



October 25, 2023

Est./ fondé 1962

Members/Membres

- Acadia University
- Cape Breton University
- Crandall University
- Dalhousie University
- Dalhousie University, Faculty of Agriculture
- Grenfell Campus, Memorial University
- Memorial University of Newfoundland
- Mount Allison University
- Mount Saint Vincent University
- Nova Scotia Community College
- Saint Mary's University
- St. Francis Xavier University
- St. Thomas University
- Université de Moncton
- University of New Brunswick, Saint John
- University of New Brunswick, Fredericton
- University of Prince Edward Island

Dear Science Atlantic Institutional Representatives:

We are writing today to share with you the proposed updated version of Science Atlantic's by-laws for your vote on November 24, 2023, at the Annual Members Meeting.

The revision process began in 2021, when it was brought to our attention that our current by-laws were not congruent with federal standards. The enclosed proposed updated version of our by-laws aims to 1. ensure that our organization is complying with all aspects of the law and 2. make us stronger overall.

Due to the breadth of proposed changes, **if you do not support part of the proposed changes to the by-laws, we would appreciate it if you would identify the section in question prior to the meeting** by contacting Robert van den Hoogen (rvandenh@stfx.ca) or Lois Whitehead (lois@scienceatlantic.ca). We request this so that a modified notice of motions, if required, may be circulated to the voting Members (Institutional Representatives) prior to the vote.

Note: If you are unable to attend the November 24, 2023, meeting, please identify a delegate to exercise your vote and download and complete a [proxy form](#). Please send the signed proxy to membership@scienceatlantic.ca.

We thank you in advance for the time and consideration you will put into reviewing these documents.

Please find attached to this letter a clean copy of the proposed by-laws and a comparison document highlighting the differences between the proposed by-laws and the version of the by-laws approved in 2015. The comparison document works as follows:

- All of the text highlighted in green has been added.
- All of the text that is struck through has been removed.
- The text in black has remained the same between the documents.

This letter summarizes the following types of changes:

1. **Changes to Board Structure:** increasing the number of of Directors and adding Standing Committees.
2. **Changes and Deletions:** changes that modify the meaning of the by-laws.

3. **Additions:** references to the federal [Not-for-Profit Corporations Act](#) and sections that are commonly recognized to support good governance practices.
4. **Copyediting and Numbering:** changes to formatting, punctuation, capitalization, grammar, and renumbering that improve readability and consistency but do not change meaning.

We will summarize these changes in the following pages. These changes form the basis for the enclosed Notice of Motion for approval of the proposed bylaws.

Please be advised that this letter contains only a snapshot of proposed changes. We strongly recommend reviewing the comparison document and/or the clean copy of the proposed by-laws to review all updates.

1. Changes to Board Structure

The most substantial changes made to the by-laws include changes to the Board structure and the creation of Standing Board Committees.

- **Section 11.02 Makeup and Number of Directors** has been modified in four significant ways:
 1. The Board shall now consist of a minimum of nine, and up to 13 (changed from 11) voting Directors.
 2. Up to three directors will come from the Action and Division Committees (formerly referred to as the standing committees).
 3. Up to three (changed from two) other Directors-at-Large will come from the broader community (e.g., lawyer, accountant, etc.).
 4. A student representative position will be added.
- **Article 13. Science Atlantic Committees** has been greatly expanded to detail the committees of the organization:
 - The Executive Committee, Finance Committee, Governance and Policy Committee, and Human Resources Committee will now be Standing Committees of the Board responsible for advising the Board. We recommend that these Committees be included in the by-laws because these functions are critical to ensure compliance with the organization's legal and fiduciary responsibilities
 - Division Committees and Action Committees are now defined. These committees have not previously been defined in the by-laws.

2. Changes and Deletions

Additionally, other changes were made to meet legal and fiduciary requirements. Examples include, but are not limited to, the following:

- Including legal references to the federal Not-for-Profit Corporations Act in **Section 1.04 Severability and Precedence**, resulting in additional language being added to this section.
- **Section 9.05 Termination of Membership d.** was removed because an institution cannot be disciplined.
- **Article 15. Description of Offices** was modified to make the Treasurer a Director and outline the scope of their power. As well, it outlines that the Executive Director shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation.

