MOUNT SAINT VINCENT UNIVERSITY

MSVU BOARD OF GOVERNORS' POLICIES AND PROCEDURES MANUAL

2026-2027

Welcome

The Board of Governors' Policies and Procedures Manual (aka Board Manual) was developed to help you, as a Board member, access the information and tools needed to carry out your fiduciary responsibilities to Mount Saint Vincent University.

You can find additional resources and tools on the **Board of Governors' Website** and meeting materials on the **Board of Governors - SharePoint site**.

Never hesitate to contact the Board Governance Secretary at board.secretary@msvu.ca with any additional questions you may have.

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Board of Governors' Manual

About Mount Saint Vincent University

Located in Mi'kma'ki, the unceded and ancestral territory of the Mi'kmaq People, Mount Saint Vincent University (MSVU) is strongly committed to fostering equity, diversity, inclusion, and accessibility (EDIA). MSVU is an institution that was established by women for the advancement of women with social responsibility and social justice at its core. MSVU embraces the diversity of its community and is committed to efforts that enhance diversity, equity, inclusion, and accessibility across all facets of the university, within its local community, and in society at large.

MSVU is made up of more than 4,000 students (representing close to 70 countries), 600 faculty and staff, and more than 35,000 alumni. Its research centres provide unique learning opportunities for students while facilitating critical advancements in food security, healthy aging, Alzheimer's disease, literacy, childhood development, and more. Faculty members and departments offer early access to hands-on research opportunities enabling both graduate and undergraduate students to enhance their education by working alongside forward-thinking researchers. As a university committed to scholarship that nurtures global citizenship, leadership, and promotes the advancement of women, MSVU seeks to enhance and enrich its models of teaching and research.

More information, the history of MSVU, and the University Profile is available on the MSVU website.

Land Acknowledgement

MSVU is located in Kjipuktuk (Halifax), part of Mi'kma'ki, the unceded ancestral territory which remains the homeland of the Mi'kmaq, the First People of this land for over 13,000 years. This territory is covered by the Covenant Chain of Treaties of Peace and Friendship signed between 1725 and 1779. These treaties are affirmed by the Supreme Court of Canada and recognize Aboriginal Title (which is embedded in both the 1763 Royal Proclamation and in section 35(1) of the 1982 Constitution Act). The treaties are living agreements that establish the rules for an ongoing Treaty relationship between nations. We pay respect to the knowledge embedded in the Mi'kmaw custodians of the lands and waters and to the Elders, past, present, and future.

Vision, Mission, and Values

Vision: MSVU will be a model of creative teaching and research that nurtures socially responsible global citizens.

Mission: MSVU is dedicated to:

- The advancement of women and girls, inspired by its strong tradition of social responsibility.
- The delivery of academic excellence through a rich and rewarding university experience.
- The pursuit of knowledge: scholarship, teaching and intellectual endeavours of the highest quality.
- The promotion of accessibility through flexible learning opportunities and services.

Values:

- Academic freedom
- Accountability
- Creativity
- Engagement
- Professionalism
- Respect

Strategic Plan

About the Plan

MSVU's strategic plan, Strength Through Community, informs who we are as an institution as we continue to nurture socially responsible global citizens and prepare them to confidently take their place in an uncertain world where activism on climate change, economic, social and political issues will be expected of them. The plan speaks to our research and scholarly work, our respect for cultural diversity, our commitment to community in every sense of the word, and will reflect and respond to an increased need for even wider diversity within our academic programming.

Mount People

- Dr. Joël Dickinson, President and Vice-Chancellor
- Dr. Lori Francis, Vice-President Academic and Provost
- Isabelle Nault, Vice-President Administration
- Karen White, Associate Vice President, University Relations
- Dr. Keltie Jones, Associate Vice-President, Student Experience
- Dr. Jacqueline Gahagan, Associate Vice-President, Research
- Dr. Antony Card, Dean of Education
- Dr. Michelle Eskrit, Interim Dean of Arts & Science
- Dr. Susan Trenholm, Dean of Professional & Graduate Studies

Canada Research Chairs at MSVU

MSVU Faculty Association

MSVU Student Union

MSVU Former Presidents

Past Board Chairs

Honorary Degree Recipients

Board of Governors 2026-2027

Chair, Board of Governors
Patricia (Patti) Towler

Vice-Chair, Board of Governors
Claudette Porter

President and Vice-Chancellor
Joël Dickinson

Vice-President Academic and Provost
Lori Francis

Vice-President Administration
Isabelle Nault

Governors Appointed by the Congregation of the Sisters of Charity
S. Nuala Kenny
S. Sheilagh Martin

Rosemarie Sampson
S. Margaret Mary Fitzpatrick

Governors Appointed by the Governor in Council
Jean Flynn
Vacant

Governors Selected by and from the Alumnae
Craig Ennis
Penny Henneberry
Heather Strickey

Governors Selected by and from the Faculty
Conor Barker
Nathaniel Street
Derek Fisher

Governors Selected by and from the Students
Mika Paul
Vanessa Sarkis
Tanner Saunders

Governors Selected by the Board from the Community at Large
Jennifer Best-White
Michelle Clare
Andrea Coish
Derrick Dempster
Ifeanyi Emesih
Helen Hayward
Karen Hudson
Kimberly MacLachlan
Melanie McGrath
Tracey Newman
Kelly Regan
Vicki Robertson
Nicola Watson

Bicameral Governance

MSVU operates under a bi-cameral governance structure; this means that it has two governing bodies. The **MSVU Board of Governors** is responsible for overall management of the university, with particular responsibility for property, revenues and finance; the **MSVU Senate** is responsible for overseeing the academic and research policies and activities of the university. For the full list of responsibilities of both governing bodies, please refer to MSVU's Charter, as well as the Board of Governors' Bylaws in Appendix 2.

MSVU Senate's Responsibilities as per the Charter

As mandated by MSVU's Charter (Section 9), "Subject to approval of the Board for all expenditures, the Senate is responsible for the academic policy of the University…" For a full list of Senate's composition and responsibilities, please refer to Sections 8-10 of the Charter or visit Senate's website.

For the purposes of this Manual, we will be focusing on the MSVU Board of Governors' side of the University's bicameral structure. However, it is important that you understand the responsibilities of both bodies and where they sometimes overlap. Read the [Senate Bylaws] for more information.

Board of Governors Key Responsibilities and Commitments

In accordance with the *Mount Saint Vincent University Act*, the Board of Governors provides stewardship, oversight, and leadership to the University by:

Fiduciary Responsibilities

Governors will recognize and fulfill their **fiduciary responsibility** to the University. A fiduciary responsibility is the duty to act honestly, in good faith, and in the best interests of the University. This includes exercising due care, diligence, and skill in decision-making; placing the interests of the University above personal, professional, or constituency interests when acting as a Governor; safeguarding the University's assets and reputation; and complying with applicable laws, governance obligations, and Board policies.

