

**University Council By-Laws**  
**Proposed Revisions for Review and Approval by the University Council**  
**May 5, 2012**

**Introduction**

Charter Changes (Appendix A) directly affect the composition and functions of the University Council as laid out in its By-Laws. Some of the revisions that are required are detailed in the attached Appendix B for approval on May 5, 2012. Others must wait until the Council has fully deliberated its function and composition before they can be revised or completely rewritten.

**Analysis of the Information Provided**

**Appendix A** provides the language of the Charter amendments that refer directly to the University Council. The revisions proposed based on these amendments reflect the Charter language as closely as possible.

**Appendix B** provides proposed By-Law revisions compared with the existing text.

**By-Law A: The Council, its Officers and Elected Members** (s. 1-20) will require revisions to align with any decisions that the Council makes about its future form and function. Consequently, no specific revisions are proposed at this time; however, as soon as decisions are made, there will be a need to draft revisions.

**By-Law B: Convocations** is not affected by Charter amendments; however, the By-Law is out-of-date and unworkable given the current complexity of Convocation organization and administration. It is sensible to delegate oversight to the Senate (the senior academic governing body that comprises membership from all faculties and schools); however, even the Senate cannot effectively address the many issues that surround Convocation that must be delegated to the University Registrar. Therefore, the recommendation is to bring the By-Law up to date with the recognition that delegation is essential in a modern institution and that the Senate is the appropriate oversight body.

**By-Law C: Election of Trustees by the Council** describes one of the two important governance functions of the University Council. The revisions reflect current titles and the Charter amendment that provides the Board of Trustees with the authority to create its own membership By-Laws.

**By-Laws D, E, F, G, H, I: Election of Trustees** in a number of categories that have been either eliminated by the Charter amendments, or are now governed by the Board's own membership By-Law. These deletions will trigger a re-numbering of the remaining By-Laws.

**By-Law J: The Chancellor** must be revised to reflect the Charter amendment from “election” to “appointment.” The previous nomination and election procedures are replaced by the established practice of a Principal’s Advisory Committee bringing forward a recommendation to the Council through the Executive Committee. The language of the Declaration of Fidelity has been amended to reflect that Queen’s is a secular institution and religious invocations or belief can no longer be a requirement or a prerequisite for the appointment.

**By-Law K: The Rector** was revised and approved by the Council in October 2011.

**By-Law L: Honorary Life Members** (DSA) will likely require review and revision when By-Law A (Council Membership) is revised.

### **Conclusion and Recommendation**

The revisions caused by the Charter amendments require approval by the University Council at its May 5, 2012, meeting.

Other revisions that reflect the current process and requirements of Queen’s University in the twenty-first century are proposed for approval.

Once the University Council formulates a plan for its future function and composition, By-Law A will need revision.

Similarly, By-Law L will probably need revision at that time.

**Motion (proposed by E. Henderson; seconded by D. McFadden)**

**The Executive Committee of the University Council recommends that the University Council approve the By-Law revisions outlined in the attached document.**

Respectfully submitted,

The Executive Committee

Attached:

Appendix A – 2011 Charter Revisions with respect to the University Council

Appendix B – University Council By-Laws: Current Text compared with Proposed to implement required revisions.

## Appendix A

### 2011 Charter Revisions with respect to University Council

Bill S-1001 (June 23, 2011) replaces s. 17, 1912, ch.138, and includes the following with respect to the University Council:

S-1001  
First Session, Forty-first Parliament,  
60 Elizabeth II, 2011  
SENATE OF CANADA  
BILL S-1001  
An Act respecting Queen's University at Kingston

AS PASSED BY THE SENATE JUNE 23, 2011

#### BILL S-1001

Act respecting Queen's University at Kingston

Preamble

Whereas Queen's University at Kingston was incorporated by Royal Charter on October 16, 1841, under the name Queen's College at Kingston;

Whereas the Charter has since been amended and added to by Act of Parliament from time to time;

