

# BOARD OF GOVERNORS OF ATHABASCA UNIVERSITY

## GENERAL BY-LAWS

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# Board of Governors of Athabasca University

## General By-Laws

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### **PART I      Enactment, Interpretation and Definitions**

#### **A.      Enactment**

1. The by-laws of the Board of Governors of Athabasca University are enacted.

#### **B.      Repeal of Existing By-laws**

1. The previous by-laws of the Board of Governors of Athabasca University are repealed.
2. The repeal of the previous by-laws does not affect anything performed under them or any rights acquired or obligations created as a result of those by-laws.

#### **C.      Amendment of By-laws**

1. Notice of any motion to enact, amend or repeal any by-law of the Board will be given at the regular meeting of the Board before the Board meeting at which the motion is to be considered or at an Executive Committee meeting before the Board meeting at which the motion is to be considered.
2. Amendments to any by-law of the Board must be approved by a majority of two thirds of the Board members whether present or not.

#### **D.      Definitions and Interpretation of By-laws**

1. In these by-laws:
  - 1.1. **Act** means the *Post-Secondary Learning Act*, Statutes of Alberta, 2003 Chapter P-19.5, as amended;
  - 1.2. **Ad Hoc Committee** means a committee which deals with matters of short term interest and which will only exist for a certain term or until a certain task has been completed;
  - 1.3. **Chair** means the Chair of the Board appointed pursuant to the Regulations;
  - 1.4. **Board** means the Board of Governors of Athabasca University continued under the Act;

- 1.5. **Member** means member of the Board;
  - 1.6. **Minister** means the Minister determined under section 16 of the *Government Organization Act* as the Minister responsible for the Act;
  - 1.7. **Presiding Officer** means that person responsible for presiding over a meeting of the Board, who will be the Chair, or in the absence of the Chair, the Vice- Chair, and in the absence of both the Chair and the Vice-Chair, that person elected as Presiding Officer in accordance with these by-laws;
  - 1.8. **President** means the President of the University;
  - 1.9. **Public Member** means a member of the Board appointed pursuant to the Regulations to the Board as representatives of the general public and includes the alumnus member;
  - 1.10. **Regulations** means any regulations under the Act that relate to Athabasca University, including the Athabasca University Regulation, Alberta Regulation 50/2004, as amended;
  - 1.11. **Standing Committee** means committees which deal with matters of ongoing interest and which will continue to exist until dissolved by the Board;
  - 1.12. **University** means Athabasca University;
  - 1.13. **University Secretary** means the person appointed to that position by the Board pursuant to these by-laws;
  - 1.14. **Vice-Chair** means the Vice-Chair appointed by the Board; and
  - 1.15. **Vice President** means a Vice President of the University, and if accompanied by additional descriptive words means that Vice President identified by the descriptive words.
2. The headings used in these by-laws are for reference only.
  3. These by-laws are subject to the Act and the Regulations. If any part of these by-laws is inconsistent with the Act or the Regulations or is unenforceable or invalid, the rest of the by-laws will be interpreted as if that part had not been included.

## **PART II      The Board**

### **A.      Membership**

1. The composition of the Board is set in accordance with the Regulations and is not subject to alteration and amendment by the by-laws.
2. When the Minister calls for nominations or applications to fill vacancies among the Public Members, the Board shall nominate candidates to fill such vacancies.
3. The Board will appoint one Public Member as Vice-Chair who will carry out such duties as may be assigned to him/her by the Chair. If the Chair is temporarily absent or unable to act, the Vice-Chair will exercise all the powers of the Chair.
4. The Chair will preside at all meetings of the Board but if both the Chair and the Vice-Chair are absent, the Board will elect a Presiding Officer for that meeting from among Public Members who are present. Such election will be decided by a majority of the Board members present and voting.
5. For the purpose of these by-laws any reference to Chair when fulfilling meeting-related responsibilities includes the Vice-Chair or Presiding Officer acting on behalf of the Chair in the Chair's absence.

### **B.      University Secretary**

1. The Board will appoint a University Secretary to the Board who may or may not hold an additional office of employment at the university.
2. The University Secretary will:
  - 2.1. give notice of meetings to members, attend all meetings of the Board and keep and make assessable regular minutes of all the proceedings;
  - 2.2. prepare and maintain a record of the current members with each member's postal addresses, telephone numbers, facsimile numbers, and e-mail addresses recorded as furnished by the member;
  - 2.3. prepare all resolutions, reports or other documents that the Board may direct and all copies that may be required of any such documents and papers;
  - 2.4. arrange for nominations and conduct elections of members of the Board and its committees in accordance with proceedings approved by the Board; and
  - 2.5. discharge such other duties as are prescribed by the Board or by the Chair.

