

PART I - INTERPRETATION

1. PRECEDENCE

Where the bylaws of the Board are at variance with the *Thompson Rivers University Act* or at variance with regulations promulgated pursuant to the Act, the Act and the regulations shall take precedence.

2. INTERPRETATION

- a. “Act” means the *Thompson Rivers University Act* of the Province of British Columbia.
- b. “Board” means the Board of Governors (including committees of the Board of Governors) of Thompson Rivers University as constituted under the Act.
- c. “University” means Thompson Rivers University.
- d. “Policy” means those policies adopted by the Board to govern the affairs of the University. The Policy Manual is maintained by the Manager, University Governance. Regulations pertaining to Policy shall be approved by the President.
- e. “Internal Member” means members of the Board who are the President, faculty members, an employee, and students elected by their respective constituencies.
- f. “External Member” means a Board member appointed by the Lieutenant Governor in Council.
- g. “Related person” means a spouse, child, parent, or sibling of the Board member.

PART II - FORMALITIES

1. HEAD OFFICE

The legal address for the University is:

Thompson Rivers University
805 TRU Way
Kamloops, B.C. V2C 0C8

2. CORPORATE SEAL

The University shall have a corporate seal which shall read “Thompson Rivers University Seal”.

a. Custody of the Seal

The Corporate Secretary shall have custody of the Seal.

3. OFFICIAL SEAL OF THE REGISTRAR’S OFFICE

The University shall have an official Seal of the Registrar’s Office which shall read “Thompson Rivers University” and contain the TRU Logo in the centre. This seal shall be affixed to all certificates, diplomas, associate degrees, baccalaureate degrees, masters degrees, and honorary degrees.

4. EXECUTION OF DOCUMENTS

The execution of documents shall be in accordance with the Act and the University’s Signing Authority Policy.

5. BOOKS AND RECORDS

The Board shall see that all necessary books and records of the University required by these Bylaws or by an applicable statute or law are regularly and properly kept. Such books and records shall be kept in the custody of the Corporate Secretary.

PART III - THE BOARD OF GOVERNORS

1. BOARD OF GOVERNORS

- a. The powers and duties of the Board shall be as defined in the Act.
- b. The affairs of the University shall be managed by the Board as set out in the Act.
- c. The members of the Board shall be appointed or elected in the manner provided in the Act.
- d. The following Oath of Office is to be sworn, signed, and dated before the Board at the commencement of all members’ first meeting with the Board, and annually thereafter. Either the Board Chair, or a Commissioner for Oaths, may administer the Oath:

“I, _____, sincerely promise and swear (or affirm) that I will truly, faithfully and impartially, to the best of my ability, execute the duties and responsibilities of my position as a Member of the Board of Thompson Rivers University. I have read and agree to abide by Part IV ‘Code of Conduct’ and Part V ‘Conflict of Duty and Interest’ of these bylaws.”

2. **BOARD CHAIR AND VICE CHAIR**

The Board shall elect annually, in September, from among its external members, a Chair and a Vice Chair who shall be eligible for re-election. The Chair or Vice Chair may be removed from office by resolution of the Board.

3. **MEETINGS**

a. General

The meetings of the Board and its committees shall be governed by:

- i) The Act;
- ii) These Bylaws; and
- iii) Roberts Rules of Order Newly Revised in respect of procedural matters not governed by the Act or these Bylaws.

b. Public and In-Camera Meetings

All Board meetings shall be considered open to observers from the public unless the matters under Board consideration pertain to:

- i) Personnel, salaries, conditions of employment or collective bargaining;
- ii) The conduct, discipline, or suspension of individual students;
- iii) Potential liability of the University, the Board or Board members, litigation or legal advice provided to the Board;
- iv) The acquisition, disposition or granting of a security interest in real property;
- v) The calling of tenders for facilities construction;
- vi) Contracts where it is in the interests of the University to maintain confidentiality;
- vii) Budget discussions;
- viii) Any other topic that in the opinion of the majority of members of the Board is of a confidential nature.

c. Presentations to the Board

- i) The Board welcomes presentations at public meetings from parties on matters of interest to them.
- ii) Individuals or groups wishing to make presentations should request an opportunity to speak at least 15 business days prior to the meeting. The Board encourages presenters to provide written submissions at that time.
- iii) The Board Chair will review the applications received and determine who will speak and the time allocation. Normally, no presentation will exceed 10 minutes.
- iv) Presenters who will be speaking should identify themselves to the Board Chair and Manager, University Governance prior to the meeting.

