



ST. THOMAS MORE COLLEGE

UNIVERSITY OF SASKATCHEWAN

**GENERAL BYLAW,
BEING A GENERAL BYLAW
RELATING TO THE CONDUCT
OF THE AFFAIRS OF THE
ST. THOMAS MORE COLLEGE CORPORATION**

**Approved by the
St. Thomas More College Corporation
21 October 2017
Consented by the
St. Thomas More College Society
24 January 2018**

**GENERAL BYLAW
ST. THOMAS MORE COLLEGE CORPORATION**

PREAMBLE

WHEREAS St. Thomas More College is a Catholic liberal arts college federated with the University of Saskatchewan; and

WHEREAS St. Thomas More College wishes to enact a new General Bylaw which will enhance the governance of St. Thomas More College as a body corporate so as to enable it to fulfill its mission as an academic community of Catholic scholarship in the tradition of the Congregation of St. Basil;

NOW THEREFORE BE IT ENACTED AS FOLLOWS:

BYLAW of 2017

Part One

INTERPRETATION

1. In these bylaws:

- (a) “**Act**” means the *St. Thomas More College Act, 2001*, as amended in 2013;
- (b) “**Administrative Committee**” is an advisory committee of the President;
- (c) “**Audit and Risk Committee**” is a committee of the Board of Governors;
- (d) “**Board**” means the Board of Governors;
- (e) “**Canonical Bylaws**” means the Canonical Bylaws of the St. Thomas More College Society;
- (f) “**Canonical Statutes**” means the Canonical Statutes of the St. Thomas More College Society;
- (g) “**Chairperson**” means the chairperson of the Corporation and of the Board of Governors;
- (h) “**Chief Financial Officer**” means the Chief Financial Officer of St. Thomas More College;
- (i) “**College**” means St. Thomas More College;

- (j) **“College Secretary”** means secretary of the Board of Governors and Corporation;
- (k) **“Corporation”** means St. Thomas More College, the legal body named in the *St. Thomas More College Act, 2001*, as amended in 2013;
- (l) **“Dean”** means the Dean of St. Thomas More College; and shall include the Acting Dean if one is so appointed by the Board;
- (m) **“Faculty Council”** means the Faculty Council of St. Thomas More College;
- (n) **“Faculty Member”** means a person appointed by the Board of Governors to the rank of Professor, Associate Professor, Assistant Professor, Lecturer, Instructor, Librarian, Associate Librarian, or Assistant Librarian;
- (o) **“Finance and Investment Committee”** is a committee of the Board of Governors;
- (p) **“General Bylaw”** means these bylaws, being a General Bylaw relating to the conduct of the affairs of the St. Thomas More College Corporation;
- (q) **Human Resources Committee”** is a committee of the Board of Governors;
- (r) **“Member at Large”** means a person nominated by the Board for membership on Corporation pursuant to paragraphs (g) and (h) of s.5 of the *Act*;
- (s) **“Organization and Membership Committee”** is a committee of the Board of Governors;
- (t) **“Ordinary Resolution”** means a resolution which requires a simple majority of the votes cast in order to be carried;
- (u) **“President”** means the chief executive officer of St. Thomas More College, and shall include the Acting President if one is so appointed by the Board;
- (v) **“Special resolution”** means a resolution that requires two-thirds of votes cast in order to be carried;

- (w) “**St. Thomas More College Society**” means the public juridic person as defined by the Canonical Statutes of the St. Thomas More College Society and the Canonical Bylaws of the St. Thomas More College Society;
- (x) “**Student**” means a student who is registered in St. Thomas More College;
- (y) “**University**” means the University of Saskatchewan.

Part Two

MEMBERS OF CORPORATION: TERMS OF OFFICE

- 2.
 - (a) A member of Corporation appointed pursuant to paragraphs (a), (d), (i), (j), (k), (l) and (m), of s.5 of the *Act* shall serve for such time as is determined by the terms of his or her appointment, except for “such other members of the St. Thomas More College Society” under s.5 (a) of the *Act*, who shall serve at the pleasure of the St. Thomas More College Society.
 - (b) A member of Corporation appointed pursuant to paragraphs (b), (c), (f), (g), (h) of s.5 of the *Act* shall serve for a term of up to three years, and shall not serve for more than six consecutive years, unless serving as a member of the Board of Governors under s.4 (c) of these General Bylaws. Such members shall serve as members of Corporation until their term on the Board of Governors is completed.
 - (c) A Student member of Corporation shall serve for a term determined by the terms of his or her appointment, but the term shall in all cases end on graduation or convocation.

Part Three

BOARD OF GOVERNORS

- 3. There shall be a Board of Governors to govern the affairs of the College in accordance with the terms of the *Act* and to manage the affairs of Corporation which are not by the *Act* or the General Bylaws required to be exercised by Corporation at a general meeting.
- 4. The Board normally consists of ten persons:
 - (a) One member appointed by the St. Thomas More College Society;

- (b) Three members of Corporation elected by the Corporation at an annual general meeting, from among the diocesan and eparchial representatives, alumni representatives and members-at-large;
 - (c) One member elected by and from the members of the Faculty Council who is also a member of both Faculty Council and Corporation;
 - (d) The President of the St. Thomas More College Students' Union (or designate);
 - (e) Three members elected by the Board, who if they are not members of Corporation shall be nominated by the Board for membership in Corporation at its next annual meeting under s.5 (g) or (h) of the *Act* and whose term as a member of Corporation shall coincide with his or her term as a member of the Board; and
 - (f) The President of the College;
 - (g) The Board may, at its discretion, appoint additional member(s) to ensure appropriate expertise and experience in its deliberations. Such member(s) shall serve until the next general meeting of Corporation.
5. (a) The members of the Board shall hold office for a term of up to three years, except:
- (i) The Student member, during his or her term as President of the St. Thomas More College Students' Union who holds office for one year following the date of his or her election to the Board; and
 - (ii) The President, during his or her term as President of the College.
- (b) The term for the members shall begin on the first day of January and end on the last day of December.
 - (c) The term on the Board for the President shall be the same as his or her term as President.
 - (d) The term for the President of the St. Thomas More College Students' Union shall begin on 1 April of the year of his or her election and end one year later on 31 March.
 - (e) The terms for the members of the Board, except the President, are limited to six consecutive years, except as provided in s.6(a).

6. A member of the Board, except for the member appointed by the St. Thomas More College Society and the President, shall cease to be member of the Board if he or she is removed from office by an ordinary resolution of members of Corporation. If the appointment of the member appointed by the St. Thomas More College Society or the appointment of the President ends for any reason, these individuals will cease to be members of the Board.
 - (a) The Board shall fill a vacancy, except that of the member appointed by the St. Thomas More College Society, the member appointed by Faculty Council, and the Student appointed by the St. Thomas More College Students' Union, by appointing another person from the same category as the former member. Except under the circumstance of the appointment of an acting President (see s. 25 below) the appointed person shall hold office for the balance of the term of the former member and may serve up to two additional, consecutive terms.
 - (b) Faculty Council may fill the vacancy when its member cannot complete his or her term. The person so appointed shall, in the first instance, complete the term of the person who has vacated the position. The person so appointed may serve an additional consecutive term.
 - (c) If the Faculty member elected by and from the members of the Faculty Council is granted a leave by the College, the Faculty Council may elect a faculty member who will replace the member on leave for the duration of that leave. At the end of the leave, any remaining time in the original 3-year term will be fulfilled by the returning faculty member.
 - (d) The St. Thomas More College Students' Union may fill the vacancy when its President cannot complete his or her term. The Student so appointed shall complete the term of the Student who has vacated the position.
7. All questions coming before the Board shall be decided by a simple majority. A resolution in writing signed by all members of the Board of Governors shall also be valid as a resolution of the Board of Governors in the same manner as if the resolution had been passed at a meeting of the Board of Governors, and shall be considered to have satisfied the requirements for a meeting of the Board for purposes of approving the resolution. A written resolution may be signed in counterparts and each counterpart together shall be deemed to constitute one resolution in writing. Delivery of a counterpart to the Corporation may be provided by electronic means. All written resolutions shall be filed with the minutes of the proceedings of

the Board of Governors and shall be effective on the date signed thereon or the latest date signed on any counterpart.

