



FOR APPROVAL

PUBLIC

OPEN SESSION

TO: Governing Council

SPONSOR: Anna Kennedy, Chair of the Governing Council

CONTACT INFO:

PRESENTER: See above.

CONTACT INFO:

DATE: June 20, 2024 for June 27, 2024

AGENDA ITEM: 8

ITEM IDENTIFICATION:

Revisions to By-Law Number 2

JURISDICTIONAL INFORMATION:

Section 2 (15) of the [University of Toronto Act](#) (1971), empowers the Governing Council to “pass by-laws regulating the exercise of its powers and the calling and conduct of its meetings and those of committees appointed by it ...”

GOVERNANCE PATH:

1. Executive Committee [for endorsement and forwarding] (June 18, 2024)
2. **Governing Council [for approval] (June 27, 2024)**

PREVIOUS ACTION TAKEN:

Sections 15 and 29 (b) (ii) were amended; and Section 32 (g), (h), (i) were approved at the December 15, 2011, meeting of the Governing Council.

HIGHLIGHTS:

Ontario’s new not-for-profit legislation, the *Not-For-Profit Corporations Act*, 2010, S.O. 2010, c. 15 (the "ONCA"), came into force on October 19, 2021. The ONCA replaced Part III of the *Corporations Act* (Ontario), and accordingly is the primary incorporation statute for not-for-profit corporations in Ontario.

The University is a corporation without share capital formed by a special act, the *University of Toronto Act, 1971* (the "Act"). The University was previously subject to the provisions of Part III of the *Corporations Act* (Ontario).

The proposed amendments to By-law Number 2 dated December 15, 2011, of The Governing Council ("Current By-law") are to bring the Current By-law into compliance with the ONCA and were developed in consultation with the University's external counsel, Cassels Brock & Blackwell LLP.

While the University is generally subject to the ONCA, there are limits to ONCA's application. First, the Act provides that certain specific provisions of the ONCA do not apply to the University. More broadly, the Act provides that "[i]n the event of a conflict between any provision of [the Act], and any provisions of [the ONCA], the provision of [the Act] prevails." The effect of this "paramountcy" clause is that any conflict between a provision in the ONCA and a provision of the Act, the provision of the Act will govern.

There is an overarching conflict between the types of governance structures contemplated by the ONCA, and the governance structure of the University, as provided for in the Act and the Current By-law. The ONCA also contemplates that a corporation will have "members", generally akin to shareholders of for-profit corporations, and will be managed by a board of directors. The University is managed by the Governing Council and does not have members in the sense contemplated by the ONCA.

The paramountcy clauses in the UTA and the ONCA can be relied upon to resolve any conflict in favour of the current provisions. The proposed revisions made to the Current By-law respects the University's governance structure while attempting to bridge the gap between the provisions of the Current By-law and the ONCA rules.

Additional recommended revisions to the Current By-law are proposed to modernize certain language and incorporate provisions from the ONCA rules that are of general benefit to the University.

The proposed Amendments to the Current By-Law include:

1. **General:** Provisions throughout the draft were updated in order to modernize the language to: (a) allow for the use and storage of digital signatures, (b) provide for gender-neutral titles (i.e., Chair, Vice-Chair and Acting Chair), and (c) allow for meetings to be held entirely by one or more telephone or electronic means.
2. **Section 1(d):** The objective of this language is to reconcile the University's governance structure with the member/director structure contemplated by the ONCA. The members of the Governing Council will, for the purposes of the ONCA, constitute both the "members" (within the meaning of ONCA) and the directors. Essentially, the members of the Governing Council as determined through the existing election process will be the members under ONCA and elect themselves as the directors. The

intention is to ensure that no changes are made to the existing election and appointment procedures, while establishing technical compliance with the ONCA governance structure.

3. **Section 11: Regular meetings:** Further to the above, this section was updated to provide that the meeting of the Governing Council in June of each year is to serve as the "annual meeting" of the members of the corporation that is required under the ONCA. At an annual meeting of members under the ONCA, a corporation is required to provide to the members financial statements of the corporation for the prior fiscal period, and the members shall elect the directors of the corporation.

It has been the practice to approve the financial statements of the University for each fiscal year at the June Governing Council meeting. Accordingly, this meeting would meet the requirement for an annual meeting under the ONCA. At the June meeting the then-current members of the Governing Council will confirm the members of the Governing Council (who would be considered directors under the ONCA) whose term will commence on July 1st, in order to satisfy the requirement under the ONCA to elect directors at each annual meeting.

4. **Section 17: Roll of members, and Section 18: Members to notify Secretary of change of address:** These sections were updated to add "of the Governing Council and officers of the University of Toronto" in order to comply with the requirements of the ONCA relating to maintaining registers of directors and officers.
5. **Sections 27(a): Conflict of interest, and 27(b) Idem, in committee:** These sections were updated to modernize the language consistent with contemporary practices to ensure that a quorum can still be established notwithstanding the absence of a member of the Governing Council that is absent due to a conflict.

RECOMMENDATION:

Be It Resolved,

THAT the proposed revisions to By-Law Number 2, as described in the cover memorandum dated June 20, 2024, be approved, effective July 1, 2024.

DOCUMENTATION PROVIDED:

- Revisions to By-Law Number 2 (red line version)

UNIVERSITY OF TORONTO BY-LAW NO. 2

Section #	Provisions
Interpretation	
1(a)	<p><i>Interpretation</i></p> <p>In this By-law and in all other By-laws and resolutions of the Governing Council of the University of Toronto, unless the context otherwise requires, words and expressions have the same meaning as defined in <i>The University of Toronto Act, 1971</i>, as amended, and, unless superseded thereby, in <i>The University of Toronto Act, 1947</i>, as amended. <u>For clarity, in this By-law, the terms “Chair”, “Vice-Chair” and “Acting Chair” have the same meaning as the terms “Chairman”, “Vice-Chairman”, and “Acting Chairman”, respectively, as used and defined in The University of Toronto Act, 1971.</u></p>
1(b)	References in this By-law and in all other By-laws and resolutions of the Council to <i>The University of Toronto Act, 1971</i> , as amended shall, unless the context otherwise requires, mean and include that Act and any amendments thereto from time to time or any act that may hereafter be substituted therefor.
1(c)	The marginal notes and headings in the body of this By-law do not form part hereof and are inserted for convenience of reference only.
<u>1(d)</u>	<u>For clarity, in this by-law, the persons comprising the Governing Council of the University of Toronto, in accordance with the processes established from time to time by the Governing Council of the University of Toronto in accordance with The University of Toronto Act, 1971, shall comprise both the members and directors for the purposes of the Ontario Not-For-Profit Corporations Act, 2010, SO 2010, c 15 (herein referred to as “ONCA”).</u>
Execution of Documents	
2.	<p><i>Corporate Seal</i></p> <p>The seal an impression whereof is stamped in the margin hereof shall be the corporate seal of the Governing Council. It shall be in the custody of the Secretary of the Council or such other person as the Council may from time to time designate.</p>
3(a)	<p><i>Authority to execute documents</i></p> <p>Any contract, document or instrument in writing requiring execution under seal on behalf of the Governing Council may be signed by one of:</p> <p style="padding-left: 40px;">the Chairman or Vice-Chairman<u>Chair or Vice-Chair</u> or Acting Chairman<u>Chair</u> of the Council or the President,</p> <p>together with one of:</p> <p style="padding-left: 40px;">the Secretary or Deputy Secretary or an Assistant Secretary of the Council,</p> <p>and all contracts, documents and instruments in writing so signed under seal shall be binding upon the Council, without further authorization or formality.</p>
3(b)	<p><i>Appointment of others to sign documents</i></p> <p>The Council may from time to time by resolution appoint any officer or others to sign officers or any person or persons on behalf of the Council either to sign documents</p>

