

## McMASTER UNIVERSITY

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Approved by: **Board of Governors**

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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 authorised 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 previous Chair of the Board appointed to the Human Resources Committee, as specified in Section 15(3)(k) of this by-law No. 1;

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- (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;
  - (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, Clinical Behavioural Science 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.

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| <b>Fiscal Year</b>    | 2. | The fiscal year of the University shall end on the 30th day of April in each year.  |
| <b>Corporate Seal</b> | 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 (Administration) 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 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 mailed by the Secretary of the Board to Board members at least fourteen days in advance of the meeting date. The agenda for any such meeting shall be mailed by the Secretary of the Board to all members of the Board at least seven days prior to the date of each such meeting and posted on University notice boards. 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 University notice boards and on the University Secretariat's website [<http://www.mcmaster.ca/univsec>] at least seven days prior to such meetings.

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- 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 his/her 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 himself or herself 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 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. 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  
BSCAP**

- (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 Committee on Academic 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 at least three days before any meeting of the Board to permit time for reproduction and 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) 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.

**Members' Minimum Attendance**

10. 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 she or he (a) is 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 in advance:

The Vice-Presidents  
The Chief Risk Officer  
The Senior Advisor to the President

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  
CAW Canada, Local 555

- (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 he or she 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

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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 he or she becomes 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 Committee, the Human Resources Committee, the Board-Senate Research Misconduct Hearings Panel and the Board-Senate Hearing Panel for Sexual Harassment and Anti-Discrimination, 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;
- By-laws;
- Executive;
- Finance;
- Investment Pool Committee;
- Nominating;
- Pension Trust;
- Planning and Building;
- Committee on University Advancement;

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Remunerations;  
University Planning Committee;  
    Budget Committee;  
Human Resources;  
    Human Resources Advisory Panel;  
Board-Senate Research Misconduct Hearings Panel;  
Board-Senate Hearing Panel for Sexual Harassment and Anti-Discrimination.

**Terms of Reference**

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

**(a) AUDIT COMMITTEE**

The Audit 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. Notwithstanding any other provisions in the By-laws, in any event, every Audit Committee member shall be an independent, external and unrelated Governor (not employed by the University or enrolled in a course of study at the University). Every Audit Committee member will also be a member of the Finance Committee. Members of the Audit 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. At least one member of the Committee shall have accounting or related financial management expertise. The Chair of the Committee shall be the Chair or the Vice Chair of the Finance Committee.

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

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

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

The Audit Committee assists the Board in fulfilling its oversight responsibilities for the financial reporting process, the system of internal control, the audit process, 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

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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
  - 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 and any material weaknesses or fraud and assess the steps management has taken to minimise 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:

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- 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. review all matters required to be communicated to the Committee under Generally Accepted Auditing Standards;
  - d. 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;
  - e. 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;
  - f. discuss with the external auditors the scope and purpose of the upcoming audit and the procedures to be followed including coordination with internal audit;
  - 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.
4. **Internal Audit:** to oversee the internal audit function and reports, the Committee shall:
- a. review with the senior internal audit officer a summary of findings, any restrictions or limitations on his or her 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, organisational structure, and qualifications of the internal audit department;
  - g. through its Chair, act as the formal supervisor of the senior internal audit officer and in consultation with the President and the Vice-President (Administration), have the final approval to appoint or discharge the senior internal audit officer and complete an annual performance review of the senior internal audit officer; and
  - h. periodically review the effectiveness of the internal audit activity.
5. **Compliance:** to oversee compliance-related issues, the Committee shall:
- a. obtain regular updates from management and legal counsel regarding 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 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 code of conduct policies to employees and monitoring compliance.
6. **Risk Management:** to oversee the risk management process, the Committee shall:
- a. review with management significant risk exposures and the steps management has taken to monitor and manage these risks;
  - b. review periodic and annual reports relating to the entity-wide risk management process for identified risks and review the effectiveness

of control systems used to monitor the risks;

- c. review with management and the internal and external auditors, policies with respect to risk assessment and management, control and governance;
- d. review incidents of fraud, illegal acts and conflicts of interest and retain independent counsel, accountants or others to advise or assist; and
- e. review the quality and accuracy of computerized accounting systems, the adequacy of the protection against damage and disruption and the security of confidential information through information systems reporting.

