

- duties of

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Vice-Chairman of Governing Council

- Duties
- *Ex officio* memberships
- Member and Vice-Chairman of Executive Committee

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29(e)(i)
28(b)

THE GOVERNING COUNCIL OF THE UNIVERSITY OF TORONTO BY-LAW NO. 2

being a by-law to repeal By-law No. 1 and to regulate generally the exercise of the powers of the Governing Council and the calling and conduct of its meetings.

BE IT ENACTED AND IT IS HEREBY ENACTED as a By-law of the Governing Council of the University of Toronto as follows:

Interpretation

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| Interpretation | <p>1. (a) In this By-law and in all other By-laws and resolutions of the Governing Council of the University of Toronto, unless the context otherwise requires, words and expressions have the same meaning as defined in The University of Toronto Act, 1971, as amended, and, unless superseded thereby, in The University of Toronto Act, 1947, as amended.</p> <p>(b) References in this By-law and in all other By-laws and resolutions of the Council to <i>The University of Toronto Act, 1971</i>, as amended shall, unless the context otherwise requires, mean and include that <i>Act</i> and any amendments thereto from time to time or any act that may hereafter be substituted therefor.</p> <p>(c) The marginal notes and headings in the body of this By-law do not form part hereof and are inserted for convenience of reference only.</p> |
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Execution of Documents

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| Corporate Seal | <p>2. The seal an impression whereof is stamped in the margin hereof shall be the corporate seal of the Governing Council. It shall be in the custody of the Secretary of the Council or such other person as the Council may from time to time designate.</p> |
| Authority to execute documents | <p>3. Any contract, document or instrument in writing requiring execution under seal on behalf of the Governing Council may be signed by one of:</p> <p style="padding-left: 40px;">the Chairman or Vice-Chairman or Acting Chairman of the Council or the President,</p> <p>together with one of:</p> <p style="padding-left: 40px;">the Secretary or Deputy Secretary or an Assistant Secretary of the Council,</p> <p>and all contracts, documents and instruments in writing so signed under seal shall be binding upon the Council, without further authorization or formality.</p> |
| Appointment of others to sign documents | <p>(b) The Council may from time to time by resolution appoint any officer or officers or any person or persons on behalf of the Council either to sign contracts, documents or instruments in writing generally or to sign specific classes of contracts, documents or instruments in writing or to sign specific contracts, documents or instruments in writing.</p> |

The corporate seal of the Council may, when required, be affixed to contracts, documents or instruments in writing signed as aforesaid or by any officer or officers, person or persons appointed as aforesaid by resolution of the Council.

- Definition (c) The term “contracts, documents or instruments in writing” as used herein shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings.
- Debentures (d) Without limiting the provisions of clauses (a) and (b) of this section, any interim or definitive debenture issued by the Council shall be under the corporate seal of the Council and shall be signed by the President or the Chairman or Vice-Chairman or Acting Chairman of the Council or any member of the Council designated for the purpose by the Council, and by the Secretary or Deputy Secretary or an Assistant Secretary of the Council or any member of the Council designated for the purpose, and the interest coupons attached to any such debenture may be signed by the Secretary or Deputy Secretary or an Assistant Secretary of the Council or any member of the Council designated for the purpose by the Council. The signature of any person designated to sign any interim or definitive debenture or interest coupons as aforesaid may be engraved, lithographed, printed or otherwise reproduced mechanically and any such engraved, lithographed, printed or otherwise mechanically reproduced signature shall be deemed for all purposes the signature of such person and shall be binding upon the Council. The said signatures shall be signatures of the persons holding office or designated as aforesaid at the time of the signature of any such interim or definitive debenture or interest coupons respectively and notwithstanding any change in any of the persons holding the said offices or so designated between the time of signature and the date of delivery thereof, such interim or definitive debentures and interest coupons so signed shall be valid and binding upon the Council.

- Signature of cheques, etc. (e) All cheques, drafts or orders for the payment of money and all notes, acceptances and bills of exchange shall be signed by such officer or officers or other person or persons in such manner as the Council may from time to time designate by resolution; except that where any imprest expenditure bank account is maintained under the authority of the Council,
 - (i) the limit of funds to be deposited therein;
 - (ii) the procedure for the replenishment thereof; and
 - (iii) the person or persons authorized to sign cheques, drafts or orders for the payment of money in respect of such account,

may be determined by such officer or officers or other person or persons as the Council may from time to time designate by resolution.

- Facsimile signatures on cheques, etc. (f) The Council may from time to time by resolution provide that the signatures of the officer or officers or other person or persons designated to sign cheques, drafts, orders for the payment of money, notes, acceptances and bills of exchange may be reproduced thereon in facsimile form as provided in such resolution.

- Custody and use of mechanical means of reproducing signatures (g) The Council shall provide for the proper custody and use of any such mechanical means of reproduction of signatures and any such use shall be first authorized by the signatory.

- Financial year 4. The Governing Council shall by resolution determine the date on which its financial year shall end and may from time to time by resolution change such date.

- Academic seal 5. (a) The seal an impression whereof is stamped in the margin hereof shall be the seal of the University for academic purposes. It shall be in the custody of the Secretary of the Governing Council or such other person as the Council may from time to time designate.

- Authority to execute documents under academic seal (b) Any diplomas, documents or instruments in writing requiring execution under the academic seal on behalf of the University shall be signed by one of:
 - the Secretary or Deputy Secretary or an Assistant Secretary of the Council,

and by at least one of:

 - the Chancellor or the President, and any diploma, document or instrument in writing given under seal and signed as aforesaid shall be deemed to have been given under the academic authority of the University, without further authorization or formality. Such diplomas, documents or instruments in writing given under the academic seal and signed as aforesaid may bear in addition the signature of the Head of a College, Dean of a Faculty or School or Director or Head of a Division or Institute of the University, as may be deemed appropriate by the Council.

