



VANCOUVER ISLAND
UNIVERSITY

SENATE BYLAWS

PREAMBLE

Pursuant to the [University Act](#), as amended (henceforth referred to as the “**Act**”), the Vancouver Island University Senate (henceforth the “**Senate**”) shall be formed and conduct its business according to this set of bylaws. These bylaws may be changed by resolution through Senate.

DEFINITIONS

(a) **Act**

The [University Act 2008](#), as amended.

(b) **Resource Person**

A person appointed to provide technical and professional expertise to the Senate, committees, sub-committees, or taskforces. Resource persons are non-voting.

(c) **Senator**

A person deemed to be a Senator, appointed to the Senate or elected by a constituency as provided in the *Act*.

(d) **Related Person**

A spouse, child, parent, or sibling of the Senator.

(e) **Senate**

The Senate of Vancouver Island University and its associated committees, sub-committees and taskforces.

(f) **Faculty**

A Faculty, as defined in the *Act*, is “an educational administrative division of a university constituted by the Board.”

1. COMPOSITION AND ELECTION OF THE SENATE

The Senate shall be composed in accordance with the [Act](#). All regulations regarding constituencies and procedures for election to Senate are the responsibility of the Registrar in accordance with the [Act](#) and the instructions of the Senate. These election regulations are included in the *Senate Procedures*.

1.1 CHAIR AND VICE-CHAIR

1.1.1 Chair

In accordance with the [Act](#), the President is the Chair.

1.1.2 Duties and Responsibilities of Chair

Duties and responsibilities of the Chair are described in the *Senate Procedures*.

1.1.3 The Vice-Chair

The Vice-Chair of the Senate shall be elected annually from elected members by all voting members of the Senate.

1.1.4 Election of the Vice-Chair

Each year, soon after the results of the elections and appointments to the following year's Senate are known, the Chair of the Senate shall convene and chair a meeting of the Senate-Elect to elect a Vice-Chair.

1.1.5 Duties and Responsibilities of the Vice-Chair

Duties and responsibilities of the Vice-Chair are described in the *Senate Procedures*.

1.1.6 Executive Committee of Senate

There shall be an Executive Committee of Senate to conduct business of an urgent nature occurring between the regular business meetings of the Senate. The Executive Committee shall consist of the Chair, the Vice-Chair, and the Vice-President Academic. Quorum includes either the Chair or Vice-President Academic and the Vice-Chair (or his or her designated elected Senator). The Executive Committee may invite other Senators or resource people to assist in the urgent business at hand. All decisions of the Executive Committee shall be subject to ratification by the Senate at the next scheduled meeting.

1.2 RESIGNATIONS FROM SENATE

An elected Senator may resign from Senate by notifying the Chair in writing. The seat will be declared vacant. The Senate may consider holding a by-election to fill the seat if it is practical to do so.

2. MEETINGS OF THE SENATE

2.1 GENERAL RULES

Robert's Rules of Order shall govern the conduct of all Senate and standing committee meetings, subject to interpretation by the Chairs. Such matters on which these bylaws lay down specific procedures shall be excepted from the foregoing.

2.2 FREQUENCY, AGENDA, QUORUM, MAJORITY

2.2.1 Regular Meetings

The Senate shall normally have at least nine regular meetings per academic year. Wherever possible there shall be at least one regular meeting of the Senate per month between September and June, inclusive.

2.2.2 Copies of the Agenda and Materials to be Introduced

Submissions for the agenda, including all substantive motions and all papers to be dealt with at a meeting shall be submitted for inclusion in the agenda at least seven business days in advance of each regularly scheduled meeting. Copies of the agenda, including all substantive motions and all papers to be submitted to a meeting shall be sent to Senators at least five business days in advance of each regularly scheduled meeting. Permission to introduce, at a Senate meeting, material relevant to motions not circulated to Senators at least five business days in advance of the meeting must receive unanimous consent of all voting Senators present.

2.2.3 Wider Circulation of Agenda and Minutes

Copies of the Senate agendas and minutes shall be posted to the University Website under [Governance](#).

