



SENATE BYLAWS

Revised ...

ARTICLE I: INTERPRETATION

1. The *Thompson Rivers University Act* (the “Act”) establishes the university council (hereinafter referred to as the “Senate”).
2. Under section 9(1) of the Act, the Senate is required to establish bylaws for the conduct of the business of the Senate including bylaws specifying the duties of members of the Senate in conflict of interest situations. These Bylaws constitute the Bylaws required by the Act.
3. The Senate has:
 - a. advisory responsibilities on the development of educational policies for the matters designated under the Act;
 - b. the power and duty to set policies, criteria and curriculum for the matters designated under the Act;
 - c. the right to approve procedures established by the Board of Governors for the selection of candidates for President, Deans, Librarians, the Registrar and other such senior Academic Administrators as the Board may designate.
4. Where these Bylaws are at variance with the Act, the Act and all amendments to it shall take precedence.

ARTICLE II: DEFINITIONS

"Academic Administrator" means a dean, vice president or similar employee of the institution whose primary responsibility is to provide administrative services in support of education or training offered by the institution, and does not include the President;

"Act" means the *Thompson Rivers University Act* of the Province of British Columbia;

"Appointed Member" means an alumni member who is not a faculty member and is appointed to Senate by the President on nomination by TRU Alumni, or an administrator from the Open Learning Division that has been appointed to Senate by the President.

"Board" means the Board of Governors of the University;

"Faculty Member" means a person employed by the University as an instructor, a lecturer, an assistant professor, an associate professor, a professor or in an equivalent position designated by the Senate who is elected to the Senate;

"Non-Voting Member" means the non-voting Senate Member that may be appointed to the Senate by the Board pursuant to the Act;

"President" means the chief executive officer of the University;

"Registrar" means the registrar of the University;

"Related Person" means a spouse, child, parent or sibling of the Senate Member;

"Senate" means the University Council of the University as established by the Act;

"Senate Member" or **"Member"** means a member of the Senate including any Non-Voting Member;

"Student Member" means a student in good standing at the University who is elected to the Senate;

"Support Staff Member" means an employee of the University, other than a member of a faculty, a member of the teaching staff of the Open Learning Division, the Deans, the President, the Vice-Presidents, the Chief Librarian or the Registrar, who is elected to the Senate;

"University" means Thompson Rivers University.

ARTICLE III: COMPOSITION

The Senate is composed of the Members set out in the Act.

ARTICLE IV: POWERS AND ADVISORY ROLE

The powers and advisory role of the Senate are as set out in the Act.

ARTICLE V: ELECTION OF MEMBERS

The Registrar shall conduct the elections required with respect to Senate Members in accordance with the rules for nominations, elections and voting made by the Senate.

ARTICLE VI: TERMS AND VACANCIES

1. The term of office for Senate Members and the procedure for filling vacancies are as set out in the Act.
2. Senate Members conducting approved Senate business will be reimbursed for travel expenses according to the University's policies.

ARTICLE VII: CONFLICT OF INTEREST

1. Conflict of Interest Defined

- a. In general, a conflict of interest exists for Senate Members who use their position at the Senate to benefit themselves, friends or families.
- b. A Member should not use ~~his or her~~ their position with the Senate to pursue or advance the Member's personal interests, the interests of a related person, the Member's business associate, corporation, union or partnership, or the interests of a person to whom the Member owes an obligation.
- c. A Senate Member shall not directly or indirectly benefit from a transaction with the University over which a Member can influence decisions made by the University.
- d. A Senate Member shall not take personal advantage of an opportunity available to the University unless the University has clearly and irrevocably decided against pursuing the opportunity, and the opportunity is also available to the public.
- e. A Senate Member shall not use ~~his or her~~ their position with the Senate to solicit clients for the Senate Member's business, or a business operated by a close friend, business associate, corporation, union or partnership of the Member, or a person to whom the member owes an obligation.
- f. Every Senate Member shall avoid any situation in which there is, or may appear to be, potential conflict¹ which could appear² to interfere with the Member's judgment in making decisions in the University's best interest.
- g. There are several situations that could give rise to a conflict of interest. The most common are accepting gifts, favours or kickbacks from suppliers, close or family relationships with outside suppliers, passing confidential information to competitors or other interested parties or using privileged information inappropriately. The following are examples of the types of conduct and situations that can lead to a conflict of interest:
 - i) influencing the University to lease equipment from a business owned by the Senate Member's spouse;
 - ii) influencing the University to allocate funds to an institution where the Senate Member or ~~his or her~~ their relative works or is involved;
 - iii) participating in a decision by the University to hire or promote a relative of the Senate Member;
 - iv) influencing the University to make all its travel arrangements through a travel agency owned by a relative of the Senate Member;

