



UNIVERSITY OF THE ARCTIC

University of the Arctic Governance Structure

University of the Arctic International Secretariat
2007

Contents

Governance System	4
1. Mission and Values	4
2. Board of Governors of the University of the Arctic	4
3. Council of the University of the Arctic.....	5
4. Friends of the University of the Arctic	5
5. Administration.....	6
6. Legal Status and Affairs.....	7
7. Amendments to the Governance System.....	7
Council Rules of Procedure	8
Introduction	8
Members	8
Representation	9
Eligibility Criteria.....	9
Application Procedure.....	9
Officers	9
Committees And Other Subsidiary Bodies.....	10
Decisions	10
Implementation	11
Amendments to the Rules.....	11
Board of Governors Rules of Procedure	12
Introduction	12
Membership	12
Selection Process	13
Selection Criteria.....	13
Meetings and Decisions.....	13
Implementation	14
Amendments to the Rules.....	14
ANNEX 1.	15
Guidelines for Council Decisions: Precision on “Council Rules of Procedure, Part V: Decisions”	

Governance System

1. Mission and Values

1.1 Mission

The University of the Arctic (UArctic) is a cooperative network of universities, colleges, and other organizations committed to higher education and research in the North. Our members share resources, facilities, and expertise to build post-secondary education programs that are relevant and accessible to northern students. Our overall goal is to create a strong, sustainable circumpolar region by empowering northerners and northern communities through education and shared knowledge.

We promote education that is circumpolar, interdisciplinary, and diverse in nature, and draw on our combined strengths to address the unique challenges of the region. The University of the Arctic recognizes the integral role of indigenous peoples in northern education, and seeks to engage their perspectives in all of its activities.

1.2 Values

In carrying out its mission, the University of the Arctic is guided by the following values:

Regional Identity...

UArctic shall promote a northern voice in the globalizing world that reflects a shared regional identity across all eight Arctic states and among all Arctic peoples and cultures.

Interdisciplinarity...

UArctic shall promote an understanding between different learning systems, bringing together perspectives from both social and natural sciences and traditional knowledge to foster an approach based on issues and needs rather than disciplines.

Diversity...

UArctic shall promote cultural diversity, language plurality, and gender equality while highlighting the partnership between the region's indigenous peoples and other northerners.

2. Board of Governors of the University of the Arctic

The Board of Governors (Board) is the highest governing body of the University of the Arctic, and has general responsibility for its strategic development and setting main priorities.

The Board of Governors consists of a group of individuals - not to exceed eleven (11) in number - who serve in their personal capacities and who act on behalf of the UArctic.

Members of the Board serve **three-year terms**, and these terms are renewable once.

The Board has the authority and primary responsibility for:

- Strategic planning and setting institutional priorities
- Organizational development and institutional accountability
- Fundraising, finances, and budgeting (including personnel)
- Public and external relations

The Board works with the Council and Administration on relevant issues, and for their practical implementation. The Board may delegate specific tasks on the understanding that the Board maintains ultimate control over and responsibility for these functions.

The members of the Board are elected by the Council of the University of the Arctic from slates of nominees prepared by a nominating committee. Although Board members serve in their personal capacities, the nominating committee is guided by the overall goals and philosophy of the UArctic. In assembling slates, the nominating committee ensures general geographic and cultural representation, and gender balance.

Specific selection procedures and criteria are set out in the Board of Governors Rules of Procedure.

3. Council of the University of the Arctic

The Council of the University of the Arctic (the Council) directs program development and delivery. The Council acts as a forum of consultation and cooperation for the implementation of UArctic programs through members institutions.

The Council has the authority and primary responsibility for:

- Initiating and overseeing program development and delivery
- Prioritizing academic programs within the approved program structure
- Represent UArctic's members in its overall governance, including the authority to elect members of the Board

The Council is composed of both institutions of higher education and other organizations concerned with higher education and research in the circumpolar North. All members have equal representation on Council, but differ in their role in the development and delivery of UArctic programs.

Specific membership guidelines and procedures are set out in the Council Rules of Procedure.

Every member of UArctic designates a representative to serve on Council, plus one alternate representative. Each member is entitled to employ s/he own procedures in selecting a representative and an alternate representative.

Decisions of the Council are normally taken by consensus. In the event that efforts to reach consensus fail, the Council may take decisions by a three-fourths majority vote.

The officers of the Council include: the chair, the vice-chair, and the secretary. The Council elects officers from the ranks of Representatives and Alternate Representatives of member organizations.

Issues requiring attention during the intervals between meetings of the Council, are handled by the Executive Committee of the Council, which consists of the chair, the vice-chair, the secretary, and the chairs of all standing committees of the Council.

All members are responsible for supporting their own participation

4. Friends of the University of the Arctic

The Council and the Board, acting together, may invite distinguished individuals to serve as 'Friends' of the University of the Arctic.

There are no fixed terms of office for Friends of the University of the Arctic.

The function of the Friends of the University of the Arctic is advisory. All participants in UArctic activities welcome the advice of the elders on any matter pertaining to the University.

But the 'Friends' are not responsible individually or collectively for the operation of the University.

Friends of the University of the Arctic may be asked to serve as a special advisor for program areas where their special competence may be relevant.

5. Administration

UArctic administrative functions are handled on a decentralized basis. UArctic seeks a stable funding base for its administration through the combined resources of member contributions (in kind, program overheads and direct support) and external funding (public and private).

5.1 President

The President serves as the chief executive officer of the UArctic and is responsible for its overall administration and the development and delivery of its programs.

The President is appointed by the Board for a three-year (renewable) term and is accountable to the Board for the overall management of the University.

The President participates *ex officio* in meetings of the Council, the Executive Committee, and the Board and works closely with these bodies to ensure that programmatic activities are initiated and implemented in a timely manner.