### **C. Powers and Duties**

1. The powers and duties of the Board and its members are established by the Act and the Regulations and if these by-laws or any resolutions passed by the Board in regard to its members are inconsistent with the provisions of the Act and the Regulations, the Act and the Regulations will govern.
2. The Board may by resolution establish expectations, statement of quality and performance standards and a code of conduct for members.
3. The overriding duty of members of the Board shall be to act in the best interests of the University and facilitate the carrying out of the University's mandate.

### **D. Rules of Order**

1. Except where altered by these by-laws, Robert's Rules of Order will govern the proceedings of the Board.
2. At all meetings of the Board, the Chair will maintain order and decorum, exercise the authority to exclude or cause to be removed from the meeting any persons whose improper conduct impedes the orderly transaction of business of the Board, and will conduct the meeting in conformity with the by-laws of the Board.
3. Agendas
  1. The Executive Committee of the Board will approve the agenda outlining items of business for discussion at each regular or special meeting of the Board.
  2. A matter not on the agenda may be introduced at a regular meeting of the Board with the agreement of two-thirds of the members present and voting. The mover will briefly explain why the matter should be introduced but otherwise the motion will not be debatable.

#### 4. Location and Time

The Board will have no fewer than four regular meetings per year. Dates, times and locations for regular Board meetings shall be determined by the Executive Committee.

#### 5. Notice

1. Each member will notify the University Secretary in writing of the address at which such member desires to be served with notices of meetings and, in the absence of such notification, notices of meetings will be held for the member in the Office of the Board.

2. It is the responsibility of members who change their address to notify the University Secretary in writing of the change.
3. The University Secretary will provide members and the public with not less than four business days notice of the time and place of any regular meeting of the Board and not less than 24 hours notice of any special meeting of the Board.
4. The notice of any meeting of the Board will contain the general nature of the business that will come before the meeting. Failure to give notice of any particular item of business will not invalidate the proceedings of the meeting for which the notice was given.
5. Any notice of meeting will be sufficiently given to a member if:
  - 5.1 it is delivered personally to the member to the postal address, or sent to facsimile number or e-mail address recorded for that member by the University Secretary; or
  - 5.2 for members who routinely receive communications through the University's mail delivery service, it is sent through the University's mail delivery service; or
  - 5.3 where a member has not notified the University Secretary in writing of the address at which he desires to be served with notice as provided in these by-laws, the notice is held for the member in the Office of the Board.
6. Notice to the public will be sufficiently given if posted on the University's web site.
7. Nothing in these by-laws will be interpreted as denying the University Secretary the use of other means of communication to give notice to members and the public.

## 6. Quorum

A majority of the current members of the Board shall constitute a quorum at any meeting.

## 7. Voting

1. Each member present, including the Presiding Officer, is entitled to one vote and only the members present may vote on any question.
2. When a question is put to vote by the Presiding Officer, members will indicate their vote in such manner as the Presiding Officer may direct. The Presiding Officer will declare the result of the vote and such declaration will be conclusive. If, prior to the time when the Presiding Officer has undertaken to determine the vote, any three members require that a count of the votes be recorded, then the number of votes for and against the question will be counted and this count recorded in the minutes of the meeting. If any member wishes to record his abstention from voting on any question, the member must do so immediately following the declaration by the Presiding Officer.

3. If in the opinion of the Chair, the chair of one of the Standing Committees, or the President, it is desirable to pass a motion or resolution outside of a regularly scheduled meeting, or when in the opinion of the Chair, the chair of one of the Standing Committees or the President it is impracticable to hold a special meeting, a resolution passed by written response by at least 75 per cent of the Board or committee membership polled by fax, e-mail or other technologically-assisted means is valid.

#### 8. Meeting by Telephone or other Means

1. The Board and Committees established by the Board may meet by telephone or other communications facilities which allow all persons participating in the meeting to hear each other. Any member participating in such a meeting is considered present at the meeting.
2. Committees established by the Board may meet asynchronously by whichever communications means that allow all persons participating in the meeting to read or hear all comments presented and a member participating in such a meeting is deemed to be present at the meeting.