**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. complete periodic self-assessments of the Audit Committee's effectiveness against its mandate and report any concerns to the Board;
- c. periodically review the Terms of Reference of the Audit Committee and recommend any proposed changes for consideration by the Board of Governors; and
- d. 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) BY-LAWS COMMITTEE**

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The By-laws Committee shall be composed of the Chair and the Vice-Chair(s) of the Board and the President as ex officio members, and four other persons, at least three of whom shall be members of the Board. Four members of the Committee shall constitute a quorum.

The 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.

**(c) EXECUTIVE COMMITTEE**

The Executive Committee of the Board shall be composed of the Chair and the Vice-Chair(s) of the Board, the Chair of the Finance Committee, six additional members of the Board, and as ex officio members, the Chancellor and the President. The Chair of the Board shall be the Chair of the Committee. Five members of the Committee shall constitute a quorum.

The Executive 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.

**(d) FINANCE COMMITTEE**

The Finance Committee shall be composed of not fewer than six members of the Board in addition to the Chair and the Vice-Chair(s) of the Board, the President, the Provost, and Vice-Presidents as ex officio members. One-half of the membership of the Committee, excluding the President and Vice-Presidents, shall constitute quorum.

The responsibility of the Committee shall be to exercise general supervision over the financial affairs of the University and to keep the Board informed thereon. It shall review, at least once a quarter, interim financial statements in comparison with budgets, and shall review preliminary and final annual budgets and make recommendations thereon to the Board.

The Committee shall review plans for capital expenditure and ensure that commitments for capital expenditures are within the resources of the University.

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The Committee shall be concerned with the establishment of adequate financial controls to ensure the implementation of the policies and decisions adopted by the Board, including budgetary matters.

The Committee shall assume responsibility for investment policy and may delegate such responsibilities as it sees fit to the University Administration in the implementation of the established policies.

### **The Investment Pool Committee**

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

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 Finance Committee;
2. make recommendations to the Finance 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 Finance Committee.

**(e) 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, and such other offices as may be referred to the Committee by the Board.

**(f) 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 (Administration) as ex officio members; four members appointed by, but not necessarily from, the Finance 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 CAW Canada, Local 555; 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 Chief Human Resources Officer 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.

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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 Finance 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 Finance 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.

**(g) PLANNING AND BUILDING COMMITTEE**

The Planning and Building Committee shall be composed of not fewer than five members of the Board, one of whom shall serve as Chair, in addition to

the ex officio members who shall be the Chair and the Vice-Chair(s) of the Board, the President, the Provost, the Vice-President (Administration), the Vice-President (Research and International Affairs), and the Associate Vice-President (Academic), Faculty of Health Sciences. Four members of the Committee, other than the President, the Vice-Presidents and the Associate Vice-President (Academic), Faculty of Health Sciences, shall constitute a quorum.

The Committee shall consider all matters relating to expansion or alteration of the physical resources of the University, including the selection of consultants, having regard to the academic and other requirements, and the financial resources of the University, and to the aesthetic and other impact of such changes on the campus and the surrounding community. It shall make recommendations to the Board for authorisation of such changes. It may, with the approval of the Board, determine limits within which authority for commitment of funds may be delegated to University officials.

#### **(h) COMMITTEE ON UNIVERSITY ADVANCEMENT**

The Committee on University Advancement shall be composed of the Chancellor, the Chair and the Vice-Chair(s) of the Board, the President and the Vice-President (University Advancement) 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.

#### **(i) 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 (Administration). No employee of the University, other than the President and the Vice-President (Administration), shall be a member of the Remunerations Committee. Three members of the Committee, other than the President and Vice-President (Administration), 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 Finance Committee and the Board.

**(j) 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 (Administration); the Vice-President (Research and International Affairs); the Associate Vice-President and Dean of Graduate Studies; five faculty members, no more than two from any one Faculty, elected for staggered three-year terms; one Faculty Dean elected annually (by and from the six Faculty Deans); one staff member, elected for a two-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, unless elected; the Vice-President (University Advancement); the Associate Vice-President (Student Affairs) and Dean of Students; and the Chair of Undergraduate Council. 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 following a call for nominations from the appropriate University constituency by the Senate Executive Committee. The Senate Executive Committee shall review the nominations and ensure that there are sufficiently many to require that an election be held; it may make additional nominations. The counting of ballots in elections to the University Planning Committee shall be in accordance with the transferable vote system. In the event that turnout in any constituency is less than 10% of those eligible to vote, the Senate Executive Committee will review the results of the election and recommend to the Senate the name of a candidate for appointment to the University Planning Committee.