- Mechanical reproduction of (c) The signatures of the Chancellor, the President and the Secretary or Deputy Secretary or Assistant Secretary of the Council may be engraved,

- signatures lithographed, printed, stamped or otherwise reproduced mechanically on any document or instrument in writing executed under the academic seal of the University.
- Includes signature of Deans, Directors (d) The signatures of the Deans, Directors and other Heads of the Colleges, Faculties, Schools, Divisions and etc. Institutes may likewise be engraved, lithographed, printed, stamped or otherwise reproduced mechanically on any document or instrument in writing executed under the academic seal of the University.
- Custody and use (e) The Secretary of the Governing Council is responsible for the proper custody and use of any such mechanical means of reproduction of signatures and any such use shall be first authorized by the signatory.

Duties of Officers

- Chairman to preside at meetings of Council 6. The Chairman of the Governing Council shall preside at all meetings of the Council, but if both the Chairman and the Vice-Chairman be absent, the Council shall elect a Presiding Officer *pro tempore* for that meeting from among such of the members appointed by the Lieutenant Governor in Council as are present. Such election shall be decided by a majority of the members of the Council present and voting.
- Duties of Vice-Chairman 7. The Vice-Chairman shall carry out such duties as may at any time and from time to time be assigned by the Chairman. If the Chairman be temporarily absent or unable to act, the Vice-Chairman shall have and exercise all the powers of the Chairman as prescribed by *The University of Toronto Act, 1971*, as amended, and by the By-laws of the Governing Council.
- Secretariat 8. The Governing Council shall appoint a Secretary of the Council and may from time to time appoint a Deputy Secretary and one or more Assistant Secretaries.
- Duties of Secretary 9. The Secretary shall: give notice of and attend all meetings of the Governing Council and keep regular minutes of all the proceedings thereat; prepare and maintain a record of the current membership with their mailing addresses furnished by the members; use such means as he or she deems necessary to record the proceedings of the meetings of the Council; keep minutes of the proceedings of all committees of the Council; prepare all resolutions, reports or other papers which the Council may direct, and all copies which may be required of any such documents and papers; discharge such other duties as are prescribed by the By-laws of the Council or as may be assigned by the Council or by the Chairman thereof.
- Duties of the Deputy Secretary and Assistant Secretaries 10. The Deputy Secretary and Assistant Secretaries shall assist the Secretary and shall perform such of the duties of the Secretary as the Secretary or the Governing Council may from time to time assign.

Meetings

- Regular meetings 11. At least five regular meetings of the Governing Council shall be scheduled in the period between September 1 and the following June 30

in each academic year. The dates and times of such meetings shall be determined annually in advance by the Executive Committee not later than June 30 preceding the period of such meetings, and a schedule of the dates and times of the meetings so determined shall be given by the Secretary to each member of the Governing Council and to the public, in the manner provided in section 15 hereof, not later than July 15 immediately preceding the period of such meetings. The Executive Committee may cancel at most one of the regular meetings of the Governing Council in each academic year, for lack of sufficient business. In such case, at least four clear days' notice shall be given to members. Each such meeting shall be adjourned after two and one-half hours from its commencement or on completion of the business before the Council at the meeting, whichever is earlier, unless the Council agrees to extend the time of adjournment.

Special meetings, 12.
how called

A special meeting of the Governing Council shall be called by the Secretary when requested to do so by

- (i) the Chairman of the Council; or
- (ii) the President, if both the Chairman and Vice-Chairman of the Council be temporarily absent or unable to act; or
- (iii) written requisition signed by not fewer than fifteen members of the Council.

A special meeting called as aforesaid may transact only that business for which it is called and which is set out in the notice of the meeting.

Meetings on a 13.
University campus
unless Chairman
determines other
location

Any regular or special meeting of the Governing Council shall be held on a campus of the University unless the Chairman determines that it should be held elsewhere.

Notice of meetings 14.

Notice of the time and place of any regular or special meeting of the Governing Council shall be given by the Secretary to each member thereof and to the public not less than four clear days (in the case of regular meetings) and not less than one clear day (in the case of special meetings) before the day on which the meeting is to be held. The day of giving notice and the day of the meeting shall not be counted when computing such clear days.

