



# UCN BY-LAWS

# **BY-LAWS RELATING GENERALLY TO THE CONDUCT OF THE BUSINESS AND AFFAIRS OF THE UNIVERSITY COLLEGE OF THE NORTH**

## **History of the UCN By-Laws...**

### **June 10, 2005**

The original UCN By-Laws were developed by the UCN Interim Council under the guidance of the Council's By-Law Committee and with input from Neil Trenholm, Civil Legal Services. The Committee membership included Ms. Bev Fontaine, Interim Council Member (Opaskwayak); Dr. John Hofley, Interim Council Member (Winnipeg); Dr. Anthony E. Bos, UCN Interim President; and Mr. Darren Ottaway, Interim Council Member (Churchill).

The first edition of the UCN By-Laws was duly approved by the UCN Interim Council on June 10, 2005.

### **June 21, 2006**

The UCN By-Laws underwent an annual review in June of 2006. The By-Laws were amended to remove references to the Interim Council as the Council would be dissolved as of July 1, 2006. The amended UCN By-Laws was duly approved by the Interim Council on June 21, 2006.

### **November 1, 2006**

Article 12 of the UCN By-Laws were reviewed and Article 12: Learning Council was updated by the UCN Governing Council. Article 13 Council of Elders, Section 13.07 was reviewed and amended. The amended UCN By-Laws were duly approved by the Governing Council on November 1, 2006.

### **June 20, 2007**

The UCN By-Laws underwent an annual review by the ad hoc Policy and By-Law Committee (Mr. John Solomon, Chair; Dr. Peter Geller; Mr. Tom Goodman, and Dr. Denise Henning, President & Vice-Chancellor). The By-Laws were amended to provide more clarity. The amended UCN By-Laws were duly approved by the Governing Council on June 20, 2007.

### **April 17, 2008**

Article 15 was amended to include direction for payment of honorarium for the UCN Chancellor (reference 15.02).

### **December 16, 2010**

Article 4.01(a)(i) was amended in accordance with the UCN Amendments Act affording the Chancellor voting privileges on the Governing Council. Article 16.01 to note the change in the year end to March 31 as per the UCN Amendments Act. Article 18 was added designating the President & Vice-Chancellor as the Head of UCN for the purposes of the Freedom of Information and Protection of Privacy Act (FIPPA).

### **February 23, 2012**

Article 12: Learning Council, of the UCN By-Laws was reviewed and approved by the Governing Council on February 23, 2012.

### **March 28, 2013**

Article 6: Election of Employees to the Governing Council, of the UCN By-Laws was amended and approved by the Governing Council on March 28, 2013.

### **June 27, 2013**

Article 5: Tenure of Governing Council Members, Article 6: Employee Elections to the Governing Council, Article 9: Selection of Officers, Article 11: Meetings, of the UCN By-Laws was amended and approved by the Governing Council on June 27, 2013.

### **October 23, 2013**

Article 11: Meetings Subsection 11.01 (a) was amended and approved by the Governing Council.

### **November 28, 2013**

Article 13: Council of Elders, of the UCN By-Laws was amended and approved by the Governing Council on November 28, 2013.

### **April 24, 2014**

Article 15: Remuneration & Expenses, of the UCN By-Laws was amended and approved by the Governing Council on April 24, 2014.

### **May 22, 2014**

Article 6: Employee Elections to the Governing Council, Article 7: Vacancies and Terminations, of the UCN By-Laws was amended and approved by the Governing Council on May 22, 2014.

### **January 22, 2015**

Article 12: Learning Council, of the UCN By-Laws were amended and approved by Governing Council on January 22, 2015. Section 12.04 was changed to reflect the addition of Associate Vice President Career and Workforce Development bringing voting members to 32 and to remove Registrar, Director of Academic Development and to include Vice-Presidents not included in 12.04 (a) (iv) and (v).

### **October 21, 2015**

Article 6: Employee Elections to the Governing Council and Article 15: Remuneration & Expenses of the UCN By-Laws were amended and approved by the Governing Council on October 21, 2015.

### **February 23, 2017**

Article 12: Learning Council, of the UCN By-Laws were amended and approved by Governing Council on February 23, 2017. Section 12.08 replaced Nomination Committee with Executive Committee.

### **November 23, 2017**

Article 12: Learning Council, of the UCN By-Laws were amended and approved by Governing Council on November 23, 2017. Section 12:04 (a) (vii) ii – deletion of ex-officio non-voting Vice-Presidents.

### **January 24, 2019**

Article 5: Tenure of Governing Council Members, of the UCN By-Laws were amended and approved by Governing Council on January 24, 2019. Section 5.01 (c) – remove “term of those” and replace “shall be” with “hold office”. Section 5.02 – revised to reflect wording in the UCN Act as stated below; “A member of the Governing Council, other than a student member, is eligible to hold office for no more than six years in consecutive terms, but may not hold office again until at least one year has elapsed since the member last served.”

### **April 16, 2019**

Article 15 Remuneration & Expenses was amended and approved by Governing Council.