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 approve annual planning reports as prescribed by the Provost from the Faculties, the School of Graduate Studies, the Associate Vice-President (Academic), 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. Approved plans are to be reported to the Senate and the Board for information;
4. review and approve annual planning reports as prescribed by the Vice-President (Administration) from those administrative and service units that report directly to the Vice-President (Administration), providing comment on how the plans relate to overall University planning and current budgeting. Approved plans are to be reported to the Senate and the Board of Governors for information;
5. review and approve annually a report from the Vice-President (Research and International Affairs) on the major operations, institutes, and initiatives that receive significant support from the budget envelope of the Vice-President (Research and International Affairs), and on the anticipated impact of new funding opportunities (from federal, provincial, or private agencies or businesses) as they arise. Approved 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 Planning and Building 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 (Administration), three faculty members (one of whom shall serve as Chair), one member of the non-teaching staff, one graduate student, one undergraduate student. 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 five 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; 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 Finance Committee of the Board; and
5. deliver budget recommendations to the President of the University for transmittal to the Finance 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.

#### **(k) HUMAN RESOURCES COMMITTEE**

The Human Resources Committee shall be composed of the Chair, the Vice-Chair(s), the Past Chair and the Chair of the Remunerations 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 in the office of the Secretary of the Board 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. Annually review the contracts of employment and remuneration of the Assistant and Associate Vice-Presidents and the Deans and report any concerns arising from such reviews to the Board;
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.

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.

To assist the Committee in the evaluation of the President's performance as specified in paragraph 2 above, a Human Resources Advisory Panel shall be established by the Board, upon recommendation of the Nominating Committee, composed of:

- a) At least one member from each of the:

- Senate appointees to the Board
- Alumni appointees to the Board
- Teaching staff elected to the Board
- Non-Teaching staff elected to the Board

- b) The Graduate student elected to the Board
- c) The Undergraduate student elected to the Board

with the Chair to be elected by and from the Panel.

The Committee shall determine the assistance required from the Human Resources Advisory Panel each year and shall then meet with the Panel to review both the evaluation process and the work to be undertaken by the Panel. The Panel shall provide such assistance as is requested and shall

report to the Committee in such manner and by such deadline as is agreed.

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

The Board-Senate Research Misconduct Hearings Panel shall consist of twelve tenured faculty members appointed by the Senate after consultation with the Faculty Association; 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 three-year terms, once renewable. For meetings of the Panel that do not relate to a specific case, thirteen 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 by the Provost or the Dean of Graduate Studies, and arrange the adjudication of them in accordance with procedures 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 before a Hearings Committee, consisting of three members of the Board-Senate Research Misconduct Hearings Panel of appropriate background and without conflict of interest, chosen by the Provost (or the Associate Vice-President and Dean of Graduate Studies, if appropriate) in accordance with procedures approved by the Senate and the Board. The Provost (or the Associate Vice-President and Dean of Graduate Studies, if appropriate) shall also designate which of the members of the Hearings Committee shall serve as Chair.

Hearings before a Hearings Committee of the Board-Senate Research Misconduct Hearings Panel shall be conducted in accordance with the procedures approved by the Senate and the Board of Governors.

**(m) BOARD-SENATE HEARING PANEL FOR SEXUAL  
HARASSMENT AND ANTI-DISCRIMINATION**

The Board-Senate Hearing Panel for Sexual Harassment and Anti-Discrimination 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 shall be appointed by the

Senate from among the members appointed by the Senate, and the 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. 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 Sexual Harassment and Anti-Discrimination shall:

1. receive all cases of alleged sexual harassment from the Sexual Harassment Officer or other University officer and arrange for their adjudication in accordance with the relevant procedures approved by the Senate and the Board, and
2. review the policy and procedures relating to sexual harassment and make recommendations, through the Senate Committee on Human Rights, to the Senate and the Board on policy changes or new policies deemed necessary by the Panel.