Whereas Queen's University at Kingston has by its petition prayed that the constitution of the corporation of the University be amended in order to effect certain changes in the composition and powers of the Board of Trustees and of the University Council and the mode of election of their respective members, and to effect other technical or incidental changes as may be appropriate;

And whereas it is expedient to grant the prayer of the petition;

Now, therefore, Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:

#### **AN ACT RESPECTING QUEEN'S COLLEGE AT KINGSTON, AND TO CHANGE ITS NAME TO "QUEEN'S UNIVERSITY AT KINGSTON"**

1912, ch.138

[Amendments to Sections 10, 11, 14, 15 apply to the Board of Trustees]

#### **4. Section 17 of the Act is replaced by the following:**

University Council

**17.** (1) Subject to the provisions of this Act, the University Council of Queen's University is hereby continued and shall have and exercise the lawful powers and functions held and exercised by it immediately before the coming into force of this provision.

(2) The University Council may make by-laws from time to time, not contrary to the Royal Charter or any Act of Parliament, respecting

(a) the determination of the membership of the University Council;

(b) the time for and the manner of election or appointment of the members of the University Council, and their

term of office;

(c) the retirement and replacement of the members of the University Council, and the filling of vacancies that may occur from time to time by reason of the death, resignation, or disability of a member of the University Council, or for any other cause;

(d) the appointment and removal of a Secretary and such other officers as the University Council considers necessary or expedient;

(e) the manner of appointment of the Chancellor of Queen's University;

(f) the manner of election of the Rector;

(g) the time for and the manner of election or appointment of members of the Board of Trustees by the University Council, and their term of office; and

(h) the conduct in all other particulars of the affairs of the University Council.

## Appendix B

### UNIVERSITY COUNCIL BY-LAWS

Current Text	Proposed Text/Revisions Required
<p><b>A</b></p> <p><b>THE COUNCIL, ITS OFFICERS AND ELECTED MEMBERS</b></p> <p>A1 – A20 Lays out all aspects of the membership and function of the University Council.</p>	<p><i>Review and Revise By-Law A to align with Charter changes and decisions yet to be taken by the University Council concerning its future.</i></p>
<p><b>B</b></p> <p><b>CONVOCATIONS</b></p> <p>B1. THERE shall be one or more Convocations held at the University each year, for the conferring of degrees and for such other purposes as may be determined. The place, date and hour of Convocations and the procedure followed at Convocations shall normally be delegated to the Senate of the University. Any revisions to the general format or to the traditions of the Convocations must be brought before the full Council for ratification. Revisions may be initiated by the Senate or by the Council itself.</p>	<p>B1. THERE shall be one or more Convocations held at the University each year, for the conferring of degrees and for such other purposes as may be determined. The place, date and hour of Convocations and the procedure followed at Convocations shall <del>normally</del> be delegated to the Senate of the University. <del>Any revisions to the general format or to the traditions of the Convocations must be brought before the full Council for ratification. Revisions may be initiated by the Senate or by the Council itself.</del></p> <p><i>In 2012 there will be 24 ceremonies. The complex logistics are administered by the Office of the University Registrar (OUR). It is prudent for the Council to delegate oversight to the Senate which in turn delegates all logistics to the OUR. In 2007 the Senate undertook a major review of Convocation prompted by the planned demolition of the Jock Harty Arena. This degree of oversight for necessary changes was reasonable and effective.</i></p>