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	contracts, documents or instruments in writing generally or to sign specific classes of contracts, documents or instruments in writing or to sign specific contracts, documents or instruments in writing. The corporate seal of the Council may, when required, be affixed to contracts, documents or instruments in writing signed as aforesaid or by any officer or officers, person or persons appointed as aforesaid by resolution of the Council.
3(c)	<p><i>Definition</i></p> <p>The term “contracts, documents or instruments in writing” as used herein shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings.</p>
3(d)	<p><i>Debentures</i></p> <p>Without limiting the provisions of clauses (a) and (b) of this section, any interim or definitive debenture issued by the Council shall be under the corporate seal of the Council and shall be signed by the President or the Chairman or Vice-Chairman<u>Chair or Vice-Chair</u> or Acting Chairman<u>Chair</u> of the Council or any member of the Council designated for the purpose by the Council, and by the Secretary or Deputy Secretary or an Assistant Secretary of the Council or any member of the Council designated for the purpose, and the interest coupons attached to any such debenture may be signed by the Secretary or Deputy Secretary or an Assistant Secretary of the Council or any member of the Council designated for the purpose by the Council. The signature of any person designated to sign any interim or definitive debenture or interest coupons as aforesaid may be engraved, lithographed, printed or otherwise reproduced mechanically and any such engraved, lithographed, printed or otherwise mechanically¹ <u>in any form approved by the Council including engraved, printed, facsimile or other electronic form including transmitted or stored in digital form and any such form of</u> reproduced signature shall be deemed for all purposes the signature of such person and shall be binding upon the Council. The said signatures shall be signatures of the persons holding office or designated as aforesaid at the time of the signature of any such interim or definitive debenture or interest coupons respectively and notwithstanding any change in any of the persons holding the said offices or so designated between the time of signature and the date of delivery thereof, such interim or definitive debentures and interest coupons so signed shall be valid and binding upon the Council.</p>
3(e)	<p><i>Signature of cheques, etc.</i></p> <p>All cheques, drafts or orders for the payment of money and all notes, acceptances and bills of exchange shall be signed by such officer or officers or other person or persons in such manner as the Council may from time to time designate by resolution; except that where any imprest expenditure bank account is maintained under the authority of the Council,</p> <p>(i) the limit of funds to be deposited therein;</p>

¹ In Section 3(d), the wording “engraved, lithographed, printed or otherwise reproduced mechanically and any such engraved, lithographed, printed or otherwise mechanically” was replaced with the wording “in any form approved by the Council including engraved, printed, facsimile or other electronic form including transmitted or stored in digital form and any such form of” in order to modernize the language.

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	<p>(ii) the procedure for the replenishment thereof; and</p> <p>(iii) the person or persons authorized to sign cheques, drafts or orders for the payment of money in respect of such account,</p> <p>may be determined by such officer or officers or other person or persons as the Council may from time to time designate by resolution.</p>
3(f)	<p><i>Facsimile signatures on cheques, etc.</i></p> <p>The Council may from time to time by resolution provide that the signatures of the officer or officers or other person or persons designated to sign cheques, drafts, orders for the payment of money, notes, acceptances and bills of exchange may be reproduced thereon in facsimile ²or other electronic form as provided in such resolution.</p>
3(g)	<p><i>Custody and use of mechanical means of reproducing signatures</i></p> <p>The Council shall provide for the proper custody and use of any such mechanical means of reproduction of signatures and any such use shall be first authorized by the signatory.</p>
4.	<p><i>Financial year</i></p> <p>The Governing Council shall by resolution determine the date on which its financial year shall end and may from time to time by resolution change such date.</p>
5(a)	<p><i>Academic seal</i></p> <p>The seal an impression whereof is stamped in the margin hereof shall be the seal of the University for academic purposes. It shall be in the custody of the Secretary of the Governing Council or such other person as the Council may from time to time designate.</p>
5(b)	<p><i>Authority to execute documents under academic seal</i></p> <p>Any diplomas, documents or instruments in writing requiring execution under the academic seal on behalf of the University shall be signed by one of:</p> <p style="padding-left: 40px;">the Secretary or Deputy Secretary or an Assistant Secretary of the Council,</p> <p>and by at least one of:</p> <p style="padding-left: 40px;">the Chancellor or the President, and any diploma, document or instrument in writing given under seal and signed as aforesaid shall be deemed to have been given under the academic authority of the University, without further authorization or formality. Such diplomas, documents or instruments in writing given under the academic seal and signed as aforesaid may bear in addition the signature of the Head of a College, Dean of a Faculty or School or Director or Head of a Division or Institute of the University, as may be deemed appropriate by the Council.</p>

² In section 3(f), the words "or other electronic" were added to modernize the language.

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5(c)	<p><i>Mechanical reproduction of signatures</i></p> <p>The signatures of the Chancellor, the President and the Secretary or reproduction of Deputy Secretary or Assistant Secretary of the Council may be engraved, signatures lithographed, printed, stamped or otherwise reproduced mechanically³<u>in any form approved by the Council including engraved, printed, facsimile or other electronic form including transmitted or stored in digital form</u> on any document or instrument in writing executed under the academic seal of the University.</p>
5(d)	<p><i>Includes signature of Deans, Directors</i></p> <p>The signatures of the Deans, Directors and other Heads of the Colleges, Faculties, Schools, Divisions and etc. Institutes may likewise be engraved, lithographed, printed, stamped or otherwise reproduced mechanically⁴<u>in any form approved by the Council including engraved, printed, facsimile or other electronic form including transmitted or stored in digital form</u> on any document or instrument in writing executed under the academic seal of the University.</p>
5(e)	<p><i>Custody and use</i></p> <p>The Secretary of the Governing Council is responsible for the proper custody and use of any such mechanical means of reproduction of signatures and any such use shall be first authorized by the signatory.</p>
Duties of Officers	
6.	<p>Chairman<u>Chair</u> to preside at meetings of Council</p> <p>The Chairman<u>Chair</u> of the Governing Council shall preside at all meetings of the Council, but if both the Chairman<u>Chair</u> and the Vice-Chairman<u>Vice-Chair</u> be absent, the Council shall elect a Presiding Officer <i>pro tempore</i> for that meeting from among such of the members appointed by the Lieutenant Governor in Council as are present. Such election shall be decided by a majority of the members of the Council present and voting.⁵</p>
7.	<p><i>Duties of</i> Vice-Chairman<u>Vice-Chair</u></p> <p>The Vice-Chairman<u>Vice-Chair</u> shall carry out such duties as may at any time and from time to time be assigned by the Chairman<u>Chair</u>. If the Chairman<u>Chair</u> be temporarily absent or unable to act, the Vice-Chairman<u>Vice-Chair</u> shall have and exercise all the powers of the Chairman<u>Chair</u> as prescribed by <i>The University of Toronto Act, 1971</i>, as amended, and by the By-laws of the Governing Council.</p>

³ In Section 5(c), the wording “engraved, signatures lithographed, printed, stamped or otherwise reproduced mechanically” was replaced with the wording “in any form approved by the Council including engraved, printed, facsimile or other electronic form including transmitted or stored in digital form” in order to modernize the language.

⁴ In Section 5(d), the wording “engraved, lithographed, printed, stamped or otherwise reproduced mechanically” was replaced with the wording “in any form approved by the Council including engraved, printed, facsimile or other electronic form including transmitted or stored in digital form” in order to modernize the language.

⁵ These titles were amended to be gender-neutral (i.e., Chair, Vice-Chair and Acting Chair).

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8.	<p><i>Secretariat</i></p> <p>The Governing Council shall appoint a Secretary of the Council and may from time to time appoint a Deputy Secretary and one or more Assistant Secretaries.</p>
9.	<p><i>Duties of Secretary</i></p> <p>The Secretary shall: give notice of and attend all meetings of the Governing Council and keep regular minutes of all the proceedings thereat; prepare and maintain a record of the current membership with their mailing addresses furnished by the members; use such means as he or she deems necessary to record the proceedings of the meetings of the Council; keep minutes of the proceedings of all committees of the Council; prepare all resolutions, reports or other papers which the Council may direct, and all copies which may be required of any such documents and papers; discharge such other duties as are prescribed by the By-laws of the Council or as may be assigned by the Council or by the ChairmanChair thereof.</p>
10.	<p><i>Duties of the Deputy Secretary and Assistant Secretary</i></p> <p>The Deputy Secretary and Assistant Secretaries shall assist the Secretary and shall perform such of the duties of the Secretary as the Secretary or the Governing Council may from time to time assign.</p>
Meetings	
11.	<p><i>Regular meetings</i></p> <p>At least five regular meetings of the Governing Council shall be scheduled in the period between September 1 and the following June 30 in each academic year. The dates and times of such meetings shall be determined annually in advance by the Executive Committee not later than June 30 preceding the period of such meetings, and a schedule of the dates and times of the meetings so determined shall be given by the Secretary to each member of the Governing Council and to the public, in the manner provided in section 15 hereof, not later than July 15 immediately preceding the period of such meetings. <u>Each meeting of the Governing Council that occurs in June of each year shall constitute an annual meeting within the meaning of the ONCA and the calling of such meeting is intended to satisfy the provisions of ss. 52(1) of the ONCA that require an annual meeting of the members to be held no later than 15 months after holding the preceding annual meeting.</u>⁶ The Executive Committee may cancel at most one of the regular meetings of the Governing Council in each academic year, for lack of sufficient business. In such case, at least four clear days' notice shall be given to members. Each such meeting shall be adjourned after two and one-half hours from its commencement or on completion of the business before the Council at the meeting, whichever is earlier, unless the Council agrees to extend the time of adjournment.</p>
12.	<p><i>Special meetings, how called</i></p> <p>A special meeting of the Governing Council shall be called by the Secretary when</p>

⁶ The reference to the annual meeting in Section 11 is the meeting in June when the financial statements are approved, and it is recommended that the then-current members of the Governing Council confirm the members whose term shall commence on July 1st in such year. The intention is that this meeting would serve as the "annual meeting" required under ONCA.