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

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| <b>Conflict of Interest</b>                            | 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.  |
| <b>Board-Senate Committee to Recommend a President</b> | 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. |

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## 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 30th;
- (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 [<http://dailynews.mcmaster.ca>] and on the University Secretariat's election website [<http://www.mcmaster.ca/univsec>] throughout the month of March in the year of election;
- (4) Any member of the teaching staff may be nominated as a candidate for election provided the written consent of the nominee has been filed with the Secretary of the Board and the nomination paper has been signed by five members of the teaching staff;

- (5) The nominations must be received by the Secretary of the Board not later than the third week of March in the year of election. The Secretary of the Board shall, not later than the first week of April, prepare a list of candidates whose eligibility has been validated by the Chief Human Resources Officer;
- (6) A list of eligible candidates shall be posted on the McMaster Daily News website and on the University Secretariat's election website during the first two weeks of April in the year of election;
- (7) Ballots in a form approved by the Secretary of the Board shall be posted on the University Secretariat's election website not later than April 15th in the year of election;
- (8) Members of the teaching staff, whose eligibility has been validated by the University's Chief Human Resources Officer, may cast their votes on the ballot posted on the University Secretariat's election website. Detailed instructions for the conduct of elections shall be posted on the Election website. The dates and times for the opening and closing of the poll shall be determined by the Secretary of the Board of Governors, such deadline to be not later than April 30 of the year of the election;
- (9) The ballots shall be counted under the supervision of the Secretary of the Board. The candidate having the greatest 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.

**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 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 election shall be conducted within the next eight weeks;
- (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 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 and the nomination paper has been signed by at least fifteen undergraduate students eligible to vote;
- (5) At the beginning of any election period a notice defining eligibility requirements shall be posted on the McMaster Daily News website and on the University Secretariat's election website and shall be published at least once in "The Silhouette";
- (6) Nominations must be received by the Secretary of the Board 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 by the University Registrar shall be posted, as soon as possible after the close of nominations, on the McMaster Daily News website and on the University Secretariat's election website and published in at least one issue of "The Silhouette" during the month of February (October)\* in the year of election;
- (8) Eligible voters may cast their votes on the ballot posted on the University Secretariat's election website no later than the last day of the month of March (October)\*, such dates to be determined by the Secretary of the Board;
- (9) The ballots shall be counted under the supervision of the Secretary of the Board. 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 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 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 within the next eight weeks;
- (2) The term of a member to be elected under Section 8 (1) (h) during the

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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 and the nomination paper has been signed by at least ten graduate students eligible to vote;
- (4) At the beginning of any election period a notice defining eligibility requirements shall be posted on the McMaster Daily News website and the University Secretariat's election website and shall be published at least once in "The Silhouette";
- (5) Nominations must be received by the Secretary of the Board 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 by the University Registrar, shall be posted, as soon as possible after the close of nominations, on the McMaster Daily News website and the University Secretariat's election website and published in at least one issue of "The Silhouette" during the month of February (October)\*;
- (7) Ballots in a form approved by the Secretary of the Board shall be posted on the University Secretariat's election website during the month of February (October)\*, on dates to be determined by the Secretary of the Board;
- (8) Graduate students, whose eligibility has been validated by the University Registrar, may cast their votes on the ballot posted on the University Secretariat's election website. Detailed instructions for the conduct of the election shall be posted on the election website. The dates and times for the opening and closing of the poll shall be determined by the Secretary of the Board of Governors, such deadline to be not later than the last day of March (October);
- (9) The ballots shall be counted under the supervision of the Secretary of the Board. 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 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 completed by May 31st in any year in which an election is held;
  - (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 and the nomination paper has been signed by at least ten 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 month of April;
  - (5) Nominations must be received by the Secretary of the Board not later than April 24th in the year of election. The Secretary of the Board shall, not later than May 1st, prepare a list of candidates whose eligibility has been validated by the University's Chief Human Resources Officer;
  - (6) A list of eligible candidates shall be posted on the McMaster Daily News website and the University Secretariat's election website during the first two weeks of May in the year of election;
  - (7) Ballots in a form approved by the Secretary of the Board shall be posted on the University Secretariat's election website not later than May 15th in the year of election;
  - (8) Members of the non-teaching staff, whose eligibility has been validated by the University's Chief Human Resources Officer, may cast their votes on the ballot posted on the University Secretariat's election website. Detailed instructions for the conduct of the election shall be posted on the University Secretariat's election website. The dates and times for the opening and closing of the poll shall be determined by the Secretary of the Board of Governors, such deadline to be not later than May 15 of the year of the election.
  - (9) The ballots shall be counted under the supervision of the Secretary of the Board. The required number of candidate(s) having the greatest numbers 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.

