the lifespan
2. The disparate effects of infectious diseases on vulnerable populations
3. Information, context, and behaviors in responses to infectious diseases
4. New diagnostics, therapies, and vaccines to address emerging pathogens and antimicrobial resistance



Currently, our research teams are engaged in many knowledge mobilization activities, including:

1. *Global Nexus Conversations*: a recurring panel discussion with thought leaders and experts in various disciplines, mobilizing information that can be used to build on existing models of action for a better world
2. Editorials in response to issues of the day as they relate to pandemics
3. Symposia and other fora geared at informing and energizing researchers at McMaster about new areas of research and discovery. In October this year, Global Nexus hosted the “Antimicrobial Resistance at the Nexus of Science, Society, Commercialization, and Policy” symposium. The one-day meeting and workshop aimed to energize and inspire the McMaster community around important antimicrobial resistance themes beyond clinical and biomedical fields.

4.3 Partnerships

Partnerships are being established with the Ontario Veterinary College at the University of Guelph to incorporate the concept of One Health into future research and solutions and with Public Health Ontario on joint public health initiatives. With the establishment of the Global Nexus School, the research pillar will actively form interdisciplinary teams to address emerging issues. Specifically, students from the program may interact with the different research groups, depending on their areas of interest. Additionally, faculty members may be invited to discuss their research in the program as guest lecturers. This kind of student and faculty engagement will continue to build on McMaster’s legacy of collaboration and cement its place as a highly ranked, research-intensive institution. Already, Global Nexus partners with several internal and external institutes, centers, and organizations (Figure 3).

Nexus Partnership Snapshot



Figure 3. Current Global Nexus partnership agreements.



4.4 Communities

Mutual learning and trust among diverse groups offer our best hope to prevent and respond to pandemics and other crises. The Global Nexus School will foster scholarship and knowledge mobilization that address the inequities that exist in society and impede progress. The School will seek out the participation of members of various communities impacted by infectious disease threats in programming and work to create solutions that reflect a commitment to reconciliation, accessibility, equity, diversity, inclusion, and anti-racism.

4.5 Impact

Critical objectives of the Global Nexus School are to support the development of new vaccines, diagnostics, and drug candidates; inform evidence-based policies; and rapidly work with partners to develop these products and knowledge. To realize these goals, the Global Nexus and its partners are working to enhance our enabling infrastructure that supports knowledge translation, including investment in biomanufacturing facilities. By increasing Canada's biomanufacturing capacity, the Global Nexus will serve as a hub for innovation where commercializing fundamental research outcomes is encouraged and supported.

Recognizing that mentorship and education are essential to success in knowledge translation, Global Nexus is partnering with the Heersink School of Biomedical Innovation and Entrepreneurship to ensure training for faculty, students, staff, and fellows in the commercialization of their discoveries. The School is committed to moving research, evidence, knowledge, and products along the development path to have an impact beyond the Academy.

1. Structure and Governance

5.1 Governance

To address the need for reliable governance and agility in the face of disease outbreaks, Global Nexus will establish a core administrative team with guidance from a board of directors and an external scientific board of advisors. In addition, it will coordinate with several related research institutes, centers, industry liaisons, and academic units essential to fulfilling its mandate. The diagram ahead (Figure 4) illustrates *at a high level* how the Global Nexus will operate.

5.2 Administration Mandates

- Foster and coordinate with partners, networks, and resources to ensure that available supports are integrated, aligned with needs, strategically enhanced, and accessible
- Provide public-facing information regarding the Global Nexus, pandemics, and other infectious threats
- Convene stakeholders from across the world



- Measure and monitor progress and report on impact to the Office of the President
- Set and deploy training opportunities for members of the Global Nexus and partner organizations
- Manage the Nexus' business operations and finance to deliver on goals

5.3 Strategy and Execution

Research

Global Nexus priority research areas are supported by three faculty co-leads who play a critical role in identifying opportunities to develop and support new collaborative projects that have the potential to achieve significant impacts. The research theme co-leads will:

- identify and convene a group of McMaster experts who can help to achieve the purpose of Global Nexus research priorities
- convene regular meetings with these experts to track progress and identify next steps
- liaise with Global Nexus senior leadership to discuss how to best use infrastructure and support new collaborative projects

Education

The education strategy is supported by a faculty lead and a committee representing education innovators across McMaster. They identify and design training opportunities across the career path, including undergraduate and graduate programs, micro-credentialing, and professional designations.

Communication

Working with Faculty and University communications teams, Global Nexus Communicators will actively provide ongoing information to internal and external stakeholders and support knowledge translation and fundraising efforts. The communications team will:

- Develop and lead a comprehensive, proactive, creative, and integrated strategic communications plan customized to best serve Global Nexus goals by aligning communications with the strategic objectives of the School and the University
- Build awareness among McMaster University's faculty, students, staff, and alumni
- Create innovative opportunities to maximize reach to key external audiences

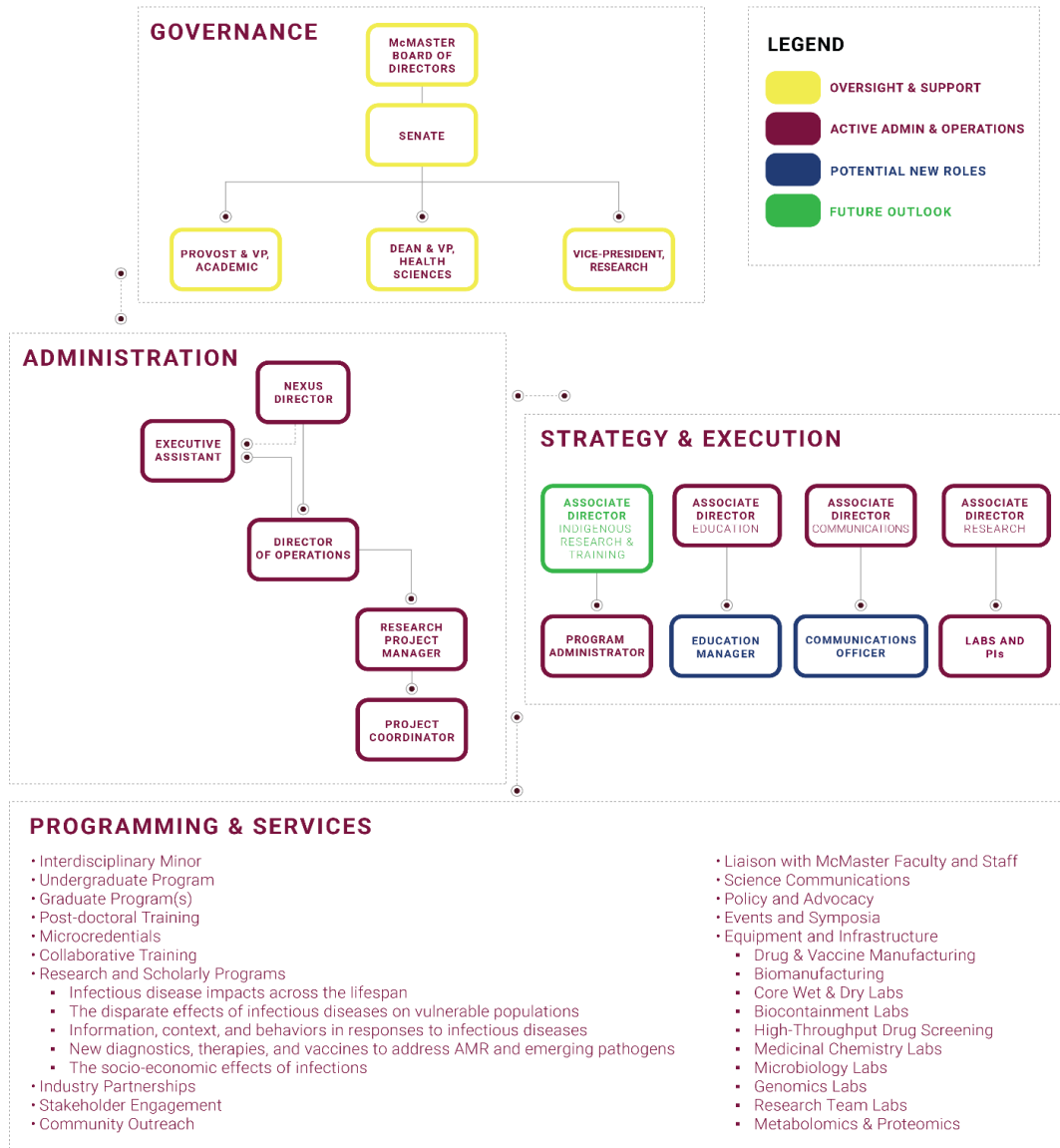


Figure 4. High-level organizational structure as well as key programs and services facilitated by said structure.



5.4 Resources and Infrastructure

Space

The Global Nexus School for Pandemic Prevention and Response will eventually be based in a new facility purposely designed to foster the broad collaboration that is foundational to the School. The proposed location for this state-of-the-art facility is the McMaster Innovation Park (MIP), just two kilometers from the University's main campus. Here, the Global Nexus School will be part of a growing ecosystem of impact-focused groups ranging from start-up companies to manufacturers that will contribute significantly to the program's success, in turn allowing the program to contribute to broad economic growth through new jobs and infrastructure. The facility will be home to an array of connected experts from across the scientific, medical, social, economic, and political dimensions necessary to addressing crises like COVID-19. It will also include space for visiting researchers from across sectors, Canada, and the world.

At MIP, the Global Nexus will be established at the 'Glass Warehouse' (Figure 5), a former industrial site that will be sustainably rebuilt and feature:

- 220,000 sq. ft. of research space
 - Drug & Vaccine Manufacturing
 - Biomanufacturing Space
 - Core Wet & Dry Labs
 - Biocontainment Labs
 - High-Throughput Drug Screening
 - Medicinal Chemistry Labs
 - Microbiology Labs
 - Genomics Labs
 - Research Team Labs
 - Metabolomics & Proteomics
 - Partner laboratories, including government
- Academic and convening space
 - Purpose-designed space to foster interdisciplinary collaboration
 - Meeting rooms
 - Lecture halls
 - Administrative space
 - Trainee stations

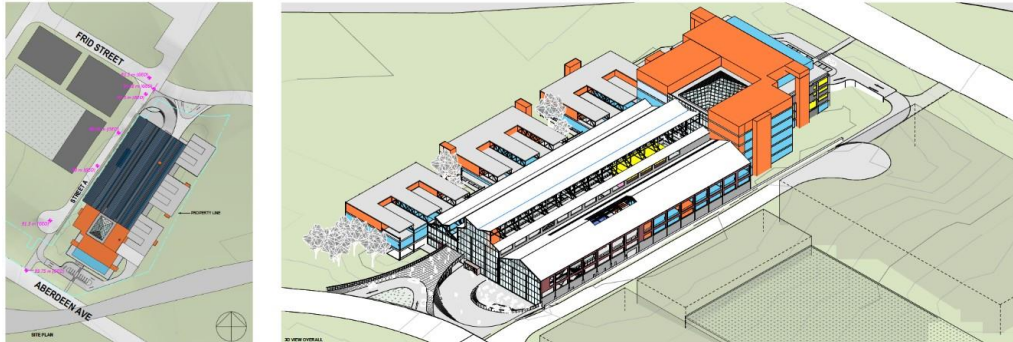


Figure 5. Rendering of the Glass warehouse at MIP and its redesign as the new home of the Global Nexus School for Pandemic Prevention and Response.

Financial Considerations

Global Nexus will incur both capital and annual operating expenses.

Capital Considerations

The major capital expenditure will be the associated construction of the building at McMaster Innovation Park.

6. Operating and Sustainability

Annual Operating Costs

Operating costs include faculty, programming, and administrative costs. Operating costs will be funded from Global Nexus revenues acquired from grants, government and philanthropic donors, education, licensing of intellectual property, and McMaster contributions.

Government Support

Over the past three years, McMaster has advocated for a direct investment of \$80 million from the federal government to be used as capital to develop and build the physical infrastructure to house Global Nexus. An additional \$20 million is being requested from the provincial government.

Philanthropic Support

The McMaster strategic plan and the Research for a Brighter World initiative are prioritizing Global Nexus. This support offers an avenue to generate philanthropic funding for the School. These funds can be deployed to support faculty (Chairs), trainees (scholarships), and programming and infrastructure (endowed or draw-down funds). Furthermore, there is an opportunity to direct funds to the construction of the building at MIP, thus minimizing the magnitude of capital financed through a developer base lease arrangement.



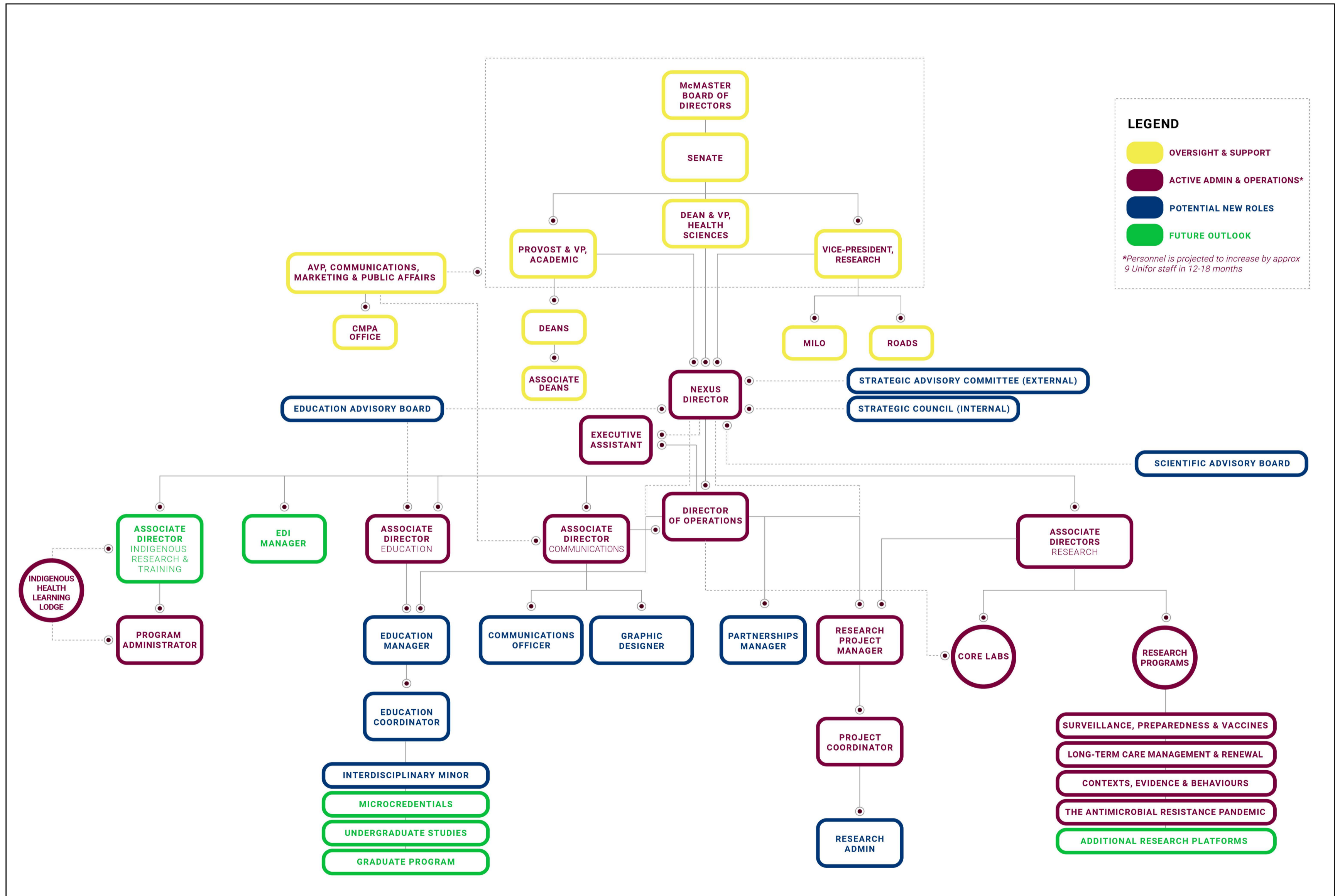
Plan for Sustainability

Global Nexus will become self-sustaining, focusing on securing resources through existing research competitions and opportunities available provincially, nationally, and globally. Furthermore, contract research with our industrial partners, as well as protecting intellectual property and its commercialization, will be paramount. Global Nexus will continue to pursue philanthropic and institutional avenues to support its ongoing success.

To date, there has been a collective effort to secure funding. During this past year alone, applications have been submitted for CFI-IF for \$24,687,702; Canada First Research Fund (CFREF) for \$178M; and the Biosciences Research Infrastructure Fund (BRIF) — \$8.6 million in **BRIF funding has recently been awarded; an additional request of \$4,997,044 to the Ontario government is pending approval.** The BRIF funding will allow the Global Nexus to expand a Containment Level 3/2+ laboratory to support an internationally renowned team of experts researching new treatments, vaccines, and diagnostics. These applications represent a potential \$217,200,879 in support for infrastructure and operations.

The Global Nexus will also create a pipeline of skilled personnel, ensuring access to technology, assisting with the commercialization and licensing of intellectual property, and fostering partnerships. As the development of the education program continues, anticipated revenue from this stream is currently unknown, but has the potential to provide an ongoing source of funds. Consultations with senior management are ongoing.

With its global reputation for innovation, McMaster University is ideally positioned to lead a paradigm shift in research, learning, and community engagement through the Global Nexus School. The University's history of creating both problem-based learning, which transformed education in universities around the world, and evidence-based medicine, which is regarded as one of the most important innovations to shape modern medicine – demonstrates that McMaster can challenge convention and make a global impact. The viral vector COVID-19 vaccines that saved millions of lives worldwide were built upon vaccine technology invented at McMaster University 50 years ago. The Global Nexus School is an opportunity to build on this legacy and serve humanity for decades to come.



January 30, 2023

University Planning Committee
Gilmour Hall, Room 210

Dear Members,

Re: Departmental Name Change

The Faculty of Health Sciences, Faculty Executive Committee has approved a request from the Department of Radiology to change the name of the department to the Department of Medical Imaging effective July 1, 2023.

The department has consulted widely with its members and has received almost unanimous (96%) support regarding the renaming. In a presentation to Faculty Executive Council, it was noted that the proposed name more accurately reflects the expanded academic discipline and aligns the department with similar departments in medical schools across the country. The Faculty Executive is in full support of this change.

Thank you for considering this recommendation. If you need further information, please do not hesitate to contact me.

Yours sincerely,



Paul M. O'Byrne, MB, FRCPC, FRSC
Dean and Vice President

POB/rc

Report to the Board of Governors
from the
Executive & Governance Committee

FOR APPROVAL

i. Board of Governors By-Law Revisions

At its meeting on March 30th, 2023, the Executive & Governance Committee approved, in principle and for recommendation to the Board of Governors, the proposed revisions to the By-Laws of the Board of Governors. Further details are contained within the circulated material.

It is now recommended,

that the Board of Governors approve in principle, the proposed revisions to the Board of Governors By-Laws.

FOR INFORMATION

ii. Terms of Reference for the Graduate Funding Task Force

At the same meeting, the Executive & Governance Committee received, for information, the Terms of Reference for the Graduate Funding Task Force. Further details are contained within the circulated material.

Board of Governors
FOR APPROVAL/INFORMATION: April 20, 2023

April 20, 2023

TO: Ms. Jane Allen
Chair, Board of Governors

FROM: Andrea Thyret-Kidd
University Secretary

SUBJECT: Revisions to the Board of Governors By-Laws

Proposed revisions to the Board of Governors By-Laws were reviewed by the Executive and Governance Committee on March 30, 2023 and approved for recommendation to the Board of Governors. The revisions included:

- The addition of the Chief Risk Officer as an invitee to the Audit and Risk Committee
- Removal of the requirement for the Nominating Committee to recommend Board members to serve on University/Hospital Liaison Committees
- Updates to the Nomination and Election process for various governing bodies including:
 - allowing a by-election to be held for vacant Teaching and Non-Teaching Staff positions to ensure proper representation
 - further defining Teaching Staff eligibility for vacant seats
 - aligning Board election deadlines with the Senate election deadlines
 - aligning Faculty nominations with the University Planning Committee with elections to the Board of Governors to streamline processes
 - updates to language to reflect electronic tabulation of elections
 - specifications added to requirements on ballots
- Changes to the Record of Proceedings to reflect current and best practice
- Updates to titles
- Update to accommodate teleconference meetings

Following the Executive and Governance Committee meeting, the following additional change was recommended to the Secretariat and is now also recommended to the Board of Governors:

- The addition of McMaster University Faculty Association President or delegate as an observer to the University Planning Committee

Motion:

That the Board of Governors approve in principle, the proposed revisions to the Board of Governors By-Laws.

McMASTER UNIVERSITY

Complete Policy Title: **By-laws of the Board of Governors of McMaster University**

Policy Number (if applicable): **n/a**

Approved by: **Board of Governors**

Date of Most Recent Approval: **June 8, 2023**

Revision Date(s):

March 23, 1977	December 13, 1989	December 18, 2008	December 12, 2019
April 27, 1977	December 13, 1990	March 5, 2009	June 4, 2020
June 29, 1977	December 12, 1991	June 18, 2009	December 17, 2020
April 25, 1978	March 26, 1992	March 4, 2010	June 10, 2021
January 23, 1979	October 22, 1992	June 17, 2010	November 23, 2021
August 31, 1979	December 10, 1992	December 16, 2010	June 9, 2022
October, 1980	December 9, 1993	March 3, 2011	
May 6, 1981	December 14, 1995	June 9, 2011	
September 23, 1981	April 25, 1996	December 15, 2011	
September 22, 1982	December 11, 1997	June 7, 2012	
September 21, 1983	December 10, 1998	October 18, 2012	
January 19, 1984	June 10, 1999	April 18, 2013	
September 19, 1984	December 14, 2000	October 24, 2013	
March 20, 1985	March 22, 2001	December 12, 2013	
June 26, 1985	December 13, 2001	December 11, 2014	
March 20, 1986	October 31, 2002	April 16, 2015	
April 30, 1986	June 16, 2005	June 9, 2016	
April 30, 1987	December 15, 2005	December 15, 2016	
February 25, 1988	June 15, 2006	June 8, 2017	
July 22, 1988	November 2, 2006	June 7, 2018	
June 22, 1989	June 14, 2007	April 18, 2019	
October 26, 1989	June 19, 2008	June 6, 2019	

Position Responsible for Developing and Maintaining the Policy: [University Secretary](#)

Contact Department: [University Secretariat](#)

DISCLAIMER: *If there is a discrepancy between this electronic policy and the approved copy held by the University Secretariat, the approved copy prevails.*

FORMAT: *If you require this document in an accessible format, please email policy@mcmaster.ca*

BOARD OF GOVERNORS OF McMASTER UNIVERSITY

BY-LAW NO. 1

being a by-law relating generally to the conduct of the affairs of the Board of Governors of McMaster University.

Interpretation

1. In the by-laws of the Board unless otherwise provided:
 - (a) "**1976 Act**" means The McMaster University Act, 1976 and amendments made thereto from time to time;
 - (b) "**Annual Meeting**" means the annual meeting of the Board of Governors of the University, as specified in Section 6 of this by-law No. 1
 - (c) "**Board**" means the Board of Governors of the University;
 - (d) "**Chair of the Board**" means the person elected as Chair of the Board of Governors of the University pursuant to Section 5 of this by-law No. 1;
 - (e) "**Chair**" means the person acting as chair of meetings of the Board or any of the Standing Committees of the Board
 - (f) "**Chancellor**" means the Chancellor of the University;
 - (g) "**Closed Session**" means a meeting of the Board or part of a meeting of the Board so declared by the Chair of the Board at which only members of the Board, Observers and specifically invited guests of the Board shall be present;
 - (h) "**Divinity College**" means McMaster Divinity College;
 - (i) "**Graduate Student**" means a person who is a candidate for an advanced degree authorized by the Senate of the University or from a college affiliated with the University and shall include Divinity College students, and Post Degree students;
 - (j) "**Non-Teaching Staff**" means the employees of the University and of a college affiliated with the University who are not members of the teaching staff but shall not include students;
 - (k) "**Observer**" means a person identified as such pursuant to Section 12 of this by-law No. 1;
 - (l) "**Past Chair of the Board**" means the immediate previous Chair of the Board;
 - (m) "**President**" means the President of the University;
 - (n) "**Secretary of the Board**" means Secretary of the Board of Governors of the University appointed pursuant to Section 5 of this by-law No. 1;
 - (o) "**Senate**" means the Senate of the University;

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- (p) "**Standing Committees of the Board**" means the committees specified in Section 15(2) of this by-law No. 1;
- (q) "**Teaching Staff**" means the employees of the University or of a college affiliated with the University who hold the academic rank of professor, associate professor, assistant professor or lecturer but shall not include graduate students who are employed by the University as teaching assistants nor individuals who hold title with the prefix "clinical" or "visiting";
- (r) "**Undergraduate Student**" means a person who is registered as a candidate for an undergraduate degree in a course of study approved by the Senate and shall include Medical students and Continuing students;
- (s) "**University**" means McMaster University;
- (t) "**Vice-Chair(s) of the Board**" means Vice-Chair(s) of the Board of Governors of the University elected pursuant to Section 5 of this by-law No. 1;
- (u) "**Provost**" means the Provost and Vice-President (Academic) of the University;
- (v) "**University Secretariat**" means the office of the University Secretary
- (w) "**University Secretary**" means the chief administrative officer of the Board of Governors and the Senate, when the same individual holds the positions of Secretary of the Board of Governors and Secretary of the Senate;
- (x) "**Vice-President**" means a Vice-President of the University.
- Fiscal Year** 2. The fiscal year of the University shall end on the 30th day of April in each year.
- Corporate Seal** 3. The Corporate Seal of the University shall be in the form impressed on the master copy of the by-laws held in the University Secretariat. The Seal may be impressed with duplicate instruments, one of which shall be retained by the Board and the other by the Senate for use on documents made under their respective powers. The duplicate instrument of the Seal retained by the Board shall be kept in the custody of the Vice-President (Operations and Finance) or in the custody of such other person as the Board may decide by resolution.
- Powers of the President** 4. (1) The Board delegates to the President, pursuant to Section 9 (d) of the 1976 Act, the power to make appointments for a stated period of time to the University's teaching staff, provided that such appointments are within the limits of the University's approved budget. (See resolution attached as Appendix A-1.)
- (2) The Board delegates to the President or such other officer or employee as the President may from time to time designate, provided such alternative delegate is first approved in writing by the Board, the power of the Board under Section 9 (b) of the 1976 Act to appoint, promote, suspend or remove all officers, agents and employees of the University not identified in the

preamble of Section 9 (b) or in Section 9 (b), Sub-sections (i), (ii) and (iii).
(See resolution attached as Appendix A-2.)