2.2.4 Special Meetings and Notice Thereof

Special meetings may (and on the request of at least five voting Senators shall) be called by the Chair at any time. Notice of each special meeting, accompanied by copies of the agenda and all papers to be submitted at the meeting, shall be given to Senators at least forty-eight hours in advance.

2.2.5 Quorum and Majority

A quorum at all meetings of the Senate shall be 50 percent plus one of the Senators entitled to vote.

A simple majority of the voting Senators present will be sufficient to pass a motion, except in the case of an amendment to a Bylaw, Policy, or Procedure governing Senate.

As per the Act, all Senators are voting members with the exception of the Board Representative and the Registrar.

2.2.6 **Amendments to the Bylaws, Policies and Procedures Governing Senate**

Notice of Motion to Amend Bylaws, Policies, and Procedures governing Senate shall be given at a meeting of the Senate.

The motion shall be discussed and voted upon at a subsequent meeting.

The majority required to pass a motion to adopt or amend the Bylaws, Policies, and Procedures governing Senate shall be two-thirds of the voting Senators present.

2.2.7 **Meeting Attendance**

An elected Senator who fails to attend for three consecutive meetings shall be deemed to have resigned. However, when appropriate, such a Senator may be reinstated by a motion of the Senate.

2.3 **OPEN AND *IN CAMERA* MEETINGS**

2.3.1 **Open Meetings**

Meetings of the Senate shall normally be open to observers. All members of the Vancouver Island University community shall be encouraged to attend and observe. Observers will have no speaking or voting privileges.

2.3.2 ***In Camera* Meetings**

The Senate may decide at any time, by majority vote of those present and voting, that a whole meeting or any part of a meeting be held *in camera*. The following subjects shall be considered *in camera*:

- (a) candidates for honorary credentials, scholarships, bursaries, and other honours;
- (b) reports (except summary reports) concerning appeals;
- (c) reports on admissions and academic standing where individuals are identified.

At the conclusion of the *in camera* portion of a meeting, the Chair shall secure the approval of the Senate for the issuance of a report or announcement of a decision made *in camera*. This will be made public following the meeting or its *in camera* portion, whichever is appropriate.

2.3.3 **Confidential Documents**

All documents presented to the Senate, except those related to matters specified in 2.3.2 above, shall normally be regarded as public. Nevertheless, the Chair may declare a document confidential, in which case the document shall be made available in advance only to Senators and appropriate standing committees, if the Senate so decides, and shall be discussed *in camera*.

3. **POWERS, TERM, LIMITATION OF LIABILITY, STATEMENT OF CONDUCT, AND CONFLICT OF INTEREST OF SENATORS**

3.1 **POWERS**

The Senate is constituted under the [Act](#), and exists to exercise:

- (a) those powers and rights included in the [Act](#);
- (b) additional advisory powers delegated to it from time to time by the University Board; and,
- (c) a general responsibility to advise appropriate authorities on any matter affecting the ability of the University to carry out its educational mission.

3.2 **TERM**

The terms of Senators will begin on July 1 of the pertinent academic year.

3.3 **LIMITATION OF LIABILITY**

No action or proceeding may be brought against a Senator in respect of an act or omission of a Senator committed in good faith in the course of the execution of the Senator's duties on behalf of the University.

3.4 **STATEMENT OF CONDUCT**

A statement to guide Senators in fulfilling their responsibilities to Senate shall be maintained in the *Senate Procedures*.

3.5 **CONFLICT OF INTEREST**

A Senator holds a position of trust. As such there is a general obligation on him or her to avoid situations of conflict of interest.

Given the nature of Senate activities, Senators might occasionally find themselves in potential conflict of interest situations. This section is intended to clarify general areas of conflict for all Senators.

3.5.1 **Conflict of Interest Defined**

A conflict of interest arises when a Senator's personal or professional interests supersede or compete with his or her dedication to the interests of the University, and may be financial or otherwise. For this purpose:

- (a) **“Real Conflict of Interest”** occurs when a Senator exercises an official power or performs an official duty or function and, at the same time, knows that in the

performance of this duty or function or in the exercise of power there is the opportunity to further a private interest.

