

researchNS

By-Laws

Approved by the Research Nova
Scotia Board of Directors
April 18, 2019

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PREAMBLE

The Research Nova Scotia Board is established under *The Research Nova Scotia Corporation Act*, Chapter 6 of the Acts of 2018 and is empowered to make by laws for the regulation of its proceedings and generally for the conduct of its activities and the management of the Corporation.

SECTION 1: INTERPRETATION

1.1 DEFINITIONS

“Act” means *The Research Nova Scotia Corporation Act*, Chapter 6 of the Acts of 2018 enacted by the Government of Nova Scotia.

“Committee” means any committee and advisory body established by the Board pursuant to section 25 of the Act.

“Conflict” means a real, potential or perceived conflict of interest of a Director or a Committee Member where financial, professional or personal considerations may compromise, or have the appearance of compromising, the judgement of a Director or of a Committee Member in carrying out his or her duties as a Director or as a Committee Member, as the case may be.

“Corporation” means the Research Nova Scotia Corporation.

“Board” means the Board of Directors of the Corporation.

“Director” means a person appointed to serve on the Board pursuant to sections 11 and 12 of the Act.

“Dalhousie and NSCC Directors” means, collectively, the President of Dalhousie University or designate acting as a Director and the President of the Nova Scotia Community College (NSCC) or designate acting as a Director.

“Minister” means the Minister of Labour and Advanced Education.

1.2 HEADINGS AND MARGIN NOTES

The headings appearing in this and all other by-laws and resolutions of the Board are for convenience only and do not define, limit or enlarge the scope or meaning of the provisions of any by-law or resolution.

SECTION 2: BOARD AND DIRECTORS

2.1 BOARD

2.1.1 COMPOSITION and APPOINTMENT

This by-law is subject to the Act, and in the event of any conflict, inconsistency or ambiguity between this by-law and the Act, the Act prevails. The Board consists of 12 directors, of whom:

- (a) three directors are appointed by the Governor in Council;
- (b) nine directors are appointed by the Corporation in accordance with the by-laws of the Corporation.

In appointing directors, the Corporation shall appoint:

- (a) the President of Dalhousie University or designate;
- (b) the President of the Nova Scotia Community College (NSCC) or designate;
- (c) three other university Presidents or designates as nominated by the Council of Nova Scotia University Presidents (CONSUP);
- (d) one federal government member;
- (e) one member from a medium to large Nova Scotia based for profit business;
- (f) one member from a small Nova Scotia based for profit business; and
- (g) one member at large.

2.1.2 DUTIES AND RESPONSIBILITIES

The Board shall perform the functions and exercise the powers conferred upon it by the Act. Without limiting the generality of the foregoing, the Board shall:

- (a) promote, support, organize and coordinate the funding of research, from a variety of research disciplines, that produce opportunities and outcome that will help build Nova Scotia's future through advanced research and contribute to improved social well-being and inclusive economic growth in Nova Scotia, including a healthy population and a strong health care system for the people of the province;
- (b) oversee the development and implementation of a strategy for increasing the research capacity in Nova Scotia, supporting the Nova Scotia research community and aligning funded research with Provincial priorities;

- (c) ensure semi-annual, annual and multi-year strategic development, operational and financial plans are developed and reported as defined in the act and regulations;
- (d) review and approve the annual budget of the Board in accordance with this by-law;
- (e) establish such policies and procedures for managing the affairs of the Board as are deemed to be necessary and desirable; and
- (f) approve such policies and procedures for managing the affairs of the Corporation as deemed to be necessary and desirable.

2.2 DIRECTORS

2.2.1 CONDUCT

Directors shall:

- (a) respect the confidentiality of information pertaining to the Board unless a particular class or item of information has been declared by the Board to be public or capable of being shared on a restricted basis;
- (b) abide by the requirements of the relevant by-laws, policies and procedures of the Board;
- (c) address any issues and concerns related to the activities or performance of the Chief Executive Officer to the Chair of the Board;
- (d) direct any requests for staff support or assistance of an unusual and material nature to the Chair of the Board; unless such requests arise from a Director's role as an officer of the Board or as a Chair of a Committee;
- (e) adhere to the highest business and ethical standards in carrying out his or her duties, including the obligation to act honestly, in good faith and in the best interests of Research Nova Scotia and its stakeholders; and
- (f) disclose each Conflict.