### **November 26, 2020**

Article 12: Learning Council, of the UCN By-Laws were amended and approved by Governing Council on November 26, 2020. Item 12.04 revisions: Change thirty-two voting members to thirty-three voting members; 12.04 (a) (iii) Change three Deans to two Deans; (v) Update the title to read Associate Vice-President of Access; (vi) Update the title to read Associate Vice-President Community and Industry Solutions; (vii) Add Associate Vice-President Reconciliation, Research and Academic Innovation; (viii) Add Manager of Academic Development; (ix) Add (ii) Registrar.

### **November 25, 2021**

Article 15: Remuneration and Expenses, of the UCN By-Laws were amended and approved by Governing Council on November 25, 2021. Item 15.01(c) revised to include “and UCN employees...”. Item 15.02 revised to remove “his/her”. Item 15.03 revised to “Members of the Council of Elders (exclusive of UCN employees) shall...”. Item 15.03 (a) revised to “Members shall also receive honoraria for their attendance

at all meetings and institutional events related to Tri-Council business. Members shall...”. Item 15.03 (b) revised honorarium amount from \$150.00 to \$75.00. Item 15.05 (b) revised to “The Governing Council Chairperson’s expense claims shall be approved by the Governing Council Vice-Chairperson or the Chairperson of the Finance and Audit Committee.” Item 15.05 (d) revised to “The Governing Council Chair shall approve all of the expense claims of the other Governing Council members as well as all members of the Learning Council and the Council of Elders”. Item 15.05 (e) revised to remove “The Tri-Council Executive Officer”.

### **May 18, 2023**

The following UCN By-Laws were amended and approved by Governing Council on May 18, 2023: History of UCN By-Laws were updated and approved in accordance with the motions of past meetings. Article 3 Governance, Item 3.03 was revised to read “The Governing Council shall govern in accordance with the core principles in governance which demonstrate accountability, responsibility, leadership, integrity, stewardship, and transparency”.

Article 7 Vacancies and Terminations Item 7.01 (a) was revised to read “notice of a member resignation or death is received”.

Article 11 Meetings addition of Item 11.05 “Where the Council decides that it is desirable for a business item to be voted on, an email vote may be held”. Article 11 Meetings new Item 11.07, mailed was replaced with emailed.

Article 12 Learning Council Item 12.04 (a) (v) was revised to Associate Vice-President Mihcet Meskanawah Teaching and Learning. Item 12.04 (a) (vii) was revised to Associate Vice-President Indigenous Initiatives and Reconciliation. Article 12 Learning Council Item 12.08, “Learning Council” was added in front of Executive Committee. Article 12 Learning Council addition of Item 12.10 “The Learning Council shall appoint a representative and alternate as a member of the Council of Elders as noted in Section 13.04 (c) for a term as designated under Section 13.05 (b)”.

Article 13 Council of Elders Item 13.05 (b) was revised to “Governing Council and Learning Council representatives shall hold office for a term not to exceed three (3) years. These members are eligible to serve two consecutive terms, but not for a further term until at least one year has elapsed since the end of their second term”. Article 13 Council of Elders addition of Item 13.10 “The Council of Elders shall appoint a representative as a member of the Learning Council as noted in Section 12.04 (c) for a term as designated under Sections 5.01 (a), 5.02 and 5.03”.

Article 18 Freedom of Information & Protection of Privacy (FIPPA) Item 18.03 was deleted.

Article 20 |Effective Date of By-Laws Article 20.01 was revised to “...University College of the North according to the History of the UCN By-Laws”.

Grammatical updates were made and “aboriginal” was replaced with “indigenous” throughout.

### **November 30, 2023**

Article 12: Learning Council, of the UCN By-Laws were amended and approved by Governing Council on November 30, 2023. Item 12.04 (a) (ix) addition of iii. Vice-President Strategic Growth.

### **Preamble**

The University College of the North (UCN) was established as a corporation without share capital by the University College of the North Act<sup>1</sup> (the “UCN Act”) proclaimed by the Province of Manitoba on July 1, 2004.

The UCN Act provided (among other things) that:

- (a) Keewatin Community College continued as the University College of the North;

- (b) A by-law or resolution of Keewatin Community College that UCN had the authority to make was continued with the same effect as if it had been made under the UCN Act.

The following By-laws are made for the orderly government of UCN and to provide a uniform basis for a harmonious and effective operation of the Governing Council.<sup>2</sup>

*Amended:  
June 20, 2007*

**Article 1  
GENERAL**

- 1.01 These By-laws may be cited as the General By-laws and whenever any by-law or resolution passed by the Governing Council refers to the general By-Laws of UCN, the reference is to these By-Laws.
- 1.02 The Governing Council acknowledges that the UCN Act governs the affairs of the UCN and that any Article in these By-laws that is repugnant to, or inconsistent with the UCN Act, is void to the extent of such repugnancy or inconsistency.
- 1.03 All By-laws passed by the Board of Governors of Keewatin Community College relating to matters which are dealt with in these By-laws, are hereby repealed, but the repeal does not affect the previous operation of those Bylaws or anything duly done or suffered under those By-laws or affect any right, privilege, obligation or liability acquired, accrued, accruing or incurred under those By-laws.
- 1.04 These By-laws will be made available to members of the general public during the normal business hours of UCN.