(3) The Board delegates to the President the power of the Board under Section 9 (b) of the 1976 Act to suspend members of the teaching staff. (See resolution attached as Appendix A - 3).

Election of Chair and Vice-Chair

5. (1) The Board shall elect a Chair and Vice-Chair(s) of the Board at its Annual Meeting in accordance with Section 8 (12) of the 1976 Act, each to serve for a term of one year from the 1st day of July following the election, provided, however, that the Chair and Vice-Chair(s) may be re-elected for one or more term(s).

Election of Secretary

(2) The Board shall appoint a secretary who shall serve as Secretary of the Board (University Secretary) during its pleasure.

Meetings of the Board

6. The Board shall meet not fewer than four times in each fiscal year at such times and at such places as may be determined from time to time by the Chair or by resolution of the Board. In addition, thereto, the Board shall hold an Annual Meeting within two months after the end of the University's fiscal year at such time and place as the Board may determine by resolution.

Notice of Meeting

7. Notice in writing of each regular meeting and the Annual Meeting shall be sent electronically by the University Secretary, to Board members at least fourteen days in advance of the meeting date. The agenda for any such meeting shall be sent by the University Secretary to all members of the Board at least seven days prior to the date of each such meeting and posted on the Secretariat website. The dates, times and places of all such meetings shall be made available to the University community and the community-at-large through posting on the University Secretariat's website secretariat.mcmaster.ca at least seven days prior to such meetings.

Location of Meetings

8. (1) All meetings of the Board shall be held in the Council Room, Gilmour Hall, unless the Chair of the Board directs that the meeting be held elsewhere.

Recording Devices

(2) No form of recording device (photographic or electronic) or sound-amplifying device shall be permitted at any meeting of the Board with the exception of instruments for official use by the Board or with the express authority of the Chair of the Board.

Quorum of the Board

(3) The quorum of the Board shall consist of twenty members of whom at least ten shall consist of members of the Board appointed or elected under clauses b, c, d, and j of subsection 1 of Section 8 of the 1976 Act.

(4) The Chair of the Board, or in their absence the Vice-Chair of the Board, shall act as Chair at all meetings of the Board. In the absence of both the Chair and the Vice-Chair(s), a Chair shall be elected by a majority of the members present.

(5) The Chair shall conduct the proceedings in conformity with the by-laws and rules of procedure enacted by the Board and, in all cases not so provided, the following reference shall be used: M.K. Kerr and H.W. King, *Procedures for Meetings and Organizations*, Carswell Thomson Professional Publishing, third edition, 1996.

(6) The Chair shall preserve order and decorum at all meetings of the Board. Any person admitted to a meeting of the Board who, in the opinion of the Chair, misconducts themselves must withdraw from the meeting at the order of the Chair. In the event that such person refuses to withdraw, the Chair has the power to declare a short recess, or to adjourn the Board, and may declare that the continuation of such recessed or adjourned meeting shall be in Closed Session.

Closed Session

(7) The following matters, which shall be considered or dealt with by the Board in Closed Session, shall be placed at the end of the agenda:

- (a) nominations;
- (b) elections;
- (c) recommendations from the Senate concerning appointments, tenure, or promotion;
- (d) suspensions or removals;
- (e) agenda items concerned with remuneration of individuals;
- (f) agenda items concerned with contracts; and
- (g) any other matter deemed appropriate by the Board.

(8) The Board may by a majority vote of the members present at any meeting of the Board without debate request the Chair to declare the meeting, or any part thereof, a Closed Session.

**Request for
Appearance at the
Board**

(9) Any person may request an appearance before the Board for the presentation of a brief. The request will be considered by the Board if the request and brief are submitted to the University Secretary at least three days prior to the date set for a Board meeting. The three-day period set out above may be waived by a two-thirds majority vote of the members present at such meeting. If the Board approves the request, the presentation may be made and shall not exceed the time limit prescribed by the Chair.

**Record of
Proceedings**

(10)

(a) A record of the proceedings of all meetings of the Board shall be made by the University Secretary. Items of business dealt with by the Board in Closed Session shall be made available only to members and Observers of the Board unless otherwise ordered by the Board.

**Access to Minutes of
UPC**

(b) A request by a Senator, Board member or an Observer of either body for access to the minutes and records of the Board-Senate University Planning Committee (formerly the Board-Senate Committee on Long-Range Planning) shall be submitted to the University Secretary. The

University Secretary shall consult with the Chair of the Senate and the Chair of the University Planning Committee and shall determine whether access is to be granted and in what form.

Communications to the Board

- (11) Any person may communicate to the Board in writing on a matter of interest to the Board. Such communications shall be received by the University Secretary at least three days before any meeting of the Board to permit time for distribution. Such a communication shall be dealt with by the Board under the agenda heading "Communications" which shall normally be the fourth item of business on the agenda. The time period as set out herein may be waived by a two-thirds majority vote of the members present at such meeting.

Amend By-laws

9. (1) A proposal to amend the by-laws of the Board shall be considered by the Board only at its regular meetings, and then only after notice of the proposed amendment has been given at a previous regular meeting of the Board.
- (2) Editorial revisions to the by-laws shall be considered and approved by the Executive and Governance Committee. Editorial revisions are non-substantive and include editing and formatting, updating titles, and correcting grammatical errors, etc.
- (3) In the event that a Standing Committee of the Board presents an amendment for approval together with a recommendation that the amendment is not considered to be substantive in nature, and provided that no member of the Board makes a request, either at or prior to the meeting, that the procedure specified in section 9(1) be followed, the Board may waive the requirement to review the amendment at a subsequent meeting and adopt such amendment with immediate effect. Any such recommendation made by a Standing Committee should be included in its written report and provided to members of the Board in advance of the relevant meeting.

Expectations for Board Members

10. (a)
- (1) An individual who has been otherwise properly appointed or elected to membership in the Board, or who occupies an office which entitles them to ex officio membership in the Board, shall, before taking up their duties as a member of the Board, review and subscribe to the "Statement of Expectations for Members of the McMaster University Board of Governors" as set forth in Appendix H (the "Statement of Expectations"), and shall deliver an executed copy of the Statement of Expectations to the Secretary of the Board of Governors. If any such person shall fail to do so, the Secretary of the Board of Governors shall notify the Chair of the Board.
- (2) A member of the Board who has not subscribed to the Statement of Expectations shall not serve upon any committee of the Board.

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|---------------------------------------|--|
| Members' Minimum Attendance | 10. (b) The Board may declare vacant the seat of any member who, without being granted leave of absence by the Board, fails to attend four consecutive meetings of the Board. |
| Honorary Governors Designation | 11. The Board may designate from time to time, on the recommendation of the Nominating Committee, a person as an Honorary Governor. Such designations shall be made to a member retiring from the Board to recognise distinguished service to the Board over an extended period of time. A list of Honorary Governors shall be included under this heading together with any list of Board members. Honorary Governors shall be accorded all the rights and privileges extended to Observers of the Board. |
| Observers | 12. (1) An individual shall be an Observer if they (a) are not a member of the Board; (b) holds one of the following offices; and (c) assumes the role of an Observer by notifying the University Secretary in advance:

The Vice-Presidents
Chief Internal Auditor
The Senior Advisor to the President
The Associate Vice-President (Communications, Marketing and Public Affairs)
Assistant Vice-President (Administration) & Chief Financial Officer
Assistant Vice-President & Chief Facilities Officer
Assistant Vice-President & Chief Human Resources Officer
The Chair of any Standing Committee of the Board who is not a member of the Board, provided that the Chair of that Standing Committee may recommend that the Chair of the Board appoint another member of that Standing Committee as their designate

The President or designate of:

Graduate Students Association
McMaster Association of Part-time Students
McMaster Students Union
McMaster University Faculty Association
McMaster University Retirees Association
UNIFOR, Local 5555

(2) Observers shall be invited to attend meetings of the Board and shall receive such notices and other materials as are distributed to members of the Board in advance of such meetings. An Observer shall withdraw from a meeting of the Board in any of the following circumstances:

(a) if they would, if a member of the Board, be required to withdraw from such meeting because of the requirements of subsection 16 of Section 8 of the 1976 Act; or |

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- (b) if the meeting is a Closed Session where matters of a personal nature concerning an individual may be discussed and that individual so requests; or
- (c) if the Chair so directs.
- (3) Observers shall not vote but may be permitted to address the Board, when invited by the Chair to do so, in order to respond to questions or provide information to members regarding items under discussion.
- (4) By receiving confidential Board materials or by attending any Closed Session, each Observer agrees to preserve in confidence any matters treated as confidential to the University and any matters of a personal nature concerning an individual of which they become aware while acting in the capacity of Observer.
- Appoint Observers & Consultants** (5) The Chairs and/or Vice-Chair(s) of the Standing Committees of the Board may appoint observers and consultants to the Standing Committees of the Board. This Section 12 shall apply to all such persons so appointed.
- Access to Advice** 13. The Board and each of its Standing Committees shall have access to such legal, financial and other advice as may be required from time to time to enable the duties of the Board and its Standing Committees to be properly discharged.
- Senate Representatives** 14. The Board shall appoint annually at its Annual Meeting its member(s) to the Senate for a term of three years.
- Service on Committees** 15. Unless otherwise specified, the Board shall elect members to committees to serve for a period of one year or until their successors are elected or appointed.
- Ex Officio Members of Board Committees** (1) The President and the Chair and Vice-Chair(s) of the Board shall be ex officio members of all committees of the Board except that the President shall not be a member of the Audit and Risk Committee, the Human Resources Committee, the Board-Senate Research Misconduct Hearings Panel and the Board-Senate Hearing Panel for Discrimination, Harassment and Sexual Violence, and the Chair and Vice-Chair(s) of the Board shall not be members of the Board-Senate Hearing Panel for Sexual Harassment and Anti-Discrimination and the Board-Senate Research Misconduct Hearings Panel.
- Board Standing Committees** (2) The following committees shall be Standing Committees of the Board provided that it may from time to time appoint other committees for any purpose within its powers:
- Audit and Risk;
 - Executive and Governance;
 - Planning and Resources Committee;
 - Investment Pool Committee;
 - Nominating;
 - Pension Trust;
 - Committee on University Advancement;

Remunerations;
University Planning Committee;
Budget Committee;
University Student Fees Committee;
Human Resources;
Board-Senate Research Misconduct Hearings Panel;
Board-Senate Hearing Panel for Discrimination, Harassment, and Sexual
Violence.

Committee Meetings

- (3) Normally, it is expected that members attend committee meetings in person. At the discretion of the Chair however, a member(s) who is (are) unable to attend in person may participate in that meeting by such means of teleconference or other communication facilities that permit all members to communicate simultaneously and instantaneously. A member(s) participating in such a meeting by such means is (are) deemed to be present at the meeting. For those meetings, or portions thereof, held in Closed Session or in camera, it is expected that members participating by such means of telephone or other communication facilities will ensure that the necessary standards of confidentiality are maintained and that their participation is conducted in a setting that ensures such confidentiality.

Electronic Voting

- (4) At the discretion of the Chair, a committee may be asked to consider a matter outside of a committee meeting and to determine the matter by means of an electronic vote. Such matters would, in the judgment of the Chair, be time-sensitive and delay until the next regularly scheduled meeting would have an adverse effect or would, in the judgment of the Chair, normally require little, if any, discussion prior to voting. Members with concerns, who would like an item to be discussed by the committee in advance of the electronic vote, must notify the Secretary without delay. The Chair will then determine an appropriate course of action and inform the committee on the disposal of the matter.

Terms of Reference

- (5) Composition and Terms of Reference of Standing Committees of the Board:

(a) AUDIT AND RISK COMMITTEE

The Audit and Risk Committee shall be composed of the Chair and the Vice-Chair(s) of the Board, and a minimum of three other members of the Board. The Chair of the Committee shall be appointed by the Board on the recommendation of the Nominating Committee. Notwithstanding any other provisions in the By-laws, in any event, every Audit and Risk Committee member shall be an independent, external and unrelated Governor (not employed by the University nor enrolled in a course of study at the University). Members of the Audit and Risk Committee shall be financially literate, with the ability to read and understand financial statements of the breadth and complexity comparable to those of the University. Optimally, at least one member of the Committee a professional accounting designation.

One half of the membership of the Committee shall constitute a quorum.

The following individuals will normally be invited to attend Audit and Risk Committee meetings: the President, the Provost, the Vice-President (Operations and Finance), the Assistant Vice-President (Administration) and Chief Financial Officer, the Chief Internal Auditor and the Chief Risk Officer.

Meetings shall be held as required or upon the request of a member of the Audit and Risk Committee or of the University's internal or external auditors. The Committee Chair shall review an agenda in advance of each meeting.

The Audit and Risk Committee assists the Board in fulfilling its oversight responsibilities for the financial reporting process, the system of internal control, the audit process, the risk profile of the University and the University's processes for monitoring compliance with laws, regulations and University policies.

The primary responsibilities of the Committee are:

1. **Financial Statements:** to oversee the system of internal control and the financial reporting process. In fulfilling this responsibility, the Committee shall:
 - a. meet with the external auditors and review the results of the annual financial statement audit and approve such statements for recommendation to the Board;
 - b. review other sections of the annual report, including Management's Discussion and Analysis, and any report or opinion that the auditors propose to render, and consider the accuracy and completeness of the information;
 - c. review and discuss with management and the external auditors significant variances, estimates and accruals, judgments, changes in accounting policies and standards, issues concerning litigation or contingencies and any difficulties encountered;
 - d. review any recent and relevant professional and regulatory pronouncements to understand their impact on the financial statements;
 - e. review and discuss with management whether adequate procedures and processes are in place to ensure the integrity of the financial statements;
 - f. review the appropriateness of significant accounting principles and practices, reporting issues, unusual or extraordinary items, transactions with related parties and the adequacy of disclosures; and

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- g. consider whether the financial statements are complete and consistent with information known to Committee members.
2. **Internal Control:** to oversee the internal control structure and processes, the Committee shall:
- a. review with management and the internal and external auditors, their evaluation of the University's internal controls and processes, including internal controls over financial reporting, compliance with University policies and any material weaknesses or fraud and assess the steps management has taken to minimize significant risks or exposures; and
 - b. consider the effectiveness of the internal control system, including information technology security and control.
3. **External Audit:** to oversee the external audit process, the Committee shall:
- a. select and recommend annually the public accountants for appointment as auditors for the ensuing fiscal year and, in consultation with the administration, the basis of their compensation;
 - b. approve the engagement letter, receive the independence letter and review the management letter and related materials;
 - c. discuss with the external auditors the scope and purpose of the upcoming audit and the procedures to be followed including coordination with internal audit;
 - d. review all matters required to be communicated to the Committee under Generally Accepted Auditing Standards;
 - e. review with the external auditors their findings, any restrictions on their work, cooperation received, and their recommendations and facilitate the resolution of any disagreements between management and the external auditors;
 - f. receive privately the external auditors' opinion on various matters, including the quality and effectiveness of financial and internal audit staff, significant accounting principles and practices, unresolved material differences of opinion or disputes;
 - g. periodically review and approve a policy governing the engagement of the external auditors for the provision of non-audit services; and
 - h. annually review and assess the independence and performance of the external auditors.

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4. **Internal Audit:** to oversee the internal audit function and reports, the Committee shall:
 - a. review with the Chief Internal Auditor a summary of findings, any restrictions or limitations on their work, cooperation received, special investigation reports, findings from third party auditors (not including work performed by the appointed external auditors), and any recommendations arising therefrom;
 - b. review the proposed audit plans for the coming year, the criteria upon which they are based and the coordination of services provided to the external auditors;
 - c. periodically review and approve the internal audit mandate (the Internal Audit Department Policy Statement) for continued relevance;
 - d. review audit progress, findings, recommendations, responses and follow-up actions; in situations where the auditee has not responded appropriately in a timely fashion to the audit findings, follow-up and obtain a management response on those action items which remain outstanding for a significant period of time;
 - e. satisfy itself as to internal audit independence, cooperation received from management, interaction with external audit and any unresolved material disagreements with management;
 - f. review the budget, organizational structure, and qualifications of the internal audit department;
 - g. through its Chair, act as the formal supervisor of the Chief Internal Auditor and in consultation with the President and the Vice-President (Operations and Finance), have the final approval to appoint or discharge the Chief Internal Auditor and complete an annual performance review of the Chief Internal Auditor;
 - h. periodically review the effectiveness of the internal audit activity; and
 - i. meet privately with the Chief Internal Auditor at least quarterly.
 5. **Compliance:** to oversee compliance-related issues, the Committee shall:
 - a. obtain regular updates from management and legal counsel regarding legislative and regulatory compliance and outstanding litigation matters;
 - b. review the effectiveness of the system for monitoring compliance with laws and regulations and the results of management's investigation

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- and follow-up (including disciplinary action) of instances of non-compliance;
- c. review the findings of any examinations by regulatory agencies; and
 - d. review the process for communicating conflict of interest and code of conduct policies to employees and monitoring compliance.
6. **Enterprise-wide Risk Management:** to oversee the University's risk management framework which shall include approval of Management's proposed Risk Appetite Statement and review of:
- a. the identification and quantification of all significant risks (e.g. strategic, financial, operational, reputational etc.) the University is exposed to;
 - b. the University's appetite and tolerance for these risks on both an inherent and residual basis;
 - c. Management's strategy and controls for managing these risks;
 - d. the roles and responsibilities for risk identification and management including risk ownership;
 - e. risk monitoring and reporting;
 - f. emerging risks including risk horizon, likelihood and severity of such risks;
 - g. opportunities identified by Management for the future growth of the University
- and shall provide input as appropriate as to the overall risk culture and tolerance of the University. The Audit and Risk Committee shall be satisfied that Management operates within the University's approved Risk Appetite Statement.
7. **Reporting:** to fulfill its reporting responsibilities, the Committee shall:
- a. report to the Board of Governors as required about Committee activities, issues, and related recommendations;
 - b. report to the Board of Governors, on its review of Management's proposed Risk Appetite Statement and present a final version for approval by the Board
 - c. complete periodic self-assessments of the Audit and Risk Committee's effectiveness against its mandate and report any concerns to the Board;

- d. periodically review the Terms of Reference of the Audit and Risk Committee and recommend any proposed changes for consideration by the Board of Governors; and
- e. perform other activities as requested by the Board.

8. Other duties:

- a. oversee the work of any public accounting firm engaged by the University where such work would be defined as “public accounting” within the meaning of the standards of the Canadian Institute of Chartered Accountants;
- b. investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the University; and
- c. review and ensure that procedures are in place for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or audit matters.

(b) EXECUTIVE AND GOVERNANCE COMMITTEE

The Executive and Governance Committee of the Board shall be composed of the Chair and the Vice-Chair(s) of the Board, and representatives from every Board Committee, including but not limited to:

- Planning and Resources Committee Chair
- Audit and Risk Committee Chair
- University Advancement Committee Chair
- Investment Pool Committee Chair
- Remunerations Committee Chair
- One Board member who shall also be a member of the Pension Trust Committee, and as ex officio members, the Chancellor, the President, the Provost, and the Vice-President (Operations and Finance). The Chair of the Board shall be the Chair of the Committee. Five members of the Committee shall constitute a quorum.

The Executive and Governance Committee shall, between meetings of the Board, consider and take appropriate action on matters pertaining to the affairs of the Board, as referred to it by the Chair of the Board, the Standing Committees of the Board, the President or the Vice-Presidents. All decisions made by the Committee on behalf of the Board shall be reported to the Board at its next meeting and shall be subject to confirmation by the Board except that when unusual or urgent matters require decision the action of the Committee shall be brought to the attention of the Board at its next meeting for information only.

The Executive and Governance Committee shall make recommendations to the Board on the appropriate form of all by-laws of the Board and on any alteration or other matter pertaining to such by-laws.

The Executive and Governance Committee shall:

- Annually review and endorse the Strategy & Priorities put forward by the President for the upcoming Academic year, to be provided to the Board for approval.
- Annually review and endorse the list of key performance metrics to be presented by University leadership to the Board throughout the year.
- Annually develop a Board Workplan, taking into account the President's priorities and other areas of interest to the Board for the upcoming Academic year.
- Annually review Terms of Reference and Calendar/Workplan for each Committee and make recommendations to Committee Chairs consistent with the Governance Agenda.
- Annually review the performance and effectiveness of the Board of Governors, and make recommendations to the Board regarding board composition, processes & practices, training, and other matters that may serve to improve overall University Governance.

(c) PLANNING AND RESOURCES COMMITTEE

The Planning and Resources Committee shall be composed of not fewer than five members of the Board in addition to the Chair and the Vice-Chair(s) of the Board, the Chair of the Audit and Risk Committee, the President, the Provost, and Vice-Presidents (or a designated delegate) as ex officio members. One-half of the membership of the Committee, excluding the President and Vice-Presidents, shall constitute quorum.

The primary responsibilities of the Planning and Resources Committee are:

Financial Affairs

1. Provide oversight of the financial affairs of the University and keep the Board informed thereon;
2. Approve financial expenditures as required by the *Approval and Signing Authority Policy*;
3. Review, at least once annually, interim financial statements in comparison with budgets;
4. Review final annual budgets and make recommendations to the Board;
5. Review and oversee the establishment of adequate financial controls to ensure the implementation of policies and decisions adopted by the Board, including budgetary matters;
6. Provide oversight of investment policies and the management of McMaster's investments and delegate such responsibilities as it sees fit

to the University Administration in the implementation of established policies;

7. Recommend to the Board of Governors the establishment and collection of fees and charges for tuition on behalf of any entity or organization of the University.

Capital Planning and Construction

1. Review and approve plans for capital expenditures and all matters relating to building, expansion, maintenance or alteration of the physical resources of the University, as required by the *Approval and Signing Authority Policy*;
2. Review and approve the award of contracts and the selection of professional consultants;
3. Ensure capital projects and expenditures are within the resources of the University;
4. With the approval of the Board, determine limits within which authority for commitment of funds may be delegated to University officials.
5. When making decisions regarding building on campus, the Committee will consider factors that impact the aesthetic quality of campus, as well as the surrounding community.

The Committee shall be responsible for reviewing projects and proposals with consideration to both financial and planning aspects of University business.

The Investment Pool Committee

The Investment Pool Committee shall be a subcommittee of the Planning and Resources Committee and shall consist of not fewer than six members, as follows: at least two current members of the Board, appointed by the Board; two members with investment expertise appointed by the Planning and Resources Committee; the Assistant Vice-President (Operations and Finance), and the Treasurer. The President and Vice-President (Operations and Finance) shall be ex officio members, but shall have no vote. The Chair shall be designated by the Board of Governors from the Board appointed members on the Committee.

Four members of the Committee shall constitute a quorum.

Appointments shall become effective on July 1 and members shall hold office for a period of one year. Members shall be eligible for re-appointment.

The overall objective of the Investment Pool Committee is to bring advice and knowledge to the effective management of the investments included in the University's Investment Pool, consistent with the approved fund objectives.

Within this context, the Committee shall:

1. review investment policies, objectives, strategies and make recommendations to the Planning and Resources Committee;
2. make recommendations to the Planning and Resources Committee concerning the engagement and termination of investment managers and consultants;
3. review and approve mandates and investment objectives given to individual investment managers;
4. meet quarterly to monitor investment performance of the total Fund and of individual managers;
5. meet regularly with external investment managers;
6. monitor operating expenses such as fees paid to external fund managers, consultants, fund measurement services and custodians;
7. monitor rebalancing of funds among the investment managers and exposure to non-Canadian currencies; and
8. provide semi-annual performance reports to the Planning and Resources Committee.