- Notice sufficiently given 15. Any notice of meeting shall be sufficiently given to a member if
- (i) it is delivered personally to the member or to the mail or electronic mail address recorded for such member in the roll of members kept by the Secretary; or
 - (ii) it is sent by prepaid post through the Canada Post Office; or
 - (iii) it is sent through the University mail delivery service; or
 - (iv) where a member of the Council has not notified the Secretary in writing of the address at which he or she desires to be served with notice as provided in section 17 hereof, it is deposited in the Office of the Secretary, to be held for such member;
- and notice shall be sufficiently given to the public if posted on the Governing Council's publicly-accessible website.
- Nothing in this section shall be interpreted as denying to the Secretary the use of such additional means of communication as he or she may see fit to give notice to members and to the public.
- Time when notice given 16. Such notice shall be deemed to have been given at the time when it is delivered personally or to the mail or electronic mail address recorded in the roll of members kept by the Secretary for the person to whom it is to be given, provided, however, that a notice mailed through the Canada Post Office shall be deemed to have been given when deposited in a post office or public letter-box, a notice mailed through the University mail delivery service shall be deemed to have been given when delivered to the University of Toronto post office, and a notice mailed through an electronic mail system shall be deemed to have been given as of the date stamp indicated in the electronic mail system of the Office of the Secretary. Notice shall be deemed to have been given to the public at the time when it is posted on the Governing Council's publicly-accessible website.
- Roll of members 17. The Secretary shall keep a roll showing the names and addresses for service of notice of all members. Each member shall notify the Secretary in writing of the address at which such member desires to be served with notices of meeting and, in the absence of such notification, notices of meetings shall be held for the member in the Office of the Secretary.
- Members to notify Secretary of change of address 18. It is the responsibility of members who change their address from that recorded on the roll of members to notify the Secretary in writing of the change.
- Certificate of Secretary as to notice 19. A certificate of the Secretary or of the Deputy Secretary or of an Assistant Secretary in office at the time of the making of the certificate as to the facts in relation to the mailing or delivery or service of any notice or other document to any member of the Governing Council or of a committee thereof, or in relation to the publication of any notice or other document shall be conclusive evidence thereof and shall be binding on every member of the Council or of a committee thereof, as the case may be.
- Meeting not invalidated 20. The failure of the Secretary to give notice to a member or to the public as provided herein shall not invalidate the proceedings of the meeting for which the notice was given or any part thereof.

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| Content of notice of meeting | 21. | The notice of any meeting of the Governing Council shall set forth the general nature of the business that will come before the meeting. Failure to give notice of any particular item of business shall not invalidate the proceedings of the meeting for which the notice was given or any part thereof. |
| Introduction of matters to agenda | 22. | All substantive motions, including reports of committees, must be received by the Secretary at least ten days in advance of the day of the meeting at which it is proposed they be considered, unless the Executive Committee waives this requirement. Such motions shall be considered by the Executive Committee for inclusion on the agenda, or other action as it deems appropriate, and the Executive Committee shall report to the Governing Council at its next regular meeting the action that it has taken with respect to such motions. |
| Reconsider, two-thirds majority | 23. | No matter decided by the Governing Council may be considered again within twelve months of the date of the meeting at which the matter was decided, unless a motion for reconsideration is carried by a two-thirds majority of the members present and voting. |
| Votes of members | 24. | Each member present, including the Presiding Officer, is entitled to one vote and only the members present may vote on any question. |
| Questions decided by majority vote | 25. | All questions that come before the Governing Council shall be decided by a majority of the members present and voting, unless otherwise expressly provided herein. In the case of an equality of votes, the question shall be deemed to be decided in the negative. |
| Decisions by resolution, to be recorded | 26. | Save and except where the Governing Council exercises its powers by by-law or where it is otherwise provided herein, the decision of the Council upon any matter coming before it shall be made by resolution and shall be recorded in the minutes of the Council. |

Conflict of Interest

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| Conflict of interest | 27. (a) | Subject as provided in paragraph (c) of this section 27, any member of the Governing Council who is, in any way, directly or indirectly interested in any contract or transaction being considered by the Council shall, at any meeting of the Council at which such contract or transaction is being considered, declare his or her interest and the nature and extent thereof and shall abstain from participating in discussion with respect to the matter, from moving and seconding motions, and from voting thereon; |
| Idem, in committee | (b) | Subject as provided in paragraph (c) of this section 27, any member of any committee of the Council who is, in any way, directly or indirectly interested in any contract or transaction being considered by the committee shall, at any meeting of the committee at which such contract or transaction is being considered, declare his or her interest and the nature and extent thereof and shall abstain from participating in discussion with respect to the matter, from moving and seconding motions, and from voting thereon; |

Exception re
conflict of interest

- (c) A member of the Council or of a committee of the Council who is an employee of the University, or a member of whose immediate family is an employee of the University, may take part in discussions and vote on all matters relating to the operation of the University, except for matters in which the interest of the member, or of any member of the immediate family of the member, is not the same or substantially the same as that of other employees of the University, and except as provided in clause (d) of this section.
- (d) No member of the Council or of a committee of the Council, other than the President or a Vice-President, who is an employee or a member of whose immediate family is an employee of the University, may move or second motions or vote on matters related to the remuneration or benefits, terms of employment, rights or privileges available to employees of the University that are directly related to compensation or that are negotiated in a collective fashion for a class or group of employees of the University.
- (e) Clause (d) of this section does not apply to members of the Council, the Academic Board or of other committees with respect to policies on the nature of academic employment that are specifically assigned by the Council to the Academic Board.

Indemnification of Members

Indemnification
of members

- 27A. Except in respect of an action to procure a judgement in its favour, every member of (i) the Council or (ii) any committee or Board of the Council referred to in or established under section 29 hereof, and the President, the Chancellor, each Vice-President of the University and the Secretary of the Council, and the heirs, executors and administrators and the estate and effects of each of them, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Council, from and against all costs, charges and expenses whatsoever (including amounts paid to settle an action or satisfy a judgement and fines and other monetary penalties), that such person sustains or incurs in or about any civil, criminal or administrative action, suit or proceeding that is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or wilful default.

Executive Committee

Executive
Committee composed
as in Act

28. (a) Whereas the composition of the Executive Committee is set out in full in section 3 of *The University of Toronto Act, 1971*, as amended, and is not subject to alteration by amendment to this By-law, the Executive Committee shall be composed as provided in the said *Act*.