¹ "conflict" means a conflict of interest or apparent conflict of interest.

² "apparent" conflict of interest means any situation where it would appear to a reasonable person that the Member is in a conflict of interest situation.

- v) influencing or participating in a decision of the University that will directly or indirectly result in the Senate Member's own financial gain.
- h. A Senate Member shall fully disclose all circumstances that could conceivably be construed as conflict of interest.

2. Disclosure

- a. Full disclosure enables Senate Members to resolve unclear situations and gives an opportunity to dispose of conflicting interests before any difficulty can arise.
- b. A Senate Member shall, immediately upon becoming aware of a potential conflict of interest situation, disclose the conflict (preferably in writing) to the Senate Chair. This requirement exists even if the Member does not become aware of the conflict until after a transaction is complete.
- c. If a Senate Member is in doubt about whether a situation involves a conflict, the Member shall immediately seek the advice of the Senate Chair. If appropriate, the Senate may wish to seek advice from the University's legal counsel.
- d. Unless a Senate Member is otherwise directed, a Member shall immediately take steps to resolve the conflict or remove the suspicion that it exists.
- e. If a Senate Member is concerned that another Senate Member is in a conflict of interest situation, the member shall immediately bring ~~his or her~~ their concern to the other member's attention and request that the conflict be declared. If the other Member refuses to declare the conflict, the Member shall immediately bring ~~his or her~~ their concern to the attention of the Senate Chair. If there is a concern with the Senate Chair, the issue shall be referred to the Vice-Chair.
- f. A Senate Member shall disclose the nature and extent of any conflict at the first meeting of the Senate after which the facts leading to the conflict have to that Member's attention. After disclosing the conflict, the Member:
 - i) shall not take part in the discussion of the matter or vote on any questions in respect of the matter (although the Member may be counted in the quorum present at the Senate meeting);
 - ii) if the meeting is open to the public, may remain in the room, but shall not take part in that portion of the meeting during which the matter giving rise to the conflict is under discussion, and shall leave the room prior to any vote on the matter giving rise to the conflict;
 - iii) shall, if the meeting is not open to the public, immediately leave the meeting and not return until all discussion and voting with respect to the matter giving rise to the conflict is completed; and
 - iv) shall not attempt, in any way or at any time, to influence the discussion or the voting of the Senate on any question relating to the matter giving rise to the conflict.

3. Outside Business Interests

- a. Senate Members shall declare possible conflicting outside business activities at the time of election or appointment. Notwithstanding any outside activities, Senate Members are required to act in the best interest of the University.
- b. No Senate Member shall hold a significant financial interest, either directly or through a relative or associate, or hold or accept a position as an officer or director in an organization in a material relationship with the University, where by virtue of ~~his or her~~ their position in the University, the Member could in any way benefit the other organization by influencing the purchasing, selling or other decisions of the University, unless that interest has been fully disclosed in writing to the University.
- c. A "significant financial interest" in this context is any interest substantial enough that decisions of the University could result in a personal gain for the Senate Member.
- d. Senate Members who have been selected to the Senate as a representative of a stakeholder group or region owe the same duties and loyalty to the University and when their duties conflict with the wishes of the stakeholder or constituent, their primary duty remains to act in the best interests of the University. In general, it is not considered a conflict of interest for a member of a broad group (i.e. students, employees, faculty, alumni) to vote on matters that will impact that group. However, conflict could reasonably be considered to exist for the following identified groups when considering these matters:
 - i) Decisions directly affecting a specific instructional program in which:
 - (1) a Student Member is enrolled;
 - (2) a Faculty Member, ~~or~~ Support Staff Member, or Appointed Member is employed;
or
 - (3) the Senate Member has a Related Person enrolled or employed.
 - ii) Decisions related to labour negotiations and labour relations:
 - (1) for Faculty Members, ~~and~~ Support Staff Members, and Appointed Members;
 - (2) for a Senate Member with a Related Person who holds a faculty, ~~or~~ employee, or appointed position at the University;
 - (3) for a Senate Member with a Related Person who holds a position at another institution who could be seen to gain or benefit from information divulged on these matters.

