

BOARD OF GOVERNORS
January 29, 2018
 Jorgenson Hall – JOR 1410
 380 Victoria Street
12:00 p.m. to 1:00 p.m.

Time	Item	Presenter/s	Action
12:00	1. IN-CAMERA DISCUSSION (Board Members Only)	Janice Fukakusa	Information
	2. IN-CAMERA DISCUSSION (Executive Group Invited)		
	END OF IN-CAMERA SESSION		
3.	INTRODUCTION		
3.1	Chair's Remarks	Janice Fukakusa	Information
3.2	Approval of the January 29, 2018 Agenda	Janice Fukakusa	Approval
4.	REPORT FROM THE PRESIDENT	Mohamed Lachemi	Information
5.	REPORT FROM THE SECRETARY	Julia Shin Doi	Information
6.	REPORT FROM THE PROVOST AND VICE PRESIDENT ACADEMIC	Michael Benarroch	Information
7.	DISCUSSION		
7.1	REPORT FROM THE CHAIR OF THE EXECUTIVE COMMITTEE	Janice Fukakusa	Information
7.1.1	Update on LGIC Appointments		
7.2	Introduction to the 2018-19 Budget Process	Mohamed Lachemi Michael Benarroch Glenn Craney	Information
7.3	Ted Rogers School of Management Referendum Proposal	John Austin Nav Marwah Jordan Hanna	Approval

8. CONSENT AGENDA

- | | | | |
|-----|---|-----------------|-----------------|
| 8.1 | By-Law Change – Amendment to Executive Titles | Julia Shin Doi | Approval |
| 8.2 | Approval of the November 30, 2017 Minutes | Janice Fukakusa | Approval |

9. FOR INFORMATION

- | | | | |
|-----|------------------------------|----------------|-------------|
| 9.1 | Ryerson Communication Report | Jennifer Grass | Information |
|-----|------------------------------|----------------|-------------|

1:00 10. TERMINATION

NEXT MEETING OF THE BOARD – March 29, 2018

Ryerson University
President's Update to the Board of Governors
January 29, 2018



NEW YEAR'S GREETINGS – This year Ryerson is celebrating a “double anniversary” recognizing the establishment of the Ryerson Institute of Technology seventy years ago in 1948, and official university status granted twenty-five years ago in 1993. An extraordinary success story, Ryerson is renowned for its historic mission of responding to the needs of society and leading the way into an innovative future thanks to the contributions of everyone in the Ryerson community – broadly and appreciatively defined.

APPOINTMENTS

Anver Saloojee, assistant vice-president, international, has been elected to the 2018 board of directors of the Canadian Bureau for International Education (CBIE), supporting strategic planning and the development of global learning initiatives for institutions across Canada.

Deborah Brown has been appointed vice-president, administration and operations effective January 29, 2018, joining Ryerson from Mohawk College where she served since 2014 as vice-president, corporate services, responsible for capital projects, facilities, finance, information technology, human resources, corporate governance, legal services, campus safety, business and ancillary services. She chairs the YWCA Hamilton board of directors governance and diversity Committee, and is special advisor to Escalator: Jobs for Youths Facing Barriers. A graduate of the Ryerson Journalism program, she earned professional development designations at the Rotman School of Management (corporate governance), Western University (Ivey Executive Program) and the University of Windsor (Conflict Management).

CONGRATULATIONS

Margaret MacMillan, CH, CC (Doctor of Laws *honoris causa* '05) professor of history at the University of Oxford and formerly at Ryerson, has been appointed a Companion of Honour in the 2018 Queen's New Year's Honours List for services to higher education, history and international affairs.

Ontario Research Fund grants announced in January by the Ministry of Research, Innovation and Science include Ryerson projects led by *Derrick Rousseau*, Centre for Food Innovation and Nutrition Discovery (\$1,898,200) and *Fengfeng (Jeff) Xi*, Facility for Aircraft Interiors Research (FAIR) (\$744,631).

Order of Canada appointments with Ryerson connections announced on December 29, 2017 include:

Helen Burstyn, distinguished visiting professor for social enterprise, co-founder of the Pecault Centre for Social Impact;

Lynn Factor (Social Work '80, Alumni Award of Distinction '17), Faculty of Community Services Dean's Advisory Council, child witness advocate;

Cornelia Hahn Oberlander (Doctor of Laws *honoris causa* '99) landscape architect and impassioned proponent of green roofs, native species and engaged sustainability;

Dale Lastman, distinguished visiting fellow in the Ryerson Law Practice Program, chair of Goodmans LLP, director of Maple Leaf Sports and Entertainment;

Beverley Salmon (Doctor of Laws *honoris causa* '99), Toronto city councillor and esteemed advocate for the educational and social well-being of Black communities;

Jay Switzer, program advisory council RTA School of Media, chair and co-founder Hollywood Suite, broadcasting pioneer and mentor of emerging Canadian artists and filmmakers.

Denise O'Neil Green, vice president, equity and community inclusion received the 2017 ASHE CEP Founders' Service Award from the Association for the Study of Higher Education's Council on Ethnic Participation for supporting CEP and fostering inclusiveness in the ASHE organization; and a Medal of Recognition from the International Colloquium on Black Males in Education hosted by Toronto in 2017.

Doina Popescu, founding director of the Ryerson Image Centre, received a Lifetime Achievement Award from the Ontario Association of Art Galleries honouring sustained leadership championing arts and culture and the role of public art galleries in the community.

Prix d'Excellence 2017 honours awarded to Ryerson by the Canadian Council for the Advancement of Education (CCAÉ) include Gold for *Consent Comes First* developed by Farrah Khan, Manager of the Office of Sexual Violence Support and Education, and Gold for the Reputation Campaign developed by Ryerson Marketing and Creative Services.

Tanya de Mello, director of human rights services, received the Charles D. Gonthier Outstanding Young Alumni Award from the McGill University Faculty of Law for setting an exceptional example through professional achievement, community service and commitment to the Faculty.

Tracey King, Aboriginal Employee Services, is the recipient of a 2017 University of Toronto alumni Arbor Award recognizing key contributions to the OISE Supporting Aboriginal Graduate Enhancement (SAGE) initiative, volunteer activities, and service on the Executive of the College of Electors.

Canada's U19 men's basketball team coached by Rams coach Roy Rana was chosen Canadian Press Team of the Year for 2017 by broadcasters and sports editors across the country, for capturing the FIBA U19 Basketball World Cup title in July, the nation's first gold in basketball at any world or Olympic event.

Anthony Leo (Theatre '98) was nominated for a Golden Globe in the Best Animated Feature category for his film *The Breadwinner*, a co-production between his company Aircraft Pictures, Cartoon Saloon and Melusine Productions in association with executive producer Angelina Jolie Pitt.

Nathalie Brown, Jessica Owusu-Bonsu, Whitney Peprah-Addo and Kelly-Ann Wright, hospitality and tourism management, won the inaugural Jamaica Community Innovation Challenge representing Ryerson in a global competition to develop a marketing campaign encouraging student tourism.

Alessia Dickson (1st year english) was one of 10 recipients of the Order of Vaughan for 2017, earning the honour in the arts and entertainment category for her award-winning book *The Crystal Chronicles*. The annual Order honours contributions to education, philanthropy and business in the City of Vaughan.

Elisabeth Dobson (Theatre '17), *Lorielle Giffin* (Criminology '17), *Abigail Hodson* (Fashion Design '17), *Kelly Oh* (Fashion Communication '17) and *Morla Phan* (Chemistry and Biology '17) were in the top 10 per cent commended for their research at the 2017 Dublin Undergraduate Awards in November.

CERC – Ryerson is one of nine universities across Canada selected to fill a Canada Excellence Research Chair, a national program funding world-renowned researchers addressing significant challenges. The Ryerson CERC in Migration and Integration is this year's only chair based in the social sciences and humanities, supported by a \$10 million Tri-Agency grant from the Social Sciences and Humanities Research Council (SSHRC), the Natural Sciences and Engineering Research Council (NSERC), and the Canadian Institutes of Health Research (CIHR). The chair will build on the leadership of the Ryerson Centre for Immigration and Settlement in creating knowledge that impacts policy and practices.

SAM'S SIGNS – On January 10th the official re-lighting of the Sam the Record Man signs overlooking Yonge-Dundas Square welcomed members of the Sam Sniderman family, Mayor John Tory, councillor Josh Matlow, and the community to celebrate the iconic discs. The flagship Sam the Record Man store

was in operation at 347 Yonge Street from 1961 to 2007, and became a leading destination in a cultural corridor of music in Toronto. In 1969 the business added the first of two spinning neon records designed by the Markle brothers; the second record was added to the storefront in 1987. The store was a popular tourist attraction with its distinctive façade and renowned for its knowledge and extraordinary selection. In 2007, Ryerson acquired the site, now occupied by the Student Learning Centre, and committed to conducting engineering and feasibility studies on the signs, ultimately selecting Sunset Neon to restore and install the signs above the square. Ryerson is covering all costs associated with storage, restoration, installation and maintenance of the signs, and will also install a commemorative plaque at the corner of Yonge and Gould Streets in recognition of Sam the Record Man's legacy.

DECEMBER 6TH MEMORIAL – The National Day of Remembrance and Action on Violence Against Women commemorates fourteen women (13 of them engineering students) who lost their lives in the 1989 shooting at L'Ecole Polytechnique in Montreal. The Ryerson memorial mourns lives lost then, and in 2017, and reflects and renews a commitment to end violence against women. The event began in the quad at the December 6th Memorial sculpture, the Tree of Hope, for a moment of silence and candlelight vigil, followed by a procession to POD 250 to hear speakers and performances by Canadian musician, short story writer, and visual artist Vivek Shraya and Queer Songbook Orchestra. Special thanks to the office of the vice president equity and community inclusion; office of sexual violence support and education; student affairs; Ryerson Student Union; CESAR; human rights services; human resources; and the faculty of engineering and architectural science for organizing the event.

MICHELLE OBAMA – On November 28th former first lady Michelle Obama was at the Mattamy Athletic Centre for her first speaking engagement outside of the United States since leaving the White House. Presented by the Economic Club of Canada and Plan International Canada, "The Economics of Equality: Advancing Women and Girls to Change the World" featured personal reflections on empowerment and equity, in conversation with Rhiannon Traill (Arts and Contemporary Studies '08), president & CEO of the Economic Club of Canada and member of the Ryerson Board of Governors. The Economic Club partnered with Plan International to bring Indigenous and First Nations youth to the event.

GTA TOP EMPLOYER – For the fourth straight year Ryerson is among *Greater Toronto's Top Employers* in a competition that evaluates workplaces on eight criteria: physical workplace; work atmosphere and social; health, financial, and family benefits; vacation and time-off; employee communications; performance management; training and skills development; and community involvement. The report this year highlighted the GTA as "a beacon for talented people from around the world offering diverse perspectives that help organizations drive innovation, develop new products and overcome industry challenges by finding new and creative ways of doing things – and employers that lead the nation in offering progressive HR policies and initiatives that reflect such a varied and diverse population."

from the President's Calendar

November 21, 2017: I was proud to host the Devon Lord Brooks Platinum Breakfast for Athletes, our annual celebration recognizing academic excellence, athletic ability and community service.

November 21, 2017: I was joined by Dr. Howard Lin, TRSM Global Management Studies, and Todd Carmichael, Ryerson International to meet with colleagues from Hangzhou Normal University.

November 21, 2017: AVP Jennifer Grass joined me in an introductory meeting and welcome to the new deputy minister of advanced education and skills development Greg Orencsak.

November 22, 2017: It was a pleasure to attend the Association of Fund Raising Professionals (AFP) lunch honouring the Slight Family Foundation with the 2017 Outstanding Foundation Award.

November 22, 2017: The presidents of Toronto universities and colleges were invited to meet with Mayor John Tory by city manager Peter Wallace to discuss the role of education in city-building.

November 24, 2017: I was pleased to welcome Harry Schlange, Brampton chief administrative officer and Bob Seguin, advisor to the CAO, on a visit to Ryerson to discuss our development partnership.

November 28, 2017: Ryerson has an excellent distinguished visitor program encompassing academic and expert advisors – and it was a privilege to celebrate their contributions at an event in their honour.

November 30, 2017: Ryerson athletics director Ivan Joseph joined me for a meeting and very enjoyable conversation with Bob Scalise, Harvard University's John D. Nichols '53 Family Director of Athletics.

November 30, 2017: I met with Canadian author, social activist, and filmmaker Naomi Klein to discuss opportunities for collaboration.

December 1, 2017: There are so many reasons to be grateful for our community, and the party in the Kerr Hall upper gym before the holiday break gave us an opportunity to exchange best wishes.

December 1, 2017: The presentation of "Jack & The Beanstalk" by the School of Performance continued a wonderful tradition – with thanks to Alumni Relations for hosting the event.

December 4, 2017: I was very proud to attend the reception for the NBA Africa Journeys Leadership event at the MAC, celebrating opportunities in education, sport and life for young people.

December 5, 2017: Ryerson met with Deb Matthews, minister of advanced education and skills development, and Linda Jeffrey, Mayor of Brampton, to share ideas and an update.

December 7, 2017: I met with Bruce Ross, Group Head, Technology & Operations at RBC to discuss partnership in the area of cybersecurity.

December 7, 2017: Ryerson hosted a meet and greet with judges and lawyers organized by The Hon. Justice Sheila Ray and joined by AVP international Anver Saloojee and Fred Anger, executive director financial planning and strategy at The Chang School.

December 19, 2017: I met with Anthony Zwig, president of Horizon Legacy Group to discuss potential collaboration in the area of student housing.

December 20, 2017: VP university advancement Ian Mishkel and I met with Rob McEwen, chief owner and chairman, McEwen Mining to update him on Ryerson initiatives of shared interest.

December 21, 2017: It was great to meet with Lynn Lavallee, vice-provost indigenous engagement at the University of Manitoba, and formerly at the Ryerson to discuss our shared priorities.

December 21, 2017: Rams basketball coach Roy Rana and I met with Kevin Frey, CEO of Right To Play International, for a conversation about partnership.

December 21, 2017: I welcomed the opportunity to meet with Helen Vari C.M. (Doctor of Laws *honoris causa* '17) president of the George and Helen Vari Foundation, to discuss current initiatives.

December 21, 2017: The Rumie Initiative is transformative in accessible education for underrepresented areas, and I met with founder Tariq Fancy and Christy Moorhead about continuing progress.

January 9, 2018: I met with Hassan Yussuff, president of the Canadian Labour Congress to discuss opportunities for continuing education and professional development for CLC members.

January 10, 2018: Robert Summerby-Murray, president and vice-chancellor of Saint Mary's University was on campus to visit the DMZ and share ideas on national entrepreneurship strategies.

January 11, 2018: I met with Dyane Adam, chair of the French-language university planning board and Marco Fiola, Ryerson languages, literatures and cultures, to discuss postsecondary development.

January 15, 2018: Incubate Innovate Network Canada (I-INC) was in for a day where I joined Andrew Petter, president and vice-chancellor of Simon Fraser University and Robert Bailey, interim president and vice-chancellor of the University of Ontario Institute of Technology to meet David MacFarlane, director of policy, office of the minister of innovation, science and economic development (ISED); Iain Stewart, president of the National Research Council (NRC); David McGovern, associate deputy minister (ISED); Nipun Vats, assistant deputy minister, science and research sector (ISED); and Linda Campbell, policy advisor, office of the Minister of Small Business and Tourism – to discuss with government the expansion of the model to create a national network.



BOARD OF GOVERNORS MEETING
January 29, 2018

AGENDA ITEM: Senior Leadership Appointments

STRATEGIC OBJECTIVES:

- Academic
- Student Engagement and Success
- Space Enhancement
- Reputation Enhancement
- Financial Resources Management
- Compliance (e.g. legislatively required)
- Governance
- For Information

ACTION REQUIRED: N/A

SUMMARY:

Attached are the biographies of:

Deborah Brown, Vice-President, Administration and Operations; and
Denise Campbell, Executive Director, Community Safety.

BACKGROUND: N/A

COMMUNICATIONS STRATEGY: N/A

PREPARED BY:

APPROVED BY:

Mohamed Lachemi
January 18, 2018



Senior Leadership Appointments

Deborah Brown, Vice-President, Administration and Operations

Deborah Brown started her role as vice-president, administration and operations on January 29, 2018. Deborah joins us from Mohawk College where, since 2014, she served as the vice-president, corporate services responsible for capital projects, finance, human resources, information technology, facilities, internal audit, corporate governance, legal services, campus safety, business and ancillary services.

Deborah brings with her a strong track record of experience and commitment to collaboration, equity, diversity and inclusion. Prior to her role at Mohawk, Deborah worked in senior leadership positions within the Ontario government, most recently as the acting chief administrative officer and assistant deputy minister at Treasury Board Secretariat. In that role, she was responsible for business planning and reporting, controllership and financial management, and human resources.

Deborah holds a Bachelor of Journalism degree from Ryerson University and a corporate governance designation from the University of Toronto's Rotman School of Management/ Institute for Corporate Directors. She is also a graduate of Western University's Ivey Executive Program and the University of Windsor's Executive Certificate Program in Conflict Management. She serves on the board of directors for the YWCA of Hamilton, where she is chair of the Governance and Diversity Committee and she is also a special advisor to Escalator: Jobs for Youths Facing Barriers, an initiative designed to enhance employment opportunities for youth established by the Toronto-based, non-profit organization CivicAction.

Denise Campbell, Executive Director, Community Safety

Denise Campbell joined Ryerson as executive director of community safety on November 20, 2017. With a 26-year career spanning the policing and post-secondary fields, Campbell comes to Ryerson from Cape Breton University, where she spent five years as the manager of safety, security and risk. At Cape Breton University, she was responsible for developing the university's strategy for campus safety, and was instrumental in the development of the sexual violence policy, the emergency management plan and the Violence on Campus Prevention & Response training video and its communication strategy. She also developed a training program for risk identification and mitigation strategies for employees.