#### 9. Special Meetings

1. The University Secretary will call a special meeting when requested to do so by:
  - 1.1 the Chair or the Vice-Chair;
  - 1.2 the President, if both the Chair and Vice-Chair of the Board are temporarily absent or unable to act or;
  - 1.3 a request, in writing, signed by not fewer than seven members.
2. A special meeting will only deal with the business for which it is called.

#### 10. Questions Decided by Majority

Unless otherwise expressly provided in these by-laws all questions that come before the Board will be decided by a majority of the members present and voting. In the case of a tie, the question will be deemed to have been decided in the negative.

#### 11. Decisions by Resolution to be Recorded

Except where the Board exercises its powers by by-law or where it is otherwise provided herein, the decision of the Board regarding any matter coming before it will be made by resolution and will be recorded in the minutes of the Board.

## 12. Open and In Camera Sessions

1. Subject to the other provisions of this section, all meetings of the Board are open to the public unless, by resolution, the majority of the members present choose to go into an in camera session.
2. The Executive Committee will determine and identify on the agenda any item that may disclose intimate financial or personal matters of any person during debate. Such determination by the Executive Committee may not be challenged. Unless the person in question asks that the matter be debated in public the debate on that item will be in camera.
3. In the event that during public debate, it appears to the Presiding Officer that intimate financial or personal matters of a person may be disclosed, the Presiding Officer may declare a recess to consider whether further debate in public would be inappropriate. If the Presiding Officer finds that such disclosure of intimate financial or personal matters is likely to occur, then unless the person in question asks that the matter be debated in public, the debate on that item will be in camera.
4. In the event that the intimate financial or personal matters of any two or more persons may be disclosed during debate of an item on the Agenda, and, in the determination of the Executive Committee, or, in a case where subsection 3 of this section applies, in the determination of the Presiding Officer, the debate cannot reasonably be severed as between such persons, the debate on that item will be held in camera unless all the persons in question agree that the debate may take place in public. Such determination by the Executive Committee or the Presiding Officer will be conclusive and may not be challenged.
5. Minutes of any part of a meeting of the Board that is held in camera to avoid public disclosure of intimate financial or personal matters of any person, including a record of decisions taken, will not form part of the regular minutes of the Board but will be kept separately by the University Secretary and made available for scrutiny only to members of the Board and to anyone who may be authorized by the Executive Committee to see them. The regular minutes will recite only that the Board moved in camera to discuss an item.
6. When the Board conducts its proceedings in camera, all persons who are not members will withdraw from the chamber with the normal exception of the University Secretary, and such named persons as may be specifically invited by the Board to remain.
7. An in camera session of the Board ends with the adjournment of the meeting or following a resolution to return to open session.
8. Notwithstanding the provisions of confidentiality outlined in these by-laws, where the Executive Committee considers it to be in the public interest that such decision be publicly recorded, it may enter into the regular minutes a statement of the decision taken in camera. Such statements will not indicate the grounds upon which the Board arrived at its decision or the nature of the debate preceding such decision.



### 13. Debate of Board

1. A person who is not a member may not participate in debate in any meeting of the Board unless:
  - 1.1 such person is invited by the Presiding Officer to participate in a specified manner; or
  - 1.2 the members decide by a two-thirds majority of the members present and voting that a named individual be heard. In such a case, the mover will briefly indicate reasons why the named individual should be heard, but otherwise the motion will not be debatable.
2. Any person so invited to participate in debate will be bound by the rules of order prescribed by the by-laws of the Board.

### **E. Conflict of Interest**

#### 1. Disclosure

##### 1.1 A member who

1.1.1 is a party to, or

1.1.2 is a director of or officer of or has a material interest in a party to, or

1.1.3 is the spouse, parent or child of a party to, or

1.1.4 is the spouse, parent or child of a director or officer of a party to, or

1.1.5 is the spouse, parent or child of a person who has a material interest in a party to,

a material contract or transaction with the Board or a proposed material contract or transaction with the Board will disclose orally or in writing the nature and extent of the interest in the contract or transaction.

##### 2. Any such member will make the disclosure at:

2.1 the first meeting at which the contract or transaction is proposed to the Board; or

2.2 the first meeting after any such interest is obtained by the member, or the spouse, child or parent of the member; or

2.3 the first meeting at which the member becomes aware of such interest by the spouse, child or parent; or

2.4 annually, through completion of a conflict of interest disclosure form, in a format approved by the Board; or

2.5 the member's first meeting, if the interest existed before becoming a member.