<p><b>C. ELECTION OF TRUSTEES BY THE COUNCIL</b></p> <p>The Council elects six members as "Council Representatives" to the Board of Trustees for 3-year terms</p>	<p>The Council elects six University Council Trustees <del>members as "Council Representatives"</del> to the Board of Trustees for 3-year terms.</p>
<p>Election and Assumption and Tenure of Office</p> <p>C1. TWO Council Representatives on the Board of Trustees elected by the Council shall retire each year and their successors shall be elected by the Council in accordance with Council By-laws. Trustees shall assume office for three years on 1 June following their election and shall retire from office on 31 May. A Council Representative to the Board of Trustees shall be eligible for re-election to the Board of Trustees as a Council Representative except in the following circumstances.</p> <p>NO candidate for election as a Council Representative to the Board of Trustees by the Council who has been elected as a Council Representative to the Board of Trustees for four consecutive terms shall be eligible for re-election unless that person is Chair or Vice-Chair of the Board in which case he or she may be re-elected for one further term not exceeding three years</p>	<p>C1. TWO University Council <del>Representatives on the Board of</del> Trustees elected by the Council shall retire each year and their successors shall be elected by the Council in accordance with Council By-laws. Trustees shall assume office for three years on 1 June following their election and shall retire from office on 31 May. A University Council <del>Representative to the Board of</del> Trustees shall be eligible for re-election to the Board of Trustees <del>as a Council Representative</del> except in the following circumstances and according to the provisions of By-Law #1 of the Board of Trustees.</p> <p>NO candidate for election as a Council Representative to the Board of Trustees by the Council who has been elected as a Council Representative to the Board of Trustees for four consecutive terms shall be eligible for re-election unless that person is Chair or Vice-Chair of the Board in which case he or she may be re-elected for one further term not exceeding three years</p>
<p>Nomination Procedure</p> <p>C2. Each member of the Council shall have the right to nominate in each year two nominees for Council Representatives on the Board of Trustees. Nominations shall be invited by the Secretary of the University according to a process recommended by the Secretary of the University and approved by the Executive Committee of the Council. In order to be valid, nominations shall be in writing and shall be signed by the nominator or shall be submitted on-line when this option is available and received by the Secretary of the University on or before a date specified by the Secretary of the University.</p>	<p>C2. Each member of the Council shall have the right to nominate in each year two nominees for University Council <del>Representatives on the Board of</del> Trustees. Nominations shall be invited by the University Secretary according to a process recommended by the University Secretary and approved by the Executive Committee of the Council. In order to be valid, nominations shall be in writing and shall be signed by the nominator or shall be submitted on-line when this option is available and received by the University Secretary on or before a date specified by the University Secretary.</p>

By Councilors at Irregular Intervals	C2a. If for any reason no nominations are made as provided in Section C2, nominations and the subsequent election may take place in a manner specified and advertised by the Secretary of the University.	C2a. If for any reason no nominations are made as provided in Section C2, nominations and the subsequent election may take place in a manner specified and advertised by the University Secretary.
Scrutiny and Count of Nominations	C3. THE nominations that have been received by the Secretary of the University on or before a date specified by the Secretary of the University shall be tabulated under the supervision of the Secretary of the University on the next working day. The Secretary of the University shall prepare and sign a report on the nominations and shall transmit the report to the Secretary of the Council. No candidate shall be considered eligible unless nominated by at least five members of the Council.	C3. THE nominations that have been received by the University Secretary on or before a date specified by the University Secretary shall be tabulated under the supervision of the University Secretary on the next working day. The University Secretary shall prepare and sign a report on the nominations and shall transmit the report to the Secretary of the Council. No candidate shall be considered eligible unless nominated by at least five members of the Council.
Nomination and Withdrawal of Nominees and Provisions for Poll or Election if Necessary	C4. THE Secretary of the University shall immediately notify the nominees and persons nominated may at any time before on or before the date specified by the Secretary of the University inform the Secretary of the University in writing of their desire to withdraw their names as nominees. If more than two nominees remain, the names of those nominees remaining shall be announced and an election will be held in accordance with Council By-laws. If only two nominees remain, they shall be declared elected by acclamation. If only one nominee remains, he or she shall be declared elected by acclamation and an election to fill the vacancy existing shall take place at the next election. If no nominees remain, a vote to fill the vacancy shall be held over until a further election takes place.	C4. THE University Secretary shall immediately notify the nominees and persons nominated may at any time before on or before the date specified by the University Secretary inform the University Secretary in writing of their desire to withdraw their names as nominees. If more than two nominees remain, the names of those nominees remaining shall be announced and an election will be held in accordance with Council By-laws. If only two nominees remain, they shall be declared elected by acclamation. If only one nominee remains, he or she shall be declared elected by acclamation and an election to fill the vacancy existing shall take place at the next election. If no nominees remain, a vote to fill the vacancy shall be held over until a further election takes place.
Procedure for Poll	C5. IF an election of Council Representatives is required it shall be conducted in a manner and at such time or times as determined by the Secretary of the University, subject to the approval of the Executive Committee of the Council and otherwise in accordance with Council By-	C5. IF an election of University Council <b>Representatives</b> Trustees is required it shall be conducted in a manner and at such time or times as determined by the University Secretary , subject to the approval of the Executive Committee of the Council and otherwise in accordance with Council By-laws. In