2.2.2 TERMS OF OFFICE

Directors are appointed to hold office for such terms not exceeding three years, except for the Dalhousie and NSCC Directors, whose term lengths shall continue for the duration of their time in their respective post-secondary roles (their "**Tenure**"). Thus, the term lengths of the Dalhousie and NSCC Directors may vary by virtue of the differences in their Tenure.

As far as possible, the terms of office of not more than half of the Directors expire in any year. A retiring member is eligible for re-appointment for one additional consecutive term. The office of a Director shall be automatically vacated:

- (a) if he or she delivers a written resignation to the Chair of the Board;
- (b) if appointments made by Governor in Council are revoked by the Governor in Council, as the case may be; or
- (c) upon death.

A director continues to hold office until he or she is re-appointed, the appointment is revoked, or a successor is appointed.

SECTION 3: OFFICERS

3.1 CHAIR

The Chair of the Board is elected from the members of the Board to hold office for a term not to exceed three years. A retiring Chair is eligible for re-appointment for one additional consecutive term.

3.2 VICE-CHAIR

The Vice-Chair of the Board is elected from the members of the Board. The Vice-Chair as a member of the Board can hold office for a term not to exceed three years and is eligible for re-appointment, in the same or another capacity, for one additional consecutive term.

3.3 SECRETARY TREASURER

The Secretary Treasurer of the Board is elected from among the voting members of the Board and can hold office for a term not to exceed three years and is eligible for re-appointment, in the same or another capacity, for one additional consecutive term.

SECTION 4: MEETINGS

This section will govern meetings of the Board and meetings of Committees, except where the terms of reference of a Committee provide otherwise.

4.1 NOTICE OF MEETINGS

4.1.1 NOTICE

Board meetings will be held at the call of the Chair or any three voting Directors.

Notice of Board meetings will be given at least ten (10) business days prior to the dates of said meetings.

Committee meetings will be held at the call of the Committee Chair or any two members of the Committee.

4.1.2 EMERGENCY MEETINGS

Where, in the opinion of the person chairing the meeting, a matter of urgency has arisen, and it is not practical to give the notice required under section 4.1.1, a meeting may be called on such notice as the person chairing the meeting considers appropriate, which notice may be given by telephone, orally or in such other manner as the person chairing the meeting may determine.

4.1.3 WAIVER OF NOTICE

Any Director or any member of any Committee may, either before or after any meeting, in writing, waive any notice, or waive or abridge the time for any notice, required to be given to him or her under this by-law, and such waiver or abridgement shall cure any default in the giving or in the time of such notice, as the case may be.

4.1.4 AGENDAS AND MINUTES

The Chair shall approve Board agendas and minutes for distribution to Directors.

The Chair of each Committee shall approve Committee agendas and minutes for distribution to members of the Committee.

Agendas for meetings and support documentation will be distributed to Directors or to Committee members on paper or electronically so that said materials can be received at least five business days prior to the meeting.

Board minutes will normally be distributed no later than ten (10) business days after each meeting of Board.

4.2 MEETINGS BY TELEPHONE

A Director may participate in a meeting of the Board or of a Committee by means of such telephone or other communications facilities as permit all persons participating in the meetings to hear each other, and a Director participating in such a meeting by such means is deemed to be present at the meeting.

4.3 QUORUM

A majority of the appointed Directors constitutes a quorum for meetings of the Board.

A majority of the appointed Committee members constitutes a quorum for Committee meetings.

Directors and Committee members are not permitted to appoint proxies or delegates to attend meetings on their behalf.

4.4 RESOLUTIONS

A resolution consented to in writing, whether by document, fax, email or any method of transmitting legibly recorded messages, by all the members of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted. Such resolution may be in two or more counterparts, which together shall be deemed to constitute one resolution in writing.

A resolution consented to in writing, whether by document, fax, email or any method of transmitting legibly recorded messages, by all the members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly called and constituted. Such resolution may be in two or more counterparts, which together shall be deemed to constitute one resolution in writing.

4.5 VOTING

All Directors have one vote at Board meetings, except the Chair. A majority vote of Directors present decides proposed resolutions during a meeting. The Chair shall not be entitled to a casting vote.

All members of Committees have one vote. A majority vote of Committee members present decides proposed resolutions during a Committee meeting. The Chair shall not be entitled to a casting vote.

4.6 CONDUCT OF MEETINGS

Meetings will be conducted in accordance with Robert's Rules of Order Revised. See: <http://www.robertsrules.com/>.