Prior to CBU, she worked for 19 years at the Toronto Police Services, holding progressively senior roles from officer to sergeant to detective. Her accomplishments included managing hundreds of investigations; training new constables; working with GTA schools to help curb street violence; and assisting in the development of Toronto's first Student Police Liaison Committee, a program still in place. Denise holds a bachelor of arts from York University and has numerous certifications related to risk management.

MEMORANDUM

To: Board of Governors

Cc: Mohamed Lachemi, President and Vice Chancellor

From: Julia Shin Doi, General Counsel and Secretary of the Board of Governors
Catherine Redmond, Governance Officer
Leanne Stevens, Governance Coordinator

Subject: Report from the Secretary

Date: January 29, 2018

1. Board of Governors Elections 2018

The nomination period for the 2018 Board of Governors Elections will begin on February 5, 2018 and close on February 14, 2018. There are three student positions, one faculty position, and one staff position up for election. Voting in these elections will take place March 5 to 8, 2018.

2. Governance Essentials Training

Governance Essentials Training provides Board members with an introduction to corporate governance and financial oversight.

Since the last Board meeting, Board members have participated Financial Literacy, led by Joanne McKee, Chief Financial Officer.

Based on the survey evaluations, Board members found the session engaging and commented that Joanne explained the budget in a way that was both interesting and easy to understand.

Materials from all Governance Essentials sessions are posted on the Board Portal.

The upcoming Governance Essentials Training sessions are:
Pension Literacy – February 2, 2018, 12:00 p.m. to 2:00 p.m.

3. Greater Toronto Governance Guild

On January 19, 2018, Julia Shin Doi, Catherine Redmond, and Leanne Stevens attended a

meeting of the Greater Toronto Governance Guild. The Guild consists of members of the Board Secretariat from Ryerson University, University of Toronto, York University, OCAD University, and the University of Ontario Institute of Technology. The discussion covered best practices and governance processes, how to recruit candidates for Board elections, diversity on Boards, and technology in the boardroom.

**Ryerson University Board of Governors
Provost and Vice President Academic
Report for meeting of January 29, 2018**



At the turn of the year, we look forward to continuing to work together on advancing the distinction of Ryerson leadership, advancing exceptional student learning experiences, renowned collaboration and discovery, and values that engage our community in creative innovation that inspires our shared future.

APPOINTMENTS

Chris Evans chemistry and biology, former interim provost and vice-president, academic and former vice-provost, academic has been appointed Ryerson executive lead academic planning for the proposed Brampton initiative, effective January 1, 2018.

Marcia Moshé, psychology, has been extended as interim vice-provost, academic to June 30, 2018, including key academic initiatives such as renewal of the undergraduate curriculum model and academic policy review, and leadership on committees and academic administration.

Avner Levin, law and business, director of the Law Research Centre and Privacy and Cyber Crime Institute, has been appointed interim dean, Ted Rogers School of Management for a six-month period effective January 8, 2018.

Katerina Cizek, digital documentary pioneer and executive producer of the Co-Creation Studio at the MIT Open Documentary Lab, has been appointed distinguished visiting professor in the Faculty of Communication & Design. An Emmy-award winning director championing media-makers who work with communities, academics, technologists and algorithms to seek solutions and critique, her earlier decade at the National Film Board of Canada helped redefine the organization as one of the world's leading digital content hubs, with groundbreaking projects that received international attention and a Peabody award, three Canadian Screen Awards, and a Canadian New Media award, among many others. She is recognized globally for human rights documentary film projects championing socio-political change.

Glenn Craney has been appointed deputy provost and vice-provost, university planning office (UPO) effective January 15, 2018. He brings to Ryerson more than 20 years in the Ontario public sector, most recently in the ministry of advanced education and skills development where he was responsible for postsecondary operating and capital grants, led the development of the strategic mandate agreement policy, negotiated a new funding formula, and co-chaired a process on the recognition of Indigenous Institutes. He has served as president of his Peel Region residents' association and formerly on the board of the Peel Addiction Assessment and Referral Centre. He earned an honours bachelor's degree in economics from Western University and a master's degree in economics from the University of Toronto.

CONGRATULATIONS

Bloomberg Businessweek ranked the Ryerson MBA for the first time among the Best Business Schools in 2017, also ranking the Ted Rogers MBA as a top 25 international MBA program and top five in Canada, global top 10 and highest in Canada for salary and job placement, and best return-on-investment of any leading MBA program in the nation.

The Chang School was honoured at the 2017 University Professional and Continuing Education Association (UPCEA) Marketing Awards for continued creative excellence, winning three gold in the categories of radio, transit and print publications, and silver in interactive media.

The DMZ was named Accelerator/Incubator of the Year at the 3rd Annual Canadian FinTech and AI Awards recognizing banks, innovators, investors, service and law firms, cybersecurity tech firms, impactors and thought leaders across Canada in the financial technology and artificial intelligence space.

Canada's U19 men's basketball team coached by Rams coach Roy Rana was chosen Canadian Press Team of the Year for 2017 by broadcasters and sports editors across the country, for capturing the FIBA U19 Basketball World Cup title in July, the nation's first gold in basketball at any world or Olympic event.

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Elisabeth Dobson (Theatre '17), *Lorielle Giffin* (Criminology '17), *Abigail Hodson* (Fashion Design '17), *Kelly Oh* (Fashion Communication '17) and *Morla Phan* (Chemistry and Biology '17) were in the top 10 per cent commended for their research at the 2017 Dublin Undergraduate Awards in November.

MICHAEL SIGNER – The mayor of Charlottesville, Virginia gave a talk on “Democracy in the Age of Trump: Trials, Tribulations and Resilience” at Ryerson on November 29th as part of the International Issues Discussion (IID) series on contemporary global affairs. The mayor shared the experience of “Dialogue on Race,” the city-wide conversations with citizens that led to initiatives including an office on human rights; programs to re-integrate ex-offenders into society; and the creation of the Blue Ribbon Commission on Race Memorials and Public Spaces, renaming Lee Park “Emancipation Park” and altering statue plaques to address the neo-Confederate movements that built them – making Charlottesville a target for a far-right rally heard around the world. A scholar, lawyer and author, Signer concluded the event on a note of optimism, calling for principled activism and civic engagement.

SAMANTHA NUTT – On November 27th, Ryerson professor of distinction Stephen Lewis interviewed renowned humanitarian Samantha Nutt as part of the Faculty of Community Services #FCSinAction series. The founder of War Child Canada and War Child USA, charities that have worked with women, children and families in crisis centres from Iraq to Afghanistan to Somalia to Darfur, spoke about the focus on long-term strategies to disrupt cycles of injustice and poverty, including training advocates, lawyers and paralegals, and working with community-based organizations on accelerated learning programs and distance-based radio learning to enhance access and safe opportunities for education. The message included reflections on the gap between our nation's reputation and its complacency, creating a confusing message about what Canada is and what we represent – and the imperative to build an activist, principled international foreign policy.

DEMOCRATIC ENGAGEMENT EXCHANGE – The Faculty of Arts has launched a new initiative building on two programs developed by Samara Canada and delivered in partnership with community-based organizations. *Democracy Talks* is a between-elections program that gives marginalized Canadians the opportunity to discover and develop their political voice; and *Vote PopUp* helps first-time and infrequent voters understand the voting process. The new Exchange builds on the Faculty of Arts commitment to civic engagement including the Jarislowsky Chair in Democracy announced in 2017; the Jack Layton Chair; related initiatives such as the Jack Layton School for Youth Leadership, an annual lecture series

featuring prominent speakers such as Naheed Nenshi, Mayor of Calgary, and former NDP leader Ed Broadbent; and the Jack Layton Book Club. Samara Canada is an independent, non-partisan charity dedicated to strengthening Canada's democracy. John Beebe, Senior Advisor on Democratic Engagement, Faculty of Arts, will head the new initiative at the university.

NEWCOMER ENTREPRENEURS – A new report from the Ryerson Diversity Institute provides insights into the opportunities presented by entrepreneurship to immigrants, and guidance on offering support. *Immigrant Entrepreneurship: Barriers and Facilitators to Growth*, the first of its kind study funded by the Ontario Ministry of Citizenship and Immigration, is based on a research review, a survey of more than 200 immigrant and Canadian born entrepreneurs, and interviews with entrepreneurship organizations and community groups. The immigrant entrepreneurs in the study had high levels of education, more than one third were women, the most common areas of origin were South Asia, China and the Middle East, and most entered Canada as family class immigrants relative to the investment class (6 per cent) and entrepreneurial class (3 per cent). Report recommendations include facilitating student transition to entrepreneurial opportunities; better integration of services and comprehensive information about the full range of programs; diversity accountability in government-funded programs; and raising awareness of entrepreneurship as a viable and diverse path extending beyond technology.

INNOVATE TO 150 – “Canada 150: Roles of New Canadians in Canada's Innovation and Entrepreneurial Ecosystem” is a new initiative spearheaded by Jean-Paul Boudreau, special advisor and executive lead in the office of social innovation, and funded by the Social Sciences and Humanities Research Council of Canada (SSHRC) that adds a visual storytelling element to the process of launching a social enterprise. During an interactive event held at the Art Gallery of Ontario in September, newcomer entrepreneurs used strings on a specially designed interactive display to depict the obstacles and support systems they encountered during their journey. The display was designed by Madeleine Co., an art collective founded by Alexandra Hong, (Chang School '12) marketing research coordinator, office of the vice-president research and innovation; Nicole Bazuin (Image Arts '10); and Cheryl Hsu, formerly marketing research co-ordinator in the OVPRI. The exhibit was used again during the research project's second phase, the *InnovateTO150* public showcase of Toronto's next generation changemakers held on November 3rd at the Design Exchange. The project is preparing its concluding event, an on-campus symposium bringing together experts and entrepreneurs from across Canada to discuss findings and the potential for a more comprehensive study, with the goal of publication in an academic journal.

NSAR – The Newcomer Students' Association of Ryerson, led by founder and president, and Palestinian immigrant, Sara Asalya (community engagement, leadership and development certificate '17), hosted its inaugural Immigrant, Refugee and International Students Conference on November 25th. Conference honorary guest speaker was Palestinian Canadian physician, teacher, and human rights advocate Izzeldin Abuelaish (founder of The Daughters of Life Foundation), and the keynote speeches were delivered by well-known immigrants Haroon Siddiqui, distinguished visiting professor at FCAD and former *Toronto Star* columnist and editor; and Olivia Chow, distinguished visiting professor in the Faculty of Arts and former Toronto city councillor and member of parliament. Panel discussions included topics such as *Migration and Student Life*, *Women in Leadership*, and *Living Under the Same Roof* moderated by Myer Siemiatycki, politics and public administration; and the event featured a performance by Tehran-born and Toronto-based poet Nasim Asgari.

GRACE HOPPER – Ryerson sponsored 12 science and engineering students to attend a three-day conference in Florida last October on support for women in STEM and female leaders of the future. The largest event of its kind, this year the Grace Hopper Celebration included speakers Melinda Gates, co-chair of the Bill & Melinda Gates Foundation, Diane Greene from Google Cloud, computer science professor Fei-Fei Li from Stanford University, and founder and CEO of #techmums Sue Black. The event

provides career resources, research, and candid conversations across a number of industry related topics, tailored for women already in the field and younger women planning their careers. Ryerson delegates reported that the most useful topics included the challenges faced by women taking the unconventional path of the technology and computer science sector; increased awareness of varied walks of life and routes of entry in technology and industry; the assertion that men must join the conversation; and recognizing that we need to change the norm and ensure women are heard.

ARCH SCI STUDENTS IN ACTION – Putting their education to work, architectural science students are continuing to define a vision for the future that features sustainability, design creativity and excellence in community spaces with engagement in current projects and initiatives:

- On December 8th, architectural science students presented their designs to representatives of the Greater Toronto Airport Authority for the Pearson Airport Transit Centre planned to open in 2027. The students were given the opportunity as part of their 4th year design studio class and initially met at the airport to receive an outline of project expectations, and tour the site. The vast transit hub will accommodate rail, bus, and auto networks while also building new space for shops, cafes, newsstands, offices and lounges, and Eileen Waechter, director of corporate relations and strategic partnerships for the GTAA valued the student interaction as help “to imagine things differently.”
- CEx18 DWELL, this year’s collaborative exercise, is focused on housing for students in downtown Toronto. Thirty teams of 15 students worked with 15 downtown Toronto sites that are empty, outdated or underdeveloped with poor existing architecture. Model displays of their solutions are on display until January 23rd at the Paul H. Cocker Gallery. The study compliments the work of StudentDwellTO, an initiative focused on student housing in the GTA led by Ryerson University, the University of Toronto, OCAD University and York University.

GFJI@LIZ – The Legal Innovation Zone is launching the Global Family Justice Initiative, a four-part program bringing together international experts and stakeholders to propose approaches designed to reform and revolutionize the family justice system: on January 30th the GFJI will release its family justice achievement measure, which will set the target for the program and explain how the progress will be measured; the GFJI will host a family law innovation conference planned for June 4th, 2018; another major part of the initiative will be the development of a family assist portal, an online, interactive approach, before and after court that will help families better understand their situation and legal options and help them toward resolving their issues; and the final step will be an ongoing enactment of the commitment to community family justice engagement through gatherings and webinars that offer people who want to get involved in reforming the family justice system the opportunity to join.

DIGITAL NEWS INNOVATION CHALLENGE – On November 28th Facebook unveiled the details of its partnership with the DMZ and the Ryerson School of Journalism at FCAD. The Digital News Innovation Challenge is open to all Canadians, in particular founders and aspiring entrepreneurs across Canada tackling a compelling problem within the Canadian digital news and journalism landscape. Five startups will be offered the opportunity of five months of incubation at the Sandbox, the DMZ’s skills development space. Selected participants will gain access to high-calibre senior growth mentors; exclusive workshops designed by Canada’s leading experts in digital news; a dedicated workspace in the heart of downtown Toronto; the chance to work with influential investors, journalists, experts and researchers; and support in the form of \$100,000 in non-dilutive seed capital and a \$50,000 Facebook marketing budget. Proposal parameters include ideas and startups that have a robust lean canvas business model, a collaborative leadership team and innovative digital news and storytelling ideas that can be turned into sustainable businesses. The program will culminate in a demo day where startups will present their companies to a panel of judges, mentors and industry leaders. Applications to the Digital News Innovation Challenge will open on January 25, 2018 and close on March 9, 2018.



BOARD OF GOVERNORS MEETING
January 29, 2018

AGENDA ITEM: Senior Leadership Appointments

STRATEGIC OBJECTIVES:

- Academic
- Student Engagement and Success
- Space Enhancement
- Reputation Enhancement
- Financial Resources Management
- Compliance (e.g. legislatively required)
- Governance
- For Information

ACTION REQUIRED: N/A

SUMMARY:

Attached is the biography of the new Deputy Provost and Vice Provost, University Planning.

BACKGROUND: N/A

COMMUNICATIONS STRATEGY: N/A

PREPARED BY:

APPROVED BY:

Michael Benarroch
January 15, 2018



Senior Leadership Appointment

Glenn Craney, Deputy provost and vice-provost, University Planning Office

Glenn Craney was appointed deputy provost and vice-provost, University Planning Office (UPO), on January 15, 2018.

Glenn joined Ryerson from the Ontario government where he was the Assistant Deputy Minister, Postsecondary Education at the Ministry of Advanced Education and Skills Development. In this role, Glenn was responsible for managing over \$5B in operating and capital grants for Ontario's 45 colleges and universities. He led the development of the government's Strategic Mandate Agreement policy, negotiated a new funding formula for colleges and universities and co-chaired a co-creation process that led to the recognition of Indigenous Institutes as a unique pillar of Ontario's Postsecondary System.

Prior to that, Glenn was the founding executive director of the Ontario Council on Articulation and Transfer (ONCAT) – a members-driven organization that was created to enhance student pathways and reduce barriers for students looking to transfer among Ontario's 45 public postsecondary institutions.

Through his many years working in the university sector, including positions at York University and the University of Guelph, Glenn has developed a deep understanding of the challenges and opportunities before us. In addition to over 20 years of experience in the university and public sector, Glenn earned a Masters in economics from the University of Toronto and an Honours Bachelor Degree in Economics from Western University. He is a 20-year resident of Peel region where he has served as the President of his local residents' association and is a former Board member of the Peel Addiction Assessment and Referral Centre.



BOARD OF GOVERNORS MEETING
January 29, 2018

AGENDA ITEM: Ted Rogers School of Management Referendum Proposal

STRATEGIC OBJECTIVES

- Academic
- Student Engagement and Success
- Space Enhancement
- Reputation Enhancement
- Financial Resources Management
- Compliance (e.g. legislatively required)
- Governance

ACTION REQUIRED: Approval

SUMMARY: The Ted Rogers Students' Society (TRSS) is seeking approval from the Board to hold a referendum among full-time undergraduate TRSM students, asking for their support to increase the levy they currently pay to fund the Society.

BACKGROUND: TRSS has operated at Ryerson since 2003. Originally founded as the Ryerson Commerce Society (RCS), this student group has experienced significant growth in membership, mandate and reach. RCS successfully passed a referendum question in 2009 to increase the levy paid by members from \$20/year to \$60/year. Since rebranding as TRSS and expanding its impact on the student experience in TRSM, the Society has again realized the need to increase revenue to meet increasing student member demand for services. Representatives from TRSS approached the Office of the Vice Provost, Students (OVPS) last semester to explore the possibility of increasing their levy to provide increased annual funding to the Society.

Since approaching the OVPS, TRSS has met with and gained support for the referendum from leaders of all 31 student groups and course unions within TRSM. Additionally, TRSS administered an online survey to their membership to elicit student feedback on the proposal to increase the levy. Of the respondents, 62% indicated support for increasing the levy, and 38% of those respondents indicated willingness to pay \$25 more a term to expand the services and programs offered by TRSS.

With the Board's approval, TRSS plans to hold a referendum in the Winter 2018 semester. If the referendum is successful the new fees will not be introduced until September 2019. A 1986 Fee

Protocol specifies that any referendum for fee creation or increase must be held prior to November 15 to be applicable for the following academic year commencing in September.