	laws. In order to be valid, ballots shall be returned to the Secretary of the University and must be received not later than the date specified by the Secretary of the University. Councilors shall vote for not more than one nominee for each vacancy.	order to be valid, ballots shall be returned to the University Secretary and must be received not later than the date specified by the University Secretary. Councilors shall vote for not more than one nominee for each vacancy.
Scrutiny and count of Ballots, and Resolving of Tie Vote	C6. THE ballots that have been received by the Secretary of the University on or before the date specified according to section C5 shall be tabulated under the supervision of the Secretary of the University on the next working day. A tie shall be broken by lot. The Secretary of the University shall then prepare and sign a report of the election results, and forward it to the Secretary of the Council.	C6. THE ballots that have been received by the University Secretary on or before the date specified according to section C5 shall be tabulated under the supervision of the University Secretary on the next working day. A tie shall be broken by lot. The University Secretary shall then prepare and sign a report of the election results, and forward it to the Secretary of the Council.
Notification of Nominees Elected and Publication of Same	C7. THE Secretary of the University shall immediately notify the successful candidates and publish the election results in such manner as he or she may see fit. The Secretary of the University shall also transmit a report on the election results to the Secretary of the Board of Trustees, specifying the date upon which those elected will take office.	C7. THE University Secretary shall immediately notify the successful candidates and publish the election results in such manner as he or she may see fit. The University Secretary shall also transmit a report on the election results to the Secretary of the Board of Trustees, specifying the date upon which those elected will take office.
Filling of Vacancy	C8. ANY vacancy in the Council Representatives caused by death or resignation from office, shall be filled at the next election by the Council in accordance with Council By-laws.	C8. ANY vacancy in the University Council Trustees caused by death or resignation from office, shall be filled at the next election by the Council in accordance with Council By-laws.
Provision for ex-officio Status	C9. IN case any Council Representative shall cease to be an elected member of the Council before his or her current term of office as Trustee has expired, that person shall continue to serve as an ex-officio member of the Council until the expiry of his or her current term as Trustee.	C9. IN case any University Council Trustee <del>Representative</del> shall cease to be an elected member of the Council before his or her <del>current</del> maximum term of office as Trustee has expired, that person shall continue to serve as an ex-officio member of the Council until the expiry of his or her term as Trustee. .