Strategic Leadership

- Establishing the University's mission, vision, and values, in collaboration with Senate where appropriate.
- Approving and monitoring the University's strategic directions and goals.
- Promoting ethical behaviour throughout the University community.
- Serving as ambassadors and advocates for the University.

Financial Stewardship

- Ensuring the University operates in a fiscally responsible manner.
- Approving significant capital expenditures and allocations.
- Monitoring financial performance against approved plans and budgets.
- Reviewing and approving significant transactions that fall outside the ordinary course of business, within established approval authorities.
- Appointing the external auditor.
- Safeguarding and supporting the prudent management of the University's assets and resources.

Risk Management and Accountability

- Understanding the principal risks facing the University.
- Ensuring appropriate systems, controls, and processes are in place to manage and monitor risk.
- Promoting transparency and accountability through accurate and timely communication with stakeholders.
- Ensuring compliance with applicable laws, policies, and governance obligations.

Institutional Quality and Performance

- Appointing, monitoring, evaluating, and compensating the President.
- Supporting succession planning and leadership development within the University.
- Assisting senior administration in fundraising and advocacy activities.

Board Effectiveness

- Maintaining an effective and efficient governance structure.
- Demonstrate a working knowledge of Board governance practices and parliamentary procedure.
- Participating in Board and Board Chair evaluations and continuous improvement initiatives.

- Supporting Board succession planning and recruitment through a criteria-based nomination process and participate in the recruitment, onboarding, and mentoring of new Board members
- Understanding and respecting the respective roles and responsibilities of the Board, Senate, Board Committees, and University administration and the lines of communication.
- Approving key governance policies that establish an institutional framework for decision-making.
- Performing any additional duties prescribed by legislation or the University's governing documents.

Orientation and Development
Governors are expected to:
- Participate in Board orientation programs.
- Maintain an understanding of the University's operations, strategic priorities, and business plans.
- Pursue ongoing learning relevant to Board governance responsibilities.

Administrative Responsibilities
Governors will:
- Attend Board and Committee meetings regularly and punctually, providing advance notice when unable to attend.
- Maintain a minimum attendance rate of 60% of Board meetings.
- Prepare for meetings by reviewing agendas, reports, minutes, and supporting materials.
- Participate actively and constructively in Board discussions and decision-making.

Participation, Engagement, and Community Relations
Governors are expected to:
- Attend University events and ceremonies, including Convocation whenever appropriate and feasible.
- Remain informed about University activities.
- Act as positive ambassadors for the University and foster constructive relationships with constituencies, partners, and the broader community.

Code of Conduct

The Board of Governors Code of Conduct is available to view online.

MSVU is committed to accountability, professionalism, respect, and ethical behaviour. Governors are expected to conduct themselves in a manner that reflects the University's values and supports its mission.

Governors and Board Committee members shall conduct themselves ethically, professionally, and in the best interests of the University. Decisions must be made objectively and free from undue influence. Any financial, personal, professional, or other interest that could create, or reasonably be perceived to create, a conflict with the interests of the University must be disclosed and managed appropriately.

Consideration will be given to the principles of Equity, Diversity, Inclusion, and Accessibility (EDIA) in the implementation and application of this Code.

General Standards
Governors shall:
- Conduct all University-related activities in compliance with applicable laws, regulations, University policies, and governance obligations.
- Treat all members of the University community with dignity, fairness, courtesy, and respect.

- Support an environment that reflects the principles of Equity, Diversity, Inclusion, and Accessibility (EDIA).
- Exercise independent judgment and maintain the highest standards of professional conduct.
- Recognize their responsibility as stewards of an institution that serves the public good and exercise reasonable care in its oversight.
- Not use University property, information, opportunities, or resources for personal benefit or gain.

Integrity and Accuracy

Governors will:

- Communicate truthfully and avoid knowingly making false or misleading statements.
- Ensure that information represented on behalf of the University is accurate and complete.
- Support transparency and accountability in Board decision-making and oversight.

Confidentiality

Governors shall:

- Protect confidential information obtained through their Board role.
- Use confidential information only for authorized University purposes.
- Comply with all legal, ethical, and professional obligations regarding privacy and confidentiality.
- Maintain the confidentiality of Board discussions, deliberations, and in-camera proceedings, except where disclosure is authorized or required by law.

Public Representation

Governors are encouraged to support and promote the University. However:

- When expressing personal views as private citizens, Governors must make clear that they are speaking in a personal capacity.
- Governors shall not represent personal opinions as positions of the University unless specifically authorized to do so.
- Governors shall respect and support duly-established Board decisions while recognizing the Board speaks with one voice.

Conflict of Interest Policy

MSVU's Conflict of Interest Policy is available online.

Governors shall avoid actual, potential, or perceived conflicts between their personal interests and their duties to the University.

Disclosure and Management

Governors will:

- Promptly disclose any actual, potential, or perceived conflict of interest to the Board Chair or Committee Chair as soon as it becomes known.
- Refrain from participating in discussions, recommendations, or decisions where a conflict of interest exists, except to provide factual information if requested by the Chair.
- Withdraw from the meeting, where requested by the Chair or where appropriate, while the matter is under consideration.
- Comply with all Board procedures regarding conflict disclosure, management, and recusal.

The Chair will determine the appropriate course of action in situations involving a perceived conflict of interest.

Examples of Conflict of Interest
Situations that may constitute a conflict of interest include, but are not limited to:

- When personal, professional, financial, or other interests affect, or may reasonably be perceived to affect, a Governor's ability to act in the best interests of the University.
- Accepting gifts, gratuities, favours, or benefits from an individual, firm, or organization that conducts or seeks to conduct business with the University, except for customary gifts of nominal value.
- Having a direct or indirect financial interest, including through an immediate family member (parent, spouse, partner, child, or dependent), in a matter under consideration by the Board or in a contract involving the University.
- Participating in Board discussions or decisions regarding labour relations where the Governor's membership in an employee bargaining unit could impair, or appear to impair, their objectivity.

All Board of Governors and Committee members are required to sign an Acknowledgement and Agreement Form at the beginning of each Board year indicating that they have reviewed the above.

Board Representation

Having representatives from various constituency groups helps ensure that decisions made by the Board of Governors include a wide range of perspectives; this input strengthens Board decisions. As mandated by MSVU's Charter (S.6.1), the Board of Governors is comprised of a maximum of 37 members:

- Chancellor (currently vacant)
- President and Vice-Chancellor
- Vice-President Academic and Provost
- Vice-President Administration
- Five representatives selected by the Sisters of Charity
- Two representatives appointed by the Order in Council
- Three representatives selected by the Students
- Three representatives selected by the Alumni
- Three representatives selected by the Faculty
- No fewer than 12 and no more than 17 members from the Community at Large

Board Member Selection

As noted above, the University Charter mandates the membership of the Board; Board members arrive at the Board table in various ways, including:

- MSVU's Charter names the Chancellor, President and Vice-Chancellor, Vice-President Academic and Provost, and Vice-President Administration as ex-officio members of the Board of Governors, meaning they are on the Board by virtue of their position.
- Other Board members (Sisters of Charity, alumni, faculty and students) are appointed or selected by and from their specific constituency groups.
- Order in Council representatives are appointed by the Government; and
- Remaining members (Community at Large) are sourced through the Board of Governors' Nominating and Governance Committee and appointed by the Board of Governors.