8. A quorum of the Board will consist of any six members of the Board. A member of the Board may participate in a meeting of the Board by means of telephone or other communication facilities as permit all persons participating in the meeting to hear each other, provided that the Chair of the meeting has consented, and the member of the Board participating in such meeting by such means is deemed to be present at the meeting.
9. The Dean and the Chief Financial Officer are major resource personnel to the Board and will attend Board meetings except as excused by the Board.

Part Four

I. OFFICERS OF THE BOARD

10. The Board shall determine an appropriate method to nominate and elect one of its members to be the Chairperson. The Bishop of the Roman Catholic Diocese of Saskatoon, acting as a member of the St. Thomas More College Society, will be consulted on the selection of the Chairperson. The Chairperson is elected to a one-year term and is eligible for re-election. The election shall be held at the last regular meeting of the Board each calendar year and the Chairperson takes office on January 1 of the new year. The Chairperson of the Board becomes Chairperson of Corporation by virtue of election as the Chairperson of the Board.
11. The Board shall determine an appropriate method to nominate and elect one of its members to be the Vice-Chairperson. The Vice-Chairperson is elected to a one-year term and is eligible for re-election. The election for the Vice-Chairperson shall be held at the last regular meeting of the Board each calendar year and the Vice-Chairperson takes office on January 1 of the new year.
12. The Board shall determine an appropriate method to nominate and elect one of its members to be the Treasurer. The person is elected to a one-year term and is eligible for re-election. The election shall be held at the last meeting of the Board each calendar year and the Treasurer takes office on January 1 of the new year.
13. Should any officer withdraw from office during his or her term on the Board, the Board shall elect an alternative member of the Board to the position for the remaining time in the one-year term.

II. THE CHAIRPERSON

14. The Chairperson shall normally preside over all general meetings of the Board and Corporation, and shall cause the agenda to be prepared for all such meetings.
15. The Chairperson shall:
 - (a) Call meetings of the Board in addition to the regularly scheduled meetings of the Board;
 - (b) Call special meetings of the Board upon the petition in writing of at least one third of the members of the Board;
 - (c) Be an *ex officio* member of all committees of the Board unless excluded by a policy of the Board; and
 - (d) Be an *ex officio* member of all committees of Corporation unless excluded by a policy of Corporation.
16. Remuneration of the Chairperson, including such amount as shall be deemed reasonable as an expense allowance, shall be fixed by the Board.

III. THE VICE-CHAIRPERSON

17. The Vice-Chairperson shall, in the absence of the Chairperson, assume the powers and responsibilities of the Chairperson.

IV. THE TREASURER

18. The Treasurer shall Chair the Audit and Risk Committee of the Board and shall present the Financial Statement to Corporation.
19. Remuneration of the Treasurer, including such amount as shall be deemed reasonable as an expense allowance, shall be fixed by the Board.

V. THE COLLEGE SECRETARY

20. The College Secretary shall be responsible to the Board for the records of the Board's meetings and proceedings, and the records of the meetings of Corporation.
21. The College Secretary shall cause to have the notices of meetings, the agendas and minutes of the Board meetings distributed to all members of Corporation.
22. The College Secretary shall prepare notices of meetings of the Board and distribute such notices and agendas to the members.

Part Five

OFFICERS OF CORPORATION

I. THE PRESIDENT

23. The President of the College is the chief executive and academic officer of Corporation and shall be responsible to the Board for the general supervision and direction of:
- (a) The academic work of the faculty and student body of the College;
 - (b) The business affairs of the College and the personnel employed therein.
24. The President shall:
- (a) Make recommendations to the Board respecting the appointment, promotion or removal of any member of the faculty;
 - (b) Manage the academic work and business affairs of the College in accordance with the policies adopted by the Board and report annually to the Board and to Corporation upon the academic and financial condition of the College;
 - (c) Represent the College in the University community, the Catholic community, the academic community, and the community at large;
 - (d) Be an *ex officio* member of all committees of the Board unless excluded by a policy of the Board; and
 - (e) Be an *ex officio* member of all committees of Corporation except the Corporation's Standing Committee for the Appointment of the President.
25. If the President is temporarily absent or unable to discharge his or her duties, the Dean shall attend to the President's duties as required. The Board may, in the case of absence or disability of the President, or in the event that the President is granted a leave by the College, or in the event that the office of the President is vacant, appoint the Dean or some other person as the Acting President until the President returns to his or her duties or until the office of President is filled.

II. THE DEAN

26. The Dean of the College, appointed by the Board of Governors upon the recommendation of the President, is the senior academic officer of the College and

shall, under the general supervision of the President, have the authority and responsibility for directing the academic work of the College and the faculty and student body.

27. The Board may, in the case of absence or disability of the Dean, or in the event that the Dean is granted a leave by the College, or in the event that the office of the Dean is vacant, appoint some other person as the Acting Dean until the Dean returns to his or her duties or until the office of Dean is filled.
28. On the recommendation of the President, the Board shall fix the terms of office and conditions of employment of the Dean.

III. THE CHIEF FINANCIAL OFFICER

29. The Chief Financial Officer of the College shall be appointed by the Board on the recommendation of the President and shall, under the general authority of the President, manage the business affairs of the College.
30. On the recommendation of the President, the Board shall fix the terms of office and conditions of employment of the Chief Financial Officer.

IV. THE COLLEGE SECRETARY

31. The College Secretary shall be appointed by the Board on the recommendation of the President and shall, be under the general supervision of the President. On the recommendation of the President, the Board shall fix the terms of office and conditions of employment of the College Secretary.

Part Six

FACULTY APPOINTMENTS

32. All full-time appointments to the faculty of the College shall be made by the Board on the recommendation of the President.
33. All grants of tenure, all special grants, and any removal of a faculty member from office shall be made by the Board upon the recommendation of the President. All academic promotions are ratified by the Board upon the recommendation of the President. The Board shall give effect to any decision of an Appeal Committee with respect to the tenure, promotion, or special grant, of a faculty member, but this provision shall not prevent the Board from seeking judicial or other review of such decision.

Part Seven

COMMITTEES OF THE BOARD OF GOVERNORS

34. The Board shall appoint standing or special committees as are deemed necessary and shall appoint Board members to those committees. There are four Standing Committees: Audit and Risk, Finance and Investment, Human Resources, and Organization and Membership.