Vice-Chairman to be
member and Vice-
Chairman of Executive
Committee
Quorum

- (b) The member nominated from among the members appointed by the Lieutenant Governor in Council and elected as Vice-Chairman of the Governing Council shall be a member of and the Vice-Chairman of the Executive Committee.
- (c) Whereas the quorum of the Executive Committee is set out in section 3 of *The University of Toronto Act, 1971*, as amended, and is not subject to

alteration by amendment to this By-law, the quorum of the Executive Committee shall be as provided in the said *Act*.

- Duties
- (d) The Executive Committee may deal with any matter that is within the responsibility of the Governing Council and, without restricting the generality of the foregoing, it shall
- (i) prepare the agenda for all regular meetings of the Council;
 - (ii) receive and review reports of other committees for transmission to the Council;
 - (iii) refer matters to other committees of the Council;
 - (iv) act as a Striking Committee to nominate persons for appointment to the committees of the Council; and,
 - (v) exercise such of the powers of the Council as the Council may by resolution provide.
- Attendance of Council members and senior administrators
- (e) Members of the Council who are not members of the Executive Committee, and those senior administrators whose presence is required by the President, may attend meetings of the Committee but may not participate in the debate thereat unless invited by the Chair to do so, except that the Committee may, by a majority of its members present and voting, resolve to conduct its debate on any item or items *in camera*; on the passing of such a motion, the members of the Council who are not members of the Committee shall withdraw from the meeting.
- Committee may admit others
- (f) The Committee may, by a majority of its members present and voting, admit to any meeting or part thereof any person or persons whose presence is considered necessary to facilitate the work of the Executive Committee.
- Limitation of powers Section 3(4) of Act
- (g) Whereas *The University of Toronto Act, 1971*, as amended, provides that no decision of the Executive Committee is effective until approved by the Governing Council or unless the Council has previously assigned authority therefor to the Executive Committee, the aforesaid limitations upon its powers shall not be subject to alteration by amendment to this By-law and the Committee shall be bound by the provisions of the said *Act*.

Boards and Committees

- Committees of Governing Council
29. (a) There shall be four classes of committees of the Governing Council:
- (i) the Executive Committee;
 - (ii) Boards, of which there shall be three:
 - the Academic Board
 - the Business Board
 - the University Affairs Board;
 - (iii) Standing Committees, reporting either to the Governing Council or to a Board; and
 - (iv) Special Committees.
- (b)
- (i) Subject to the provisions of paragraph (ii) of this clause, the number of Boards and Standing Committees, and the names,

size, composition, quorum, duties and responsibilities of Boards and Standing Committees shall be as determined from time to time by resolution of the Council.

- (ii) The following Standing Committees are hereby established:
 - Agenda Committee, reporting to the Academic Board
 - Academic Appeals Committee, reporting to the Academic Board
 - Elections Committee, reporting to the Executive Committee
 - Audit Committee, reporting to the Business Board.

- (iii) The number, names, size, composition, quorum, duties and responsibilities of Special Committees shall be as determined from time to time by resolution of the Council, the Executive Committee or a Board.

Committee members need not be members of Council

- (c) (i) Persons who are not members of the Governing Council may be members of any committee except the Executive Committee and the Elections Committee.
- (ii) A majority of the members of the University Affairs Board, the Business Board and the Academic Appeals Committee shall be members of the Council.

Appointment of committee members

- (d) (i) The Governing Council shall appoint members of the Council to the Boards and to the Standing Committees reporting to Boards. The Executive Committee shall appoint the members of any Standing or Special Committee reporting directly to the Executive Committee or to the Council.
- (ii) Subject to paragraph (i) of this clause, Boards shall appoint those of their members who are neither *ex officio* nor elected and shall appoint the non-*ex officio* members of Standing and Special Committees.

Chairs and Vice-Chairs of committees (e) The Council shall appoint the Chair and Vice-Chair of a Board from among the members of the Council on the Board. Chairs and, if any, Vice-Chairs of Standing Committees shall be appointed by the body to which the Committee reports. Chairs and, if any, Vice-Chairs of Special Committees shall be appointed by the body which establishes the committee.

- (i) The Chairman and the Vice-Chairman of the Council, the President, and the Chancellor shall be *ex officio* voting members of all Boards, Standing Committees and Special Committees. The Secretary of the Governing Council shall be *ex officio* a non-voting member of Boards and of any committees on which authority to act for the Council has been conferred.
- (ii) The terms of reference of a committee may specify *ex officio* voting membership for vice-presidents, assistant vice-presidents, vice-provosts or other University officers, either expressly or through appointment by the President. The President may designate one such person as the senior Presidential assessor, for the purposes of assisting in the discharge of the President’s responsibilities with respect to the committee. Alternatively the President may designate a University officer not already a voting member of the committee as a senior Presidential assessor, in which case the person so designated shall be a voting member of the committee. In addition, the President may appoint other University officers as non-voting assessor members of a committee.
- (iii) The provisions of paragraph (ii) of this clause do not apply to the Executive Committee, the Audit Committee, or to committees dealing with academic appeals, external appointments, elections or honorary degrees.

Communications 30. (a) All written communications to the Governing Council on any subject coming properly within the cognizance of any committee shall stand referred as of course to that committee, which shall consider the matter and, if it sees fit, report thereon to the Council.

Members’ communications on matters within jurisdiction of committees (b) Questions and written comments from members on matters that are or will be before committees shall stand referred as of course to the appropriate committee for reply or debate at the time when such matters are under consideration.

Actions by Committees

Authority to Act 31. (a) Subject to any limitations imposed by law or contract, the Council may, by resolution, confer upon any committee which it appoints authority to act on its behalf with respect to any matter or class of matters if a majority of the members of the committee, including in the computation thereof *ex officio* members, are members of the Council.