d. Confidentiality

The details of any matter discussed at an in-camera or committee meeting of the Board shall be held in strict confidence by all those in attendance. By resolution of the Board, any of the matters discussed at an in-camera or committee meeting may be brought forward for discussion at a public meeting.

e. Emergency Meetings

Where deemed necessary by the Board Chair, emergency in-camera or public meetings may be called.

f. Conference Meetings

A member of the Board may participate in a meeting of the Board or of any committee of the Board by means of a conference telephone or other communication device by means of which all members participating in the meeting can hear each other. A member participating in accordance with this article shall be deemed to be present at the meeting and shall be counted in the quorum.

g. Resolutions in Writing

A resolution, in writing, signed or approved by e-mail by 75% of the Governors entitled to vote on that resolution at a meeting of the Board or committee of the Board is as valid as if it had been passed at a meeting of the Board or committee of the Board, provided that prior to such a resolution receiving the required consent, any 3 members of the Board may, by notice in writing to the Manager, University Governance, require the matter to be dealt with at a meeting of the Board or a committee of the Board.

h. Attendance

Attendance at meetings shall meet the requirements of the Act.

4. QUORUM

- a. A majority of members of the Board, or committee of the Board, holding office as defined in the Act constitutes a quorum for the transaction of business of the Board.
- b. Should there be no quorum present, after a reasonable time period as determined by the Chair, the meeting shall stand adjourned to a date fixed by the Chair. The names of the members present shall be recorded.

5. MEETING NOTICE

Subject to Section III(3)(e) above, at least forty-eight (48) hours notice shall be given of all extraordinary Board and committee meetings. Notices of upcoming regular meetings of the Board shall be given at the previous regular meeting of the Board.

6. ACTIONS OF THE BOARD

Subject to Part VII below, the action of the Board upon any matter coming before it shall be evidenced by resolution, and the entry thereof in the Minutes of the Board shall be prima facie evidence of the action taken.

7. CIRCULATION OF MINUTES

Copies of the Minutes of In-Camera Board meetings will be sent to members of the Board. Copies of minutes of Public Board meetings will be publicly posted. The minutes sent to Board members who have left an in-camera meeting due to a conflict of interest will be severed appropriately.

8. INDEMNIFICATION

The Board hereby agrees that every member of the Board and every officer or employee of the University shall be deemed to have assumed office or employment with the express understanding that every member of the Board or every officer or employee of the University and their heirs, executors and administrators shall from time to time and at all times, be indemnified and saved harmless out of the funds of the University from and against:

- a. All costs, charges and expenses whatsoever sustained or incurred by any member of the Board and any officer or employee of the University in or about any action, suit or proceeding which is brought, commenced or prosecuted against such a member or employee for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by that member of the Board or officer or employee of the University, in or about the execution of duties performed by that individual as a member or officer of the Board or as an officer or employee of the University.

- b. All other costs, charges and expenses sustained or incurred in or about or in relation to the affairs thereof: except such costs, charges or expenses, as are occasioned by a member of the Board or officer or employee of the University by his or her own willful neglect or default.

9. EXPENSES OF BOARD MEMBERS

Members of the Board shall be reimbursed by the University for reasonable expenses in accordance with the University's policies on expenses.

10. RESIGNATION OF MEMBERS OF THE BOARD

The resignation of a member of the Board shall be made by notice in writing, addressed and delivered to the Board Chair or President and, for appointed members, also delivered to the Minister designated under the *University Act*.

PART IV - CODE OF CONDUCT

1. In accordance with the Best Practices Guidelines, issued by the Board Resourcing and Development Office in February 2005, the following outlines the duties required of members of the Board:
 - a. Duty of Integrity — to act honestly and in good faith.
 - b. Duty of Loyalty — to give his or her loyalty to the University when acting on behalf of the Board.
 - c. Duty of Care — to act in a prudent and diligent manner, keeping himself or herself informed as to the policies, business and affairs of the University.
 - d. Duty of Confidentiality — notwithstanding the need of members to make an informed decision on an issue before the Board by obtaining input from internal and external communities, members are to ensure that information which is normally considered confidential (i.e. financial and personnel issues) remains so.
 - e. Duty of Skill — exercise the skill that a reasonably prudent person would exercise in dealing with the affairs of the University.
2. Conduct of members contrary to the above duties may be subject to review by the Board, and the imposition of sanctions as set out in Section V(8) below.

