

UNIVERSITY OF MANITOBA PROCEDURE

Procedure:	GOVERNING DOCUMENT DEVELOPMENT AND REVIEW
Parent Policy:	Governing Document Development and Review Policy
Effective Date:	June 25, 2013
Revised Date:	
Review Date:	June 25, 2023
Approving Body:	Board of Governors
Authority:	
Responsible Executive Officer:	President
Delegate:	Office of Legal Counsel
Contact:	Office of Legal Counsel
Application:	University Community

Part I Reason for Procedure

- 1.1 To outline the Procedures to be followed with respect to the development, approval, implementation, review and repeal of all Governing Documents.

Part II Procedural Content

Introduction

- 2.1 These Procedures are to be read in conjunction with the Governing Document Development and Review Policy and all capitalized terms used herein shall have the meaning given to them in the Policy.
- 2.2 The Office of Legal Counsel is available throughout the Governing Document development and review process to provide assistance and advice.

Governing Document Development Procedures

- 2.3 Individuals, bodies, committees or groups who perceive the need for the development of a new Governing Document, or the revision of an existing Governing Document, shall prepare a Governing Document Proposal Form outlining, among other things, the reason for the Governing Document, a

description of its proposed content and evidence of their due diligence, which may include, but is not limited to:

- (a) undertaking a review of similar Governing Documents at other post-secondary institutions;
- (b) consulting with appropriate stakeholders and affected academic and administrative units; and
- (c) determining whether there is already a Governing Document in place with the same or similar content and provide it to the Responsible Executive Officer for their unit to ascertain whether there is support for the development of, or revision to, the Governing Document.

2.4 In the event the Responsible Executive Officer is prepared to sponsor the Governing Document Proposal he/she shall formally endorse the Governing Document Proposal Form and provide it to the Office of Legal Counsel.

2.5 Upon receipt of a sponsored Governing Document Proposal Form, the Office of Legal Counsel shall conduct a review to ensure, among other things, that:

- (a) all due diligence requirements have been carried out and considered;
- (b) all legal and/or statutory requirements have been addressed; and
- (c) the Governing Document Proposal aligns with existing Governing Documents.

2.6 If, after completing its review, the Office of Legal Counsel is prepared to recommend that the Governing Document Proposal proceed, it shall consult the University Secretary to determine if the Board of Governors and/or Senate should be consulted at this stage, as well as Human Resources to determine whether they have any initial concerns and/or whether consultation with any employee group is required.

2.7 The Office of Legal Counsel shall advise the Responsible Executive Officer upon satisfactory completion of the internal reviews set forth in section 2.6 and draft, or facilitate the drafting of, the proposed Governing Document.

Senate Committee Governing Document Proposal

2.8 In the event a Governing Document Proposal is brought forth by a Senate Committee, the Responsible Executive Officer shall sponsor it and provide it to the Office of Legal Counsel.

2.9 Upon receipt of the Senate Committee sponsored Governing Document Proposal Form, the Office of Legal Counsel shall conduct a review and carry out the consultations required by sections 2.5 and 2.6 of these Procedures.

2.10 Once the required review and consultations have been completed, the Office of Legal Counsel shall advise the Responsible Executive Officer of their findings and/or recommendations.

- 2.11 Notwithstanding the findings and recommendations provided, if it is the desire of the Senate Committee to proceed with Governing Document Proposal, the Office of Legal Counsel shall draft, or facilitate the drafting of, the proposed Governing Document.

Governing Document Format

- 2.12 All Governing Documents, with the exception of Procedures, shall be developed as a Policy unless The University of Manitoba Act, C.C.S.M. c. U 60 requires otherwise. All Policies, By-Laws and Regulations shall follow the format set out in Schedule "A".
- 2.13 All Procedures shall follow the format set out in Schedule "B".
- 2.14 Existing Governing Documents that do not meet the format requirements in sections 2.12 and 2.13 shall be reformatted upon review in accordance with these Procedures.

Policy Approval Process

- 2.15 Once the final draft of the proposed Governing Document has been completed, the Responsible Executive Officer shall forward it, along with a completed Governing Document Routing Form, to the Office of Legal Counsel for review.
- 2.16 If the final draft of the proposed Governing Document is acceptable to the Office of the Legal Counsel it shall sign the Governing Document Routing Form provided and forward it, along with the final draft of the proposed Governing Document, to the University Secretary's Office for induction into the approval process.
- 2.17 In the event a Senate Committee pursues a Governing Document Proposal against the advice of Legal Counsel and/or the Responsible Executive Officer, the reasons for the objection shall be provided, along with the proposed Governing Document, to the Approving Body for consideration.
- 2.18 Having regard to the nature and content of a Governing Document Proposal, the University Secretary shall determine the appropriate Approving Body and shall forward the Governing Document Proposal to that Approving Body for the necessary approval.
- 2.19 In the event the Governing Document Proposal is approved, the Office of the University Secretary shall publish the Governing Document on the University's Governance Web Page within thirty (30) days of its effective date.
- 2.20 In the event approval is not received, the Governing Document Proposal will be sent back to the Responsible Executive Officer and the Office of Legal Counsel at which time the Responsible Executive Officer will decide whether to abandon the Governing Document Proposal or engage in further consultation and revision before resubmitting it for approval.