AUDIT AND RISK COMMITTEE

35. There shall be an Audit and Risk Committee of the Board of Governors. The Audit and Risk Committee is responsible to the Board for the assessment and monitoring of corporate policies and decision making as implemented by management to manage the financial reporting processes and systems of internal control of the College and to mitigate and minimize associated risks to the College.
36. The purpose of the Audit and Risk Committee is to:
- (a) Monitor the integrity of the College's reporting processes and system of internal controls regarding financial reporting and accounting compliance;
 - (b) Monitor the independence and performance of the College's external auditor and report its observations to the Board;
 - (c) Recommend the appointment of an external auditor;
 - (d) Provide an avenue of communication among the external auditor, administration, and the Board;
 - (e) Ensure management has an appropriate and timely process in place to monitor, control, report and mitigate risks to the College;
 - (f) Identify and monitor the management processes that the College undertakes.
37. The Audit and Risk Committee shall consist of:
- (a) Three independent members of the Board who are outside governors, unrelated, and free from any relationship that would interfere with the exercise of independent judgment; plus,

- (b) At the discretion of the Board, one member of Corporation may be added who is not a member of the Board and who possesses financial expertise; plus,
 - (c) The Board Chairperson, *ex officio*, plus,
 - (d) The President, *ex-officio*.
 - (e) At least one member who possesses the following five attributes: understanding of the financial statements and accounting principles used to prepare the issuer's financial statements; ability to assess the application of such accounting policies; experience preparing, auditing, analyzing or evaluating financial statements, or, experience supervising individuals engaged in preparing, auditing, analyzing or, evaluating financial statements; an understanding of internal controls and procedures for financial reporting; and, an understanding of audit and risk committee functions.
38. The three members of the Board, one of whom is nominated to be Chair and the non-member of the Board are elected by the Board at its final meeting of the calendar year. The Organization and Membership Committee nominates persons to this committee. Except for the President, the term of office for the members is for one year commencing January 1.
39. The duties and responsibilities of the Audit and Risk Committee shall include:
- (a) Review the College's draft annual audited financial statements and related documents and recommend them to the Board for approval prior to their release;
 - (b) At least annually and in consultation with the College's external auditor, consider the integrity of the College's financial reporting processes and controls. Discuss significant financial risk exposure and the steps administration has taken to monitor, control and report such exposures. Review significant findings by the external auditor in this respect and report both the findings and the response to the Board;
 - (c) Review the effectiveness of the overall process for identifying the principal risks affecting financial reporting and provide a report thereon to the Board;
 - (d) Recommend to the Board the appointment of the external auditor;

- (e) Approve the audit fees and other Non-audit services to be performed by the external auditor and the fees charged for these services;
- (f) On an annual basis, review and discuss with the external auditor all significant relationships they have with the College that could impair the auditor's independence;
- (g) Consider the external auditor's judgment about the quality and appropriateness of the College's accounting principles as applied in the financial statements;
- (h) Satisfy itself that the College has implemented appropriate systems of internal control to ensure compliance with legal, regulatory and ethical requirements;
- (i) Discuss with management the assessment of the external auditor's performance;
- (j) Meet privately with the external auditor to discuss pertinent matters;
- (k) Review internal control weaknesses identified by the external auditor together with management's responses;
- (l) When required, request the external auditor to undertake special examinations;
- (m) Review and discuss significant risks or exposures and assess the steps management has taken to monitor, control, report and mitigate such risk to the College;
- (n) Perform any other activities consistent with Committee's mandate or the Board deems necessary or appropriate;
- (o) Review and make recommendations in regard to financial operations, and financial controls of St. Thomas More College;
- (p) Review the Mandate and Terms of Reference every three years;
- (q) Annually review and approve the audit plan;
- (r) Develop and present an annual workplan to the Board;

- (s) The Chief Financial Officer will discuss specific strategic risks at each meeting; three categories at the spring meeting, and two categories at the fall meeting.

FINANCE AND INVESTMENT COMMITTEE

- 40. There shall be a Finance and Investment Committee of the Board of Governors. The Finance and Investment Committee is to observe and make recommendations to the Board on the financial affairs of the College including the management and administration of the College's assets.
- 41. The purpose of the Finance and Investment Committee is to:
 - (a) Review and recommend for approval by the Board a policy, guidelines and asset mix for investments;
 - (b) Recommend to the Board of Governors the approval of the operating and capital budgets as well as the annual operations forecasts;
 - (c) Review significant capital projects over the spending limits of the President's signing authority, and to recommend to the Board of Governors the approval of these projects;
 - (d) Perform any other activities consistent with Committee's mandate or the Board deems necessary or appropriate.
- 42. The Finance and Investment Committee shall consist of:
 - (a) Not fewer than two members of the Board, plus,
 - (b) The Board Chairperson, *ex officio*, plus,
 - (c) The President, *ex officio*;
 - (d) Other non-voting members may be selected from outside of the Board of Governors by the Board on recommendation of the President.
- 43. The two members of the Board, one of whom is nominated to be Chair of the Committee, are elected by the Board at its final meeting of the calendar year. The Organization and Membership Committee nominates persons to this committee. Except for the President, the term of office for the members is for one year commencing January 1.

44. The duties and responsibilities of the Finance and Investment Committee shall include:
- (a) Review and recommend for approval by the Board a policy, guidelines and asset mix for investments;
 - (b) Meet with external Investment Manager at least two times per year to review fund performance;
 - (c) On a periodic basis where appropriate, assist management in selecting the successful Investment Manager for the College's investment fund;
 - (d) Review the College's annual operating and capital budgets and operations forecasts to recommend to the Board of Governors for final approval;
 - (e) Review significant capital projects over the authorized spending limit of that project and recommend to the Board of Governors the approval of these projects;
 - (f) Review the Mandate and Terms of Reference every three years;
 - (g) Develop and present an annual workplan to the Board;
 - (h) Perform any other activities consistent with the Committee's mandate or the Board deems necessary or appropriate.

HUMAN RESOURCES COMMITTEE

45. There shall be a Human Resources Committee of the Board of Governors. The Human Resources Committee is to provide advice to the Board of Governors on matters and issues related to human resource policies and procedures.
46. The purpose of the Human Resources Committee is to:
- (a) Ensure the existence and appropriateness of the College's policies and procedures on personnel matters in respect of discrimination and/or harassment;
 - (b) Assist and provide advice to the Board in the development and modification of Board policies on personnel matters;
 - (c) Ensure that procedures are in place for the annual review of all full-time employees;

- (d) Conduct an annual review of the President and report the outcomes to the Board;
- (e) Recommend to the Board, the President's term of office, remuneration and conditions of employment;
- (f) Oversee and recommend Board policies pertaining to the processes for search, appointment and review of members of the Administrative Committee;
- (g) Ensure the existence of a management succession plan; and
- (h) Ensure compliance with human resource related laws and regulations.

47. The Human Resources Committee shall consist of:

- (a) Not fewer than three members of the Board, plus,
- (b) The Board Chairperson, *ex officio*, plus,
- (c) The President, *ex officio*.
- (d) The three members of the Board, one of whom is nominated to be Chair of the Committee, are elected by the Board at its last meeting in December. The Organization and Membership Committee nominates persons to this committee. Except for the President, the term of office for the members is for one year commencing January 1.

48. The duties and responsibilities of the Human Resources Committee shall include:

- (a) Review periodically, but not less frequently than every five years, the policies and procedures on discrimination, harassment, and annual review of all full-time employees and report any observations on these to the Board;
- (b) Coordinate the annual performance review and appropriate training and development opportunities of the President according to the Board approved procedure;
- (c) Report the outcomes of the annual review of the president at an *in-camera* session at the Board's first general meeting of the academic year;

- (d) Recommend to the Board the term of office, remuneration and conditions of employment at the time of appointment or reappointment of the President;
- (e) Be responsible for maintaining and following the Board approved practices for the annual review of the President;
- (f) Recommend to the Board consideration of any special remuneration for the President not included in the original appointment;
- (g) Review the Mandate and Terms of Reference every three years;
- (h) Develop and present an annual workplan to the Board;
- (i) Perform any other activities consistent with the Committee's mandate or the Board deems necessary or appropriate.