4. Confidential Information

- a. Confidential information includes proprietary technical, business, financial, legal, or any other information that the University treats as confidential (including all matters discussed at in-camera meetings). Senate Members shall not either during, or following, their term as a Senate member, disclose such information to any outside person unless authorized.
- b. Similarly, Senate Members shall never disclose or use confidential information gained by virtue of their association with the University for personal gain, or to benefit friends, relatives or associates.

- c. If in doubt about what is considered confidential, a Senate Member shall seek guidance from the Senate Chair.

5. Outside Employment or Association

A Senate Member who accepts a position with any organization that could lead to a conflict of interest or situation prejudicial to the University's interests, shall discuss the implications of accepting such a position with the Senate Chair recognizing that acceptance of such a position might require the Member's resignation from the Senate.

6. Entertainment, Gifts and Favours

- a. It is essential to fair business practices that all those who associate with the University, as suppliers or contractors, have access to the University on equal terms.
- b. Senate Members and members of their immediate families shall not accept entertainment, gifts or favours that create or appear to create a favoured position for doing business with the organization. Any firm offering such inducements shall be asked to cease.
- c. Similarly, no Senate Member shall offer or solicit gifts or favours in order to secure preferential treatment for themselves or the University.
- d. Under no circumstances shall Senate Members offer or receive cash, preferred loans, securities, or secret commissions in exchange for preferential treatment. Any Senate Member experiencing or witnessing such an offer shall report the incident to the Senate Chair immediately.
- e. Gifts and entertainment shall only be accepted or offered by a Senate Member in the normal exchanges common to established business relationships for the University. An exchange of such gifts shall create no sense of obligation on the part of the Member.
- f. Inappropriate gifts received by a Senate Member shall be returned to the donor.
- g. Full and immediate disclosure to the Senate Chair of borderline cases will always be taken as good-faith compliance with these standards.

7. Use of the Organization's Property

A Senate Member shall require the University's approval to use property owned by the University for personal purposes, or to purchase property from the University unless the purchase is made through the usual channels also available to the public. Even then, a Senate Member shall not purchase property owned by the University if that Senate Member is involved in an official capacity in some aspect of the sale or purchase.

8. Breach

A Senate Member found to have breached ~~his or her~~ their duty by violating the minimum standards set out in these Bylaws may, by resolution of the Senate, be reprimanded or be asked to resign from the Senate.

ARTICLE VIII: STRUCTURE OF SENATE

1. Officers of Senate

- a. The Officers of Senate shall consist of the Chair, the Vice-Chair and the Secretary.
- b. The Chair of Senate is the President of the University.
- c. The Vice-Chair of Senate shall be elected each year by secret ballot by and from the Senate Members other than the Non-Voting Member.
- d. In accordance with the Act, the Secretary of the Senate is the Registrar.
- e. The University's legal counsel shall act as parliamentarian to the Senate.

2. Duties of the Officers and Members of Senate

- a. Duties of the Chair:
 - i) to call meetings of the Senate as provided in these Bylaws and in the Act;
 - ii) to ensure that an agenda is prepared and distributed for each meeting as provided in these Bylaws;
 - iii) to preside over all meetings of the Senate;
 - iv) to execute documents as authorized by the Senate;
 - v) maintain a liaison with the Board;
 - vi) to be the spokesperson and representative of the Senate;
 - vii) to perform such other duties as determined by the Senate.
- b. The Vice-Chair shall fulfill the duties of the Chair in ~~his/her~~ their absence, and shall assist the Chair in the performance of ~~her/his~~ their duties.
- c. The Secretary and ~~his/her~~ their staff shall be responsible for:
 - i) maintaining an up-to-date record of minutes (which record shall be available for reference to all members of the University community upon request);
 - ii) maintaining a current list of Senate Members, appointment dates and terms;
 - iii) issuing a copy of these Bylaws to newly elected Senate Members;
 - iv) circulating the agenda and materials for meetings at least seven (7) calendar days prior to a regular Senate meeting;
 - v) distributing the minutes of meetings to members of the University community.