**Article 2  
MANDATE**

- 2.01 The mandate of UCN is to provide a broad range of educational opportunities that will
  - (a) Serve the educational needs of Aboriginal and northern Manitobans through adult education, post-secondary instruction and training; and
  - (b) Enhance the economic and social well-being of northern Manitobans.
- 2.02 The head office of UCN shall be in the Town of The Pas in the province of Manitoba.

**Article 3  
GOVERNANCE**

- 3.01 The Governing Council was in position beginning July 1, 2006.
- 3.02 The Governing Council is responsible for governing and managing the affairs of UCN, as designated in the UCN Act.
- 3.03 The Governing Council shall govern in accordance with the core principles in governance which demonstrate accountability, responsibility, leadership, integrity, stewardship, and transparency.

*Amended:  
June 20, 2007  
May 18, 2023*

**Article 4**  
**COMPOSITION, SELECTION AND SIZE OF THE GOVERNING COUNCIL**

- 4.01 The Governing Council shall consist of not more than twenty members as follows:
- (a) By virtue of office,
    - (i) The Chancellor,
    - (ii) The President, and
    - (iii) A student of UCN selected by the Student's Association of the University College.
  - (b) A representative of the Learning Council, appointed by that Council.
  - (c) A representative of the Council of Elders, appointed by that Council.
  - (d) Up to three employees of UCN, elected in accordance with Article 6 by and from the following constituencies:
    - (i) Professors,
    - (ii) Instructors,
    - (iii) Non-instructional Staff.
  - (e) One or two persons who are not employees or students of UCN, appointed by the Governing Council.
  - (f) Up to ten members, appointed by the Lieutenant Governor in Council, at least two of whom must be students of the University College.

*Amended:  
June 20, 2007  
December 16, 2010*

**Article 5**  
**TENURE OF GOVERNING COUNCIL MEMBERS**

- 5.01 The terms of office of members of the Governing Council shall be as follows:
- (a) The members appointed to the Governing Council referenced in Article 4, Section 4.01, Subsection (b) to (e), will hold office for a term not to exceed three years.
  - (b) The members appointed by the Governing Council referenced in Article 4, Section 4.01, Subsection (e), will hold office for a term not to exceed three years.
  - (c) Members appointed by the Lieutenant Governor in Council, excluding student members, hold office for up to three years, and continues to hold office until a successor is appointed.
  - (d) The term of the student member(s) shall be one year, except for student members appointed to the Governing Council by the Lieutenant Governor in Council whose terms shall be for one year and are renewable for more than two consecutive terms.

## Further Terms

- 5.02 A member of the Governing Council, other than a student member, is eligible to hold office for no more than six years in consecutive terms, but may not hold office again until at least one year has elapsed since the member last served.
- 5.03 A successor's completion of another member's term shall not be considered a term of office for the purpose of Section 5.02.

*Amended:  
June 20, 2007  
June 27, 2013  
January 24, 2019*

## Article 6

### ELECTION OF EMPLOYEES TO THE GOVERNING COUNCIL

#### 6.01 Purpose and Scope

- (a) This document sets out the by-law and procedures for nomination and election of candidates for membership on the Governing Council in accordance with section 5 (1) (d) of the UCN Act: There is to be a Governing Council of the University College, consisting of not more than 20 members, as follows;
- Up to three employees of the University College, elected in accordance with a by-law made under subsection 11 (1)<sup>1</sup>.
- (b) The Governing Council, through the President and Tri-Council Executive Officer, is responsible for overseeing all calls for nominations and elections.
- (c) Following nominations/elections, appointments to Governing Council shall be made by motion of the Governing Council.
- (d) All challenges to, or disputes over, interpretation of the election process and procedures shall be referred for resolution to Governing Council. Governing Council shall refer such challenges and/or disputes to the Governing Council Executive Committee for resolution.

#### 6.02 Constituencies

- (a) Article 4, Section 4.01 (d) of the UCN By-Laws establishes the following constituencies:
- (i) Professors,
  - (ii) Instructors,
  - (iii) Non-Instructional Staff.

For Governing Council election purposes, the constituencies shall be referenced as:

- (i) University faculty,
- (ii) College faculty,
- (iii) Non-faculty.

For Governing Council election purposes Deans, Directors, and VP's are considered to be Non-faculty members.

### 6.03 Term

- (a) Article 5, Section 5.01 (a): The members appointed by the Governing Council referenced in Article 4, Section 4.01 (d) will hold office for a term not to exceed three years, with their term starting July 1 of that year.
- (b) Article 5, Section 5.02: Members of the Governing Council are eligible to serve two consecutive terms, but not for a further term until at least one year has elapsed since the end of their second term.