ORGANIZATION AND MEMBERSHIP COMMITTEE

- 49. There shall be an Organization and Membership Committee of the Board of Governors. The Organization and Membership Committee is responsible to monitor and oversee the Board of Governors governance policies, process and nominate persons for specific services to the Board of Governors and Corporation.
- 50. The purpose of the Organization and Membership Committee is to:
 - (a) Nominate persons for specific service to the Board and Corporation;
 - (b) Propose the dates for general meetings of the Board and for the annual meeting of Corporation;
 - (c) Ensure all new Board members receive an orientation to St. Thomas More College;
 - (d) Oversee the maintenance of the Board's Handbook;
 - (e) Review annually those sections of the General Bylaw specific to Board processes;
 - (f) Recommend Bylaw changes to the Board for referral to the Bylaw Committee of Corporation.
- 51. The Organization and Membership Committee shall consist of:

- (a) Not fewer than two members of the Board; plus,
 - (b) The Board Chairperson, *ex officio*, plus,
 - (c) The President, *ex officio*;
 - (d) Other non-voting members may be selected from outside of the Board of Governors by the Board on recommendation of the President.
52. The members of the Board, one of whom is nominated to be Chair of the Committee, are elected by the Board at its final meeting of the calendar year. The Organization and Membership Committee nominates persons to this committee. Except for the President, the term of office for the members is for one year commencing January 1.
53. The duties and responsibilities of the Organization and Membership Committee shall include:
- (a) Develop and maintain a list of possible nominees: for membership on Corporation under s.5(g) and 5(h) of the *St. Thomas More College Act, 2001*, as amended in 2013; for membership on the Board for the positions on the Board elected by the Board;
 - (b) Propose to the Board the nominees: for membership on Corporation under s.5(g) and 5(h) of the *St. Thomas More College Act, 2001*, as amended in 2013; for membership on the Board for the positions on the Board elected by the Board; for Officers of the Board, i.e. Chairperson, Vice-Chairperson, and Treasurer; for membership on its standing committees and for the chair of each committee; name members to *ad hoc* committees if requested to do so by the Board;
 - (c) Strive to achieve a balance of skills, expertise and knowledge among its membership, while reflecting the demographic and cultural diversity of the communities served by St. Thomas More College;
 - (d) Propose to the Board the schedule of general Board meetings for each calendar year;
 - (e) Review at least annually and propose changes, if needed, to the Board's Handbook;
 - (f) Develop, implement and monitor procedures for assessing the effectiveness of the Board and its standing committees;

- (g) Ensure that Board members complete the designated performance evaluation tool annually;
- (h) Advise on Board policies pertaining to the appointment and succession planning of Board members;
- (i) Oversee the provision of training, education and other resources that will help Board members to meet their obligations;
- (j) Review the Mandate and Terms of Reference every three years;
- (k) Develop and present an annual workplan to the Board;
- (l) Perform any other activities consistent with the Committee's mandate or the Board deems necessary or appropriate.

Part Eight

COMMITTEES OF CORPORATION

STANDING COMMITTEE FOR THE APPOINTMENT OF THE PRESIDENT

- 54. There shall be a standing committee of Corporation known as the Standing Committee for the Appointment of the President. The members of the Standing Committee for the Appointment of the President, except for the representative of the St. Thomas More College Society, shall be elected at the annual meeting of Corporation.
- 55. The Standing Committee for the Appointment of the President shall consist of a representative of the St. Thomas More College Society and six members of Corporation, one elected or chosen from each of the following categories:
 - (a) Diocesan/Eparchial representatives;
 - (b) Faculty members with tenure;
 - (c) Students;
 - (d) Alumni/ae representatives;
 - (e) Current members of the Board of Governors;
 - (f) Members at large.

- The Chairperson of Corporation shall not be eligible to serve on the Standing Committee for the Appointment of the President.
56. The members of Corporation shall elect, from the members of the Committee once it has been established, the Chair of the Standing Committee for the Appointment of the President.
 57. If any member of the Committee ceases to be a member of Corporation, or if he or she resigns from the Committee, then the Board of Governors shall choose another member from the same category to which the former member belonged to serve until the next annual general meeting.
 58. In respect to guaranteeing the Catholic character of the College, the St. Thomas More College Society has the responsibility, at the earliest possible stage, to indicate confidentially to the members of the Committee if any applicant is unacceptable.
 59. In the event that the office of President needs to be filled, the Standing Committee for the Appointment of the President shall:
 - (a) Consult widely within the academic community and the provincial Catholic community on the qualities expected of a successful candidate;
 - (b) After developing an appropriate position description, solicit applications by whatever means it deems appropriate, including advertising the vacancy in suitable publications and seeking nominations from other universities and colleges in Canada;
 - (c) Report regularly to the Board of Governors on its activities and progress;
 - (d) Seek prior review of qualifications for tenure if an external candidate is to be recommended for appointment with senior academic rank;
 - (e) Consult with the Treasurer and the Human Resources Committee of the Board of Governors respecting the terms and conditions of the President's appointment;
 - (f) Conduct interviews of the short listed candidates and, as it deems suitable, have each give presentations open to the College and to the wider community.
 60. The Committee shall report its final recommendation to the Chairperson of Corporation, who shall forward a copy of the recommendation to the St. Thomas More College Society and the Board of Governors.

61. The recommendation of the Committee shall be for a term of office not to exceed five years and renewable upon the recommendation of the Standing Committee for the Appointment of the President after a review pursuant to s. 62 (a) and (b) of this General Bylaw.
 - (a) The St. Thomas More College Society will advise the Board whether or not it consents to the recommendation of the Committee. As per the Canonical Statutes of the St. Thomas More College Society, the Bishop of the Roman Catholic Diocese of Saskatoon has the sole authority on behalf of the St. Thomas More College Society to consent to the appointment.
 - (b) Assuming consent of the St. Thomas More College Society, and if the Board of Governors approves the recommendation of the Committee, the Board will make the appointment and set the terms and conditions of employment for the President, including remuneration and administrative leave.
62. In the event that an incumbent President has indicated a willingness to seek a new term of office, the Standing Committee for the Appointment of the President shall:
 - (a) Undertake with the incumbent, between April 1 and June 30 of the penultimate year of the incumbent's term, a review of the conduct of his or her office;
 - (b) Report its findings to the Chairperson of Corporation, who shall forward a copy of the recommendation to the St. Thomas More College Society and to the Board of Governors. If the decision is to reappoint, the Board shall follow the process as outlined in s.61 (a) and (b) of this General Bylaw.

NOMINATING COMMITTEE OF CORPORATION

63. There shall be a Nominating Committee of Corporation elected by Corporation at an annual general meeting to serve until the conclusion of the next annual general meeting. The Nominating Committee of Corporation shall consist of the Chair of Corporation and the President (both *ex officio*), and three other members of Corporation under s.5 (b), (c), (d), (e), (f), (g), or (h) of the *Act*. The Nominating Committee shall have the power to fix its quorum at not less than a majority of its members, to elect its Chair and to regulate its procedures, subject to this General Bylaw.
64. The Nominating Committee of Corporation shall nominate:

- (a) Members for the Standing Committee for the Appointment of the President;
- (b) Three members of Corporation to serve on the Board of Governors, as outlined in s.4(b) of this General Bylaw;
- (c) Members for the Bylaw Committee of Corporation; and
- (d) Members of any other committees Corporation deems appropriate.

BYLAW COMMITTEE OF CORPORATION

- 65. There shall be a Bylaw Committee of Corporation elected by Corporation at an annual meeting to serve until the conclusion of the next annual meeting. The Bylaw Committee of Corporation shall consist of the Chair of Corporation and the President (both *ex officio*) and three other members of Corporation under s.5 (b), (c), (d), (e), (f), (g), or (h) of the *Act*.
- 66. The Bylaw Committee of Corporation shall have the power to fix its quorum at not less than a majority of its members, to elect its Chair and to regulate its procedures subject to this General Bylaw.
- 67. The Bylaw Committee of Corporation shall review the General Bylaw and recommend amendments for approval in accordance with s.10 (3) of the *Act*.