- (b) “**Potential Conflict of Interest**” occurs when there exists some private interest that could influence the performance of a Senator’s duty or function or the exercise of power, provided that he or she has not yet exercised that duty or function.
- (c) “**Apparent Conflict of Interest**” exists when there is a reasonable apprehension which reasonably well-informed persons could properly have that a Real Conflict of Interest exists on the part of the Senator.

3.5.2 Declaration of Conflict

Senators must arrange their private affairs and conduct themselves to avoid a real, potential, or apparent conflict of interest. In cases where conflict cannot be avoided, a Senator has an obligation to declare an apparent conflict of interest prior to discussion or decision of an issue. Upon declaration of a conflict the person recording the events of the meeting should note only the declaration, and the Senator must:

- (a) in an *in camera* session or committee meeting, absent himself or herself from the proceedings during discussion or voting on that particular matter, contract or arrangement;
- (b) in a public session, refrain from discussion or voting on that particular matter, contract, or arrangement. Until the matter giving rise to the conflict is completed, the Senator deemed by Senate to be in conflict will not be counted in quorum or in any votes related to that matter.

Where a Senator is unsure of whether he or she is in conflict that member should raise the apparent potential conflict with the Chair of the Senate, and the Chair may then seek a decision from the Senate as a whole on such a matter.

Any Senator who perceives another Senator to be in conflict of interest in a matter under consideration must identify the perceived conflict to the Chair of the Senate at the first opportunity. The Chair may then make a decision, or seek guidance from the Senate as a whole, as to whether or not a conflict of interest exists.

At its discretion, the Senate may invite the Senator in conflict to state his or her position on the issue in question prior to absenting himself or herself.

3.5.3 General Guidelines for Declaring Conflict of Interest

The following examples of conflict of interest are intended to provide a general guideline for declaring conflict of interest. These examples should not necessarily be considered exhaustive. Instead, the definitions of conflict found in Section 3.5.1 should be used as the ultimate measure of conflict.

A financial interest exists when a contract or other matter of a monetary nature is before the Senate which:

- (a) affects a private company in which a Senator or related person is a proprietor or shareholder;
- (b) affects a public company of which the Senator or related person holds more than 10% of the shares issued by that public company;
- (c) affects a partnership or firm in which the Senator or related person is a member;
- (d) affects a corporation in which the Senator is a director;
- (e) affects an organization in which the Senator is a senior officer;
- (f) affects a private society, crown corporation or other organization in which the Senator by virtue of office holds a position of influence.

A conflict of interest due to representation of or relation to a specific constituency may occasionally arise. In general, however, voting on matters which have an effect on a broad group (i.e. students, staff, faculty) by a member of that group is not considered a conflict of interest.

3.5.4 Conflict of Interest after the Fact

Where an apparent conflict of interest is discovered after consideration of a matter, the conflict must be declared to the Senate and appropriately recorded at the first opportunity. If the Senator is declared by the Senate to have been in conflict, and that Senator voted on the matter declared to have brought about the conflict, then the matter will be reconsidered and any votes pertaining to it retaken.

3.5.5 Appeal of Declaration of Conflict

Any Senator who has been declared to have been in conflict on a matter has one opportunity at the next regular Senate meeting to present his or her case as to why he or she does not believe he or she was in conflict. If the appeal is upheld, the Senate will determine the appropriate outcome.

4. STANDING COMMITTEES AND TASK FORCES

The Senate shall appoint such standing and other committees as it, from time to time, shall determine necessary, and the Senate shall determine for each committee its membership, the method for appointing or electing its members, and its terms of reference.

4.1 ROLE OF THE STANDING COMMITTEE CHAIRS AS OFFICIAL CORRESPONDENTS AT SENATE MEETINGS

The Chair or Vice-Chair of a standing committee shall report on the business of the standing committee, as well as answer questions and comment on business arising out of that report, at a Senate meeting.