The Board may invite third parties to attend meetings of the Board as guests or to provide external advice to the Board. The attendance and participation of any third party at a meeting of the Board shall be noted in the minutes of the meeting. Third parties attending a meeting of the Board shall not be entitled to vote.

SECTION 5: COMMITTEES

5.1 EXECUTIVE COMMITTEE

The Executive Committee facilitates the work of the Board by reviewing and preparing advice on matters to come before Board and by acting on matters referred to it by the Board.

5.2 FINANCE AND AUDIT COMMITTEE

The Finance and Audit Committee provides advice and makes recommendations on the financial activities and status of the Board.

5.3 RESEARCH ADVISORY COMMITTEE

The Research Advisory Committee (RAC) provides advice and makes recommendations to the Board on all research-related matters including administration of existing programs and opportunities for development of new programs and research initiatives.

5.4 ADDITIONAL COMMITTEES

The directors may appoint from their number one or more additional committees and may by resolution delegate to any such committee any of the powers of the directors

SECTION 6: ADMINISTRATION AND FINANCE

6.1 CHIEF EXECUTIVE OFFICER

The Chief Executive Officer of the Board is appointed by the Board to serve as its senior administrative officer. The Chief Executive Officer is expected to play a leadership role in the advancement of research in Nova Scotia and in enhancing Nova Scotia's participation in the development of research nationally.

6.2 POLICIES AND PROCEDURES

The Board may establish such policies and procedures as it deems appropriate pertaining to the sound and efficient administration of the affairs of the

Corporation and the Board. The Board should ensure that such policies and procedures are consistent with the Act and the provisions of the Board's by-laws. Where there are inconsistencies, the provisions of, firstly, the Act and secondly, the by-laws shall govern.

Without limitation, the policies and procedures shall address the following subjects:

- (a) conduct of Directors and employees of the Board including conflict of interest, confidentiality, harassment, reporting of misconduct;
- (b) human resource management (including recruitment, compensation and evaluation) of the performance of employees;
- (c) stewardship of financial resources and other assets including investment of financial assets, insurance against loss or damage, security of data;
- (d) release of information and communication;
- (e) retention and safekeeping of books and records; and
- (f) ownership of assets acquired with funding provided by the Board including intellectual property.

6.2.2 BANKING ARRANGEMENTS

The banking business of the Board shall be transacted with such chartered banks, trust companies, credit unions or other bodies corporate or organizations as may from time to time be designated by resolution of the Directors. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board, by resolution of the Directors, may from time to time prescribe or authorize.

6.2.3 CHEQUES, DRAFTS AND NOTES

The Board may, by resolution of the Directors, from time to time designate any officer or officers or employee or employees to sign cheques, drafts or orders for the payment of money, notes and acceptances and bills of exchange in such manner as may be determined by resolution.

6.2.4 EXECUTION OF DOCUMENTS

The Board may, by resolution of the Directors, from time to time appoint any officer or officers or employee or employees to execute, either manually or by facsimile signature, and deliver, on behalf of the Board, contracts, documents or other instruments in writing generally or specific contracts, documents or other instruments in writing. All contracts, documents, or instruments so signed shall be binding upon the Board without any further authorization or formality.

SECTION 7: AUDIT AND REPORTING

7.1 FISCAL YEAR

The fiscal year of the Board shall be April 1 to March 31, in accordance with section 22 of the Act.

7.2 AUDIT

As provided in section 24 of the Act, the Board must appoint an independent auditor to annually audit and prepare a report on the Research Opportunities Fund and other accounts of the Corporation.

7.3 ANNUAL AND SEMI-ANNUAL REPORTS

As provided in section 8 of the Act and in sections 4 and 5 of the regulations, the Board shall make available a semi-annual report to the Minister on the activities of the Corporation for the period, including a financial forecast; an annual report to the Minister which includes the audited financial statements of the Corporation and an evaluation of the Corporations activities based on performance measures established by the Board and confirmation of compliance with standards adopted by the Board.

SECTION 8: ENACTMENT AND AMENDMENT OF BY-LAWS

By-laws of the Board may be amended or repealed at any meeting of the Board by a two-thirds majority vote of the Directors present, provided that appropriate notice detailing the proposed changes to the by-laws and the reasons for them has been given to Directors at least 21 days prior to the meeting.

Any bylaw, and amendment or alteration of or addition to a bylaw, shall be consistent with the Act.

SECTION 9: EFFECTIVE DATE

Effective April 18, 2019.