(d) NOMINATING COMMITTEE

The Nominating Committee shall be composed of the Chair of the Board who shall be the Chair of the Committee, the Vice-Chair(s) of the Board, the President, the Chancellor, and three or more additional members of the Board. One-half the members of the Committee, other than the President, shall constitute a quorum.

The Nominating Committee of the Board shall consider and recommend to the Board persons to be elected under Section 8 (1) (b) of the 1976 Act, the membership and Chairs of Board Committees (and Vice-Chair if appropriate), Honorary Governors, and the Chair, Vice-Chair(s), and University Secretary, and such other offices as may be referred to the Committee by the Board.

(e) PENSION TRUST COMMITTEE

The Pension Trust Committee shall be composed of the Chair and the Vice-Chair(s) of the Board, the President and the Vice-President (Operations and Finance) as ex officio members; four members appointed by, but not necessarily from, the Planning and Resources Committee of the Board; eight members of the Pension Plan, three of whom shall be appointed by the McMaster University Faculty Association, one of whom normally shall be appointed from the professional librarians; one of whom shall be appointed by the McMaster University Clinical Faculty Association; two of whom shall

be appointed by UNIFOR, Local 5555; one of whom shall be appointed by the McMaster University Retirees Association; and one of whom shall be appointed by the President, in consultation with the Assistant Vice-President, Human Resources, from The Management Group.

Eight members of the Committee shall constitute a quorum.

Appointments shall become effective on July 1, and members shall hold office for a period of one year but any member shall be eligible for re-appointment. If a vacancy occurs during the year, a replacement shall be appointed within sixty days in the same manner as the prior appointment. The Pension Trust Committee shall elect a Chair from among its members.

The Committee shall:

1. Recommend to the Board general pension investment policy and the annual Statement of Investment Policies and Objectives for submission to the Financial Services Commission of Ontario;
2. Monitor and review performance of Investment Consultants and Fund Managers:
 - a. Make recommendations to the Board with respect to situations of deviation or proposed deviation by Fund Managers from the Statement of Investment Policies and Procedures;
 - b. Make recommendations to the Board on the appointment or replacement of such Investment Consultants and Fund Managers;
3. Monitor the annual calculation of the “Net Interest on the Fund” and the “Annual Pension Increase”;
4. Discuss and promote awareness and understanding of the pension plan by members of the plan and persons receiving benefits under the plan;
5. Comment and make recommendations to the Planning and Resources Committee on
 - a. the performance and appointment of the actuary; and
 - b. the actuarial methods and assumptions used in determining the financial condition of the pension plan and the contributions to the pension plan;
6. Comment and make recommendations to the Planning and Resources Committee on proposed changes to the pension plan text, and propose changes to the pension plan text;
7. Monitor at least annually the administrative expenses paid from the pension plan, and determine whether they are appropriate. Changes in the nature and structure of administrative expenses paid may be approved by the

Board only if recommended by the Pension Trust Committee as a result of a ballot of all Pension Trust Committee members.

(f) COMMITTEE ON UNIVERSITY ADVANCEMENT

The Committee on University Advancement shall be composed of the Chancellor, the President, the Chair and the Vice-Chair(s) of the Board, the Vice-President (University Advancement), and the Associate Vice-President, Communications, Marketing and Public Affairs as ex officio members, and up to six other members, at least half of whom shall be members of the Board. One-half of the members of the Committee shall constitute a quorum.

The Committee shall make recommendations to the Board on policy matters related to institutional advancement, including external and internal communications, fund-raising, alumni relations, development and public relations.

(g) REMUNERATIONS COMMITTEE

The Remunerations Committee shall be composed of not fewer than three members of the Board, in addition to the ex officio members who shall be the Chair and the Vice-Chair(s) of the Board, the President and the Vice-President (Operations and Finance). No employee of the University, other than the President and the Vice-President (Operations and Finance), shall be a member of the Remunerations Committee. Three members of the Committee, other than the President and Vice-President (Operations and Finance), shall constitute a quorum.

The primary function of the Remunerations Committee shall be to recommend to the Board policies regarding salaries, wages, benefits and other forms of remuneration and to provide advice, as necessary, to the University Administration in implementing and administering such policies.

In making its recommendations, the Committee shall have regard to the policies of the University as approved by the Planning and Resources Committee and the Board.

(h) UNIVERSITY PLANNING COMMITTEE *

The University Planning Committee shall consist of the Chancellor; the Chair of the Board (or delegate); the Vice-Chair(s) of the Board (or delegate); the President; the Provost, who shall be Chair; the Vice-President (Operations and Finance); the Vice-President, Research; the Vice-Provost and Dean of Graduate Studies; six faculty members, one from each Faculty, elected for staggered three-year terms; one Faculty Dean elected annually (by and from the six Faculty Deans); one non-teaching staff member, elected for a three-year term; one graduate student, elected for a two-year term; and one undergraduate student, elected for a two-year term. The following persons

shall be Observers to the University Planning Committee: the Dean and Vice-President (Health Sciences) or delegate; the Vice-President (University Advancement); the Associate Vice-President (Students and Learning) and Dean of Students; the Chair of Undergraduate Council, the Deputy Provost and the McMaster University Faculty Association President or delegate. The provisions of Section 12 of this by-law No. 1 shall apply to such Observers. One-half of the membership, excluding ex officio members, shall constitute a quorum.

The election of faculty, staff and student members to the University Planning Committee shall be conducted by the University Secretary and shall adhere to the Board of Governors Election By-Laws.

The University Planning Committee's fundamental mandate is to coordinate academic and resource planning so that the Senate and the Board may be assured that any proposal presented for approval has academic merit that supports the mission of the University and that resources necessary for the implementation of any proposal have been appropriately assessed. In this context the University Planning Committee shall:

1. review the Plan for the University annually, and recommend revisions to it as necessary, for approval by the Senate and the Board;
2. review, for recommendation to the Senate and the Board, major initiatives (including those which are part of submissions to external agencies) that have significant resource implications, providing comment on how the proposals fit within the University Plan;
3. review and receive annual planning reports as prescribed by the Provost from the Faculties, the School of Graduate Studies, the Deputy Provost, the Vice-Provost (Teaching & Learning), the Associate Vice-President (Student Affairs) and Dean of Students, the University Registrar, the University Librarian, and other units (as appropriate) that report directly to the Provost, providing comment on how the plans relate to overall University planning and current budgeting. Received plans are to be reported to the Senate and the Board for information;
4. review and receive annual planning reports as prescribed by the Vice-President (Operations and Finance) from those administrative and service units that report directly to the Vice-President (Operations and Finance), providing comment on how the plans relate to overall University planning and current budgeting. Received plans are to be reported to the Senate and the Board of Governors for information;
5. review and receive annually a report from the Vice-President, Research, on the major operations, institutes, and initiatives that receive significant support from the budget envelope of the Vice-President, Research, and on the anticipated impact of new funding opportunities (from federal,

provincial, or private agencies or businesses) as they arise. Received plans are to be reported to the Senate and the Board for information;

6. receive annually from the Vice-President (University Advancement) a report on advancement efforts of the previous year and review, for recommendation to the Senate and the Board, future fund-raising priorities and their relationship to the University Plan;
7. provide commentary, with reference to the University Plan and the McMaster University Campus Master Plan, to the relevant committee of the Board of Governors on proposals for capital development and other expenditures that fall outside the annual budget (such as those encompassed by the Capital Renewals process). For all major projects, the University Planning Committee will be provided with a total impact analysis that assesses the ongoing costs of maintenance, utilities, etc.;
8. review, for recommendation to the Senate and the Board, the annual report on the McMaster University Campus Master Plan, including any updates, amendments and elaborations; and
9. report to the Senate and the Board any matters of concern formally identified as such by a majority of the Committee.

The Budget Committee

The Budget Committee shall be a subcommittee of the University Planning Committee with membership drawn from the University Planning Committee as follows: the President, the Provost, the Vice-President (Operations and Finance), three faculty members (one of whom shall serve as Chair), one member of the non-teaching staff, one graduate student, one undergraduate student. The Deputy Provost shall serve as a consultant to the committee. Two-thirds of the membership shall constitute a quorum. If more than two members are absent when a vote is taken on the final budget, the vote must be confirmed by mail ballot.

The Chair of the Budget Committee shall be elected annually by the University Planning Committee from among the faculty members on the University Planning Committee following nomination by the Chair of the University Planning Committee and a call for further nominations. The other two faculty members on the Budget Committee shall be selected subsequently by and from the six faculty members on the University Planning Committee for service commencing July 1 or immediately following a vacancy. The Chair may vote on all questions.

The Budget Committee shall:

1. review the budget framework prepared by the University administration in consultation with the Office of Institutional Research and Analysis, including any changes to the McMaster Budget Model; this framework

(including the models and projections upon which it is based) will be provided to the Joint Administration/Faculty Association Committee to Consider University Financial Matters and to Discuss and Negotiate Matters Related to Terms and Conditions of Employment of Faculty (The Joint Committee) as will updates to the framework should these arise;

2. receive and respond to budget submissions from all Faculties, areas, and units;
3. make budget recommendations available to the University Planning Committee during development of the recommendations, for comment on whether those recommendations are congruent with the University Plan; deliver the final budget to the University Planning Committee in a timely fashion to ensure that it is in a position to make comments in advance of the budget being transmitted to other deliberative bodies;
4. make budget recommendations available to the University Senate for comment before they are transmitted by the President to the Planning and Resources Committee of the Board; and
5. deliver budget recommendations to the President of the University for transmittal to the Planning and Resources Committee of the Board. Any comments of the University Planning Committee and Senate shall be included in the material for the Board, along with the President's own comments.

- * The University Planning Committee is a joint Board-Senate Committee and is the successor to the Board-Senate Committee on Academic Planning. It is also the successor to the Board-Senate Committee on Long-Range Planning named in the 1976 Act. All references to the Board-Senate Committee on Long-Range Planning in the 1976 Act shall be deemed henceforth to refer to its successor, the University Planning Committee.

The **University Student Fees Committee** shall be a sub-committee of the University Planning Committee with the following membership:

Ex Officio

Deputy Provost, who shall be Chair
Associate Vice-President (Students and Learning) and Dean of Students,
who shall be Vice-Chair
Vice-Provost and Dean of Graduate Studies, who shall be Vice-Chair

Associate Vice-President, Finance and Planning (Academic)
Executive Director, Education Services, Faculty of Health Sciences
Controller, Financial Services
University Registrar

Student Members

Graduate Student Representative – selected from applicants for a one-year term

Full-time Undergraduate Student Representative – selected from applicants for a one-year term

Part-time Undergraduate Student Representative – selected from applicants for a one-year term

**Student positions are renewable once.*

Consultants

Director, Finance and Administration, Student Affairs

Associate Registrar and Graduate Secretary, School of Graduate Studies

Assistant Registrar, Government Aid Programs

Manager, Accounts Receivable, Financial Affairs

Two staff members from Financial Affairs (approved by the Committee annually)

Two staff members from Institutional Research and Analysis (approved by the Committee annually)

The University Student Fees Committee shall:

- (i) recommend all revisions to tuition (undergraduate and graduate degree, diploma and certificate) and supplementary fees to the Budget Committee;
- (ii) establish deadlines for the submission of all proposed tuition and supplementary fees to the University Student Fees Committee;
- (iii) recommend policy guidelines to the Budget Committee that outline services and materials for which fees can be charged;
- (iv) recommend policy guidelines to the Budget Committee for charging fees for existing and new programs that are not funded through grants from the Ministry of Colleges and Universities;
- (v) ensure that all proposed changes to existing student fees and all proposed new fees are reasonable, conform to government regulations and have been approved through appropriate processes within the University; and
- (vi) ensure that proposed changes to student fees are feasible and do not involve undue complications to calculate and administer; where appropriate, determining the most “tax efficient” method for students who are being charged these fees.

All meetings of this Committee are in Closed Session.

Board of Governors
June 8, 2023

(i) HUMAN RESOURCES COMMITTEE

The Human Resources Committee shall be composed of the Chair, the Vice-Chair(s), the Chair of the Remunerations Committee of the Board and the Chair of the Planning and Resources Committee of the Board. A majority of the members of the Committee shall constitute a quorum.

The Committee shall:

1. Negotiate and approve the terms of the President's contract of employment. A summary of the contractual terms shall be reported to the Board for information and prior to the relevant Board meeting a complete copy of the contract shall be made available through the office of the University Secretary for Board members to review;
2. Evaluate, at least annually, the performance of the President;
3. Annually determine the remuneration of the President, including the payment of any bonuses or other awards. The Committee shall report the outcome of its deliberations, together with any agreed changes to the terms of the President's contract, to the Board for information;
4. Review and approve the terms of the Vice-Presidents' contracts of employment prior to appointment or renewal. A summary of the terms of such contracts shall be reported to the Board for information;
5. Annually review the President's assessment of the performance of the Vice-Presidents and approve any resultant recommendations regarding remuneration or the payment of any bonuses or other awards. Any such changes to remuneration or other contractual terms shall be reported to the Board for information;
6. Receive, at least annually, a report on the performance of assistant and associate vice-presidents, as well as other senior executives as requested by the Committee;
7. Review the contracts of employment of such other senior executive staff as the Committee shall determine or the Board shall request from time to time and report any concerns arising from such reviews to the Board.
8. Annually receive a report on succession planning at the senior executive level and assist the administration where appropriate;

The Committee shall be provided with such current, comprehensive market and comparative data regarding compensation and contractual terms as it shall require in order to undertake its work.

President's Performance Review Process:

The evaluation of the President's performance as specified in paragraph 2 above, shall include the following:

1. The Committee shall receive and review, annually, a written report from the President describing the President's progress against the specific goals and priorities approved by the Committee at the beginning of the assessment period. In addition to highlighting progress made against those goals, the report should also outline additional initiatives, matters and issues addressed during the assessment period, as well as any areas of concern, along with commentary on what will be done to address these going forward.

2. The Committee shall adopt a "Knowledgeable Other" process to assess the effectiveness of the President. Annually, the HR Committee and the President shall mutually agree on a reasonable number of Knowledgeable Others who have had exposure and are familiar with aspects of the President's work and priorities over the past year. The Board Chair shall seek input in writing from the Knowledgeable Others and shall consolidate the feedback (on an anonymous basis) into appropriate themes for sharing and discussion with the HR committee, and with the President.

3. Should the Committee determine in any particular assessment period that more comprehensive input on the President's performance from a broader group of stakeholders is needed, the HR Committee may establish an "HR Advisory Panel", whose members shall be decided in the sole discretion of the HR Committee. The HR Advisory Panel shall be provided with a "Terms of Reference" for gathering and consolidating input from specific stakeholders, potentially both internal and external to the University. The HR Advisory Panel shall compile a written report of its findings to be shared and discussed with the HR Committee, and with the President.

**(j) BOARD-SENATE RESEARCH MISCONDUCT HEARINGS
PANEL**

The Board-Senate Research Misconduct Hearings Panel shall consist of eighteen tenured faculty members appointed by the Senate after consultation with the Faculty Association, three graduate and three undergraduate students appointed by the Senate, and twelve full-time staff members who have been employees of the University for at least two years appointed by the Board of Governors after consultation with the appropriate staff associations. Members of the Panel shall be appointed for staggered renewable three-year terms. The Chair and one Vice-Chair of the Panel shall be appointed by Senate from among the tenured faculty members; one Vice-Chair shall be appointed by the Board of Governors from among the staff members. In addition, the Chair of the Panel has the authority to appoint, on an ad hoc basis, faculty, staff and student who are not members of the Panel to serve on Hearings Committees as auxiliary Panel members. For meetings of the

Panel that do not relate to a specific case, fifteen members of the Panel constitute a quorum.

The Board-Senate Research Misconduct Hearings Panel shall:

1. receive all cases of alleged research misconduct referred to it and arrange the adjudication of them in accordance with the procedures outlined in the Research Integrity Policy and approved by the Senate and the Board of Governors, and
2. when deemed appropriate, review the policy and procedures relating to academic ethics and allegations of research misconduct and make recommendations to the Senate and the Board of Governors on policy changes or new policies deemed necessary by the Panel. The hearing of any case referred to the Panel shall be conducted before a Hearings Committee, established according to the procedures outlined in the Research Integrity Policy.

The conduct of hearings before a Hearings Committee of the Board-Senate Research Misconduct Hearings Panel shall be in accordance with the procedures outlined in the Research Integrity Policy.

(k) BOARD-SENATE HEARING PANEL FOR DISCRIMINATION, HARASSMENT AND SEXUAL VIOLENCE

The Board-Senate Hearing Panel for Discrimination, Harassment and Sexual Violence shall consist of six faculty members, three undergraduate students and three graduate students appointed by the Senate; and six staff members appointed by the Board. The Chair and one Vice-Chair shall be appointed by the Senate from among the faculty members appointed by the Senate, and one Vice-Chair shall be appointed by the Board from among the members appointed by the Board. Student members shall serve for staggered two-year terms and faculty and staff members for staggered three-year terms. No member shall serve for more than two consecutive terms, but on the expiration of two years after having served the second of two consecutive terms, such person may again be eligible for membership on the Hearing Panel. In addition, the Chair of the Panel has the authority to appoint, on an ad hoc basis, faculty, staff and students who are not members of the Panel to serve on Hearings Committees as auxiliary Panel members. For meetings of the Panel that do not relate to a specific case, ten members of the Panel constitute a quorum.

The Board-Senate Hearing Panel for Discrimination, Harassment and Sexual Violence shall:

1. receive all Referrals to Hearing/Formal Requests for a Hearing and arrange for their adjudication in accordance with the relevant procedures approved by the Senate and the Board, and

2. when deemed appropriate, review the policy and procedures relating to discrimination, harassment, and/or sexual violence and make recommendations, through the Senate Executive Committee, to the Senate and the Board on policy changes or new policies deemed necessary by the Panel.

The hearing of any case shall be before a Tribunal, consisting of three members of the Board-Senate Hearing Panel for Discrimination, Harassment, and Sexual Violence. These members shall be free of conflict of interest and shall be chosen by the Chair, or a Vice-Chair as appropriate, of the Hearing Panel in accordance with procedures approved by the Senate and the Board.

Hearings before a Tribunal of the Board-Senate Hearing Panel for Discrimination, Harassment, and Sexual Violence shall be conducted in accordance with the procedures approved by the Senate and the Board.

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| Conflict of Interest | 16. | At any meeting of the Board or of any committee of the Board, changes in remuneration of employees of the University shall be deemed not to be a proposed contract within the terms of Section 8, subsection 16 of the 1976 Act. |
| Board-Senate Committee to Recommend a President | 17. | From time to time, as required, the Board shall appoint five of its members to a Board-Senate Committee to Recommend a President, one of whom shall be from those appointed under Section 8 (1) (d) of the 1976 Act, one member from those elected under Section 8 (1) (i), one member from those elected under Section 8 (1) (f), and two members shall be from among the persons elected or appointed under Sections 8 (1) (b), 8 (1) (c) or 8 (1) (j) of the 1976 Act. |

BY-LAW NO. 2

being a by-law relating to the elections to the Board.

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| Election by the Board | 1. | <ol style="list-style-type: none">(1) The term of office of each of the members to be elected under Section 8 (1) (b) of the 1976 Act shall end on June 30th of the last year of the designated term for which the member was elected so that the terms of not more than four members shall expire in any one year;(2) The candidates for election under Section 8 (1) (b) of the 1976 Act shall be nominated by the Nominating Committee of the Board or by individual members of the Board, provided that nominations of candidates by individual members shall be filed with the Chair of the Nominating Committee not later than three weeks preceding the date of the election, and the consent of the nominee shall be secured before such nomination is filed;(3) The Board shall conduct its election at a regular meeting in June of each year, having notified its members at least two months prior to the date of the election. In the event that more candidates than are required are nominated, |
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voting shall be by secret ballot, and the candidates receiving the greatest number of votes shall be declared elected;

- (4) When two or more candidates receive the same number of votes and are thus prevented from being declared elected, a new election shall be held, confined to such candidates, under similar conditions to elect one candidate.

Election by
Teaching Staff

2.

- (1) The election of members by the teaching staff under Section 8 (1) (f) of the 1976 Act shall be held annually and completed by March 31. In the event that a Teaching Staff position is vacant at the end of the first week of September, a by-election shall be conducted and completed by October 31.
- (2) The terms of office of each member to be elected under Section 8 (1) (f) shall end on June 30th of the last year of the designated term for which the member was elected so that the terms of not more than two members shall expire in any one year;
- (3) A notice defining eligibility requirements shall be posted on the McMaster Daily News website dailynews.mcmaster.ca and on the University Secretariat's election website secretariat.mcmaster.ca throughout the nomination period;
- (4)
- a) A faculty member, either full-time or part-time, shall be eligible for election to the Board of Governors provided that at the time of nomination the member holds a contractually-limited appointment, or a tenured, tenure-track, permanent teaching, teaching-track, or special appointment, or continuing appointment without annual review by the Board or a regular appointment by the Board of Trustees of the Divinity College, or that the member has been confirmed in a tenured, tenure-track, permanent teaching, teaching-track, or special appointment, or continuing appointment without annual review by the Board or a regular appointment by the Board of Trustees of the Divinity College to take effect on July 1 of the year in which the member is nominated. Written consent of the nominee must be filed with the University Secretary and the nomination paper has been signed by three members of the teaching staff;
- b) Seats on the University Planning Committee are Faculty specific (one member from each Faculty). For each Faculty vacancy, the Office of the Dean of such Faculty shall prepare sufficient nominations to ensure an election for their vacancy on the University Planning Committee. The nominations shall be sent to all members of the electorate, at their McMaster email address, giving members the opportunity to nominate, within a designated period, additional candidates with any such nominations to be supported by three members of the same Faculty as the candidate and

filed with the University Secretary. A separate election shall be held for each faculty seat and eligible voters will be from the relevant Faculty;

- (5) The nominations must be received by the University Secretary not later than three weeks prior to the election. The University Secretary shall, as soon as possible following the close of the election period, prepare a list of candidates whose eligibility has been validated by the Assistant Vice-President, Human Resources, such list to be posted on the McMaster Daily News website and on the University Secretariat's election website at least two weeks prior to the election;
- (6) Eligible voters may cast their votes via the link to the election software provided by the University Secretariat, such votes to be cast no later than March 31, the precise dates to be determined by the University Secretary. Detailed instructions for the conduct of elections shall be posted on the University Secretariat election website.
- (7) The ballots shall be tabulated under the supervision of the University Secretary or their delegate. The candidate having the greatest number of votes using the transferable vote system shall be declared elected;(8)
Where two or more candidates receive the same number of votes and are thus prevented from being declared elected, a new election shall be held, confined to such candidates, under similar conditions to elect one candidate.

**Election by
Undergraduate
Students**

3.

- (1) The nomination and election of a member by the undergraduate students under Section 8 (1) (g) of the 1976 Act, shall be held annually and completed by March 31. In the event that the undergraduate student position is vacant at the end of the first week of September, a by-election shall be conducted and completed by October 31;
- (2) The term of a member to be elected under Section 8 (1) (g), during the primary election, shall commence on July 1 following the election, and the term of a member elected during the by-election shall be deemed to have begun on the previous July 1;
- (3) Any undergraduate student whose registration has been recorded by the University Registrar as a student, as defined by the 1976 Act, is eligible to vote;
- (4) Any undergraduate student eligible to vote may be nominated as a candidate for election, provided written consent has been filed with the University Secretary and the nomination paper has been signed by at least three undergraduate students eligible to vote;
- (5) At the beginning of the election period a notice defining eligibility requirements shall be posted on the McMaster Daily News website and on the University Secretariat election website;

- (6) Nominations must be received by the University Secretary not later than the end of the first week of February (the end of the first week of October)* in the year of election;
- (7) A list of eligible candidates whose status has been validated shall be posted, as soon as possible after the close of nominations, on the McMaster Daily News website and on the University Secretariat election website at least two weeks prior to the election day(s). A copy of the campaign regulations (see Appendix I) will be provided to each candidate and posted on the University Secretariat election website;
- (8) Eligible voters may cast their votes via the link to the election software provided by the University Secretariat, such votes to be cast no later than March 31 (October 31)*, the precise dates to be determined by the University Secretary. Detailed instructions for the conduct of the election shall be posted on the University Secretariat election website;
- (9) The ballots shall be tabulated under the supervision of the University Secretary or their delegate. The candidate having the largest number of votes using the transferable vote system shall be declared elected;
- (10) Where two or more candidates receive the same number of votes and are thus prevented from being declared elected, a new election shall be held, confined to such candidates, under similar conditions to elect one candidate.

* By-election

**Election by
Graduate Students**

4.