### 6.04 Eligibility

- (a) Permanent and term (full-time and part-time) university faculty, college faculty, and non-faculty employees are eligible to be nominated for the respective constituency group and to vote for their respective constituency representative. A listing, to be provided by the UCN Human Resources Division, will be the document that outlines candidate constituency eligibility and voter eligibility.

### 6.05 Procedures and Timelines

- (a) A call for nominations will be issued by the Tri-Council Executive Officer on the first working Monday of April, except when an elected position becomes unexpectedly vacant, a call for nominations will go out the Monday immediately following the Governing Council meeting where notification of vacancy was given. Calls for nominations shall include the following information:
  - (i) Details of the vacant positions,
  - (ii) Constituency lists – attachments,
  - (iii) Eligibility requirements,
  - (iv) Date and time of close of the call for nominations,
  - (v) Submission information,
  - (vi) The approved nomination form – attachment. The nomination form will include the name and signature of the nominator (must be permanent and term; full-time or part-time employee and must be a constituency member), and four (4) additional constituency members, the name and signature of the nominee, the date and time of closure of the call for nominations, and a clear indication of the vacancy for which the nomination is made.
- (b) Nominations will be submitted on the nomination form that will be distributed by the Tri-Council Executive Officer.
- (c) All nominations must be received within the one-week (7 calendar days) time frame. Date and time will be placed on the nomination form. Late nominations will not be accepted under any circumstances.
- (d) Once nominations are closed, a list of candidates will be prepared and the information circulated via email to all constituency members.

### 6.06 Campaign Procedures

- (a) From the time the slate of candidates is published to the date of election, the candidates may canvass for support.
- (b) Candidates wishing to have promotional materials printed by UCN are to make the required arrangements with the Printing Department, The Pas campus.



- (c) Each candidate is limited to one page of promotional material double-sided, which must be “print-ready”.
- (d) Each candidate is responsible for making the required arrangements for distribution. Promotional material is to be distributed at all campuses and regional centres.
- (e) All candidates are responsible for ensuring campaign material posted on campus or regional centres is duly removed following the election.

#### 6.07 Voting Procedures

- (a) The election, should one be required, will be scheduled on the dates identified by the Tri-Council Executive Officer.
- (b) Voting will be held via email or fax for two days between the hours of 9:00 am on day one and 4:00 pm on day two. Specific dates will be identified by the Tri-Council Executive Officer. An advance vote (email or fax) will be held one week (7 calendar days) prior to the election date and will run for one day only between the hours of 9:00 am and 4:00 pm.
- (c) A ballot will be forwarded to all constituency members just prior to 9:00 am on the first day of voting. Ballots shall list the names of candidates in alphabetical order by surname.
- (d) Ballots are to be submitted to the attention of the Tri-Council Executive Officer. Ballots submitted by fax must be signed by the eligible voter. Ballots submitted by email must originate from the eligible voters’ UCN email address.
- (e) All ballots shall be collected, counted, and recorded by the Tri-Council Executive Officer.
- (f) All Candidates may appoint a Scrutineer to be present during the vote count. The name of the Scrutineer must be submitted to the Tri-Council Executive Officer two (2) working days prior to the election date. Ballots will be held in strictest confidence by the Tri-Council Executive Officer and all Scrutineers.
- (g) All ballots shall be destroyed after final resolution of any appeals or in the absence of any appeals; within one week (7 calendar days) of the closure of voting.
- (h) Voting eligibility will be verified using the official University College constituency listing provided by Human Resources Division.

#### 6.08 Elections Results

- (a) Election results will be announced via email to all University College employees by 4:00 pm, two (2) working days following the tabulation of votes, in the absence of any unresolved appeals.
- (b) In the event of a tie there will be a second vote involving only the tied candidates.
- (c) In the event that the votes remain tied, the candidates will meet with the Governing Council Chair and the President to find a resolution.

#### 6.09 Appeals

- (a) Appeals must be submitted within two (2) working days of the announcement of results.
- (b) Appeals must be in written form and submitted to the attention of the Tri-Council Executive Office.

- (c) Only Candidates are eligible to submit an appeal of the election process and results.
- (d) Appeals must outline the issue being contested and the resolution requested.
- (e) All appeals will be reviewed by the Executive Committee of the Governing Council and ratified by the Governing Council.
- (f) The decision of the Governing Council will be final.