3. The disclosure of interest will be recorded in the minutes of the meeting.
  4. The disclosure of interest will be made even if, in the ordinary course of business, the contract or transaction is one that would not require approval of the Board.
2. Effect of Disclosure
    1. A member who has disclosed an interest will be counted to determine the presence of a quorum at any meeting at which the contract or transaction is discussed.
    2. No member who is required to disclose a conflict may vote on the contract or transaction to which the conflict relates.
    3. A member required to disclose an interest will be required to vacate the meeting for the duration of the discussion pertaining to the item of disclosed conflict.
  3. Effect of Failure to Disclose
    1. If a member fails to disclose an interest or otherwise fails to comply with the conflict of interest provisions of these by-laws, the Board may, in its discretion, take action to require the member to account for any profit made through the interest.
    2. If a member fails to disclose an interest or otherwise fails to comply with the conflict of interest provisions of these by-laws, the Board may, in its discretion, take action to void the contract or transaction.
    3. If the member who is also an employee of the University fails to disclose an interest or otherwise fails to comply with the conflict of interest provisions of these by-laws, apart from any other steps which may be permitted by these by-laws the member may be subject to discipline or discharge in accordance with the policies applicable to University employees and any applicable contract governing the employment relationship.
    4. If a member fails to disclose an interest or otherwise fails to comply with the conflict of interest provisions of these by-laws, the Board may, by resolution, request the member be removed from the Board. Such request will be made pursuant to the Regulations by advising the Minister that the Board is of the view that the member is no longer capable of acting as or fulfilling the duties of a member, and specifying the nature and extent of the interest, contract or transaction, and any other information the Board considers relevant.

## **F. Confidentiality**

1. Except as required by law, each member will ensure all confidential Board records and information to which they have access and/or are in their custody by virtue of the Board membership, remains confidential.
2. All Board records provided to members for individual use or created by a member are the property of the Board and when the individual ceases to be a member will be returned to the University Secretary or destroyed.

3. Except as otherwise expressly provided herein, the proceedings of any meeting or part of a meeting of the Board or its committees conducted in camera, including the minutes or any other records concerning any such meetings or part thereof, will be kept in confidence by every member and by any other person invited or permitted to attend any such meeting or part thereof.

## **G. Corporate Seal and Signing Authority**

### 1. Use and Custody

1. The seal will be the corporate seal of the Board. It will be in the custody of the University Secretary.
2. The corporate seal of the Board may, when required, be affixed to contracts, documents or instruments in writing signed by a person authorised by these by-laws or by resolution of the Board to execute documents on behalf of Board.

### 2. Authority to Execute Documents

1. Any contract, document or instrument in writing requiring execution under corporate seal on behalf of the Board will be signed by the executive officer having the duties and responsibilities of the chief financial officer and one of the following:
  - 1.1 the Chair or Vice-Chair or acting chair of the Board,
  - 1.2 the President or acting president, or
  - 1.3 an officer appointed as Vice President; and

all contracts, documents, and instruments in writing so signed under seal will be binding upon the Board without further authorization or formality.

2. The Board may from time to time by resolution appoint any officer or officers or any person or persons to sign contracts, documents or instruments in writing on behalf of the Board, in accordance with the terms of the resolution.
3. All cheques, drafts or orders for the payment and all notes, acceptances and bills of exchange will be signed by such officers or other persons in such manner as the Board may from time to time designate by resolution.

### 3. Applications of Corporate Seal to be Recorded

The University Secretary will ensure that all applications of the corporate seal are recorded in a journal provided for this purpose. Each entry will include the date of use, a title or brief description of the contract, document, or instrument in writing being executed and a record of those persons signing on behalf of the University.

#### 4. Facsimile Signatures

The Board may by resolution provide that the signatures of the officers or other persons designated to sign cheques, drafts, orders for the payment of money, notes, acceptances and bills of exchange may be reproduced in facsimile form.

#### 5. Custody of Mechanical Means

The Board will provide for the proper custody and use of any mechanical means of reproduction of signatures and any such use will be first authorized by the signatory.

