

Green Auto Power Train Board of Directors By-laws

Article I – Definitions

Definitions as used in these by-laws are as follows:

“Board” means the Green Auto Power Train Board of Directors, which consists of eleven members.

“Universities” mean McMaster University, the University of Waterloo and the University of Windsor.

“Government” means the Government of Ontario.

“Program Documents” mean the set of application documents, industry partner support letters, and other supporting documents constituting research fund appropriation as approved by the Government for the establishment of the Green Auto Power Train program and its organization.

“Fund” means the monies allocated by the Government for the support of Green Auto Power Train research proposals as per the Program Documents.

Article II – Purpose

The Green Auto Power Train is a research initiative involving the University of Waterloo, McMaster University, University of Toronto and the University of Windsor. Its mission is to develop world class green auto powertrain technology. The Government of Ontario has awarded up to a total of \$8.685 million to Green Auto Power Train over a five-year period officially starting January, 2009. This funding is provided under an Ontario Research Fund – Research Excellence award to the University of Waterloo. The funds then flow through to McMaster University, the University of Windsor and the University of Toronto, over five years according to the inter-institutional agreement signed. The Funds are intended for research activities at the Universities in three specific advanced engineering areas. These are (a) Gasoline-Electric Hybrid Power Train, b) Diesel and Diesel-Electric Power Train and c) System Integration and Optimization.

As set forth in the Program Documents, the Board of Directors was established for the governance of the program by providing leadership in setting long-term priorities and strategies for growth and sustainability and has the responsibility of project co-ordination and program development. The Roles and the Responsibilities of the Board are as follows.

Article III – Powers and Duties

Section 1:

The Board shall exercise the general powers and duties consistent with the inter-institutional agreement under the ORF policies, and otherwise as follows:

1. Appoint new members to the Board in compliance with the Program Documents approved by the Government;
2. Present motions, engage in debates, vote of questions in Board meetings;
3. May accept or refuse to grant funding support for individual research proposals based on alignment with program goals and objectives;
4. Provide oversight to the administration of the program; and

5. Recommend improvements in the policies and procedures to ensure sound governance.

Section 2:

It is the respective responsibility of the Co- PIs:

1. To determine if changes to the research proposal are within the scope and direction of their programs;
2. To review work plans and to determine whether these conform with the proposed Green Auto Power Train project and make recommendations to the Board for funding review.
3. To approve the appointment of the Program (Project) Manager.

Article IV – Board Meetings

Section 1:

The Board shall meet at the call of the Program (Project) Manager or the co-PI's.

Section 2:

Board meetings shall be held at least two times a year. All meetings shall be co-chaired. All meetings shall be private meetings, including meetings and work sessions during which no votes are cast. Meeting notices, including the time, date and place of each meeting, shall be furnished to all Board Members at least a month in advance.

Section 3:

A quorum shall consist of five voting members.

Section 4:

The proceedings of the Board meetings shall be as prescribed by Robert's Rules of Order or as determined by the Board.

Section 5:

The Board may hold meetings via conference call or teleconference where deemed appropriate; these meetings shall have the same force and effect as that of physical meetings.

Section 6:

The Board shall establish a review process and shall vote on research proposals submitted for funding support in one or more areas of research focus while adhering to the inter-institutional agreement pertaining to funding allocation.

Section 7:

In exceptional cases and with consent from the Co-chairs, research proposal discussion and voting may occur via electronic mail and balloting, respectively. After the distribution of the review material, a prescribed time frame shall be provided to allow Board members to cast their votes over the Internet. The approval policy follows from that of Section 5. This represents the only instance where voting is permitted when a Board meeting is not in session. Other Board decisions cannot be resolved through this mechanism.

Section 8:

The agenda and supporting material for the regular and / or special meetings shall be prepared in advance and made available to the Board members at least fourteen calendar days prior to the scheduled meeting.

Article V – Board Structure, Officers, and Committees

Section 1:

- A. The Board shall be limited to nine Voting Members and two Ex Officio members for a total of eleven Board members.
- B. All Board members shall be appointed for the entire term of the program of five years.
- C. The voting members shall mean the three academic Principal Investigators, the three industry representatives, and three Deans of Engineering or their designated representatives appointed to the Board with voting rights.
- D. Ex officio members shall mean the one Government representative and the Program (Project Manager) who is appointed as non-voting member of the Board.
- E. In the event of resignation of a Board member, the Co-chairs will solicit input from existing Board members and industry partners to nominate replacement candidates. Representation of one industry partner, one Dean of Engineering or designate, and one Co-PI from each university must be maintained.
- F. In the event a member of the Board is absent for two consecutive meetings without good cause, consideration may be given for the Co-chairs to recommend his / her termination to the Board and a substitute Board Member shall be appointed within three months of the termination.
- G. Observers may be admitted to a BOD meeting pending a nomination 30 days prior to the meeting by one of the BOD members and subject to the pre-approval of the nomination by the BOD.

Section 2:

The Co-chairs shall be the Deans of the Faculty of Engineering or their designate from the three Universities. The authority of chair alternates with each Board meeting.

Section 3:

The Co-chair at a Board meeting may establish special committees for specific assignments, as deemed necessary. The Co-chair shall appoint board members to serve on special committees as appropriate. The findings and recommendations of special committees shall be presented to the Board and the special committees will be dissolved when assignments are completed.

Article VI – Amendments to By-laws

These by-laws may be amended or repealed and must be subject to the inter-institutional agreement. Changes to the by-laws may be adopted by a vote of at least two-thirds of the members eligible to vote and present at any regular meeting or at any special meeting. Written notice of the proposed change must be given at least seven calendar days prior to the scheduled meeting.

By-laws (Rev # 2) approved by the Board on the 18th day of August, 2010 and amended to revision #3. By-laws (Rev#3) approved by the board on the 19th day of November, 2010 and amended to revision #4. By-laws (Rev #4) approved by the board on the 18th day of November, 2011 and amended to revision #5