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	<p>requested to do so by</p> <ul style="list-style-type: none"> (i) the Chairman<u>Chair</u> of the Council; or (ii) the President, if both the Chairman<u>Chair</u> and Vice-Chairman<u>Vice-Chair</u> of the Council be temporarily absent or unable to act; or (iii) written requisition signed by not fewer than fifteen members of the Council. <p>A special meeting called as aforesaid may transact only that business for which it is called and which is set out in the notice of the meeting.</p>
13.	<p><i>Meetings on a University campus unless Chairman<u>Chair</u> determines other location</i></p> <p>Any regular or special meeting of the Governing Council shall be held on a campus of the University unless the Chairman<u>Chair</u> determines that it should be held elsewhere. <u>7Meetings may be held entirely by one or more telephonic or electronic means.</u></p>
14.	<p><i>Notice of meetings⁸</i></p> <p>Notice of the time and place of any regular or special meeting of the Governing Council shall be given by the Secretary to each member thereof and to the public not less than four clear days (in the case of regular meetings) and not less than one clear day (in the case of special meetings) before the day on which the meeting is to be held. The day of giving notice and the day of the meeting shall not be counted when computing such clear days.</p>
15.	<p><i>Notice sufficiently given</i></p> <p>Any notice of meeting shall be sufficiently given to a member if</p> <ul style="list-style-type: none"> (i) it is delivered personally to the member or to the mail or electronic mail address recorded for such member in the roll of members kept by the Secretary; or (ii) it is sent by prepaid post through the Canada Post Office; or (iii) it is sent through the University mail delivery service; or (iv) where a member of the Council has not notified the Secretary in writing of the address at which he or she desires to be served with notice as provided in section 17 hereof, it is deposited in the Office of the Secretary, to be held for such member; <p>and notice shall be sufficiently given to the public if posted on the Governing Council's publicly-accessible website.</p> <p>Nothing in this section shall be interpreted as denying to the Secretary the use of such additional means of communication as he or she may see fit to give notice to members</p>

⁷ [The sentence "Meetings may be held entirely by one or more telephonic or electronic means." was added to modernize the language.](#)

⁸ [Under the ONCA, notice for members' meetings is prescribed as not less than 10 days and not more than 50 days before the meeting, so this likely represents an instance of technical non-compliance for any meetings of the Council that are intended to be meetings of "members" within the meaning of ONCA; the notice period would be compliant with respect to meetings that are intended to be meetings of "directors" under ONCA. The intention would be to rely on the conflict provisions in the U of T Act with respect to any non-compliance.](#)

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	and to the public.
16.	<p><i>Time when notice given</i></p> <p>Such notice shall be deemed to have been given at the time when it is delivered personally or to the mail or electronic mail address recorded in the roll of members kept by the Secretary for the person to whom it is to be given, provided, however, that a notice mailed through the Canada Post Office shall be deemed to have been given when deposited in a post office or public letter box⁹<u>received by the intended recipient on the 5th day after it was sent</u>, a notice mailed through the University mail delivery service shall be deemed to have been given when delivered to the University of Toronto post office, and a notice mailed through an electronic mail system shall be deemed to have been given as of the date stamp indicated in the electronic mail system of the Office of the Secretary. Notice shall be deemed to have been given to the public at the time when it is posted on the Governing Council's publicly-accessible website.</p>
17.	<p><i>Roll of members</i></p> <p>The Secretary shall keep a roll showing the names and₃ addresses for service of notice_{and} ¹⁰<u>email addresses</u> of all members <u>of the Governing Council and officers of the University of Toronto in accordance with the ONCA</u>. Each member shall notify the Secretary in writing of the address at which such member desires to be served with notices of meeting and, in the absence of such notification, notices of meetings shall be held for the member in the Office of the Secretary.</p>
18.	<p><i>Members to notify Secretary of change of address</i></p> <p>It is the responsibility of members <u>of the</u> ¹¹<u>Governing Council and officers of the University of Toronto</u> who change their address from that recorded on the roll of members to notify the Secretary in writing of the change.</p>
19.	<p><i>Certificate of Secretary as to notice</i></p> <p>A certificate of the Secretary or of the Deputy Secretary or of an Assistant Secretary in office at the time of the making of the certificate as to the facts in relation to the mailing or delivery or service of any notice or other document to any member of the Governing Council or of a committee thereof, or in relation to the publication of any notice or other document shall be conclusive evidence thereof and shall be binding on every member of the Council or of a committee thereof, as the case may be.</p>
20.	<p><i>Meeting not invalidated</i></p> <p>The failure of the Secretary to give notice to a member ¹²<u>of the Governing Council</u> or to the public as provided herein shall not invalidate the proceedings of the meeting for which the notice was given or any part thereof.</p>

⁹ In Section 16, the wording "given when deposited in a post office or public letter box" was replaced with the wording "received by the intended recipient on the 5th day after it was sent" to modernize the language.

¹⁰ Section 17 was updated to add "of the Governing Council and officers of the University of Toronto in accordance with the ONCA" to comply with the requirements of ONCA relating to directors and officers.

¹¹ Section 18 was updated to add "of the Governing Council and officers of the University of Toronto" to comply with the requirements of ONCA relating to directors and officers.

¹² Section 20 was updated to add "of the Governing Council", for clarity.

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21.	<p><i>Content of notice of meeting</i></p> <p>The notice of any meeting of the Governing Council shall set forth the general nature of the business that will come before the meeting. Failure to give notice of any particular item of business shall not invalidate the proceedings of the meeting for which the notice was given or any part thereof.</p>
22.	<p><i>Introduction of matters to agenda</i></p> <p>All substantive motions, including reports of committees, must be received by the Secretary at least ten days in advance of the day of the meeting at which it is proposed they be considered, unless the Executive Committee waives this requirement. Such motions shall be considered by the Executive Committee for inclusion on the agenda, or other action as it deems appropriate, and the Executive Committee shall report to the Governing Council at its next regular meeting the action that it has taken with respect to such motions.</p>
23.	<p><i>Reconsider, two-thirds majority</i></p> <p>No matter decided by the Governing Council may be considered again within twelve months of the date of the meeting at which the matter was decided, unless a motion for reconsideration is carried by a two-thirds majority of the members present and voting.</p>
24.	<p><i>Votes of members</i></p> <p>Each member present, including the Presiding Officer, is entitled to one vote and only the members present may vote on any question.</p>
25.	<p><i>Questions decided by majority vote</i></p> <p>All questions that come before the Governing Council shall be decided by a majority of the members present and voting, unless otherwise expressly provided herein. In the case of an equality of votes, the question shall be deemed to be decided in the negative.</p>
26.	<p><i>Decisions by resolution, to be recorded</i></p> <p>Save and except where the Governing Council exercises its powers by by-law or where it is otherwise provided herein, the decision of the Council upon any matter coming before it shall be made by resolution and shall be recorded in the minutes of the Council.</p>
Conflict of Interest	
27(a)	<p><i>Conflict of interest</i></p> <p>Subject as provided in paragraph (c) of this section 27, any member <u>or officer</u> of the Governing Council who is, in any way, directly or indirectly interested in any contract or transaction being considered by the Council shall, at any meeting of the Council at which such contract or transaction is being considered, declare his or her interest and the nature and extent thereof and shall abstain from participating in discussion with respect to the matter, from moving and seconding motions, and from voting thereon; ¹³<u>If no quorum</u></p>

¹³ In Section 27(a) and Section 27(b), the following was added to modernize the language consistent with contemporary corporate practices: "If no quorum exists for the purpose of voting on a resolution to approve a contract or transaction only because a member is not permitted to be present at the meeting, the remaining members of the Governing Council are deemed to constitute a quorum for the purposes of voting"