- d. Each Senate Member has a duty to:
- i) act in what the Member considers to be the best interest of the University even if that conflicts with the wishes of any constituency that the Member may represent on the Senate; and
 - ii) consult with any constituency the member may represent and communicate to such constituency the matters dealt with at the Senate that are relevant to that constituency.

ARTICLE IX: SENATE ADMINISTRATION AND OPERATIONS

1. Regular and Special Meetings

- a. Regular meetings of the Senate shall normally be held monthly, except in July and August.
- b. A special meeting of the Senate shall be called at a time designated by the Chair, following a petition signed by one-half of the sitting Senate Members. The notice for any special meeting shall clearly specify the purpose of the meeting and shall be given at least seven calendar days before the meeting.
- c. Special meetings may be called by the Chair at any time upon seven calendar days' notice.
- d. At a special meeting only the matter (or matters) specified in the notice convening the meeting shall be considered.

2. Procedures

- a. If a Non-Voting Member is appointed to the Senate by the Board, that Member may not initiate or second motions, nor may their presence be used to establish quorum.
- b. A quorum for Senate, or a committee of Senate, shall consist of a simple majority of voting Members. If within a half an hour from the time appointed for a meeting of the Senate, or a committee of Senate, a quorum is not present, the meeting shall stand adjourned to a date and time and place to be determined by the Chair, and if, at the adjourned meeting, a quorum is not present within a half an hour of the time appointed for the meeting, the Members present shall be a quorum.
- c. A Senate Member may participate in a meeting of the Senate or of any committee of the Senate by means of a conference telephone or other communication device by which all Members participating in the meeting can hear each other. A member participating in accordance with this Article shall be deemed to be present at the meeting and shall be counted in the quorum.
- d. The meetings of Senate and its Committees shall be governed by:
 - i) the Act;
 - ii) these Bylaws and;
 - iii) Robert's Rules of Order Newly Revised with respect to procedural matters not governed by the Act or these Bylaws.
- e. Each voting Member shall have one vote on a motion. Decisions shall be made by majority vote of the voting Members present at the meeting who cast a vote. The names of those opposed shall not be recorded unless a Member requests that they be recorded.

SENATE BYLAWS

- f. Any elected or appointed Member of Senate, or elected or appointed member of a Committee of Senate, may be granted a leave of absence by a resolution of the Senate or the Committee, as the case may be, ~~for up to three consecutive ordinary meetings of the Senate or Committee~~ an amount of time less than the remainder of the Member's current term. A Member's term on Senate or Committee of Senate is not extended by the granting of a leave of absence. Any such Member who is absent for three consecutive meetings, without a resolution of the Senate or the Committee, as the case may be, authorizing that absence shall be deemed to have vacated his/her/their seat on the Senate or Committee, as the case may be. Any Student Member who ceases to be a student in good standing at the University, or any Support Staff Member who ceases to be an employee of the University, or any Faculty Member who ceases to be an employee of the University, or any Appointed Member that ceases to represent their constituency shall be deemed to have vacated his/her/their seat on the Senate and any Committee of Senate on which the individual sits. (*For Guidelines Concerning Representation on Senate, see Appendix A.*)
- g. For each motion or amendment, the Chair shall develop a speakers list. A Senate Member may speak a second time on a motion or amendment only after the Chair has exhausted the list of first-time speakers. The mover of a motion or amendment shall have the final opportunity to speak.
- h. Proposed presentations to Senate by particular groups or individuals are to be approved at an earlier meeting of Senate.
- i. If a proposed presentation to Senate does not have Senate approval from a previous meeting then approval must be sought prior to the presenters joining the meeting.
- j. Standing or Ad Hoc Committees must submit written reports to the recording secretary at least ten (10) calendar days prior to a scheduled Senate meeting.
- k. Suggestions for agenda items will be received by the Chair from any Senate Member at least ten (10) working days prior to a scheduled Senate meeting.
- l. It is expected that items presented to Senate or its committees will normally have been vetted or screened by the appropriate faculty or administrative body prior to being presented to Senate.
- m. All matters referred by Senate to its standing committees should usually include instructions to address specific questions and to make recommendations within a specified time frame to Senate.