3. Additions

Thirty-eight new sections and articles were added to the document. Highlights include, but are not limited, to the following:

- **Section 1.01 Definitions** some existing definitions were updated and new definitions were added.
- **Article 4. Conflict of Interest** was added which is a standard article that was omitted from the original by-laws.
- **Section 9.02 Membership Rights and Responsibilities** was added to clarify the rights of the Institutional Representatives.
- **Section 11.01 Role of the Board of Directors** was added to define the responsibilities of the Board.
- **Article 17. Discipline Powers of Board and Procedure** has been added to give guidance and direction to Board Directors regarding Board procedures should a member violate any provision of the by-laws, corporation law, or Science Atlantic's [Membership Code of Conduct](#).
- **Article 21. Dispute Resolution Procedure** was added to provide a framework to resolve disputes between various parties.
- **Article 22. Succession Planning** was added to create a process through which to fill Board Director vacancies and to remove Directors who have violated Science Atlantic's policies and/or by-laws.
- **Article 23. Executive Director Succession Plan** outlines what the organization would do in the event that the Executive Director takes a short or long term leave of absence, resigns, or needs to be removed.

- **Section 24.02 Review of By-laws** was added to ensure review of the by-laws no less than every three years.
- **Article 25. Dissolution** was added as this is a standard article that was omitted from the original by-laws.

4. Copyediting and Numbering

- **Formatting, punctuation, grammar:** A number of changes were made to the formatting, punctuation, capitalization, and grammar of the by-laws. Most were relatively minor (e.g., changing “board” to “Board” and “General Election” to “general election”) and were made correct grammatical and punctuation errors and to ensure that the document is consistent.

The most notable changes made to the by-laws under this umbrella are as follows:

- Removing “Science Atlantique” wherever it occurred because the by-laws will be translated to French after they are approved.
- Changing “financial year” to “Fiscal year” because ‘fiscal’ is the correct term to use.
- Removing italics from subsection headings (e.g., 10.04.d).
- Bolding titles (e.g., **Article 15. Description of Offices**).
- **Renumbering:** Many of the by-laws were renumbered to provide clarity, and to ensure that similar by-laws were grouped together. Section titles were added throughout the document to make it easier to navigate. The renumbering process did not substantively change the meaning of any of the by-laws. For example:
 - Execution of Documents, originally item i3., is now Section 5.
 - Item 7. Membership Transferability was moved to a new section and is now Section 9.04.
 - Additionally, several new section titles (such as Section 7. Banking Arrangements) were created to provide improved document structure, and, as a result, impacted the existing numbering system.
- **Clarity:** Several readability changes were made throughout the document. These include, but are not limited to, the following:
 - Defining the terms “Board” and “Director” separately (they were previously combined).
 - Removing redundancies.
 - Ensuring internal consistency within the document; e.g., in section 9.05 Termination of Membership (now 9.05 d.), the language was changed from

“Member’s term ...” to “the Member Institution’s term” to remain consistent with definitions laid out at the beginning of the by-laws, and to provide clarity because Science Atlantic’s members are institutions, not individuals.

- Improving readability throughout by adding line breaks to long paragraphs (see 12.02 Notice of Meeting of Board of Directors) or removing unnecessary words (see 10.04 Absentee Voting at Members’ Meetings e. where the words “the membership” were removed).

While the revised document may not be absolutely perfect, it is a functionable set of by-laws that is far superior to what we started with. Most important, it meets and exceeds the financial and legal requirements necessary for a Canadian non-profit organization.

The Governance and Policy Committee recommends that the Membership accept the enclosed by-laws so that the organization is able to function. The Governance and Policy Committee will continue to tweak any Article or Articles over the coming years that require further consideration and bring back to the Membership for approval.

We welcome any and all questions you may have. Please contact Robert van den Hoogen (rvandenh@stfx.ca) or Lois Whitehead (lois@scienceatlantic.ca) in advance of the November 24, 2023, vote with any questions or comments you may have. We request this so that a modified Notice of Motions, if required, may be circulated to the voting Members (Institutional Representatives) prior to the vote.

We look forward to seeing you at the November 24, 2023, Annual Members Meeting, hosted at the Université de Moncton.

If you are unable to attend, please identify a delegate to exercise your vote and download and complete a [proxy form](#). Please send the signed proxy to membership@scienceatlantic.ca.

Kind regards,

Members of the Governance and Policy Committee:
Robert van den Hoogen, Lori Francis, Travis Fridgen

Enclosures:

- Distribution list (appended to this letter)
- Clean copy of proposed by-laws; file name *Science Atlantic proposed By-laws (final draft Oct 3, 2023)*
- Comparison copy of proposed by-laws to 2015 approved by-laws; file name *Markup of proposed revisions to SA By-laws (draft Oct 3, 2023)*

Distribution

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