



Annual Meeting of the Members September 23, 2008

By-law Amendments

Agenda 13.1 Board of Directors composition: by-law clause 9(1)

This proposed amendment proceeds from a decision of the Board of Directors, May 5, 2008, regarding recruitment of an individual to the Board for specific appointment as Chair of the Negotiations Resource Team.

Rationale for this amendment is to allow the Board to appoint a candidate for a stable, multi-year term, ensure that succession planning for the position can take place, and ensure that committee workloads remain manageable for Directors.

See attached.

CURRENT BY-LAW	PROPOSED AMENDMENT
<p>9. BOARD OF DIRECTORS</p> <p>(1) The affairs of the Corporation shall be managed by the Board, which shall consist of a minimum of 11 and a maximum of 15 Directors. The Board shall be composed of:</p> <p>(a) a University Librarian designated by each of:</p> <p style="padding-left: 40px;">the Council of Atlantic University Libraries/Conseil des bibliothèques universitaires de l'Atlantique; Sous-comité des bibliothèques de la Conférence des recteurs et des principaux des universités du Québec; the Ontario Council of University Libraries; the Council of Prairie and Pacific University Libraries;</p> <p>(b) two representatives of the university research community who do not already hold the office of Director, elected by Members for a term of three years from a slate of three candidates proposed by the Nominating Committee;</p> <p>(c) a vice-president (research), or a person holding a similar title, of a Member who does not already hold the office of Director, elected by the Members for a term of three years from a slate of three candidates proposed by the Nominating Committee;</p> <p>(d) a senior officer of the AUCC designated by the president of the AUCC;</p> <p>(e) the president of CARL/ABRC;</p> <p>(f) a University Librarian designated by CARL/ABRC;</p> <p>(g) if there is a Contact Institution:</p> <p style="padding-left: 40px;">(i) a senior officer of the Contact Institution designated by the Contact Institution; and</p> <p style="padding-left: 40px;">(ii) a representative of the administrative unit of the Contact Institution (if any) that provides administrative services to the Corporation, designated by the Contact Institution;</p> <p>(h) the Chair of the Advisory Board of the Corporation; and</p> <p>(i) up to two additional members appointed by the Board.</p>	<p>(1) The affairs of the Corporation shall be managed by the Board, which shall consist of a minimum of 12 and a maximum of 16 Directors. The Board shall be composed of:</p> <p>[all other text unchanged]</p> <p>(h) the Chair of the Advisory Board of the Corporation;</p> <p>(i) the Chair of the Negotiations Resource Team of the Corporation; and</p> <p>(j) up to two additional members appointed by the Board.</p>