**Electoral Responsibilities of the Secretary**

6. The Secretary of the Board 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.

**Transferable Vote System**

8. Whenever the by-laws provide for the counting 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 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.

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**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.
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. 5**

being a by-law relating to the execution of instruments by the University.

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 Resolution Respecting the Execution of Instruments as found at Appendix E of these by-laws; and the Corporate Seal of the University shall be affixed to such instruments as require the same. 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 July 1, 1989 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 his, her or 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.

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.

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## **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 Execution of Instruments by McMaster University.
- Appendix F**        Resolution Respecting Directions to the CIBC Mellon Global Securities Services Company by McMaster University.
- Appendix G**        Borrowing Resolution.

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**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

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## 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 (Administration)
- The Dean and Vice-President (Health Sciences)
- The Vice-President (Research and International Affairs)
- The Vice-President (University Advancement); or
- The Chief Human Resources Officer.

Letters of appointment and promotion, within the authority of the Chief Human Resources Officer, 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

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## 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 Finance Committee of the Board.
3. THAT the Finance 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 authorising 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

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

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## Schedule 2: McMASTER UNIVERSITY AUTHORISED BANK SIGNERS

- (1) Canadian Imperial Bank of Commerce Accounts:
- (a) Cheques up to \$50,000.00 require any one of the following signatures:
- < President and Vice- Chancellor
  - < Vice-President (Administration)
  - < Associate Vice-President (Student Affairs) and Dean of Students
  - < Assistant Vice-President (Administration)
  - < Director of Finance
  - < Treasurer
  - < Manager, Accounting & Financial Reporting
  - < Supervisor, Financial Reporting
  - < Manager, Student Affairs Business Office
  - < Staff Accountant, Investments
  - < Senior Accountant
- (b) Cheques over \$50,000.00 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 \$50,000.00, the second signature must be any one of the signatures in (a) applied manually:
- < President and Vice Chancellor
  - < Vice-President (Administration)
- (d) All fund transfers to external parties require any two of the signatures in (a).
- (e) All internal bank transfers require any one of the following signatures:
- < President and Vice-Chancellor
  - < Vice-President (Administration)
  - < Assistant Vice-President (Administration)
  - < Director of Finance
  - < Treasurer
  - < Manager, Accounting & Financial Reporting
  - < Supervisor, Financial Reporting
  - < Staff Accountant, Investments
  - < Senior Accountant

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(2) TD Canada Trust Accounts - all cheques require any two of the following signatures:

- < Assistant Vice-President (Administration)
- < Director of Finance
- < Treasurer
- < Manager, Accounting & Financial Reporting
- < Supervisor, Financial Reporting
- < Staff Accountant, Investments
- < Senior Accountant

(3) Foreign drafts:

(a) Drafts up to \$50,000 require any one of the following signatures:

- < President and Vice- Chancellor
- < Vice-President (Administration)
- < Assistant Vice-President (Administration)
- < Director of Finance
- < Treasurer
- < Manager, Accounting & Financial Reporting
- < Supervisor, Financial Reporting
- < Staff Accountant, Investments
- < Senior Accountant

(b) Drafts over \$50,000.00 require any two of the signatures in (a).

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## 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 authorised 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 Finance Committee of the Board of Governors, the President, the Vice-President (Administration), the Assistant Vice-President (Administration), the Director of Finance, Treasurer or one of the aforementioned together with the Staff Accountant (Investments) are hereby authorised 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 Finance Committee of the said Board of Governors, the President, the Vice-President (Administration);
  - (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 authorised to debit to any account of the University with the Bank.
  4. This resolution shall take effect on the 16<sup>th</sup> day of June, 2005 and from that date shall supersede a resolution passed by the Board of Governors of the University on the 13<sup>th</sup> day of December 2001 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.