Part Nine

GENERAL

- 68. There shall be an annual general meeting of Corporation, to be held at a time and place determined by the Board. Additional meetings of Corporation may be called at the discretion of the Board, or by the Chairperson upon petition in writing signed by at least one-third of the members of Corporation setting out the resolution to be put before the meeting and submitted to the Chairperson.
- 69. At least fourteen days' notice must be given of any meeting of Corporation. The notice will include the agenda and the text of any special resolutions to be voted on at the meeting.
- 70. The quorum at any meeting of Corporation shall consist of a minimum of one-third of the current members of Corporation. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned

to the same day in the next week, at the same time and place, and, if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

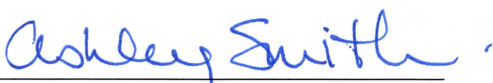
71. All votes shall be by show of hands unless a poll is demanded by at least two members.
72. In the event of a tie vote, the Chairperson or Vice-Chairperson in the absence of the Chair shall cast the deciding vote.
73. Except as otherwise provided, all matters coming before a meeting of members shall be by ordinary resolution. A change to the General Bylaw requires approval by a special resolution.
74. The seal of Corporation shall not be affixed to any instrument except by the authority of the President. Subject to any resolution of the Board to the contrary, deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of Corporation by any two of the President, Chief Financial Officer or Chairperson. The Board may also, from time to time, appoint other persons by whom any particular deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of Corporation.
75. In any case in which notice is required to be given, it may be given by electronic means and/or regular mail. Notices shall be sent to the person's last known mailing or email address, or other manner of contact as recorded by Corporation. Notices by mail shall be considered to be given two business days after posting by mail, and notices by electronic means shall be considered to be given at the time of sending by Corporation. Advance notice of a meeting may be waived by any person entitled to notice.
76. This General Bylaw shall come into force by order of the Board of Governors subsequent to its adoption by Corporation.
77. Upon this General Bylaw coming into force, any previous Bylaws of Corporation are repealed.
78. The repeal of any prior General Bylaw shall not invalidate any act done under the authority of that General Bylaw. All persons elected to office under a prior General Bylaw shall remain in office until the expiry of the term set out in the General Bylaw under which they were appointed.

Part Ten

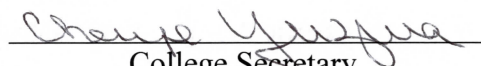
APPENDICES

79. Appendix One has the force of particular canon law for St. Thomas More College. They are the General Norms of the Apostolic Constitution *Ex Corde Ecclesiae*, promulgated by Pope John Paul II on August 15, 1990. Appending to this General Bylaw fulfils Article 1 § 3 of the Ordinances for the Implementation of *Ex Corde Ecclesiae* in Canada promulgated by Archbishop Brendan O'Brien, President of the Canadian Conference of Catholic Bishops on May 30, 2005, included as Appendix Two.
80. The clauses contained in Appendix Three are intended as guidelines.

ENACTED by the Corporation this 21st day of October 2017



Chairperson

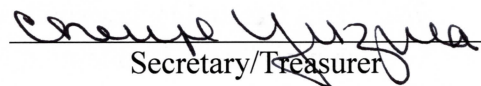


College Secretary

With the CONSENT of the St. Thomas More College Society on 24 day of January, 2018



Chairperson



Secretary/Treasurer

Appendix One

GENERAL NORMS OF THE APOSTOLIC CONSTITUTION *Ex Corde Ecclesiae*

Article 1. *The Nature of these General Norms*

§ 1. These General Norms are based on, and are a further development of, the Code of Canon Law (42) and the complementary Church legislation, without prejudice to the right of the Holy See to intervene should this become necessary. They are valid for all Catholic Universities and other Catholic Institutes of Higher Studies throughout the world.

§ 2. The General Norms are to be applied concretely at the local and regional levels by Episcopal Conferences and other Assemblies of Catholic Hierarchy (43) in conformity with the Code of Canon Law and complementary Church legislation, taking into account the Statutes of each University or Institute and, as far as possible and appropriate, civil law. After review by the Holy See (44), these local or regional “Ordinances” will be valid for all Catholic Universities and other Catholic Institutes of Higher Studies in the region, except for Ecclesiastical Universities and Faculties. These latter Institutions, including Ecclesiastical Faculties which are part of a Catholic University, are governed by the norms of the Apostolic Constitution *Sapientia Christiana* (45).

§ 3. A University established or approved by the Holy See, by an Episcopal Conference or another Assembly of Catholic Hierarchy, or by a diocesan Bishop is to incorporate these General Norms and their local and regional applications into its governing documents, and conform its existing Statutes both to the General Norms and to their applications, and submit them for approval to the competent ecclesiastical Authority. It is contemplated that other Catholic Universities, that is, those not established or approved in any of the above ways, with the agreement of the local ecclesiastical Authority, will make their own the General Norms and their local and regional applications, internalizing them into their governing documents, and, as far as possible, will conform their existing Statutes both to these General Norms and to their applications.

Article 2. *The Nature of a Catholic University*

§ 1. A Catholic University, like every university, is a community of scholars representing various branches of human knowledge. It is dedicated to research, to teaching, and to various kinds of service in accordance with its cultural mission.

§ 2. A Catholic University, as Catholic, informs and carries out its research, teaching, and all other activities with Catholic ideals, principles and attitudes. It is linked with the Church either

by a formal, constitutive and statutory bond or by reason of an institutional commitment made by those responsible for it.

§ 3. Every Catholic University is to make known its Catholic identity, either in a mission statement or in some other appropriate public document, unless authorized otherwise by the competent ecclesiastical Authority. The University, particularly through its structure and its regulations, is to provide means which will guarantee the expression and the preservation of this identity in a manner consistent with §2.

§ 4. Catholic teaching and discipline are to influence all university activities, while the freedom of conscience of each person is to be fully respected (46). Any official action or commitment of the University is to be in accord with its Catholic identity.

§ 5. A Catholic University possesses the autonomy necessary to develop its distinctive identity and pursue its proper mission. Freedom in research and teaching is recognized and respected according to the principles and methods of each individual discipline, so long as the rights of the individual and of the community are preserved within the confines of the truth and the common good (47).

Article 3. *The Establishment of a Catholic University*

§ 1. A Catholic University may be established or approved by the Holy See, by an Episcopal Conference or another Assembly of Catholic Hierarchy, or by a diocesan Bishop.

§ 2. With the consent of the diocesan Bishop, a Catholic University may also be established by a Religious Institute or other public juridical person.

§ 3. A Catholic University may also be established by other ecclesiastical or lay persons; such a University may refer to itself as a Catholic University only with the consent of the competent ecclesiastical Authority, in accordance with the conditions upon which both parties shall agree (48).

§ 4. In the cases of §§ 1 and 2, the Statutes must be approved by the competent ecclesiastical Authority.

Article 4. *The University Community*

§ 1. The responsibility for maintaining and strengthening the Catholic identity of the University rests primarily with the University itself. While this responsibility is entrusted principally to

university authorities (including, when the positions exist, the Chancellor and/or a Board of Trustees or equivalent body), it is shared in varying degrees by all members of the university community, and therefore calls for the recruitment of adequate university personnel, especially teachers and administrators, who are both willing and able to promote that identity. The identity of a Catholic University is essentially linked to the quality of its teachers and to respect for Catholic doctrine. It is the responsibility of the competent Authority to watch over these two fundamental needs in accordance with what is indicated in Canon Law (49).

§ 2. All teachers and all administrators, at the time of their appointment, are to be informed about the Catholic identity of the Institution and its implications, and about their responsibility to promote, or at least to respect, that identity.