- (1) The nomination and election of a member by the graduate students under Section 8 (1) (h) of the 1976 Act, shall be held annually and completed by March 31. In the event that the graduate student position is vacant at the end of the first week of September, a secondary election shall be conducted and completed by October 31;
- (2) The term of a member to be elected under Section 8 (1) (h) during the primary election shall commence on July 1 following the election, and the term of a member elected during the secondary election shall be deemed to have begun on the previous July 1;
- (3) Any graduate student, whose registration has been recorded by the University Registrar as a student, as defined by the 1976 Act, is eligible to vote and may be nominated as a candidate for election provided consent has been filed with the University Secretary and the nomination paper has been signed by at least three graduate students eligible to vote;
- (4) At the beginning of the election period a notice defining eligibility requirements shall be posted on the McMaster Daily News website and the University Secretariat election website;

- (5) Nominations must be received by the University Secretary not later than the end of the first week of February (the end of the first week of October)* in the year of election;
- (6) A list of eligible candidates, whose status has been validated, shall be posted, as soon as possible after the close of nominations, on the McMaster Daily News website and the University Secretariat election website at least two weeks prior to the election day(s). A copy of the campaign regulations (see Appendix I) will be provided to each candidate and posted on the University Secretariat election website;
- (7) Eligible Voters may cast their votes via the link to the election software provided by the University Secretariat, such votes be cast no later than March 31 (October 31)*, the precise dates to be determined by the University Secretary; Detailed instructions for the conduct of the election shall be posted on the University Secretariat election website.
- (8) The ballots shall be tabulated under the supervision of the University Secretary or their delegate. The candidate having the largest number of votes using the transferable vote system shall be declared elected;
- (9) Where two or more candidates receive the same number of votes and are thus prevented from being declared elected, a new election shall be held, confined to such candidates, under similar conditions to elect one candidate.

* By-election

Election by Non-Teaching Staff

5.

- (1) The election of a member by the non-teaching staff under Section 8 (1) (i) of the 1976 Act shall be held annually and completed by March 31. In the event that a Non-Teaching Staff position is vacant at the end of the first week of September, a by-election shall be conducted and completed by October 31;
- (2) The term of a member to be elected under Section 8 (1) (i) shall end on June 30th of the last year of the designated term for which the member was elected so that the term of not more than one member shall expire in any one year;
- (3) Any member of the non-teaching staff who is eligible to vote may be nominated as a candidate for election provided written consent has been filed with the University Secretary and the nomination paper has been signed by at least three members of the non-teaching staff eligible to vote;
- (4) A notice defining eligibility requirements shall be posted on the McMaster Daily News website and the University Secretariat's election website throughout the nomination period;
- (5) Nominations must be received by the University Secretary not later than three weeks prior to the election. The University Secretary shall, as soon as

possible following the close of the nomination period, prepare a list of candidates whose eligibility has been validated by the University's Assistant Vice-President, Human Resources, such list to be posted on the McMaster Daily News website and the University Secretariat election website at least two weeks prior to the election;

- (6) Eligible voters may cast their votes via the link to the election software provided by the University Secretariat, such votes to be cast no later than March 31, the precise dates to be determined by the University Secretary of Governors. Detailed instructions for the conduct of the election shall be posted on the University Secretariat's election website.
- (7) The ballots shall be tabulated under the supervision of the University Secretary or their delegate. The required number of candidate(s) having the greatest numbers of votes using the transferable vote system shall be declared elected.
- (8) Where two or more candidates receive the same number of votes and are thus prevented from being declared elected, a new election shall be held, confined to such candidates, under similar conditions.

**Electoral
Responsibilities of
the Secretary**

6. The University Secretary shall be responsible for determining dates and implementing procedures, as necessary, to give effect to the by-laws of the Board governing the elections of members of the Board by and from the teaching staff, the non-teaching staff, undergraduate and graduate students.

**Listing of
Candidates**

7. When names of candidates are listed on any electoral documents, they shall be arranged in alphabetical order by surname.

**Transferable Vote
System**

8. Whenever the by-laws provide for the tabulation of ballots by the transferable vote system, the following procedure shall be adopted.

Ballots shall be marked only with numerals 1, 2, 3, 4, etc. entered opposite the names of candidates in order of preference. Voters may leave blanks opposite the names of candidates for whom they do not wish to vote.

- (1) To elect a single member,

A - First Count

- (i) The number of ballots shall be tabulated to determine how many votes will constitute a majority which is one more than one-half the total number of ballots;
- (ii) A candidate who receives a majority of first choice votes shall be declared elected;
- (iii) On the first count, if no candidate has received a majority of the first choice votes, the candidate with the fewest number of first choice votes shall be

eliminated from the count and such ballots shall be redistributed according to the second choice votes marked upon them.

B - Second Count

- (i) A candidate who receives a majority of first and second choice votes combined shall be declared elected;
- (ii) On the second count, if no candidate has received a majority of first choice and second choice votes combined, the ballots of the candidate with the next fewest number of votes shall be redistributed according to the next valid choice vote marked upon them. The "next valid choice vote" shall not include a candidate who has already been eliminated.

C - Third Count

- (i) A candidate who receives a majority of first, second and next valid choice votes combined shall be declared elected;
- (ii) On the third count if no candidate has received a majority of first, second and next valid choice votes combined, the above procedures shall be repeated as many times as necessary until one candidate has received a majority of votes.

- (2) To elect a second member:

The same procedure described in subsection 1 of this section shall be followed to elect a second member except that the candidate who has already received a majority of votes under subsection 1 of this section and has been declared elected shall not be included in the count. All ballots indicating the elected candidate as first choice shall be allotted to the candidate whom these ballots indicate as second choice. Whenever a vote in any ballot is for the elected candidate, the next valid choice vote shall be counted;

- (3) To elect a third member:

The same procedures described in subsection 1 and 2 of this section shall be followed, except that the two candidates elected shall not be included in the count. All ballots indicating the two elected candidates as choices shall be allotted to the candidate whom these ballots indicate as the next valid choice marked upon them;

- (4) To elect a fourth member:

The same procedures described in subsections 1, 2 and 3 of this section shall be followed except that the three candidates already elected shall not be included in the count.

Vacancy of an
Elected Member

- 9. When a vacancy occurs on the Board and the vacancy is that of an elected member whose term has six months or less to run, the Board may decide by resolution to fill the vacancy and shall so inform the constituency involved. If the Board so

decides, it shall, at its next regular meeting, on the recommendation of the Nominating Committee of the Board, appoint a member from the relevant constituency to hold office until the following June 30th.

When a vacancy on the Board is that of a member whose term has more than six months remaining in it and the member has been elected under Section 8 (1) (f), or 8 (1) (i) of the 1976 Act, a special election shall be held as soon as practicable to fill the vacancy for the period remaining. Except as to the date of such election, the election procedures shall be those established in the Board By-laws for a regular election.

BY-LAW NO. 3

being a by-law relating to the borrowing of money, the issuing of securities and the securing of liabilities.

1. The Board may from time to time:
 - (a) Borrow money upon the credit of the University in such amounts and upon such terms as the Board may deem expedient;
 - (b) Issue bonds, debentures, debenture stock or other securities of the University in such amounts and upon such terms and pledge or sell the same for such sums and at such prices as the Board may deem expedient;
 - (c) Mortgage, hypothecate, charge or pledge all or any of the real and personal property, undertaking and rights of the University to secure any such bonds, debentures, debenture stock or other securities or any money borrowed or any other liability of the University;
 - (d) Give indemnities to any member of the Board or other person who has undertaken or is about to undertake any liability on behalf of the University and secure any such member of the Board or other person against loss by giving the person by way of security a mortgage or charge upon the whole or any part of the real and personal property, undertaking and rights of the University;
 - (e) Delegate to such one or more of the officers and members of the Board as may be designated by the Board all or any of the powers conferred by the foregoing clauses of this By-law to such extent and in such manner as the Board shall determine at the time of each such delegation.
2. This by-law shall come into effect on the day it is enacted by the Board and, effective the same day, all previous by-laws inconsistent herewith are repealed.

BY-LAW NO. 4

being a by-law relating to banking arrangements.

1. The banking business of the University, or any part thereof, shall be transacted with such bank, trust company or other firm or corporation carrying on a banking

business as the Board may designate, appoint or authorise from time to time by resolution; and

2. 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 (with or without the power to sub-delegate) as the Board by resolution may designate, direct or authorise from time to time and to the extent therein provided, including, but without restricting the generality of the foregoing, the operation of the University's accounts; the making, signing, drawing, accepting, endorsing, negotiating, lodging, depositing or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and order for the payment of money; the giving of receipts for and orders relating to any property of the University; the execution of any agreement relating to any such banking business and defining the rights and powers of the parties thereto; and the authorising of any officer of such banker to do any act or thing on the University's behalf to facilitate such banking business.
3. This by-law shall come into effect on the day it is enacted by the Board and, effective the same day, all previous by-laws inconsistent herewith are repealed.

BY-LAW NO. 5

being a by-law relating to the Approval and Signing Authority Policy.

1. Deeds, transfers, assignments, contracts and obligations on behalf of the University may be signed by the Officers of the University so designated in the *Approval and Signing Authority Policy*; and the Corporate Seal of the University shall be affixed to such instruments as required by the Resolution Respecting the Corporate Seal of McMaster University as found at Appendix E. Notwithstanding any provision to the contrary contained in the by-laws of the University, the Board may at any time and from time to time direct the manner in which and the person or persons by whom any particular deed, transfer, assignment, contract or obligation of the University or any class thereof may or shall be signed.
2. This by-law shall come into effect on June 9, 2022 and, effective the same day, all previous by-laws inconsistent herewith are repealed.

BY-LAW NO. 6

being a by-law respecting the indemnification of members of the Board.

1. Every member of the Board and their heirs, executors and administrators and other legal personal representatives shall, from time to time and at all times, be indemnified and saved harmless out of the funds or other assets of the University, from and against:
 - (a) All costs, charges and expenses whatsoever which such member sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against the member, for or in respect of any act, deed, matter

or thing whatsoever made, done or permitted by the member, in or about the execution of the duties of the member's office or employment; and

- (b) All other costs, charges and expenses that a member sustains or incurs in or about or in relation to the affairs thereof;

except such costs, charges or expenses as are occasioned by the member's own wilful neglect or default.

- 2. This by-law shall come into effect on the day it is enacted by the Board and, effective the same day, all previous by-laws inconsistent herewith are repealed.

RESOLUTIONS OF THE BOARD OF GOVERNORS

- Appendix A-1** Power Granted to the President to Appoint Persons to the Teaching Staff for a Stated Period of Time (See By-law No. 1, Section 4 (1)).
- Appendix A-2** Power Granted to the President to Make Administrative Appointments (See By-law No. 1, Section 4 (2)).
- Appendix A-3** Power Granted to the President to Suspend Members of the Teaching Staff (See By-law No. 1, Section 4 (3)).
- Appendix B** Banking Resolution.
- Appendix C** Safekeeping Resolution.
- Appendix D** Resolution for the Sale of Securities.
- Appendix E** Resolution Respecting the Corporate Seal of McMaster University.
- Appendix F** Resolution Respecting Directions to the CIBC Mellon Global Securities Services Company by McMaster University.
- Appendix G** Borrowing Resolution.

Appendix A-1

**RESOLUTION - POWER GRANTED TO THE PRESIDENT TO APPOINT PERSONS TO
THE TEACHING STAFF FOR A STATED PERIOD OF TIME (SEE BY-LAW NO.1,
SECTION 4 (1))**

The Board hereby resolves that the power of the Board to appoint persons to the teaching staff for a stated period of time shall be and the same is hereby delegated to the President, provided that such appointments are within the limits of the University's approved budget. The Board hereby repeals the delegation of a similar authority which it granted to the President at its meeting on March 30, 1971.

Board of Governors
March 23, 1977

Appendix A-2

**RESOLUTION - POWER GRANTED TO THE PRESIDENT TO MAKE
ADMINISTRATIVE APPOINTMENTS (SEE BY-LAW NO. 1, SECTION 4 (2))**

The Board hereby accepts and approves the delegation of authority to appoint, promote, suspend or remove all officers, agents and employees of the University not identified in the preamble of Section 9 (b) or in Section 9 (b), Sub-sections (i), (ii), (iii) of the 1976 Act to the following officers of the University, within their respective areas of responsibility, as designated by the President, provided such alternative delegate is first approved in writing by the Board:

The Provost;
The Vice-President (Operations and Finance);
The Dean and Vice-President (Health Sciences);
The Vice-President, Research;
The Vice-President (University Advancement); or
Assistant Vice-President, Human Resources.

Letters of appointment and promotion, within the authority of the Assistant Vice-President, Human Resources, may be signed by the following officers of the University within their respective areas of responsibility but only where the proposed salary is below the control point:

Senior Manager, Human Resources Service Centre;
Employee/Labour Relations Advisor;
Administrator, Human Resources, Health Sciences;
Human Resources Consultant;
Human Resources Organizational Development Consultant, University Advancement.

Appendix A-3

**RESOLUTION - POWER GRANTED TO THE PRESIDENT TO SUSPEND MEMBERS OF
THE TEACHING STAFF (SEE BY-LAW NO. 1, SECTION 4 (3))**

The Board hereby resolves that the power of the Board under Section 9(b) of the 1976 Act to suspend members of the teaching staff shall be and the same is hereby delegated to the President.

Board of Governors
December 10, 1998

Appendix B

BANKING RESOLUTION

The Board hereby resolves:

1. THAT the banking business of the University, or any part thereof, may be transacted with any one or more of the banks or other corporations (hereinafter referred to as "institutions") named in Schedule 1 hereto.
2. THAT all such banking business may be transacted on the University's behalf by the Planning and Resources Committee of the Board.
3. THAT the Planning and Resources Committee further delegate to any officer holding the position and having the title listed in Schedule 2 authority to transact any part or parts of such banking business on behalf of the University, subject to the limitations of such authority as may be imposed in such instructions.
4. THAT in this resolution the expression "banking business" includes, without limitation, the operation of the University's accounts; the making, signing, drawing, accepting, endorsing, negotiating, lodging, depositing or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money; the giving of receipts for and orders relating to any property of the University; the execution of any agreement relating to any such banking business and defining the rights and powers of the parties thereto; and the authorizing of any officer of such institution to do any act or thing on the University's behalf to facilitate such banking business.
5. THAT this resolution and any instructions given pursuant to paragraph 3 hereof to any institution shall remain in force until written notice to the contrary shall have been given to such institution.
6. THAT this resolution shall, from the time of its communication to any institution, supersede any previous resolutions and instructions respecting the transaction of banking business between the University and such institutions.

Schedule 1: McMASTER UNIVERSITY BANKS

Canadian Imperial Bank of Commerce
Bank of Montreal
National Bank of Canada
Bank of Nova Scotia
Royal Bank of Canada
TD Canada Trust

Board of Governors
April 18, 2019

Schedule 2: McMASTER UNIVERSITY AUTHORIZED BANK SIGNERS

The primary currencies used by the University are the Canadian dollar and U.S. dollar. For the purposes of amounts noted in Schedule 2, limits are applicable to either currency.

- (1) With respect to bank accounts held at institutions noted in Schedule 1 above:
 - (a) Cheques up to \$100,000.00 require any one of the following signatures:
 - ▶ President and Vice- Chancellor
 - ▶ Vice-President (Operations and Finance)
 - ▶ Associate Vice-President (Students and Learning) and Dean of Students
 - ▶ Assistant Vice-President (Administration) and CFO
 - ▶ Assistant Vice-President and Chief Human Resources Officer (payroll account(s) only)
 - ▶ Controller
 - ▶ Treasurer
 - ▶ Senior Manager, Accounting & Financial Reporting
 - ▶ Manager, Financial Reporting
 - ▶ Manager, Financial Affairs Business Office
 - ▶ Senior Investment Accounting Analyst
 - ▶ Senior Investment Analyst
 - ▶ Senior Accountant
 - ▶ Director, HR Strategic Partnerships and Initiatives (Payroll Account(s) only)
 - ▶ Senior Analyst Reporting and Control (Payroll account(s) only)
 - (b) Cheques over \$100,000.00 require any two of the signatures in (a).
 - (c) The following facsimile signatures are acceptable on cheques drawn on any account, however, when a second signature is required by virtue of the amount being over \$100,000.00, the second signature must be any one of the signatures in (a) applied manually:
 - ▶ President and Vice Chancellor
 - ▶ Vice-President (Operations and Finance)
 - (d) All electronic payment services, such as Wires, EFTs, Bill payments and Government Payments require electronic approvals as follows:
 - (i) System generated batch payments up to \$12,000,000.00 require electronic approval from any one of the positions listed in (a) above; over \$12,000,000.00 require electronic approval from any two of the positions listed in (a) above.
 - (ii) All other payments up to \$100,000.00 require electronic approval from any one of the positions listed in (a) above; over \$100,000.00 require electronic approval from any two of the positions listed in (a) above.

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- (e) All bank transfers between bank accounts held by McMaster require any one of the following signatures or electronic approvals:
- ▶ President and Vice-Chancellor
 - ▶ Vice-President (Operations and Finance)
 - ▶ Assistant Vice-President (Administration) and CFO
 - ▶ Controller
 - ▶ Treasurer
 - ▶ Senior Manager, Accounting & Financial Reporting
 - ▶ Manager, Financial Reporting
 - ▶ Manager, Financial Affairs Business Office
 - ▶ Senior Investment Accounting Analyst
 - ▶ Senior Investment Analyst
 - ▶ Senior Accountant
 - ▶ Investment Operations Analyst
 - ▶ Financial Analyst – Trust Funds
 - ▶ Director, HR Strategic Partnerships and Initiatives (Payroll Account(s) only)
 - ▶ Senior Manager, Payroll Services, Tax and Data Compliance (Payroll Account(s) only)
 - ▶ Senior Analyst Reporting and Control (Payroll account(s) only)

(2) Foreign electronic payments:

(a) Up to \$100,000.00 require any one of the following signatures and/or electronic approvals:

- ▶ President and Vice-Chancellor
- ▶ Vice-President (Operations and Finance)
- ▶ Assistant Vice-President (Administration) and CFO
- ▶ Controller
- ▶ Treasurer
- ▶ Senior Manager, Accounting & Financial Reporting
- ▶ Manager, Financial Reporting
- ▶ Senior Investment Accounting Analyst
- ▶ Senior Investment Analyst
- ▶ Senior Accountant

(b) Over \$100,000.00 require any two of the signatures or electronic approvals in (a).

Appendix C

SAFEKEEPING RESOLUTION

The Board hereby resolves:

1. THAT the CIBC Mellon Global Securities Services Company (and certain of its Affiliates) be and it is hereby authorized on behalf of McMaster University:
 - (a) to receive for safekeeping such property including such securities as may from time to time be delivered for such purpose to any office, branch or agency of the Bank;
 - (b) to cause any such securities which are capable of registration to be registered in the name of the University, or, when instructed, in the name of the Bank's nominee;
 - (c) to hold, deliver, sell, exchange or otherwise dispose of or deal with any or all such property including such securities pursuant to such written instructions as may be given from time to time by or on behalf of the University to the Bank by any two of the Chair of the Board of Governors, the Vice-Chair(s) of the Board of Governors, the Chair of the Planning and Resources Committee of the Board of Governors, the President, the Vice-President (Operations and Finance), the Assistant Vice-President (Administration), the Controller, the Executive Director, Strategic Projects Financial Affairs, Treasurer or one of the aforementioned together with the Senior Investment Accounting Analyst or Senior Investment Analyst are hereby authorized to give the said Bank instructions from time to time as aforesaid;
 - (d) notwithstanding the foregoing, any delivery to this University of any such property including such securities shall be made only to and against the written receipt of any two of the Chair of the Board of Governors, the Vice-Chair(s) of the said Board of Governors, the Chair of the Planning and Resources Committee of the said Board of Governors, the President, the Vice-President (Operations and Finance);
 - (e) to transfer any such property including any such securities to another office, branch or agency of the Bank than the office, branch or agency of the Bank to which or to whom such property was originally delivered, but the Bank shall immediately notify the Assistant Vice-President (Administration) of the University in writing of any such transfer;
 - (f) to detach on maturity the coupons, if any, from the securities and to complete as agent of the University any ownership certificates in connection therewith and to surrender any securities against receipt of moneys payable at maturity or upon redemption thereof; but the Bank is not obliged to examine lists of drawn and redeemed bonds or notices relating to coupons or dividends or to advise the undersigned of the expiry of rights or warrants in connection with the securities;

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- (g) to obtain and receive payment of any moneys, whether on account of principal or revenues, in respect of any such securities, and to place the moneys so received in respect of the securities or any rights pertaining thereto to the credit of the University at the Westdale Hamilton Branch of the Bank, Deposit Account or to deal with such moneys in accordance with the written instructions of any two of the persons mentioned in paragraph (c).
2. The University agrees that the responsibility of the Bank in respect of any or all such property including such securities and proceeds shall be to exercise such due and proper care with respect to such property including such securities and proceeds as if such property including such securities and proceeds were the property of the Bank.
3. The University undertakes to pay to the Bank the agreed safekeeping charges for its services hereunder which the Bank is hereby authorized to debit to any account of the University with the Bank.
4. This resolution shall take effect on the 18th day of April, 2019 and from that date shall supersede a resolution passed by the Board of Governors of the University on the 8th day of June, 2017 and shall remain in force and effect as regards each office, branch or agency of the Bank having in its custody any of such property including such securities of the University until notice in writing abrogating or modifying this agreement is received by such office, branch or agency of the Bank.

The Board further resolves:

That McMaster University may enter into a Safekeeping Agreement with the CIBC Mellon Global Securities Services Company (and certain of its Affiliates), in accordance with the provisions of the foregoing resolution.

Board of Governors
April 18, 2019

Appendix D

RESOLUTION FOR THE SALE OF SECURITIES

The Board hereby resolves:

1. THAT any two of the Chair of the Board of Governors, the Vice-Chair(s) of the Board of Governors, the Chair of the Planning and Resources Committee of the Board of Governors, the President, the Vice-President (Operations and Finance), the Assistant Vice-President (Administration), the Controller, the Executive Director, Strategic Projects Financial Affairs, Treasurer or one of the aforementioned together with the Senior Investment Accounting Analyst or the Senior Investment Analyst of this University be, and they hereby are, fully authorized and empowered to transfer, convert, endorse, sell, assign, set over and deliver any and all shares of stock, bonds, debentures, notes, subscription warrants, stock purchase warrants, evidence of indebtedness, or other securities now or hereafter standing in the name of or owned by this University, and to make, execute and deliver, under the corporate seal of this University or otherwise, any and all written instruments of assignment and transfer necessary or proper to effectuate the authority hereby conferred.

2. AND FURTHER that there shall be annexed to any instrument of assignment and transfer, executed pursuant to and in accordance with the foregoing resolution, a certificate of the University Secretary, Vice-President (Operations and Finance) or Assistant Vice-President (Administration) of this University in office at the date of such certificate, and such certificate shall set forth these resolutions and shall state these resolutions are in full force and effect, and shall also set forth the names of the persons who are then officers of this University, then all persons to whom such instrument with the annexed certificate shall thereafter come shall be entitled without further inquiry or investigation and regardless of the date of such certificate to assume and to act in reliance upon the assumption that the shares of stock or other securities named in such instrument were theretofore duly and properly transferred, endorsed, sold, assigned, set over and delivered by this University, and that with respect to such securities the authority of these resolutions and of such officers is still in full force and effect.

Board of Governors
June 6, 2019

Appendix E

RESOLUTION RESPECTING THE CORPORATE SEAL OF McMASTER UNIVERSITY

The Board hereby resolves:

1. That each of the following University officers be and is hereby authorized, where required, to affix the corporate name and seal of the University on all deeds, transfers, assignments, contracts, obligations or documents on behalf of the University, provided that the agreement has been signed in accordance with the provisions of the *Approval and Signing Authority Policy*: the Chair of the Board, the Vice-Chair(s) of the Board, the Chair of the Planning and Resources Committee, the University Secretary, the President, the Provost, the Vice-President (Operations and Finance), the Dean and Vice-President (Health Sciences), the Vice-President, Research, and the Vice-President (University Advancement).
2. Notwithstanding provisions found elsewhere in this resolution, any contract or agreement to which the corporate seal is to be affixed must include the signature of an officer authorized by the Board of Governors to affix to seal.

Board of Governors
June 8, 2023

Appendix F

**RESOLUTION RESPECTING DIRECTIONS TO
THE CIBC MELLON GLOBAL SECURITIES SERVICES COMPANY
BY McMASTER UNIVERSITY**

The Board hereby resolves:

1. a) THAT directions or approvals given by the University under or pursuant to Section 4 of the Master Trust Agreement between McMaster University and CIBC Mellon Trust Company dated July 1, 2000, the Participating Trust Agreement for the Contributory Pension Plan for Salaried Employees of McMaster University including McMaster Divinity College dated July 1, 2000, the Participating Trust Agreement for the Contributory Pension Plan for Salaried Employees of McMaster University including McMaster Divinity College 2000 dated July 1, 2000 and the Trust and Custodial Services Agreement for the Contributory Pension Plan for Hourly-rated Employees dated June 30, 1999; and
- b) THAT directions or approvals given by the University under or pursuant to Section 4 of the Custodial Services Agreements between McMaster University and the CIBC Mellon Global Securities Services Company (and certain of its Affiliates) dated June 30, 1999 for the Investment Pool, which includes the General Trust and Endowment Funds and certain other restricted funds

shall be given on behalf of the University by any two of the President, the Vice-President (Operations and Finance), the Assistant Vice-President (Administration), the Controller, the Executive Director, Strategic Projects Financial Affairs, the Treasurer or one of the aforementioned together with one of the Assistant Vice-President and Chief Human Resources Office, Director, HR Services and Systems, Senior Manager, HR Projects, Analytics and Payroll, Senior Manager, Total Rewards, , the Senior Investment Accounting Analyst or the Senior Investment Analyst.