3. Presentations

Written presentations to the Senate by members of the University community are to be delivered to the recording secretary of the Senate at least 10 calendar days before the scheduled meeting at which the presentation is to be made.

4. Minutes and Records

The Secretary and ~~her/his~~their staff shall maintain an official repository of Senate records and documents.

ARTICLE X: AMENDMENTS AND REVISION OF BYLAWS

Bylaw amendments shall be approved by a majority of Senate Members after at least 14 days notice of any proposed amendment has been given by Notice of Motion published by the recording secretary of the Senate.

ARTICLE XI: THE STATUS OF OBSERVERS

1. Senate and committee meetings, with the exception of the Appeals Committee, shall be open to the University community and members of the public.
2. Notwithstanding Subsection (1) of this Article, if a topic or topics on the agenda contain material that is deemed private or confidential, the Chair shall have the right to require those matters to be dealt with in camera and such matters will be confidential.

ARTICLE XII: COMMITTEES

The Senate shall appoint such standing and ad hoc committees as it, from time to time, shall determine necessary and the Senate shall determine the membership, the method of appointment or electing members, and the Terms of Reference to said committees.

Approved by the Senate:
Roger H. Barnsley, President & Vice-Chancellor
Senate Chair

Date: February 27, 2006

Guidelines Concerning Representation on Senate Appendix A to Senate Bylaws under Article IX(2)(f)

Under the *Thompson Rivers University Act*, the Senate is composed of 44 voting members who represent various constituencies within the University. The representation of these constituencies is a key goal of the way Senate membership is structured. From time to time, Senate may have concern with respect to whether a particular constituency is being adequately represented, e.g. due to a Senate member's absence. These Guidelines seek to provide guidance with respect to such concerns.

1. Absence from Senate

There are 28 elected Senate members representing: faculties, students, teaching staff in the Open Learning Division and support staff. There are two appointed Senate members representing: TRU Alumni and an administrator from the Open Learning Division.

When a Senate member is absent from Senate, the constituency that that member is supposed to represent is being represented less than is intended by legislation. Under Article IX of the Senate's bylaws, an elected Senate member who is absent for 3 consecutive ordinary meetings of Senate, without a resolution of Senate authorising that absence, is deemed to have vacated ~~his/her~~their seat.

Senate members are expected to submit their request for absence from Senate to the Steering Committee in writing. In determining whether to authorise a leave of absence, the Steering Committee will make a recommendation to Senate based on the established guidelines of intended constituency representation on Senate.

In the case of a request by a faculty member for leave of absence, the Steering Committee should seek a recommendation from the relevant Faculty Council and would normally accept the recommendation in determining whether to grant a leave of absence.

In considering a request for a leave of absence for Senate members who are not faculty members, the focus should not be normally on the reason for the absence, as this would involve engaging in an exercise of assessing which reasons justify a leave of absence and which do not. The focus should be primarily on the impact there would be on the representation of the relevant constituency if it did, or did not, authorise the leave of absence. This will usually entail a consideration of whether there is another qualified representative who could represent the relevant constituency sooner than the incumbent would return to Senate.

To be fair to their constituents, elected and appointed members of Senate who expect to be absent from Senate for more than 3 consecutive ordinary meetings, normally should promptly seek a leave of absence, or resign their seat, rather than allowing their seat to be vacant for 3 meetings before it is deemed to be vacated and then, subsequently, filled.

When a vacancy is filled after a Senate member has resigned or vacated ~~his/her~~their seat, the new Senate member holds office during the balance of the term of the member ~~she/he~~they replaces.