### **PART III Committees**

#### **A. Formation and Dissolution and Matters of General Application**

1. The Board may, by resolution or by by-law form committees to deal with matters of interest.
2. When a committee is formed, the Board will determine:
  - 2.1. the name of the committee;
  - 2.2. whether the committee will be a Standing Committee or an Ad Hoc Committee;
  - 2.3. if the committee is an Ad Hoc Committee, the date or event which will result in the dissolution of the committee;
  - 2.4. the number of members of the committee;
  - 2.5. any conditions the Board determines are appropriate regarding the composition of the committee's membership or number or composition of the committee's supporting staff, if any;
  - 2.6. the terms of reference of the committee;
  - 2.7. any other matters in respect to functions, powers, duties or operation of the committee that the Board may feel are appropriate.
3. The Board may, by resolution, dissolve any committee at any time.
4. The Board may, by resolution, modify any of the conditions established in accordance with subsection 2 of this section of these by-laws, in regard to any committee, at any time.
5. The terms of reference of all committees shall be subject to regular review by the Board and may be modified at any time by resolution of the Board.
6. Unless otherwise stated in this Part or in a resolution of the Board establishing a committee, the provisions of Part I and Part II of these by-laws shall apply to all committees.

7. The chair of each committee will report on the deliberations and actions of that committee to the next regularly scheduled meeting of the Board.

8. Committee Membership

1. The Board may appoint additional persons who are not members of the Board to any Standing Committee as non-voting committee members.
2. The Board will appoint the chair of each committee from among the members of the Board on the committee.
3. The chair of each committee will preside at meetings of that committee and in the chair's absence the members of the committee shall designate a Presiding Officer to take on the duties of the committee chair.
4. The Board may appoint additional public members to any committee on a temporary basis as non-voting committee members to facilitate orientation of new members or to meet other special requirements.
5. The Chair of The Board shall be an ex-officio voting member of all Standing Committees.

9. Rules of Order

1. Each committee will conduct its meetings by such rules of order as are considered just and expedient for the transaction of the business before the committee. The committee chair or Presiding Officer may, however, invoke the rules of order of the Board to expedite the transaction of business.
2. Notwithstanding the provisions of Part II of these by-laws, where circumstances require that any Standing Committee or Ad Hoc Committee meet on an expedited basis, the majority of the voting membership of that Committee may waive the requirement for advance notice of the meeting.
3. Meetings of all Standing Committees except the Human Resources and Honorary Awards Committees are open to the public except where the committee chair or Presiding Officer at the meeting is of the opinion that:
  - 3.1 matters may be disclosed at the meeting of such a nature, having regard to the circumstances, that the desirability of avoiding open discussion outweighs the desirability of adhering to the principle that meetings be open to the public; or
  - 3.2 intimate financial or personal matters of any person may be disclosed at the meeting or part thereof,

in which case the meeting of the committee will begin in camera and the members of the committee will, as the first item of business, determine whether any part or parts of the meeting will be held in camera.

4. If during debate on any question before a committee the committee chair or Presiding Officer is of the opinion that further debate in public may result in disclosure of matters of the nature referred to in sub-section 3 of this section, debate will be adjourned. The committee will continue its meeting in camera to decide whether the whole or any part of the debate upon the question before the committee will be continued in camera. The debate upon the question will then resume in the manner decided by the committee.
5. Where a committee determines to conduct the whole or any part of a meeting in camera, only members of the committee, members of the Board who are not members of the committee, and the University Secretary and such other person or persons whose presence is considered by the committee to be necessary to facilitate its work may be present at the meeting or portion thereof to be held in camera.
6. Standing Committees except the Honorary Awards Committee generally meet quarterly, if there is business to be considered.
7. Ad Hoc Committees, and the Honorary Awards Committee meet at the call of the chair.
8. Quorum for a meeting of a committee shall consist of a majority of the voting members of the committee.

#### 10. Minutes and Agendas

1. The minutes and agendas of the committees will be provided by the University Secretary and will be distributed to committee members and to the university staff as designated by the committee chair in consultation with the President or University Secretary.
2. The University Secretary will keep and make assessable minutes of all meetings of committees in the same manner as those of the Board.

#### 11. Delegation of Authority

1. Each committee will establish its own operating procedures and have the authority to call for information and reports as it considers necessary to pursue its role and responsibilities. Each committee may establish subcommittees as necessary and may delegate any of its functions and responsibilities except the power of sub-delegation to any group or person.
2. The Board may by resolution confer upon any committee that it appoints authority to act on its behalf with respect to any matter or class of matters.

#### 12. Written Communications

1. All written communications to the Board on any subject coming properly within the terms of reference of any Standing Committee will stand referred as a matter of course to that Standing Committee, which will consider the matter, and if it sees fit, report about it to the Board.

2. Action taken by a committee on behalf of the Board under the authority of a resolution of the Board or delegation of authority will be reported to the Board for information and such action will have the same effect as a resolution passed by the Board.