D	Election of Trustees by the Graduates	Delete By-Laws D, E, F, G, H, I  <i>By-Laws D, E, F, G, H, I are superseded by the provisions of Bill S-100, s. 10 and s.11 that apply to the Board of Trustees and its power to make By-Laws for its Membership and other matters.</i>  <i>Board of Trustees By-Law #1, Membership has been presented to the Board by the Governance and Nominating Committee for approval on May 4, 2012.</i>
E	Election of Trustees by the Benefactors	
F	Election of Trustees by the Faculty, Librarians and Archivists	
G	Election of Trustees by the Staff	
H	Election of Trustees by the Society of Graduate and Professional Students	
I	Election of Trustees by the Members of the Alma Mater Society	
J	<u>Election of the Chancellor</u>	Rename By-Law D Revise to be consistent with Bill S-1001:17.1: All <del>election</del> references will be replaced by appointment  D1. The Chancellor  (1) The University Council shall, in accordance with its by-laws, appoint a Chancellor of Queen's University as the highest officer of the University.  (2) The Chancellor holds office for three years from the date of appointment or until a successor is appointed, whichever is later.  (3) The Chancellor shall preside at all meetings of the University Council, holding both a deliberative and a casting vote on all motions submitted to any meeting of the University Council.
Election and Tenure of Office	J1. THE Chancellor of the University shall be elected in accordance with Council By-laws and shall hold office for three years from the date of election, and longer if need be, and providing the Chancellor agrees, until his or her successor is chosen.	
At Regular Intervals	J2. NOMINATIONS and election for the successor to a Chancellor currently holding office, or for re-election of the incumbent, shall normally take place at the Annual Meeting of the Council in the third year following the election of the current Chancellor, and at the Annual Meeting in each third year thereafter, except as provided	<del>-. NOMINATIONS and election for the successor to a Chancellor currently holding office, or for re-election of the incumbent, shall normally take place at the Annual Meeting of the Council in the third year following the election of the current Chancellor, and at the Annual Meeting in each third year thereafter, except as provided in Section J2a. If exceptional circumstances require the</del>

	in Section J2a. If exceptional circumstances require the nominations and election may take place at a Special Meeting.	<del>nominations and election may take place at a Special Meeting.</del>  D2. Appointment/Re-Appointment  Twelve months before the end of the three-year term, the Executive Committee of the Council, through the Principal, shall discuss with the Chancellor's her/his wish to be considered for re-appointment to a subsequent term.
At Irregular Intervals	J2a. IF for any reason no nominations are made in any year as provided in Section J2, nominations may take place at the next meeting of the Council.	<del>J2a. IF for any reason no nominations are made in any year as provided in Section J2, nominations may take place at the next meeting of the Council</del>
In Case of Vacancy	J2b. ANY vacancy in the office of the Chancellor caused by death or resignation, or in the event of the withdrawal of all nominees, nominations and election of the Chancellor shall take place at the next meeting of the Council, and subsequent nominations may take place as provided in Sections J2 and J2a	D2a. ANY vacancy in the office of the Chancellor caused by death or resignation, <del>or in the event of the withdrawal of all nominees, nominations and election of the Chancellor shall take place at the next meeting of the Council, and subsequent nominations may take place as provided in Sections J2 and J2a</del> shall be addressed as outlined in D2b. below
Nomination Procedure	J3. THE nomination procedure shall be conducted in accordance with Council By-laws. The Executive Committee of the Council shall hold a meeting for the purpose of considering nominations to be submitted at the upcoming Annual Meeting. The Executive Committee shall present a report containing its nomination proposal or proposals at the Annual Meeting, and the meeting shall then be declared open for nominations from the floor. The nominator or nominators shall provide written evidence that consent has been obtained from their nominee	<del>J3.. THE nomination procedure shall be conducted in accordance with Council By-laws. The Executive Committee of the Council shall hold a meeting for the purpose of considering nominations to be submitted at the upcoming Annual Meeting. The Executive Committee shall present a report containing its nomination proposal or proposals at the Annual Meeting, and the meeting shall then be declared open for nominations from the floor. The nominator or nominators shall provide written evidence that consent has been obtained from their nominee</del>  D2b. Appointment Procedure  The Executive Committee shall ask the Principal to form an advisory Committee to Select the Chancellor.  When the Advisory Committee has made a recommendation to the Principal, the Principal shall inform the Executive Committee