(b) Subject to any limitations imposed by law or contract, authority to act on behalf of the Governing Council with respect to agreements with the teaching or administrative staff of the University concerning the remuneration or benefits, terms of employment, rights or privileges available to employees of the University that are directly related to compensation or that are negotiated in a collective fashion for a class or group of employees of the University, is hereby delegated to the Business Board, except that the Council may by resolution assign to the Academic Board responsibility for specific matters with respect to the nature of academic employment.

Report of action taken by committees

(c) Subject to clause (d) of this section, action taken by a committee on behalf of the Governing Council under the authority of a resolution of the Council shall,

- (i) be reported to the Council for information;
- (ii) have the same effect as a resolution passed by the Council; and
- (iii) have effect from the end of the meeting of the committee.

Council Review of action taken by committees reporting to it

(d)

- (i) Where the Council, with respect to any matter or class of matters, has conferred on any committee reporting directly to it authority to act on its behalf, and where, prior to the adoption by the committee of a resolution to determine the matter, the Chairman of the Governing Council, the Chair of the committee, the President (or an administrative assessor acting for the President), or the committee itself is of the opinion that the matter is major in significance with respect to the University as a whole or with respect to the public or fiduciary responsibilities of the Governing Council, the Chairman, Chair, President or committee, as the case may be, may require that the action of the committee be submitted to the Council for confirmation.
- (ii) Where a matter is referred to the Council pursuant to paragraph (i) of this clause, the action taken by the committee shall not have effect unless confirmed by the Council. If so confirmed, such action shall have the same effect as a resolution passed by the Council and shall have effect from the end of the Council meeting to which the matter was referred.

Non-applicability of provisions for review

- (iii) Paragraphs (i) and (ii) of this clause do not apply to actions taken by the Business Board under the delegated authority contained in clause (b) of this section or to any Special Committee to which the Council delegates its judicial functions.

Reconsideration within twelve months, two-thirds majority

(e) No matter decided by a committee under the authority of a resolution of the Council or referred to the Council and confirmed by it under the provisions of clause (d) of this section may be considered again by the committee or by the Council within 12 months of the committee meeting at which the matter was decided or of the Council meeting at which the action of the committee was confirmed, as the case may be, unless a motion for reconsideration is carried by a two-thirds majority of the members of the committee or the Council present and voting at a meeting thereof.

Report of action taken by committees reporting to Boards

- (f)
 - (i) Where a committee reporting to a Board holds delegated authority to act for the Council, in any matter or class of matters, the provisions of paragraphs (i) and (ii) of clause (d) and clause (e) of this section apply, *mutatis mutandis*.
 - (ii) The provisions of paragraph (i) do not apply to the Academic Appeals Committee or any committee that may be substituted therefor.

Committee Procedures

Vote of committee members

- 32. (a) Each committee member present at a meeting of a committee of the Governing Council, including the Presiding Officer, is entitled to one vote and only committee members present may vote on any question.

Question decided in committees by majority vote

- (b) Unless otherwise expressly provided herein or by resolution of the Council, all questions that come before any committee of the Council shall be decided by a majority of the committee members present and voting and in the case of an equality of votes, the question shall be deemed to be decided in the negative.

Rules of order for committees

- (c) Unless otherwise expressly provided herein or by resolution of the Council, a committee of the Council shall conduct its meetings by such rules of order as are considered just and expedient for the transaction of the business before the committee, save that the Presiding Officer of a committee may, at his or her discretion, invoke the rules of order of the Council in order to expedite the transaction of business.

Committee agendas

- (d) The agenda for a committee meeting shall be as distributed by the Secretariat under the authority of the committee Chair or in the case of the Academic Board, of the Agenda Committee, and shall set forth the items of business to be discussed at the meeting. No matter not on the agenda may be introduced unless the introduction thereof be agreed to by two-thirds of the members present and voting. The mover shall briefly indicate reasons why the matter should be introduced, but otherwise the motion shall not be debatable.

Calendar of business for subsequent meetings

- (e) A committee may by resolution determine that a matter be included on the agenda of a subsequent meeting. In addition, on written request, signed by at least 10 percent of the voting members of a committee and submitted at a meeting of the committee, a stated matter or notice of motion shall be included on the agenda of the committee's next regular meeting.

- Notice of motion in the committee by a member
- (f) At any committee meeting a member may give notice of a motion to be presented at a subsequent meeting of the committee. A motion of which notice is given as aforesaid, shall be considered by the committee Chair or, in the case of the Academic Board, by the Agenda Committee, for inclusion on the agenda of a subsequent meeting or other action as the Chair or the Agenda Committee, as the case may be, deems appropriate. In the case of committees reporting to or established by the Academic Board, the committee Chair may refer the matter to the Agenda Committee for determination. At the next regular meeting of the committee in which the notice of motion has been given, the Chair, or the Agenda Committee as the case may be, shall report the action taken with respect to the notice of motion. The decision of the Chair, or of the Agenda Committee, shall be subject to the provisions of clauses (d) and (e) of this section.
- Meetings by telephone or other means of simultaneous or instantaneous communication
- (g) At the discretion of the Chair, a committee meeting may be held by such means of telephone, or other communication facilities that permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously. A person(s) participating in such a meeting by such means is (are) deemed to be present at the meeting. In such cases, a University meeting room will be provided for members of the public who wish to hear the proceedings of the open session of the meeting. For these meetings, or portions thereof, held in closed session or *in camera*, it is expected that members will ensure that the necessary standards of confidentiality are maintained and that their participation is conducted in a setting that ensures such confidentiality.
- Participation in in-person meetings by telephone or other means of simultaneous or instantaneous communication
- (h) 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 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.
- Approval of certain confidential time-sensitive matters by electronic votes between meetings
- (i) At the discretion of the Chair, a committee may be asked to consider a matter outside of a committee meeting that would normally be dealt with in closed session or *in camera* 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. Such matters would also, in the judgment of the Chair, normally require little, if any, discussion prior to voting. Matters considered in this manner shall be reported at the next regular meeting of the committee and recorded in the report of that meeting. Notice of the intent to use an electronic vote for a matter shall be given by the Secretary not less than one clear day prior to distributing materials on the matter to be considered. Members with concerns, who would like an item to be discussed by the committee in advance of the electronic vote, must notify the Secretary prior to the proposed voting period. The Chair will then determine an appropriate course of action and inform the committee on the disposal of the matter.