§ 3. In ways appropriate to the different academic disciplines, all Catholic teachers are to be faithful to, and all other teachers are to respect, Catholic doctrine and morals in their research and teaching. In particular, Catholic theologians, aware that they fulfil a mandate received from the Church, are to be faithful to the Magisterium of the Church as the authentic interpreter of Sacred Scripture and Sacred Tradition (50).

§ 4. Those university teachers and administrators, who belong to other Churches, ecclesial communities, or religions, as well as those who profess no religious belief, and also all students, are to recognize and respect the distinctive Catholic identity of the University. In order not to endanger the Catholic identity of the University or Institute of Higher Studies, the number of non-Catholic teachers should not be allowed to constitute a majority within the Institution, which is and must remain Catholic.

§ 5. The education of students is to combine academic and professional development with formation in moral and religious principles and the social teachings of the Church; the programme of studies for each of the various professions is to include an appropriate ethical formation in that profession. Courses in Catholic doctrine are to be made available to all students (51).

Article 5. *The Catholic University within the Church*

§ 1. Every Catholic University is to maintain communion with the universal Church and the Holy See; it is to be in close communion with the local Church and in particular with the diocesan Bishops of the region or nation in which it is located. In ways consistent with its nature as a University, a Catholic University will contribute to the Church's work of evangelization.

§ 2. Each Bishop has a responsibility to promote the welfare of the Catholic Universities in his diocese and has the right and duty to watch over the preservation and strengthening of their Catholic character. If problems should arise concerning this Catholic character, the local Bishop is to take the initiatives necessary to resolve the matter, working with the competent university authorities in accordance with established procedures (52) and, if necessary, with the help of the Holy See.

§ 3. Periodically, each Catholic University, to which Article 3, 1 and 2 refers, is to communicate relevant information about the University and its activities to the competent ecclesiastical Authority. Other Catholic Universities are to communicate this information to the Bishop of the diocese in which the principal seat of the Institution is located.

Article 6. Pastoral Ministry

§ 1. A Catholic University is to promote the pastoral care of all members of the university community, and to be especially attentive to the spiritual development of those who are Catholics. Priority is to be given to those means which will facilitate the integration of human and professional education with religious values in the light of Catholic doctrine, in order to unite intellectual learning with the religious dimension of life.

§ 2. A sufficient number of qualified people-priests, religious, and lay persons-are to be appointed to provide pastoral ministry for the university community, carried on in harmony and cooperation with the pastoral activities of the local Church under the guidance or with the approval of the diocesan Bishop. All members of the university community are to be invited to assist the work of pastoral ministry, and to collaborate in its activities.

Article 7. Cooperation

§ 1. In order better to confront the complex problems facing modern society, and in order to strengthen the Catholic identity of the Institutions, regional, national and international cooperation is to be promoted in research, teaching, and other university activities among all Catholic Universities, including Ecclesiastical Universities and Faculties (53). Such cooperation is also to be promoted between Catholic Universities and other Universities, and with other research and educational Institutions, both private and governmental.

§ 2. Catholic Universities will, when possible and in accord with Catholic principles and doctrine, cooperate with government programmes and the programmes of other national and international Organizations on behalf of justice, development and progress.

TRANSITIONAL NORMS

Art. 8. The present Constitution will come into effect on the first day to the academic year 1991.

Art. 9. The application of the Constitution is committed to the Congregation for Catholic Education, which has the duty to promulgate the necessary directives that will serve towards that end.

Art. 10. It will be the competence of the Congregation for Catholic Education, when with the passage of time circumstances require it, to propose changes to be made in the present Constitution in order that it may be adapted continuously to the needs of Catholic Universities.

Art. 11. Any particular laws or customs presently in effect that are contrary to this Constitution are abolished. Also, any privileges granted up to this day by the Holy See whether to physical or moral persons that are contrary to this present Constitution are abolished.

CONCLUSION

The mission that the Church, with great hope, entrusts to Catholic Universities holds a cultural and religious meaning of vital importance because it concerns the very future of humanity. The renewal requested of Catholic Universities will make them better able to respond to the task of bringing the message of Christ to man, to society, to the various cultures: "Every human reality, both individual and social has been liberated by Christ: persons, as well as the activities of men and women, of which culture is the highest and incarnate expression. The salvific action of the Church on cultures is achieved, first of all, by means of persons, families and educators... Jesus Christ, our Saviour, offers his light and his hope to all those who promote the sciences, the arts, letters and the numerous fields developed by modern culture. Therefore, all the sons and daughters of the Church should become aware of their mission and discover how the strength of the Gospel can penetrate and regenerate the mentalities and dominant values that inspire individual cultures, as well as the opinions and mental attitudes that are derived from it"(54).

It is with fervent hope that I address this Document to all the men and women engaged in various ways in the significant mission of Catholic higher education.

Beloved Brothers and Sisters, my encouragement and my trust go with you in your weighty daily task that becomes ever more important, more urgent and necessary on behalf of Evangelization for the future of culture and of all cultures. The Church and the world have great need of your witness and of your capable, free, and responsible contribution.

Given in Rome, at Saint Peter's, on 15 August, the Solemnity of the Assumption of the Blessed Virgin Mary into Heaven, in the year 1990, the twelfth of the Pontificate.

42 Cf. in particular the Chapter of the Code: “Catholic Universities and other Institutes of Higher Studies” (*CIC*, cann. 807-814).

43 Episcopal Conferences were established in the Latin Rite. Other Rites have other Assemblies of Catholic Hierarchy.

44 Cf. *CIC*, Can. 455, § 2.

45 Cf. *Sapientia Christiana*: *AAS* 71 (1979), pp. 469-521. Ecclesiastical Universities and Faculties are those that have the right to confer academic degrees by the authority of the Holy See.

46 Cf. VATICAN COUNCIL II, Declaration on Religious Liberty *Dignitatis Humanae*, n. 2: *AAS* 58 (1966), pp. 930-931.

47 Cf. VATICAN COUNCIL II, Pastoral Constitution on the Church in the Modern World *Gaudium et Spes*, nn. 57 and 59: *AAS* 58 (1966), pp. 1077-1080; *Gravissimum Educationis*, n. 10: *AAS* 58 (1966), p. 737.

48 Both the establishment of such a university and the conditions by which it may refer to itself as a Catholic University are to be in accordance with the prescriptions issued by the Holy See, Episcopal Conference or other Assembly of Catholic Hierarchy.

49 Canon 810 of *CIC*, specifies the responsibility of the competent Authorities in this area: § 1 “It is the responsibility of the authority who is competent in accord with the statutes to provide for the appointment of teachers to Catholic universities who, besides their scientific and pedagogical suitability, are also outstanding in their integrity of doctrine and probity of life; when those requisite qualities are lacking they are to be removed from their positions in accord with the procedure set forth in the statutes. § 2 The conference of bishops and the diocesan bishops concerned have the duty and right of being vigilant that in these universities the principles of Catholic doctrine are faithfully observed”. Cf. also Article 5, 2 ahead in these “Norms”.

50 VATICAN COUNCIL II, Dogmatic Constitution on the Church *Lumen Gentium*, n. 25: *AAS* 57 (1965), p. 29; *Dei Verbum*, nn. 8-10: *AAS* 58 (1966), pp. 820-822; Cf. *CIC*, can. 812: “It is necessary that those who teach theological disciplines in any institute of higher studies have a mandate from the competent ecclesiastical authority”.

51 Cf. *CIC*, can 811 § 2.

52 For Universities to which Article 3 § § 1 and 2 refer, these procedures are to be established in the university statutes approved by the competent ecclesiastical Authority; for other Catholic Universities, they are to be determined by Episcopal Conferences or other Assemblies of Catholic Hierarchy.