It takes many different skillsets to effectively oversee the assets of MSVU. To ensure the Board of Governors can efficiently and effectively carry out its fiduciary responsibility to the University, the Nominating and Governance Committee uses a Skills Matrix approach to monitor current skills sets on the Board and to identify any current or upcoming gaps in those represented skill sets.

The following skill sets are included on the Skills Matrix:

- Accounting/Audit,
- Finance/Banking,
- Investment,
- Facilities Planning and Development,
- Information Technology,
- Commercial Real Estate,
- Risk Management,
- Legal,
- Labour Relations,
- Human Resources,
- Executive Compensation,
- Governance/Policy,
- Community Engagement,
- Fundraising/Philanthropy,
- Strategic Planning,
- Public Affairs,
- Government Relations,
- Education,
- Business Management, and
- Equity, Diversity, Inclusion, and Accessibility (EDIA)

As well, potential candidates are given the opportunity to indicate other experience or areas of expertise (i.e. experience in gender-based and intersectional analysis, lived experience, etc.) that would be beneficial in their role on the Board. The Nominating and Governance Committee also considers factors such as whether potential candidate is a Mount Alum and whether their vision and values align with those of MSVU and its strategic plan, Strength Through Community.

Prior to a recommendation to the Board of Governors for appointment, an interview is held with potential candidates to discuss the role and responsibilities of Board members and how both the candidate and the Board of Governors would benefit from the appointment. This meeting is typically facilitated by at least two of the following Board members - the Chair or Vice-Chair of the Board, Chair of the Nominating and Governance Committee, and/or the University President.

MSVU is strongly committed to fostering equity, diversity, inclusion, and accessibility (EDIA). MSVU is an institution that was established by women for the advancement of women with social responsibility and social justice at its core. We embrace the diversity of our community and are committed to efforts that enhance diversity, equity, inclusion, and accessibility across all facets of our university, within our local community, and in society at large. It is important that this diversity is reflected in our Board of Governors.

Board Member Terms

While the Charter provides the opportunity for Board members to participate on the Board of Governors for a **maximum of six (6) years,** the length of terms differs among the constituency groups:

- Faculty, student and alumni representatives: the length of their term is determined by that constituency group's bylaws or terms of reference;
- Sisters of Charity representatives are appointed to the Board, by Sisters of Charity for a three-year term with a possible for a second three-year term;

- Order in Council representatives are appointed for a three-year term with the possibility of reappointment for second three-year term; and
- Members from the Community at Large are appointed for a three-year term, with the possibility of reappointment for second three-year term.

The Charter does, however, have a provision that, by resolution by the Board, allows a Board member to serve beyond the six years allowable. This clause within the Charter is invoked in circumstances where the Board member's responsibilities will extend beyond the six years (i.e. Vice-Chair, Chair, Past Chair).

Board of Governors Meetings

Frequency, Dates, Location, and Duration

As stipulated by the Board of Governors' Bylaws, four Board meetings are scheduled between July 1 and June 30, including the Annual Meeting, which is typically held in June. Additional ad hoc Board meetings may be scheduled to address an item or issue that has arisen but cannot wait to the next regularly scheduled meeting. The following Board meetings have been set for 2026-2027:

- Thursday, December 3, 2026 – 5:00-8:00pm
- Thursday, March 4, 2027 – 5:00-8:00pm
- Thursday, May 6, 2027– 5:00-8:00pm
- Thursday, June 24, 2027 (Annual General Meeting) – 5:00-8:00pm

Throughout 2026-2027, Board meetings will be held using a hybrid model. Board members will be provided with the confirmed location and a link to the virtual Teams meeting via a calendar invite. A downloadable copy of the campus map is available on the website.

Board meetings last approximately 2½ hours; however, this fluctuates depending on the number and complexity of agenda items and the level of engagement of Board members. Committee meetings generally last 90 minutes.

Attendance at Meetings

Your voice and perspective are important in the discussions and decision-making process of the Board. While conflicts in schedules do happen, it is expected that Board members will make every reasonable effort possible to attend Board and Committee meetings.

During the 2026-2027 Board year, all Committee meetings will be held via Microsoft Teams. Board meetings will be offered using a hybrid model, with the in-person option held on campus. Face-to-face participation is preferred, however, if you are not able to attend in person, you may join via Teams. Calendar invitations will be sent in advance for all Board and Committee meetings.

The Board Chair will review attendance of meetings. If a member misses three consecutive Board or Committee meetings without a reasonable excuse, they may be asked to resign.

If you are absolutely not able to participate in a meeting, please be sure to send your regrets to the Board Governance Secretary.

Meeting Reminders

At the first Board and Committee meetings of the year, members will be provided a set of "meeting reminders" including:

Confidentiality

Discussions at the Board (and Committee) table are confidential. It is a place where all Board members bring their perspective to discussions and decisions. It is important that Board members can be open and honest with regard to their opinions and thoughts, understanding that while decisions will be announced or released, the discussion leading up to decisions-making, remains confidential.

Conflicts of Interest

Board and Committee members are asked to be mindful of situations where discussions or decisions could put them in a position of conflict of interest or a "perceived" conflict of interest. Should this happen, Board/Committee members are asked to advise the Board/Committee chair of their actual or perceived conflict of interest. In this case, the Board/Committee member would be excused from the discussion and decision-making process.

Acting in the Best Interest of the University

At the Board or Committee table, Board members have a fiduciary responsibility to the University to act in its best interest. While the Board of Governors is made up of various constituency groups, once members enter the meeting and sit at the Board table, they are, in fact, removing their "constituency hat" and replacing it with a "Board Member hat".

Having representation from multiple constituency groups is very important in ensuring a diverse representation of thought and perspective when it comes to discussions and decisions at the Board table. Board members participating in the decision-making process must bring their perspective to the Board table discussions, consider all perspectives, and make the decision in the best interest of the University. This may sometimes conflict with what is in the best interest of an individual or constituency group. It is not an easy task; however, Board members must act in the best interest of the University.

Leaving with One Voice

While Board and Committee members are expected to actively engage and participate in discussions and decision-making process, it is not expected that a full consensus will be possible in all decisions. However, once a discussion has been held, all perspectives have been considered, and a decision has been made by the Board of Governors, Board members are expected to respect this decision-making process and leave with one voice: the voice of the Board and not the voice of an individual Board member or a constituency group.

Meeting Materials and Agendas

Meeting Materials

In line with MSVU's sustainability initiatives, the Board meeting materials are provided in PDF format and uploaded to the Board of Governors' SharePoint site. We encourage Board members to refrain from printing wherever possible.

Meeting materials are uploaded to the Board of Governors' SharePoint site at least one week prior to the meeting to allow sufficient time to review meeting materials. WiFi available at the meetings and Board members are encouraged to bring laptops, tablets, etc.

