



Canadian Centre for Ethics in Public Affairs

CONSTITUTION

ARTICLE 1 - ORGANIZATION

- 1.1 The name of the organization shall be the Canadian Centre for Ethics in Public Affairs (CCEPA or the Centre).
- 1.2 CCEPA was founded by Saint Mary's University (SMU) and the Atlantic School of Theology (AST). The Boards of Governors and/or the Academic Senates of the founding partners oversee the governance of CCEPA, provide resources, enter into formal contracts on behalf of CCEPA, and consider the annual report of the Board of Directors of CCEPA.
- 1.3 CCEPA is an unincorporated entity. SMU and AST agree to share the assets and liabilities of CCEPA on an equal basis.
- 1.4 The CCEPA Board of Directors is a critical part of the joint governance structure. It will set the overall context and strategic direction for CCEPA to deliver on its mission, vision and values and monitor progress towards goals.

ARTICLE 2 - PURPOSE

- 2.1 The purpose of CCEPA will be to serve the public of Canada through research, discussion and policy recommendations focusing on ethical issues arising locally and internationally from fundamental change in society. It will build collaboration across disciplines and coalitions with community partners on a project by project basis. The Centre shall embody the interests of the two founding partners. The direction of CCEPA shall be guided by its Mission, Vision and Values:
- 2.2 Mission
CCEPA provides an arena for critical thinking, public discussion and research into current ethical challenges in society.
- 2.3 Vision
CCEPA's vision is to:
 - be recognized for its programs
 - be known for the results of its efforts and for its truly collaborative approach
 - have a national presence
 - be financially self-sustaining

2.4 Values

CCEPA promotes the public good through cultivating and disseminating knowledge about ethical issues to help generate new insights, provide greater awareness and heal misunderstandings. It is guided in this work by commitment to the values of:

- promoting open and respectful debate on contemporary public issues
 - enhancing the capacity of organizations to address ethical challenges
- conducting our activities in a transparent and self-critical manner.

ARTICLE 3 - BOARD OF DIRECTORS

- 3.1 The strategic direction of CCEPA shall be set by a Board of Directors. The Board shall supervise the conduct of all business of CCEPA.
- 3.2 The Board shall consist of 18 voting members determined as follows:
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| 3.2.1. Members appointed by the Boards of Governors of SMU and AST (one each) | 2 |
| 3.2.2. Members appointed by the Academic Senates of SMU and AST (one each) | 2 |
| 3.2.3. Presidents of SMU and AST, ex officio, or their senior administrative delegates | 2 |
| 3.2.4. Academic faculty members appointed by SMU and AST (one each) | 2 |
| 3.2.5. Graduate student members appointed by SMU and AST (one each) | 2 |
| 3.2.6. Members at Large elected by the CCEPA Board of Directors | 7 |
| 3.2.7. The CCEPA Executive Director, ex officio | 1 |
- 3.3 The Board shall meet at least twice annually at the call of the Chair.
- 3.4 The Board shall annually present a report of its activities to the SMU Board of Governors and the AST Board of Governors.
- 3.5 The Board shall annually present a report of its activities to the Annual General Meeting (AGM) of the Centre.

ARTICLE 4 - EXECUTIVE COMMITTEE

- 4.1 At each AGM an Executive Committee shall be elected, including the following officers: I. Chair
- II. Secretary
 - III. Treasurer
 - IV. Member at large
 - V. Executive Director, ex officio

- 4.2 The Chair shall rotate among the Board members from SMU, AST and the members at large.
- 4.3 The Executive Committee shall approve all projects undertaken in the name of CCEPA, and regularly report on the approved projects to the Board.
- 4.4 The Executive Committee is responsible for the annual performance review of the Executive Director, which shall be conducted by the Chair in consultation with the Board.
- 4.5 The Executive Committee shall act as the Finance Committee and, among other things, oversee the development and monitoring of an annual operating budget for the Centre.
- 4.6 The Executive Committee will act as a sounding board for matters moving forward to the Board in consultation with Committee Chairs, fulfill an agenda-setting role for the Board, and in general, help deliver on the mission and vision of the Centre.
- 4.7 Executive Committee member one-year terms are renewable to a maximum of three years. Should a vacancy occur among the offices of the Executive Committee (other than the Executive Director) the Board may elect one of its number as a replacement until the next AGM.