2. THAT this resolution shall take effect on the 18th day of April, 2019.

Board of Governors
June 6, 2019

Appendix G

BORROWING RESOLUTION

The Board hereby resolves:

1. THAT the powers contained in clause 1 (a) of By-Law Number 3 being a by-law respecting the borrowing of money, the issuing of securities and the securing of liabilities by the University, be and they are hereby delegated to any two of the Chair of the Board, the Vice-Chair(s) of the Board, the Chair of the Planning and Resources Committee, the President, the Vice-President (Operations and Finance), the Assistant Vice-President (Administration), the Controller, the Executive Director, Strategic Projects Financial Affairs, the Treasurer for amounts up to \$100,000. For amounts in excess of \$100,000 these same powers are delegated to any two of the Chair of the Board, the Vice-Chair(s) of the Board, the Chair of the Planning and Resources Committee; or one of the aforementioned together with one of the President or the Vice-President (Operations and Finance).

2. THAT this resolution shall take effect on the 18th day of April, 2019 and from that date shall supersede a resolution passed by the Board of Governors on the 1st day of July, 2017.

Board of Governors
June 6, 2019

Appendix H

STATEMENT OF EXPECTATIONS FOR MEMBERS OF THE MCMASTER UNIVERSITY BOARD OF GOVERNORS

The Board of Governors of McMaster University (the “Board”) has three different types of members: those appointed or elected in conformance with the McMaster University Act (the “Act”); those whose office at the University results in *ex officio* membership, again in conformance with the Act; and Honorary Governors who have been designated as such by the Board of Governors. Members appointed or elected in conformance with the Act have full rights of membership including the right to attend and participate in meetings of the Board, and to vote. The Board has also designated, through its By-laws, a fourth type of participant called “Observers”. Observers and Honorary Governors may attend and participate in Board meetings, as regulated by the Board’s By-laws, but may not vote.

Inherent in the acceptance of membership in the Board of Governors is a commitment to perform the duties of Governor personally, to the best of one’s ability, and in the best interest of the University. The purpose of this Statement of Expectations is to assist those undertaking membership in the Board to understand that commitment and the expectations of the University.

Members of the Board of Governors owe a fiduciary duty to McMaster University and are charged with acting with care in the exercise of their powers. The duty of a Board member is to act honestly, in good faith, and in the best interest of the University rather than in the interest of any advocacy or interest group or other organization including a group or organization that may have appointed or elected them to the Board. The duty of care requires Board members to exercise an appropriate standard of care in the performance of their Board responsibilities.

The University’s Board of Governors has the following expectations of its Members in respect of their fiduciary duty and duty of care:

1. Attend meetings and play a full and active role in the work of the Board. Prepare for meetings, seeking clarification of pending issues and any additional information required to enable informed decision making. Members of the administration are fully available for consultation with members of the Board through the office of the University Secretary.
2. To act in their capacity as Governor in good faith and in the best interests of the University. In relation to matters concerning the business and affairs of the University which come before the Board, to place the interests of the University paramount to the interests of any other group or organization of which they may be a member or that they may represent. This includes exercising care, diligence, and skill in the exercise of these responsibilities.
3. Become acquainted with the University’s operations, including the transaction of business, University policies, and the routine delegation of tasks.
4. While acting as Governor, remain knowledgeable and respectful of the University’s governance process, including relevant by-laws and legislation.

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5. Maintain the confidentiality of information provided in confidence, understanding the responsibility not to disclose information without proper authority. This duty continues to apply after the completion of service on the Board.
 6. As fiduciaries, members of the Board of Governors have an obligation to challenge and to confirm the merit of the recommendations and information presented to the Board, including requesting that options be presented and that salient points be pointed-out by officers and management of the University. Members are expected to express their views fully and candidly during Board discussions, but they should respect the principle of collective decision-making and corporate responsibility, accepting that a decision once made reflects the will of the Board. Members speaking other than during a Board discussion should ensure that they are not perceived to be speaking on behalf of the Board or the University. The Chair of the Board is its official spokesperson.
 7. Be transparent regarding any conflict, or the possible appearance of conflict, between Board duties and private interests, financial or otherwise. If a conflict or potential conflict arises, a member must declare any private interests relating to their Board duties and promptly take steps to resolve any conflicts arising in a way that protects the interests of the University. A member who is in any way interested in a proposed contract with the University must also comply with Article 8 Paragraph 16 of the Act. In instances where a member is uncertain about a possible conflict of interest, the member has a duty to seek advice from the Chair of the Board, President, or University Secretary. In this context, members must refrain from using confidential information gained in the course of Board service for personal gain or for political purpose.
 8. Refrain from using, or attempting to use, the opportunity of Board service inappropriately to promote personal interests or those of any connected person, firm, business or other organization.
 9. Bring personal expertise to bear on related University business before the Board. A Governor who possesses specific expertise is expected to use it in the interests of the University.
 10. Remain reasonably knowledgeable about developments surrounding post-secondary education in the province.

Appendix I

REGULATIONS GOVERNING STUDENT ELECTIONS TO THE BOARD OF GOVERNORS

All candidates are responsible for the conduct of their campaigns, including the actions of others who are campaigning for them. It is the responsibility of all candidates to follow the campaign rules.

Campaign Rules

1. Campaigning may start once the candidate receives their letter of validation confirming that their nomination has been approved by the University Secretary.
2. All campaign activities are subject to official University regulations and policies (By-laws, Codes of Conduct, etc.), as well as the laws of the land.
3. Any campaigning that is slanderous or libelous is prohibited.
4. Any use of social media, such as Facebook or Twitter, must be in good taste and adhere to all Codes of Conduct.
5. Spamming of public forums or University e-mail distribution lists is forbidden.
6. All campaigning must end at 11:59 p.m. the night prior to the start of the first day of voting.
7. Candidates shall take down signs or posters within sight of the computer lab(s) by 11:59 p.m. the night prior to the first day of voting.
8. Candidates may not approach voters requesting them to cast votes in their favour on election day(s).
9. Candidates may not provide computers or other devices to the electorate for the purposes of voting.
10. Candidates must notify the University Secretary of their scrutineers at least 24 hours prior to the beginning of voting days. A candidate may not be a scrutineer.
11. Campaign expenses will be limited to \$50.00 for each candidate, in order that those students with limited finances are not placed at a disadvantage during the election campaign. The University Secretary is authorized to reimburse each candidate for campaign expenses up to the amount of \$50.00, upon submission of receipts for expenses by the candidate.
12. The University Secretary reserves the right to disqualify any candidate if regulations are violated. They shall also:
 - (a) up to 14 days after the election, receive and investigate allegations of malpractice;
 - (b) up to 14 days after the election, hear appeals for a re-count, evaluate them, and arrange for a re-count if judged necessary;
 - (c) have the authority to levy fines, up to the amount claimed for campaign expenses, for violation of campaign rules;
 - (d) have the authority to declare an election invalid.

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13. The University Secretary shall report to the Board of Governors on the student elections to the Board of Governors at the first regular meeting of the Board of Governors after the elections have been completed.

In addition to the above regulations, it is each candidate's responsibility to ensure that any and all posters are displayed according to each building's poster and advertising policies. For many campus buildings, this is *MSU Operating Policy 1.3.2 – Promotions & Advertising*, which can be viewed on the MSU [website](#). Other campus buildings, such as the McMaster University Student Centre, the McMaster University Medical Centre, and McMaster residences, etc. have their own policies that must be followed.

McMASTER UNIVERSITY

Complete Policy Title:

**By-laws of the Board of
Governors of McMaster
University
n/a**

Policy Number (if applicable):

Approved by:

**Board of Governors ~~Executive
and Governance Committee~~**

Date of Most Recent Approval:

~~June 9, 2022~~ June 8, 2023

Revision Date(s):

March 23, 1977	December 13, 1989	December 18, 2008	December 12, 2019
April 27, 1977	December 13, 1990	March 5, 2009	June 4, 2020
June 29, 1977	December 12, 1991	June 18, 2009	December 17, 2020
April 25, 1978	March 26, 1992	March 4, 2010	June 10, 2021
January 23, 1979	October 22, 1992	June 17, 2010	November 23, 2021
August 31, 1979	December 10, 1992	December 16, 2010	June 9, 2022
October, 1980	December 9, 1993	March 3, 2011	
May 6, 1981	December 14, 1995	June 9, 2011	
September 23, 1981	April 25, 1996	December 15, 2011	
September 22, 1982	December 11, 1997	June 7, 2012	
September 21, 1983	December 10, 1998	October 18, 2012	
January 19, 1984	June 10, 1999	April 18, 2013	
September 19, 1984	December 14, 2000	October 24, 2013	
March 20, 1985	March 22, 2001	December 12, 2013	
June 26, 1985	December 13, 2001	December 11, 2014	
March 20, 1986	October 31, 2002	April 16, 2015	
April 30, 1986	June 16, 2005	June 9, 2016	
April 30, 1987	December 15, 2005	December 15, 2016	
February 25, 1988	June 15, 2006	June 8, 2017	
July 22, 1988	November 2, 2006	June 7, 2018	
June 22, 1989	June 14, 2007	April 18, 2019	
October 26, 1989	June 19, 2008	June 6, 2019	

Position Responsible for Developing and Maintaining the Policy:

University Secretary

Contact Department

University Secretariat

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BOARD OF GOVERNORS OF McMASTER UNIVERSITY

BY-LAW NO. 1

being a by-law relating generally to the conduct of the affairs of the Board of Governors of McMaster University.

Interpretation

1. In the by-laws of the Board unless otherwise provided:
 - (a) "**1976 Act**" means The McMaster University Act, 1976 and amendments made thereto from time to time;
 - (b) "**Annual Meeting**" means the annual meeting of the Board of Governors of the University, as specified in Section 6 of this by-law No. 1
 - (c) "**Board**" means the Board of Governors of the University;
 - (d) "**Chair of the Board**" means the person elected as Chair of the Board of Governors of the University pursuant to Section 5 of this by-law No. 1;
 - (e) "**Chair**" means the person acting as chair of meetings of the Board or any of the Standing Committees of the Board
 - (f) "**Chancellor**" means the Chancellor of the University;
 - (g) "**Closed Session**" means a meeting of the Board or part of a meeting of the Board so declared by the Chair of the Board at which only members of the Board, Observers and specifically invited guests of the Board shall be present;
 - (h) "**Divinity College**" means McMaster Divinity College;
 - (i) "**Graduate Student**" means a person who is a candidate for an advanced degree authorized by the Senate of the University or from a college affiliated with the University and shall include Divinity College students, and Post Degree students;
 - (j) "**Non-Teaching Staff**" means the employees of the University and of a college affiliated with the University who are not members of the teaching staff but shall not include students;
 - (k) "**Observer**" means a person identified as such pursuant to Section 12 of this by-law No. 1;
 - (l) "**Past Chair of the Board**" means the immediate previous Chair of the Board;
 - (m) "**President**" means the President of the University;
 - (n) "**Secretary of the Board**" means Secretary of the Board of Governors of the University appointed pursuant to Section 5 of this by-law No. 1;
 - (o) "**Senate**" means the Senate of the University;

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- (p) "**Standing Committees of the Board**" means the committees specified in Section 15(2) of this by-law No. 1;
- (q) "**Teaching Staff**" means the employees of the University or of a college affiliated with the University who hold the academic rank of professor, associate professor, assistant professor or lecturer but shall not include graduate students who are employed by the University as teaching assistants nor individuals who hold title with the prefix "clinical" or "visiting";
- (r) "**Undergraduate Student**" means a person who is registered as a candidate for an undergraduate degree in a course of study approved by the Senate and shall include Medical students and Continuing students;
- (s) "**University**" means McMaster University;
- (t) "**Vice-Chair(s) of the Board**" means Vice-Chair(s) of the Board of Governors of the University elected pursuant to Section 5 of this by-law No. 1;
- (u) "**Provost**" means the Provost and Vice-President (Academic) of the University;
- (v) "**University Secretariat**" means the office of the University Secretary
- (w) "**University Secretary**" means the chief administrative officer of the Board of Governors and the Senate, when the same individual holds the positions of Secretary of the Board of Governors and Secretary of the Senate;
- (x) "**Vice-President**" means a Vice-President of the University.
- Fiscal Year** 2. The fiscal year of the University shall end on the 30th day of April in each year.
- Corporate Seal** 3. The Corporate Seal of the University shall be in the form impressed on the master copy of the by-laws held in the University Secretariat. The Seal may be impressed with duplicate instruments, one of which shall be retained by the Board and the other by the Senate for use on documents made under their respective powers. The duplicate instrument of the Seal retained by the Board shall be kept in the custody of the Vice-President (Operations and Finance) or in the custody of such other person as the Board may decide by resolution.
- Powers of the President** 4. (1) The Board delegates to the President, pursuant to Section 9 (d) of the 1976 Act, the power to make appointments for a stated period of time to the University's teaching staff, provided that such appointments are within the limits of the University's approved budget. (See resolution attached as Appendix A-1.)
- (2) The Board delegates to the President or such other officer or employee as the President may from time to time designate, provided such alternative delegate is first approved in writing by the Board, the power of the Board under Section 9 (b) of the 1976 Act to appoint, promote, suspend or remove all officers, agents and employees of the University not identified in the

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- preamble of Section 9 (b) or in Section 9 (b), Sub-sections (i), (ii) and (iii).
(See resolution attached as Appendix A-2.)
- (3) The Board delegates to the President the power of the Board under Section 9 (b) of the 1976 Act to suspend members of the teaching staff. (See resolution attached as Appendix A - 3).
- Election of Chair and Vice-Chair** 5. (1) The Board shall elect a Chair and Vice-Chair(s) of the Board at its Annual Meeting in accordance with Section 8 (12) of the 1976 Act, each to serve for a term of one year from the 1st day of July following the election, provided, however, that the Chair and Vice-Chair(s) may be re-elected for one or more term(s).
- Election of Secretary** (2) The Board shall appoint a secretary who shall serve as Secretary of the Board ([University Secretary](#)) during its pleasure.
- Meetings of the Board** 6. The Board shall meet not fewer than four times in each fiscal year at such times and at such places as may be determined from time to time by the Chair or by resolution of the Board. In addition, thereto, the Board shall hold an Annual Meeting within two months after the end of the University's fiscal year at such time and place as the Board may determine by resolution.
- Notice of Meeting** 7. Notice in writing of each regular meeting and the Annual Meeting shall be sent electronically by the ~~Secretary of the Board~~[University Secretary](#), to Board members at least fourteen days in advance of the meeting date. The agenda for any such meeting shall be sent by the ~~Secretary of the Board~~[University Secretary](#) to all members of the Board at least seven days prior to the date of each such meeting and posted on the Secretariat website. The dates, times and places of all such meetings shall be made available to the University community and the community-at-large through posting on the University Secretariat's website secretariat.mcmaster.ca at least seven days prior to such meetings.
- Location of Meetings** 8. (1) All meetings of the Board shall be held in the Council Room, Gilmour Hall, unless the Chair of the Board directs that the meeting be held elsewhere.
- Recording Devices** (2) No form of recording device (photographic or electronic) or sound-amplifying device shall be permitted at any meeting of the Board with the exception of instruments for official use by the Board or with the express authority of the Chair of the Board.
- Quorum of the Board** (3) The quorum of the Board shall consist of twenty members of whom at least ten shall consist of members of the Board appointed or elected under clauses b, c, d, and j of subsection 1 of Section 8 of the 1976 Act.
- (4) The Chair of the Board, or in their absence the Vice-Chair of the Board, shall act as Chair at all meetings of the Board. In the absence of both the Chair and the Vice-Chair(s), a Chair shall be elected by a majority of the members present.

(5) The Chair shall conduct the proceedings in conformity with the by-laws and rules of procedure enacted by the Board and, in all cases not so provided, the following reference shall be used: M.K. Kerr and H.W. King, *Procedures for Meetings and Organizations*, Carswell Thomson Professional Publishing, third edition, 1996.

(6) The Chair shall preserve order and decorum at all meetings of the Board. Any person admitted to a meeting of the Board who, in the opinion of the Chair, misconducts themselves must withdraw from the meeting at the order of the Chair. In the event that such person refuses to withdraw, the Chair has the power to declare a short recess, or to adjourn the Board, and may declare that the continuation of such recessed or adjourned meeting shall be in Closed Session.

Closed Session

(7) The following matters, which shall be considered or dealt with by the Board in Closed Session, shall be placed at the end of the agenda:

- (a) nominations;
- (b) elections;
- (c) recommendations from the Senate concerning appointments, tenure, or promotion;
- (d) suspensions or removals;
- (e) agenda items concerned with remuneration of individuals;
- (f) agenda items concerned with contracts; and
- (g) any other matter deemed appropriate by the Board.

(8) The Board may by a majority vote of the members present at any meeting of the Board without debate request the Chair to declare the meeting, or any part thereof, a Closed Session.

Request for Appearance at the Board

(9) Any person may request an appearance before the Board for the presentation of a brief. The request will be considered by the Board if the request and brief are submitted to the ~~Secretary of the Board~~ [University Secretary](#) at least three days prior to the date set for a Board meeting. The three-day period set out above may be waived by a two-thirds majority vote of the members present at such meeting. If the Board approves the request, the presentation may be made and shall not exceed the time limit prescribed by the Chair.

Record of Proceedings

(10)

(a) A record of the proceedings of all meetings of the Board shall be made by the ~~Secretary of the Board~~ [University Secretary](#). Items of business dealt with by the Board in Closed Session shall ~~appear as appendices to the record and such appendices shall~~ be made available only to members and Observers of the Board unless otherwise ordered by the Board.

Access to Minutes of UPC

(b) A request by a Senator, Board member or an Observer of either body for access to the minutes and records of the Board-Senate University

Planning Committee (formerly the Board-Senate Committee on Long-Range Planning) shall be submitted to the University Secretary. The University Secretary shall consult with the Chair of the Senate and the Chair of the University Planning Committee and shall determine whether access is to be granted and in what form.

Communications to
the Board

- (11) Any person may communicate to the Board in writing on a matter of interest to the Board. Such communications shall be received by the ~~Secretary of the Board~~ University Secretary at least three days before any meeting of the Board to permit time for distribution. Such a communication shall be dealt with by the Board under the agenda heading "Communications" which shall normally be the fourth item of business on the agenda. The time period as set out herein may be waived by a two-thirds majority vote of the members present at such meeting.

Amend By-laws

9. (1) A proposal to amend the by-laws of the Board shall be considered by the Board only at its regular meetings, and then only after notice of the proposed amendment has been given at a previous regular meeting of the Board.
- (2) Editorial revisions to the by-laws shall be considered and approved by the Executive and Governance Committee. Editorial revisions are non-substantive and include editing and formatting, updating titles, and correcting grammatical errors, etc.
- (3) In the event that a Standing Committee of the Board presents an amendment for approval together with a recommendation that the amendment is not considered to be substantive in nature, and provided that no member of the Board makes a request, either at or prior to the meeting, that the procedure specified in section 9(1) be followed, the Board may waive the requirement to review the amendment at a subsequent meeting and adopt such amendment with immediate effect. Any such recommendation made by a Standing Committee should be included in its written report and provided to members of the Board in advance of the relevant meeting.

Expectations for
Board Members

10. (a)
- (1) An individual who has been otherwise properly appointed or elected to membership in the Board, or who occupies an office which entitles them to ex officio membership in the Board, shall, before taking up their duties as a member of the Board, review and subscribe to the "Statement of Expectations for Members of the McMaster University Board of Governors" as set forth in Appendix H (the "Statement of Expectations"), and shall deliver an executed copy of the Statement of Expectations to the Secretary of the Board of Governors. If any such person shall fail to do so, the Secretary of the Board of Governors shall notify the Chair of the Board.
- (2) A member of the Board who has not subscribed to the Statement of Expectations shall not serve upon any committee of the Board.

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| Members' Minimum Attendance | 10. (b) The Board may declare vacant the seat of any member who, without being granted leave of absence by the Board, fails to attend four consecutive meetings of the Board. |
| Honorary Governors Designation | 11. The Board may designate from time to time, on the recommendation of the Nominating Committee, a person as an Honorary Governor. Such designations shall be made to a member retiring from the Board to recognise distinguished service to the Board over an extended period of time. A list of Honorary Governors shall be included under this heading together with any list of Board members. Honorary Governors shall be accorded all the rights and privileges extended to Observers of the Board. |
| Observers | 12. (1) An individual shall be an Observer if they (a) are not a member of the Board; (b) holds one of the following offices; and (c) assumes the role of an Observer by notifying the Secretary of the Board <u>University Secretary</u> in advance:

The Vice-Presidents
Chief Internal Auditor
The Senior Advisor to the President
The Assistant-Associate Vice-President (Communications, <u>Marketing</u> and Public Affairs)
Assistant Vice-President (Administration) & Chief Financial Officer
Assistant Vice-President & Chief Facilities Officer
Assistant Vice-President & Chief Human Resources Officer
The Chair of any Standing Committee of the Board who is not a member of the Board, provided that the Chair of that Standing Committee may recommend that the Chair of the Board appoint another member of that Standing Committee as their designate

The President or designate of:

Graduate Students Association
McMaster Association of Part-time Students
McMaster Students Union
McMaster University Faculty Association
McMaster University Retirees Association
UNIFOR, Local 5555

(2) Observers shall be invited to attend meetings of the Board and shall receive such notices and other materials as are distributed to members of the Board in advance of such meetings. An Observer shall withdraw from a meeting of the Board in any of the following circumstances: |

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- (a) if they would, if a member of the Board, be required to withdraw from such meeting because of the requirements of subsection 16 of Section 8 of the 1976 Act; or
- (b) if the meeting is a Closed Session where matters of a personal nature concerning an individual may be discussed and that individual so requests; or
- (c) if the Chair so directs.
- (3) Observers shall not vote but may be permitted to address the Board, when invited by the Chair to do so, in order to respond to questions or provide information to members regarding items under discussion.
- (4) By receiving confidential Board materials or by attending any Closed Session, each Observer agrees to preserve in confidence any matters treated as confidential to the University and any matters of a personal nature concerning an individual of which they become aware while acting in the capacity of Observer.
- Appoint Observers & Consultants** (5) The Chairs and/or Vice-Chair(s) of the Standing Committees of the Board may appoint observers and consultants to the Standing Committees of the Board. This Section 12 shall apply to all such persons so appointed.
- Access to Advice** 13. The Board and each of its Standing Committees shall have access to such legal, financial and other advice as may be required from time to time to enable the duties of the Board and its Standing Committees to be properly discharged.
- Senate Representatives** 14. The Board shall appoint annually at its Annual Meeting its member(s) to the Senate for a term of three years.
- Service on Committees** 15. Unless otherwise specified, the Board shall elect members to committees to serve for a period of one year or until their successors are elected or appointed.
- Ex Officio Members of Board Committees** (1) The President and the Chair and Vice-Chair(s) of the Board shall be ex officio members of all committees of the Board except that the President shall not be a member of the Audit and Risk Committee, the Human Resources Committee, the Board-Senate Research Misconduct Hearings Panel and the Board-Senate Hearing Panel for Discrimination, Harassment and Sexual Violence, and the Chair and Vice-Chair(s) of the Board shall not be members of the Board-Senate Hearing Panel for Sexual Harassment and Anti-Discrimination and the Board-Senate Research Misconduct Hearings Panel.
- Board Standing Committees** (2) The following committees shall be Standing Committees of the Board provided that it may from time to time appoint other committees for any purpose within its powers:
- Audit and Risk;
Executive and Governance;
Planning and Resources Committee;

Investment Pool Committee;
Nominating;
Pension Trust;
Committee on University Advancement;
Remunerations;
University Planning Committee;
Budget Committee;
University Student Fees Committee;
Human Resources;
Board-Senate Research Misconduct Hearings Panel;
Board-Senate Hearing Panel for Discrimination, Harassment, and Sexual
Violence.

Committee Meetings

- (3) Normally, it is expected that members attend committee meetings in person. At the discretion of the Chair however, a member(s) who is (are) unable to attend in person may participate in that meeting by such means of ~~telephone~~ teleconference or other communication facilities that permit all members to communicate simultaneously and instantaneously. A member(s) participating in such a meeting by such means is (are) deemed to be present at the meeting. For those meetings, or portions thereof, held in Closed Session or in camera, it is expected that members participating by such means of telephone or other communication facilities will ensure that the necessary standards of confidentiality are maintained and that their participation is conducted in a setting that ensures such confidentiality.