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	<p><u>exists for the purpose of voting on a resolution to approve a contract or transaction only because a member is not permitted to be present at the meeting, the remaining members of the Governing Council are deemed to constitute a quorum for the purposes of voting on the resolution. Where the interest of a member of the Governing Council has not been declared by reason of such member's absence from the meeting, that member shall declare such interest at the next Governing Council meeting which that member attends.</u></p>
27(b)	<p>Idem, in committee</p> <p>Subject as provided in paragraph (c) of this section 27, any member of any committee of the Council who is, in any way, directly or indirectly interested in any contract or transaction being considered by the committee shall, at any meeting of the committee at which such contract or transaction is being considered, declare his or her interest and the nature and extent thereof and shall abstain from participating in discussion with respect to the matter, from moving and seconding motions, and from voting thereon; <u>If no quorum exists for the purpose of voting on a resolution to approve a contract or transaction only because a member is not permitted to be present at the meeting, the remaining members of the committee of the Governing Council are deemed to constitute a quorum for the purposes of voting on the resolution. Where the interest of a member of a committee of the the Governing Council has not been declared by reason of such member's absence from the meeting, that member shall declare such interest at the next meeting of the committee of the Governing Council which that member attends.</u></p>
27(c)	<p><i>Exception re conflict of interest</i></p> <p>A member of the Council or of a committee of the Council who is an employee of the University, or a member of whose immediate family is an employee of the University, may take part in discussions and vote on all matters relating to the operation of the University, except for matters in which the interest of the member, or of any member of the immediate family of the member, is not the same or substantially the same as that of other employees of the University, and except as provided in clause (d) of this section.¹⁴</p>
27(d)	<p>No member of the Council or of a committee of the Council, other than the President or a Vice-President, who is an employee or a member of whose immediate family is an employee of the University, may move or second motions or vote on matters related to the remuneration or benefits, terms of employment, rights or privileges available to employees of the University that are directly related to compensation or that are negotiated in a collective fashion for a class or group of employees of the University.</p>
27(e)	<p>Clause (d) of this section does not apply to members of the Council, the Academic Board or of other committees with respect to policies on the nature of academic employment</p>

on the resolution. Where the interest of a member of the Governing Council has not been declared by reason of such member's absence from the meeting, that member shall declare such interest at the next Governing Council meeting which that member attends."

¹⁴ This exception is technically not permitted by the ONCA in respect of meetings of directors. Pursuant to ss 41(5) of the ONCA, a director shall not attend any part of a meeting of the directors during which the contract or transaction is discussed and shall not vote on any resolution to approve the contract or transaction unless the contract or transaction is, (a) one relating primarily to their remuneration as a director of the Corporation or an affiliate, (b) one for indemnity or insurance under s. 46, (c) or one with an affiliate. This is an instance of where the paramountcy clause in the U of T Act would be relied upon. Also consider if these exemptions should be incorporated in addition to the exemption outlined in 27(c).

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	that are specifically assigned by the Council to the Academic Board.
Indemnification of Members	
27A.	<p><i>Indemnification of members</i></p> <p>Except in respect of an action to procure a judgement in its favour, every member of (i) the Council or (ii) any committee or Board of the Council referred to in or established under section 29 hereof, and the President, the Chancellor, each Vice-President of the University and the Secretary of the Council, and the heirs, executors and administrators and the estate and effects of each of them, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Council, from and against all costs, charges and expenses whatsoever (including amounts paid to settle an action or satisfy a judgement and fines and other monetary penalties), that such person sustains or incurs in or about any civil, criminal or administrative action, suit or proceeding that is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or wilful default.</p>
27B.	<p>Insurance</p> <p>Subject to the limitations of the ONCA, the Corporation may purchase and maintain insurance for the benefit of an individual referred to in ss 46(1) of the ONCA against any indemnity incurred by the individual (a) in the individual's capacity as a director or officer of the Corporation; or (b) in the individual's capacity as a director or officer, or similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.¹⁵</p>
Executive Committee	
28(a)	<p><i>Executive Committee composed as in Act</i></p> <p>Whereas the composition of the Executive Committee is set out in full in section 3 of <i>The University of Toronto Act, 1971</i>, as amended, and is not subject to alteration by amendment to this By-law, the Executive Committee shall be composed as provided in the said <i>Act</i>.</p>
28(b)	<p>Vice-Chairman Vice-Chair to be member and Vice-Chairman Vice-Chair of Executive Committee</p> <p>The member nominated from among the members appointed by the Lieutenant Governor in Council and elected as Vice-Chairman Vice-Chair of the Governing Council shall be a member of and the Vice-Chairman Vice-Chair of the Executive Committee.</p>
28(c)	<p><i>Quorum</i></p> <p>Whereas the quorum of the Executive Committee is set out in section 3 of <i>The University of Toronto Act, 1971</i>, as amended, and is not subject to alteration by amendment to this By-law, the quorum of the Executive Committee shall be as provided in the said <i>Act</i>.</p>
28(d)	<p><i>Duties</i></p> <p>The Executive Committee may deal with any matter that is within the responsibility of the Governing Council and, without restricting the generality of the foregoing, it shall</p>

¹⁵ [This was added to modernize the language.](#)

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	<p>(i) prepare the agenda for all regular meetings of the Council;</p> <p>(ii) receive and review reports of other committees for transmission to the Council;</p> <p>(iii) refer matters to other committees of the Council;</p> <p>(iv) act as a Striking Committee to nominate persons for appointment to the committees of the Council; and,</p> <p>(v) exercise such of the powers of the Council as the Council may by resolution provide.</p>
28(e)	<p><i>Attendance of Council members and senior administrators</i></p> <p>Members of the Council who are not members of the Executive Committee, and those senior administrators whose presence is required by the President, may attend meetings of the Committee but may not participate in the debate thereat unless invited by the Chair to do so, except that the Committee may, by a majority of its members present and voting, resolve to conduct its debate on any item or items <i>in camera</i>; on the passing of such a motion, the members of the Council who are not members of the Committee shall withdraw from the meeting.</p>
28(f)	<p><i>Committee may admit others</i></p> <p>The Committee may, by a majority of its members present and voting, admit to any meeting or part thereof any person or persons whose presence is considered necessary to facilitate the work of the Executive Committee.</p>
28(g)	<p><i>Limitation of powers Section 3(4) of Act</i></p> <p>Whereas <i>The University of Toronto Act, 1971</i>, as amended, provides that no decision of the Executive Committee is effective until approved by the Governing Council or unless the Council has previously assigned authority therefor to the Executive Committee, the aforesaid limitations upon its powers shall not be subject to alteration by amendment to this By-law and the Committee shall be bound by the provisions of the said <i>Act</i>.</p>
<p>Boards and Committees</p>	
29(a)	<p><i>Committees of Governing Council</i></p> <p>There shall be four classes of committees of the Governing Council:</p> <p>(i) the Executive Committee;</p> <p>(ii) Boards, of which there shall be three:</p> <ul style="list-style-type: none"> • the Academic Board • the Business Board • the University Affairs Board; <p>(iii) Standing Committees, reporting either to the Governing Council or to a Board; and</p> <p>(iv) Special Committees.</p>

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29(b)	<p>(i) Subject to the provisions of paragraph (ii) of this clause, the number of Boards and Standing Committees, and the names, size, composition, quorum, duties and responsibilities of Boards and Standing Committees shall be as determined from time to time by resolution of the Council.</p> <p>(ii) The following Standing Committees are hereby established:</p> <ul style="list-style-type: none"> • Agenda Committee, reporting to the Academic Board • Academic Appeals Committee, reporting to the Academic Board • Elections Committee, reporting to the Executive Committee • Audit Committee, reporting to the Business Board. <p>(iii) The number, names, size, composition, quorum, duties and responsibilities of Special Committees shall be as determined from time to time by resolution of the Council, the Executive Committee or a Board.</p>
29(c)	<p><i>Committee members need not be members of Council</i></p> <p>(i) Persons who are not members of the Governing Council may be members of any committee except the Executive Committee and the Elections Committee.</p> <p>(ii) A majority of the members of the University Affairs Board, the Business Board and the Academic Appeals Committee shall be members of the Council.</p> <p>(iii) If not established by the Council in the terms of reference of the Board, the number of non-Governing Council members on a Board shall be determined by the Board.</p>
29(d)	<p><i>Appointment of committee members</i></p> <p>(i) The Governing Council shall appoint members of the Council to the Boards and to the Standing Committees reporting to Boards. The Executive Committee shall appoint the members of any Standing or Special Committee reporting directly to the Executive Committee or to the Council.</p> <p>(ii) Subject to paragraph (i) of this clause, Boards shall appoint those of their members who are neither ex officio nor elected and shall appoint the non-ex officio members of Standing and Special Committees.</p>
29(e)	<p><i>Chairs and Vice-Chairs of committees</i></p> <p>The Council shall appoint the Chair and Vice-Chair of a Board from among the members of the Council on the Board. Chairs and, if any, Vice-Chairs of Standing Committees shall be appointed by the body to which the Committee reports. Chairs and, if any, Vice-Chairs of Special Committees shall be appointed by the body which establishes the committee.</p> <p>(i) The Chairman<u>Chair</u> and the Vice-Chairman<u>Vice-Chair</u> of the Council, the President, and the Chancellor shall be ex officio voting members of all Boards, Standing Committees and Special Committees. The Secretary of the Governing Council shall be ex officio a non-voting member of Boards and of any committees on which authority to act for the Council has been conferred.</p> <p>(ii) The terms of reference of a committee may specify ex officio voting membership for vice-presidents, assistant vice-presidents, vice-provosts or other University officers, either expressly or through appointment by the President. The President</p>