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| Non-members to withdraw if in camera | (b) When the Council conducts its proceedings <i>in camera</i> pursuant to the provisions of <i>The University of Toronto Act, 1971</i> , as amended, and this By-law, all persons who are not members of the Council or of its Secretariat shall withdraw from the chamber except such named persons as may be specifically invited by resolution of the Council to remain. |
| Confidentiality | (c) Except as otherwise expressly provided herein, the proceedings of any meeting or part of a meeting of the Council or of any committee thereof, including the Committee of the Whole, which is conducted <i>in camera</i> , including the minutes of and other records concerning any such meeting or part thereof, shall be kept in confidence by every member and officer of the Council and of any committee thereof and by any other person invited or permitted to attend any such meeting or part thereof. |
| Executive Committee may enter in regular minutes a decision made in camera | (d) Notwithstanding the provisions of section 41 hereof and of clause (c) of this section 46, the Executive Committee may cause to be entered in the regular minutes of the Council a statement of the decision on a matter taken by the Council when debating such matter <i>in camera</i> where the Committee considers it to be in the public interest that such decision be publicly recorded. Such statement shall not indicate the grounds upon which the Council arrived at its decision or the nature of the debate preceding such decision. |

Rules of Order

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| Duties of Presiding Officer | 47. At all meetings of the Governing Council, the Presiding Officer shall, in addition to his or her duties as a member of the Council, maintain order and decorum, exercise the authority under <i>The University of Toronto Act, 1971</i> , as amended, to exclude or cause to be removed from the meeting any persons whose improper conduct impedes the orderly transaction of business of the Council, and conduct the meeting in conformity with the By-laws of the Council. |
| Authority in matters of order not provided for Presiding Officer to rule on points of order | 48. In matters of order arising at a meeting that are not provided for herein, <i>Bourinot's Rules of Order</i> , revised by J. Gordon Dubroy (McClelland and Stewart Limited, Toronto, Second Edition, 1963) shall govern. |
| | 49. The Presiding Officer shall rule on all points of order. The Presiding Officer's ruling may be appealed by any member and in such case, the meeting shall decide by the majority of the members present and voting, but without amendment and without debate, save that the member making the appeal shall state briefly the grounds therefor; provided that if the Presiding Officer considers that a successful appeal from the ruling would constitute a suspension of these rules of order, he or she shall rule that section 75 hereof applies to such appeal, and accordingly such appeal shall be deemed to be defeated if any member supports the ruling under appeal. A ruling by the Presiding Officer that section 75 hereof applies to an appeal of a previous ruling shall be conclusive and shall not be subject to further appeal. |

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| Agenda | 50. | The agenda for each regular meeting shall be prepared by the Executive Committee and shall set forth the items of business to be discussed at that meeting. |
| Order of business as on agenda | 51. | The order of business at a meeting shall be the order set out on the agenda unless varied or added to as hereinafter provided. |
| Vary order of business | 52. | A motion to vary the order in which the items on the agenda are to be taken up shall be in order at any time except when another motion is being debated or voted upon. The mover shall briefly indicate reasons why the order should be varied, but otherwise the motion shall not be debatable. |
| Add to agenda, two-thirds majority | 53. | No matter not on the agenda may be introduced at a regular meeting unless the introduction thereof be agreed to by two-thirds of the members present and voting. The mover shall briefly indicate reasons why the matter should be introduced, but otherwise the motion shall not be debatable. |
| Member may give notice of motion at any meeting, to be considered by Executive for inclusion on agenda | 54. | At any meeting of the Council a member may give notice of a motion to be presented at a subsequent meeting of the Council. A motion of which notice is given as aforesaid shall be considered by the Executive Committee for inclusion on the agenda of a subsequent meeting or other action as it deems appropriate, and the Committee shall report to the Council at the regular meeting next following the meeting at which the aforesaid notice of the motion had been given, the action that it has taken with respect to such motion. |
| Member to be recognized | 55. | Any member desiring to speak during a meeting of the Council shall signify this intention to the Presiding Officer. No member shall speak until recognized by the Chair, and when so recognized, shall address the Chair. |
| No member to be interrupted except by Presiding Officer | 56. | The Presiding Officer may at any time call to order any member, including the member who is speaking, but otherwise, no member shall interrupt any other member. A member called to order by the Presiding Officer shall sit down. |
| Member may speak more than once only at discretion of Chair | 57. | A member or other person invited to address Council is entitled to speak only once to a motion, but at the discretion of the Presiding Officer may be permitted to speak again to the same motion. |
| Length of speeches | 58. | No member or other person invited to address the Council shall speak for more than five minutes at one time, except by leave of the majority of the members present and voting, which leave shall be granted or refused without debate, or with the permission of the Presiding Officer. |
| Member may require question to be stated | 59. | Any member may require the question under discussion to be stated at any time during the debate, but not so as to interrupt a speaker. |
| No speaker after question put | 60. | No member shall speak to a question after it has been put to vote by the Chair. |
| Motions to | 61. | All motions, except those for adjournment of the meeting or of a debate, |