Electronic Voting

- (4) At the discretion of the Chair, a committee may be asked to consider a matter outside of a committee meeting and to determine the matter by means of an electronic vote. Such matters would, in the judgment of the Chair, be time-sensitive and delay until the next regularly scheduled meeting would have an adverse effect or would, in the judgment of the Chair, normally require little, if any, discussion prior to voting. Members with concerns, who would like an item to be discussed by the committee in advance of the electronic vote, must notify the Secretary without delay. The Chair will then determine an appropriate course of action and inform the committee on the disposal of the matter.

Terms of Reference

- (5) Composition and Terms of Reference of Standing Committees of the Board:

(a) AUDIT AND RISK COMMITTEE

The Audit and Risk Committee shall be composed of the Chair and the Vice-Chair(s) of the Board, and a minimum of three other members of the Board. The Chair of the Committee shall be appointed by the Board on the recommendation of the Nominating Committee. Notwithstanding any other provisions in the By-laws, in any event, every Audit and Risk Committee member shall be an independent, external and unrelated Governor (not employed by the University nor enrolled in a course of study at the University). Members of the Audit and Risk Committee shall be financially

literate, with the ability to read and understand financial statements of the breadth and complexity comparable to those of the University. Optimally, at least one member of the Committee a professional accounting designation.

One half of the membership of the Committee shall constitute a quorum.

The following individuals will normally be invited to attend Audit and Risk Committee meetings: the President, the Provost, the Vice-President (Operations and Finance), the Assistant Vice-President (Administration) and Chief Financial Officer, ~~and~~ the Chief Internal Auditor and the Chief Risk Officer.

Meetings shall be held as required or upon the request of a member of the Audit and Risk Committee or of the University's internal or external auditors. The Committee Chair shall review an agenda in advance of each meeting.

The Audit and Risk Committee assists the Board in fulfilling its oversight responsibilities for the financial reporting process, the system of internal control, the audit process, the risk profile of the University and the University's processes for monitoring compliance with laws, regulations and University policies.

The primary responsibilities of the Committee are:

1. **Financial Statements:** to oversee the system of internal control and the financial reporting process. In fulfilling this responsibility, the Committee shall:
 - a. meet with the external auditors and review the results of the annual financial statement audit and approve such statements for recommendation to the Board;
 - b. review other sections of the annual report, including Management's Discussion and Analysis, and any report or opinion that the auditors propose to render, and consider the accuracy and completeness of the information;
 - c. review and discuss with management and the external auditors significant variances, estimates and accruals, judgments, changes in accounting policies and standards, issues concerning litigation or contingencies and any difficulties encountered;
 - d. review any recent and relevant professional and regulatory pronouncements to understand their impact on the financial statements;
 - e. review and discuss with management whether adequate procedures and processes are in place to ensure the integrity of the financial statements;

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- f. review the appropriateness of significant accounting principles and practices, reporting issues, unusual or extraordinary items, transactions with related parties and the adequacy of disclosures; and
 - g. consider whether the financial statements are complete and consistent with information known to Committee members.
2. **Internal Control:** to oversee the internal control structure and processes, the Committee shall:
- a. review with management and the internal and external auditors, their evaluation of the University's internal controls and processes, including internal controls over financial reporting, compliance with University policies and any material weaknesses or fraud and assess the steps management has taken to minimize significant risks or exposures; and
 - b. consider the effectiveness of the internal control system, including information technology security and control.
3. **External Audit:** to oversee the external audit process, the Committee shall:
- a. select and recommend annually the public accountants for appointment as auditors for the ensuing fiscal year and, in consultation with the administration, the basis of their compensation;
 - b. approve the engagement letter, receive the independence letter and review the management letter and related materials;
 - c. discuss with the external auditors the scope and purpose of the upcoming audit and the procedures to be followed including coordination with internal audit;
 - d. review all matters required to be communicated to the Committee under Generally Accepted Auditing Standards;
 - e. review with the external auditors their findings, any restrictions on their work, cooperation received, and their recommendations and facilitate the resolution of any disagreements between management and the external auditors;
 - f. receive privately the external auditors' opinion on various matters, including the quality and effectiveness of financial and internal audit staff, significant accounting principles and practices, unresolved material differences of opinion or disputes;
 - g. periodically review and approve a policy governing the engagement of the external auditors for the provision of non-audit services; and

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- h. annually review and assess the independence and performance of the external auditors.
4. **Internal Audit:** to oversee the internal audit function and reports, the Committee shall:
- a. review with the Chief Internal Auditor a summary of findings, any restrictions or limitations on their work, cooperation received, special investigation reports, findings from third party auditors (not including work performed by the appointed external auditors), and any recommendations arising therefrom;
 - b. review the proposed audit plans for the coming year, the criteria upon which they are based and the coordination of services provided to the external auditors;
 - c. periodically review and approve the internal audit mandate (the Internal Audit Department Policy Statement) for continued relevance;
 - d. review audit progress, findings, recommendations, responses and follow-up actions; in situations where the auditee has not responded appropriately in a timely fashion to the audit findings, follow-up and obtain a management response on those action items which remain outstanding for a significant period of time;
 - e. satisfy itself as to internal audit independence, cooperation received from management, interaction with external audit and any unresolved material disagreements with management;
 - f. review the budget, organizational structure, and qualifications of the internal audit department;
 - g. through its Chair, act as the formal supervisor of the Chief Internal Auditor and in consultation with the President and the Vice-President (Operations and Finance), have the final approval to appoint or discharge the Chief Internal Auditor and complete an annual performance review of the Chief Internal Auditor;
 - h. periodically review the effectiveness of the internal audit activity; and
 - i. meet privately with the Chief Internal Auditor at least quarterly.
5. **Compliance:** to oversee compliance-related issues, the Committee shall:
- a. obtain regular updates from management and legal counsel regarding legislative and regulatory compliance and outstanding litigation matters;

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- b. review the effectiveness of the system for monitoring compliance with laws and regulations and the results of management's investigation and follow-up (including disciplinary action) of instances of non-compliance;
 - c. review the findings of any examinations by regulatory agencies; and
 - d. review the process for communicating conflict of interest and code of conduct policies to employees and monitoring compliance.
6. **Enterprise-wide Risk Management:** to oversee the University's risk management framework which shall include approval of Management's proposed Risk Appetite Statement and review of:
- a. the identification and quantification of all significant risks (e.g. strategic, financial, operational, reputational etc.) the University is exposed to;
 - b. the University's appetite and tolerance for these risks on both an inherent and residual basis;
 - c. Management's strategy and controls for managing these risks;
 - d. the roles and responsibilities for risk identification and management including risk ownership;
 - e. risk monitoring and reporting;
 - f. emerging risks including risk horizon, likelihood and severity of such risks;
 - g. opportunities identified by Management for the future growth of the University
- and shall provide input as appropriate as to the overall risk culture and tolerance of the University. The Audit and Risk Committee shall be satisfied that Management operates within the University's approved Risk Appetite Statement.
7. **Reporting:** to fulfill its reporting responsibilities, the Committee shall:
- a. report to the Board of Governors as required about Committee activities, issues, and related recommendations;
 - b. report to the Board of Governors, on its review of Management's proposed Risk Appetite Statement and present a final version for approval by the Board

- c. complete periodic self-assessments of the Audit and Risk Committee's effectiveness against its mandate and report any concerns to the Board;
- d. periodically review the Terms of Reference of the Audit and Risk Committee and recommend any proposed changes for consideration by the Board of Governors; and
- e. perform other activities as requested by the Board.

8. Other duties:

- a. oversee the work of any public accounting firm engaged by the University where such work would be defined as "public accounting" within the meaning of the standards of the Canadian Institute of Chartered Accountants;
- b. investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the University; and
- c. review and ensure that procedures are in place for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or audit matters.

(b) EXECUTIVE AND GOVERNANCE COMMITTEE

The Executive and Governance Committee of the Board shall be composed of the Chair and the Vice-Chair(s) of the Board, and representatives from every Board Committee, including but not limited to:

- Planning and Resources Committee Chair
- Audit and Risk Committee Chair
- University Advancement Committee Chair
- Investment Pool Committee Chair
- Remunerations Committee Chair
- One Board member who shall also be a member of the Pension Trust Committee, and as ex officio members, the Chancellor, the President, the Provost, and the Vice-President (Operations and Finance). The Chair of the Board shall be the Chair of the Committee. Five members of the Committee shall constitute a quorum.

The Executive and Governance Committee shall, between meetings of the Board, consider and take appropriate action on matters pertaining to the affairs of the Board, as referred to it by the Chair of the Board, the Standing Committees of the Board, the President or the Vice-Presidents. All decisions made by the Committee on behalf of the Board shall be reported to the Board at its next meeting and shall be subject to confirmation by the Board except

that when unusual or urgent matters require decision the action of the Committee shall be brought to the attention of the Board at its next meeting for information only.

The Executive and Governance Committee shall make recommendations to the Board on the appropriate form of all by-laws of the Board and on any alteration or other matter pertaining to such by-laws.

The Executive and Governance Committee shall:

- Annually review and endorse the Strategy & Priorities put forward by the President for the upcoming Academic year, to be provided to the Board for approval.
- Annually review and endorse the list of key performance metrics to be presented by University leadership to the Board throughout the year.
- Annually develop a Board Workplan, taking into account the President's priorities and other areas of interest to the Board for the upcoming Academic year.
- Annually review Terms of Reference and Calendar/Workplan for each Committee and make recommendations to Committee Chairs consistent with the Governance Agenda.
- Annually review the performance and effectiveness of the Board of Governors, and make recommendations to the Board regarding board composition, processes & practices, training, and other matters that may serve to improve overall University Governance.

(c) PLANNING AND RESOURCES COMMITTEE

The Planning and Resources Committee shall be composed of not fewer than five members of the Board in addition to the Chair and the Vice-Chair(s) of the Board, the Chair of the Audit and Risk Committee, the President, the Provost, and Vice-Presidents (or a designated delegate) as ex officio members. One-half of the membership of the Committee, excluding the President and Vice-Presidents, shall constitute quorum.

The primary responsibilities of the Planning and Resources Committee are:

Financial Affairs

1. Provide oversight of the financial affairs of the University and keep the Board informed thereon;
2. Approve financial expenditures as required by the *Approval and Signing Authority Policy*;
3. Review, at least once annually, interim financial statements in comparison with budgets;
4. Review final annual budgets and make recommendations to the Board;

5. Review and oversee the establishment of adequate financial controls to ensure the implementation of policies and decisions adopted by the Board, including budgetary matters;
6. Provide oversight of investment policies and the management of McMaster's investments and delegate such responsibilities as it sees fit to the University Administration in the implementation of established policies;
7. Recommend to the Board of Governors the establishment and collection of fees and charges for tuition on behalf of any entity or organization of the University.

Capital Planning and Construction

1. Review and approve plans for capital expenditures and all matters relating to building, expansion, maintenance or alteration of the physical resources of the University, as required by the *Approval and Signing Authority Policy*;
2. Review and approve the award of contracts and the selection of professional consultants;
3. Ensure capital projects and expenditures are within the resources of the University;
4. With the approval of the Board, determine limits within which authority for commitment of funds may be delegated to University officials.
5. When making decisions regarding building on campus, the Committee will consider factors that impact the aesthetic quality of campus, as well as the surrounding community.

The Committee shall be responsible for reviewing projects and proposals with consideration to both financial and planning aspects of University business.

The Investment Pool Committee

The Investment Pool Committee shall be a subcommittee of the Planning and Resources Committee and shall consist of not fewer than six members, as follows: at least two current members of the Board, appointed by the Board; two members with investment expertise appointed by the Planning and Resources Committee; the Assistant Vice-President (Operations and Finance), and the Treasurer. The President and Vice-President (Operations and Finance) shall be ex officio members, but shall have no vote. The Chair shall be designated by the Board of Governors from the Board appointed members on the Committee.

Four members of the Committee shall constitute a quorum.

Appointments shall become effective on July 1 and members shall hold office for a period of one year. Members shall be eligible for re-appointment.

The overall objective of the Investment Pool Committee is to bring advice and knowledge to the effective management of the investments included in the University's Investment Pool, consistent with the approved fund objectives.

Within this context, the Committee shall:

1. review investment policies, objectives, strategies and make recommendations to the Planning and Resources Committee;
2. make recommendations to the Planning and Resources Committee concerning the engagement and termination of investment managers and consultants;
3. review and approve mandates and investment objectives given to individual investment managers;
4. meet quarterly to monitor investment performance of the total Fund and of individual managers;
5. meet regularly with external investment managers;
6. monitor operating expenses such as fees paid to external fund managers, consultants, fund measurement services and custodians;
7. monitor rebalancing of funds among the investment managers and exposure to non-Canadian currencies; and
8. provide semi-annual performance reports to the Planning and Resources Committee.

(d) NOMINATING COMMITTEE

The Nominating Committee shall be composed of the Chair of the Board who shall be the Chair of the Committee, the Vice-Chair(s) of the Board, the President, the Chancellor, and three or more additional members of the Board. One-half the members of the Committee, other than the President, shall constitute a quorum.

The Nominating Committee of the Board shall consider and recommend to the Board persons to be elected under Section 8 (1) (b) of the 1976 Act, the membership and Chairs of Board Committees (and Vice-Chair if appropriate), ~~Board members to serve on University/ Hospital Liaison Committees,~~ Honorary Governors, and the Chair, Vice-Chair(s), and ~~Secretary of the Board~~ [University Secretary](#), and such other offices as may be referred to the Committee by the Board.

(e) PENSION TRUST COMMITTEE

The Pension Trust Committee shall be composed of the Chair and the Vice-Chair(s) of the Board, the President and the Vice-President (Operations and Finance) as ex officio members; four members appointed by, but not necessarily from, the Planning and Resources Committee of the Board; eight members of the Pension Plan, three of whom shall be appointed by the McMaster University Faculty Association, one of whom normally shall be appointed from the professional librarians; one of whom shall be appointed by the McMaster University Clinical Faculty Association; two of whom shall be appointed by UNIFOR, Local 5555; one of whom shall be appointed by the McMaster University Retirees Association; and one of whom shall be appointed by the President, in consultation with the Assistant Vice-President, Human Resources, from The Management Group.

Eight members of the Committee shall constitute a quorum.

Appointments shall become effective on July 1, and members shall hold office for a period of one year but any member shall be eligible for re-appointment. If a vacancy occurs during the year, a replacement shall be appointed within sixty days in the same manner as the prior appointment. The Pension Trust Committee shall elect a Chair from among its members.

The Committee shall:

1. Recommend to the Board general pension investment policy and the annual Statement of Investment Policies and Objectives for submission to the Financial Services Commission of Ontario;
2. Monitor and review performance of Investment Consultants and Fund Managers:
 - a. Make recommendations to the Board with respect to situations of deviation or proposed deviation by Fund Managers from the Statement of Investment Policies and Procedures;
 - b. Make recommendations to the Board on the appointment or replacement of such Investment Consultants and Fund Managers;
3. Monitor the annual calculation of the “Net Interest on the Fund” and the “Annual Pension Increase”;
4. Discuss and promote awareness and understanding of the pension plan by members of the plan and persons receiving benefits under the plan;
5. Comment and make recommendations to the Planning and Resources Committee on
 - a. the performance and appointment of the actuary; and

- b. the actuarial methods and assumptions used in determining the financial condition of the pension plan and the contributions to the pension plan;
6. Comment and make recommendations to the Planning and Resources Committee on proposed changes to the pension plan text, and propose changes to the pension plan text;
7. Monitor at least annually the administrative expenses paid from the pension plan, and determine whether they are appropriate. Changes in the nature and structure of administrative expenses paid may be approved by the Board only if recommended by the Pension Trust Committee as a result of a ballot of all Pension Trust Committee members.

(f) COMMITTEE ON UNIVERSITY ADVANCEMENT

The Committee on University Advancement shall be composed of the Chancellor, the ~~President, the~~ Chair and the Vice-Chair(s) of the Board, the ~~President and the~~ Vice-President (University Advancement), and the Associate Vice-President, Communications, Marketing and Public Affairs as ex officio members, and up to six other members, at least half of whom shall be members of the Board. One-half of the members of the Committee shall constitute a quorum.

The Committee shall make recommendations to the Board on policy matters related to institutional advancement, including external and internal communications, fund-raising, alumni relations, development and public relations.

(g) REMUNERATIONS COMMITTEE

The Remunerations Committee shall be composed of not fewer than three members of the Board, in addition to the ex officio members who shall be the Chair and the Vice-Chair(s) of the Board, the President and the Vice-President (Operations and Finance). No employee of the University, other than the President and the Vice-President (Operations and Finance), shall be a member of the Remunerations Committee. Three members of the Committee, other than the President and Vice-President (Operations and Finance), shall constitute a quorum.

The primary function of the Remunerations Committee shall be to recommend to the Board policies regarding salaries, wages, benefits and other forms of remuneration and to provide advice, as necessary, to the University Administration in implementing and administering such policies.

In making its recommendations, the Committee shall have regard to the policies of the University as approved by the Planning and Resources Committee and the Board.

(h) UNIVERSITY PLANNING COMMITTEE *

The University Planning Committee shall consist of the Chancellor; the Chair of the Board (or delegate); the Vice-Chair(s) of the Board (or delegate); the President; the Provost, who shall be Chair; the Vice-President (Operations and Finance); the ~~Vice-President (Research)~~ Vice-President, Research; the Vice-Provost and Dean of Graduate Studies; six faculty members, one from each Faculty, elected for staggered three-year terms; one Faculty Dean elected annually (by and from the six Faculty Deans); one non-teaching staff member, elected for a three-year term; one graduate student, elected for a two-year term; and one undergraduate student, elected for a two-year term. The following persons shall be Observers to the University Planning Committee: the Dean and Vice-President (Health Sciences) or delegate; the Vice-President (University Advancement); the Associate Vice-President (Students and Learning) and Dean of Students; the Chair of Undergraduate Council; ~~and,~~ the Deputy Provost and the McMaster University Faculty Association President or delegate. The provisions of Section 12 of this by-law No. 1 shall apply to such Observers. One-half of the membership, excluding ex officio members, shall constitute a quorum.

The election of faculty, staff and student members to the University Planning Committee shall be conducted by the University Secretary and shall adhere to the Board of Governors Election By-Laws.

The University Planning Committee's fundamental mandate is to coordinate academic and resource planning so that the Senate and the Board may be assured that any proposal presented for approval has academic merit that supports the mission of the University and that resources necessary for the implementation of any proposal have been appropriately assessed. In this context the University Planning Committee shall:

1. review the Plan for the University annually, and recommend revisions to it as necessary, for approval by the Senate and the Board;
2. review, for recommendation to the Senate and the Board, major initiatives (including those which are part of submissions to external agencies) that have significant resource implications, providing comment on how the proposals fit within the University Plan;
3. review and receive annual planning reports as prescribed by the Provost from the Faculties, the School of Graduate Studies, the Deputy Provost, the Vice-Provost (Teaching & Learning), the Associate Vice-President (Student Affairs) and Dean of Students, the University Registrar, the University Librarian, and other units (as appropriate) that report directly to the Provost, providing comment on how the plans relate to overall University planning and current budgeting. Received plans are to be reported to the Senate and the Board for information;

4. review and receive annual planning reports as prescribed by the Vice-President (Operations and Finance) from those administrative and service units that report directly to the Vice-President (Operations and Finance), providing comment on how the plans relate to overall University planning and current budgeting. Received plans are to be reported to the Senate and the Board of Governors for information;
5. review and receive annually a report from the ~~Vice-President (Research)~~ [Vice-President, Research](#), on the major operations, institutes, and initiatives that receive significant support from the budget envelope of the ~~Vice-President, Research, Vice-President (Research)~~; and on the anticipated impact of new funding opportunities (from federal, provincial, or private agencies or businesses) as they arise. Received plans are to be reported to the Senate and the Board for information;
6. receive annually from the Vice-President (University Advancement) a report on advancement efforts of the previous year and review, for recommendation to the Senate and the Board, future fund-raising priorities and their relationship to the University Plan;
7. provide commentary, with reference to the University Plan and the McMaster University Campus Master Plan, to the relevant committee of the Board of Governors on proposals for capital development and other expenditures that fall outside the annual budget (such as those encompassed by the Capital Renewals process). For all major projects, the University Planning Committee will be provided with a total impact analysis that assesses the ongoing costs of maintenance, utilities, etc.;
8. review, for recommendation to the Senate and the Board, the annual report on the McMaster University Campus Master Plan, including any updates, amendments and elaborations; and
9. report to the Senate and the Board any matters of concern formally identified as such by a majority of the Committee.

The Budget Committee

The Budget Committee shall be a subcommittee of the University Planning Committee with membership drawn from the University Planning Committee as follows: the President, the Provost, the Vice-President (Operations and Finance), three faculty members (one of whom shall serve as Chair), one member of the non-teaching staff, one graduate student, one undergraduate student. The Deputy Provost shall serve as a consultant to the committee. Two-thirds of the membership shall constitute a quorum. If more than two members are absent when a vote is taken on the final budget, the vote must be confirmed by mail ballot.

The Chair of the Budget Committee shall be elected annually by the University Planning Committee from among the faculty members on the University

Planning Committee following nomination by the Chair of the University Planning Committee and a call for further nominations. The other two faculty members on the Budget Committee shall be selected subsequently by and from the six faculty members on the University Planning Committee for service commencing July 1 or immediately following a vacancy. The Chair may vote on all questions.

The Budget Committee shall:

1. review the budget framework prepared by the University administration in consultation with the Office of Institutional Research and Analysis, including any changes to the McMaster Budget Model; this framework (including the models and projections upon which it is based) will be provided to the Joint Administration/Faculty Association Committee to Consider University Financial Matters and to Discuss and Negotiate Matters Related to Terms and Conditions of Employment of Faculty (The Joint Committee) as will updates to the framework should these arise;
2. receive and respond to budget submissions from all Faculties, areas, and units;
3. make budget recommendations available to the University Planning Committee during development of the recommendations, for comment on whether those recommendations are congruent with the University Plan; deliver the final budget to the University Planning Committee in a timely fashion to ensure that it is in a position to make comments in advance of the budget being transmitted to other deliberative bodies;
4. make budget recommendations available to the University Senate for comment before they are transmitted by the President to the Planning and Resources Committee of the Board; and
5. deliver budget recommendations to the President of the University for transmittal to the Planning and Resources Committee of the Board. Any comments of the University Planning Committee and Senate shall be included in the material for the Board, along with the President's own comments.

* The University Planning Committee is a joint Board-Senate Committee and is the successor to the Board-Senate Committee on Academic Planning. It is also the successor to the Board-Senate Committee on Long-Range Planning named in the 1976 Act. All references to the Board-Senate Committee on Long-Range Planning in the 1976 Act shall be deemed henceforth to refer to its successor, the University Planning Committee.

The **University Student Fees Committee** shall be a sub-committee of the University Planning Committee with the following membership:

Ex Officio

Deputy Provost—, who shall be Chair
Associate Vice-President (Students and Learning) and Dean of Students—, who shall be Vice-Chair
Vice-Provost and Dean of Graduate Studies—, who shall be Vice-Chair

Associate Vice-President, Finance and Planning (Academic)
Executive Director, Education Services, Faculty of Health Sciences
Controller, Financial Services
University Registrar

Student Members

Graduate Student Representative – selected from applicants for a one-year term
Full-time Undergraduate Student Representative – selected from applicants for a one-year term
Part-time Undergraduate Student Representative – selected from applicants for a one-year term
**Student positions are renewable once.*

Consultants

Director, Finance and Administration, Student Affairs
Associate Registrar and Graduate Secretary, School of Graduate Studies
Assistant Registrar, Government Aid Programs
Manager, Accounts Receivable, Financial Affairs
Two staff members from Financial Affairs (approved by the Committee annually)
Two staff members from Institutional Research and Analysis (approved by the Committee annually)

The University Student Fees Committee shall:

- (i) recommend all revisions to tuition (undergraduate and graduate degree, diploma and certificate) and supplementary fees to the Budget Committee;
- (ii) establish deadlines for the submission of all proposed tuition and supplementary fees to the University Student Fees Committee;
- (iii) recommend policy guidelines to the Budget Committee that outline services and materials for which fees can be charged;
- (iv) recommend policy guidelines to the Budget Committee for charging fees for existing and new programs that are not funded through grants from the Ministry of Colleges and Universities;
- (v) ensure that all proposed changes to existing student fees and all proposed new fees are reasonable, conform to government regulations and have been approved through appropriate processes within the University; and
- (vi) ensure that proposed changes to student fees are feasible and do not involve undue complications to calculate and administer; where

appropriate, determining the most “tax efficient” method for students who are being charged these fees.

All meetings of this Committee are in Closed Session.

Board of Governors
~~June 9, 2022~~ June 8, 2023

(i) HUMAN RESOURCES COMMITTEE

The Human Resources Committee shall be composed of the Chair, the Vice-Chair(s), the Chair of the Remunerations Committee of the Board and the Chair of the Planning and Resources Committee of the Board. A majority of the members of the Committee shall constitute a quorum.