53 Cf. *CIC*, can. 820. Cf. also *Sapientia Christiana*, Norms of Application, Article 49: *AAS* 71 (1979), p. 512.

54 JOHN PAUL II, to the Pontifical Council for Culture, 13 January 1989, n. 2: *AAS* 81(1989), pp. 857-858

Appendix Two
ORDINANCES
ISSUED BY
CANADIAN CONFERENCE OF CATHOLIC BISHOPS
IN VIEW OF THE CORRECT APPLICATION
OF THE APOSTOLIC CONSTITUTION
EX CORDE ECCLESIAE

PREAMBLE

From earliest times, the Roman Catholic Church in Canada has sought to provide opportunities for higher education for indigenous peoples and Catholic settlers. In successive generations, clergy, religious and laity have joined together to promote and to preserve this precious educational legacy. Public demand—by Catholics and others—for the services provided by Catholic postsecondary institutions remains high.

The Church's universal interest in higher education continues to thrive and find expression in the particular history of Catholic colleges and universities in Canada. Canadian society clearly values such contributions to the well-being of society, which finds expression in the level of financial support offered by most public constituencies as well as privately.

As the number of those seeking higher education seems destined to continue to increase in coming decades and with educational possibilities being made available to the poor, older persons and others, Canadian Catholic institutions of higher learning are poised to meet the needs of society and the Church. Linking faith and reason in tertiary level education stands to benefit not only society at large, but the Church's mission too by the education and formation of youth in the faith, theological reflection on pressing cultural issues and the training of laity to fulfill roles of special service in the Church (in such fields as catechetics, pastoral care of the sick and imprisoned, the good management of parishes, etc).

Catholic Educational Institutions in Canada

Catholic universities and university colleges in Canada operate in a complex organizational, legal, and cultural situation, which shapes their educational opportunities and activities, whether these institutions are “free-standing” universities or university colleges formally related to a parent institution. A few of Canada's Catholic colleges and universities are free-standing institutions in the sense that they have no formal relationship with a secular provincial university; the remaining colleges are federated or affiliated with a constituent university, which is part of a provincial university. Some of these institutions offer an extensive range of academic disciplines, whereas others offer programs and courses principally in more traditionally defined Catholic areas, such as religious education, philosophy and the like. The Catholic culture, intellectual tradition, and attendant spiritual issues of each institution will be addressed within the framework in which it exists and will do so through its courses, its chaplaincy, and the Catholic ambiance that all members of the academic community will endeavour to maintain and develop (*ECE*, Nos. 13-14; Art. 2 § 4; Art. 4 § 1).

Jurisdiction of the Provinces in Matters of Education

In accordance with constitutional arrangements, education in Canada falls within the jurisdiction of the provinces. Provinces regulate the number and kinds of universities by the granting of charters, by determining the essentials of the acts of incorporation, and by providing the major part of the funding. Canadian Catholic colleges and universities have a religiously pluralistic student body.

Standards of Accepted University Practice

Catholic institutions, reflecting the Catholic traditions of excellence and of openness to a diversity of cultures, follow the standards of accepted university practice and norms, which have been adopted in Canada, including respect for the linguistic rights and cultural aspirations of Canadians.

In addition, as part of a provincial university, federated and affiliated universities and colleges usually use the curriculum requirements and academic regulations established by the senates and legislative bodies of the constituent university.

Canadian System of Universities

Canada has a highly developed and diversified system of universities, which fosters academic excellence and professorial professionalism. Catholic institutions strive to adhere to these standards, which guarantee a high level of professional competence at the university level (*ECE*, No. 37; Art. 7).

Role of Ecclesiastical Authorities

In order then to fulfill his pastoral role and to ensure that the institution preserve its Catholic identity, the diocesan bishop or other competent ecclesiastical authority should, in consultation and cooperation with the appropriate university and college authorities, establish forms of their ongoing collaboration. Such collaboration is not only an ideal, but it is also a time-honored Canadian practice. By and large, internal university and college administrative authority is legally entrusted to lay boards of trustees on which there tends traditionally also to be both a Roman Catholic and clerical presence.

To facilitate dialogue and planning on matters of mutual interest, in 1985 the various heads of Catholic Universities and University Colleges in Canada established the Association of Catholic Colleges and Universities in Canada (ACCUC).

For its part, the Canadian Conference of Catholic Bishops acknowledges its right and duty to promote Catholic universities and colleges, as well as to foster their excellence through pastoral leadership and public signs of support. By their Catholic character, these institutions must keep in close link with the country's bishops and, in a manner appropriate to their intellectual purpose, take their part in the Church's common mission, in particular as regards the task of evangelization, the development of mature faith and moral discernment, as well as dialogue of the faith with contemporary culture (*ECE*, Nos. 43-49).

ORDINANCES
FOR THE IMPLEMENTATION OF THE
APOSTOLIC CONSTITUTION

EX CORDE ECCLESIAE

Art. 1 – The Nature of these Ordinances

§ 1 - These Ordinances are applicable to all Catholic universities, university colleges, and other institutions of postsecondary education within the territory of the Canadian Conference of Catholic Bishops, contrary particular laws, customs, or privileges notwithstanding.

§ 2 - The General Norms of the Apostolic Constitution as well as the present ordinances are to be made known to respective university or college Boards of Governors.

§ 3 - The Norms of the Apostolic Constitution are to be annexed to the statutes, bylaws or comparable documents of the institution.

§ 4 - It pertains to the competent ecclesiastical authority to see to the application of the present ordinances, particularly that relating to the preservation of the Catholic character of the colleges and universities, taking into account the statutes of the institution and, as far as possible and appropriate, the civil legislation that governs it.

Art. 2 – The Nature of a Catholic University

In virtue of its Catholic institutional commitment and in accordance with the provision of *Ex Corde Ecclesiae*, Art. 2, § 3, each Catholic university or college shall have a mission statement or some other public document, prepared in consultation with the competent ecclesiastical authorities, and which will identify:

- 1) the Catholic identity of the institution;
- 2) its educational purpose;
- 3) its institutional philosophy.

Art. 3 – The Establishment of a Catholic University

§ 1 - Any official request aiming at the establishment of a Catholic university or college, whether it comes from a private person or from a secular or ecclesiastical juridical person, must be submitted to the bishop of the diocese where the institution has its registered office.

1) This request will include:

- the motives that support the recognition of the university or college as a Catholic institution;
- its financial resources;
- its academic programs;
- its institutional policies as regards the faculty and the student body;
- the ways by which the institution intends to fulfill the Norms of the Apostolic Constitution and the present ordinances.

2) To this request will be added:

- the text of the statutes;
- the text of its mission statement;
- a list of the members of the teaching staff;
- a description of the library and an indication of financial resources intended for its development;
- the advice of the ACCUC concerning the proposed establishment.

§ 2 - If such a request is presented to a meeting of bishops of the same civil province, it cannot be accepted without the prior agreement of the local bishop where the head office of the university is located.

Art. 4 – The University Community

§ 1 - The specific duties that stem from the Catholic identity of the institution shall be made known to Catholic and non-Catholic appointees at the time of hiring. All are expected to promote, or at least respect, the Catholic character and tradition of the institution as articulated in its mission statement (*ECE*, Art. 4 § 2).

§ 2 - For this purpose, administrative personnel and faculty will receive a copy of the institution's mission statement, a statement of its institutional philosophy, and the academic calendar, which articulates the ethics of the institution.

§ 3 - In order to maintain and safeguard their freely chosen identity, Catholic universities and colleges set out clearly in their official documentation their Catholic character and implement in practical terms their commitment to the elements of Catholic scholarship, of which academic freedom is an essential component. Other activities include a duty to serve others, particularly the poor, underprivileged and vulnerable members of society, to provide courses for students on Catholic moral and religious principles and their application to critical issues such as human life and other issues of social justice, to care pastorally for students, faculty, administration and staff, to create a campus culture and environment that is expressive and supportive of a Catholic way of life.