Board of Governors' Macro and Consent Agendas

The MSVU Board of Governors uses a macro agenda approach to organize the workload of the Board for the upcoming year and to evenly distribute that workload over the four Board meetings. Board Committees also use this approach to organize and manage responsibilities assigned to it by the Board. Agendas for each Board and Committee meeting are developed using the macro agenda.

To ensure Board meeting time is used efficiently and effectively, the Board also uses a consent agenda. The consent agenda contains routine committee reports, Board meeting minutes, and other non-controversial items that do not require independent discussion or action.

The Board Governance Secretary first develops a master agenda containing all agenda items that will be considered by the Board at its meeting. Input from the Executive Committee and from Board Committees, who report at the Board meeting, determine which items will be brought to the Board through the consent agenda. At the beginning of each Board meeting, a motion is made to approve and/or accept for information all items on the consent agenda.

Board members wishing to question, discuss, or oppose an item listed on the consent agenda can have the item moved to the regular meeting agenda by contacting the Board Governance Secretary ahead of time or by making this request before the Board Chair calls for the approval motion at the Board meeting.

Previous meeting Board Agendas can be found on the Board of Governors' website.

Board Meeting Outcomes and Minutes

Meeting minutes are taken by the Board Governance Secretary and circulated to the Board/Committee members ahead of the next meeting for approval.

Following the approval of Board meeting minutes, a document outlining Board meeting outcomes, a brief synopsis of the meeting, is posted to the Board of Governors website and available to the public.

Board Committees

Members of MSVU's Board of Governors and, in some cases, members of the external community, participate in standing and ad hoc Committees designed to assist the Board in carrying out its fiduciary responsibilities to the University.

Standing Committees meet regularly and are accountable directly to the Board of Governors. They consider matters that fall within their specific areas of responsibility and bring recommendations to the Board for discussion and decision. Ad hoc Committees are formed to address a specific project or task and are only active until the assigned task is complete and recommendations are brought to the Board of Governors for decision.

As a Board member you are expected to participate on at least one Committee. The skills matrix mentioned above will be used to determine which Committee(s) your skillsets can be best utilized. If you are interested in being considered for the role of Committee Chair or Vice-Chair, please contact the Board Governance Secretary.

Please note that the Board Committees have been restructured for the 2026/2027 year. This will be reviewed and evaluated at the end of the Board cycle to ensure the newly structured Committees are effective and to address any identified gaps or issues.

Audit & Risk Committee

The Audit & Risk Committee provides assistance to the Board in fulfilling its fiduciary responsibilities relating to financial accounting and reporting practices by overseeing the internal control environment and reviewing financial statements. As well, it maintains, by way of regularly scheduled meetings, a direct line of communication promoting transparency, honesty and ethical behaviour between the Board of Governors and the Auditors, thus ensuring the Auditors' independence and an avenue for discussion with the Board of Governors.

Executive Committee

The Executive Committee facilitates the operations of the Board by reviewing the Board macro-agenda to ensure that the Board is discharging its responsibilities as efficiently and effectively as possible. Based on the macro-agenda the Executive Committee develops and plans the Board meeting agendas for regular meetings and the Annual meeting to ensure all appropriate matters are brought before the Board on a timely basis. In addition, the Committee assists the Board by responding to matters when it is impractical to call a full Board of Governors' meeting.

Finance & Campus Planning Committee

The purpose of the Finance & Campus Planning Committee is to provide financial advice to the Board of Governors with respect to the University's annual operating and capital budgets, funds, university fees, Government grants, borrowing of funds, unaudited financial statements, recommendations from other committees which have financial implications and other matters as presented by the University Administration and/or the Board of Governors. The Committee is also responsible for advising the Board of Governors on matters related to the physical layout and protection of university lands, buildings, grounds and related infrastructure, any proposed changes thereto, and for the acquisition and/or sale of real property.

Nominating & Governance Committee

It is the responsibility of the Nominating Committee to propose governors from the community at large and to propose a slate of officers and Committee Chairs. The Committee is committed to ensuring the diversity of Mount Saint Vincent University's Board of Governors and will endeavor to source skill-specific representation from Aboriginal people, visible minorities and persons with disabilities. It also oversees policies and procedures relating to the governance of the University and reviews and provides advice to the Board of Governors on matters pertaining to the terms and conditions of employment of University employees and to develop and maintain human resource policies of the University.

Joint Board and Senate Liaison Committee

Serves as a means of liaison and communication between Board and Senate, particularly in areas where the Charter has given them overlapping responsibilities; its members report fully to their respective appointing bodies on a regular basis.

Investment Subcommittee

The Investment Committee reports to the Finance & Campus Planning Committee and is charged with the oversight of the investment management of the Capital Funds, Endowment Funds, Women's Studies Chair Funds and any other sums of money of the University, as directed by the Board of Governors.

Descriptions, Terms of Reference, and membership for these standing Committees, as well as the Ad Hoc Committees, are available on the Committee page of the Board website.

Board of Governors' Annual Evaluation

The Board Evaluation Process is designed to provide Governors with an opportunity each year to examine how the Board is operating and to make suggestions for improvement. It will also provide valuable information to the Board's Nominating and Governance Committee for renewal and nomination purposes.

The process is designed primarily to provide constructive input for the improvement of the Board "as a whole or as a unit". The process also provides each Governor with an opportunity to self-assess his/her performance and to comment on the performance of the Board, its Chair, and its support system.

The input of the Governors is summarized on a confidential basis by the Board Governance Secretary. The raw results are shared with the Chair of the Nominating and Governance Committee who will then (a) have a private meeting with the Board Chair to review the results of the evaluation, including the results relating to the evaluation of the Chair's performance, and (b) schedule a meeting of the Nominating and Governance Committee to review the results of the evaluation.

Time will be set aside at the first Board meeting in the fall for a full and comprehensive discussion of Board effectiveness. Immediately following this discussion, the Board will engage in a goal-setting exercise for its performance and effectiveness over the coming year.

Board of Governors' Retreat and Joint Board Senate Sessions

The Board retreat provides a much-needed opportunity for you to get to know your fellow Board members, build relationships with each other and with the University, and to talk about the future of MSVU. It is also provides an opportunity for Board members to hear from different programs on campus, participate in strategic planning or brainstorming sessions, and meet students and faculty.

The Annual Board of Governors' Retreat is typically held over two half days - Friday evening (6:00 – 8:00 pm) and Saturday morning (9:00 am – 12:00 pm). Dates for the 2026/27 Board Retreat will be confirmed in the near future.

In addition to the Retreat and regular Board meetings, there will be at least two Joint Board Senate sessions throughout the year. The purpose of these sessions is to further the understanding of the two parties' roles and responsibilities and to encourage collaboration and interaction between Governors and Senators.

Board of Governors' SharePoint Site

The Board of Governors' SharePoint site is a secure location where you will find Board and Committee sites and meeting materials, educational resources, and past meeting minutes.