Please see attached documents for more information: Memo from the Vice-Provost, Students; Power Point presentation slides.

COMMUNICATIONS STRATEGY: TRSS has designed and will launch a campaigning in support of the referendum question, and they will communicate directly with all full-time undergraduate TRSM students. Communication related to the referendum will follow the Board's referenda policies and procedures.

PREPARED AND APPROVED BY:

Name: John Austin, Interim Vice Provost Students

Date: January 24, 2018



January 23, 2018

To: Ryerson University Board of Governors

From: John Austin, Interim Vice-Provost Students

Re: Request to hold a referendum to increase Ted Rogers Students' Society levy

Leaders of the Ted Rogers Students' Society (TRSS), a student association within the Ted Rogers School of Management (TRSM) approached my office about the process and procedure for holding a referendum to raise the TRSS fee that all full-time TRSM students pay. I had four meetings with representatives from TRSS (including Nav Marwah, Jordan Hanna, Osman Hamid, and Anna Servedio) to advise them on the process and the required actions. The group has developed a presentation for the Board to outline the rationale and support for their request.

Ted Rogers Students' Society: Mandate and Mission

The Ted Rogers Students' Society was established in 2003 as the Ryerson Commerce Society (RCS) with a constitution that was approved by the Board of Governors. All full-time undergraduate students within the Ted Rogers School of Management are members, and the society is governed under the following mandate and mission

The TRSS Mandate:

The Ted Rogers Students' Society shall be the voice of the Ryerson Commerce students by promoting our abilities and interests, both within Ryerson and the global community. They will work to improve communications among business students, the University administration, and other Ryerson students from faculties across the University.

The TRSS Mission:

The Ted Rogers Students' Society has a mission to link students together within the five schools at the Ted Rogers School of Management, enabling them to be heard as one united voice. The society also strives to ensure the development of a community spirit within the business student body, to provide opportunities that will enrich every commerce student's undergraduate experience.

TRSS currently represents 31 student groups and course unions and approximately 10,000 undergraduate students, numbers that signal significant growth since its founding in 2003. The Society, operating under their 3 pillars that serve the Academic, Social, and Professional development needs of its members, provides funding for all 31 groups and their initiatives which bring in professional organizations from every academic stream to engage with the students. They provide free services for students such as agendas, breakfasts, snacks, and study accommodations during exams. And TRSS has paid particular attention to the professional development interests of its members by providing financial support for students to attend regional and national conferences and competitions for commerce students. TRSS, aligning itself with values and priorities of the University, has also engaged in

Experiential Learning opportunities such as Startup Certified, the Ryerson Global Innovation Challenge, and the Zone Learning Analytics School.

Current TRSS Fee and Support for an Increase

When it was founded in 2003, the Society's Constitution included an initial fee of \$20 adjusted to the Consumer Price Index for Toronto. In 2008/2009 this fee was \$22.08, and the Society successfully held a referendum to raise the student levy to \$60/year. This increase allowed the society to meet the escalating demand from TRSM students for academic, social and professional development opportunities within the Faculty.

Those needs and services have continued to expand, and the TRSS Executive finds itself with an opportunity to increase levels of support for all TRSM students. TRSS represents the largest undergraduate business faculty in the country, and they provide more services for their members than any other business students' society. They feel the activity in TRSM and the TRSS support for student engagement and development cannot continue to grow at the pace of demand without an increase in financial support.

The TRSS Executive launched a survey to measure member support for a levy increase late last term. They also used this survey as an opportunity to learn more about how their members currently engaged with the Society and in what ways the Society could continue to grow to meet their needs. They discovered:

- 62% of survey respondents supported a levy increase
- 38% of positive respondents indicated support for a \$25/term increase
- there is demand for 100% increase in TRSS funding for student groups
- there is demand for over 500% increase in TRSS bursaries for TRSM students
- there is demand for over 200% increase in TRSS-sponsored experiential learning opportunities
- all 31 student groups and course unions expressed support for a levy increase

Next Steps

TRSS is seeking support from the Board of Governors to hold a referendum among TRSM full-time undergraduate degree students. The referendum would ask the students for their support to increase the levy funding the society's activities. Specifically, TRSS seeks to increase the levy by \$25/term to an annual total of \$110/year. If approved by the Board, the referendum would be held in the Winter 2018. If the referendum is successful, the fee would begin in September 2019.

Proposed Referendum Question

Do you agree to the levy increase of \$25.00 per semester to be paid to the Ted Rogers Students' Society by all undergraduate students enrolled in a full time program at the Ted Rogers School of Management starting in September 2019?

Yes No

Ted Rogers Students' Society

Referendum Presentation
January 29th, 2018

What is the Ted Rogers Students' Society

- Representing approximately 10,000 full-time undergraduate business students at Ryerson University
- Serving the membership, including 31 student groups and course unions
- The TRSS has 3 key pillars which constitute the opportunities we provide to enrich a students experience

Academic



Social



Professional



Student Engagement



- Providing up to 100% fully funded conferences and competitions to represent Ryerson University globally
- Supporting and funding provided to over 200 events throughout the school year
- Experiential Learning opportunities:
 - Startup Certified
 - Ryerson Global Innovation Challenge
 - Zone Learning Analytics School

Strategic Mandate Agreement

“Ryerson is student focused, providing an emphasis on experiential learning, creativity, entrepreneurship”

“They will put students first by providing the best possible learning experience for all qualified learners”

“Leading institution of innovation and entrepreneurship that responds to societal need through high-quality, professional, and career-related”



The Opportunity

Experiential Learning



10.5% vs 37%

6.5% vs 37%



Bursaries

Board of Governors Meeting
January 29, 2018 - Page 25

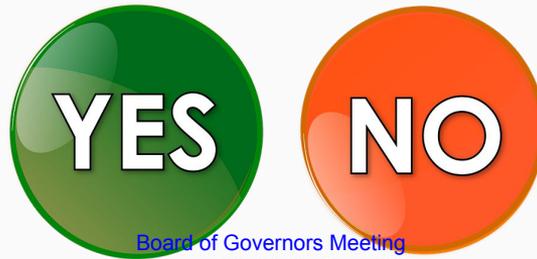
Student Group Funding



20% vs 40%

The Question

Do you agree to the levy increase of \$25.00 per semester, applicable in the fall and winter terms, to be paid to the Ted Rogers Students' Society by all undergraduate students enrolled in a full time program at the Ted Rogers School of Management, starting in September 2019, increased annually for inflation referenced to the Toronto Consumer Price Index?



Past, Present, Future

Before 2009	2017-2018	2018 +
<ul style="list-style-type: none"> ● 20 Student Groups ● 7150 Students ● \$20 levy ● Around 20 students sent to represent Ryerson at Conferences 	<ul style="list-style-type: none"> ● 31 Student Groups ● 10,000+ Students ● \$60 levy ● Zone Learning Analytics School ● Ryerson Global Innovation Challenge ● Introduced Startup Certified ● Pilot Case Training Program ● 20 Bursaries ● 110+ Students fully funded for conferences and competitions to represent Ryerson 	<ul style="list-style-type: none"> ● 30-35 Student Groups ● 10,000+ Students ● \$110 levy ● Increase budget for Startup Certified to allocate more students into co-op's ● 50+ Bursaries ● 200+ students fully funded for conferences and competitions. ● Expand case training for students to make them prepared for external competitions

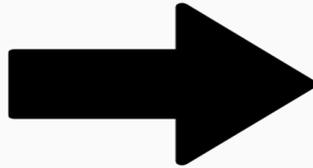
Student Support

- 62% of survey respondents support a levy increase
 - Of which, 38% said \$25/semester

- 30+ student groups on board to support and push a yes campaign



Summary



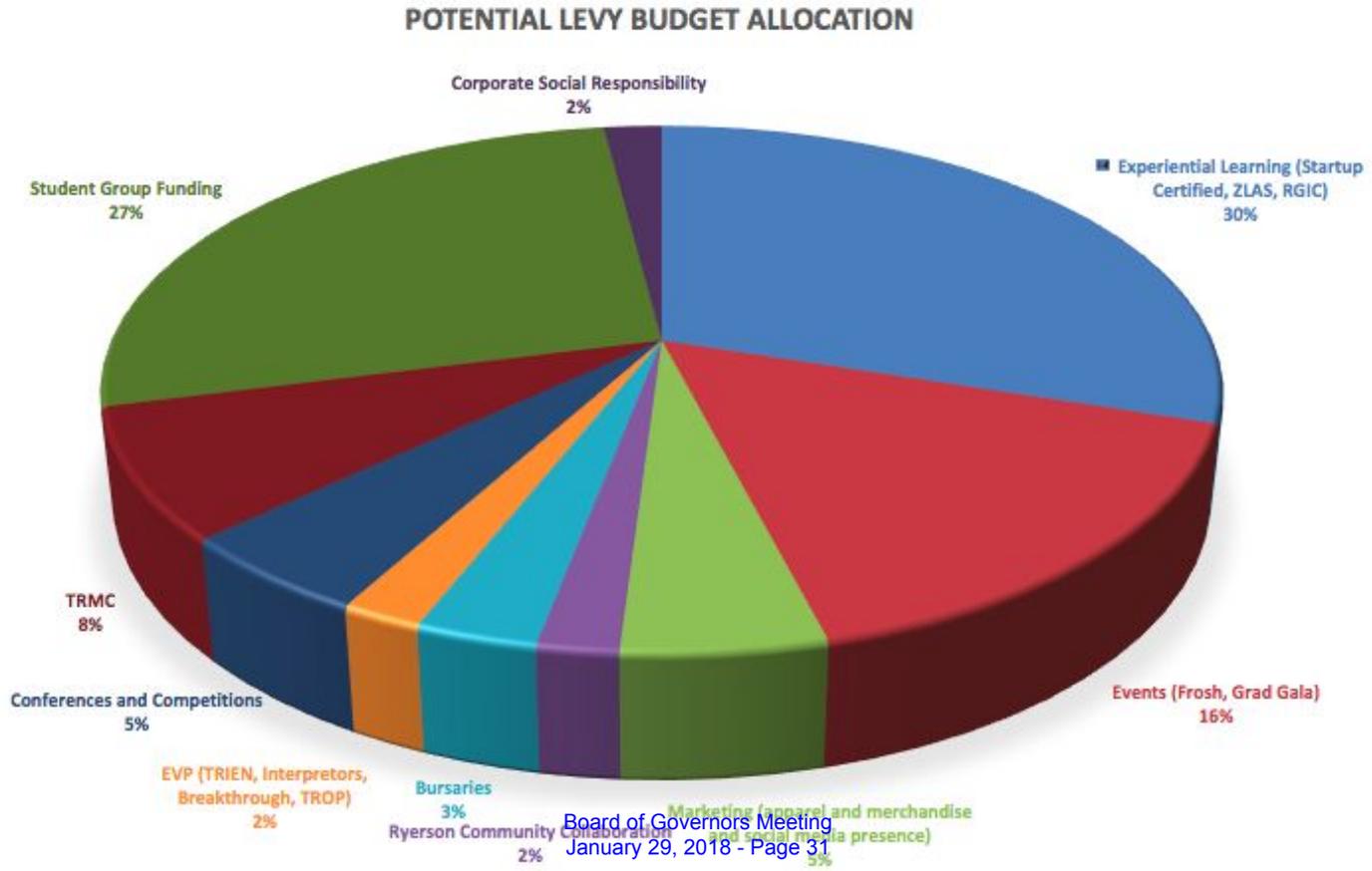
\$25 / Semester

Thank You!

Any Questions?

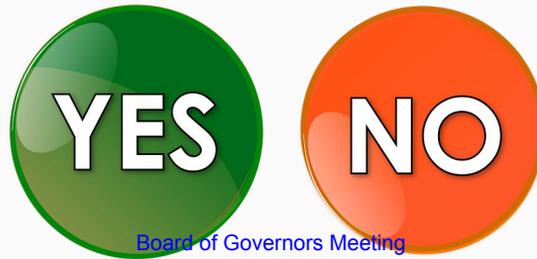


Potential Levy Budget Allocation



The Question

Do you agree to the levy increase of \$25.00 per semester, applicable in the fall and winter terms, to be paid to the Ted Rogers Students' Society by all undergraduate students enrolled in a full time program at the Ted Rogers School of Management, starting in September 2019, increased annually for inflation referenced to the Toronto Consumer Price Index?



DRAFT RESOLUTION

Re: **Ted Rogers School of Management Referendum Proposal**

BE IT AND IT IS HEREBY RESOLVED:

THAT the Ryerson Election Procedures Committee be authorized to hold a student referendum at a time to be determined, amongst all undergraduate students enrolled in a full-time program at the Ted Rogers School of Management to seek approval for the levy increase of \$25.00 per semester to be paid to the Ted Rogers Students' Society starting in September 2019; and

THAT the compulsory fee be adjusted to provide for any increase according to the Toronto Consumer Price Index (CPI); and

THAT the specific wording of the referendum question be subject to approval by the Provost and Vice President Academic.

January 29, 2018



**BOARD OF GOVERNORS MEETING
January 29, 2018**

AGENDA ITEM: By-Law Amendments

STRATEGIC OBJECTIVES:

- Academic
- Student Engagement and Success
- Space Enhancement
- Reputation Enhancement
- Financial Resources Management
- Compliance (e.g. legislatively required)
- Governance

ACTION REQUIRED: Approval

SUMMARY: Several minor by-laws amendments are required to keep the Board By-Laws current. A summary of the proposed changes are below.

Article	Type of Change	Description	Comments
Throughout	Not substantive	Change the title Vice President Administration and Finance and replace it with; "Vice President Administration and Operations "	The Chief Financial Officer is now responsible for financial matters instead of the former Vice President Administration and Finance portfolio.
Throughout	Not substantive	Change the title Assistant Vice President, Financial Services and replace it with; "Chief Financial Officer"	The Chief Financial Officer is now responsible for financial matters instead of the former Vice President Administration and Finance portfolio.
Throughout	Not substantive	Change the title of Vice President University Advancement and replace it with; "Vice President University Advancement	Title change consistent with most recent appointment for this portfolio.

Article	Type of Change	Description	Comments
		and Alumni Relations”	
14.2 <u>Vice President Administration and Finance</u>	Substantive	Delete the responsibility for “general financial planning” from the responsibilities of the Vice President Administration and Operations.	The Chief Financial Officer is now responsible for financial matters instead of the former Vice President Administration and Finance portfolio.
18.4 <u>Delegation</u>	Not substantive	Remove the word “Special By-Law No. 1” and replace it with the words “i) The Employee Relations and Pensions Committee Terms of Reference Regarding the Ryerson Retirement Pension Plan; and ii) The Employee Relations and Pensions Committee Summary of Delegated Roles and Responsibilities in the Governance of the Ryerson Retirement Pension Plan”.	On October 20, 2008 Special By-Law No. 1 was rescinded and replaced with two responsibility matrices. In April 27, 2017 the responsibility matrices were replaced with two new documents setting out the terms of reference for the Ryerson Retirement Pension Plan and the delegated roles and responsibilities required to govern the Ryerson Retirement Pension Plan.
27.2 <u>Repeal</u>	Not substantive	Remove reference to Special By-Law No. 1 as it no longer applies in this context and revise this provision to state the following: “All By-Laws of the University enacted prior to the date hereof and heretofore in force are repealed.”	On October 20, 2008 Special By-Law No. 1 was rescinded. This provision should reflect that all previous versions of the university By-Laws are repealed.

BACKGROUND: At the November 30, 2017 Board Meeting notice was given to the Board members regarding an amendment to the Ryerson University By-Laws. The proposed amendments refer to changes in titles and the removal of a reference to Special By-Law No. 1 which was previously rescinded. The amendments are routine revisions.

COMMUNICATIONS STRATEGY: Once approved by-laws are posted to the web site.

PREPARED BY:

Name: Catherine Redmond, Governance Officer
Date: January 29, 2018

APPROVED BY:

Name: Julia Shin Doi, General Counsel and Secretary of the Board
Date: January 29, 2018

BY-LAW NO. 1
being the
GENERAL BY-LAWS
OF



Amendment Dates

March 31, 2003 *General By-Law Review*

March 29, 2004 *Article 13.3 Procedure to Appoint President at end of Term*

November 29, 2004 *Article 10 (Appointment of the Chancellor);*

Article 15(Committees);

Article 16.1 (Executive Committee);

Article 17.2(Audit Committee)

November 28, 2005 *Article 15 and 21 –Removal of External Relations Committee*

November 27, 2006 *Article 17 – (Change in Composition of Audit Committee)*

February 26, 2007 *Article 6.3 (e) (Termination of the Board Membership at Age 75)*

April 28, 2008 *General By-Law Review*

October 20, 2008 *Rescinding of Special By-Law No. #1 - (Amendment #1)*

April 26, 2010 *Conflict of Interest*

September 27, 2010 *Article 13 President*

April 25, 2011 *Article 24.3 and 24.4 (Title Change)*

August 17, 2015 *Article 7.1 Regular Meetings*

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BY-LAW NO. 1
being the
GENERAL BY-LAWS OF
RYERSON UNIVERSITY

ARTICLE 1
INTERPRETATION

1.1 Defined Terms

In these By-Laws the following terms shall have the following meanings:

“**Administrative Staff**” shall mean the full-time employees of the University who are not members of the Teaching Faculty; provided that an individual shall only be considered to be a full-time employee for the purposes of this definition if he or she is serving in a regular capacity on a continuing basis.

“**Alumni**” shall mean the persons who have received degrees, diplomas or certificates from Ryerson Institute of Technology, Ryerson Polytechnical Institute, Ryerson Polytechnic University or Ryerson University and who are no longer registered as students.

“**Board Appointees**” shall mean those individuals appointed to the Board in the manner contemplated by Article 4.

“**Board of Governors**” or “**Board**” shall mean the Board of Governors of Ryerson University.

“**Business Day**” shall mean any day of the week other than a Saturday or a Sunday or a day, which is a civic or statutory holiday in the City of Toronto.

“**By-Law**” shall mean any By-Law enacted by the Board.