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	<p>may designate one such person as the senior Presidential assessor, for the purposes of assisting in the discharge of the President's responsibilities with respect to the committee. Alternatively, the President may designate a University officer not already a voting member of the committee as a senior Presidential assessor, in which case the person so designated shall be a voting member of the committee. In addition, the President may appoint other University officers as non-voting assessor members of a committee.</p> <p>(iii) The provisions of paragraph (ii) of this clause do not apply to the Executive Committee, the Audit Committee, or to committees dealing with academic appeals, external appointments, elections or honorary degrees.</p>
30(a)	<p><i>Communications</i></p> <p>All written communications to the Governing Council on any subject coming properly within the cognizance of any committee shall stand referred as of course to that committee, which shall consider the matter and, if it sees fit, report thereon to the Council.</p>
30(b)	<p><i>Members' communications on matters within jurisdiction of committees</i></p> <p>Questions and written comments from members on matters that are or will be before committees shall stand referred as of course to the appropriate committee for reply or debate at the time when such matters are under consideration.</p>
Actions by Committees	
31(a)	<p><i>Authority to Act</i></p> <p>Subject to any limitations imposed by law or contract, the Council may, by resolution, confer upon any committee which it appoints authority to act on its behalf with respect to any matter or class of matters if a majority of the members of the committee, including in the computation thereof ex officio members, are members of the Council.</p>
31(b)	<p>Subject to any limitations imposed by law or contract, authority to act on behalf of the Governing Council with respect to agreements with the teaching or administrative staff of the University concerning the remuneration or benefits, terms of employment, rights or privileges available to employees of the University that are directly related to compensation or that are negotiated in a collective fashion for a class or group of employees of the University, is hereby delegated to the Business Board, except that the Council may by resolution assign to the Academic Board responsibility for specific matters with respect to the nature of academic employment.</p>
31(c)	<p><i>Report of action taken by committees</i></p> <p>Subject to clause (d) of this section, action taken by a committee on behalf of the Governing Council under the authority of a resolution of the Council shall,</p> <ul style="list-style-type: none"> (i) be reported to the Council for information; (ii) have the same effect as a resolution passed by the Council; and (iii) have effect from the end of the meeting of the committee.
31(d)	<p><i>Council Review of action taken by committees reporting to it</i></p> <ul style="list-style-type: none"> (i) Where the Council, with respect to any matter or class of matters, has conferred on any committee reporting directly to it authority to act on its behalf, and where,

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	<p>prior to the adoption by the committee of a resolution to determine the matter, the ChairmanChair of the Governing Council, the Chair of the committee, the President (or an administrative assessor acting for the President), or the committee itself is of the opinion that the matter is major in significance with respect to the University as a whole or with respect to the public or fiduciary responsibilities of the Governing Council, the ChairmanChair, Chair, President or committee, as the case may be, may require that the action of the committee be submitted to the Council for confirmation.</p> <p>(ii) Where a matter is referred to the Council pursuant to paragraph (i) of this clause, the action taken by the committee shall not have effect unless confirmed by the Council. If so confirmed, such action shall have the same effect as a resolution passed by the Council and shall have effect from the end of the Council meeting to which the matter was referred.</p> <p><i>Non-applicability of provisions for review</i></p> <p>(iii) Paragraphs (i) and (ii) of this clause do not apply to actions taken by the Business Board under the delegated authority contained in clause (b) of this section or to any Special Committee to which the Council delegates its judicial functions.</p>
31(e)	<p><i>Reconsideration within twelve months, two-thirds majority</i></p> <p>No matter decided by a committee under the authority of a resolution of the Council or referred to the Council and confirmed by it under the provisions of clause (d) of this section may be considered again by the committee or by the Council within 12 months of the committee meeting at which the matter was decided or of the Council meeting at which the action of the committee was confirmed, as the case may be, unless a motion for reconsideration is carried by a two-thirds majority of the members of the committee or the Council present and voting at a meeting thereof.</p>
31(f)	<p><i>Report of action taken by committees reporting to Boards</i></p> <p>(i) Where a committee reporting to a Board holds delegated authority to act for the Council, in any matter or class of matters, the provisions of paragraphs (i) and (ii) of clause (d) and clause (e) of this section apply, mutatis mutandis.</p> <p>(ii) The provisions of paragraph (i) do not apply to the Academic Appeals Committee or any committee that may be substituted therefor.</p>
<p>Committee Procedures</p>	
32(a)	<p><i>Vote of committee members</i></p> <p>Each committee member present at a meeting of a committee of the Governing Council, including the Presiding Officer, is entitled to one vote and only committee members present may vote on any question.</p>
32(b)	<p><i>Question decided in committees by majority vote</i></p> <p>Unless otherwise expressly provided herein or by resolution of the Council, all questions that come before any committee of the Council shall be decided by a majority of the committee members present and voting and in the case of an equality of votes, the question shall be deemed to be decided in the negative.</p>

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32(c)	<p><i>Rules of order for committees</i></p> <p>Unless otherwise expressly provided herein or by resolution of the Council, a committee of the Council shall conduct its meetings by such rules of order as are considered just and expedient for the transaction of the business before the committee, save that the Presiding Officer of a committee may, at his or her discretion, invoke the rules of order of the Council in order to expedite the transaction of business.</p>
32(d)	<p><i>Committee agendas</i></p> <p>The agenda for a committee meeting shall be as distributed by the Secretariat under the authority of the committee Chair or in the case of the Academic Board, of the Agenda Committee, and shall set forth the items of business to be discussed at the meeting. No matter not on the agenda may be introduced unless the introduction thereof be agreed to by two-thirds of the members present and voting. The mover shall briefly indicate reasons why the matter should be introduced, but otherwise the motion shall not be debatable.</p>
32(e)	<p><i>Calendar of business for subsequent meetings</i></p> <p>A committee may by resolution determine that a matter be included on the agenda of a subsequent meeting. In addition, on written request, signed by at least 10 percent of the voting members of a committee and submitted at a meeting of the committee, a stated matter or notice of motion shall be included on the agenda of the committee's next regular meeting.</p>
32(f)	<p><i>Notice of motion in the committee by a member</i></p> <p>At any committee meeting a member may give notice of a motion to be presented at a subsequent meeting of the committee. A motion of which notice is given as aforesaid, shall be considered by the committee Chair or, in the case of the Academic Board, by the Agenda Committee, for inclusion on the agenda of a subsequent meeting or other action as the Chair or the Agenda Committee, as the case may be, deems appropriate. In the case of committees reporting to or established by the Academic Board, the committee Chair may refer the matter to the Agenda Committee for determination. At the next regular meeting of the committee in which the notice of motion has been given, the Chair, or the Agenda Committee as the case may be, shall report the action taken with respect to the notice of motion. The decision of the Chair, or of the Agenda Committee, shall be subject to the provisions of clauses (d) and (e) of this section.</p>
32(g)	<p><i>Meetings by telephone or other means of simultaneous or instantaneous communication</i></p> <p>At the discretion of the Chair, a committee meeting may be held by such means of telephone, or other communication facilities that permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously. A person(s) participating in such a meeting by such means is (are) deemed to be present at the meeting. In such cases, a University meeting room will be provided for members of the public who wish to hear the proceedings of the open session of the meeting. For these meetings, or portions thereof, held in closed session or <i>in camera</i>, it is expected that members will ensure that the necessary standards of confidentiality are maintained and that their participation is conducted in a setting that ensures such confidentiality.</p>
32(h)	<p><i>Participation in in-person meetings by telephone and other means of simultaneous or instantaneous communication</i></p>