This site provides you with 24/7 access to your meeting materials and resources from anywhere. In line with our sustainability efforts, we encourage you to read the materials online and, where possible, to refrain from printing.

It can be helpful to bookmark the link below in your internet browser. Direct link to login to the Board of Governors' SharePoint site is: https://msvuhfx.sharepoint.com/sites/BOG/Meeting Materials/Forms/AllItems.aspx. Links to specific meeting folders will be send out alongside the meeting calendar invite.

SharePoint Username and Password

You will be given a MSVU login and email address for access to SharePoint. Once you reach the Board of Governors' SharePoint site, you will be prompted to enter your username and password. If you do not have a username and password, please contact the Board Governance Secretary who will ensure that you get one.

Committee SharePoint Sites

If you have been assigned to one or more committee, you should see the name of the committee(s) listed in the left column on the Board SharePoint site under the heading "**Committee Documents**". Clicking on the name of the Committee will take you into the committee's section of the SharePoint site.

Within each committee site, you will find information, tools, documents, and meeting materials to help you as a committee member.

Additional Resources available on the Board of Governors' Website:

Board of Governors Resources

MSVU Charter

Board of Governors Bylaws

Board of Governors Acknowledgement and Agreement Form

Board of Governors – Key Responsibilities

Our Commitment as Governors

MSVU Code of Conduct

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Board of Governors' Annual Evaluation Form

Terms of Reference – Standing and Ad Hoc Committees

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Board of Governors and Committee Meeting Schedule 2026-2027

Board Meeting Agendas and Outcomes (2015-2026)

Board of Governors SharePoint Site

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MSVU Resources:

Campus Map

History of MSVU

MSVU Viewbook

Research Centres and Institutes

Equity, Diversity, Inclusion & Accessibility (EDIA)

MSVU Accessibility Plan 2025-2028

Strategic Plan: Strength Through Community

President's Objectives 2026/27

MSVU Operating Budget Report 2026/27

MSVU Event Calendar

The Senate Resources

MSVU Senate

Senate Meeting Agendas

Senate Minutes

Senate Items for Communication

Senate Responsibilities – According to the University Charter

Senate Standing Committees

Other Senate-Related Committees

Senate By-laws (including Committee Terms of Reference)

Honorary Degrees

Other Resources and Information:

Glossary of Terms

University Affairs Magazine

External University Associations Contact List

University Contacts – Halifax

Robert's Rules Quick Reference Guide

The Academic Senate and University Governance in Canada by Jones et al.

Strategic Governance – Cheryl Foy, Author of *Introduction to University Governance*

What does "Fiduciary Duties" mean?

Appendix 1: Glossary of Terms

AAU

Association of Atlantic Universities (AAU) is a voluntary association of the 16 universities in the Atlantic region and in the West Indies which offer programmes leading to a degree or have degree-granting status.

The AAU represents the interests of universities across the region, ensuring public visibility for the important role they play in preparing future leaders of our communities, in path-breaking research and innovation, and in contributing to the economic prosperity of life in Atlantic Canada. The AAU also provides a forum where university executive heads reflect, consult and collaborate on all aspects of the whole university; define common objectives and positions; develop strategies to promote, collectively and co-operatively, the highest ideals of post-secondary education; and exercise leadership to promote the objectives of the collective. One of the fundamental roles of our association is to create greater awareness and understanding of the important contribution of universities to the social and economic development of the Atlantic Provinces.

Academic Year

The academic year at MSVU runs September to August (September to May and two (2) summer sessions that run May to August)

Bicameral

Two governing bodies. At MSVU, the bicameral structure consists of the **MSVU Board of Governors**, responsible for overall management of the university, with particular responsibility for property, revenues and finance, and the **MSVU Senate,** responsible for overseeing the academic and research policies and activities of the university.

Bilateral Agreement

The Bilateral Agreement refers to the funding agreement between the Department of Advanced Education and MSVU. The agreement outlines stipulations for funding over a two-year period, including a tuition freeze for Nova Scotian residents in undergraduate programs, new financial indicators and financial reporting requirements.

Bill 12

Bill 12, or *An Act Respecting Advanced Education and Research*, is legislation put forward in February 2025 by the Department of Advanced Education that would increase provincial government oversight of higher education, including potential impacts to the size and representation of universities' boards of governors.

Board Year

The "Board year" at MSVU begins July 1 and ends June 30

CAPP

Senate Committee on Academic Policy and Planning.

CAPTPAA

Committee on Appointment, Promotion & Tenure or Permanence for Academic Administrators (CAPP) the MSVU Senate committee that serves as consultant and advisor to the Senate on matters dealing with academic policy and planning. The terms of reference for the Committee can be found within the Senate By-Laws (14.3).

CAUBO

Canadian Association of University Business Officers (CAUBO) is a non-profit professional organization representing the chief administrative and financial officers at over 100 universities and affiliated colleges in Canada. CAUBO provides a national perspective on matters related to higher education administration. It strengthens the capacity of leaders in the sector by connecting them with peers and information, enabling them to pursue opportunities and create solutions for shared issues.

CAUT Canadian Association of University Teachers (CAUT) is the national voice for academic staff representing 72,000 teachers, librarians, researchers, general staff and other academic professionals at some 125 universities and colleges across the country. CAUT is an outspoken defender of academic freedom and works actively in the public interest to improve the quality and accessibility of post-secondary education in Canada.

From lobbying governments to providing collective bargaining and legal support, CAUT actively advances the social and economic interests of its members. CAUT offers courses, workshops and conferences, and investigates threats to academic freedom. The national office undertakes extensive research, and publishes reports, newsletters, books and a monthly newspaper. CAUT liaises with Canada's media and works in national and international coalitions dedicated to the welfare of academic staff and students.

CBIE Canadian Bureau of International Education (CBIE) is the national voice advancing Canadian international education by creating and mobilizing expertise, knowledge, opportunity and leadership. They are a global leader in international education, dedicated to equity, quality, inclusiveness and partnership.

CFI Canada Foundation for Innovation (CFI) is a non-profit corporation that invests in research infrastructure at Canadian universities, colleges, research hospitals and non-profit research institutions. Their mandate is to increase the capability of Canada's universities, colleges, research hospitals and non-profit research organizations to carry out high quality research by investing in research infrastructure.

CIHR Canadian Institutes of Health Research (CIHR) is Canada's federal funding agency for health research. Composed of 13 Institutes, we collaborate with partners and researchers to support the discoveries and innovations that improve our health and strengthen our health care system

Cohort A cohort is a group of students who work through a curriculum together to achieve the same academic degree together

CONSUP Council of Nova Scotia University Presidents (CONSUP) is an informal body consisting of the presidents of the 10 degree-granting institutions in the province. CONSUP members meet on a regular basis to deal with matters of common concern, and also meet on occasion with the appropriate minister and/or the premier. The objectives of the Council are to work for the improvement of higher education in Nova Scotia, to exercise leadership in matters concerning post-secondary education, to promote cooperation and interuniversity planning among those institutions listed in the membership, to be the channel of collective communication between the universities and the government, as well as between the universities and other bodies or individuals. The Council will make or recommend appointments to national, regional and provincial bodies as required.