“**Chair**” or “**Chair of the Board**” shall mean the Chair of the Board of Governors and “**Vice Chair**” shall mean the Vice Chair of the Board of Governors and, where the context permits, the words “Chair” or “Chair of the Board” shall include the Vice Chair or other members of the Board when acting as Chair of the Board.

“**Chancellor**” shall mean the Chancellor of Ryerson University.

“**Committee of the Board**” or “**Committee**” shall mean a Committee of the Board appointed by By-Law or resolution of the Board in accordance with the provisions of the Ryerson University Act.

“**Corporate seal**” shall mean the corporate seal of Ryerson University.

“**Corporations Act**” shall mean the *Corporations Act (Ontario) R.S.O. 1990, c. C.38*, the regulations enacted pursuant to it and any statutes and regulations that may be substituted for them, as amended from time to time.

“**LGIC Appointees**” shall mean those individuals appointed to the Board in the manner contemplated by Article 5.

“**Officer of the University**” shall mean any one of the Chair, Vice Chair, President and Vice Chancellor, Provost and Vice President Academic, Vice President Administration and Finance Operations, Secretary of the Board, and such other person or persons as shall be appointed by the Board pursuant to Section 14.4.

“**President**” shall mean the President of Ryerson University.

“**Rules of Order**” shall have the meaning ascribed thereto in Section 7.17.

“**University**” shall mean Ryerson University.

“**Ryerson University Act**” shall mean the *Ryerson University Act, 1977* and all statutory modifications thereof for the time being in force.

“**Secretary**” or “**Secretary of the Board**” shall mean the Secretary of the Board of Governors.

“**Students**” shall mean persons who are registered as such in a program or course of study at the University that leads to a degree, diploma or certificate of the University.

“**Teaching Faculty**” shall mean the full-time employees of the University whose principal duty is the performance of the teaching function or research function of the University, including the employees holding the offices of Dean, Chair, Assistant Chair or Associate Chair of a department, or Academic Director; provided that an individual shall only be considered to be a full-time employee for the purposes of this definition if he or she is a regular faculty member or probationer.

1.2 Interpretation

In this By-Law all references to the singular shall also be interpreted as referring to the plural and vice versa and words in one gender include all genders. The insertion of headings in this By-Law and the division into sections and subsections are for convenience of reference only and shall not affect the interpretation of this By-Law. References to an Article or Section refer to the applicable article or section of this By-Law. The word “**including**” means “including without limitation” and shall not be deemed to limit any words which follow it to the specific words which precede it.

**ARTICLE 2
COMPOSITION OF THE BOARD**

2.1 Composition

The Board shall consist of the President, the Chancellor, the Board Appointees, the LGIC Appointees and those members of the Alumni, Teaching Faculty, Administrative Staff and Students appointed or elected in the manner contemplated by the Ryerson University Act and as hereinafter prescribed.

2.2 Vacancies

Notwithstanding any vacancy on the Board, as long as a quorum of the Board, as defined in Section 4(9) of the Ryerson University Act, remains in office, the Board is competent to exercise all and any of its powers.

2.3 No Remuneration

The members of the Board shall receive no remuneration for acting as such. The Board may authorize payment to a member for travelling and other expenses in connection with Board business.

**ARTICLE 3
ELECTION TO THE BOARD OF ALUMNI, TEACHING FACULTY,
ADMINISTRATIVE STAFF AND STUDENTS**

3.1 Number

Each constituency set forth below shall have the right to elect to the Board the following number of persons:

- (a) Alumni: Three members, each of whom shall hold office for a three year term; one of whom shall be elected annually;
- (b) Teaching Faculty: Three members, each of whom shall hold office for a two year term; two of whom shall be elected in each odd numbered year and one of whom shall be elected in each even numbered year;
- (c) Administrative Staff: Two members, each of whom shall hold office for a two year term; one of whom shall be elected annually; and
- (d) Students: Three Students, each of whom shall hold office for a one year term; all of whom shall be elected annually.

3.2 Term of Office

The term of office for Alumni, Teaching Faculty, Administrative Staff and Student members elected to the Board pursuant to Section 3.1 shall be for the respective

periods specified in Section 3.1 and shall commence on the 1st day of September immediately following the date of his or her election as such.

3.3 Date and Time of Election

Subject to the provisions of Section 3.7, an election shall be held on campus in the spring of each year for the election to the Board of those Alumni, Teaching Faculty, Administrative Staff and Student members to be elected pursuant to Section 3.1.

3.4 Ryerson University Election Procedures Committee

(a) Formation and Composition

Prior to December 31 in each year, a committee to be known as the Ryerson University Election Procedures Committee shall be struck by the Secretary which shall, save and except where it is otherwise herein provided, have responsibility and authority for: (i) conducting the election to be held in the next following year to elect the Board members to be elected pursuant to Section 3.1 (each such election, in this Article 3, the “**Election**”); (ii) appointing a Returning Officer for the Election from among the employees of the University, (iii) determining the period of time during which nominations may be received in respect of the Election and accepting all nominations duly received and submitted; (iv) determining and publishing the necessary forms, information and regulations for the Election; (v) determining those elected and the order of standing of candidates in the Election; (vi) executing all related matters necessary for the proper conduct of the Election; and determine any dispute as to eligibility to hold office or vote in any election for membership on the Board of Governors under article 3 of the By-Laws.

(b) Funds

Funds for the purpose of conducting the Election shall be provided for in the operating budget of the University and shall be made available to the Ryerson University Election Procedures Committee on approval by the Secretary of the Board of recommendations for expenditures made by the Committee.

(c) Composition of Committee

Each Ryerson University Election Procedures Committee struck from time to time shall be composed of the Secretary of the Board, who shall act as Chair; the Assistant Secretary of the Board, one member of the Alumni designated by the University’s Director of Alumni Affairs; one member of the Teaching Faculty nominated by the Ryerson Faculty Association; one member of the Administrative Staff nominated by the Management and Confidential Group or by the Ontario Public Service Employees Union or by the Canadian Union of Public Employees, on a rotation basis; one Student nominated by the Continuing Education Students’ Association of Ryerson; and, one Student nominated by the Ryerson Students’ Union.

(d) **Qualification for Appointment to Committee**

To ensure impartiality in the conduct of the Election, as a condition of appointment to the Ryerson University Election Procedures Committee, each person so appointed must agree not to be a candidate for election to the Board in the Election, not to actively support, or make known support for any candidate in the Election and to refrain from active participation in any related matter.

(e) **Term of Appointment to Committee**

With the exception of the Secretary of the Board and the Assistant Secretary of the Board who are permanent members of the Committee, members of each Ryerson University Election Procedures Committee shall serve a two-year term renewable once.

(f) **Report to the Board**

Not later than four weeks after the Election, the Ryerson Election Procedures Committee shall make a report to the Board on matters related to the Election including the names of those declared elected by the Returning Officer.

3.5 Voter Eligibility

(a) **Alumni**

All members of the Alumni shall be eligible to vote for the Board member to be elected in the Election pursuant to Section 3.1(a).

(b) **Teaching Faculty**

The University's Executive Director Human Resources shall, not later than four weeks prior to the date of the Election, provide the Ryerson University Election Procedures Committee with a list of all individuals who are members of the Teaching Faculty 30 days immediately prior to the date of the Election. All persons included on such list shall be eligible to vote for the Board members to be elected in the Election pursuant to Section 3.1(b).

(c) **Administrative Staff**

The University's Executive Director Human Resources shall, not later than four weeks prior to the date of the Election, provide the Ryerson University Election Procedures Committee with a list of all individuals who are members of the Administrative Staff 30 days immediately prior to the date of the Election. All persons included on such list shall be eligible to vote for the Board members to be elected in the Election pursuant to Section 3.1(c).

(d) **Students**

The University's Registrar shall, not later than four weeks prior to the date of the Election, provide the Ryerson University Election Procedures Committee with a list of all individuals who are Students 30 days immediately prior to the date of the Election. All persons included on such list shall be eligible to vote for the Board members to be elected in the Election pursuant to Section 3.1(d).

3.6 Candidate Eligibility

An individual shall be eligible to stand as a candidate to represent the Alumni, Teaching Faculty, Administrative Staff or Students on the Board, only if he or she, in the case of an individual who has agreed to stand for election pursuant to:

- (a) Section 3.1(a) (Alumni), is a member of the Alumni, is not an employee of the University, is eighteen or more years of age and has been nominated in writing by two other members of the Alumni;
- (b) Section 3.1(b) (Teaching Faculty), is a member of the Teaching Faculty, is eighteen or more years of age and has been nominated in writing by two other members of the Teaching Faculty;
- (c) Section 3.1(c) (Administrative Staff), is a member of the Administrative Staff, is eighteen or more years of age and has been nominated in writing by two other members of the Administrative Staff; and
- (d) Section 3.1(d) (Students) is a Student, whether or not eighteen years of age or older and has been nominated in writing by two other Students.

3.7 Special Nominations and Voting Provisions for Alumni

- (a) Notice that nominations for election of Alumni to the Board are open, of the date of closure of nominations and of the nominating procedures shall be provided to Alumni by the Ryerson University Election Procedures Committee not sooner than 160 days and not later than 120 days prior to the Election, via the Ryerson University Alumni Magazine or such other method of providing notice as is likely to be delivered to all or substantially all Alumni for whom the University has a current address, or any combination of such methods.
- (b) The Alumni ballot and voting procedures shall be provided via the Ryerson University Alumni Magazine, on request by mail to any Alumni who so requests, by such other method as is likely to provide for the participation in a confidential manner of all Alumni entitled to receive the notice contemplated by Section 3.7(a), or any combination of such methods.
- (c) The date of close of nominations for election of Alumni to the Board shall be determined annually by the Ryerson University Election Procedures Committee.

3.8 General Provisions Relating to Elections

(a) Tie Vote

In the event of any tie vote for any office being filled pursuant to this Article 3, a recount shall be held within seven days of the Election at a time and place and in a manner prescribed by the Ryerson University Election Procedures Committee. In the event that the recount confirms the tie vote, a single deciding vote shall be cast by the Returning Officer for that candidate whose name appears on the piece of paper pulled by the Returning Officer from a hat containing one piece of paper for each candidate who is tied with one or more other candidates for first place in such Election.

(b) Filling of Vacancies

In the event that a vacancy arises in respect of a Board position filled pursuant to this Article 3 (other than a vacancy which arises at the expiry of a Board member's term of office) and the Board determines, having regard to the length of the unexpired term of such office, to fill such vacancy, the vacancy shall be filled by the candidate who received the next highest number of votes for such position in the immediately preceding Election, unless the Board deems it inappropriate to do so, in which case the vacancy shall be filled in such other manner as determined by the Board to be in the best interests of the University. The person so elected or appointed shall serve the unexpired remainder of the term of the departed Board member. If a by-election is held pursuant to this Section 3.8(b), it shall be administered and overseen by the then constituted Ryerson University Election Procedures Committee based on procedures established by them; provided that such procedures shall conform to the greatest extent practicable with the procedures prescribed for Elections by this Article 3.

ARTICLE 4

APPOINTMENT OF TWO BOARD MEMBERS BY THE BOARD

4.1 Appointment

The manner and procedure whereby the Board shall appoint two of its members as required by Section 4(1)(g) of the Ryerson University Act shall be as follows:

- (a) At a regular meeting of the Board preceding the expiration of the three-year term for which an incumbent was appointed, the Chair shall advise the Board of such upcoming vacancy and ask Board members to advise the Executive Committee of individuals whom they believe would be appropriate to fill such vacancy.
- (b) The Executive Committee will consider all such advice and based thereon or on additional advice will solicit candidates for appointment in a manner determined by the Executive Committee.

- (c) As soon as reasonably practicable thereafter, the Executive Committee will present for approval by the Board one or more nominees to fill such vacancy. Such proceedings shall be held *in camera*.
- (d) The appointment of a member pursuant to this Article 4 shall take effect on the later of:
 - (i) the day following the expiry of the term of the Board member whom the newly appointed member is replacing; and
 - (ii) the day upon which such member's appointment is approved by the Board.

Such member shall continue to hold office as a Board member for a three year term.

4.2 Vacancy

In the event that a vacancy arises in respect of a Board position filled pursuant to Section 4(1)(g) of the Ryerson University Act (other than a vacancy which arises at the expiry of a Board member's term of office), and the Board determines, having regard to the length of the unexpired term of such office, to fill such vacancy, the vacancy shall be filled in the manner contemplated by Section 4.1., but the procedures contemplated thereby shall be commenced at the first Board meeting following the creation of such vacancy or if it is publicly known that such a vacancy will arise, at the first Board meeting after it is so known. The individual appointed shall serve the unexpired remainder of the term of the departed Board member.

ARTICLE 5 APPOINTMENT OF NINE BOARD MEMBERS BY THE LIEUTENANT GOVERNOR IN COUNCIL

5.1 Appointment

The manner and procedure whereby the Board shall recommend to the Lieutenant Governor in Council those nine individuals to be appointed to the Board pursuant to Section 4(1)(b) of the Ryerson University Act shall be as follows:

- (a) At a regular meeting of the Board held at least six months preceding the expiration of the three-year term for which an incumbent was appointed pursuant to Section 4(1)(b) of the Ryerson University Act, the Chair shall advise the Board of such upcoming vacancy and ask Board members to advise the Executive Committee of individuals who they believe would be appropriate to fill such vacancy.
- (b) The Executive Committee will consider all such advice and based thereon or on additional advice, will solicit candidates for appointment in a manner determined by the Executive Committee.

- (c) As soon as possible thereafter, the Executive Committee will present for approval by the Board one or more nominees to recommend to the Lieutenant Governor in Council to fill such vacancy; provided that if the Executive Committee determines that it must make such recommendation before the Board's next regularly scheduled meeting, it shall instruct the Secretary to send a ballot on the matter to all Board members together with a request that each ballot be marked and returned to the Secretary by a specified date. So long as the individual whom the Executive Committee proposes to recommend is so approved by more than 50% of the members of the Board, the Secretary shall have the power and the authority to forward the name of such individual to the Lieutenant Governor in Council pursuant to Section 5.1(d), for and on behalf of the Board. Such proceedings shall be held *in camera*.
- (d) The name of each individual so approved shall be forwarded to the Lieutenant Governor in Council by the Secretary for consideration in the exercise of its right to appoint Board members pursuant to Section 4(1)(b) of the Ryerson University Act.
- (e) Each Board member appointed pursuant to Section 4(1)(b) of the Ryerson University Act shall continue to hold office as a Board member for a term expiring on the third anniversary of his or her appointment.

5.2 Vacancy

In the event that a vacancy arises in respect of a Board position filled pursuant to Section 4(1)(b) of the Ryerson University Act (other than a vacancy which arises at the expiry of a Board member's term of office) the procedures set forth in Section 5.1 shall be followed. The individual so appointed shall serve the unexpired remainder of the term of the departed Board member unless his or her appointment is revoked earlier by the Lieutenant Governor in Council.

ARTICLE 6 TERMINATION OF BOARD MEMBERSHIP

6.1 Automatic Termination

As provided in the Ryerson University Act, a Board member ceases to hold office as a member of the Board when he or she ceases to be eligible for appointment or election to the Board.

6.2 Resignation or Declaration of Vacancy

In addition, the membership of a member of the Board is vacated when such member resigns as a member of the Board or the Board declares such membership in the Board vacant.

6.3 Termination by Board

The Board shall have the right in its sole and absolute discretion to declare a Board member's membership on the Board vacant where such member:

- (a) becomes incapable of acting as a member;
- (b) has not acted honestly, in good faith or in the best interests of the University, or any part thereof;
- (c) within any previous 12 month period fails to contribute significantly in the estimation of the Board to the work of the Board and/or its Committees;
- (d) does not respect the principles of confidentiality as set out in Article 9;
- (e) has over the course of any 12 month period, attended less than 50 percent of the regular meetings of the Board or committees of the Board of which he or she is a member; or
- (f) in the case of a member elected pursuant to Article 3, such Board member ceases to qualify as a member of the Alumni, the Administrative Staff, the Teaching Faculty or as a Student, as the case may be.

6.4 Term Limits

As contemplated by Section 4(4) of the Ryerson University Act, no individual shall be eligible to hold office for more than three consecutive terms (without a minimum one year's absence between any such terms); provided that in calculating the number of consecutive terms an individual has served as a Board member, the period of time during which such individual served the unexpired portion of a predecessor's term as a Board member, if any, shall not be counted.

ARTICLE 7 MEETINGS OF THE BOARD

7.1 Regular Meetings

A regular meeting of the Board shall be held in at least six of the twelve months of the year, on dates as so determined by the Secretary. In between regular meetings of the Board, a meeting of the Executive Committee, acting on behalf of the Board, may be deemed a regular meeting of the Board by the Chair.

7.2 Notice of Regular Meetings

Notice in writing of the date, time and place of each meeting shall be sent to each member of the Board, addressed to such member at his or her address as it appears in the records of the Board at least five full Business Days before the time appointed for holding such meeting. Such notice shall be in the form of an agenda and shall

specify in reasonable detail the matters, other than those of a routine nature, which are to be dealt with at such meeting.

7.3 Special Meetings

A special meeting of the Board shall be convened by the Secretary when so requested by the Chair or the President or in writing by any ten members of the Board constituting a quorum for a meeting of the Board.

7.4 Notice of Special Meetings

Notice of each special meeting shall be sent to each Board member not less than three days before the meeting is to take place. Any notice concerning a special meeting shall indicate at whose request the meeting is being convened.

7.5 Omission of or Irregularities in Notice of Meetings

Notice of all meetings, whether regular or special, shall be given only by the Secretary or in his or her absence by a person appointed by the Secretary to act in that capacity. The accidental omission to give notice of a meeting to any member of the Board, or any accidental irregularity in connection with the giving of notice, shall not invalidate the proceedings at the meeting. Notwithstanding the provisions of Sections 7.2 and 7.4, a regular meeting or a special meeting may take place without the requisite notice having been provided to Board members if all the members are present or if either before or after the meeting, those absent from the meeting signify in writing their consent to the meeting being held in their absence.