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## 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 Finance Committee of the Board of Governors, the President, the Vice-President (Administration), the Assistant Vice-President (Administration), the Director of Finance, Treasurer or one of the aforementioned together with the Staff Accountant (Investments) of this University be, and they hereby are, fully authorised 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, Vice-President (Administration) 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.

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## Appendix E

### RESOLUTION RESPECTING THE EXECUTION OF INSTRUMENTS BY McMASTER UNIVERSITY

#### I JURISDICTION AND PURPOSE

1. The 1976 Act, Section 9, vests in the Board the government, conduct, management, and control of the University and of its property, revenues, business and affairs. In Board By-law No. 5, the Board has authorised officers of the University to sign deeds, transfers, assignments, contracts and obligations on behalf of the University.
2. The purpose of this resolution is to designate clearly which persons are authorised to sign deeds, transfers, assignments, contracts, obligations, agreements or documents on behalf of the University when such documents have been approved by the appropriate body or official of the University. These include all documents related to the University receiving money, to the purchase or lease of goods and services and to agreements having no financial commitment.
3. All dollar amounts cited in this document are exclusive of duties, taxes and shipping charges. Contracts that span over a period of greater than one (1) year should not be broken down into annual amounts when assessing the appropriate level of contract execution.
4. This resolution shall not apply to the signing on behalf of the University of the certificates and other academic documents arising from the actions of the Senate in accordance with the 1976 Act, Section 13.

#### II RESPONSIBILITIES AND CONFLICT OF INTEREST

1. Persons with signing authority have the responsibility to exercise their authority in the manner of a prudent University administrator. Depending upon the nature of the agreement to be signed, this responsibility shall include an assessment of some or all of the following:
  - a) the ability of the University to meet any financial obligations resulting from the agreement;
  - b) the ability of the other party(ies) to meet its (their) obligations;
  - c) compliance with labour legislation, employee collective agreements, tax legislation, other legislative and regulatory requirements, and applicable University policies;
  - d) whether all approvals required by any applicable policy or practice have been obtained for the contract;

- 
- e) the financial and other benefits that are expected to flow to the University as a result of the contract.
  - f) whether the overhead rate, if any, included in the contract is consistent with University guidelines;
  - g) the provisions regarding intellectual property requirements, physical, bodily injury and personal injury indemnities, and environmental liabilities; and
  - h) whether legal advice is needed, consulting (if necessary) the Vice-President (Administration).
2. Persons designated or appointed under this resolution shall not exercise their signing authority in circumstances where conflicts of interest exist or could be seen to exist; in addition, such persons shall inform their immediate supervisor when such circumstances exist. [Persons designated or appointed under this resolution are referred to “Conflict of Interest Policy for Non-Academic Staff and Academic Administrators” (1997) and “Statement of Ethics for Senior Executive Officers” (1990).]
  3. One of the original signed contracts (if retained by the University) must be deposited with the Vice-President (Administration) or be maintained in a location approved by the Vice-President (Administration).
  4. Persons with signing authority must ensure a register of contractual documents, excluding documents for the purchase of goods and services which will be maintained by Purchasing Services, is maintained. That register is to include:
    - a) a list of contractual documents signed by them and the corresponding execution date;
    - b) the name of any other party or parties signing the documents and their respective execution dates;
    - c) a brief description of the subject matter contained in the documents;
    - d) the effective start and termination date and the actual or estimated amount of each contractual obligation.

### III RESOLUTION

**The Board hereby resolves:**

1. That each of the following University officers be and is hereby authorised to affix the corporate name and seal of the University on all deeds, transfers, assignments, contracts, obligations or documents required to be in writing on behalf of the University, provided that the agreement has been signed in accordance with the provisions of this policy: the Chair of the Board, the Vice-Chair(s) of the Board, the Chair of the Finance Committee, the Secretary of the Board, the President, the Provost, the Vice-President (Administration), the Dean and Vice-President (Health Sciences), the Vice-President (Research and International Affairs) 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 authorised by the Board of Governors to affix to seal.
3. The personnel authorised to execute contracts and agreements relating to the operation and development of the University and to bind the University to the terms thereof shall depend on the dollar amount of such contracts and agreements, the subject matter of such contracts and agreements as set out below and whether or not the University is receiving or paying out money under the contract or agreement. For agreements that span over a period of greater than one (1) year, dollar amounts, including annual maintenance fees, should be aggregated across all years and should not be broken down into per annum amounts when assessing the proper authorisation required.
  - A. **For Contracts Related to Purchase or Lease by the University of Goods and Services (excluding Contracts Related to Construction and Maintenance Projects)**
    - i. **Under \$50,000**