CUGA Canadian University Governance Association (CUGA) was formed in 1987 as a forum for discussion among the governing boards of member institutions. The association exists to improve the governance of Canadian universities by

	providing a forum for members of governing boards and board professionals to exchange of information about effective governance in higher education. The association promotes and supports the development of policies and programs that enhance the ability of university boards to discharge their fiduciary duties in an accountable way. The association holds an annual conference for board chairs, vice chairs and board professionals each spring. The annual general meeting is also held at that time.
CURIE	Canadian Universities Reciprocal Insurance Exchange (CURIE) was formed in 1987 in response to major changes in the availability of affordable commercial insurance coverage for universities. CURIE is dedicated to addressing the common and unique needs of its members by securing long-term, stable and cost-effective insurance coverage; managing claims effectively and in a way that recognizes the long-term interests of its members; providing a range of risk management and loss protection services; and sharing information and communicating best practices in risk management to its members.
Fiscal Year	MSVU's fiscal (or financial) year runs April 1 – March 31.
FTE	Full-time equivalent (FTE) refers to a measure that combines the enrollment of full-time and part-time students to provide a more accurate representation of the total student body.
GHP	Greater Halifax Partnership is Halifax Regional Municipality's economic development organization. They work to attract and grow business, talent and investment in Halifax.
Headcount	Refers to the total number of individual students enrolled at an institution, regardless of their enrolment status (e.g. full-time or part-time).
International student differential	International students often face higher tuition fees in Canada compared to domestic students. The differential is the extra amount added to the base tuition fees to cover full costs of instruction, which are not fully subsidized by government funding.
Invest Nova Scotia	In 2022 Nova Scotia Business Inc (NSBI) and Innovacorp were consolidated to form **Invest Nova Scotia**. From starting up and raising capital, to incubation and acceleration, export development and investment attraction, Invest Nova Scotia helps businesses seize opportunities. They support the growth and momentum of Nova Scotia businesses of all sizes, and welcome businesses from elsewhere to join us here.
IRCC	Immigration, Refugees and Citizenship Canada (IRCC) is the federal department that develops policies, programs, and services that facilitates the arrival of people into Canada. They are responsible for processing applications from people wishing to visit, live in, work in, and/or study in Canada.
ISI	Inter-University Services Inc. (ISI) is comprised of a team of professionals with expertise in public procurement and administrative services within a post-secondary environment. Established in 1984, ISI has evolved and grown over the last number of years, forging stronger collaboration with member institutions and delivering significant realized value in terms of saving costs, generating efficiencies, and mitigating risks.

MOU A memorandum of understanding (MOU) is a document that describes the broad outlines of an agreement that two or more parties have reached.

MPHEC Maritime Provinces Higher Education Commission (MPHEC) Is an Agency of the Council of Atlantic Premiers that provides advice to Ministers responsible for Post-Secondary Education in the Maritimes. The MPHEC assists institutions and governments in enhancing the post-secondary learning environment.

NSERC Natural Sciences and Engineering Research Council (NSERC) funds visionaries, explorers and innovators who are searching for the scientific and technical breakthroughs that will benefit our country. They are Canada's largest supporter of discovery and innovation. They work with universities, colleges, businesses and not-for-profits to remove barriers, develop opportunities and attract new expertise to make Canada's research community thrive. As well, they give Canadian scientists and engineers the means to go further because they believe in research without borders and beyond frontiers.

PAL Provincial Attestation Letter (PAL) is an official document issues by a Canadian province or designated learning institution confirming a student's acceptance into a designated learning institution. This is typically required for international students to apply for a study permit.

Registered unit Registered unit refers to the credits for an individual course. Data on registered units is relevant to the budget as it shows an accurate representation of the number of courses taken, regardless of student headcount.

RFP Request for Proposal; A request for proposal (RFP) is a business document that announces a project, describes it, and solicits bids from qualified contractors to complete it. Most organizations prefer to launch their projects using RFPs, and many governments always use them.

SEM Plan Strategic Enrolment Management (SEM) Plan is a deliberate and targeted approach to enrolment taking a student-centred approach, considering student progression from recruitment to completion and engagement as an alumni. This plan is a comprehensive road map that will guide our approach to enrolment, retention, and graduation over the next five years.

SIF The Strategic Innovation Fund (SIF) provides major investments in innovative projects that will help grow Canada's economy for the well-being of all Canadians. Mount Saint Vincent University is receiving funding under the Post-Secondary Institutions Strategic Investment Fund, which aims to reinvigorate Canada's research and science base, address existing infrastructure needs while contributing to Canada's long-term innovation and sustainability objectives.

SSHRC Social Sciences and Humanities Research Council (SSHRC) is the federal research funding agency that promotes and supports research and training in the humanities and social sciences

Universities Canada Universities Canada (UA), formerly know as the Association of Universities and Colleges of Canada, is the voice of Canadian universities, at home and abroad. They are a membership organization providing university presidents with a unified voice for higher education, research and innovation. Universities Canada, formerly the Association of Universities and Colleges of Canada, advances the mission of their member institutions to transform lives, strengthen communities and find solutions to the most pressing challenges facing our world.

UA advocates for Canadian universities at the federal level; provides a forum for university leaders to share ideas and address challenges in higher education; support students by providing online information on university study and offering scholarships on behalf of private sector companies; and fosters collaboration among universities and governments, the private sector, communities and international partners to help build a better world.

Appendix 2: Board of Governors Bylaws

BY-LAWS OF THE BOARD OF GOVERNORS OF MOUNT SAINT VINCENT UNIVERSITY

1. BY-LAWS

Enactment of By-Laws

1.1.1 The following by-laws are hereby enacted by the Board of Governors of Mount Saint Vincent University.

Repeal of Former By-Laws

1.2.1 Any by-laws heretofore passed are repealed, but such repeal does not affect anything heretofore done or any right heretofore acquired under or in pursuance of such by- laws, or revive any by-laws repealed by such by-laws.

2. DEFINITIONS

2.1.1 All capitalized terms in these by-laws have the same meaning as defined in the Charter, unless otherwise defined therein.

2.1.2 In these by-laws:

(a) "Charter" means the Mount Saint Vincent University Act, S.N.S. 1988, c.73.

(b) "Governor" means a member of the Board of Governors of the University.

(c) "Senior Administrative Officer" is inclusive of the Vice-Presidents, Associate Vice-Presidents, the Deans and the University Librarian; it also includes any manager with line responsibility who is directly involved in or responsible for the formulation of academic or administrative policy and who is not specifically referred to in subsection 7(b) of the Charter.

3. MEMBERSHIP OF THE BOARD

3.1.1 The Board shall consist of:

(a) Ex officio: Those persons who hold those positions named in the Charter which provide for membership on the Board including the Chancellor, the President and Vice-Chancellor, the Vice-President Academic and Provost of the University and the Vice-President Administration of the University, and

(b) Persons appointed or selected thereto pursuant to the Charter.