Procedure Approval Process

2.21 Authority to approve Procedures shall be obtained in accordance with the delegation of authority, if any, set forth in the parent Policy, By-Law or Regulation. If no delegation of authority has been made, the Procedures must be submitted for approval as set forth in sections 2.15 to 2.20 of these Procedures.

Governing Documents Classification System

2.22 Governing Documents are published on the University's Governance Web Page and are classified according to the following subject headings:

- (a) Governance;
- (b) Officers;
- (c) University Community;
- (d) Students;
- (e) Staff;
- (f) Academic;
- (g) Research;
- (h) Financial;
- (i) Operations;
- (j) External.

For ease of reference, a Governing Document may be listed under more than one subject heading.

Governing Document Implementation Procedures

2.23 The Responsible Executive Officer, or his/her delegate, shall ensure that all impacted members of their units are informed of, and are given the necessary education and/or training in order to comply with all relevant Governing Documents.

2.24 The Responsible Executive Officer, or his/her delegate, shall give notice to all impacted members of the University Community of any new, revised or repealed Governing Documents.

2.25 All members of the University Community shall familiarize themselves with all relevant Governing Documents and conduct themselves accordingly.

Governing Document Review Procedures

- 2.26 The Office of Legal Counsel shall maintain a database to diarize the Review Dates for all Governing Documents. When a Governing Document is due for review, it will contact the Responsible Executive Officer to initiate the review process.
- 2.27 Upon being notified that a Governing Document is up for review, the Responsible Executive Officer, or his/her delegate, shall complete a Governing Document Review Form and return it to The Office of Legal Counsel within thirty (30) days.
- 2.28 If a Governing Document requires revision, the revision and approval processes set forth in sections 2.3 to 2.20 of these Procedures shall be followed.

Governing Document Repeal Procedures

- 2.29 In order to repeal an existing Governing Document, the Responsible Executive Officer shall complete a Request to Repeal Governing Document Form and forward it to the Office of Legal Counsel for review.
- 2.30 If the Office of Legal Counsel is in agreement that the Governing Document should be repealed, it will sign and forward the Request to Repeal Governing Document Form to the University Secretary for induction into the approval process as outlined in sections 2.15 to 2.20 of these Procedures.
- 2.31 If the Office of Legal Counsel disagrees that the Governing Document should be repealed, it will forward its written objection, along with the Request to Repeal Governing Document Form, to the University Secretary for induction into the approval process as outlined in sections 2.15 to 2.20 of these Procedures.
- 2.32 If the repeal is approved the Office of the University Secretary shall delete the Governing Document from the University's Governance Web Page within fifteen (15) days of the effective date and the Responsible Executive Office, or his/her delegate, shall communicate the repeal to all employees in their unit and members of the University Community, as appropriate.

Secondary Documents Development and Review Procedures

- 2.33 Secondary Documents may be developed by a unit for approval by the Responsible Executive Officer, or his/her delegate, simultaneously, or subsequent to, the development and approval of a Governing Document.
- 2.34 In the event a Governing Document is revised or repealed, the Responsible Executive Officer, or his/her delegate, shall ensure all of its Secondary Documents are reviewed as soon as possible in order to ensure compliance with the revised Governing Document, or are in turn revised or repealed.

Part III Accountability

- 3.1 The Office of Legal Counsel is responsible for advising the President that a formal review of this Procedure is required.
- 3.2 The Office of Legal Counsel is responsible for the implementation, administration and review of this Procedure.
- 3.3 The University Community is responsible for complying with this Procedure.

Part IV Review

- 4.1 Governing Document reviews shall be conducted every ten (10) years. The next scheduled review date for this Procedure is June 25, 2023.
- 4.2 In the meantime, this Procedure may be revised or repealed if:
 - (a) the President or the Approving Body deems it necessary or desirable to do so;
 - (b) this Procedure is no longer legislatively or statutorily compliant;
 - (c) this Procedure is now in conflict with another Governing Document; and/or
 - (d) the Governing Document Development and Review Policy is revised or repealed.

Part V Effect on Previous Statements

- 5.1 This Procedure supersedes all of the following:
 - (a) all previous Board of Governors/Senate Procedures and resolutions on the subject matter contained herein; and
 - (b) all previous Administration Procedures and directives on the subject matter contained herein.

Part VI Cross References

- 6.1 This Procedure should be cross referenced to the following relevant Governing Documents, legislation and/or forms:
 - (a) [Governing Document Development and Review Policy](#);

- (b) Schedule “A” to Governing Document Development and Review Procedure;
- (c) Schedule “B” to Governing Document Development and Review Procedure;
- (d) Governing Document Proposal Form;
- (e) Policy Template;
- (f) Procedure Template;
- (g) Governing Document Routing Form; and
- (h) Request to Repeal Governing Document Form.