PART V - CONFLICT OF DUTY AND INTEREST

1. CONFLICT OF INTEREST DEFINED

- a. In general, a conflict of interest exists for members of the Board who use their position at the University to benefit themselves, friends or families.
- b. A member should not use his or her position with the University to pursue or advance the member's personal interests, the interests of a related person¹, close friend, the member's business associate, corporation, union or partnership, or the interests of a person to whom the member owes an obligation.
- c. A Board member should not directly or indirectly benefit from a transaction with the University over which a member can influence decisions made by the University.
- d. A Board member should not take personal advantage of an opportunity available to the University unless the University has clearly and irrevocably decided against pursuing the opportunity, and the opportunity is also available to the public.
- e. A Board member should not use his or her position with the University to solicit clients for the Board member's business, or a business operated by a close friend, business associate, corporation, union or partnership of the member, or a person to whom the member owes an obligation.
- f. Every Board member should avoid any situation in which there is, or may appear to be, potential conflict² which could appear³ to interfere with the member's judgment in making decisions in the University's best interest.
- g. There are several situations that could give rise to a conflict of interest. The most common are accepting gifts, favours or kickbacks from suppliers, close or family relationships with outside suppliers, passing confidential information to competitors or other interested parties or using privileged information inappropriately. The following are examples of the types of conduct and situations that can lead to a conflict of interest:
 - i) influencing the University to lease equipment from a business owned by the Board member's spouse;

¹ "related person" means a spouse, child, parent or sibling of a Board Member.

² "conflict" means a conflict of interest or apparent conflict of interest.

³ "apparent" conflict of interest means any situation where it would appear to a reasonable person that the director is in a conflict of interest situation.

- ii) influencing the University to allocate funds to an institution where the Board member or his or her relative works or is involved;
 - iii) participating in a decision by the University to hire or promote a relative of the Board member;
 - iv) influencing the University to make all its travel arrangements through a travel agency owned by a relative of the Board member;
 - v) influencing or participating in a decision of the University that will directly or indirectly result in the Board member's own financial gain.
- h. A Board member should fully disclose all circumstances that could conceivably be construed as conflict of interest.

2. DISCLOSURE

- a. Full disclosure enables Board members to resolve unclear situations and gives an opportunity to dispose of conflicting interests before any difficulty can arise.
- b. A Board member should, immediately upon becoming aware of a potential conflict of interest situation, disclose the conflict (preferably in writing) to the Board chair. This requirement exists even if the member does not become aware of the conflict until after a transaction is complete.
- c. If a Board member is in doubt about whether a situation involves a conflict, the member should immediately seek the advice of the Board chair. If appropriate, the board may wish to seek advice from the university's legal counsel.
- d. Unless a Board member is otherwise directed, a member should immediately take steps to resolve the conflict or remove the suspicion that it exists.
- e. If a Board member is concerned that another Board member is in a conflict of interest situation, the member should immediately bring his or her concern to the other member's attention and request that the conflict be declared. If the other member refuses to declare the conflict, the member should immediately bring his or her concern to the attention of the board chair. If there is a concern with the Board chair, the issue should be referred to the Executive Committee.
- f. A Board member should disclose the nature and extent of any conflict at the first meeting of the Board after which the facts leading to the conflict have to that member's attention. After disclosing the conflict, the member:
 - i) should not take part in the discussion of the matter or vote on any questions in respect of the matter (although the member may be counted in the quorum present at the board meeting);
 - ii) if the meeting is open to the public, may remain in the room, but shall not take part in that portion of the meeting during which the matter giving rise to the conflict is under discussion, and shall leave the room prior to any vote on the matter giving rise to the conflict;

- iii) should, if the meeting is not open to the public, immediately leave the meeting and not return until all discussion and voting with respect to the matter giving rise to the conflict is completed; and
- iv) should not attempt, in any way or at any time, to influence the discussion or the voting of the Board on any question relating to the matter giving rise to the conflict.