*Amended:*  
*June 20, 2007*  
*March 28, 2013*  
*June 27, 2013*  
*May 22, 2014*  
*October 21, 2015*  
*May 18, 2023*

## **Article 7**

### **VACANCIES AND TERMINATIONS**

- 7.01 The Governing Council must declare a vacancy when:
- (a) notice of a member resignation or death is received
  - (b) a member, other than a member described in Article 4, Section 4.01(a), fails to attend three consecutive regular meetings of the Governing Council without the Council's permission, which may be given retroactively
  - (c) an employee member ceases to be an employee of UCN
  - (d) a student member ceases to be a student of the UCN. A student member who graduates before the expiration of his/her term may remain a member of the Governing Council until the expiration of the term
  - (e) a member fails to act honestly and in good faith with a view to the best interests of the UCN
  - (f) a member fails to exercise the care, diligence, and skill that a reasonable and prudent person would exercise in comparable circumstances.
- 7.02 If an elected or appointed member of the Governing Council becomes incapable of acting as a member, the Council may so advise the body that elected or appointed the member, and that body may then terminate the membership and advise the Council and the member that it has done so.
- 7.03 A body that has elected or appointed a member of the Governing Council may terminate the membership at any time by giving written notice to the member and to the Council.
- 7.04 When an elected or appointed member's position is vacant, the Governing Council must notify the body that elected or appointed the member of the vacancy, and that body must promptly elect or appoint a successor to hold office for the remainder of the term.
- 7.05 When an elected position becomes unexpectedly vacant, a call for nominations will go out the Monday immediately following the Governing Council meeting where notification of vacancy was given.
- 7.06 If the body does not elect or appoint a successor within 90 days after the Governing Council gives it notice, the Council may itself appoint a successor, except where the member was appointed by the Lieutenant Governor in Council.

*Amended:*

**Article 8**  
**QUORUM FOR THE GOVERNING COUNCIL**

- 8.01 A majority of the members appointed to the Governing Council constitute a quorum for the transaction of business.

**Article 9**  
**SELECTION OF OFFICERS**

- 9.01 The officers of UCN are:
- (a) The Chair of the Governing Council, who is to be designated by the Minister
  - (b) The Vice-Chair, who is to be designated by the members of the Governing Council;
  - (c) The Chancellor, who is to be elected by the Governing Council, the Learning Council, and the Council of Elders at a joint meeting convened by the chair of the Governing Council;
  - (d) The President; who is also the Vice-Chancellor;
  - (e) Such other officers as may be appointed by the Governing Council by resolution.
- 9.02 In the case of absence or incapacity of the Chair or Vice-Chair or if there is a vacancy in either of those offices, the Governing Council may designate one of its members – who is not the student member or the employee member – to act as Chair or Vice-Chair on an interim basis.
- 9.03 The Governing Council shall, by resolution, appoint and determine the terms and conditions of employment of a President who shall be the Chief Executive Officer of UCN.
- 9.04 The President’s term of office shall not exceed five years and is eligible for re-appointment by the Governing Council.

*Amended:*  
*June 20, 2007*  
*June 27, 2013*

**Article 10**  
**ABILITY OF THE GOVERNING COUNCIL TO DELEGATE AUTHORITY**

- 10.01 The President, with the Governing Council’s approval, shall provide clerical support to the Council to:
- (a) Attend all meetings of the Governing Council and of the standing committees of the Council and record all facts and minutes of all proceedings in the books kept for that purpose
  - (b) Ensure that all notices required are given to Governing Council members
  - (c) Perform such other duties as may from time to time be determined by the Governing Council

- (d) Remind Governing Council members that by-laws and policies are to be reviewed annually by June 30th
- 10.02 The Governing Council may delegate any of its powers or duties, except the power or duty to make a by-law, to any committee of the Council or any person.

*Amended:  
June 20, 2007*

## **Article 11 MEETINGS**

- 11.01 The Governing Council shall hold regular monthly meetings;
  - (a) Any meetings of the Governing Council may be cancelled, rescheduled, or relocated at the discretion of the Governing Council by way of a motion.
- 11.02 In addition to regular monthly meetings, such other meetings as may be required to conduct the business of the Governing Council may be called:
  - (a) by the Chair
  - (b) in the absence of the Chair, by the Vice-Chair or
  - (c) in the absence of the Chair and the Vice-Chair, by the President at the written direction of any two members of the Governing Council
- 11.03 Special meetings of the Governing Council shall be called by the Chair or, in his or her absence, by the Vice-Chair. Notice provisions of 48 hours shall apply as relating to 11.02.
- 11.04 A member may participate in a meeting of the Governing Council by means of telephone or other means of communication that permits all persons participating in the meeting to hear each other, and a member so participating is considered to be present at the meeting.
- 11.05 Where the Council decides that it is desirable for a business item to be voted on, an email vote may be held.
- 11.06 All meetings of the Governing Council shall be open to the public and no person shall be excluded from a meeting except for improper conduct as determined by the Council.

When a matter deemed confidential by the Governing Council is to be considered at a meeting of the Council, the part of the meeting concerning the confidential matter shall be held in camera.
- 11.07 Notice of the time, date and location of the subsequent monthly meeting shall be given at the conclusion of a regular meeting of the Governing Council. In addition, notice of meetings of the Council shall be emailed or otherwise delivered in such a manner that, under normal circumstances, the members will receive notice at least 48 hours before the meeting.
- 11.08 Where in the opinion of the Chair, or in his or her absence or incapacity the Vice-Chair, a matter of urgency has arisen and it is not practicable to mail or deliver the notice as set out in subsection 11.06, notice may be given orally by telephone or fax or e-mail or in such other manner as the Chair may determine.
- 11.09 Members of the UCN Council of Elders are welcome to be present at all Governing Council functions as guests.