ARTICLE 5 - NOMINATIONS AND GOVERNANCE COMMITTEE

- 5.1 The Nominations and Governance Committee shall consist of the Executive Director and a least three other Board members chosen by the Board of Directors.
- 5.2 The committee will have the following duties and responsibilities:
 - Lead the process of Board renewal by annually reviewing Board composition and identifying potential candidates for upcoming “at large” vacancies in light of required skills and experience
 - Liaise with the founding partners to ensure their Board nominations are put forward
 - Present a slate of candidates for each of the elected positions on the Executive Committee and to the Board of Directors for election at the Annual General Meeting
 - Ensure the Centre is up to date with respect to best governance practices and emerging governance issues
 - Develop and coordinate the process of the orientation of new Board members
 - Develop and implement processes for Board and Board member evaluation and make any recommendations to the Board
 - Report to the Board at each Board meeting on nominations and governance matters

ARTICLE 6 - OTHER COMMITTEES

- 6.1 The Board shall have the power to create such committees as it deems necessary.

- 6.2 The Board shall have the power to specify terms of reference, objectives, conduct of meetings, finances and all other matters for its committees.

ARTICLE 7 - EXECUTIVE DIRECTOR

- 7.1 The operations of the Centre shall be managed by an Executive Director appointed by the CCEPA Board of Directors.
- 7.2 The Executive Director has a strategic leadership and operational leadership role, manages stakeholder relations, stewards resources, and directs staff and supports volunteers.

ARTICLE 8 - MEETINGS, QUORUM AND VOTING

- 8.1 The AGM shall be held at a date to be determined by the Board for the purpose of reporting its actions since the previous AGM, electing officers, and transacting such other business proposed by the Board.
- 8.2 If the Chair is absent from any meeting, the members present shall elect from their number a Chair to preside over the meeting.
- 8.3 The presence of a majority of voting members constitutes a quorum at the AGM or any meeting of the Board or Committee.
- 8.4 Members must be present to vote at any AGM, Board or Committee meeting.
- 8.5 The Chair shall not vote unless the Chair's vote would affect the result, i.e. to create or break a tie vote.
- 8.6 A vote at any meeting shall be carried by a majority of the Members present.

ARTICLE 9 - ACADEMIC MATTERS

- 9.1 The work of the Centre will focus on the ethical components and implications of specific issues and fields of study of public interest.
- 9.2 Academic programming undertaken by the Centre for the two founding institutions shall be in accordance with the standards set by the academic governance bodies of the founding universities.
- 9.3 Researchers from the founding institutions may relate to CCEPA in the following ways:
- 9.3.1. Secondment: members of the faculty are released by their institutions for a specified period to work exclusively for the Centre.
- 9.3.2. Contract: members of the faculty contribute to the work of the Centre on an ad hoc basis with varying degrees of involvement. For example, research, consultancy, educational leadership, short-term project collaboration, etc.
- 9.3.3. Membership: members of the faculty and students may become members of the Centre and participate in the community and public scholarly activities of CCEPA.

- 9.4 Researchers from other educational institutions may also be associated with the Centre including as Research Fellows, Scholars in Residence or Research Associates.
- 9.5 The Board of the Centre may create categories of membership in the Centre as it deems appropriate. Categories of membership may include, for example, individual and corporate memberships, or friends of the Centre interested in the public activities of CCEPA.

ARTICLE 10 - FISCAL YEAR

- 10.1 The fiscal year of CCEPA shall begin on April 1 and end on March 31.

ARTICLE 11 - AMENDMENTS AND REPEAL

- 11.1 Proposals to amend the Constitution may be made by the CCEPA Board or the founding partners.
- 11.2 Amendments to the Constitution shall be subject to confirmation at the CCEPA AGM. Amendments approved at the AGM are then subject to ratification by Saint Mary's University and the Atlantic School of Theology.
- 11.3 All previous constitutions are repealed.

Approved by Senate, Saint Mary's University: March 12, 2010

Approved by Board of Governors, Atlantic School of Theology: April 12, 2010