Procedures for Nominations

3.2.1 The Nominating and Governance Committee shall prepare annually a list of names of candidates to fill vacancies in the group of Governors from the community at large and, when necessary, a list of officers and members of the Executive Committee, having regard to the needs of the Board and the capabilities of existing Governors. The Governors so named shall be put forward for election at (or before) the annual meeting.

Term of Membership on the Board

3.3.1 Each Governor selected by the Board from the community at large shall serve a three- year term as Governor and may be appointed for a second consecutive term.

3.3.2 Notwithstanding Article 3.3.1, a Governor to whom that Article applies may be appointed for a term or consecutive terms exceeding six years where the Board, by resolution, so determines.

Vacancies on the Board

3.4.1 In the event a vacancy in the membership on the Board from the community at large arises between annual meetings, the Board may at any time select a new Governor to complete the term of the Governor whose departure from the Board created the vacancy.

4 OFFICERS OF THE BOARD

4.1.1 The officers of the Board shall be:

(a) the Chair;
(b) the Vice-Chair;
(c) the Chair of the Finance and Campus Planning Committee; and
(d) the President and Vice-Chancellor.

Election of Officers

4.2.1 At (or before) the annual meeting, the Board shall receive from the Nominating and Governance Committee a slate of Executive Committee members, and shall elect them.

4.2.2 Officers shall normally serve two-year terms.

Chair

4.3.1 The Chair shall preside at all meetings of the Board and of the Executive Committee and shall perform such duties as may be required under the Charter and the by-laws, or as are incidental to the office. The Chair shall be an ex-officio member of all committees of the Board.

Vice-Chair

4.4.1 The Vice-Chair shall perform such duties as are assigned to them and shall exercise all powers and perform all duties of the Chair in the absence of the Chair.

Chair of the Finance and Campus Planning Committee

4.5.1 The Finance and Campus Planning Committee shall be responsible for ensuring the ongoing monitoring of financial policies, practices, projections and results and for ensuring that any action arising from reports of the auditors or Audit and Risk Committee is undertaken.

5. RECORDING SECRETARY

5.1.1 The Board shall appoint a Recording Secretary who shall serve at the pleasure of the Board. The Recording Secretary shall be directly responsible to the President and Vice-Chancellor and to the Board and shall have charge of the minutes and records thereof. The Recording Secretary shall perform such duties as may from time to time be assigned to them by the Board or the President and Vice-Chancellor and shall issue or cause to be issued notices of all meetings of the Board when directed to do so or as provided for herein. The Board may from time to time appoint an Acting Recording Secretary to perform the duties of the Recording Secretary when the latter is unable by reason of absence or other cause to perform such duties.

6. MEETINGS OF THE BOARD

6.1.1 There shall be a minimum of four meetings of the Board in each academic year (July 1– June 30) including the annual meeting which shall normally be held in June.

6.1.2 Should a member miss three consecutive meetings of the Board or its committees, without reasonable excuse, the member may be asked to resign. The member's attendance will be forwarded to the Nominating and Governance Committee for recommended action.

6.2.1 At the Annual meeting, the Board shall:

a) receive and approve the audited financial statements of the University for the immediately preceding fiscal year;
b) appoint the auditor;
c) receive the report of the Nominating and Governance Committee and elect the Executive Committee of the Board including the officers;
d) receive the report of the Nominating and Governance Committee and elect the new Governors;
e) receive the annual reports of all standing committees of the Board.

6.3.1 A quorum shall consist of a majority of members.

6.4.1 Meetings of the Board shall be held at a time and place designated by the Chair. Special meetings of the Board may be called by the Chair as needed. Board and Committee meeting formats (i.e. in-person, conference call, Microsoft TEAMS, hybrid model, etc.) will be at the discretion of the Board Chair. Attendance by electronic means will constitute attendance and contribute toward quorum.

6.4.2 Meetings of the Board's committees shall be held at a time and place designated by the committee's Chair. Committee meeting formats (i.e. in-person, conference call, Microsoft TEAMS, hybrid model, etc.) will be at the discretion of the committee's Chair. Attendance by electronic means will constitute attendance and contribute toward quorum.

6.5.1 Any seven Governors shall have the power to call a special meeting of the Board at any time upon submission to the Chair of a written request for such a meeting, specifying the purpose for which it is to be convened.

6.6.1 The accidental failure to give notice of a regular or special meeting to any Governor, or any accidental irregularity in connection with the giving of notice or the conduct of a meeting, shall not invalidate the proceedings of the meeting.

6.7.1 Unless otherwise provided herein, matters arising at any meeting of the Board shall be decided by a majority of votes. Only Governors present may vote and no Governor may be represented by proxy.

In the case of a tie vote, the Chair shall cast the deciding vote. Any vote shall be taken by ballot if so demanded by any Governor present, but if no demand is made, the vote shall be taken in the normal way by a voice vote or a show of hands.
The declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.

6.8.1 In extenuating circumstances, and where there has been prior discussion, the Board (or Board Standing or ad hoc Committee) may, with the permission of the Chair of the Board of Governors, use an electronic process for voting on resolutions in order to facilitate the Board's (or Board Standing or ad hoc Committee's) business outside of its regular meeting schedule.

The proposed motion will be circulated (complete with background information) by the Recording Secretary. Board or Committee members will be afforded the opportunity to raise questions and receive clarification from the Board Chair (or their designate).

In the event that the electronic voting process is used to complete business initiated at a Board (or Board Standing or ad hoc Committee) meeting, members absent from the meeting must be contacted by the Board Chair or their designate, and the background of the motion discussed thoroughly. Once Board (or Committee) members have received sufficient information to ensure they understand the background data and the proposed motion, they will vote on the proposed motion electronically.

The resolution shall be valid and effective if approved by a majority of the Board (or Board Standing or ad hoc Committee) voting members and shall be recorded in the minutes of the Board (or Board Standing or ad hoc Committee) at its next meeting.

6.9.1 Meetings of the Board are closed to the public; attendance of non-Board members shall be by invitation. Following the approval of the minutes of Board meetings, a Master Agenda and document outlining meeting outcomes will be made available for public viewing via the Board of Governors' website.

A copy of the summary of the proceedings of each meeting as drafted by the Recording Secretary shall be sent to each Governor prior to the next regular meeting of the Board.

6.10.1 A Governor who has a conflict of interest in any matter before the Board, whether real, reasonably perceived or potential, shall declare their conflict and shall not vote on such matter. Such Governor may be asked by the Chair to withdraw from the meeting during the discussion or voting of any motion relating thereto.

7. COMMITTEES

7.1.1 The Board shall generally discharge the duties and responsibilities vested in it by the Charter through delegation of its functions, for recommendation or decision, as it deems appropriate, to the committees of the Board.