*Amended:  
June 20, 2007  
June 27, 2013  
October 23, 2013*

**Article 12**  
**LEARNING COUNCIL**

- 12.01 The Learning Council is responsible for the academic policy of the university college.
- (a) General Advisory Role of the Learning Council
    - (i) The Learning Council shall advise the Governing Council, and the Governing Council must seek advice from the Learning Council, about the following matters:
      - i. The mission, vision and values of the University College
      - ii. Policies on the qualifications of teaching staff
      - iii. The terms of an agreement to develop and deliver joint academic programs
  - (b) Powers of the Learning Council
    - (i) The Learning Council shall:
      - i. Consider and determine the courses or programs to be offered,
      - ii. Set criteria concerning
        - a. qualifications for admissions
        - b. examinations and evaluations of student performances
        - c. requirements for graduation, and
        - d. awards recognizing academic excellence
      - iii. Evaluate existing courses or programs
      - iv. Determine the degrees, honorary degrees, certificates and diplomas to be granted by University College, and the persons to whom they are to be granted
      - v. Establish faculty councils, school councils and other bodies within the university college, specify how they are to be constituted, and assign to them the powers and duties that the Learning Council determine
      - vi. Exercise internal disciplinary jurisdiction over the academic conduct of students, including the power to expel or suspend for cause
      - vii. Make rules and establish procedures for appeals by students on admissions and academic matters, and to establish a final appeal tribunal for these appeals, and
      - viii. determine curriculum content for courses leading to degrees, certificates, and diplomas
- 12.02 The Learning Council shall give advice to the Governing Council by:
- (a) The Learning Council's appointed representative to the Governing Council shall make a report at each meeting of the Governing Council.
  - (b) The representative or alternate of the Learning Council shall bring forth to the Governing Council motions brought forward by the Learning Council.

12.03 The Learning Council

- (a) Must, at least annually, determine the times and places for its regular meetings, and a procedure for calling special meetings
- (b) May make rules governing its practice and procedure
- (c) May appoint any standing and other committees it considers necessary; and may delegate to any of its committees the power to investigate and report on any matter for which the Learning Council has responsibility

12.04 The Learning Council shall consist of not more than thirty-three (33) voting members, of whom the majority shall be teaching staff, as follows:

- (a) By virtue of office:
  - (i) UCN Chancellor
  - (ii) UCN President and Vice-Chancellor
  - (iii) Two (2) Deans elected by the Deans of UCN
  - (iv) Vice-President - Academic & Research
  - (v) Associate Vice-President Mihcet Meskanawah Teaching and Learning
  - (vi) Associate Vice-President Community and Industry Solutions
  - (vii) Associate Vice-President Indigenous Initiatives and Reconciliation
  - (viii) Manager of Academic Development
  - (ix) Ex Officio members (non-voting) to include:
    - i. Deans, not including those elected under Section 12.04 (a)(iii)
    - ii. Registrar
    - iii. Vice-President Strategic Growth
- (b) One (1) representative of the Governing Council appointed by that Council
- (c) One (1) representative of the Council of Elders appointed by that Council
- (d) Three (3) students, of whom at least one must be a university student, will be selected according to the Learning Council's Nomination/Elections Policies and Procedures as follows:
  - (i) One (1) student from The Pas Campus
  - (ii) One (1) student from Thompson Campus
  - (iii) One (1) student from UCN's regional centres
- (e) Eight (8) university faculty members, elected by the university faculty
- (f) Eight (8) college faculty members, elected by the college faculty
- (g) One (1) academic advisor or counselor elected by the academic advisors and counselors
- (h) One (1) university faculty member located at a regional centre, elected by the university faculty
- (i) One (1) college faculty member located at a regional centre, elected by the college faculty

12.05 The terms of office of members of the Learning Council shall be as follows:

- (a) The voting members referenced in Section 12.04 (a) iii shall hold office for a term not to exceed three (3) years. These members are eligible to serve two consecutive terms, but not for a further term until at least one year has elapsed since the end of his/her second term.
  - (b) The members referenced in Section 12.04 (b) and (c) shall hold office for a term not to exceed three (3) years. These members are eligible to serve two consecutive terms, but not for a further term until at least one year has elapsed since the end of his/her second term.
  - (c) The members referenced in Section 12.04 (d) shall hold office for a term of one (1) year, renewable twice.
  - (d) The members referenced in 12.04 (e) (f) (h) and (i) shall hold office for a term of three (3) years or until June of the third year following appointment, whichever comes first. These members are eligible to serve two consecutive terms, but not for a further term until at least one year has elapsed since the end of his/her second term.
  - (e) The members referenced in Section 12.04 (g) shall hold office for a term of two (2) years or until June of the second year following appointment, whichever comes first. These members may be re-elected, but shall not serve more than two consecutive terms.
- 12.06 The Learning Council shall strive to maintain a balance in its membership between genders and Indigenous/non-Indigenous persons.
- 12.07 Faculty and staff members of the Learning Council will have full-time appointments at UCN.
- 12.08 Election of members to the Learning Council shall be in accordance with the election procedures established by the Learning Council and facilitated by the Learning Council Executive Committee.
- 12.09 The Learning Council shall appoint a representative and alternate as a member of the Governing Council as noted in Section 4.01(b) for a term as designated under Sections 5.01(a), 5.02 and 5.03.
- 12.10 The Learning Council shall appoint a representative and alternate as a member of the Council of Elders as noted in Section 13.04 (c) for a term as designated under Section 13.05 (b).