Example:

Senate member A (who is not a faculty member) recognizes that ~~he~~they will be out of the country for a semester and unable to attend Senate meetings, even by telephone. This would mean ~~he~~they would miss 3 or more consecutive ordinary meetings of Senate and be deemed to have vacated ~~his~~their seat, unless ~~he~~they secured an authorized leave of absence from Senate. In this case, Member A should notify the Secretary of Senate of the expected absence; if ~~he~~they wanted to seek a leave of absence from Senate ~~he~~they would ask a colleague on Senate to request a leave of absence for Member A. If such a request were to be made to Senate, Senate would be primarily concerned with seeing the relevant constituency gets the representation intended for it on Senate. In doing this, Senate would take into account that, if Senate did not grant the leave of absence, a vacancy would arise and, under the Election Procedures approved by Senate, a vacancy in respect of an elected member is to be filled by the candidate from the constituency who received the next highest number of votes in the most recent election. Accordingly, in this example, Senate would ascertain whether there had been another candidate for the relevant seat in the last election, and if so, Senate should normally enquire whether that other candidate was prepared to assume a seat in Senate if member A ceased being a member. If the other candidate was prepared to do so, Senate would normally decline to authorize a leave of absence for Member A. To do otherwise would leave a constituency under-represented when there was a qualified representative able to represent the constituency. This is an example only; the guiding principle should normally be whether granting the leave of absence would enhance or detract from the representation of the relevant constituency on Senate.

2. Release and Secondment

Of the four types of constituencies represented on Senate by elected members (faculties, students, teaching staff of the Open Learning Division and support staff), three are represented on Senate by Senate members who are employees of the University.

These representatives may, from time to time, be released from their usual employment duties or be seconded (including being re-assigned) to other duties. Elected Senate members should keep the Secretary of Senate advised of any significant secondment or release.

In such cases, Senate should be concerned with regard to whether the Senate member still represents ~~her/his~~their constituency as contemplated by the legislation. The guiding concern for Senate will be the extent to which the Senate member will be engaged in activities other than those directly related to the constituency. This will normally involve a consideration of: (i) the proportion of the member's time that he/she will be away from the constituency; and (ii) the length of time the member will be away from the constituency.

Usually, if a member will be engaged in duties directly related to the constituency for 50% or more of the member's time in any academic year, the member will be considered to continue to represent ~~her/his~~their constituency. In each case Senate will have to consider whether the secondment or release results in the member being engaged in activities other than those "directly related to the constituency" based on the specific facts of that secondment or release.

SENATE BYLAWS

If Senate concludes that a member, due to release or secondment, has ceased to represent ~~his/her~~their constituency, Senate would normally advise the member of that conclusion. Once a member ceases representing a constituency, it would normally not be appropriate for the member to attend Senate on behalf of that constituency. The Senate member would then be absent for the period of the secondment or release. If this absence were to continue for 3 months, the considerations set out above with respect to Absence from Senate would apply with regard to whether the member should seek, or be granted, a leave of absence.

In circumstance where a Senate member is seconded or released from ~~his/her~~their regular duties, but the extent of that secondment or release does not result in the member being deemed to have ceased to represent ~~his/her~~their constituency, the member could still be placed in a conflict of interest on some issues before Senate due to the secondment or release, and, in this event, the Conflict of Interest provisions of the Senate Bylaws would apply.

3. Students

It is ~~also~~ possible for student representatives on Senate to cease representing their constituency, i.e. the students. The Senate Bylaws provide that any student who ceases to be “a student in good standing at the University” shall be deemed to have vacated ~~his/her~~their on Senate. Under the Election Procedures approved by Senate, a “student” is defined to be a person who is enrolled in at least one credit course or program at the University (at the commencement of nominations) which is of sufficient length to allow the student to complete ~~his/her~~their one year term of office. Accordingly, Senate considers that, to be in “good standing”, the student must be actively engaged in pursuing ~~his/her~~their education at the University and not be suspended from the University. If a Senate member elected as a student ceases being a student in good standing for a period of time, it would not be appropriate for that person to attend Senate during the period when ~~she/he is~~they are not a student; under these circumstances the considerations set out above with respect to Absence from Senate would apply with regard to whether the Student member should be granted a leave of absence.