7.6 Annual Meeting

The meeting of the Board at which the audited annual financial statements are presented, approved and the signing of the balance sheet authorized shall be designated as the Annual Meeting, which meeting shall take place not later than September 30th in each year.

7.7 Quorum

A quorum of the Board shall consist of ten members present in person at least one-half of whom shall be members of the Board appointed or elected under Sections 4(1)(b), (c) and (g) of the Ryerson University Act.

7.8 Votes to Govern

Except as otherwise specifically contemplated by the Ryerson University Act, the Corporations Act, the By-Laws or the Rules of Order, at all meetings of the Board, every question shall be voted on and decided by a simple majority of the votes of the Board members entitled to vote thereon present in person. In the case of an equality of votes, the Chair shall not have a second or casting vote and the question shall be deemed to be decided in the negative.

7.9 Show of Hands

Unless a Board member entitled to vote demands a ballot, each motion shall be voted upon by a show of hands. Upon a show of hands, each Board member entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, a declaration by the Chair that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the members upon the said question; provided that nothing herein shall prevent a roll call vote being called for, taken, and the results thereof recorded in the minutes on a matter which would otherwise be voted on by a show of hands, so long as such procedure is called by a Board member, for prior to the vote by show of hands and otherwise in accordance with the rules of order governing the meeting.

7.10 Vote By Ballot

Prior to the Chair calling for a vote on a question, a Board member entitled to vote may demand a vote by ballot. A vote by ballot so demanded shall be taken in such manner as the Chair shall direct. A demand for a vote by ballot may be withdrawn at any time prior to the taking of the vote by ballot. Upon a vote by ballot, each member entitled to vote, present in person shall have one vote and the result of the vote by ballot shall be the decision of the members upon the said question.

7.11 Resolutions in Writing

A resolution signed by a majority of the Board members entitled to vote is as valid and effective as if passed at a meeting of the Board members duly called, constituted and held for that purpose. Resolutions in writing may be signed in counterparts and resolutions in writing signed by one or more members entitled to vote and transmitted by facsimile or electronic mail to the Secretary shall be deemed to be duly signed by such members.

7.12 Order of Business

The order of business at regular meetings of the Board shall be as follows:

- (a) Introduction
 - (i) Approval of Agenda (other than the *in camera* portion)
 - (ii) Approval of Minutes
 - (iii) Business Arising from the Minutes
 - (iv) Informational Report from the President

- (v) Informational Report from one or more of the Provost and Vice President Academic and Vice Presidents.
- (b) Discussion Items
 - (i) Committee reports and recommendations
 - (ii) New Business
 - (iii) Other Business

7.13 Required Notice for Inclusion of Items in the Agenda

All written material for inclusion in the agenda for regular meetings of the Board (including administrative reports and statements for approval) shall be delivered to the Secretary of the Board at least fifteen full Business Days prior to the day of the meeting at which they are to be presented and, unless the Chair otherwise consents, only written material which has been so delivered shall be referred to on the agenda.

7.14 Introduction of New Matter Without Notice

Unless the requirements of Section 7.13 are observed, no new matter, other than one of privilege or the submission of a petition, shall be dealt with at any regular meeting of the Board unless the introduction of such new matter shall be approved by a simple majority of the votes cast by the members present.

7.15 Record of Proceedings

A record of the proceedings of all meetings of the Board shall be kept by the Secretary in a book or books provided for that purpose and the minutes of every such meeting shall be submitted at the next meeting of the Board, and after adoption by the Board the minutes, signed by the Chair of the meeting to which the minutes relate or by the Chair of the next succeeding meeting, shall be open to the inspection by any member of the Board at any time during regular office hours in the office of the Secretary of the Board.

7.16 Supporting Documents

In the interest of full recording and accuracy of the minutes of meetings for subsequent review of decisions in the light of circumstances existing at the time, all presentations to the Board shall, whenever possible, be in writing and accompanied by relevant supporting documentation.

7.17 Rules of Order

Each meeting of the Board shall be governed by *Bourinot's Rules of Order* or such other rules of order as have then most recently been adopted by the Board (the “**Rules of Order**”); provided that, in the event of a conflict between such Rules of

Order and one or more provisions of the Corporations Act, the Ryerson University Act or the By-Laws, the provisions of the Corporations Act, the Ryerson University Act or the By-Laws shall prevail.

7.18 Conduct of Meetings

- (a) 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; provided that, for greater certainty, such order shall be considered to be a ruling by the Chair on a point of order and may be challenged in the manner contemplated by the Rules of Order. In the event that such a person refuses to withdraw, the Chair has the power to declare a short recess or to adjourn the meeting and may declare that the continuation of the recessed or adjourned meeting shall be *in camera*.
- (b) Subject to limitations of space, meetings of the Board shall be open to attendance by the public except during *in camera* sessions so designated for the consideration of confidential business, such as matters concerning personnel, finance, acquisition or disposal of property and other confidential matters of the University, the disclosure of which might be prejudicial to an individual or to the best interests of the University. *In camera* sessions shall be open only to Board members and other persons invited to attend by the Chair.
- (c) Spectators (including representatives of the media) shall not be permitted to disturb the conduct of a meeting in any way, or, without the consent of the Chair (but subject in any event to the provisions of Section 7.18(a)), to bring placards or signs into the room in which the Board is meeting.
- (d) For greater certainty, only Board members will have the right to vote and speak at Board meetings although others present at such meetings in accordance with this Section 7.18 shall be allowed to speak with the consent of the Board.

ARTICLE 8 DECLARATION OF INTEREST

8.1 Definitions

For the purposes of this Article 8

- (a) “Conflict of Interest” A Conflict of Interest arises where (i) a member of the Board has or could be perceived to have the opportunity to use the authority, knowledge, or influence derived from his or her position for his or her own benefit, or the benefit of a member of his or her immediate family; or (ii) where the interests of a member of the Board may be, or may be perceived as being, incompatible with the interests of the University.

- (a) “Partners” two persons are partners if they have lived together for at least one year and have a close personal relationship that is of primary importance in both persons’ lives; and
- (b) “Relatives” two persons are relatives if they are related by blood, marriage or adoption.

8.2 Conflict of Interest Examples

Without restricting the generality of the foregoing definition and solely in order to illustrate kinds of Conflicts of Interest that may arise in the context of the University, the following are or may be considered Conflicts of Interest:

- (a) having a personal interest either directly or indirectly in the outcome of deliberations of the Board;
- (b) having a personal interest, either directly or indirectly, in a contract or proposed contract to be entered into by the University;
- (c) being a member of the Board of Directors or senior management of a corporation, institution or body, whether public or private, whose interests may be in competition with those of the University;
- (d) accepting gifts , gratuities or favours from a firm or corporation engaged in or wishing to engage in transactions with the University, except in the case of customary gifts of a purely nominal value; and
- (e) seeking employment with the University for oneself, a partner or relative.

8.3 Conflict of Interest Procedures

- (a) Board members who are considering engaging in activities that may represent a Conflict of Interest with respect to their role on the Board of Governors must seek approval from the Board Chair prior to engaging in such activities.
- (b) In the event that it is uncertain whether a matter is a Conflict of Interest the Secretary shall convoke a committee, comprised of the Chair of the Board of Governors or designate, the Chair of the Audit Committee and the Secretary, to consider the matter. The committee shall determine what, if any, action should be taken by the member or by the Board, in order to deal with the matter.
- (c) A member of the Board who has or believes he or she has a Conflict of Interest shall:
 - i Declare to the Chair of the Board or the Secretary of the Board the Conflict of Interest as soon as possible, and no later than the meeting at which the matter is being considered, if applicable;
 - ii Refrain from taking part in any discussion or decision related to the matter, in the case of financial Conflict of Interest;

- iii Participate in the discussion and vote on the matter in the case of a non-financial Conflict of Interest, unless two-thirds of the Board members who have not declared such an interest decide otherwise;
- iv Withdraw from the Board meeting at which the matter is being discussed if required to do so by a majority of the members of the Board present at the meeting, or if the member in his or her discretion wishes to do so;

8.4 Failure to Declare a Conflict

If a Board member fails to declare a Conflict of Interest where there is a perceived conflict the Board Chair or Vice Chair will bring the matter to the board member's attention. The Chair may ask that the board member declare the Conflict of Interest and/or absent him/herself from the discussion and/or refrain from voting on the matter which elicited the Conflict of Interest. The Chair may also request full disclosure in writing of the Board member's relevant interests and/or an explanation that no Conflict of Interest exists.

8.5 Effect of Disclosure

A member of the Board who has declared his or her interest in a contract or transaction or a proposed contract or transaction and who has not voted in respect thereof, shall not be accountable to the University, or its creditors, for any profit realized from the contract and the contract is not voidable by reason only of such member holding that office or of the fiduciary relationship established thereby

8.6 Gifts

If a member of the Board or an Officer of the University receives a gift in his or her capacity as such, with a value greater than \$250.00, he or she shall either return the gift or make it over to the University; provided that the foregoing shall not apply to:

- (d) gifts presented from the Board or the University or any organization of the University;
- (e) hospitality extended between all or some of such Board members and officers of the University; or
- (f) hospitality approved by the President (in the case of hospitality extended to an Officer of the University other than the President) or by the Chair (in the case of hospitality extended to a Board Member including the President), or the Vice Chair, in the case of hospitality extended to the Chair)

8.7 Business Dealings with Ryerson

Board members shall inform the Secretary annually of direct or indirect business dealings with Ryerson.

ARTICLE 9 CONFIDENTIALITY AT BOARD MEETINGS HELD IN CAMERA

9.1 Adoption of Confidential Agenda

The first item of business in the *in camera* session of any meeting of the Board shall be a ruling by the Chair that all matters described on the *in camera* agenda are appropriate to be discussed *in camera*. Any member of the Board shall be free to challenge the ruling of the Chair on such a matter, in accordance with the Rules of Order; provided that any discussion of that matter will be of a general nature and shall not disclose any confidential matters. In the event that the Board overrules the Chair on such matter, the matter may be dealt with at the same meeting of the Board in a general session or at a subsequent general meeting of the Board or withdrawn, as the Chair directs.

9.2 Language to be Read

Following the ruling of the Chair referred to in Section 9.1 and the completion of any vote resulting therefrom, and provided that there continue to be matters to be discussed in the *in camera* session, the Chair shall remind those present of their obligations in respect to confidentiality, by reading the following conditions:

“Attendees are reminded that discussions entered into and the decisions made during this *in camera* session are carried out in confidence and are not to be repeated or discussed outside the room in which the Board is meeting except with others who are in attendance at this *in camera* session and who agree to abide by these conditions or as otherwise provided in these conditions.

Any written material provided for this *in camera* session will be retained in confidence afterwards, or at my discretion be required to be returned to the Secretary at the end of the meeting.

Decisions reached during this *in camera* session which are to be announced after the meeting will be made public by the Chair or such other individual as is designated by the Chair, by official announcement or press release only and such publication does not free members of the obligation to hold in confidence the discussions which took place in this *in camera* session or the material involved.

Any person present who does not agree to abide by these conditions is asked to leave the meeting room at this time. The continued presence of a member or others in the room during the discussion at this *in camera* session shall indicate acceptance of these conditions.”

9.3 Failure to Leave Meeting

Should anyone present declare an intention of non-compliance with the conditions of confidentiality and refuse to leave the room when requested to do so, the Chair shall, subject to a resolution of the Board supported by a majority vote: (i) inform the offending individual that, pending assurance to the effect that henceforth such individual shall abide by the rules of the Board in respect to the confidentiality of information, such individual shall be barred from attendance at any meeting of the Board at which business of a confidential nature will be dealt with and shall not be sent any notices or material in respect to them; or (ii) adjourn the meeting, after having informed Board members that it will be reconvened at a time and place of which the offending individual will not be notified. For greater certainty, the provisions of this Section 9.3 shall apply equally to Board members and non-Board members.

9.4 Confidentiality of *In Camera* Session

Members of the Board shall observe strictly the confidential nature of business dealt with in *in camera* sessions and it shall be their responsibility to ensure that such information is not divulged to or discussed with anyone except as provided for in the conditions set out in Section 9.2.

ARTICLE 10 APPOINTMENT OF A CHANCELLOR

10.1 Chancellor

In accordance with the provisions of the Ryerson University Act, the University shall have a Chancellor who will be an ex-officio member of the Board but who will not be the President. The Chancellor shall be the titular head of the University and shall confer all degrees, honorary degrees, diplomas and certificates. In addition, the Chancellor shall perform such other duties which the Chancellor has agreed to perform.

10.2 Term of Office

The Chancellor shall be appointed for a term and until his or her successor is appointed. The term of office of the Chancellor shall be three years. An individual holding the Office of Chancellor may be appointed to a second consecutive term.

10.3 Procedure to Select a New Chancellor

In order to select a new Chancellor, the Chair shall strike a Search Committee with a mandate to identify individuals to serve as Chancellor and to recommend to the Board for appointment one or more such individuals. The Search Committee will be comprised of:

- (a) the President, who shall chair the Committee;
- (b) three members of the Board, appointed by the Board; and
- (c) three members of the Senate, appointed by the Senate.

10.4 Commencement of Term of Office

The appointment of a new Chancellor will take effect upon a date determined by the Board.

10.5 Vacancy Prior to End of Term

In the event that a vacancy arises in the office of the Chancellor prior to the expiry of the individual's term of office (due to resignation, death or removal of the individual holding the office of Chancellor or for any other reason), the Board shall fill such vacancy in the manner contemplated by Section 10.3 but the process shall commence at the first Board meeting following the creation of the vacancy or if it is publicly known that a vacancy will arise, at the first Board meeting after it is so known.

10.6 Vice Chancellor

The President is, by virtue of his or her office, the Vice Chancellor of the University and, in the absence of the Chancellor or when that office is vacant, the Vice Chancellor shall act in the Chancellor's place.

ARTICLE 11 CHAIR AND VICE CHAIR OF THE BOARD

11.1 Chair and Vice Chair

- (a) The Board shall elect a Chair from among the members appointed or elected under Sections 4(1)(b), (c) and (g) of the Ryerson University Act. The Chair shall, when present, preside at all meetings of the Board, shall sign such documents as may require his or her signature in accordance with the By-Laws or by resolution of the Board, and shall have such powers and duties as may be delegated and assigned to him or her by By-Law or by resolution of the Board.
- (b) The Board shall elect a Vice Chair from among the members appointed or elected under Sections 4(1)(b), (c) and (g) of the Ryerson University Act. The Vice Chair

shall act as, and have all the powers of and perform the duties of, the Chair in the event of the absence or inability to act of the Chair and shall also have such other powers and duties as may be delegated and assigned to him or her by By-Law or by resolution of the Board.

11.2 Term of Office of Chair

The term of office for the position of Chair is three years and shall commence at the conclusion of the Board's regular meeting held in the month of May.

Re-election of Chair

An individual shall be eligible for re-election as Chair provided that the maximum consecutive number of years during which an individual may hold the office of Chair (excluding any time during which a person held such office pursuant to Section 11.5) shall be six years.

11.3 Eligibility of Vice Chair

An individual holding the office of Vice Chair shall be eligible for election as Chair, but shall not automatically succeed to the office of Chair, except as otherwise set forth in Section 11.5.

11.4 Vacancy in Office of Chair

In the event that:

- (a) the individual holding the office of Chair ceases to be a member of the Board;
- (b) the individual holding the office of Chair resigns from the office of Chair; or
- (c) the office of Chair otherwise becomes vacant prior to expiration of the term for which the individual holding the office of Chair was elected,

the individual holding the office of Vice Chair shall succeed to the office of Chair but only for so long as it shall take to conduct an election for Chair and the duly elected successor to take office, all as contemplated by Section 12.7.

11.5 Interim Vice Chair

If the individual holding the office of Vice Chair shall succeed to the office of Chair pursuant to the provisions of Section 11.5, he or she may appoint one of the members appointed or elected under Sections 4(1)(b), (c) and (g) of the Ryerson University Act to act as Vice Chair but only for so long as it shall take to conduct an election for Chair and the duly elected successor to take office.

11.6 Temporary Vacancy in Office of Vice Chair

In the event that the individual holding the office of Vice Chair becomes interim Chair, the post of Vice Chair shall not be considered vacant by reason of his or her interim service as Chair, and unless his or her term as Vice Chair is terminated for any other reason, his or her term as Vice Chair shall be deemed to continue uninterrupted notwithstanding these interim arrangements until he or she is elected Chair pursuant to Section 12.7, if ever.

11.7 Term of Office of Vice Chair

The term of office for the position of Vice Chair is three years and shall commence at the conclusion of the Board's regular meeting held in the month of June.

11.8 Re-election of Vice Chair

An individual holding the office of Vice Chair shall be eligible for re-election as Vice Chair provided that the maximum consecutive number of years during which a person may hold the office of Vice Chair (excluding any time during which a person held such office pursuant to Section 11.7 or 11.10) shall be six years.

11.9 Vacancy in Office of Vice Chair

In the event that:

- (a) the individual holding the office of Vice Chair ceases to be a member of the Board;
- (b) the individual holding the office of Vice Chair resigns from the office of Vice Chair; or
- (c) the office of Vice Chair otherwise becomes vacant prior to expiration of the term for which the person holding the office of Vice Chair was elected (other than in the circumstances contemplated by Section 11.7),

then the Chair may appoint an individual to hold the office of Vice Chair from among the members appointed or elected under Sections 4(1)(b), (c) and (g) of the Ryerson University Act to serve but only for so long as it shall take to conduct an election for Vice Chair and the duly elected successor to take office, all as contemplated by Section 12.7.

11.10 Acclamation

For the purposes of Articles 11 and 12, any reference to election is to be construed as including election by acclamation.

11.11 Acting Chair of Meeting

In the absence of both the Chair and Vice Chair from a meeting of the Board, the members of the Board present shall appoint from among those members appointed or elected under Sections 4(1)(b), (c) and (g) of the Ryerson University Act a member to act as Chair and the member so appointed shall act as and have all the powers of the Chair for the purpose of the meeting.