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	<p>Normally, it is expected that members attend committee meetings in person. At the discretion of the Chair however, a member(s) who is (are) unable to attend in person may participate in that meeting by such means of telephone or other communication facilities that permit all members to communicate simultaneously and instantaneously. A member(s) participating in such a meeting by such means is (are) deemed to be present at the meeting. For those meetings, or portions thereof, held in closed session or <i>in camera</i>, it is expected that members participating by such means of telephone or other communication facilities will ensure that the necessary standards of confidentiality are maintained and that their participation is conducted in a setting that ensures such confidentiality.</p>
32(i)	<p><i>Approval of certain confidential time-sensitive matters by electronic votes between meetings</i></p> <p>At the discretion of the Chair, a committee may be asked to consider a matter outside of a committee meeting that would normally be dealt with in closed session or <i>in camera</i> and to determine the matter by means of an electronic vote. Such matters would, in the judgment of the Chair, be time-sensitive and delay until the next regularly scheduled meeting would have an adverse effect. Such matters would also, in the judgment of the Chair, normally require little, if any, discussion prior to voting. Matters considered in this manner shall be reported at the next regular meeting of the committee and recorded in the report of that meeting. Notice of the intent to use an electronic vote for a matter shall be given by the Secretary not less than one clear day prior to distributing materials on the matter to be considered. Members with concerns, who would like an item to be discussed by the committee in advance of the electronic vote, must notify the Secretary prior to the proposed voting period. The Chair will then determine an appropriate course of action and inform the committee on the disposal of the matter.</p>
33.	<p><i>Meetings of standing committees normally open except as provided</i></p> <p>Meetings of committees established under section 29 hereof to which authority to act on behalf of the Council has been delegated and, unless otherwise specified in their terms of reference, other committees established under section 29 hereof shall be open to the public, except that where</p> <ul style="list-style-type: none"> (i) matters may be disclosed at the meeting of such a nature, having regard to the circumstances, that the desirability of avoiding open discussion thereof outweighs the desirability of adhering to the principle that meetings be open to the public; or (ii) intimate financial or personal matters of any person may be disclosed at the meeting or part thereof <p>the meeting of the committee shall begin <i>in camera</i> and the members of the committee shall, as the first item of business, determine whether any part or parts of the meeting shall be held in closed session or <i>in camera</i>.</p>
34.	<p><i>Committee may decide to continue debate in closed session or in camera</i></p> <p>In the event that during debate on any question before a committee when the committee is meeting in public or in closed session, the Presiding Officer is of the opinion that further debate in public or in closed session may result in disclosure of matters of the nature referred to in section 33 hereof, he or she shall adjourn the debate, and the committee shall continue its meeting <i>in camera</i> for the purpose of deciding whether the whole or any</p>

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	part of the debate upon the question before the committee shall be continued in public, in closed session or <i>in camera</i> and the debate upon the question shall then resume in the manner so decided by the committee.
35.	<p><i>Attendance of Council members and others at in camera sessions</i></p> <p>Where a committee determines to conduct the whole or any part of a meeting <i>in camera</i>, only members of the committee and such other person or persons whose presence is considered by the committee to be necessary to facilitate its work may be present at the meeting or portion thereof to be held <i>in camera</i>.</p>
36.	<p><i>Attendance of Council members and others at closed sessions</i></p> <p>Where a committee determines to conduct the whole or any part of a meeting in closed session, only members of the committee, members of the Governing Council who are not members of the committee, members of a Board to which the committee reports and such other person or persons whose presence is considered by the committee to be necessary to facilitate its work may be present at the meeting or portion thereof to be held in closed session.</p>
Debate at Meetings of Council	
37.	<p><i>Meetings of Council open to the public, Section 2(18) of Act</i></p> <p>Whereas <i>The University of Toronto Act, 1971</i>, as amended, requires that meetings of the Governing Council be open to the public, and also requires that any part of a meeting during which intimate financial or personal matters of any person may be disclosed shall be held <i>in camera</i> unless such person requests that such part of the meeting be open to the public, the Council shall be bound by the provision of the said <i>Act</i> notwithstanding any amendment to this By-law.</p>
38.	<p><i>Executive Committee to identify agenda items for debate in camera pursuant to Act</i></p> <p>The Executive Committee shall determine and identify on the agenda any item concerning which, in its judgment, debate may disclose intimate financial or personal matters of any person. If such person, on being notified, does not request debate in public, the debate on that item shall be <i>in camera</i>. Such determination by the Executive Committee shall be conclusive to Act and may not be challenged.</p>
39.	<p><i>If Chair feels Act may be violated by further debate in public, recess to consider and notify person concerned</i></p> <p>In the event that during public debate in the Governing Council or in Committee of the Whole it appears to the Presiding Officer that intimate financial or personal matters of a person may be disclosed, the Presiding Officer may declare a recess to consider whether further debate in public would violate the provisions of <i>The University of Toronto Act, 1971</i>, as amended. If the Presiding Officer finds that such a violation might occur, such person shall be notified that possible disclosure of his or her intimate financial or personal matters may take place in debate, and the debate shall stand adjourned until the person chooses either public or <i>in camera</i> debate or until the next meeting of the Council, whichever is the earlier.</p>
40.	<p><i>If disclosure may affect two or more persons, debate to be in camera if any one of them objects to public debate</i></p>

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	<p>In the event that the intimate financial or personal matters of any two or more persons may be disclosed during debate of an item on the agenda, and, in the determination of the Executive Committee or, in a case to which section 39 hereof applies, in the determination of the Presiding Officer, the debate cannot reasonably be severed as between such persons, the debate on that item shall be held <i>in camera</i> if any one of such persons objects to public debate. Such determination by the Executive Committee or the Presiding Officer shall be conclusive and may not be challenged.</p>
41.	<p><i>Minutes of meeting in camera not part of regular minutes</i></p> <p>Minutes of any part of a meeting of the Governing Council which is held <i>in camera</i> to avoid public disclosure of intimate financial or personal matters of any person, including a record of decision taken, shall not form part of the regular minutes of the Council but shall be kept separately by the Secretary and made available for scrutiny only to members of the Council and to anyone who may be authorized by the Executive Committee to see them. The regular minutes shall recite only that the Council moved <i>in camera</i> to discuss an item as required by <i>The University of Toronto Act, 1971</i>. A copy or synopsis of the part of the minutes that applies to such person shall be furnished to the person at his or her request.</p>
42(a)	<p><i>Person requesting public disclosure must so notify Secretary in writing prior to meeting</i></p> <p>Subject to the provisions of section 43 hereof, reasonable notice shall be given to any person whose intimate financial or personal matters may be disclosed at a meeting of the Governing Council. Such notice shall include a statement of the time and place of the meeting, the matter under discussion which might evoke such disclosure and a statement that if such person does not request of the Secretary in writing prior to the commencement of the meeting that the matter be discussed in public, the Council will discuss the matter <i>in camera</i>.</p>
42(b)	<p>Where notice has been given as provided in clause (a) of this section and such person does not furnish a request for public debate as aforesaid, such person is not entitled to further notice in the matter.</p>
43(a)	<p><i>If efforts to notify person unsuccessful, debate to be adjourned unless in public interest to proceed in camera</i></p> <p>Where notwithstanding reasonable efforts to notify a person that intimate financial or personal matters of such person may be disclosed at a meeting of the Governing Council, the Executive Committee or the Presiding Officer, as the case may be, has not succeeded in communicating with such person, the Executive Committee or the Presiding Officer may:</p> <ul style="list-style-type: none"> (i) adjourn debate on the item until a future time, to permit further efforts to notify such person; or (ii) if the Executive Committee or the Presiding Officer, as the case may be, determines that the need to act in the public interest by proceeding with the business of the Council outweighs the desirability of affording to such person the opportunity of having such intimate financial and personal matters debated in public, the Council shall proceed with the item <i>in camera</i>. Such determination by the Executive Committee or the Presiding Officer shall be conclusive and may not

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	<p>be challenged.</p> <p>The Council shall not proceed with debate on any matter to which section 39 hereof applies until the time referred to in that section has elapsed.</p>
43(b)	<p><i>Request that minutes of in camera debate be included in regular minutes</i></p> <p>If the Council proceeds to debate an item <i>in camera</i> pursuant to paragraph (ii) of clause (a) of this section, the Secretary shall make all reasonable efforts to notify such person of the fact of the debate and the decision on the matter by the Council. Such person may, upon receiving such notification, require only that the minute relating to his or her affairs be included in the regular minutes of the meeting, unless the Executive Committee determines that the publication of such minute would disclose the intimate financial or personal matters of other persons who have not consented to such publication and that the minute cannot reasonably be severed. Such determination by the Executive Committee shall be conclusive and may not be challenged.</p>
44.	<p><i>Where notice not necessary</i></p> <p>Notwithstanding anything in sections 37 to 43 inclusive, it shall not be necessary to give notice in advance of a meeting to any person where the matter to be discussed might disclose intimate financial or personal matters of such person and involves a case where</p> <ul style="list-style-type: none"> (a) the President has recommended to the Council the appointment, promotion or salary of or granting of tenure to or acceptance of resignation of such person; or (b) in the course of presenting information to the Council to enable it to consider a matter which does not directly involve any individual employee, it is necessary or advisable to disclose intimate financial or personal matters of an employee or group of employees; <p>but in all such cases the Council shall meet <i>in camera</i> to consider such matter. If, subsequent to the meeting, such person requests that the intimate financial and personal matters relating to him or her be discussed in public, the minute relating to the affairs of such person shall be included in the regular minutes of the meeting, subject to the right of the Executive Committee to make a determination as to such minutes as provided in clause (b) of section 43 hereof.</p>
45.	<p><i>Non-member may not participate in debate unless invited</i></p> <p>person who is not a member of the Governing Council may not participate in debate in any meeting of the Council unless</p> <ul style="list-style-type: none"> (a) such person be invited by the Presiding Officer to participate in a specified manner; or (b) the members decide by a two-thirds majority of the members present and voting that a named individual be heard; in such case, the mover shall briefly indicate reasons why the named individual should be heard, but otherwise the motion shall not be debatable; <p>and any person so invited to participate shall be bound by the rules of order prescribed by the By-laws of the Council.</p>
46(a)	<p><i>Application of s. 45</i></p> <p>The provisions of section 45 hereof apply to any meeting of the Governing Council or of</p>

