

# Board of Governors –Terms of Reference

## **ARTICLE 1** INTRODUCTION

### 1.01 Introduction

- a) The Board has a responsibility to act honestly and in good faith with a view to the University’s best interests.
- b) Except, as to such matters by the *York University Act, 1965* specifically assigned to the Senate the government, conduct, management and control of the University and of its property, revenues, expenditures, business and affairs are vested in the Board, and the Board has all the powers set out in the *York University Act, 1965*.
- c) This Transitional Terms of Reference is prepared to assist the Board in clarifying the functions, duties, responsibilities and powers of the Board and any Board committee established by by-law or resolution of the Board.
- d) Capitalized terms used herein but not otherwise defined shall have the meanings given to them in the University’s General By-law (the “By-law”).

## **ARTICLE 2** DUTIES AND RESPONSIBILITIES

### 2.01 Overview

- a) As the University is a public good, the Board is entrusted with helping to keep the University to its mission and is ultimately responsible, except as to such matters specifically assigned to the Senate under the *York University Act, 1965*, for the government, conduct, management and control of the University and of its property, revenues, expenditures, and business and affairs, and has all powers necessary or convenient to perform its duties and achieve the objects and purposes of the University. And the Board has all the powers set out in the *York University Act, 1965*.

### 2.02 Role of the Board

- a) The Board’s role is described in the York University Act and includes, but is not limited to:
  - i. Approving the University’s mission and strategic plan.
  - ii. Approving and monitoring the execution of policy with respect to the goals expressed above.

- iii. Appointing and supporting the President, approving their annual goals, and reviewing their performance.
- iv. Appoint the President and vice-presidents.
- v. Approving, with the concurrence of the Senate, the establishment of faculties, schools, institutes programmes and projects.
- vi. Approving enrolment targets upon the recommendation of Senate.
- vii. Approving the budgets for operational and capital expenditure.
- viii. Entering into collective and other agreements on behalf of the University.
- ix. Maintaining the University's real property and other assets.
- x. Setting tuition and other fees.
- xi. Ensuring that the University is well managed and accountable.
- xii. Overseeing the University's compliance with legal, statutory, and regulatory requirements.
- xiii. Interpreting the needs of society and the larger community to the University.
- xiv. Advocating for the University and protecting and defending its autonomy.

b) The Board carries out its mandate directly and may also establish Committees to carry out its work.

### 2.03 Responsibilities of Governors

- a) Governors are trustees of the University who offer oversight, insight and foresight of the University's business, and in doing so:
- i. Carry out their functions with integrity, independence, good faith and the prudence of a reasonable individual.
  - ii. Act, individually and collectively, in the best interest of the University.
  - iii. Each Governor, no matter how they came to be a Governor, has a responsibility only to the University and must give the University's best interests priority over competing personal or other interests.
  - iv. Any Governor, once appointed or elected, must function as a Governor of the Board and not as a spokesperson for a constituency.
  - v. Distinguish between matters of governance(Board responsibility) and matters of administration (President's responsibility).
  - vi. Hold the University accountable while acting as ambassadors for it.

- vii. Governors should be aware of the time required to participate in the work of the Board and be willing to commit to such participation before agreeing to serve.
- b) Governors shall be sensitive and dedicated to the teaching and research mission of the University. Governors can support the development and sustenance of a nurturing and stimulating learning environment for York's students on the University's campus.

**ARTICLE 3**  
MEETINGS OF THE BOARD

3.01 Agenda

- a) Subject to section 2.01(c) below, the agenda and the order of business for any meeting of the Board shall be determined by the Chair of the Board.
- b) Notice of the intention of a Governor to introduce a new matter at a regular meeting of the Board shall be given:
  - (i) either at the regular meeting of the Board immediately preceding the regular meeting of the Board at which it is intended to introduce the new matter; or
  - (ii) by written notice to the Secretary given at least seven days before the regular meeting of the Board at which it is intended to introduce the new matter.
- c) Except for matters which the Chair of the Board has determined shall be on the agenda, all matters to be included in the agenda for any regular meeting of the Board must be notified to the Secretary at least three days (exclusive of holidays) before the date of the regular meeting of the Board at which such matters are to be presented. Subject as aforesaid, only matters which have been so notified to the Secretary shall be included in the agenda for any regular meeting of the Board.
- d) Notwithstanding sections 2.01(b) and 2.01(c), a matter may be introduced to, and considered by, a meeting of the Board without notice thereof having been given and without it having been included in the agenda if the introduction of such new matter is approved by two-thirds of the Governors present at any such meeting.
- e) Notwithstanding sections 2.01(c) and 2.01(d), notice of a motion to make, alter or repeal any by-law must be given to all Governors in accordance with Article 12 of the By-law.

### 3.02 Meeting Procedures

- a) The Chair of the Board, or in their absence, the Vice Chair or the Acting Chair, shall be responsible for the orderly conduct of meetings of the Board. Where a situation arises which is not provided for or covered in such rules, the Chair of the Board shall have power to make a ruling, which shall be binding on all members of the Board except where a motion challenging the ruling has been duly moved, seconded and carried by a majority of the Governors present at the meeting, whereupon such ruling shall cease to have force and effect.
- b) Matters to be considered and voted upon by the Board must be moved and seconded. If Governors present at a meeting of the Board wish to speak, they shall address their remarks to the Chair of the Board.
- c) The following shall be the order of precedence of motions at any meeting of the Board:
  - (i) motions to terminate or adjourn the meeting of the Board;
  - (ii) motions to challenge a ruling by the Chair of the meeting, which motions shall be dealt with and resolved without debate;
  - (iii) motions to adjourn debate;
  - (iv) motions to put a question to the meeting, which motions shall be dealt with and resolved without debate;
  - (v) motions to refer; *and*
  - (vi) motions to amend.
- d) The mover of a motion may at any time withdraw the motion moved by the mover, in which case such motion shall be considered to be a nullity.
- e) If a person who is not a member of the Board wishes to address the Board at any meeting thereof, such person may do so if:
  - (i) They have received the prior written permission of the Executive Committee of the Board to so address the Board; or
  - (ii) at a meeting of the Board, where notice of request has been given in advance, a majority of the Governors present at such meeting vote to permit such person to be heard and, where no notice has been so given in

advance, not less than two-thirds of the Governors present at such meeting vote to permit such person to be heard.