- be seconded shall be seconded before being debated or put by the Chair. The Presiding Officer may at his or her discretion require that a motion be put in writing before being debated or put by the Chair.
- Presiding Officer may permit question period before debate 62. (a) After the mover and seconder have spoken to a motion presented to the Council for debate, the Presiding Officer may, at his or her discretion and with the consent of the mover of the motion, allow members to ask questions to obtain information regarding the motion. Such questions shall be directed to the Presiding Officer who may request an answer from any member or any person present. During this period of questioning no further motion, except a motion to adjourn the meeting or a motion to extend the time of adjournment of the meeting, may be put. The Presiding Officer shall determine and declare when the period of questioning is ended, and upon such declaration shall call for further formal debate on the motion.
- Questions may be permitted for clarification (b) The Presiding Officer may permit a member to address a question to a member or other person invited to address Council who has completed speaking in debate upon a motion, for the purpose of obtaining clarification of some matter raised in the address of the person to whom the question is directed.
- Procedural motions 63. When a question is under debate, no motion shall be received by the Chair except for one of the following purposes, and the order of precedence of these motions shall be as follows:
- s. 64, not debatable (i) to adjourn the meeting
 - s. 65, not debatable (ii) to extend the time of adjournment
 - s. 66, limited debate (iii) to recess
 - s. 67, not debatable (iv) to adjourn the debate
 - s. 68, not debatable (v) to put the question
 - s. 69, not debatable (vi) to withdraw the motion
 - s. 70, debatable (vii) to refer to Committee of the Whole
 - s. 71, debatable (viii) to refer or commit
 - s. 72, debatable (ix) to amend
 - s. 73, not debatable (x) to divide.
- Adjourn meeting 64. A motion to adjourn the meeting shall always be in order, and shall be decided without amendment and without debate.
- Extend time of adjournment, two-thirds majority 65. A motion to extend the time of adjournment shall not be debatable and to be carried shall require the affirmative vote of two-thirds of the members present and voting.
- Recess 66. A motion to recess for a stated period of time shall always be in order and may be amended only with respect to the duration of the recess. The Presiding Officer may limit debate on the motion and amendments thereto if such debate continues for more than five minutes.
- Adjourn debate 67. A motion to adjourn the debate shall always be in order, and shall be decided without amendment and without debate. The item so adjourned shall appear as of course on the agenda for the next regular meeting.
- Put the question, two-thirds 68. A motion to put the question shall be decided without amendment and without debate. If the motion to put the question is resolved in the affirmative by two-thirds of the members present and voting, the

majority	question under debate shall be put forthwith without further amendment and without further debate. If the motion to put the question is not carried by a two-thirds majority, debate on the question shall continue.
Withdraw	69. When a motion has been made and seconded, it shall be disposed of unless, at the request of the mover and with the consent of the meeting, it is allowed to be withdrawn; in such case, consent shall be understood if no objection is made to the motion being withdrawn, but if objection is made, the Chair shall put the question “that this motion be withdrawn”, which shall be decided without debate by the majority of the members present and voting. A motion so withdrawn may be placed on the agenda for another meeting of the Governing Council before a calendar year has expired.
Committee of the Whole	70. (a) The Governing Council may resolve itself into Committee of the Whole to consider a specified item of business, by means of a resolution, which is debatable, carried by the majority of the members present and voting. Such resolution shall be put with the following words: “That the Governing Council go into Committee of the Whole to consider (item specified)” and shall be in order at any time when a motion dealing with the item specified is on the floor for debate.
Chairman of Committee of the Whole to be Presiding Officer of Council	(b) The Chairman of the Committee of the Whole shall be the Presiding Officer of the Council at the time when a motion to go into Committee of the Whole has been decided in the affirmative.
Minutes of Committee not part of Council minutes	(c) Minutes of proceedings of the Committee of the Whole shall not form part of the minutes of the Council, but shall be kept separately by the Secretary.
Rules of Order in Committee	(d) The rules of order governing debate in the Committee of the Whole shall be the same as those governing debate in the Council except that <ul style="list-style-type: none"> (i) members may speak more than once to the motion under consideration or to an amendment thereto at the discretion of the Chair; (ii) the motion under consideration or an amendment thereto may be divided at the discretion of the Chair if it is felt that consideration of the question may be expedited thereby; and, (iii) the procedural motions that may be moved are limited to those set out in clause (g) of this section.
Decision of Committee to be reported to Council for vote without further amendment or debate	(e) After the Committee of the Whole has decided on the item of business under consideration and on any amendments thereto, the Committee shall rise and report its decision to the Council. The Chair shall put the report of the Committee immediately to the Council for vote, without further amendment or debate.
Procedure if committee is sitting at time	(f) In the event that the time of adjournment of the Council is reached while the Council is in Committee of the Whole, the Committee may, by a non-debatable motion carried by the affirmative vote of two-thirds of the