4. Appointed Members

It is also possible for Appointed Members on Senate to cease representing their constituency, i.e., the Alumni Member or the Open Learning Division Administrator Member. Under the University Act, an “alumni” member is an alumnus who is not a faculty member and is appointed by the President on nomination by TRU Alumni. An “administrator from the Open Learning Division” is an administrator that has been appointed by the President. If Senate concludes that an Appointed Member ceases to represent their constituency, then it would not be appropriate for the member to attend Senate on behalf of that constituency. If this absence were to continue for 3 months, the considerations set out for other voting Senators with respect to absence from Senate would apply, and the Appointed Member shall be deemed to have vacated their seat on Senate unless that member has sought or was granted a leave of absence.

General Features of the Academic Divisional Councils Appendix B to Senate Bylaws

1. Purpose and Responsibilities

Each academic division of the University (Faculty, School or Division) shall have a Council. The Council is the senior academic governance body of the Faculty, School or Division and the venue for collegial and consultative decision-making within the Division.

The Council provides a forum for Division-wide dissemination of information, discussion and academic decision-making related to the governance and management of the Division and its activities. While respecting the authority of more senior university governance bodies and administration, each Council is responsible at the Divisional level for the planning, priority-setting, development, management and ongoing review of the teaching, research and other related programs and services within the Division.

No recommendation on behalf of a Division or its departments will be made to a senior governance body without the approval of that Division's Council and the approval of the Council of any other Division likely to be affected.

2. Membership

In keeping with the tradition and principle of collegial academic governance, the majority of voting members of the Council must be faculty members (as defined in the TRU Act).

Given the role of the Council as a collegial and consultative decision-making body, it is strongly recommended that all faculty members of the Division serve on the Council.

If a Division chooses to form a representative Council, involving less than the full faculty membership of the Division, then the structure and membership of that Council must be approved annually by a majority of the faculty members of the Division (through a secret ballot process managed by the Council). A representative Council shall also hold at least one meeting annually to which all faculty members are invited.

The Dean of the Division, and any Associate or Assistant Deans, shall be voting members of the Council.

The Academic Director and/or Coordinator(s) responsible for open learning in the Division shall be a voting member(s) of the Council.

At least two student representatives shall serve as voting members on each Council. With the approval of Council, additional students may serve as voting members, up to a maximum of 10% of the voting membership of Council. Where applicable, both undergraduate and graduate students should be represented on Council. Student members must be elected by the students of the Division, through a process managed by Council. The term of office for student members will be one year, but may be extended for additional one-year terms if the incumbent is re-elected.

A support staff member, elected by the support staff of the Division, shall serve as a voting member of the Council. The term of office for support staff members shall be two years, but may be extended for additional two-year terms if the incumbent is re-elected.

The Chairs and Vice-Chairs of the Senate and the Planning Council for Open Learning shall serve as non-voting, *ex officio* members of each Council.

With the approval of Council, non-voting community representatives may serve on Council.

3. Council Chair and Vice-Chair

Each council shall elect annually a Chair and Vice-Chair. The Dean (or any Associate or Assistant Dean) is eligible for service as Chair or Vice-Chair.

4. Committees of Council

Each Council shall create standing committees and *ad hoc* committees as needed to conduct its business. The terms of reference and membership of these committees shall be determined by the Council.

5. Council Bylaws

Each Council shall determine its own bylaws for matters not covered in this policy, using as a guide the bylaws of Senate. The meetings of the Council and its Committees shall be governed by these bylaws and by Roberts Rules of Order Newly Revised (with respect to procedural matters not governed by the bylaws).

6. Meeting Frequency

Councils are encouraged to meet monthly. At a minimum, each Council shall meet four times a year.

7. Agenda and Minutes of Council Meetings

The agenda and minutes of Council Meetings shall be shared with all members of Council and any other faculty and staff members of the Division. The Dean's office shall maintain a record of all minutes and related documents. Meeting agenda and the minutes of the previous meeting should be distributed at least one week before the meeting.