7.1.2 The committees constituted by the Board shall be:

(a) The Executive Committee (standing committee of the Board);

(b) Other standing committees, being those committees, whose duties are normally continuous. Unless otherwise determined by the Board, the other standing committees are:

Audit and Risk
Finance and Campus Planning
Nominating and Governance
Human Resources and Compensation
Joint Board and Senate Liaison

(c) Joint committees, whose duties are normally continuous, are the responsibility of both the Board of Governors and Senate. At present, the only joint committee is the Joint Board Senate Liaison Committee.

(d) Ad hoc committees, being those committees appointed by the Board or the Executive Committee for specific duties of a non-recurrent nature, and which may include in their membership one or more persons who are not Governors subject to the proviso that the chair of any ad hoc committee must be a Governor.

7.1.3 All committees shall have the power to strike subcommittees or task forces.

7.1.4 The composition of the Executive Committee and the other standing committees and the details of the responsibilities of those committees shall be as set out in the Board Policies and Procedures Manual.

Executive Committee

7.2.1 Subject to the direction and control of the Board, the Executive Committee has the power to transact all regular business of the Board between meetings of the Board. The Executive Committee shall be a standing committee of the Board and shall monitor the performance of any Board functions that have been delegated. Any decisions taken at the Executive Committee must be sent to the Board for ratification at its next scheduled meeting.

Audit and Risk Committee

7.3.1 The Audit and Risk Committee is responsible for investigating, reporting, and recommending action on any matters relating to the control of financial or material assets of the University, and advising the Board with respect to the annual audited financial statements and appointment of auditors. In addition, the Audit Committee is responsible for risk management through the identification of principal risks facing the University, including cyber-security.

Finance and Campus Planning Committee

7.4.1 The Finance and Campus Planning Committee is responsible for advising the Board on annual operating and capital budget and overall fiscal policy, planning, and practice. It is also responsible for the development and monitoring of an overall campus master plan, which includes both long-term planning and shorter-term maintenance policy.

7.4.2 The Finance and Campus Planning Committee will have a sub-committee called the Investment Committee, which will be charged with providing investment advice to the Finance and Campus Planning Committee and with the investment of the Capital Funds, Endowment Funds, Learning and Leading Funds, Chair in Women's Studies Funds and any other sums of money of the University and is responsible for advising the Board of Governors on investment policies. Membership in the Investment Committee is not limited to members of the Finance and Campus Planning Committee.

Human Resources and Compensation Committee

7.5.1 The Human Resources and Compensation Committee is responsible for ensuring that the Board is taking all necessary and appropriate steps in respect of the fulfilment of the Board's responsibilities in the area of employment matters and making recommendations in respect thereof. This committee is also responsible for approving specific compensation proposals for senior management and reports to the Board of Governors annually on the Compensation of Senior Administrators Policy matters.

Nominating and Governance Committee

7.6.1 The Nominating and Governance Committee is responsible for recommending nominees for appointment to the Board of Governors and its committees, having regard to the skills, experience, diversity, and competencies required to support the University's mission and strategic priorities. The Committee is responsible for recommending a candidate for appointment to the position of Chancellor. The

Committee oversees governance policies and practices of the Board, including Governor orientation and development, periodic review of Board and committee structures, and evaluation of Board effectiveness. The Committee makes recommendations to the Board on governance-related matters to ensure alignment with the Charter, by-laws, and Board policies.

Joint Board/Senate Liaison Committee

7.7.1 The Joint Board/Senate Liaison Committee serves as a means of liaison and communication between Board and Senate, particularly in areas where the Charter has given them overlapping responsibilities; its members should report fully to their respective appointing bodies on a regular basis.

8. ADMINISTRATION Appointments

8.1.1 The Board shall appoint the President and Vice-Chancellor, the Vice-President Academic and Provost, the Vice-President Administration, Associate Vice-Presidents, the Deans, the University Librarian and may, if it deems necessary or expedient, appoint any other academic or administrative officers or employees of the University.

The President and Vice-Chancellor

8.2.1 The President and Vice-Chancellor shall fulfil the duties and responsibilities vested in them by the Charter, together with any other duties assigned to them by the Board or Executive Committee.

8.2.2 The procedures for the evaluation of and search for a President and Vice-Chancellor shall be as set out in the Board Policies and Procedures Manual.

8.2.3 A President and Vice-Chancellor shall hold office for a fixed term to be established by the Board at the time of their appointment or re-appointment.

8.2.4 When the office of President and Vice-Chancellor is vacant, the Board may appoint an Acting President and Vice-Chancellor. When there is no President and Vice- Chancellor or Acting President and Vice-Chancellor, the Vice-President Academic and Provost shall have the powers and carry out the duties of President and Vice- Chancellor.

Vice-President Academic and Provost

8.3.1 Subject to the direction of the Board and of the President and Vice-Chancellor, the Vice-President Academic and Provost shall have responsibility for and authority over all academic affairs of the university.

8.3.2 The procedures for the evaluation of and search for a Vice-President Academic and Provost shall be as set out in the Board Policies and Procedures Manual.

8.3.3 A Vice-President Academic and Provost shall hold office for a fixed term to be established by the Board at the time of their appointment or re-appointment.

8.3.4 When the office of Vice-President Academic and Provost is vacant, the Board may appoint an Acting Vice-President Academic and Provost.

Vice-President Administration

8.4.1 Subject to the direction of the Board and of the President and Vice-Chancellor, the Vice-President Administration shall have responsibility for and authority over all non- academic affairs of the University.

8.4.2 The procedures for the evaluation of and search for the Vice-President Administration shall be as set out in the Board Policies and Procedures Manual.

8.4.3 The appointment of the Vice-President Administration shall normally be a continuing appointment, upon successful completion of a probationary period as specified in the employment contract.

8.4.4 When the office of Vice-President Administration is vacant, the Board may appoint an Acting Vice-President Administration.

9. STUDENTS

9.1.1. The Board may, from time to time, authorize an individual or body to enforce rules, regulations and procedures regarding non-academic student behaviour and discipline established with the approval of the Board. Actions of such individuals or bodies shall be regarded as actions of the Board.

9.2.1 Any student who is suspended, dismissed or expelled from the University for disciplinary reasons shall have the rights of appeal established in the Student Judicial System for Non-Academic Infractions.

10. INDEMNIFICATION

10.1.1 Every Governor, every member of a Board committee, the President and Vice-Chancellor and every Senior Administrative Officer, and their heirs, executors and administrators and other legal personal representatives shall, from time to time and at all times, be indemnified and saved harmless out of the funds or other assets of the University from and against all costs, charges and expenses whatsoever which such person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against them, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them in or about the lawful execution of the duties of their position, office or employment at Mount Saint Vincent University.

11. INTERPRETATION

11.1.1 The powers, rights, authorities and privileges of the Board are determined by the Charter and these by-laws are to be construed in accordance therewith.

11.2.1 If any part of these by-laws shall be held to be invalid or unenforceable, the remainder of these by-laws shall be interpreted as if such part had not been included.

11.3.1 In all by-laws of the Board, the singular shall include the plural and vice versa, and the feminine shall include the masculine.