- of adjournment members present and voting, extend the time of adjournment. If such motion fails to be carried as aforesaid, the Committee shall rise immediately without reporting and the Council shall adjourn. The item of business under consideration at the time of rising shall appear as of course on the agenda for the next regular meeting.
- Procedural motions in Committee (g) When the Council has resolved itself into Committee of the Whole, only the following procedural motions may be introduced and the order of precedence of these motions shall be as follows:
- Clause (h), debatable (i) to conduct its further proceedings *in camera*
 - Clause (i), debatable (ii) to conduct its further proceedings in public
 - Clause (j), not debatable (iii) to rise without taking a decision
 - s. 68, not debatable (iv) to put the question
 - s. 71, debatable (v) to recommend that the item or a part thereof be referred to another committee for consideration and report to the Council
 - s. 72, debatable (vi) to amend the question before the Committee.
- Motion that Committee meeting be held in camera (h) A motion that the Committee of the Whole conduct its further proceedings *in camera* shall be in order at any time, shall be debatable and shall be decided by a majority of the members present and voting. Such motion may also provide that named non-members be invited to remain to participate in the discussion. On the passing of the motion, all non-members who are not thereby specifically invited to remain shall withdraw from the chamber, except members of the Secretariat of the Council.
- Motion that Committee meeting be held in public (i) If the Committee of the Whole is meeting *in camera*, a motion to conduct its further proceedings in public shall be in order at any time, shall be debatable and shall be decided by a majority of the members present and voting.
- Motion that Committee rise without deciding (j) A motion to rise without taking a decision shall be in order in the Committee of the Whole at any time and is not debatable. If such motion is passed by a majority of the members present and voting, the Committee shall rise and report to the Council that no decision was taken, whereupon the Council shall proceed to consideration of the next item on its agenda and the matter so left undecided shall appear as of course on the agenda for the next regular meeting of the Council.
- Meeting of Committee shall begin in camera if so recommended by Executive Committee (k) If an item on the agenda of the Council, other than one to which the provisions of section 38 hereof apply, carries with it a recommendation of the Executive Committee that the Council consider such item in Committee of the Whole and *in camera*, the Council shall automatically resolve itself into Committee of the Whole meeting *in camera*, as if a motion to the effect had been passed, and shall, as the first item of business, debate the question “that the consideration of (item specified) be continued *in camera* and that (named persons) be invited to participate in the discussion”.
- No minutes kept of meeting of Committee in camera (l) When the Committee of the Whole meets *in camera*, no minutes, except a record of the item considered and any amendments thereto passed, shall be kept.
- Refer or commit 71. A motion to refer the question to a committee, or to commit it to a committee for consideration and report, shall be debatable.

- Limit of two amendments on floor 72. (a) If two amendments are before the meeting at one time, no motion to amend further shall be in order until one of the amendments has been disposed of. When no further amendments remain to be disposed of, the motion (as amended if amendments be passed) shall be put.
- Amendment not to contravene sense of motion (b) An amendment which contravenes the sense of the motion to which it is proposed or negates it shall be out of order.
- Divide 73. A motion to divide the question under consideration into parts that can be considered and voted on separately may not be introduced while an amendment to the question is being considered. Such motion shall not be debatable but the mover may briefly explain reasons why the question should be divided.
- Voting procedure 74. When a question is put to vote by the Chair, members shall indicate their vote in such manner as the Chair may direct. The Chair shall declare the result of the vote and such declaration shall be conclusive. If, prior to the time when the Chair has undertaken to determine the vote, any three members require that a count of the votes be recorded, then the number of votes for and against the question shall be counted and this count recorded in the minutes of the meeting. If any member wishes to record his or her abstention from voting on any question, the member must do so immediately following the declaration by the Chair.
- Suspend rule or rules of order 75. None of the foregoing rules of order contained in sections 47 to 74 inclusive shall be suspended at any meeting if any member present expresses objection to the suspension.

Amendment to By-laws

- Amendment By-laws 76. (a) Notice of any motion to enact, amend or repeal any By-law of the Governing Council shall be given at the regular meeting of the Council next preceding the meeting at which the motion is to be presented.
- (b) A motion to enact, amend or repeal any By-law of the Council shall not carry unless it receives the affirmative vote of at least 26 members of the Governing Council.

Repeal

- Repeal of previous By-laws, etc. 77. By-law No. 1 of the Governing Council and, to the extent necessary to give effect to the provisions of this By-law, all resolutions heretofore passed by the Council and all statutes, by-laws, resolutions and regulations of the Board of Governors of the University of Toronto and of the Senate of the University under *The University of Toronto Act, 1947* as amended, are repealed without prejudice to or affecting any right, privilege, obligation or liability heretofore acquired, accrued, accruing or incurred or any action heretofore taken under any of the by-laws, statutes, resolutions and regulations so repealed.

ENACTED AND PASSED this 15th day of February, 1973.

Section 27 Conflict of Interest amended by the Governing Council, March 17th, 1977.

Sections 28(b), 29(a), (f) and 55 amended by the Governing Council, October 19th, 1978.

Section 28(c) amended by the Governing Council, February 15th, 1979.

Sections 3(e), 11, 23, 28(b), (e), 29(d), (e) (i), (ii), 30, and 31 amended by the Governing Council, June 20th, 1985.

Section 11 amended by the Governing Council, June 19th, 1986.

General amendments approved by the Governing Council, May 19th, 1988.

Section 27(a), (b), (d) amended by the Governing Council May 3rd, 1990

Section 27A added by the Governing Council, April 16th, 1981 and amended October 17th, 1991

Section 29(e) (iii) was amended by Governing Council, June 22, 1994.

Sections 57, 58 and 62(b) were amended by Governing Council, March 9th, 1995.

Sections 3 (a), (d), 5 (b), (c), 8, 10 and 19 were amended by Governing Council October 19, 2000.

Sections 15 and 29 (b) (ii) were amended; and Section 32 (g), (h), (i) were approved by Governing Council December 15, 2011

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