		and ask for the Executive Committee's approval to bring the recommendation for appointment forward for endorsement by the University Council.
Procedure for Poll	J4. IF a poll of the graduates is required, the Secretary of the Council shall transmit to each graduate within two months of the Annual Meeting a printed ballot containing the names of the nominees. In order to be valid, ballots shall be received by the Secretary of the University on or before 31 August. A graduate shall vote for not more than one nominee. The Principal or a Vice-Principal designated by the Principal of the University or the Acting Principal shall have the casting vote in the event of a tie. The Secretary of the University shall prepare and sign a report on the election results, and shall transmit the report to the Secretary of the Council.	<i>Delete this provision – unnecessary in an appointment procedure</i>
Notification of Nominees Elected, and Publication of Same	J5. THE Secretary of the Council shall immediately notify the successful candidate and publish the election results in such manner as he or she may see fit.	<del>THE Secretary of the Council shall immediately notify the successful candidate and publish the election results in such manner as he or she may see fit.</del> D2c. The appointment of the Chancellor shall be announced following approval of the appointment by the University Council.
Installation	J6. A new Chancellor shall be formally installed at Convocation following his or her election.	D3.. A new Chancellor shall be formally installed at Convocation following his or her <del>election</del> appointment
Vice-Chancellor to preside Declaration of Fidelity	J7. THE Vice-Chancellor of the University shall preside at the Convocation at which a Chancellor is to be installed.	D.3a.The Vice-Chancellor of the University shall preside at the Convocation at which a Chancellor is to be installed.  <i>Currently the Principal is the Vice-Chancellor</i>
Declaration of Fidelity	J8. The Chancellor-elect will make the following declaration: "I, , undertake with the strength which God shall grant unto me, to perform to the best of my ability the duties of Chancellor of Queen's University at	D.3b. The Chancellor- <del>elect</del> designate will make the following declaration: "I, , undertake <del>with the strength which God shall grant unto me,</del> to perform to the best of my ability the duties of Chancellor of Queen's University at Kingston; and I promise as

	Kingston; and I promise as highest officer of the University, by all lawful means to defend its rights and promote its welfare."	highest officer of the University, by all lawful means to defend its rights and promote its welfare."
Subsequent Procedure	J9. AFTER making the Declaration of Fidelity, the Chancellor shall take the Chancellor's chair and preside at the subsequent proceedings of Convocation.	D3c. AFTER making the Declaration of Fidelity, the Chancellor shall take the Chancellor's chair and preside at the subsequent proceedings of Convocation.
K	<u>Election of the Rector</u>	<i>Rename: By-Law E</i>  <b><i>Revised and approved by University Council, 6 October 2011 – No further action required.</i></b>
L	<u>Honorary Life Members</u>	<i>Rename; By-Law F</i>
Institution of Honorary Life Members	L1. IN order to give suitable recognition to those who have rendered outstanding service to the University, the Council awards annually up to <b>six Distinguished Service Awards</b> . Recipients become Honorary Life Members of the Council.	<i>To be revised to align with future revisions to By-Law A since this is an aspect of Council membership</i>
Rights and Privileges	L2. SUCH Honorary Life Members are entitled to participate fully in the deliberations and discussions of Council. They do not have voting privileges in Council deliberations or in elections of Council members to the Board of Trustees. Nor are they eligible to hold office on the Executive Committee of the Council or on the Board of Trustees as a Council Representative. They do however, have the right to nominate members for election as Council Representatives to the Board of Trustees.	
Those Eligible	L3. RECIPIENTS are not restricted to graduates of the University	
Nomination	L4. NOMINATIONS are to be made to the Secretary of	

Notice	the Council in writing by a date in February specified by the Secretary of the Council, and must be signed by at least five members of the Council or of the Queen's Alumni Association.	
Choice of Nominees	L5. THE Executive Committee of the Council will review nominations and select the recipients	
Presentation of Award	L6. THE award will normally be presented at the time of the Annual Meeting of the Council. In exceptional circumstances, the Executive Committee may select a recipient and present an award at any time.	