Approval is required from one of the account signing authorities on record with Financial Services.
    - ii. **Over \$50,000 and Under \$500,000.**

Shall be executed by the two (2) University personnel identified in section IV based on the subject matter of the agreement.
    - iii. **Over \$500,000 and Under \$5,000,000**

*One of:* Assistant Vice-President (Administration), Vice-President (University Advancement), Vice-President (Research and International

Affairs), Dean and Vice-President (Health Sciences), Vice-President (Administration), Provost, President

*and one of:* Vice-President (Administration), Provost, President

**iv. Over \$5,000,000**

Shall be executed by two (2) of the officers designated in section III.1 after approval has been given by the Board of Governors or by its Executive Committee.

In the case of contracts involving purchase of goods specifically funded by an external research agreement, where the application has been signed and submitted by the respective research office and where the funding is approved by the sponsor and is sufficient to cover all acquisition costs, authority is delegated to the President, the Vice President (Administration) and the one other officer listed in III.1 that is the most directly accountable for the agreement. Any purchases approved by the President under this term shall be reported to the Finance Committee of the Board of Governors at its next meeting.

All purchase and lease of goods and services must be executed using one of the duly authorised processes developed and supported by the Department of Purchasing Resources [http://www.mcmaster.ca/policy/f\\_purch.htm](http://www.mcmaster.ca/policy/f_purch.htm).

**B. Contracts Related to the Purchase by the University of Goods and Services Related to Construction and Maintenance Projects**

- i. As specified in the Approval Authority for Construction and Maintenance Policy of the Board of Governors ([http://www.mcmaster.ca/policy/f\\_constr.htm](http://www.mcmaster.ca/policy/f_constr.htm))

**C. For All Agreements where the University is Receiving Money or where the Agreement Does Not Deal with the Payment by Either Party of Money**

- i. Under \$2,000,000.00 or where the agreement does not deal with the payment by either party of money**

Shall be executed by the two (2) University personnel identified in section IV based on the subject matter of the agreement. In the case of agreements involving Research and Intellectual Property, one signature is required (identified as "First signature" in section IV.1).

**ii. Over \$2,000,000 and Under \$5,000,000**

*One of:* Assistant Vice-President (Administration), Vice-President (University Advancement), Vice-President (Research and International Affairs), Dean and Vice-President (Health Sciences), Vice-President (Administration), Provost, President

*and one of:* Vice-President (Administration), Provost, President

**iii. Over \$5,000,000**

Shall be executed by two (2) of the officers designated in section III.1 after approval has been given by the Board of Governors or by its Executive Committee.

In the case of agreements involving research funding that result from a peer review process, authority is delegated to two (2) of the officers designated in section III.1.

**D. For All Non-Competitive Consulting Services (as defined by the Broader Public Sector Procurement Directive)**

**i. Up to \$999,999**

*One of:* Assistant Vice-President (Administration), Vice-President (Administration), Vice-President (Research and International Affairs), Provost

*and:* President

**ii. \$1,000,000 and Over**

Shall be executed by two (2) of the officers designated in section III.1 after approval has been given by the Board of Governors or by its Executive Committee.

**IV SIGNING AUTHORITY**

1. Signing authority to enter into contracts and agreements specified in III.3.A.ii and III.3.C.i and to bind the University to the terms thereof has been delegated as follows:

*Academic and Educational Services*

**First signature**

*One of:* Dean of a Faculty or School, Associate Vice-President (Academic), Associate Vice-President (Academic), Faculty of Health Sciences, Provost

**Second signature**

*One of:* Provost, Vice-President (Administration), President

*Alumni Association Contracts*

**First signature**

*One of:* Director of Alumni Advancement, Vice-President (Administration), President

**Second signature**

Vice-President (University Advancement)

*Bequests/Donations/Gifts to the University*

**First signature:**

*One of:* Director of Development, Director of Finance, Treasurer, Assistant Vice-President (Administration), President, Associate Vice-President (University Advancement)