### 13. Voting

1. Apart from non-voting members, each committee member present at a meeting of a committee, including the Presiding Officer, is entitled to one vote and only committee members present may vote on any question.
2. Unless otherwise expressly provided in these by-laws or by resolution of the Board, all questions that come before any Committee will be decided by a majority of the committee members present and voting. In the case of a tie, the question will be deemed to be decided in the negative.

#### **B. Executive Committee**

1. There will be a Standing Committee known as the Executive Committee.
2. The members of the Executive Committee will be:
  - 2.1. the Board Chair, who will be the chair of the Executive Committee;
  - 2.2. the Board Vice-Chair, who will be the Vice-Chair of the Executive Committee and who may be chair of the committees set out in 2.4 below;
  - 2.3. the President; and
  - 2.4. the chairs of the Academic Affairs, Audit, Finance & Property, Institutional Advancement, , and Human Resources Standing Committees.

#### **C. Finance & Property Committee**

1. There will be a Standing Committee known as the Finance & Property Committee.
2. The members of the Finance & Property Committee will be:
  - 2.1. a chair, who will be a Public Member of the Board, appointed by the Board;
  - 2.2. the Board Chair;
  - 2.3. three Public Members of the Board, appointed by the Board;
  - 2.4. the President;
  - 2.5. one academic staff member of the Board, appointed by the Board;
  - 2.6. one undergraduate student member of the Board, appointed by the Board; and
  - 2.7. the graduate student member of the Board.

#### **D. Audit Committee**

1. There will be a Standing Committee known as the Audit Committee.
2. The members of the Audit Committee will be:
  - 2.1. a chair, who will be a Public Member of the Board, appointed by the Board
  - 2.2. the Board Chair; and
  - 2.3. three public members, appointed by the Board.

3. At least one public member of the Audit Committee will be a person who has education or experience as a public accountant or auditor, as a principal financial officer, comptroller or principal accounting officer of a company or as a senior executive in a position involving the performance of similar functions.
4. All Audit Committee members must be able to read and understand financial statements at the level of complexity of accounting issues consistent with the University's financial statements.

**E. Academic Affairs Committee**

1. There will be a Standing Committee known as the Academic Affairs Committee.
2. The members of the Academic Affairs Committee will be:
  - 2.1 a chair, who will be a public member of the Board, appointed by the Board;
  - 2.2 the Board Chair;
  - 2.3 three Public Members of the Board, appointed by the Board
  - 2.4 the President;
  - 2.5 the tutor member of the Board
  - 2.6 one academic or non-academic staff member of the Board, appointed by the Board
  - 2.7 the graduate student member of the Board;
  - 2.8 one undergraduate student member of the Board, appointed by the Board

**F. Human Resources Committee**

1. There will be a Standing Committee known as the Human Resources Committee.
2. The members of the Human Resources Committee will be:
  - 2.1. a chair, who will be a Public Member of the Board, appointed by the Board;
  - 2.2. the Board Chair;
  - 2.3. the Chair of the Finance & Property Committee;
  - 2.4. two Public Members of the Board, appointed by the Board; and
  - 2.5. the President.

**G. Honorary Awards Committee**

1. There will be a Standing Committee known as the Honorary Awards Committee.
2. The members of the Honorary Awards Committee will be:
  - 2.1. the President, who will be chair of the Honorary Awards Committee;
  - 2.2. the Board Chair;
  - 2.3. one Public Member of the Board, appointed by the Board;
  - 2.4. two staff members of Athabasca University appointed by General Faculties Council to two-year terms;
  - 2.5. one student member of the Board, appointed by the Board.
  - 2.6. the non-academic staff member of the Board;
  - 2.7. the tutor member of the Board; and
  - 2.8. the Vice-President, Academic.



3. Nominations for honorary degrees and related proceedings of the Honorary Awards Committee are confidential. The chair of the Honorary Awards Committee will make any announcements relating to the awarding of honorary degrees.

#### **H. Institutional Advancement Committee**

1. There will be a Standing Committee known as the Institutional Advancement Committee.
2. The members of the Institutional Advancement Committee will be:
  - 2.1. a chair, who will be a Public Member of the Board, appointed by the Board;
  - 2.2. the Board Chair;
  - 2.3. three Public Members of the Board, appointed by the Board;
  - 2.4. the President;
  - 2.5. the alumnus member of the Board;
  - 2.6. the tutor member of the Board;
  - 2.7. one academic or non-academic staff member of the Board, appointed by the Board;
  - 2.8. the graduate student member of the Board; and
  - 2.9. one undergraduate student member of the Board, appointed by the Board.