3. **OUTSIDE BUSINESS INTERESTS**

- a. Board members should declare possible conflicting outside business activities at the time of election or appointment. Notwithstanding any outside activities, Board members are required to act in the best interest of the University.
- b. No Board member should hold a significant financial interest, either directly or through a relative or associate, or hold or accept a position as an officer or director in an organization in a material relationship with the University, where by virtue of his or her position in the University, the member could in any way benefit the other organization by influencing the purchasing, selling or other decisions of the University, unless that interest has been fully disclosed in writing to the University.
- c. A “significant financial interest” in this context is any interest substantial enough that decisions of the University could result in a personal gain for the director.
- d. Board members who have been selected to the board as a representative of a stakeholder group or region owe the same duties and loyalty to the University and when their duties conflict with the wishes of the stakeholder or constituent, their primary duty remains to act in the best interests of the University. In general, it is not considered a conflict of interest for a member of a broad group (i.e. students, employees, faculty) to vote on matters that will impact that group. However, conflict could reasonably be considered to exist for the following identified groups when considering these matters:
 - i) Discussions and decisions directly affecting a specific instructional program in which:
 - a. a student Board member is enrolled;
 - b. faculty or employee Board members are employed; or
 - c. the Board member has a related person enrolled or employed.
 - ii) Discussions and decisions related to labour negotiations and labour relations:
 - a. for faculty and employee Board members;
 - b. for a Board member with a related person who holds a faculty or employee position at the University;
 - c. for a Board member with a related persons who holds a position at another institution who could be seen to gain or benefit from information divulged on these matters.

- d. For purpose of clarification, these Bylaws intend that student members are permitted to vote on issues related to tuition and fees.

4. **CONFIDENTIAL INFORMATION**

- a. Confidential information includes proprietary technical, business, financial, legal, or any other information which the University treats as confidential (including all matters discussed at in-camera and committee meetings). Board members should not either during, or following, their term as a Board member, disclose such information to any outside person unless authorized.
- b. Similarly, Board members should never disclose or use confidential information gained by virtue of their association with the University for personal gain, or to benefit friends, relatives or associates.
- c. If in doubt about what is considered confidential, a Board member should seek guidance from the Board chair or the President.

5. **OUTSIDE EMPLOYMENT OR ASSOCIATION**

Board members who accept a position with any organization that could lead to a conflict of interest or situation prejudicial to the University's interests, should discuss the implications of accepting such a position with the Board chair recognizing that acceptance of such a position might require the member's resignation from the University's board.

6. **ENTERTAINMENT, GIFTS AND FAVOURS**

- a. It is essential to fair business practices that all those who associate with the University, as suppliers, contractors or directors, have access to the University on equal terms.
- b. Board members and members of their immediate families should not accept entertainment, gifts or favours that create or appear to create a favoured position for doing business with the organization. Any firm offering such inducements should be asked to cease.
- c. Similarly, no Board member should offer or solicit gifts or favours in order to secure preferential treatment for themselves or the University.
- d. Under no circumstances should Board members offer or receive cash, preferred loans, securities, or secret commissions in exchange for preferential treatment. Any Board member experiencing or witnessing such an offer should report the incident to the Board chair immediately.

- e. Gifts and entertainment should only be accepted or offered by a Board member in the normal exchanges common to established business relationships for the University. An exchange of such gifts should create no sense of obligation on the part of the director.
- f. Inappropriate gifts received by a Board member should be returned to the donor.
- g. Full and immediate disclosure to the Board chair of borderline cases will always be taken as good-faith compliance with these standards.

7. USE OF THE ORGANIZATION'S PROPERTY

Board members should require the University's approval to use property owned by the University for personal purposes, or to purchase property from the University unless the purchase is made through the usual channels also available to the public. Even then, a Board member should not purchase property owned by the University if that Board member is involved in an official capacity in some aspect of the sale or purchase.

8. CONFLICT OF INTEREST POLICY

In addition to complying with this Part V of these Bylaws, Board members are also required to comply with the University's Policy on Conflicts of Interest. In the event of any inconsistencies between that policy and this Part V, the latter shall govern.

9. BREACH

A Board member found to have breached his or her duty by violating the minimum standards set out in these Bylaws may, by resolution of the Board, be reprimanded or be asked to resign from the Board.

PART VI - OFFICERS OF THE UNIVERSITY

1. THE OFFICERS

- a. The Officers of the University are the President and the Registrar.
- b. The University designates the President as the head of Thompson Rivers University for the purposes of the BC *Freedom of Information and Protection of Privacy Act* ("FIPPA"). The President may delegate his or her authority as permitted under FIPPA.

PART VII - AMENDMENT OF THE BYLAWS

Bylaw amendments shall be approved by a majority of Board members after at least 14 days notice of any proposed amendment has been given by Notice of Motion published by the Manager, University Governance.