**Second signature:**

Vice-President (University Advancement)

*Executive Employment Contracts*

**First signature:**

*One of:* President, Vice-Chair of the Board of Governors, Chair of the Board of Governors

**Second signature:**

*One of:* Vice-President (Administration), President

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***Health Sciences Educational Contracts (excluding Joint Venture Agreements),  
Placements and Affiliations with Teaching Hospitals***

**First signature:**

*One of:* Associate Vice-President (Academic), Faculty of Health Sciences,  
Associate Dean (Education), Faculty of Health Sciences, Dean and Vice-  
President (Health Sciences)

**Second signature:**

*One of:* Dean and Vice-President (Health Sciences), Vice-President  
(Administration), President

***Human Resources***

**First signature:**

*One of:* Chief Human Resources Officer, Vice-President (Administration)

**Second signature:**

*One of:* Assistant Vice-President (Administration), Vice-President  
(Administration), President

***Investments***

**First signature:**

*One of:* Treasurer, Director of Finance, Assistant Vice-President  
(Administration)

**Second signature:**

*One of:* Assistant Vice-President (Administration), Vice-President  
(Administration), President

***Facility Services***

**First signature:**

*One of:* Director of Construction and Technical Services, Facility Services,  
Assistant Vice-President (Facility Services)

**Second signature:**

*One of:* Assistant Vice-President (Facility Services), Assistant Vice-President (Administration), Vice-President (Administration), President

***Technology Contracts, including Hardware, Software, Services and Communication***

**First signature:**

*One of:* Chief Information Officer

**Second signature:**

*One of:* Assistant Vice-President (Administration), Vice-President (Administration), Provost

***Central Purchasing Contracts, not specified elsewhere***

**First signature:**

*One of:* Director of Purchasing Resources, Assistant Vice-President (Administration), Vice-President (Administration)

**Second signature:**

*One of:* Assistant Vice-President (Administration), Vice-President (Administration), Provost, President

***Research and Intellectual Property Agreements***

**First signature:**

*One of:* Executive Director of the McMaster Industry Liaison Office, Executive Director of the Research Office for Administration, Development and Support, Associate Vice President (Research), Associate Dean Health Sciences (Research), Administrator, Research Programs (Health Sciences), Director, Administration and Finance for University Research Envelope

**Second signature:**

*One of:* Dean and Vice-President (Health Sciences), Vice-President (Research and International Affairs), Vice-President (Administration), Provost, President

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***Creation, Organisation and Management of Start-Up Companies Related to Intellectual Property***

**First signature:**

*One of:* Executive Director of the McMaster Industry Liaison Office, Vice-President (Research and International Affairs)

**Second signature:**

*One of:* Vice-President (Research and International Affairs), Dean and Vice-President (Health Sciences), Vice-President (Administration), Provost, President

***Student Affairs***

**First signature:**

*One of:* Associate Vice-President (Student Affairs) and Dean of Students

**Second signature:**

*One of:* Provost, Vice-President (Administration), President

2. Where two signatures are required on any agreement, the first signature shall be that of the University officer most directly accountable for the agreement; the second signature shall be that of a senior executive officer of the University. In no case may a signing officer sign the same document twice.

**V COMMENCEMENT**

1. This resolution shall take effect on the 9th day of June 2011 and from that date shall supersede a Board of Governors' resolution that took effect on the 3rd day of March 2011.

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**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 (Administration), the Assistant Vice-President (Administration), the Director of Finance, the Treasurer or one of the aforementioned together with one of the Chief Human Resources Officer, the Senior Manager, Human Resources Service Centre or the Staff Accountant (Investments).

2. THAT this resolution shall take effect on the 3rd day of March, 2011.

Board of Governors  
March 3, 2011

## 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 Finance Committee, the President, the Vice-President (Administration), the Assistant Vice-President (Administration), the Director of Finance, 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 Finance Committee; or one of the aforementioned together with one of the President or the Vice-President (Administration).
2. THAT this resolution shall take effect on the 18<sup>th</sup> day of December, 2008 and from that date shall supersede a resolution passed by the Board of Governors on the 16<sup>th</sup> day of June, 2005.

Board of Governors  
December 18, 2008