The Committee shall:

1. Negotiate and approve the terms of the President’s contract of employment. A summary of the contractual terms shall be reported to the Board for information and prior to the relevant Board meeting a complete copy of the contract shall be made available through the office of the ~~Secretary of the Board~~ [University Secretary](#) for Board members to review;
2. Evaluate, at least annually, the performance of the President;
3. Annually determine the remuneration of the President, including the payment of any bonuses or other awards. The Committee shall report the outcome of its deliberations, together with any agreed changes to the terms of the President’s contract, to the Board for information;
4. Review and approve the terms of the Vice-Presidents’ contracts of employment prior to appointment or renewal. A summary of the terms of such contracts shall be reported to the Board for information;
5. Annually review the President's assessment of the performance of the Vice-Presidents and approve any resultant recommendations regarding remuneration or the payment of any bonuses or other awards. Any such changes to remuneration or other contractual terms shall be reported to the Board for information;
6. Receive, at least annually, a report on the performance of assistant and associate vice-presidents, as well as other senior executives as requested by the Committee;

7. Review the contracts of employment of such other senior executive staff as the Committee shall determine or the Board shall request from time to time and report any concerns arising from such reviews to the Board.
8. Annually receive a report on succession planning at the senior executive level and assist the administration where appropriate;

The Committee shall be provided with such current, comprehensive market and comparative data regarding compensation and contractual terms as it shall require in order to undertake its work.

President's Performance Review Process:

The evaluation of the President's performance as specified in paragraph 2 above, shall include the following:

1. The Committee shall receive and review, annually, a written report from the President describing the President's progress against the specific goals and priorities approved by the Committee at the beginning of the assessment period. In addition to highlighting progress made against those goals, the report should also outline additional initiatives, matters and issues addressed during the assessment period, as well as any areas of concern, along with commentary on what will be done to address these going forward.
2. The Committee shall adopt a "Knowledgeable Other" process to assess the effectiveness of the President. Annually, the HR Committee and the President shall mutually agree on a reasonable number of Knowledgeable Others who have had exposure and are familiar with aspects of the President's work and priorities over the past year. The Board Chair shall seek input in writing from the Knowledgeable Others and shall consolidate the feedback (on an anonymous basis) into appropriate themes for sharing and discussion with the HR committee, and with the President.
3. Should the Committee determine in any particular assessment period that more comprehensive input on the President's performance from a broader group of stakeholders is needed, the HR Committee may establish an "HR Advisory Panel", whose members shall be decided in the sole discretion of the HR Committee. The HR Advisory Panel shall be provided with a "Terms of Reference" for gathering and consolidating input from specific stakeholders, potentially both internal and external to the University. The HR Advisory Panel shall compile a written report of its findings to be shared and discussed with the HR Committee, and with the President.

**(j) BOARD-SENATE RESEARCH MISCONDUCT HEARINGS
PANEL**

The Board-Senate Research Misconduct Hearings Panel shall consist of eighteen tenured faculty members appointed by the Senate after consultation

with the Faculty Association, three graduate and three undergraduate students appointed by the Senate, and twelve full-time staff members who have been employees of the University for at least two years appointed by the Board of Governors after consultation with the appropriate staff associations. Members of the Panel shall be appointed for staggered renewable three-year terms. The Chair and one Vice-Chair of the Panel shall be appointed by Senate from among the tenured faculty members; one Vice-Chair shall be appointed by the Board of Governors from among the staff members. In addition, the Chair of the Panel has the authority to appoint, on an ad hoc basis, faculty, staff and student who are not members of the Panel to serve on Hearings Committees as auxiliary Panel members. For meetings of the Panel that do not relate to a specific case, fifteen members of the Panel constitute a quorum.

The Board-Senate Research Misconduct Hearings Panel shall:

1. receive all cases of alleged research misconduct referred to it and arrange the adjudication of them in accordance with the procedures outlined in the Research Integrity Policy and approved by the Senate and the Board of Governors, and
2. when deemed appropriate, review the policy and procedures relating to academic ethics and allegations of research misconduct and make recommendations to the Senate and the Board of Governors on policy changes or new policies deemed necessary by the Panel. The hearing of any case referred to the Panel shall be conducted before a Hearings Committee, established according to the procedures outlined in the Research Integrity Policy.

The conduct of hearings before a Hearings Committee of the Board-Senate Research Misconduct Hearings Panel shall be in accordance with the procedures outlined in the Research Integrity Policy.

(k) BOARD-SENATE HEARING PANEL FOR DISCRIMINATION, HARASSMENT AND SEXUAL VIOLENCE

The Board-Senate Hearing Panel for Discrimination, Harassment and Sexual Violence shall consist of six faculty members, three undergraduate students and three graduate students appointed by the Senate; and six staff members appointed by the Board. The Chair and one Vice-Chair shall be appointed by the Senate from among the faculty members appointed by the Senate, and one Vice-Chair shall be appointed by the Board from among the members appointed by the Board. Student members shall serve for staggered two-year terms and faculty and staff members for staggered three-year terms. No member shall serve for more than two consecutive terms, but on the expiration of two years after having served the second of two consecutive terms, such person may again be eligible for membership on the Hearing Panel. In addition, the Chair of the Panel has the authority to appoint, on an ad hoc basis, faculty, staff and students who are not members of the Panel

to serve on Hearings Committees as auxiliary Panel members. For meetings of the Panel that do not relate to a specific case, ten members of the Panel constitute a quorum.

The Board-Senate Hearing Panel for Discrimination, Harassment and Sexual Violence shall:

1. receive all Referrals to Hearing/Formal Requests for a Hearing and arrange for their adjudication in accordance with the relevant procedures approved by the Senate and the Board, and
2. when deemed appropriate, review the policy and procedures relating to discrimination, harassment, and/or sexual violence and make recommendations, through the Senate Executive Committee, to the Senate and the Board on policy changes or new policies deemed necessary by the Panel.

The hearing of any case shall be before a Tribunal, consisting of three members of the Board-Senate Hearing Panel for Discrimination, Harassment, and Sexual Violence. These members shall be free of conflict of interest and shall be chosen by the Chair, or a Vice-Chair as appropriate, of the Hearing Panel in accordance with procedures approved by the Senate and the Board.

Hearings before a Tribunal of the Board-Senate Hearing Panel for Discrimination, Harassment, and Sexual Violence shall be conducted in accordance with the procedures approved by the Senate and the Board.

- | | | |
|--|-----|---|
| Conflict of Interest | 16. | At any meeting of the Board or of any committee of the Board, changes in remuneration of employees of the University shall be deemed not to be a proposed contract within the terms of Section 8, subsection 16 of the 1976 Act. |
| Board-Senate Committee to Recommend a President | 17. | From time to time, as required, the Board shall appoint five of its members to a Board-Senate Committee to Recommend a President, one of whom shall be from those appointed under Section 8 (1) (d) of the 1976 Act, one member from those elected under Section 8 (1) (i), one member from those elected under Section 8 (1) (f), and two members shall be from among the persons elected or appointed under Sections 8 (1) (b), 8 (1) (c) or 8 (1) (j) of the 1976 Act. |

BY-LAW NO. 2

being a by-law relating to the elections to the Board.

Election by the Board

1. (1) The term of office of each of the members to be elected under Section 8 (1) (b) of the 1976 Act shall end on June 30th of the last year of the designated term for which the member was elected so that the terms of not more than four members shall expire in any one year;

- (2) The candidates for election under Section 8 (1) (b) of the 1976 Act shall be nominated by the Nominating Committee of the Board or by individual members of the Board, provided that nominations of candidates by individual members shall be filed with the Chair of the Nominating Committee not later than three weeks preceding the date of the election, and the consent of the nominee shall be secured before such nomination is filed;
- (3) The Board shall conduct its election at a regular meeting in June of each year, having notified its members at least two months prior to the date of the election. In the event that more candidates than are required are nominated, voting shall be by secret ballot, and the candidates receiving the greatest number of votes shall be declared elected;
- (4) When two or more candidates receive the same number of votes and are thus prevented from being declared elected, a new election shall be held, confined to such candidates, under similar conditions to elect one candidate.

Election by
Teaching Staff

2.

- (1) The election of members by the teaching staff under Section 8 (1) (f) of the 1976 Act shall be held annually and completed by ~~April~~ March 31st. In the event that a Teaching Staff position is vacant at the end of the first week of September, a by-election shall be conducted and completed by October 31;
- (2) The terms of office of each member to be elected under Section 8 (1) (f) shall end on June 30th of the last year of the designated term for which the member was elected so that the terms of not more than two members shall expire in any one year;
- (3) A notice defining eligibility requirements shall be posted on the McMaster Daily News website dailynews.mcmaster.ca and on the University Secretariat's election website secretariat.mcmaster.ca throughout the nomination period;
- (4)
 - a) ~~For seats on the Board of Governors, any member of the teaching staff may be nominated as a candidate for election provided the~~ A faculty member, either full-time or part-time, shall be eligible for election to the Board of Governors provided that at the time of nomination the member holds a contractually-limited appointment, or a tenured, tenure-track, permanent teaching, teaching-track, or special appointment, or continuing appointment without annual review by the Board or a regular appointment by the Board of Trustees of the Divinity College, or that the member has been confirmed in a tenured, tenure-track, permanent teaching, teaching-track, or special appointment, or continuing appointment without annual review by the Board or a regular appointment by the Board of Trustees of the Divinity College to take effect on July 1 of the year in which the member is nominated. ~~Written~~ Written consent of the nominee ~~has~~ must ~~been~~ filed with the

~~Secretary of the Board~~University Secretary and the nomination paper has been signed by three members of the teaching staff;

b) Seats on the University Planning Committee are Faculty specific (one member from each Faculty). ~~For each Faculty vacancy, the Office of the Dean of such Faculty shall prepare sufficient nominations to ensure an election for their vacancy on the University Planning Committee. The nominations shall be sent to all members of the electorate, at their McMaster email address, giving members the opportunity to nominate, within a designated period, additional candidates with any such nominations to be supported by three members of the same Faculty as the candidate and Teaching staff may be nominated as a candidate from their Faculty for election provided the written consent of the nominee has been~~ filed with the ~~Secretary of the Board~~University Secretary and the nomination paper has been signed by three members of the teaching staff from the same Faculty as the candidate. ~~The Dean of the Faculty shall review the nominations and make any additional nominations as deemed necessary to ensure an election.~~ -A separate election shall be held for each faculty seat and eligible voters will be from the relevant Faculty;

- (5) The nominations must be received by the ~~Secretary of the Board~~University Secretary not later than three weeks prior to the election. The ~~Secretary of the Board~~University Secretary shall, as soon as possible following the close of the election period, prepare a list of candidates whose eligibility has been validated by the Assistant Vice-President, Human Resources, such list to be posted on the McMaster Daily News website and on the University Secretariat's election website at least two weeks prior to the election;
- (6) Eligible voters may cast their votes via the link to the election software provided by the University Secretariat, such votes to be cast no later than ~~April 30~~March 31, the precise dates to be determined by the ~~Secretary of the Board~~University Secretary. Detailed instructions for the conduct of elections shall be posted on the University Secretariat election website.
- (7) The ballots shall be ~~counted~~tabulated under the supervision of the ~~Secretary of the Board~~University Secretary or their delegate. The candidate having the greatest number of votes using the transferable vote system shall be declared elected;
- (8) Where two or more candidates receive the same number of votes and are thus prevented from being declared elected, a new election shall be held, confined to such candidates, under similar conditions to elect one candidate.

Election by
Undergraduate
Students

3.

- (1) The nomination and election of a member by the undergraduate students under Section 8 (1) (g) of the 1976 Act, shall be ~~held annually and completed by conducted during the period January 15 – March 31.~~ (primary election period). In the event that the undergraduate student position is vacant at

the end of the first week of September, a ~~secondary-by~~-election shall be conducted and completed by October 31;

- (2) The term of a member to be elected under Section 8 (1) (g), during the primary election, shall commence on July 1 following the election, and the term of a member elected during the ~~secondary-by~~-election shall be deemed to have begun on the previous July 1;
- (3) Any undergraduate student whose registration has been recorded by the University Registrar as a student, as defined by the 1976 Act, is eligible to vote;
- (4) Any undergraduate student eligible to vote may be nominated as a candidate for election, provided written consent has been filed with the ~~Secretary of the Board~~University Secretary and the nomination paper has been signed by at least three undergraduate students eligible to vote;
- (5) At the beginning of the election period a notice defining eligibility requirements shall be posted on the McMaster Daily News website and on the University Secretariat election website;
- (6) Nominations must be received by the ~~Secretary of the Board~~University Secretary not later than the end of the first week of February (the end of the first week of October)* in the year of election;
- (7) A list of eligible candidates whose status has been validated shall be posted, as soon as possible after the close of nominations, on the McMaster Daily News website and on the University Secretariat election website at least ~~ten~~ ~~day~~two weeks prior to the election day(s). A copy of the campaign regulations (see Appendix I) will be provided to each candidate and posted on the University Secretariat election website;
- (8) Eligible voters may cast their votes via the link to the election software provided by the University Secretariat, such votes to be cast no later than March 31 (October 31)*, the precise dates to be determined by the ~~Secretary of the Board~~University Secretary. Detailed instructions for the conduct of the election shall be posted on the University Secretariat election website;
- (9) The ballots shall be ~~counted~~tabulated under the supervision of the ~~Secretary of the Board~~University Secretary or their delegate. The candidate having the largest number of votes using the transferable vote system shall be declared elected;
- (10) Where two or more candidates receive the same number of votes and are thus prevented from being declared elected, a new election shall be held, confined to such candidates, under similar conditions to elect one candidate.

* ~~Secondary-By~~-election

Election by Graduate Students 4.

- (1) The nomination and election of a member by the graduate students under Section 8 (1) (h) of the 1976 Act, shall be held annually and completed by~~conducted during the period January 15–~~ March 31, ~~(primary election period)~~. In the event that the graduate student position is vacant at the end of the first week of September, a secondary election shall be conducted and completed by October 31;
- (2) The term of a member to be elected under Section 8 (1) (h) during the primary election shall commence on July 1 following the election, and the term of a member elected during the secondary election shall be deemed to have begun on the previous July 1;
- (3) Any graduate student, whose registration has been recorded by the University Registrar as a student, as defined by the 1976 Act, is eligible to vote and may be nominated as a candidate for election provided consent has been filed with the ~~Secretary of the Board~~University Secretary and the nomination paper has been signed by at least three graduate students eligible to vote;
- (4) At the beginning of the election period a notice defining eligibility requirements shall be posted on the McMaster Daily News website and the University Secretariat election website;
- (5) Nominations must be received by the ~~Secretary of the Board~~University Secretary not later than the end of the first week of February (the end of the first week of October)* in the year of election;
- (6) A list of eligible candidates, whose status has been validated, shall be posted, as soon as possible after the close of nominations, on the McMaster Daily News website and the University Secretariat election website at least ~~ten days~~two weeks prior to the election day(s). A copy of the campaign regulations (see Appendix I) will be provided to each candidate and posted on the University Secretariat election website;
- (7) Eligible Voters may cast their votes via the link to the election software provided by the University Secretariat, such votes be cast no later than March 31 (October 31)*, the precise dates to be determined by the ~~Secretary of the Board~~University Secretary; Detailed instructions for the conduct of the election shall be posted on the University Secretariat election website.
- (8) The ballots shall be ~~counted~~tabulated under the supervision of the ~~Secretary of the Board~~University Secretary or their delegate. The candidate having the largest number of votes using the transferable vote system shall be declared elected;
- (9) Where two or more candidates receive the same number of votes and are thus prevented from being declared elected, a new election shall be held, confined to such candidates, under similar conditions to elect one candidate.

* ~~Secondary-By~~-election

Election by Non-Teaching Staff

5.

- (1) The election of a member by the non-teaching staff under Section 8 (1) (i) of the 1976 Act shall be held annually and completed by ~~April 30~~ March 31, in any year in which an election is held. In the event that a Non-Teaching Staff position is vacant at the end of the first week of September, a by-election shall be conducted and completed by October 31;
- (2) The term of a member to be elected under Section 8 (1) (i) shall end on June 30th of the last year of the designated term for which the member was elected so that the term of not more than one member shall expire in any one year;
- (3) Any member of the non-teaching staff who is eligible to vote may be nominated as a candidate for election provided written consent has been filed with the ~~Secretary of the Board~~ University Secretary and the nomination paper has been signed by at least three members of the non-teaching staff eligible to vote;
- (4) A notice defining eligibility requirements shall be posted on the McMaster Daily News website and the University Secretariat's election website throughout the nomination period;
- (5) Nominations must be received by the ~~Secretary of the Board~~ University Secretary not later than three weeks prior to the election. The ~~Secretary of the Board~~ University Secretary shall, as soon as possible following the close of the nomination period, prepare a list of candidates whose eligibility has been validated by the University's Assistant Vice-President, Human Resources, such list to be posted on the McMaster Daily News website and the University Secretariat election website at least two weeks prior to the election;
- (6) Eligible voters may cast their votes via the link to the election software provided by the University Secretariat, such votes to be cast no later than ~~April 30~~ March 31, the precise dates to be determined by the ~~Secretary of the Board~~ University Secretary of Governors. Detailed instructions for the conduct of the election shall be posted on the University Secretariat's election website.
- (7) The ballots shall be ~~counted~~ tabulated under the supervision of the ~~Secretary of the Board~~ University Secretary or their delegate. The required number of candidate(s) having the greatest numbers of votes using the transferable vote system shall be declared elected.
- (8) Where two or more candidates receive the same number of votes and are thus prevented from being declared elected, a new election shall be held, confined to such candidates, under similar conditions.

Electoral
Responsibilities of
the Secretary

6. The ~~Secretary of the Board~~ University Secretary shall be responsible for determining dates and implementing procedures, as necessary, to give effect to the by-laws of the Board governing the elections of members of the Board by and from the teaching staff, the non-teaching staff, undergraduate and graduate students.

Listing of
Candidates

7. When names of candidates are listed on any electoral documents, they shall be arranged in alphabetical order by surname.

Transferable Vote
System

8. Whenever the by-laws provide for the ~~counting~~ tabulation of ballots by the transferable vote system, the following procedure shall be adopted.

Ballots shall be marked only with numerals 1, 2, 3, 4, etc. entered opposite the names of candidates in order of preference. Voters may leave blanks opposite the names of candidates for whom they do not wish to vote.

(1) To elect a single member,

A - First Count

- (i) The number of ballots shall be ~~counted~~ tabulated to determine how many votes will constitute a majority which is one more than one-half the total number of ballots;
- (ii) A candidate who receives a majority of first choice votes shall be declared elected;
- (iii) On the first count, if no candidate has received a majority of the first choice votes, the candidate with the fewest number of first choice votes shall be eliminated from the count and such ballots shall be redistributed according to the second choice votes marked upon them.

B - Second Count

- (i) A candidate who receives a majority of first and second choice votes combined shall be declared elected;
- (ii) On the second count, if no candidate has received a majority of first choice and second choice votes combined, the ballots of the candidate with the next fewest number of votes shall be redistributed according to the next valid choice vote marked upon them. The "next valid choice vote" shall not include a candidate who has already been eliminated.

C - Third Count

- (i) A candidate who receives a majority of first, second and next valid choice votes combined shall be declared elected;

(ii) On the third count if no candidate has received a majority of first, second and next valid choice votes combined, the above procedures shall be repeated as many times as necessary until one candidate has received a majority of votes.

(2) To elect a second member:

The same procedure described in subsection 1 of this section shall be followed to elect a second member except that the candidate who has already received a majority of votes under subsection 1 of this section and has been declared elected shall not be included in the count. All ballots indicating the elected candidate as first choice shall be allotted to the candidate whom these ballots indicate as second choice. Whenever a vote in any ballot is for the elected candidate, the next valid choice vote shall be counted;

(3) To elect a third member:

The same procedures described in subsection 1 and 2 of this section shall be followed, except that the two candidates elected shall not be included in the count. All ballots indicating the two elected candidates as choices shall be allotted to the candidate whom these ballots indicate as the next valid choice marked upon them;

(4) To elect a fourth member:

The same procedures described in subsections 1, 2 and 3 of this section shall be followed except that the three candidates already elected shall not be included in the count.

Vacancy of an
Elected Member

9. When a vacancy occurs on the Board and the vacancy is that of an elected member whose term has six months or less to run, the Board may decide by resolution to fill the vacancy and shall so inform the constituency involved. If the Board so decides, it shall, at its next regular meeting, on the recommendation of the Nominating Committee of the Board, appoint a member from the relevant constituency to hold office until the following June 30th.

When a vacancy on the Board is that of a member whose term has more than six months remaining in it and the member has been elected under Section 8 (1) (f), or 8 (1) (i) of the 1976 Act, a special election shall be held as soon as practicable to fill the vacancy for the period remaining. Except as to the date of such election, the election procedures shall be those established in the Board By-laws for a regular election.

BY-LAW NO. 3

being a by-law relating to the borrowing of money, the issuing of securities and the securing of liabilities.

1. The Board may from time to time:

(a) Borrow money upon the credit of the University in such amounts and upon such terms as the Board may deem expedient;

- (b) Issue bonds, debentures, debenture stock or other securities of the University in such amounts and upon such terms and pledge or sell the same for such sums and at such prices as the Board may deem expedient;
 - (c) Mortgage, hypothecate, charge or pledge all or any of the real and personal property, undertaking and rights of the University to secure any such bonds, debentures, debenture stock or other securities or any money borrowed or any other liability of the University;
 - (d) Give indemnities to any member of the Board or other person who has undertaken or is about to undertake any liability on behalf of the University and secure any such member of the Board or other person against loss by giving the person by way of security a mortgage or charge upon the whole or any part of the real and personal property, undertaking and rights of the University;
 - (e) Delegate to such one or more of the officers and members of the Board as may be designated by the Board all or any of the powers conferred by the foregoing clauses of this By-law to such extent and in such manner as the Board shall determine at the time of each such delegation.
2. This by-law shall come into effect on the day it is enacted by the Board and, effective the same day, all previous by-laws inconsistent herewith are repealed.

BY-LAW NO. 4

being a by-law relating to banking arrangements.

1. The banking business of the University, or any part thereof, shall be transacted with such bank, trust company or other firm or corporation carrying on a banking business as the Board may designate, appoint or authorise from time to time by resolution; and
2. 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 (with or without the power to sub-delegate) as the Board by resolution may designate, direct or authorise from time to time and to the extent therein provided, including, but without restricting the generality of the foregoing, the operation of the University's accounts; the making, signing, drawing, accepting, endorsing, negotiating, lodging, depositing or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and order for the payment of money; the giving of receipts for and orders relating to any property of the University; the execution of any agreement relating to any such banking business and defining the rights and powers of the parties thereto; and the authorising of any officer of such banker to do any act or thing on the University's behalf to facilitate such banking business.
3. This by-law shall come into effect on the day it is enacted by the Board and, effective the same day, all previous by-laws inconsistent herewith are repealed.

BY-LAW NO. 5

being a by-law relating to the Approval and Signing Authority Policy.

1. Deeds, transfers, assignments, contracts and obligations on behalf of the University may be signed by the Officers of the University so designated in the *Approval and Signing Authority Policy*; and the Corporate Seal of the University shall be affixed to such instruments as required by the Resolution Respecting the Corporate Seal of McMaster University as found at Appendix E. Notwithstanding any provision to the contrary contained in the by-laws of the University, the Board may at any time and from time to time direct the manner in which and the person or persons by whom any particular deed, transfer, assignment, contract or obligation of the University or any class thereof may or shall be signed.
2. This by-law shall come into effect on June 9, 2022 and, effective the same day, all previous by-laws inconsistent herewith are repealed.

BY-LAW NO. 6

being a by-law respecting the indemnification of members of the Board.

1. Every member of the Board and their heirs, executors and administrators and other legal personal representatives shall, from time to time and at all times, be indemnified and saved harmless out of the funds or other assets of the University, from and against:
 - (a) All costs, charges and expenses whatsoever which such member sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against the member, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by the member, in or about the execution of the duties of the member's office or employment; and
 - (b) All other costs, charges and expenses that a member sustains or incurs in or about or in relation to the affairs thereof;except such costs, charges or expenses as are occasioned by the member's own wilful neglect or default.
2. This by-law shall come into effect on the day it is enacted by the Board and, effective the same day, all previous by-laws inconsistent herewith are repealed.

RESOLUTIONS OF THE BOARD OF GOVERNORS

- Appendix A-1** Power Granted to the President to Appoint Persons to the Teaching Staff for a Stated Period of Time (See By-law No. 1, Section 4 (1)).
- Appendix A-2** Power Granted to the President to Make Administrative Appointments (See By-law No. 1, Section 4 (2)).
- Appendix A-3** Power Granted to the President to Suspend Members of the Teaching Staff (See By-law No. 1, Section 4 (3)).
- Appendix B** Banking Resolution.
- Appendix C** Safekeeping Resolution.
- Appendix D** Resolution for the Sale of Securities.
- Appendix E** Resolution Respecting the Corporate Seal of McMaster University.
- Appendix F** Resolution Respecting Directions to the CIBC Mellon Global Securities Services Company by McMaster University.
- Appendix G** Borrowing Resolution.