11.12 Eligibility

For greater certainty, but subject to the provisions of Sections 11.5(a) and 11.10(a), an individual shall be eligible for election as Chair or Vice Chair even if his or her remaining term of office as a member of the Board is of shorter duration than the term of the office then being filled.

ARTICLE 12 PROCEDURE FOR ELECTION OF CHAIR AND VICE CHAIR

12.1 Opening of Nominations for Chair Prior to Expiry of Term

The Secretary shall declare nominations to be open to fill the position of Chair at the regular Board meeting held in the month of April every three years. Nominations for the position of Chair shall be accepted by the Secretary at a specified time at the next following regular Board meeting held in the month of May (each, a “**Chair Nomination Time**”).

12.2 Opening of Nominations for Vice Chair Prior to Expiry of Term

The Secretary shall declare nominations to be open to fill the position of Vice Chair at the regular Board meeting held in the month of May every three years. Nominations for the position of Vice Chair shall be accepted by the Secretary at the next following regular Board meeting held in the month of June at a specified time; provided that such time shall be after the election of the Chair (each, a “**Vice Chair Nomination Time**”).

12.3 Nomination Requirements

No nomination for the position of Chair or Vice Chair may be accepted by the Secretary during the Chair Nomination Time or Vice Chair Nomination time, as the case may be, unless the nomination is:

- (a) made in writing by three or more Board members; and
- (b) preceded, accompanied or immediately followed by the consent to such nomination, either orally or in writing, from the individual nominated.

Notwithstanding that an incumbent is eligible for re-election, an incumbent may nominate or second the nomination of another member of the Board for such office, but no person may nominate himself or herself.

12.4 Close of Nominations

At the conclusion of the Chair Nomination Time or Vice Chair Nomination Time, as the case may be, the Secretary shall declare nominations for such office closed. If:

- (a) not more than one nomination for such office has been accepted by the Secretary during such Nomination Time, the Secretary shall declare the person whose nomination has been accepted to be duly elected; or
- (b) more than one nomination for such office has been accepted by the Secretary during such Nomination Time, the Chair or Vice Chair nominee shall be elected by ballot immediately following such Nomination Time in the manner hereinafter specified.

12.5 Ballots

- (a) Where an election is required to be held pursuant to Section 12.4(b), the Secretary shall distribute ballots initialled by the Secretary to all of those Board members present and eligible to vote.
- (b) The Secretary shall invite each Board member present and eligible to vote to complete the ballot; to then fold the ballot in a manner in which the confidentiality of the Board member's intention is maintained; and to then return the ballot to the Secretary; following which the ballots shall immediately be tabulated. Each candidate shall be entitled to have a scrutineer present at the time of such tabulation.
- (c) Once tabulated, the Secretary shall announce to the Board members the name of the candidate having the greatest number of ballots cast in his or her favour.
- (d) The Secretary shall keep all ballots for 14 days from the day on which the result was announced during which period the ballots may be examined by any member of the Board on application to the Secretary. On the 15th day following the day on which the result was announced, the Secretary shall destroy the ballots.

12.6 Eligibility to Vote

All duly appointed, elected and ex-officio members of the Board, including the Chair and Vice Chair, are eligible to vote on an election to fill the office of the Chair or Vice Chair.

12.7

Vacancies

- (a) In the event that a vacancy arises in the position of Chair or Vice Chair prior to the end of the office holder's three year term of office as a result of (i) the removal or death of the incumbent (ii) the resignation of the incumbent prior to the expiry of his or her term of office; or (iii) the incumbent ceasing to be a Board member, the nomination and election procedures set out in Sections 12.1 or 12.2, as the case may be, and Sections 12.3 to 12.6 shall be followed but shall be commenced at the next Board meeting following the creation of such vacancy.
- (b) The individual so elected to fill any such vacancy shall be elected to fill the balance of the unexpired term of office of his or her predecessor and shall take office at the expiry of the meeting at which he or she was so elected.
- (c) In the event that the offices of Chair and Vice Chair are at the same time vacant, the procedures described in this Article 12 shall not be commenced simultaneously but rather they shall first be commenced to fill the office of Chair and, at the next following meeting, commenced again to fill the office of Vice Chair for the express purpose of permitting any unsuccessful candidate for the office of Chair, who so wishes, to subsequently be a candidate for the office of Vice Chair.

ARTICLE 13 PRESIDENT

13.1

President

- (a) In accordance with the provisions of the Ryerson University Act, the University shall have a President who will be an ex-officio member of the Board.
- (b) The President shall be appointed by the Board.
- (c) The President shall be the chief executive officer of the University and shall be accountable to the Board.
- (d) The President shall have responsibility and authority for the implementation, supervision and direction of the educational policy, general administration and property of the University, including:
 - (i) changes in curricula which have been approved by the Senate of the University, establishment of new programs and courses which have been recommended by the Senate of the University and approved by the Board, and such other matters as in his or her opinion are necessary or advisable to meet the objectives and purposes of the University as defined in the Ryerson University Act;
 - (ii) administrative policy and physical resources; and

- (iii) the appointment, classification, promotion, suspension, transfer, removal, acceptance of resignations and granting of unpaid leaves and absence and sabbaticals of members of the Administrative Staff and the Teaching Faculty, the determination of their salaries or remuneration and their duties, qualifications and tenure of office or employment with respect to such matters;

provided that all actions taken and decisions made by the President in respect of such matters shall be in accordance with the Ryerson University Act, the University's then approved budget and staffing complement, agreements to which the University is a party and any resolution of the Board.

- (e) The President shall provide or cause to be provided to the Board as a whole, or to individual Board members, as appropriate, all information regarding the affairs of the University requested by them and all related materials, provided that in the event that the President considers the request unreasonable, impractical, or that reasonable notice was not given, he or she shall refer the matter to the Board for decision.

13.2 Term of Office

The initial term of office of the President shall be five years. An individual holding the office of President is eligible to serve additional terms of no longer than five years upon being so appointed by the Board. The Board shall be entitled to extend a term, with the agreement of the individual holding the office of President, for a limited period of time to avoid a vacancy in the office occurring prior to the arrival of such individual's successor, or for any other reason determined by the Board to be in the best interests of the University.

13.3 Procedure to Appoint President at End of Term

In the event that an individual holding the office of President is not re-appointed for a further term of office on or before that date which is eighteen months prior to the last day of his or her term as President (because such individual does not wish to, or is not eligible to serve a further term or for any other reason), the Chair shall strike a Presidential Search Committee with a mandate to identify individuals to serve as President upon the completion of the existing President's term of office and to recommend to the Board the appointment of one or more of such individuals. Each Presidential Search Committee will be comprised of:

- (a) the Chair, who shall chair such Committee;
- (b) the Vice Chair;
- (c) seven other members of the Board, appointed by the Board; and
- (d) four members of the Senate, appointed by the Senate,

it being the intention that each Presidential Search Committee once formed will be comprised of one or more members of the Administrative Staff, Alumni, Teaching Faculty and Students. In the event that an individual appointed pursuant to Section 13.3(c) or (d) to a Presidential Search Committee resigns, such individual shall be replaced by another member of the Board or Senate appointed pursuant to Section 13.3(c) or (d), as the case may be. In the event that an individual appointed pursuant to Section 13.3(c) or (d) to a Presidential Search Committee ceases to be a member of the Board or the Senate, such individual shall be replaced by another member of the Board or Senate appointed pursuant to Section 13.3(c) or (d), as the case may be, unless the Board or the Senate, as the case may be, passes a resolution to continue the individual as a member of the Presidential Search Committee. Similarly, in the event that an individual appointed pursuant to Section 13(a) or (b) to a Presidential Search Committee ceases to hold the position of Chair or Vice-Chair, such individual shall be replaced by the newly appointed Chair or Vice-Chair, as the case may be, unless the Board passes a resolution to extend the term of such individual on the Presidential Search Committee.

13.4 Commencement of Term of Office

The appointment of a new President will take effect upon the expiration of the existing President's term.

13.5 Annual Review

The Chair and Vice Chair of the Board shall undertake an annual performance review of the President, the results of such review to be reported to the Audit Committee acting for these purposes as the compensation committee of the Board.

13.6 Reappointment

No later than one year prior to the end of a President's term, the Board shall in *in camera* session with Board members only present, consider the reappointment of the President. The Board shall take into account the results of the Annual Reviews. If there are consistently positive Annual Reviews the Board may reappoint the President without any further review. However, the Board may decide to seek input on the performance of the President from the University community through the appointment of a Presidential Advisory Review Committee. Should such a committee be established, the Board shall be free to accept or reject its recommendations.

The Board shall approve Guidelines for the Presidential Advisory Review Committee. Such Guidelines shall govern the conduct of the Review including the reporting deadline.

13.7 Temporary Inaccessibility

Where the President is inaccessible or otherwise unable to exercise his powers and duties, the Provost and Vice President Academic, and in the absence of both of

them, the Vice President Administration and FinanceOperations, and in the absence of all of them, an employee of the University appointed by the President or Acting President, as the case may be, shall be the Acting President. The simultaneous absence or inaccessibility for more than one day of the President and the Provost and Vice President Academic, and the Vice President Administration and Finance Operations shall be regarded as an undesirable and unusual circumstance which will result only from some emergency.

13.8 Vacancy Prior to End of Term

In the event that a vacancy arises in the office of the President prior to the expiry of the individual's term of office (due to resignation, death or removal of the individual holding the office of President or for any other reason), and the Board determines, having regard to the length of the unexpired term of such office, to fill such vacancy, the vacancy shall be filled in such manner as the Board determines is in the best interests of the University including, if the Board deems it appropriate, by striking a Presidential Search Committee pursuant to Section 13.3. The Board may, pending the appointment of a President, make such provision for the exercise of the power and discharge of the duties of the President as it may deem advisable.

ARTICLE 14 OFFICERS OF THE UNIVERSITY

14.1 Provost and Vice President Academic

The President shall recommend to the Board the appointment of a Provost and Vice President Academic. The University's chief academic officer, with responsibilities for the budget and planning, the Provost shall report to the President and shall be responsible to the President for development, implementation, supervision, and direction of the educational and research policy of the University, for making recommendations to the President on all related matters including change in curricula, establishment of new programs, courses and student affairs and such other matters as in his or her opinion are necessary or advisable to meet the educational objectives and purposes of the University as defined in the Ryerson University Act.

14.2 Vice President Administration and FinanceOperations

The President shall recommend to the Board the appointment of a Vice President Administration and Finance Operations who shall report to the President and shall be responsible to the President for ~~general financial planning,~~ computing, administration and physical resources of the University. In addition the Vice President Administration and Finance Operations shall be responsible for human resources policy with respect to staff and for equity, discrimination and harassment prevention, environmental health, safety and security management for the University.

14.3 Secretary of the Board

The President shall recommend to the Board the appointment of a Secretary of the Board who shall be responsible to the Board, and who shall have the duties and responsibilities as designated by the Board in the By-Laws or otherwise, including issuing or causing to be issued notices for all meetings of the Board. The Secretary shall have charge of the corporate seal, books and records of the Board and shall sign with other officers of the University such instruments as require his or her signature and shall keep or cause to be kept a record of all documents so executed.

14.4 Other Officers of the University

The Board may appoint such other Officers of the University as the Board may deem necessary or advisable and such Officers of the University shall have such authority, and perform such duties as from time to time shall be prescribed by the Board. All such officers of the University shall be appointed to serve at the pleasure of the Board, with such limited or indefinite terms as the Board may determine at the time of the appointment.

14.5 Other Officers of the University

Subject to the provisions of Section 13.1(c), the President shall be authorized from time to time to designate a title or titles to one or more senior employees of the University provided that:

- (a) no such individual shall be or shall be deemed to be an Officer of the University for the purposes of the By-Laws or the Ryerson University Act; and
- (b) no such title shall include the title of “President” or any of the titles of the officers of the University described in or created pursuant to this Article 14 but, for greater certainty, may include the title of “Vice President”.

14.6 General

For greater certainty, none of the officers of the University appointed pursuant to this Article 14 shall be members of the Board.

ARTICLE 15 COMMITTEES

15.1 General Definition

The Committees constituted by the Board shall be either:

- (a) Standing Committees, being those Committees whose duties will normally be continuous, and whose membership consists entirely of Board members and which shall be: an Executive Committee, an Audit Committee, a Negotiation Committee, a Finance Committee, and an Employee Relations and Pension Committee; or

- (b) Special Committees, being those Committees appointed with specific duties and responsibilities which may be of a non-recurrent nature, may require particular and specialized expertise or whose powers may expire with the completion of a particular task assigned, and which may include in their membership one or more persons who are not Board members, provided that a majority of every such special Committee shall be members of the Board.

15.2 Duties and Responsibilities

- (a) The functions, duties, responsibilities and powers of any Committee established by By-Law or resolution of the Board shall be as defined in such By-Law or resolution.
- (b) Save and except as otherwise herein provided, the chair, vice chair, and members of any Committee shall be appointed by resolution of the Board.
- (c) No decision of a Committee that includes in its membership persons who are not members of the Board is effective until approved and ratified by the Board.

15.3 Minutes

The Secretary shall use his or her best efforts to cause minutes of each Committee meeting to be circulated to Committee members by or prior to the next regularly scheduled meeting of that Committee; provided that the Secretary may excise from such circulated minutes those sections which relate to the *in camera* portion of a meeting which the chair and secretary of such Committee determine should not then be so circulated because the disclosure of such portion at such time could be prejudicial to an individual or the best interests of the University.

15.4 Chair's Report

The chair of each Committee shall, save and except as otherwise herein provided, submit a report of the proceedings of each meeting of the Committee of which he or she is chair at the regular meeting of the Board next following each such meeting and such report may take the form of minutes of the meeting of such Committee or a written report.

15.5 Ex-Officio Members

- (a) The Chair and Vice Chair of the Board shall be ex-officio members of all Committees of the Board. As provided by the Ryerson University Act, the President shall be a member of every Committee established by the Board unless excluded by a By-Law or a resolution of the Board.
- (b) The President may designate an Officer of the University to represent him or her on any Committee of which he or she is a member and such designate shall act in

the place and stead of the President on such Committee. Such individual designated by the President to represent him or her on a Committee shall, for the purposes of Sections 5(2) and (5) of the Ryerson University Act and for the purposes of Section 15.1, be deemed to be a member of the Board.

- (c) A designation by the President pursuant to Section 15.5(b) shall take the form of a letter (each a “**Designation Letter**”) to the Secretary signed by the President designating the Officer of the University who shall represent him or her on such Committee and the period of time during which such individual shall represent the President on such Committee shall be as stated in such letter, if known. The President shall be entitled to revoke a Designation Letter at any time by sending a letter to the Secretary to that effect and upon doing so the President shall assume his or her rights and responsibilities as a member of such Committee until the President again delivers such a Designation Letter and so on from time to time.

15.6 Membership

- (a) Membership in Committees is approved by the Board.
- (b) Except as otherwise provided in these By-Laws, each Committee shall consist of such number of members as the Board appoints, and the ex-officio members of the Committee. In appointing Committee members Board members’ interest and willingness to serve on, and serve as a chair or vice chair of, any of the Committees of the Board shall be taken into consideration.
- (c) The Chair and Vice Chair of the Board shall propose membership to the Executive Committee which shall prepare a report to the Board recommending membership of all Standing Committees, Special Committees, the chair and the vice chair of the Audit Committee, the Finance Committee, and Employee Relations and Pensions Committees.
- (d) Where a vacancy arises on a Committee, the Board may fill the vacancy by following the procedures set forth in Section 15.6(a), (b) and (c) to fill the vacancy or, having regard to the length of the unexpired term of office of the vacated committee member and the business to be conducted by the Board, it may wait and fill the vacancy when the Standing Committees are next reconstituted.

15.7 Committee Regulations

The provisions of Sections 7.9, 7.10, 7.11, 7.17 and 7.18 and Articles 8 and 9 shall apply to meetings of Committees and all references therein to Board members, the Board, the Chair, the Secretary and similar Board terminology shall be deemed to be references to Committee members, the Committee chair, the secretary of the Committee and similar Committee terminology, *mutatis mutandis*. In addition, every Committee, unless otherwise specifically provided for in the By-Laws, or in the resolution of the Board by which it is constituted, shall be subject to the following regulations:

- (a) All members of Committees, other than ex-officio members of the Committee, shall hold office at the pleasure of the Board. Vacancies occurring in the membership of a Committee shall be filled by the Board at the next meeting of the Board after such vacancies occur, or as soon thereafter as may be convenient, but notwithstanding such vacancies, the remaining members of the Committee shall have authority to exercise the full powers of the Committee, providing that a quorum of such Committee remains in office.
- (b) Meetings shall be held at the call of the chair of the Committee, or, in his or her absence or inability or unwillingness to act, at the call of the vice chair of the Committee, or in case of the absence, inability, or unwillingness to act of both, may be held at the call of any two members of the Committee, and shall be held at such places and at such times as the Committee chair or vice chair or members of the Committee, respectively, may appoint.
- (c) Notice of the date, time and place of each meeting shall be sent by the secretary of the Committee to each member of the Board at his or her address as it appears in the records of the Board at least 48 hours before the time appointed for holding such meeting; provided that, for greater certainty, meetings of the Audit Committee and Negotiations Committee shall be open only to their respective members and those other individuals specifically invited to attend by such Committee. Each notice of meeting shall, whenever possible, be accompanied by the agenda for such meeting.
- (d) A meeting may also be held at any time and at any place within the Province of Ontario without notice, if all the members of the Committee are present and consent thereto, or if, either before or after the meeting is held, those absent signify in writing their consent to the meeting being held in their absence.
- (e) The chair of the Committee shall preside at meetings and, in his or her absence, the vice chair of the Committee shall preside. If both the chair and the vice chair of the Committee are absent, the members present shall appoint one of the members as acting chair to preside at the meeting.
- (f) One half of the members of a Committee shall constitute a quorum. Each member of a Committee, including, for greater certainty, ex-officio members, shall be entitled to vote.
- (g) A record shall be kept of the proceedings of every meeting of each Committee by the secretary of the Committee.
- (h) The Secretary of the Board shall act as secretary of each such Committee, or shall appoint a person to so act. Notice of all meetings shall be given only by the secretary of the Committee.
- (i) Meetings of Committees may take place by teleconference and votes cast by a member participating in the meeting by telephone have the same effect as votes cast by members present at the meeting.