**ARTICLE 4**  
**BOARD COMMITTEES**

4.01 Procedures at Committee Meetings

Every committee, unless otherwise specifically provided for in the By-law, or in the resolution of the Board by which it is constituted, shall be subject to the following:

- a) All members of committees, other than ex-officio members, shall hold office during the pleasure of the Board. Vacancies occurring in the membership of a committee shall be filled by the Board at the next meeting of the Board after such vacancies occur, or as soon thereafter as may be convenient, but notwithstanding such vacancies the remaining members of the committee shall have authority to exercise the full powers of the committee, providing that a quorum remains in office.
- b) Meetings shall be held at the call of the chair of the committee, or, in their absence or inability to act, at the call of the vice-chair of the committee, or in case of the absence or inability to act of both may be held at the call of any two members of the committee, and shall be held at such places and at such times as the chair or vice-chair or members of the committee respectively may appoint. Notice of the time and place of every meeting shall be given by the secretary of such committee to each committee member in accordance with section 11.01 of the By-law and sent at least forty-eight (48) hours before the time appointed for holding such meeting. The notice need not specify the nature of the business to be transacted at such meeting.
- c) A meeting may also be held at any time and at any place within the Province of Ontario without notice, if all the members of the committee are present and consent thereto, or if those absent have waived notice or otherwise signify in writing their consent to the meeting being held in their absence.
- d) A resolution, signed by all of the members of a Board committee entitled to vote on that resolution at the meeting is as valid as if it had been passed at a meeting of the committee. The University shall keep a copy of every written resolution of a Board committee with the minutes of the Board committee.
- e) The chair of the committee shall preside at meetings, and in their absence the vice-chair of the committee shall preside. If both the chair and the vice-chair of the committee are absent, the members present shall appoint one of their number acting chair to preside at the meeting.

- f) Three members of a committee shall constitute a quorum. Each member of the committee including ex-officio members present at a meeting shall be entitled to one vote.
- g) Any question arising at any Board committee meeting shall be determined by a majority of the votes of the members including ex-officio members present. The chair or acting chair of the committee may vote on all motions and in the case of an equality of votes, the chair or acting chair shall not have a second or casting vote and the motion is deemed to be defeated.
- h) A record shall be kept of the proceedings of every Board committee meeting, and the chair of the committee shall submit a report of the proceedings of every meeting of the committee to the Board at the regular meeting of the Board next following.
- i) If a committee does not appoint its own secretary, the Secretary shall act as secretary of such committee.
- j) At the discretion of a chair of the committee, all or part of a regular or special meeting of a committee may be held by telephonic or electronic means.

#### 4.02 Executive Committee

- a) There may be an Executive Committee of the Board.
- b) The Executive Committee shall consist of the Chair of the Board, the Vice-Chair of the Board, the President, and such other members of the Board appointed from time to time by the Board and to hold office during the pleasure of the Board.
- c) The Chair of the Board shall be chair of the Executive Committee and in their absence a Vice-Chair of the Board shall preside. The Secretary of the Board shall act as secretary of the Executive Committee. In the event of their absence the Committee shall appoint another person to act as secretary.
- d) The Executive Committee shall have power and authority to act for the Board in and in relation to the following matters:
  - (i) any appropriation(s) outside the approved budget not in excess of 1% of the approved budget for any fiscal year, subject to reporting any such appropriations to the Board meeting next following the decision;
  - (ii) such other matters with respect to which the Board may from time to time deem it expedient to delegate its authority to the Executive Committee;

- (iii) any urgent matter which, in the opinion of the Chair or Vice-Chair of the Board, time does not permit the calling of a regular or special meeting of the Board;
  - (iv) represent the Board in meetings with the Senate, or its representatives;
  - (v) any matter arising during the summer months which, in the judgement of the Chair of the Board, a Vice-Chair of the Board, or, in their absence, the President, does not warrant the calling of a special meeting of the Board, subject to any such approval being reported for information to the next regular meeting of the Board.
- e) The Executive Committee may review any matters relating to the property, revenue, business and affairs of the University prior to the submission of such matters to the Board, and shall prepare or cause to be prepared and submitted to the Board such information and data as the Executive Committee considers pertinent to assist in the consideration of such matters by the Board, and the Executive Committee may make such recommendations to the Board with respect to such matters as it may deem appropriate.
- f) The Executive Committee may constitute itself from time to time as the Nominating Committee where no such committee otherwise exists and, as such, may propose the names of individuals to the Board for membership on the Board in conformance with the requirements of these by-laws, may propose to the Board the membership of the various Committees of the Board, including the chairs and vice-chairs thereof, and may undertake any duties which a nominating committee would reasonably do in performing its duties.
- g) The Executive Committee of the Board shall meet at least once annually with the executive committee of the Senate.

*Approved by the Board 1 December 2025*