Appendix A-1

**RESOLUTION - POWER GRANTED TO THE PRESIDENT TO APPOINT PERSONS TO
THE TEACHING STAFF FOR A STATED PERIOD OF TIME (SEE BY-LAW NO.1,
SECTION 4 (1))**

The Board hereby resolves that the power of the Board to appoint persons to the teaching staff for a stated period of time shall be and the same is hereby delegated to the President, provided that such appointments are within the limits of the University's approved budget. The Board hereby repeals the delegation of a similar authority which it granted to the President at its meeting on March 30, 1971.

Board of Governors
March 23, 1977

Appendix A-2

RESOLUTION - POWER GRANTED TO THE PRESIDENT TO MAKE ADMINISTRATIVE APPOINTMENTS (SEE BY-LAW NO. 1, SECTION 4 (2))

The Board hereby accepts and approves the delegation of authority to appoint, promote, suspend or remove all officers, agents and employees of the University not identified in the preamble of Section 9 (b) or in Section 9 (b), Sub-sections (i), (ii), (iii) of the 1976 Act to the following officers of the University, within their respective areas of responsibility, as designated by the President, provided such alternative delegate is first approved in writing by the Board:

The Provost;
The Vice-President (Operations and Finance);
The Dean and Vice-President (Health Sciences);
The ~~Vice-President (Research)~~ Vice-President, Research;
The Vice-President (University Advancement); or
Assistant Vice-President, Human Resources.

Letters of appointment and promotion, within the authority of the Assistant Vice-President, Human Resources, may be signed by the following officers of the University within their respective areas of responsibility but only where the proposed salary is below the control point:

Senior Manager, Human Resources Service Centre;
Employee/Labour Relations Advisor;
Administrator, Human Resources, Health Sciences;
Human Resources Consultant;
Human Resources Organizational Development Consultant, University Advancement.

Appendix A-3

**RESOLUTION - POWER GRANTED TO THE PRESIDENT TO SUSPEND MEMBERS OF
THE TEACHING STAFF (SEE BY-LAW NO. 1, SECTION 4 (3))**

The Board hereby resolves that the power of the Board under Section 9(b) of the 1976 Act to suspend members of the teaching staff shall be and the same is hereby delegated to the President.

Board of Governors
December 10, 1998

Appendix B

BANKING RESOLUTION

The Board hereby resolves:

1. THAT the banking business of the University, or any part thereof, may be transacted with any one or more of the banks or other corporations (hereinafter referred to as "institutions") named in Schedule 1 hereto.
2. THAT all such banking business may be transacted on the University's behalf by the Planning and Resources Committee of the Board.
3. THAT the Planning and Resources Committee further delegate to any officer holding the position and having the title listed in Schedule 2 authority to transact any part or parts of such banking business on behalf of the University, subject to the limitations of such authority as may be imposed in such instructions.
4. THAT in this resolution the expression "banking business" includes, without limitation, the operation of the University's accounts; the making, signing, drawing, accepting, endorsing, negotiating, lodging, depositing or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money; the giving of receipts for and orders relating to any property of the University; the execution of any agreement relating to any such banking business and defining the rights and powers of the parties thereto; and the authorizing of any officer of such institution to do any act or thing on the University's behalf to facilitate such banking business.
5. THAT this resolution and any instructions given pursuant to paragraph 3 hereof to any institution shall remain in force until written notice to the contrary shall have been given to such institution.
6. THAT this resolution shall, from the time of its communication to any institution, supersede any previous resolutions and instructions respecting the transaction of banking business between the University and such institutions.

Schedule 1: McMASTER UNIVERSITY BANKS

Canadian Imperial Bank of Commerce
Bank of Montreal
National Bank of Canada
Bank of Nova Scotia
Royal Bank of Canada
TD Canada Trust

Board of Governors
April 18, 2019

Schedule 2: McMASTER UNIVERSITY AUTHORIZED BANK SIGNERS

The primary currencies used by the University are the Canadian dollar and U.S. dollar. For the purposes of amounts noted in Schedule 2, limits are applicable to either currency.

- (1) With respect to bank accounts held at institutions noted in Schedule 1 above:
 - (a) Cheques up to \$100,000.00 require any one of the following signatures:
 - ▶ President and Vice- Chancellor
 - ▶ Vice-President (Operations and Finance)
 - ▶ Associate Vice-President (Students and Learning) and Dean of Students
 - ▶ Assistant Vice-President (Administration) and CFO
 - ▶ Assistant Vice-President and Chief Human Resources Officer (payroll account(s) only)
 - ▶ Controller
 - ▶ Treasurer
 - ▶ Senior Manager, Accounting & Financial Reporting
 - ▶ Manager, Financial Reporting
 - ▶ Manager, Financial Affairs Business Office
 - ▶ Senior Investment Accounting Analyst
 - ▶ Senior Investment Analyst
 - ▶ Senior Accountant
 - ▶ Director, HR Strategic Partnerships and Initiatives (Payroll Account(s) only)
 - ▶ Senior Analyst Reporting and Control (Payroll account(s) only)
 - (b) Cheques over \$100,000.00 require any two of the signatures in (a).
 - (c) The following facsimile signatures are acceptable on cheques drawn on any account, however, when a second signature is required by virtue of the amount being over \$100,000.00, the second signature must be any one of the signatures in (a) applied manually:
 - ▶ President and Vice Chancellor
 - ▶ Vice-President (Operations and Finance)
 - (d) All electronic payment services, such as Wires, EFTs, Bill payments and Government Payments require electronic approvals as follows:
 - (i) System generated batch payments up to \$12,000,000.00 require electronic approval from any one of the positions listed in (a) above; over \$12,000,000.00 require electronic approval from any two of the positions listed in (a) above.
 - (ii) All other payments up to \$100,000.00 require electronic approval from any one of the positions listed in (a) above; over \$100,000.00 require electronic approval from any two of the positions listed in (a) above.

- (e) All bank transfers between bank accounts held by McMaster require any one of the following signatures or electronic approvals:
- ▶ President and Vice-Chancellor
 - ▶ Vice-President (Operations and Finance)
 - ▶ Assistant Vice-President (Administration) and CFO
 - ▶ Controller
 - ▶ Treasurer
 - ▶ Senior Manager, Accounting & Financial Reporting
 - ▶ Manager, Financial Reporting
 - ▶ Manager, Financial Affairs Business Office
 - ▶ Senior Investment Accounting Analyst
 - ▶ Senior Investment Analyst
 - ▶ Senior Accountant
 - ▶ Investment Operations Analyst
 - ▶ Financial Analyst – Trust Funds
 - ▶ Director, HR Strategic Partnerships and Initiatives (Payroll Account(s) only)
 - ▶ Senior Manager, Payroll Services, Tax and Data Compliance (Payroll Account(s) only)
 - ▶ Senior Analyst Reporting and Control (Payroll account(s) only)

(2) Foreign electronic payments:

(a) Up to \$100,000.00 require any one of the following signatures and/or electronic approvals:

- ▶ President and Vice-Chancellor
- ▶ Vice-President (Operations and Finance)
- ▶ Assistant Vice-President (Administration) and CFO
- ▶ Controller
- ▶ Treasurer
- ▶ Senior Manager, Accounting & Financial Reporting
- ▶ Manager, Financial Reporting
- ▶ Senior Investment Accounting Analyst
- ▶ Senior Investment Analyst
- ▶ Senior Accountant

(b) Over \$100,000.00 require any two of the signatures or electronic approvals in (a).

Appendix C

SAFEKEEPING RESOLUTION

The Board hereby resolves:

1. THAT the CIBC Mellon Global Securities Services Company (and certain of its Affiliates) be and it is hereby authorized on behalf of McMaster University:
 - (a) to receive for safekeeping such property including such securities as may from time to time be delivered for such purpose to any office, branch or agency of the Bank;
 - (b) to cause any such securities which are capable of registration to be registered in the name of the University, or, when instructed, in the name of the Bank's nominee;
 - (c) to hold, deliver, sell, exchange or otherwise dispose of or deal with any or all such property including such securities pursuant to such written instructions as may be given from time to time by or on behalf of the University to the Bank by any two of the Chair of the Board of Governors, the Vice-Chair(s) of the Board of Governors, the Chair of the Planning and Resources Committee of the Board of Governors, the President, the Vice-President (Operations and Finance), the Assistant Vice-President (Administration), the Controller, the Executive Director, Strategic Projects Financial Affairs, Treasurer or one of the aforementioned together with the Senior Investment Accounting Analyst or Senior Investment Analyst are hereby authorized to give the said Bank instructions from time to time as aforesaid;
 - (d) notwithstanding the foregoing, any delivery to this University of any such property including such securities shall be made only to and against the written receipt of any two of the Chair of the Board of Governors, the Vice-Chair(s) of the said Board of Governors, the Chair of the Planning and Resources Committee of the said Board of Governors, the President, the Vice-President (Operations and Finance);
 - (e) to transfer any such property including any such securities to another office, branch or agency of the Bank than the office, branch or agency of the Bank to which or to whom such property was originally delivered, but the Bank shall immediately notify the Assistant Vice-President (Administration) of the University in writing of any such transfer;
 - (f) to detach on maturity the coupons, if any, from the securities and to complete as agent of the University any ownership certificates in connection therewith and to surrender any securities against receipt of moneys payable at maturity or upon redemption thereof; but the Bank is not obliged to examine lists of drawn and redeemed bonds or notices relating to coupons or dividends or to advise the undersigned of the expiry of rights or warrants in connection with the securities;

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- (g) to obtain and receive payment of any moneys, whether on account of principal or revenues, in respect of any such securities, and to place the moneys so received in respect of the securities or any rights pertaining thereto to the credit of the University at the Westdale Hamilton Branch of the Bank, Deposit Account or to deal with such moneys in accordance with the written instructions of any two of the persons mentioned in paragraph (c).
2. The University agrees that the responsibility of the Bank in respect of any or all such property including such securities and proceeds shall be to exercise such due and proper care with respect to such property including such securities and proceeds as if such property including such securities and proceeds were the property of the Bank.
 3. The University undertakes to pay to the Bank the agreed safekeeping charges for its services hereunder which the Bank is hereby authorized to debit to any account of the University with the Bank.
 4. This resolution shall take effect on the 18th day of April, 2019 and from that date shall supersede a resolution passed by the Board of Governors of the University on the 8th day of June, 2017 and shall remain in force and effect as regards each office, branch or agency of the Bank having in its custody any of such property including such securities of the University until notice in writing abrogating or modifying this agreement is received by such office, branch or agency of the Bank.

The Board further resolves:

That McMaster University may enter into a Safekeeping Agreement with the CIBC Mellon Global Securities Services Company (and certain of its Affiliates), in accordance with the provisions of the foregoing resolution.

Board of Governors
April 18, 2019

Appendix D

RESOLUTION FOR THE SALE OF SECURITIES

The Board hereby resolves:

1. THAT any two of the Chair of the Board of Governors, the Vice-Chair(s) of the Board of Governors, the Chair of the Planning and Resources Committee of the Board of Governors, the President, the Vice-President (Operations and Finance), the Assistant Vice-President (Administration), the Controller, the Executive Director, Strategic Projects Financial Affairs, Treasurer or one of the aforementioned together with the Senior Investment Accounting Analyst or the Senior Investment Analyst of this University be, and they hereby are, fully authorized and empowered to transfer, convert, endorse, sell, assign, set over and deliver any and all shares of stock, bonds, debentures, notes, subscription warrants, stock purchase warrants, evidence of indebtedness, or other securities now or hereafter standing in the name of or owned by this University, and to make, execute and deliver, under the corporate seal of this University or otherwise, any and all written instruments of assignment and transfer necessary or proper to effectuate the authority hereby conferred.

2. AND FURTHER that there shall be annexed to any instrument of assignment and transfer, executed pursuant to and in accordance with the foregoing resolution, a certificate of the ~~Secretary of the Board~~ [University Secretary](#), Vice-President (Operations and Finance) or Assistant Vice-President (Administration) of this University in office at the date of such certificate, and such certificate shall set forth these resolutions and shall state these resolutions are in full force and effect, and shall also set forth the names of the persons who are then officers of this University, then all persons to whom such instrument with the annexed certificate shall thereafter come shall be entitled without further inquiry or investigation and regardless of the date of such certificate to assume and to act in reliance upon the assumption that the shares of stock or other securities named in such instrument were theretofore duly and properly transferred, endorsed, sold, assigned, set over and delivered by this University, and that with respect to such securities the authority of these resolutions and of such officers is still in full force and effect.

Board of Governors
June 6, 2019

Appendix E

RESOLUTION RESPECTING THE CORPORATE SEAL OF McMASTER UNIVERSITY

The Board hereby resolves:

1. That each of the following University officers be and is hereby authorized, where required, to affix the corporate name and seal of the University on all deeds, transfers, assignments, contracts, obligations or documents on behalf of the University, provided that the agreement has been signed in accordance with the provisions of the *Approval and Signing Authority Policy*: the Chair of the Board, the Vice-Chair(s) of the Board, the Chair of the Planning and Resources Committee, the ~~Secretary of the Board~~ [University Secretary](#), the President, the Provost, the Vice-President (Operations and Finance), the Dean and Vice-President (Health Sciences), the ~~Vice-President (Research)~~ [Vice-President, Research](#), and the Vice-President (University Advancement).
2. Notwithstanding provisions found elsewhere in this resolution, any contract or agreement to which the corporate seal is to be affixed must include the signature of an officer authorized by the Board of Governors to affix to seal.

Board of Governors

~~June 9, 2022~~ June 8, 2023

Appendix F

**RESOLUTION RESPECTING DIRECTIONS TO
THE CIBC MELLON GLOBAL SECURITIES SERVICES COMPANY
BY McMASTER UNIVERSITY**

The Board hereby resolves:

1. a) THAT directions or approvals given by the University under or pursuant to Section 4 of the Master Trust Agreement between McMaster University and CIBC Mellon Trust Company dated July 1, 2000, the Participating Trust Agreement for the Contributory Pension Plan for Salaried Employees of McMaster University including McMaster Divinity College dated July 1, 2000, the Participating Trust Agreement for the Contributory Pension Plan for Salaried Employees of McMaster University including McMaster Divinity College 2000 dated July 1, 2000 and the Trust and Custodial Services Agreement for the Contributory Pension Plan for Hourly-rated Employees dated June 30, 1999; and
- b) THAT directions or approvals given by the University under or pursuant to Section 4 of the Custodial Services Agreements between McMaster University and the CIBC Mellon Global Securities Services Company (and certain of its Affiliates) dated June 30, 1999 for the Investment Pool, which includes the General Trust and Endowment Funds and certain other restricted funds

shall be given on behalf of the University by any two of the President, the Vice-President (Operations and Finance), the Assistant Vice-President (Administration), the Controller, the Executive Director, Strategic Projects Financial Affairs, the Treasurer or one of the aforementioned together with one of the Assistant Vice-President and Chief Human Resources Office, Director, HR Services and Systems, Senior Manager, HR Projects, Analytics and Payroll, Senior Manager, Total Rewards, , the Senior Investment Accounting Analyst or the Senior Investment Analyst.

2. THAT this resolution shall take effect on the 18th day of April, 2019.

Board of Governors
June 6, 2019

Appendix G

BORROWING RESOLUTION

The Board hereby resolves:

1. THAT the powers contained in clause 1 (a) of By-Law Number 3 being a by-law respecting the borrowing of money, the issuing of securities and the securing of liabilities by the University, be and they are hereby delegated to any two of the Chair of the Board, the Vice-Chair(s) of the Board, the Chair of the Planning and Resources Committee, the President, the Vice-President (Operations and Finance), the Assistant Vice-President (Administration), the Controller, the Executive Director, Strategic Projects Financial Affairs, the Treasurer for amounts up to \$100,000. For amounts in excess of \$100,000 these same powers are delegated to any two of the Chair of the Board, the Vice-Chair(s) of the Board, the Chair of the Planning and Resources Committee; or one of the aforementioned together with one of the President or the Vice-President (Operations and Finance).
2. THAT this resolution shall take effect on the 18th day of April, 2019 and from that date shall supersede a resolution passed by the Board of Governors on the 1st day of July, 2017.

Board of Governors
June 6, 2019

Appendix H

STATEMENT OF EXPECTATIONS FOR MEMBERS OF THE MCMASTER UNIVERSITY BOARD OF GOVERNORS

The Board of Governors of McMaster University (the “Board”) has three different types of members: those appointed or elected in conformance with the McMaster University Act (the “Act”); those whose office at the University results in *ex officio* membership, again in conformance with the Act; and Honorary Governors who have been designated as such by the Board of Governors. Members appointed or elected in conformance with the Act have full rights of membership including the right to attend and participate in meetings of the Board, and to vote. The Board has also designated, through its By-laws, a fourth type of participant called “Observers”. Observers and Honorary Governors may attend and participate in Board meetings, as regulated by the Board’s By-laws, but may not vote.

Inherent in the acceptance of membership in the Board of Governors is a commitment to perform the duties of Governor personally, to the best of one’s ability, and in the best interest of the University. The purpose of this Statement of Expectations is to assist those undertaking membership in the Board to understand that commitment and the expectations of the University.

Members of the Board of Governors owe a fiduciary duty to McMaster University and are charged with acting with care in the exercise of their powers. The duty of a Board member is to act honestly, in good faith, and in the best interest of the University rather than in the interest of any advocacy or interest group or other organization including a group or organization that may have appointed or elected them to the Board. The duty of care requires Board members to exercise an appropriate standard of care in the performance of their Board responsibilities.

The University’s Board of Governors has the following expectations of its Members in respect of their fiduciary duty and duty of care:

1. Attend meetings and play a full and active role in the work of the Board. Prepare for meetings, seeking clarification of pending issues and any additional information required to enable informed decision making. Members of the administration are fully available for consultation with members of the Board through the office of the University Secretary.
2. To act in their capacity as Governor in good faith and in the best interests of the University. In relation to matters concerning the business and affairs of the University which come before the Board, to place the interests of the University paramount to the interests of any other group or organization of which they may be a member or that they may represent. This includes exercising care, diligence, and skill in the exercise of these responsibilities.
3. Become acquainted with the University’s operations, including the transaction of business, University policies, and the routine delegation of tasks.
4. While acting as Governor, remain knowledgeable and respectful of the University’s governance process, including relevant by-laws and legislation.

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5. Maintain the confidentiality of information provided in confidence, understanding the responsibility not to disclose information without proper authority. This duty continues to apply after the completion of service on the Board.
 6. As fiduciaries, members of the Board of Governors have an obligation to challenge and to confirm the merit of the recommendations and information presented to the Board, including requesting that options be presented and that salient points be pointed-out by officers and management of the University. Members are expected to express their views fully and candidly during Board discussions, but they should respect the principle of collective decision-making and corporate responsibility, accepting that a decision once made reflects the will of the Board. Members speaking other than during a Board discussion should ensure that they are not perceived to be speaking on behalf of the Board or the University. The Chair of the Board is its official spokesperson.
 7. Be transparent regarding any conflict, or the possible appearance of conflict, between Board duties and private interests, financial or otherwise. If a conflict or potential conflict arises, a member must declare any private interests relating to their Board duties and promptly take steps to resolve any conflicts arising in a way that protects the interests of the University. A member who is in any way interested in a proposed contract with the University must also comply with Article 8 Paragraph 16 of the Act. In instances where a member is uncertain about a possible conflict of interest, the member has a duty to seek advice from the Chair of the Board, President, or University Secretary. In this context, members must refrain from using confidential information gained in the course of Board service for personal gain or for political purpose.
 8. Refrain from using, or attempting to use, the opportunity of Board service inappropriately to promote personal interests or those of any connected person, firm, business or other organization.
 9. Bring personal expertise to bear on related University business before the Board. A Governor who possesses specific expertise is expected to use it in the interests of the University.
 10. Remain reasonably knowledgeable about developments surrounding post-secondary education in the province.

Appendix I

REGULATIONS GOVERNING STUDENT ELECTIONS TO THE BOARD OF GOVERNORS

All candidates are responsible for the conduct of their campaigns, including the actions of others who are campaigning for them. It is the responsibility of all candidates to follow the campaign rules.

Campaign Rules

1. Campaigning may start once the candidate receives their letter of validation confirming that their nomination has been approved by the ~~Secretary of the Board~~ University Secretary of Governors.
2. All campaign activities are subject to official University regulations and policies (By-laws, Codes of Conduct, etc.), as well as the laws of the land.
3. Any campaigning that is slanderous or libelous is prohibited.
4. Any use of social media, such as Facebook or Twitter, must be in good taste and adhere to all Codes of Conduct.
5. Spamming of public forums or University e-mail distribution lists is forbidden.
6. All campaigning must end at 11:59 p.m. the night prior to the start of the first day of voting.
7. Candidates shall take down signs or posters within sight of the computer lab(s) by 11:59 p.m. the night prior to the first day of voting.
8. Candidates may not approach voters requesting them to cast votes in their favour on election day(s).
9. Candidates may not provide computers or other devices to the electorate for the purposes of voting.
10. Candidates must notify the ~~Secretary of the Board~~ University Secretary of Governors of their scrutineers at least 24 hours prior to the beginning of voting days. A candidate may not be a scrutineer.
11. Campaign expenses will be limited to \$50.00 for each candidate, in order that those students with limited finances are not placed at a disadvantage during the election campaign. The ~~Secretary of the Board~~ University Secretary of Governors is authorized to reimburse each candidate for campaign expenses up to the amount of \$50.00, upon submission of receipts for expenses by the candidate.
12. The ~~Secretary of the Board~~ University Secretary of Governors reserves the right to disqualify any candidate if regulations are violated. They shall also:
 - (a) up to 14 days after the election, receive and investigate allegations of malpractice;
 - (b) up to 14 days after the election, hear appeals for a re-count, evaluate them, and arrange for a re-count if judged necessary;

- (c) have the authority to levy fines, up to the amount claimed for campaign expenses, for violation of campaign rules;
- (d) have the authority to declare an election invalid.

- 13. The ~~Secretary of the Board~~ University Secretary of Governors shall report to the Board of Governors on the student elections to the Board of Governors at the first regular meeting of the Board of Governors after the elections have been completed.

In addition to the above regulations, it is each candidate's responsibility to ensure that any and all posters are displayed according to each building's poster and advertising policies. For many campus buildings, this is *MSU Operating Policy 1.3.2 – Promotions & Advertising*, which can be viewed on the MSU [website](#). Other campus buildings, such as the McMaster University Student Centre, the McMaster University Medical Centre, and McMaster residences, etc. have their own policies that must be followed.

Task Force on Graduate Funding

Terms of Reference

Graduate student funding is a challenge felt by McMaster and its students along with universities across the higher education sector. It is a complex issue and the current affordability challenges that many in our society are facing, have amplified the need for a thorough review.

The Task Force on Graduate Funding is an extension of the working group on the issue that was formed by the School of Graduate Studies in 2022. The Task Force will be evidence-based and focused on developing a detailed understanding of the current funding environment and multiple funding sources of McMaster's graduate students, the funding challenges facing graduate students, and will make recommendations on short and long-term solutions to Graduate Council, Senate and the Provost and Vice-President, Academic.

The Task Force will:

1. Collect data and review all sources of income for graduate students, including:
 - Funding levels for Masters and Ph.D. students
 - On campus employment regulations for graduate students hours of work as outlined in the Graduate Calendar
 - Proportion of TA and RA in lieu employment income for graduate students across the university
 - Internal and external graduate scholarships and their distribution across the university
 - Funding sources including support from research grants.
2. Consider average funding and distribution of all sources of funding across McMaster graduate programs, Departments and Faculties
3. Develop a consultation plan to include the GSA, graduate students, faculty members, Deans and Associate Deans, MUFA, CUPE and the broader university community
4. Consider how similar institutions are managing graduate student funding
5. Identify challenges and recommend potential solutions for both the short and longer term
6. Recommend how to best continue discussions on the topic of graduate funding past the duration of the Task Force
7. Deliver updates and a final report to the Provost and to Graduate Council, completed by the end of 2023. The Chair will also provide updates to the Senate as the work of the group develops.

The scope of the Task Force does not include working conditions and pay for TAs & RAs or any other items negotiated through the collective bargaining process with CUPE 3906 (Unit One)

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Membership

Chair: Vice-Provost and Dean of Graduate Studies

Associate Dean Graduate Studies, FHS

Associate Dean Graduate Studies and Research, Humanities

Associate Dean, Graduate Studies, DSB

Associate Dean, Graduate Studies, Science

Associate Dean, Graduate Studies, Social Sciences

Associate Dean, Graduate Studies, Engineering

Deputy Provost

Graduate Council Student Representative, Humanities (one)

Graduate Council Student Representative, FHS (one)

Graduate Council Student Representative, Engineering (one)

Graduate Council Student Representative, DSB (one)

Graduate Council Student Representative, Science (one)

Graduate Council Student Representative, Social Sciences (one)

Consultants to the Task Force

Sean VanKoughnett, Acting AVP, Finance & Planning (Academic)

Representative from the Vice-President, Research office

Representative from Finance

Representative from University Advancement

Note: The role of consultants is to provide information and perspectives from their portfolios to inform the work of the Taskforce.