§ 4 - Catholic postsecondary educational institutions shall ensure the availability of courses that will assist students in the deepening of their knowledge of the Roman Catholic tradition and in developing their capacity for sound moral discernment. Catholic theology shall be given an important place in programs (*C.I.C.* 811; *ECE*, No. 19, Art. 4 § 5). **§ 5** - These institutions shall strive to recruit teachers with acknowledged pedagogical skills, exemplary character and appropriate academic preparation, providing for the appointment of teachers who are outstanding in their integrity of doctrine and probity of life. **§ 6** - In accordance with its procedures for the hiring and retention of professionally qualified faculty, the university or college should strive to appoint Catholics who are committed to witness to the faith as professors and senior administrators, so that, to the extent possible, those committed to the witness of the faith will constitute a significant number. All professors are to exhibit not only academic competence but exemplary character as well. A faithful reception of Catholic doctrine and morals in research and teaching is expected of Catholic teachers and at least respect for the same on the part of non-Catholic personnel. When these qualities are found to be lacking, the college or university statutes are to specify a just and fair process to remedy the situation and meet the expectations set out in this Article (cf. *C.I.C.*, can. 810 § 1). **§ 7** - Catholic faculty members who teach Catholic theological disciplines are obliged by canon law, and they are expected to obtain the appropriate mandate from the diocesan bishop (*C.I.C.*, can. 812).

Art. 5 - The Catholic University within the Church

§ 1 - The duty of vigilance mentioned in the *Code of Canon Law* (can. 810 § 2) and in the Apostolic Constitution (*ECE*, General Norms, 4 § 1; 5 § 2) is fulfilled by the diocesan bishop or by the diocesan bishops concerned who have recognized the institution. In the case of the universities mentioned in Art. 3 § 2 of the Apostolic Constitution, this duty is fulfilled, with due regard for canons 586 and 678, by the diocesan bishop and by the diocesan bishops concerned.

§ 2 - At the level of formal communication, the statutes will determine how the ecclesiastical authority will be kept informed on the functioning and progress of the institution (in conformity with what is established in Art. 5 § 3 of the Apostolic Constitution *ECE*).

§ 3 - The competent ecclesiastical authority and the university or college authority are to observe approved procedures for the resolution of conflicts on matters of church law or doctrine. Whenever possible, disputes about church doctrine should be resolved in an informal manner (cf. *C.I.C.*, can. 1733). At times, the resolution of such matters may benefit from doctrinal dialogue.

Art. 6 – Pastoral Ministry

§ 1 - Each university and college shall provide chaplaincy services to meet the pastoral needs of the academic community (*ECE*, Nos. 38-42; Art. 6 § 1).

§ 2 - After presentation of the candidate's name by the college or university authority, the diocesan bishop appoints a priest or cleric to the office of chaplain. In accord with established customs, laypersons are appointed to campus ministry (*C.I.C.*, can. 813; *ECE*, Art. 6 § 2). Campus ministers who are members of religious institutes or societies of apostolic life additionally must be recommended by their major superior.

Art. 7 – Cooperation

§ 1 - Catholic institutions should strive to cooperate among themselves through the Association of Catholic Universities and Colleges in Canada as well as with ecclesiastical faculties and seminaries that may not be members and with other Catholic and ecclesiastical universities and faculties elsewhere. Also commended is the participation of Catholic institutions and personnel with their state and private peers in professional societies.

§ 2 - In collaborating with governmental agencies, regional associations and other universities, whether public or private, Catholic universities should give corporate witness to and promote the Church's social teaching and its moral principles in areas such as the fostering of peace and justice, respect for all human life, the eradication of poverty and unjust discrimination, the development of all peoples and the growth of human culture.

§ 3 - Catholic universities should commit themselves to cooperate in a special way with other Catholic universities, institutions and professional associations in Canada and abroad to build up the entire Catholic academic community.

Conclusion

These ordinances for the implementation of the Apostolic Constitution *Ex Corde Ecclesiae* were approved by the Canadian Conference of Catholic Bishops as of 17 October 2003, in accordance with Art. 1 § 2 of the General Norms of the Constitution; they were reviewed by the Apostolic See on 18 August 2004, with the *nihil obstat* for the French-language version confirmed on 11 December 2004.

Appendix Three

GUIDELINES FOR THE RENEWAL OF AN INCUMBENT PRESIDENT

The following Guidelines are meant to offer direction to the work of the Standing Committee for the Appointment of the President when asked to review the work of an incumbent President and to make a recommendation on his or her renewal. These guidelines are meant to allow a degree of flexibility to future Committees.

- 1) In the penultimate year of a President's term he or she shall indicate a willingness to seek a second term by March 1st. The Standing Committee for the Appointment of the President shall conduct its interviews and investigations between April 1st and June 30th, and shall deliver its report to the Chair of the Board/Corporation by July 31st.
- 2) The Standing Committee shall review the office and role of the President of St. Thomas More College as outlined in Part Eight of the Bylaws, and other matters it deems relevant.
- 3) The Standing Committee shall examine the President's initial statement of goals when seeking appointment to the College, his or her initial letter of appointment, records of the annual reviews conducted by the Human Resources Committee, and any letters or testimonials submitted by the President. To assist the review process, it is crucial that the Human Resources Committee conduct annual reviews of the President and prepare written summaries. These annual reviews, already seen by the President shall be available only to serving members of the Standing Committee. It is also recommended that the President and Board set and review goals on an annual basis and keep a record of these. Finally, two copies of the documents mentioned in this paragraph shall be kept, one in the President's office and one by the Chair of the Human Resources Committee. These files shall be disposed of at the discretion of the President when he or she completes his or her term(s) of office.
- 4) The President may be asked to address the College and/or the wider community on the unfolding of his vision for the College. This address should provide an opportunity for dialogue, clarification, and an open exchange of ideas. The Standing Committee should weigh the discussion and other responses, given in confidence, in its assessment of the President. It shall incorporate them into its report to the Chair of the Board/Corporation.
- 5) The Standing Committee shall solicit the views of a wide number of persons involved with the College. These include but are not limited to the Catholic bishops of Saskatoon, the Presidents of the University of Saskatchewan and its Affiliated Colleges, the Presidents of Campion College and St. Peter's College, members of the Board of Governors and of Corporation (present and recent), Alumni/ae representatives, faculty,

staff, students, and anyone named by the incumbent President as a referee. Views may be presented in writing or through interviews and are confidential. Any written statements are to be destroyed when the review process has passed through the fall meeting of Corporation. The Standing Committee may commission an external agency to conduct interviews at arm's length. Before the March 1st deadline specified in 1) above, it shall request the Board through the Treasurer to set a budget for this process. The external agency will give a summary of such interviews to the Standing Committee to assist in formulating its recommendation on renewal.

- 6) Once it has decided on its recommendation for renewal, the Standing Committee will meet with the President and if it deems fit the Chair of the Board/Corporation to discuss the reasons for its recommendation. If the recommendation is positive the Committee may offer specific advice to the President concerning his or her exercise of the office. The Chair of the Board/Corporation is to be informed of these suggestions for the information of the Board and where appropriate for the Human Resources Committee. The Chair of the Board/Corporation will then convey the recommendation to the St. Thomas More College Society and to the Board.
- 7) Although the Standing Committee for the Appointment of the President is charged with making a recommendation on the renewal of the incumbent President, it is the role of the Board of Governors to fix such "terms and conditions" of appointment as rank, level of remuneration, increments, fringe benefits, and administrative leave. In these matters the Board will seek the input of the Standing Committee.