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	the Committee of the Whole held in public or <i>in camera</i> .
46(b)	<p><i>Non-members to withdraw if in camera</i></p> <p>When the Council conducts its proceedings <i>in camera</i> pursuant to the provisions of <i>The University of Toronto Act, 1971</i>, as amended, and this By-law, all persons who are not members of the Council or of its Secretariat shall withdraw from the chamber except such named persons as may be specifically invited by resolution of the Council to remain.</p>
46(c)	<p><i>Confidentiality</i></p> <p>Except as otherwise expressly provided herein, the proceedings of any meeting or part of a meeting of the Council or of any committee thereof, including the Committee of the Whole, which is conducted <i>in camera</i>, including the minutes of and other records concerning any such meeting or part thereof, shall be kept in confidence by every member and officer of the Council and of any committee thereof and by any other person invited or permitted to attend any such meeting or part thereof.</p>
46(d)	<p><i>Executive Committee may enter in regular minutes a decision made in camera</i></p> <p>Notwithstanding the provisions of section 41 hereof and of clause (c) of this section 46, the Executive Committee may cause to be entered in the regular minutes of the Council a statement of the decision on a matter taken by the Council when debating such matter <i>in camera</i> where the Committee considers it to be in the public interest that such decision be publicly recorded. Such statement shall not indicate the grounds upon which the Council arrived at its decision or the nature of the debate preceding such decision.</p>
Rules of Order	
47.	<p><i>Duties of Presiding Officer</i></p> <p>At all meetings of the Governing Council, the Presiding Officer shall, in addition to his or her duties as a member of the Council, maintain order and decorum, exercise the authority under <i>The University of Toronto Act, 1971</i>, as amended, to exclude or cause to be removed from the meeting any persons whose improper conduct impedes the orderly transaction of business of the Council, and conduct the meeting in conformity with the By-laws of the Council.</p>
48.	<p><i>Authority in matters of order not provided for</i></p> <p>In matters of order arising at a meeting that are not provided for herein, <i>Bourinot's Rules of Order</i>, revised by J. Gordon Dubroy (McClelland order not and Stewart Limited, Toronto, Second Edition, 1963) shall govern.</p>
49.	<p><i>Presiding Officer to rule on points of order</i></p> <p>The Presiding Officer shall rule on all points of order. The Presiding Officer's ruling may be appealed by any member and in such case, the meeting shall decide by the majority of the members present and voting, but without amendment and without debate, save that the member making the appeal shall state briefly the grounds therefor; provided that if the Presiding Officer considers that a successful appeal from the ruling would constitute a suspension of these rules of order, he or she shall rule that section 75 hereof applies to such appeal, and accordingly such appeal shall be deemed to be defeated if any member supports the ruling under appeal. A ruling by the Presiding Officer that section 75 hereof applies to an appeal of a previous ruling shall be conclusive and shall not be subject to</p>

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	further appeal.
50.	<p><i>Agenda</i></p> <p>The agenda for each regular meeting shall be prepared by the Executive Committee and shall set forth the items of business to be discussed at that meeting.</p>
51.	<p><i>Order of business as on agenda</i></p> <p>The order of business at a meeting shall be the order set out on the agenda unless varied or added to as hereinafter provided.</p>
52.	<p><i>Vary order of business</i></p> <p>A motion to vary the order in which the items on the agenda are to be taken up shall be in order at any time except when another motion is being debated or voted upon. The mover shall briefly indicate reasons why the order should be varied, but otherwise the motion shall not be debatable.</p>
53.	<p><i>Add to agenda, two-thirds majority</i></p> <p>No matter not on the agenda may be introduced at a regular meeting unless the introduction thereof be agreed to by two-thirds of the members present and voting. The mover shall briefly indicate reasons why the matter should be introduced, but otherwise the motion shall not be debatable.</p>
54.	<p><i>Member may give notice of motion at any meeting, to be considered by Executive for inclusion on agenda</i></p> <p>At any meeting of the Council a member may give notice of a motion to be presented at a subsequent meeting of the Council. A motion of which notice is given as aforesaid shall be considered by the Executive Committee for inclusion on the agenda of a subsequent meeting or other action as it deems appropriate, and the Committee shall report to the Council at the regular meeting next following the meeting at which the aforesaid notice of the motion had been given, the action that it has taken with respect to such motion.</p>
55.	<p><i>Member to be recognized</i></p> <p>Any member desiring to speak during a meeting of the Council shall signify this intention to the Presiding Officer. No member shall speak until recognized by the Chair, and when so recognized, shall address the Chair.</p>
56.	<p><i>No member to be interrupted except by Presiding Officer</i></p> <p>The Presiding Officer may at any time call to order any member, including the member who is speaking, but otherwise, no member shall interrupt any other member. A member called to order by the Presiding Officer shall sit down.</p>
57.	<p><i>Member may speak more than once only at discretion of Chair</i></p> <p>A member or other person invited to address Council is entitled to speak only once to a motion, but at the discretion of the Presiding Officer may be permitted to speak again to the same motion.</p>
58.	<p><i>Length of speeches</i></p> <p>No member or other person invited to address the Council shall speak for more than five minutes at one time, except by leave of the majority of the members present and voting,</p>

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	which leave shall be granted or refused without debate, or with the permission of the Presiding Officer.
59.	<p><i>Member may require question to be stated</i></p> <p>Any member may require the question under discussion to be stated at any time during the debate, but not so as to interrupt a speaker.</p>
60.	<p><i>No speaker after the question put</i></p> <p>No member shall speak to a question after it has been put to vote by the Chair.</p>
61.	<p><i>Motions to be seconded</i></p> <p>All motions, except those for adjournment of the meeting or of a debate, shall be seconded before being debated or put by the Chair. The Presiding Officer may at his or her discretion require that a motion be put in writing before being debated or put by the Chair.</p>
62(a)	<p><i>Presiding Officer may permit question period before debate</i></p> <p>After the mover and seconder have spoken to a motion presented to the Council for debate, the Presiding Officer may, at his or her discretion and with the consent of the mover of the motion, allow members to ask questions to obtain information regarding the motion. Such questions shall be directed to the Presiding Officer who may request an answer from any member or any person present. During this period of questioning no further motion, except a motion to adjourn the meeting or a motion to extend the time of adjournment of the meeting, may be put. The Presiding Officer shall determine and declare when the period of questioning is ended, and upon such declaration shall call for further formal debate on the motion.</p>
62(b)	<p><i>Questions may be permitted for clarification</i></p> <p>The Presiding Officer may permit a member to address a question to a member or other person invited to address Council who has completed speaking in debate upon a motion, for the purpose of obtaining clarification of some matter raised in the address of the person to whom the question is directed.</p>
63.	<p><i>Procedural motions</i></p> <p>When a question is under debate, no motion shall be received by the Chair except for one of the following purposes, and the order of precedence of these motions shall be as follows:</p>
	<p><i>S. 64 - Not debatable</i></p> <p>(i) to adjourn the meeting</p>
	<p><i>S. 65 - Not debatable</i></p> <p>(ii) to extend the time of adjournment</p>
	<p><i>S. 66 - Limited debate</i></p> <p>(iii) to recess</p>
	<p><i>S. 67 - Not debatable</i></p> <p>(iv) to adjourn the debate</p>

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	<p><i>S. 68 - Not debatable</i> (v) to put the question</p>
	<p><i>S. 69 - Not debatable</i> (vi) to withdraw the motion</p>
	<p><i>S. 70 - Debatable</i> (vii) to refer to Committee of the Whole</p>
	<p><i>S. 71 - Debatable</i> (viii) to refer or commit</p>
	<p><i>S. 72 - Debatable</i> (ix) to amend</p>
	<p><i>S. 73 - Not debatable</i> (x) to divide</p>
64.	<p><i>Adjourning meeting</i> A motion to adjourn the meeting shall always be in order, and shall be decided without amendment and without debate.</p>
65.	<p><i>Extend time of adjournment, two-thirds majority</i> A motion to extend the time of adjournment shall not be debatable and to be carried shall require the affirmative vote of two-thirds of the members present and voting.</p>
66.	<p><i>Recess</i> A motion to recess for a stated period of time shall always be in order and may be amended only with respect to the duration of the recess. The Presiding Officer may limit debate on the motion and amendments thereto if such debate continues for more than five minutes.</p>
67.	<p><i>Adjourn debate</i> A motion to adjourn the debate shall always be in order, and shall be decided without amendment and without debate. The item so adjourned shall appear as of course on the agenda for the next regular meeting.</p>
68.	<p><i>Put the question, two-thirds majority</i> A motion to put the question shall be decided without amendment and without debate. If the motion to put the question is resolved in the affirmative by two-thirds of the members present and voting, the question under debate shall be put forthwith without further amendment and without further debate. If the motion to put the question is not carried by a two-thirds majority, debate on the question shall continue.</p>
69.	<p><i>Withdraw</i> When a motion has been made and seconded, it shall be disposed of unless, at the request of the mover and with the consent of the meeting, it is allowed to be withdrawn; in such case, consent shall be understood if no objection is made to the motion being</p>