ARTICLE 16 THE EXECUTIVE COMMITTEE

16.1 Composition

The Executive Committee shall be comprised of the Chair of the Board, the Vice Chair of the Board, the President, the chair of the Audit Committee, the chair of the Finance Committee, the chair of the Employee Relations and Pensions Committee and provided his or her constituency shall not be already represented by the chair of one of the said Committees, one member of the Board who is a member of the Alumni, one member of the Board who is a member of the Teaching Faculty, one member of the Board who is a member of the Administrative Staff, one member of the Board who is a Student and one member of the Board appointed to the Board under either Section 4(1)(b) or (g) of the Ryerson University Act.

16.2 Chair and Vice Chair

The individual who holds the position of Vice Chair of the Board shall be chair of the Executive Committee and the individual who holds the position of Chair of the Board shall be vice chair.

16.3 Mandate

The Executive Committee shall

- (a) subject to the limits described further below in 16.4, act for and on behalf of the Board when necessary in the intervals between meetings of the Board;
- (b) consider, assess and recommend to the Board any necessary or desirable changes, deletions or additions in, from or to the By-Laws;
- (c) recommend to the Board appointments to the Board under articles 4 and 5 of the By-Laws;
- (d) recommend to the Board membership in Committees under article 15.3 of the By-Laws;
- (e) review and, from time to time, recommend changes and improvements in such other matters to enhance the governance practices of the Board, including, but not limited to, Board member recruitment, orientation, evaluations, succession-planning, education and Committee mandates and composition.

16.4 Powers

The Executive Committee shall have full power and authority to act for and on behalf of the Board between meetings of the Board provided that it may not approve actions which will have the direct or indirect effect of causing the approved operating and capital budgets of the University to be exceeded, save and except in

those circumstances where the Board has by By-Law or resolution given express prior authority to the Executive Committee to act for and on behalf of the Board with respect to any such matter, in express contemplation of this result.

ARTICLE 17 AUDIT COMMITTEE

17.1 Composition

The Audit Committee shall be comprised of the Chair and Vice Chair of the Board and up to five members appointed by the Board from among the members elected or appointed to the Board under Section 4(1)(b), (c) or (g) of the Ryerson University Act. In accordance with Section 5(3) of the Ryerson University Act, the President shall be excluded from Audit Committee membership but may attend meetings of the Audit Committee at the invitation of the Chair.

17.2 Chair and Vice Chair

The Board shall select the Board members to serve as Chair and Vice Chair of the Audit Committee in the manner contemplated by Section 15.6.

17.3 Mandate

The Audit Committee shall:

- (a) liaise with the University's external auditors to review annually, or more often as considered necessary or desirable, the terms of reference and results of the annual financial audit and recommend to the Board such revisions and improvements in procedures or practice as may from time to time appear warranted;
- (b) liaise with the University's internal auditors to review annually, or more often as considered necessary or desirable, the terms of reference and results of the internal audits and recommend to the Board such revisions and improvements in procedures or practice as may from time to time appear warranted; and
- (c) conduct an annual employee review and set compensation for the President and receive the annual reviews of the Provost and Vice President Academic, Vice President Administration and Finance Operations, Vice President University Advancement and Alumni Relations, Vice President Research and Innovation and General Counsel and Secretary of the Board of the University conducted by the President and, upon the recommendations of the President, set their compensation, in each case, in accordance with such processes as have been approved by the Board from time to time.

ARTICLE 18
EMPLOYEE RELATIONS AND PENSIONS COMMITTEE

18.1 Composition

The Employee Relations and Pensions Committee shall be comprised of the Chair and Vice Chair of the Board, the President, at least two members of the Board appointed under either Section 4(1)(b) or (g) of the Ryerson University Act, one member of the Board who is a member of the Alumni, one member of the Board who is a member of the Teaching Faculty, one member of the Board who is a member of the Administrative Staff and one member of the Board who is a Student.

18.2 Chair and Vice Chair

The Board shall select the Board members to serve as chair and vice chair of the Employee Relations and Pensions Committee in the manner contemplated by Section 15.6; provided that the President shall not be eligible to serve in either capacity.

18.3 Mandate

The Employee Relations and Pensions Committee shall review and, from time to time, recommend changes and improvements in the Ryerson Retirement Pension Plan or make any decision or take any action related to the Plan as has been so delegated to that Committee by resolution of the Board, and shall consider and make recommendations to the Board on all matters respecting employee relations except negotiations.

18.4 Delegation

The delegation to the Employee Relations and Pensions Committee of the matters described in [i\) The Employee Relations and Pensions Committee Terms of Reference Regarding the Ryerson Retirement Pension Plan; and ii\) The Employee Relations and Pensions Committee Summary of Delegated Roles and Responsibilities in the Governance of the Ryerson Retirement Pension Plan, Special By Law #1](#) is hereby confirmed.

ARTICLE 19
FINANCE COMMITTEE

19.1 Composition

The Finance Committee shall be comprised of the Chair of the Board, the Vice Chair of the Board, the President, at least two members of the Board appointed under either Section 4(1)(b) or (g) of the Ryerson University Act, one member of the Board who is a member of the Alumni, one member of the Board who is a member of the Teaching Faculty, one member of the Board who is a member of the Administrative Staff and one member of the Board who is a Student.

19.2 Chair and Vice Chair

The Board shall select Board members to serve as chair and vice chair of the Finance Committee in the manner contemplated by Section 15.6; provided that the President shall not be eligible to serve in either capacity.

19.3 Mandate

The Finance Committee shall have responsibility to consider and make recommendations to the Board on all matters related to the fiscal policy, revenue and expenditures, physical plant and purchases of real and personal property of the University.

**ARTICLE 20
NEGOTIATIONS COMMITTEE**

20.1 Composition

The Negotiations Committee shall be comprised of the Chair of the Board, the Vice Chair of the Board, the President and four members of the Board, excluding individuals who are members of the Teaching Faculty or the Administrative Staff but including one member who is a Student.

20.2 Chair and Vice Chair

The individual holding the position of Chair shall be the Chair of the Negotiations Committee and the individual holding the position of Vice Chair shall be the Vice Chair of the Negotiations Committee.

20.3 Mandate

The Negotiations Committee shall establish negotiating parameters and guidelines respecting all matters to be negotiated on behalf of the Board in respect of any collective agreement to which the University, as employer, is or may become a party.

**ARTICLE 21
PROTECTION OF MEMBERS AND OFFICERS OF THE UNIVERSITY**

21.1 Limitation on Liability

Except as otherwise provided in the Act, no Member of the Board or Officer of the University for the time being shall be liable for the acts, receipts, neglects or defaults of any other Member of the Board or officer of the University or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the University through the insufficiency or deficiency of title to any property acquired by the University or for or on behalf of the University or for the insufficiency or deficiency of any security in or upon which any of the moneys of

or belonging to the University shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the University or for any loss, damage or misfortune which may happen in the execution of the duties of the Member of the Board's or Officer of the University's respective office or trust or in relation thereto unless the same shall happen by or through the Member of the Board's or Officer of the University's own wilful act, neglect or default.

21.2 Indemnification

Every member and Officer of the University shall be deemed to have assumed office on the express understanding and condition and with agreement on the part of the Board that every member and Officer of the University and his or her heirs, executors and administrators respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the University from and against:

- (a) all costs, charges and expenses whatsoever, including an award of damages, which such member or officer of the University sustains or incurs in or about any action, suit or proceeding which is threatened, brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the bona fide execution of the duties of his or her office; and
- (b) all other costs, charges and expenses sustained or incurred by him or her in or about or in relation to the bona fide execution of the duties of his or her office;

save and except such costs, charges or expenses, as are occasioned by his or her own wilful act, neglect, default, dishonesty or otherwise arising in bad faith.

21.3 Insurance

Subject to the Act and all other relevant legislation, the University may purchase and maintain insurance for Board members and Officers of the University against any liability incurred by any Board member or Officer of the University, in the capacity as a Board member or Officer of the University, except where the liability relates to the person's failure to act honestly and in good faith with a view to the best interests of the University.

ARTICLE 22 CORPORATE SEAL

22.1 Corporate Seal

There shall be a corporate seal of the University, bearing the words, “Ryerson University”, an impression whereof is stamped hereunder. The seal shall be in the custody of the Secretary of the Board.

22.2 Academic Seal

There shall be an academic seal of the University bearing the words “Ryerson University” and an image of Egerton Ryerson, an impression whereof is stamped hereunder. The academic seal shall be in the custody of the Registrar.

22.3 Arms and Crest

The Arms and Crest, Supporters, and such Device or Badge as were assigned by the Garter, Clarenceux and Norroy and Ulster and recorded in the College of Arms, London, England in the year 1966 in response to representation on behalf of the University, shall be borne and used on seals or otherwise according to the Laws of Arms.

ARTICLE 23 EXECUTION OF DOCUMENTS

23.1 Signatories

Deeds, transfers, assignments, contracts, obligations, certificates and other documents (collectively “**instruments**”), may be signed on behalf of the University by any two Board members or Officers of the University, provided that they have been signed in accordance with any policy of the Board regarding the execution of instruments then in effect, and all instruments so signed shall be binding upon the University without any further authorization or formality. In addition, the Board may from time to time direct by resolution the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any signing officer of the University so authorized to sign instruments on behalf of the University may affix the corporate seal thereto.

23.2 Facsimile Signatures

The signature of any individual authorized to sign on behalf of the University may, if specifically authorized by resolution of the Board, be written, printed, stamped, engraved, lithographed or otherwise mechanically reproduced. Any instrument so signed shall be as valid as if it had been signed manually, even if that individual has ceased to hold office when such instrument was so signed, issued or delivered, until revoked by resolution of the Board.

ARTICLE 24 BORROWING AND BANKING

24.1 General Borrowing Powers

The Board may from time to time:

- (a) borrow money on the credit of the University in such amounts, on such terms and from such persons, firms or corporations, including chartered banks, as may be determined by resolution of the Board;
- (b) make, draw and endorse promissory notes or bills of exchange;
- (c) hypothecate, pledge, charge or mortgage all or part of the property of the Board to secure any money so borrowed to fulfil the obligations incurred by it under any promissory note or bill of exchange signed, made, drawn or endorsed by it; and
- (d) issue bonds, debentures and obligations on such terms and conditions as the Board may by resolution decide and pledge or sell such bonds, debentures and obligations for such sums and at such prices as the Board may by resolution decide, and mortgage, charge, hypothecate or pledge all or any part of the property of the University to secure any such bonds, debentures and obligations.

The Board may by resolution give to Officers of the **University** all authority necessary for the purpose of any borrowing and the giving of security by the University, to such extent and in such manner as the Board may determine.

24.2 Banking

The banking business of the University shall be transacted with such banks, trust companies or other firms or corporations as may, from time to time, be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may, from time to time, prescribe or authorize.

24.3 Authorization

Cheques drawn on the bank, trust or other similar accounts of the University, drafts drawn or accepted by the University, promissory notes given by it, acceptances, bills of exchange, orders for the payment of money and other instruments of a like nature, may be made, signed, drawn, accepted or endorsed, as the case may be, by any two of the following officers of the University, provided, however, that such officers of the University may not be the same person:

Chair
Vice Chair
President
Provost and Vice President Academic
Vice President Administration and ~~Finance~~Operations
Secretary of the Board
~~Assistant Vice President Financial Services~~Chief Financial Officer

or by such officers of the University or persons as the Board may by resolution from time to time so authorize.

24.4 Account Certification

Cheques, promissory notes, bills of exchange, orders for the payment of money and other negotiable paper may be endorsed for deposit to the credit of the University's bank account by an Officer of the University, the University's ~~Assistant Vice President Financial Services~~Chief Financial Officer, or by such officers of the University, person or persons, as the Board may by resolution from time to time name for that purpose, or they may be endorsed "for collection" or "for deposit" by means of a stamp bearing the University's name. Any one of such officers of the University or persons so appointed may certify all accounts between the University and the University's bankers and may receive all paid cheques and vouchers and sign all the said banker's forms of settlement of balances and releases or verification slips.

ARTICLE 25 FISCAL YEAR AND AUDIT

25.1 Records and Audit

The Board shall cause to be kept the books, records, accounts and all other supporting documentation and records necessary to discharge its responsibilities in accordance with the Ryerson University Act and all other applicable legislation.

25.2 Fiscal Year

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

25.3 Audit

In accordance with the Ryerson University Act, at each meeting designated as the Annual Meeting, the Board shall appoint an auditor or auditors for the then current fiscal year to examine the accounts and other supporting evidence which such auditor or auditors may consider necessary to report to the Board on the financial position of the University as at the next April 30th and the results of the operation of the University for the year then ended.

25.4 Annual Report

The auditors' report and audited Statement of Revenue and Expenses for the year ended April 30th as approved by the Board, shall be filed with the Minister of the Province of Ontario responsible for universities, as required by the Ryerson University Act.

ARTICLE 26 NOTICE

26.1 Notice

Whenever notice is required to be given under the Act or this By-Law, notice shall be deemed to have been sufficiently given if sent in writing to the last known address of the addressee and delivered in person, sent by prepaid first class mail or sent by any electronic means of sending messages which produces a paper record to any person who has consented in writing to receive notice by such method, including electronic mail or facsimile transmission. Notice shall not be sent by mail if there is a general interruption of postal services in the place in which or to which it is mailed. Each notice so sent shall be deemed to have been received on the Business Day it was delivered or sent by electronic means or on the third Business Day after it was mailed.

26.2 Undelivered Notices

If any notice given to a Board member pursuant to Section 27.1 is returned on two consecutive occasions because such member cannot be found, the University shall not be required to give any further notice to such member until such member informs the University in writing of the member's address.

26.3 Omission of Notice Does Not Invalidate Actions

All actions taken at a meeting in respect of which a notice has been sent shall be valid even if:

- (a) by accident, notice was not sent to any person;
- (b) notice was not received by any person; or
- (c) there was an error in a notice that did not affect the substance of that notice.

26.4 Computation of Time

In computing the date when notice must be given under any provision requiring a specific number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

26.5 Waiver of Notice

Any Board member, officer of the University or auditor may waive any notice required to be given under any provision of the Act, the Letters Patent, the By-Laws or otherwise and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

**ARTICLE 27
ENACTMENT, AMENDMENT OR REPEAL OF EXISTING BY-LAWS**

27.1 Further Amendment

Any By-Law including a By-Law which purports to amend or repeal a By-Law shall be effective only if enacted at a meeting of the Board at which at least two-thirds of the then Board members are present, and if notice of intention to present such a By-Law for consideration has been given at the next preceding meeting of the Board, and all members have been given notice of such intention.

27.2 Repeal

All By-Laws of the University enacted prior to the date hereof and heretofore in force are repealed. ~~with the exception of Special By Law #1 which shall continue in full force and effect unamended by the enactment of this By-Law.~~

27.3 Conflict

If any By-Law is, at any time, found to be in conflict with the Ryerson University Act or the Corporations Act, it shall, to the extent of such conflict, be disregarded in favour of the Ryerson University Act or the Corporations Act, as the case may be, and the Secretary of the Board shall, upon discovery, prepare, for consideration by the Board, a proposed amendment, alteration or repeal of the offending By-Law which shall have the effect of removing from the By-Law anything inconsistent with either such Act.

PASSED by the Board of Governors on the 28th day of April, 2008



Sheldon Levy
President and Vice Chancellor



Julia E. Hanigsberg
General Counsel and Secretary of the Board
of Governors

DRAFT RESOLUTION

RE: By-Law Amendments

BE IT AND IT IS HEREBY RESOLVED:

THAT amendments to the General By-Laws of Ryerson University be approved as presented.

January 29, 2018



**BOARD OF GOVERNORS
November 30, 2017
Jorgenson Hall – JOR 1410
380 Victoria Street
12:00 p.m. to 2:00 p.m.**

Minutes of a meeting of the Board of Governors of Ryerson University (the “University”) held on Thursday, November 30, 2017 at 12:00 p.m. in Jorgenson Hall, JOR-1410.

ATTENDANCE:

Present: J. Fukakusa (Chair), M. Frazer (Vice Chair), M. Al Zaibak, L. Amleh, J. Cockwell, C. Ellis, S. Gellman, M. Lachemi, G. Lewis, V. Morton, N. Muthreja, C. Paisley, G. Pathak, S. Sinha, T. Staffieri

Regrets, L. Bloomberg, C. MacDonald, N. Marwah, N. Mohamed, M. Ien, M. Rodrigues, R. Traill

Board Secretariat:

J. Shin Doi, General Counsel and Secretary of the Board of Governors
C. Redmond, Governance Officer
M. Chaisson, Senior Legal Counsel and Assistant Secretary of the Board of Governors

Others Attending

M. Benarroch, Provost and Vice President Academic
J. Winton, Vice President, Administration and Finance
I. Mishkel, Vice President, University Advancement and Alumni Relations
S. Liss, Vice President, Research and Innovation
J. McKee, Chief Financial Officer
P. Stenton, Deputy Provost and Vice Provost University Planning
J. Grass, Assistant Vice President, University Relations
D. O’Neil Green, Vice President, Equity and Community Inclusion
A. Saloojee, Assistant Vice President, International
C. Sass-Kortsak, Assistant Vice President, Human Resources
S. Fazilat, Assistant Vice-President, Facilities Management and Development
A. Casey, Executive Director, Office of the President
M. Saunders, President, Ryerson Futures Inc.
A. Snobar, Executive Director, DMZ

1. IN-CAMERA DISCUSSION (Board Members Only)

It was moved, seconded and carried:

BE IT AND IT IS HEREBY RESOLVED:

THAT Deborah Brown be appointed as Vice President, Administration and Operations effective January 29, 2018

2. IN-CAMERA DISCUSSION (Executive Group Invited)

END OF IN-CAMERA SESSION

3. INTRODUCTION

3.1 Chair's Remarks

J. Fukakusa opened her remarks with the acknowledgement of the land.

J. Fukakusa highlighted the historic visit of former first lady Michelle Obama to the university and thanked R. Traill for her role in securing Ms. Obama's presence.