*Amended:*  
*June 20, 2007*  
*November 1, 2006*  
*February 23, 2012*  
*January 22, 2015*  
*February 23, 2017*  
*November 23, 2017*  
*November 26, 2020*  
*May 18, 2023*  
*November 30, 2023*

### **Article 13**

#### **COUNCIL OF ELDERS**

- 13.01 Within their communities, Elders are respected and honoured for their spirituality, wisdom, intelligence, life experience and teachings. Elders are also recognized for their love of the land, their language and for their knowledge of the traditions. The Elders bring these gifts to the UCN community of students, faculty and staff through their advice, guidance, and support.

- 13.02 The duties of the Council of Elders shall be to:
- (a) Be actively involved in decisions respecting the direction and governance of UCN
  - (b) Promote an environment at the University College that respects and embraces Indigenous and northern cultures and values
  - (c) Promote an understanding of the role of Elders within the University College
  - (d) Work in partnership with UCN's Governing Council and Learning Council
  - (e) Provide guidance within UCN through sharing the Elders' traditional knowledge of wisdom, beliefs, and values in a respectful and caring way
  - (f) Be role models, resources and advisors, and provide guidance and support to students, staff, and administration.
  - (g) Be ambassadors for UCN in the larger community
- 13.03 The Council of Elders will identify members for appointment to the Council of Elders. Prospective members will be appointed by consensus by the Council of Elders.
- 13.04 The Council of Elders will consist of no more than seventeen (17) voting members. Composition of the Council of Elders shall be as follows:
- (a) Fourteen (14) Elders representing the various communities that UCN serves
  - (b) One (1) representative of the Governing Council as appointed by that Council
  - (c) One (1) representative of the Learning Council as appointed by that Council
  - (d) One (1) representative of the Student Association Council (SAC) of UCN, as appointed by that Council. The SAC member to alternate each year between the Thompson Campus and The Pas Campus.
- 13.05 The term of office for the members of the Council of Elders shall be as follows:
- (a) Elder members shall be for as long as they are able.
  - (b) Governing Council and Learning Council representatives shall hold office for a term not to exceed three (3) years. These members are eligible to serve two consecutive terms, but not for a further term until at least one year has elapsed since the end of their second term.
  - (c) SAC member shall be for a term of one (1) year.
- 13.06 The Council of Elders shall strive to maintain a balance in its membership between genders and geographic representation.
- 13.07 The membership will be a representation of the Indigenous language groups in the UCN area.
- 13.08 The UCN Elders, who are employees of UCN, will be non-voting resource members of the Council.
- 13.09 The Council of Elders shall appoint a representative as a member of the Governing Council as noted in Section 4.01 (c) for a term as designated under Sections 5.01 (a), 5.02, and 5.03.
- 13.10 The Council of Elders shall appoint a representative as a member of the Learning Council as noted in Section 12.04 (c) for a term as designated under Sections 5.01 (a), 5.02, and 5.03.

*Amended:  
June 20, 2007  
November 1, 2006*



**Article 14**  
**CHANCELLOR**

- 14.01 The Chancellor is the titular head of the UCN and is responsible for conferring all degrees, honorary degrees, certificates, and diplomas on behalf of the UCN.
- 14.02 The Governing Council will establish a Nominating Committee for the position of Chancellor with representation from the Governing Council, Learning Council, and the Council of Elders. Their recommendation is to be made at a joint meeting of the Councils (14.03).
- 14.03 The Chancellor shall be elected at a joint meeting of the Governing Council, Learning Council, and Council of Elders called by the Chair of the Governing Council.
- 14.04 The term of office of the Chancellor shall be for three years and he/she will continue to hold office until a successor is elected. The Chancellor may be reelected.
- 14.05 If a vacancy occurs in the office of the Chancellor before the end of the term, an election will be held to hold office for the remainder of the term.
- 14.06 The President is the Vice-Chancellor of the UCN and if the Chancellor is absent or unable to act or if the office is vacant, the Vice-Chancellor has the powers and may perform the duties of the Chancellor.