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	<p>withdrawn, but if objection is made, the Chair shall put the question “that this motion be withdrawn”, which shall be decided without debate by the majority of the members present and voting. A motion so withdrawn may be placed on the agenda for another meeting of the Governing Council before a calendar year has expired.</p>
70(a)	<p><i>Committee of the Whole</i></p> <p>The Governing Council may resolve itself into Committee of the Whole to consider a specified item of business, by means of a resolution, which is debatable, carried by the majority of the members present and voting. Such resolution shall be put with the following words: “That the Governing Council go into Committee of the Whole to consider (item specified)” and shall be in order at any time when a motion dealing with the item specified is on the floor for debate.</p>
70(b)	<p>Chairman<u>Chair</u> <i>of Committee of the Whole to be Presiding Officer of Council</i></p> <p>The Chairman<u>Chair</u> of the Committee of the Whole shall be the Presiding Officer of the Council at the time when a motion to go into Committee of the Whole has been decided in the affirmative.</p>
70(c)	<p><i>Minutes of Committee not part of Council minutes</i></p> <p>Minutes of proceedings of the Committee of the Whole shall not form part of the minutes of the Council, but shall be kept separately by the Secretary.</p>
70(d)	<p><i>Rules of Order in Committee</i></p> <p>The rules of order governing debate in the Committee of the Whole shall be the same as those governing debate in the Council except that</p> <ul style="list-style-type: none"> (i) members may speak more than once to the motion under consideration or to an amendment thereto at the discretion of the Chair; (ii) the motion under consideration or an amendment thereto may be divided at the discretion of the Chair if it is felt that consideration of the question may be expedited thereby; and, (iii) the procedural motions that may be moved are limited to those set out in clause (g) of this section.
70(e)	<p><i>Decision of Committee to be reported to Council for vote without further amendment or debate</i></p> <p>After the Committee of the Whole has decided on the item of business under consideration and on any amendments thereto, the Committee shall rise and report its decision to the Council. The Chair shall put the report of the Committee immediately to the Council for vote, without further amendment or debate.</p>
70(f)	<p><i>Procedure if committee is sitting at time of adjournment</i></p> <p>In the event that the time of adjournment of the Council is reached while the Council is in Committee of the Whole, the Committee may, by a non-debatable motion carried by the affirmative vote of two-thirds of the members present and voting, extend the time of adjournment. If such motion fails to be carried as aforesaid, the Committee shall rise immediately without reporting and the Council shall adjourn. The item of business under consideration at the time of rising shall appear as of course on the agenda for the next regular meeting.</p>

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70(g)	<p><i>Procedural motions in Committee</i></p> <p>When the Council has resolved itself into Committee of the Whole, only the following procedural motions may be introduced and the order of precedence of these motions shall be as follows:</p>
	<p><i>Clause (h) - Debatable</i></p> <p>(i) to conduct its further proceedings <i>in camera</i></p>
	<p><i>Clause (i) - Debatable</i></p> <p>(ii) to conduct its further proceedings in public</p>
	<p><i>Clause (j) - Not debatable</i></p> <p>(iii) to rise without taking a decision</p>
	<p><i>S. 68 - Not debatable</i></p> <p>(iv) to put the question</p>
	<p><i>S. 71 - Debatable</i></p> <p>(v) to recommend that the item or a part thereof be referred to another committee for consideration and report to the Council</p>
	<p><i>S. 72 - Debatable</i></p> <p>(vi) to amend the question before the Committee</p>
70(h)	<p><i>Motion that Committee meeting be held in camera</i></p> <p>A motion that the Committee of the Whole conduct its further proceedings <i>in camera</i> shall be in order at any time, shall be debatable and shall be decided by a majority of the members present and voting. Such motion may also provide that named non-members be invited to remain to participate in the discussion. On the passing of the motion, all non-members who are not thereby specifically invited to remain shall withdraw from the chamber, except members of the Secretariat of the Council.</p>
70(i)	<p><i>Motion that Committee meeting be held in public</i></p> <p>If the Committee of the Whole is meeting <i>in camera</i>, a motion to conduct its further proceedings in public shall be in order at any time, shall be debatable and shall be decided by a majority of the members present and voting.</p>
70(j)	<p><i>Motion that Committee rise without deciding</i></p> <p>A motion to rise without taking a decision shall be in order in the Committee of the Whole at any time and is not debatable. If such motion is passed by a majority of the members present and voting, the Committee shall rise and report to the Council that no decision was taken, whereupon the Council shall proceed to consideration of the next item on its agenda and the matter so left undecided shall appear as of course on the agenda for the next regular meeting of the Council.</p>

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70(k)	<p><i>Meeting of Committee shall begin in camera if so recommended by Executive Committee</i></p> <p>If an item on the agenda of the Council, other than one to which the provisions of section 38 hereof apply, carries with it a recommendation of the Executive Committee that the Council consider such item in Committee of the Whole and <i>in camera</i>, the Council shall automatically resolve itself into Committee of the Whole meeting <i>in camera</i>, as if a motion to the effect had been passed, and shall, as the first item of business, debate the question “that the consideration of (item specified) be continued <i>in camera</i> and that (named persons) be invited to participate in the discussion”.</p>
70(l)	<p><i>No minutes kept of meeting of Committee in camera</i></p> <p>When the Committee of the Whole meets <i>in camera</i>, no minutes, except a record of the item considered and any amendments thereto passed, shall be kept.</p>
71.	<p><i>Refer or commit</i></p> <p>A motion to refer the question to a committee, or to commit it to a committee for consideration and report, shall be debatable.</p>
72(a)	<p><i>Limit of two amendments on floor</i></p> <p>If two amendments are before the meeting at one time, no motion to amend further shall be in order until one of the amendments has been disposed of. When no further amendments remain to be disposed of, the motion (as amended if amendments be passed) shall be put.</p>
72(b)	<p><i>Amendment not to contravene sense of motion</i></p> <p>An amendment which contravenes the sense of the motion to which it is proposed or negates it shall be out of order.</p>
73.	<p><i>Divide</i></p> <p>A motion to divide the question under consideration into parts that can be considered and voted on separately may not be introduced while an amendment to the question is being considered. Such motion shall not be debatable but the mover may briefly explain reasons why the question should be divided.</p>
74.	<p><i>Voting procedure</i></p> <p>When a question is put to vote by the Chair, members shall indicate their vote in such manner as the Chair may direct. The Chair shall declare the result of the vote and such declaration shall be conclusive. If, prior to the time when the Chair has undertaken to determine the vote, any three members require that a count of the votes be recorded, then the number of votes for and against the question shall be counted and this count recorded in the minutes of the meeting. If any member wishes to record his or her abstention from voting on any question, the member must do so immediately following the declaration by the Chair.</p>
75.	<p><i>Suspend rule or rules of order</i></p> <p>None of the foregoing rules of order contained in sections 47 to 74 inclusive shall be suspended at any meeting if any member present expresses objection to the suspension.</p>

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Amendment to By-Laws	
76(a)	<i>Amendment By-laws</i> Notice of any motion to enact, amend or repeal any By-law of the Governing Council shall be given at the regular meeting of the Council next preceding the meeting at which the motion is to be presented.
76(b)	A motion to enact, amend or repeal any By-law of the Council shall not carry unless it receives the affirmative vote of at least 26 members of the Governing Council.
Repeal	
77.	<i>Repeal of previous By-laws, etc.</i> By-law No. 1 of the Governing Council and, to the extent necessary to give effect to the provisions of this By-law, all resolutions heretofore passed by the Council and all statutes, by-laws, resolutions and regulations of the Board of Governors of the University of Toronto and of the Senate of the University under <i>The University of Toronto Act, 1947</i> as amended, are repealed without prejudice to or affecting any right, privilege, obligation or liability heretofore acquired, accrued, accruing or incurred or any action heretofore taken under any of the bylaws, statutes, resolutions and regulations so repealed.

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