J. Fukakusa welcomed new Board member G. Pathak and returning Board member N. Mohamed to the Board.

J. Fukakusa acknowledged that it was J. Winton and P. Stenton's last Board meeting before their retirement from the university. J. Fukakusa thanked J. Winton and P. Stenton for their contributions and depth of knowledge in their respective portfolios. Both will continue to advise the President and play a role at the university post-retirement.

J. Fukakusa congratulated M. Al Zaibak for receiving the 2018 Toronto Region Builder Award which will be presented by the Chartered Professional Accountants of Ontario in the New Year. The award acknowledges M. Al Zaibak's ongoing contributions to community building.

J. Fukakusa thanked the Office of Equity and Community Inclusion and the Board Secretariat for the gifts presented to Board members.

3.2 Chancellor Search Committee Appointments

J. Fukakusa reported that the Chancellor Search Committee had been formed and has the following membership: M. Lachemi, who is the chair of the committee, three members of Senate; A. McWilliams, D. Lis, and M. Bountrogianni and three Board members; R. Traill, M. Frazer, and N. Mohamed. J. Fukakusa reported that she anticipates the committee will begin its deliberations in the New Year.

3.3 Approval of the November 30, 2017 Agenda

The agenda was approved as presented.

4. REPORT FROM THE PRESIDENT

M. Lachemi thanked J. Winton and P. Stenton for their leadership. He added that their knowledge and expertise contributed to Ryerson's success and were a key component of the executive team. Both J.

Winton and P. Stenton will continue in advisory roles after their retirement. M. Lachemi reported that a farewell event will be scheduled in the New Year.

M. Lachemi spoke of the success of Michelle Obama's visit to Ryerson hosted by the Economic Club of Canada. The event was targeted at young women and girls under the age of 24 and Ms. Obama's message was one of empowerment, equity and advancement for this group. M. Lachemi thanked R. Traill for making the event such a success.

M. Lachemi mentioned the visit of Michael Signor, Mayor of Charlottesville who discussed democracy in the age of the Trump Presidency.

M. Lachemi also reported that the fall reputation marketing campaign had begun. The goal was to build Ryerson's reputation, change the narrative around innovation, and focus on excellence and the impact of research.

M. Lachemi reported that the release of Ryerson's response to the Truth and Reconciliation Commission report on the legacy of Canada's residential school system will be published soon and will have a number of calls to action. The next stage of the process will be led by M. Benarroch and D. O'Neil Green. M. Lachemi thanked D. O'Neil Green and elder J. Dallaire for their continued work on the file.

M. Lachemi reported that the Strategic Mandate Agreement has been signed, but it is currently under an embargo by the government. The university continues to negotiate with MAESD on a special graduate growth plan.

M. Lachemi reported that the Law School proposal has received approval from the Ontario Universities Council on Quality Assurance. The next step is to obtain approval from the Federation of Law Societies of Canada.

M. Lachemi reported that the proposal for a campus in Brampton, in partnership with Sheridan College, is progressing. Brampton City Council received an independent report that estimated the economic impact of the new campus at \$300 Million Dollars per year.

M. Lachemi shared two videos, the first showcased cutting edge innovative work by Faculty of Science Professor C. Beauchemin, and TRSM Professor, A. Gruzd, and the second video spoke of Ryerson's partnership with Facebook Digital News Innovation Challenge.

M. Lachemi was delighted to report that the DMZ won the national "Accelerator/Incubator of the Year" award and congratulated A. Snobar on behalf of the Board.

M. Lachemi concluded his remarks by wishing Board members and participants a wonderful holiday season and New Year.

5. REPORT FROM THE SECRETARY

J. Shin Doi stated that her written report was included in the materials.

6. REPORT FROM THE PROVOST AND VICE PRESIDENT ACADEMIC

7. DISCUSSION

7.1 REPORT FROM THE CHAIR OF THE EXECUTIVE COMMITTEE

M. Frazer reported that at the October 26, 2017 meeting, the Executive Committee, acting on behalf of the Board, recommended his re-appointment to the government for a third term and approved the appointment of G. Pathak to a Board appointed position. At that meeting G. Pathak was appointed to the Audit Committee.

7.2 REPORT FROM THE CHAIR OF THE FINANCE COMMITTEE

7.2.1 Second Quarter: Financial Statements (unaudited) for the period ending October 31, 2017

M. Frazer reported that at the Finance Committee meeting on November 27, 2017 an overview of Ryerson's Endowment Funds was presented by Fiera Capital, the university's investment managers. At that meeting a review of the proposed Master of Health Administration in Community Care was reviewed and recommended to the Board for approval. M. Frazer asked J. McKee to provide details on the second quarter unaudited financial statements before their approval.

J. McKee gave a brief overview of the second quarter financial statements and reported that the university is on track to meet the 2017/18 approved budget.

It was moved, seconded and carried:

BE IT AND IT IS HEREBY RESOLVED:

THAT the Financial Statements (unaudited) for the period ending October 31, 2017 be approved as presented.

7.2.2 Revenue and Expenditures for new programs - Master of Health and Administration in Community Care

It was moved, seconded and carried:

BE IT AND IT IS HEREBY RESOLVED:

THAT, on the basis of the review carried out, the program approvals of Senate, and on the basis of the planned revenue and expenditures presented, the new Master of Health Administration in Community Care (M.H.A.(C.C.)) is deemed financially viable and is approved to be offered September 2018 at the discretion of the Provost and Vice President Academic.

7.2.3 Enrolment Update

No update was made.

8. CONSENT AGENDA

8.1 Approval of the September 28, 2017 Minutes

The minutes were approved as presented.

J. Fukakusa wished all attending happy holidays and best wishes for 2018.

9. TERMINATION

RYERSON COMMUNICATIONS REPORT

A sampling of appearances in the media by members of the Ryerson community for the January 2018 meeting of the Ryerson Senate

Student engagement

Graphic Arts Magazine reported on the School of Graphic Communications Management's annual awards, quoting **President Mohamed Lachemi**. More than \$50,000 in scholarships were awarded.

Vice featured the Enactus Ryerson initiative Project Growing North, co-founded by students **Ben Canning and Stefany Nieto**.

CBC News reported that 75 per cent of student voters supported a \$2.50 levy on full-time student tuition for the Good Food Centre for a total of \$160,000.

NOW Toronto reported on Our Turn's report card on sexual violence policies mentioned Ryerson scored the highest; quoting **John Austin**, interim vice-provost, students.

Techvibes, Investment Executive, and Betakit reported on the winners of the DMZ-BMO Fintech Accelerator Demo Day.

Huffington Post reported that Master's in Documentary Media graduate **Zanele Muholi** was knighted by France.

The Toronto Star profiled Ryerson alumni **Diego Burdi and Paul Filek** of Burdifilek design studio.

The Jamaica Gleaner and Jamaica Observer reported that the first-ever Jamaica Tourism Innovation Challenge Award was won by a team of Ryerson hospitality and tourism students.

SRC excellence

Marie Bountrogianni, Dean, Chang School of Continuing Education, contributed a piece to the Huffington Post Canada on bringing civility back to the workplace.

University Affairs mentioned the Congress of the Humanities and Social Sciences at Ryerson as well as race-based data collection at Ryerson in a piece on equitable campuses.

University Affairs spoke with **Yasin Dwyer**, Muslim chaplain at Ryerson, about the evolving role of the university chaplain.

Techvibes and Betakit reported on a new report on software developers by the Brookfield Institute for Innovation + Entrepreneurship at Ryerson, quoting **Sean Mullin**, executive director.

James Turk, Centre for Free Expression, spoke to the Toronto Star and CBC News in reaction to the new Mulroney Institute at St. Francis Xavier University and the honorary degrees for those who funded the project.

The Globe and Mail quoted **James Turk**, Centre for Free Expression, in an article about hate-related charges being pressed against the editor of Your Ward News.

Murtaza Haider, Ted Rogers School of Management, spoke to the Globe and Mail about boomers, millennials, and the housing market. He also contributed a piece on housing to the National Post, and spoke to the Toronto Star about the completion of the subway to Vaughan

April Lindgren, Journalism, spoke to CTV News about the Torstar-Postmedia deal. Similar coverage appeared in more than 30 news outlets. She contributed a piece to the the Conversation and the Toronto Star on the topic of paying for local news.

Mark Bulgutch, Journalism, contributed a piece to the Toronto Star about readers needing to pay for the news.

Kamal Al-Solaylee, Journalism, contributed a piece to the Toronto Star on a call to reframe race relations.

Ann Cavoukian, Privacy by Design Centre of Excellence, spoke to 1150 CKFR Kelowna about Bill C59. She spoke to CBC News, CBC Radio and Radio-Canada about using caution when using digital assistants.

Betakit featured the EDI in STEM report from the Faculty of Science, quoting Dean **Imogen Coe**.

The Globe and Mail spoke with **Imogen Coe**, dean, Faculty of Science, about new research chairs taking aim at the diversity gap in Canadian science.

CPAC featured **Imogen Coe**, Dean, Faculty of Science, among the presenters at the Gender Summit 11 in Montreal.

The Vancouver Sun featured **Imogen Coe**, Dean of Science, among 150 female leaders.

Irene Berkowitz, FCAD Forum Fellow, contributed a piece to Playback on the topic of the Netflix tax.

CBC News spoke with **Richard Lachman**, Director of research development, Faculty of Communication and Design, about Facebook's new messenger app for kids.

Macleans reported that Ryerson, U of T, York and OCAD U have launched a comprehensive two-year study into student housing in a project dubbed StudentDwellTO.

Nayrouz Abu Hatoum, Faculty of Arts, spoke with CBC Radio in reaction to Trump's announcement on the status of Jerusalem.

The Frank Lloyd Wright revival initiative led by Architecture's **Yew-Thong Leong** has been featured in Canadian Architect, Building Magazine, Interiors and Sources, Architectural Digest, Calgary Herald, CBC Homestretch, Rocky Mountain Outlook, Crag and Canyon.

Alok Mukherjee, distinguished visiting professor, spoke to Radio-Canada and the Toronto Star about an inquiry looking into racial profiling by police in Toronto.

IT World Canada quoted **Avner Levin**, director, Privacy and Cyber Crime Institute, on the 57 million victims of the Uber data breach.

Canadian Immigrant featured a new research report, Immigrant Entrepreneurship: Barriers and Facilitators to Growth, from Ryerson's Diversity Institute.

CTV Toronto spoke with **Henry Navarro Delgado**, Fashion, on the growing influence of middle east trends on the global fashion industry.

Cathy Crowe, distinguished visiting practitioner, Faculty of Arts, contributed a piece to Rabble on the topic of using armouries as shelters for the homeless. She also spoke to Metro News about using Exhibition Place facilities as winter refuge.

The Globe and Mail, CBC News, and the Toronto Star quoted **Cathy Crowe**, distinguished visiting practitioner, regarding a push for 400 new homeless shelter beds in Toronto.

Report on Business featured a recent study on online learning led by **Tony Bates**, distinguished visiting professor.

Cherise Burda, City Building Institute, spoke to the National Post about high-density and high-rise condo buildings. The item was also picked up by five other news sites.

Cherise Burda, City Building Institute, contributed a piece to the Toronto Star about Superlinx not being a solution to Toronto's transit woes.

Graham Haines, City Building Institute, spoke to CityNews Toronto about a proposed underground highway in Toronto to ease congestion.

Urban Toronto featured a new report by the Ryerson City Building Institute written by **Graham Haines and Claire Nelischer** in support of the Rail Deck Park.

Claire Nelischer, City Building Institute, spoke to Inside Toronto about Toronto's Rail Deck Park.

Patrice Dutil, Politics, contributed a piece to the Hill Times on centralized prime ministerial power. He also penned a piece for the Toronto Star on the 'Doomsday Election' of 1917. He appeared on TVOntario's The Agenda with Steve Paikin and on CBC News discussing Canada's wartime election of 1917.

Ramona Pringle, RTA, contributed a piece to CBC News on the internet as a powerful tool, if everyone has access to it. She also contributed a piece to CBC News about concerns regarding relying on platforms like YouTube for family-friendly content. A piece she wrote for CBC news on rampant social media use quoted **Anatoliy Gruzd**, director of research at the Social Media Lab.

Graphic Arts Magazine spoke to Ryerson Image Centre director **Paul Roth** about the centre's fifth anniversary and new website.

Art Daily reported on the Ryerson Image Centre launching a new website for its five-year anniversary.

Bonnie-Jeanne MacDonald, National Institute on Ageing, spoke to Benefits Canada about adequate frameworks for flexible retirement.

The Globe and Mail quoted **Farrah Khan and Yamikani Msosa** Office of Sexual Violence Education and Support, in an article on creating real change in the wake of the #MeToo movement.

Sonya Graci, Ted Rogers School of Management, spoke to Radio-Canada about tourism in Ontario.

Sui Sui, Ted Rogers School of Management, spoke to OMNI Television about PM Trudeau's visit to China and Canada-China trade.

CBC Toronto spoke with **Lisa Taylor**, Journalism, on publication bans at the Laura Babcock murder trial.

The Toronto Star quoted **Nick Bellissimo**, Nutrition Discovery Labs, on Soylent as a meal replacement.

The National Post quoted **Arne Kislenko**, History, in a piece on the CIA's plan for Canada ahead of the Cuban Missile Crisis.

Sorpong Peou, Politics and Public Administration, contributed a piece to East Asia Forum on the topic of Cambodia's politics of survival threatening democracy.

Yunxiang Gao, History, spoke to CBC News about the experience of women of colour in sexual harassment cases.

Chris MacDonald, TRSM, spoke to CBC Radio One Halifax on the topic of greed.

CBC News Network spoke with **Joanne McNeish**, TRSM, about PETA's protests of Canada Goose.

The Christian Science Monitor quoted **Jamin Pelkey**, Languages, Literatures and Cultures, about how bats learn to 'talk'.

John Miller, Journalism, appeared on TVO's The Agenda discussing local news losses.

CNBC spoke with **Jeremy Kinsman**, distinguished visiting diplomat, about the need for a Canada-China trade deal.

Leanne Nicolle, Executive in Residence, Inclusive Leadership in Sport, TRSM, contributed a piece to the Globe and Mail on the topic of toxic masculinity in the sports industry.

Innovation

Canadian Lawyer Magazine reported that the Federation of Law Societies granted preliminary approval for a proposed new law program at Ryerson, quoting **Anver Saloojee**, AVP, Ryerson International and the dean of record for the law school proposal. Similar coverage appeared in the Lawyers Weekly.

A new partnership between Ryerson and Facebook generated coverage in Metro News, quoting **Asmaa Malik**, Journalism; TechVibes, quoting **Janice Neil**, chair, Journalism and **Abdullah Snobar**, DMZ; CBC News, quoting **Abdullah Snobar**, and **Charles Falzon**, dean, Faculty of Communication and Design; and the Business News Network, quoting **Abdullah Snobar**.

The Toronto Star reported on the Chang School's international university foundation program, quoting Dean **Marie Bountrogianni**.

CBC Toronto reported on the Accessibility Project at Ryerson, with an interview with **Marie Bountrogianni**, dean, Chang School.

The Tyee reported that Audible, the audio wing of Amazon, is partnering with Ryerson to train their media and performing arts students in the techniques for voicing and producing audiobooks.

The Lawyers Weekly quoted **Chris Bentley**, Legal Innovation Zone, on a new Ryerson initiative to reform family law.

Law Times reported that the Legal Innovation Zone at Ryerson launched the Global Family Justice Initiative, quoting **Chris Bentley**.

A Vancouver Province article featured the Privacy by Design Centre of Excellence praising the centre for setting the standard for data protection and privacy, quoting executive director **Ann Cavoukian**. The item also appeared in the Windsor Star.

Betakit reported that the Chang School announced 17 finalists for the Accessibility Project, launched in partnership with the DMZ.

Techvibes reported that Ryerson and the Endeavour Centre have designed and built a home with zero net energy use.

24 Hours Toronto reported on the Ryerson Fashion Zone startup Four Fifty Five, quoting **Richard Lachman**, director of zone learning.

Community engagement and city-building

NOW Toronto featured the Social Ventures Zone at Ryerson.

A Toronto Star article on the Sam the Record Man sign being raised above Yonge-Dundas Square quoted communications director **Michael Forbes**. Similar coverage appeared on 680 News, CTV News, CP24, CityNews, Inside Toronto, CBC News, and Breakfast Television.

The Globe and Mail featured Ryerson among the GTA's top employers, mentioning its 3,043 employees, subsidized access to in-ouse state-of-the-art fitness facilities, with basketball and squash courts, a swimming pool, indoor running track, and hockey rink.

The Toronto Star quoted Ryerson Rams head coach **Roy Rana** in an article about diversity on the sidelines of Canadian basketball. The item was picked up by 30 print and online news sites.

The Toronto Star featured **Mohammad Al Zaibak**, member of the Ryerson Board of Governors, who received the Toronto Region Board of Trade builder award.

CBC Radio's Metro Morning and CTV News Toronto reported that former First Lady Michelle Obama would be at Ryerson's Mattamy Athletic Centre.

Construction Canada reported that Ryerson's Student Learning Centre won a 2017 Excellence in Concrete Construction Awards from, the American Concrete Institute.

The National Post and Hartford Courant reported on the sold-out NCAA game as part of Ryerson's HoopFest. CBC News and the Toronto Star reported on Canadian basketball star Kia Nurse, and the Uconn Huskies-Duquesne Dukes game at the Mattamy Athletic Centre.

Archinect featured upcoming lectures and exhibitions at the Department of Architectural Science.

Daily Commercial News and Urban Toronto featured the construction of the Daphne Cockwell Health Sciences Complex.

Prepared by Marketing and Communications