**Article 15**  
**REMUNERATION AND EXPENSES**

- 15.01 Remuneration for the members of the Governing Council shall be paid as monthly honoraria as follows:
  - (a) Chair - \$250.00;
  - (b) Vice-Chair - \$200.00;
  - (c) All remaining members of the Governing Council, exclusive of the President, the Chancellor, and UCN employees appointed under Article 4 - \$150.00
- 15.02 The UCN Chancellor shall be paid an honorarium of \$150.00 per day for attendance at UCN events, meetings, activities, etc.
- 15.03 Members of the Council of Elders (exclusive of UCN employees) shall be paid an honorarium in the amount of one hundred and fifty dollars (\$150.00) for each Council of Elders meeting attended.
  - (a) Members shall also receive honoraria for their attendance at all meetings and institutional events related to Tri-Council business. Members shall be paid \$75.00 where a meeting lasts up to ½ day (maximum) and requires no travel out of their home community; \$150.00 for meetings lasting up to ½ day which requires travel out of the home community and \$150.00 for meetings lasting a full day.
  - (b) Student members of the Council of Elders shall be paid an honorarium in the amount of \$75.00 for each meeting attended.
- 15.04 Student members of the Learning Council shall be paid an honorarium in the amount of \$75.00 for each meeting attended.

- (a) Student members of the Learning Council Standing Committees shall be paid an honorarium in the amount of \$25.00 for each meeting attended.
- 15.05 Members of the Governing Council, Learning Council, and Council of Elders may be reimbursed for their expenses incurred in discharging their duties. Reimbursements of expenses will be based on the expense guidelines of the UCN.
- (a) All persons eligible to claim expenses shall be clearly informed ahead of time as to the relevant policies and procedures.
  - (b) The Governing Council Chairperson's expense claims shall be approved by the Governing Council Vice-Chairperson or the Chairperson of the Finance and Audit Committee.
  - (c) The President's expense claims shall be approved by the Chair of the Governing Council.
  - (d) The Governing Council Chair shall approve all of the expense claims of the other GC members as well as the members of the other Governing Council members, as well as all members of the Learning Council and the Council of Elders.
  - (e) The President shall be responsible to ensure that all internal policies/procedures relevant to this matter be appropriate and be consistently implemented.
- 15.06 The UCN Finance Committee will regularly review the President's and Tri-Council expense policies/procedures and their implementation and report to the Governing Council its findings.

*Amended:  
April 17, 2008  
April 24, 2014  
October 21, 2015  
April 16, 2019  
November 25, 2021*

**Article 16  
FISCAL YEAR**

- 16.01 The fiscal year of the University College of the North ends on March 31st of each year.

*Amended:  
December 16, 2010*

**Article 17  
REQUIREMENT FOR AN EXTERNAL AUDIT**

- 17.01 The Governing Council shall prepare an annual budget before the beginning of each fiscal year, which shall be submitted to the Minister for approval, in the form and at the time specified by the Minister.
- 17.02 The accounts of the UCN must be audited annually by the Auditor General or another auditor appointed by the Lieutenant Governor in Council, and a written report on the audit presented to the Governing Council and to the Lieutenant Governor in Council.

*Amended:  
June 20, 2007*

**Article 18  
FREEDOM OF INFORMATION & PROTECTION OF PRIVACY (FIPPA)**

18.01 WHEREAS Section 80 of The Freedom of Information and Protection of Privacy Act provides as follows:

"A local public body shall, by by-law or resolution, designate a person or group of persons as the head of the local public body for the purposes of this Act";

And Whereas the University College of the North is a local public body under The Freedom of Information and Protection of Privacy Act;

18.02 That the President & Vice-Chancellor be designated as the Head of the University College of the North for the purpose of the Freedom of Information and Protection of Privacy Act.

*Amended:  
December 16, 2010  
May 18, 2023*

**Article 19**

**CONDITIONS FOR AMENDING BY-LAWS**

19.01 This and any other by-law of the Governing Council, or any part or parts thereof, may be amended or repealed by resolution passed by a two-thirds majority of votes cast at a meeting of the Council considering the amendment or repeal, provided that at least three (3) weeks written notice of the proposed amendments has been given.

*Amended:  
June 20, 2007*

**Article 20**

**EFFECTIVE DATE OF BY-LAWS**

20.01 These By-laws were reviewed, amended, and approved by the Governing Council of the University College of the North according to the History of the UCN By-Laws.

Thursday the Thirtieth (30<sup>th</sup>) day of November 2023  
(day) (date) (month) (year)



A handwritten signature in blue ink, appearing to read "Mr. An".

Chair

A handwritten signature in blue ink, appearing to read "Pidskoff".

Tri-Council Executive Officer

The seal, an impression of which is affixed on the margin hereof, shall continue to be the corporate seal of the University College of the North

## GLOSSARY OF TERMS:

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*University College of the North Act...*the UCN Act established the University College of the North (UCN) as a Manitoba post-secondary institution. The Act was proclaimed by the Government of Manitoba July 1, 2004 and is a blend of current college and university legislation,

<sup>2</sup> *Governing Council...*the governing body of the University College of the North as set out in the UCN Act and which will come into force on a day to be fixed by proclamation or on July 1, 2006, whichever occurs first.

<sup>4</sup> *Chancellor...*The honorary or titular head of a university.