The President may form such committees or other subsidiary bodies as s/he deems necessary to carry out the programmatic activities of the University.

5.2 The UArctic International Secretariat

The UArctic International Secretariat is responsible for the day-to-day administrative activities of the University.

The UArctic International Secretariat works closely with the President on all matters pertaining to UArctic administration, and the Head of the UArctic International Secretariat is accountable to the President.

The UArctic International Secretariat oversees preparations for Council and Board meetings and is ordinarily represented at meetings of these bodies.

Normally, the UArctic International Secretariat is provided as an in-kind contribution by or through the good offices of one or more of the members of the Council.

Relations between UArctic and providers of the UArctic International Secretariat are spelled out in agreements negotiated by the President on behalf of UArctic and the appropriate officials of the host institutions.

The location of UArctic International Secretariat operations may shift from time to time. Any shift of this kind takes place on the basis of an agreement negotiated by the President on behalf of UArctic and the appropriate officials of the relevant institutions. The host of the UArctic International Secretariat should notify UArctic twelve months (12) before ending its role as host, to allow time for the smooth transition to another member.

UArctic retains the authority to set up a secretariat of its own, should that be deemed desirable at any time.

5.3 Other Administrative Arrangements

The President and the UArctic International Secretariat form the core of UArctic's administration, but other capacity may be developed by member institutions when necessary to support increased levels of program delivery. Additional administrative capacity is overseen by the President, in consultation with the Board and Council, and does not require a revision to this

Governance System. In each case, relations between the UArctic and the provider of such capacity are handled by the President on behalf of the UArctic and the appropriate official of the contributing organization.

6. Legal Status and Affairs

The University of the Arctic is not a legal entity in its own right, but operates under the laws and financial regulations of a host country as a non-profit organization, normally where the UArctic International Secretariat is located. Financial and legal affairs are handled through the good offices of the institution hosting the UArctic International Secretariat.

The legal affairs of UArctic in other countries are handled through the good offices of individual members.

All decisions regarding UArctic policies, programs, and personnel remain in the responsibility of the Board, Council, and President.

The University of the Arctic retains the authority to register itself as a legal entity in one (or more) countries, should that be deemed desirable at any time.

6.1 The UArctic International Secretariat

The UArctic International Secretariat is empowered to handle a range of matters on behalf of UArctic under the terms of an agreement negotiated by the President on behalf of the University and the appropriate official of the host institution(s).

6.2 Auditing

Institutions providing the UArctic International Secretariat functions arrange for appropriate audits of UArctic's financial accounts.

6.3 Legal Agents

The Board designates individual participating organizations as needed to act as agents on its behalf for purposes of negotiating grants and contracts, administering funds, and such other functions as are required to implement UArctic programmatic activities.

6.4 Liability

To the extent that individual Board members are not covered by their personal insurance, the Board makes arrangements for insurance to protect governors from liability incurred as a result of their service on the UArctic Board of Governors. The Board also makes appropriate arrangements to ensure others associated with UArctic against liability incurred as a result of their service to the University.

7. Amendments to the Governance System

Provisions of the UArctic Governance System may be amended at any time.

Amendments to the Governance System are proposed by members of the Council or members of the Board and approved by the Council.

Notices of proposed amendments are circulated to all members at least thirty (30) days prior to the meeting of the Council at which they are to be acted on.

Decisions on the approval of amendments are taken by consensus. Abstentions and absences do not evidence of a lack of consensus in this context.

Council Rules of Procedure

Introduction

In these Rules of Procedure, hereafter the Rules,

- ‘Council’ means the Council of the University of the Arctic (UArctic);
- ‘Member’ means any institution or organization that has been approved for inclusion by UArctic’s membership process
- ‘Member institution’ means a member that is a higher education institution
- ‘Member organization’ means a member that is an indigenous peoples’ organization, or other organization or association
- ‘Representative’ means an individual selected by a member to represent it in meetings of the Council or its subsidiary bodies;
- ‘Alternate Representative’ (or ‘Alternate’) means an individual authorized to represent a member when the Representative is unavailable;
- ‘Committee’ means a subsidiary body created by the Council to carry out specified tasks.

The Rules govern all activities of the Council, except in cases where the Council explicitly decides to follow an alternative procedure.

Members

The University of the Arctic has a growing and diverse membership, representing institutions and organizations committed to higher education in the circumpolar region. The following defines membership categories, representation, and eligibility criteria

The University of the Arctic has two types of members: institutions of higher education, and other organizations with an interest and commitment to higher education and research in the circumpolar North. All members have equal rights of representation on Council. The membership categories differ only in their eligibility criteria and in their role in the development and delivery of UArctic programs.

Higher Education Institutions

Educational institution members are independent universities, colleges and other institutions of higher education having their own registered students. The primary role of educational institution members is to develop and deliver University of the Arctic academic programs. Educational institution members have the right to participate in UArctic academic programs according to the principles and procedures determined by Council.

Other Organizations

The primary role of organizational members is to provide important expertise, different kinds of resources, and consultative links to key constituencies. Organizational members do not normally deliver University of the Arctic academic programs, but do contribute to their development. Organizational members include research centres, educational associations, consortia/networks of higher education institutions, research and policy networks, and indigenous peoples organizations with an international focus. Priority will be given to indigenous peoples organizations represented in the Arctic Council as permanent participant organizations.

Representation

All types of members have the same rights of representation on Council, with each member having one representative and one alternate. Each member is entitled to develop its own procedures for selecting the representative and alternate.

Every member of UArctic designates a representative to serve on Council, plus one alternate representative. Although each member of UArctic is a single institution or organization, members may choose and are entitled to designate another member's representative to represent them on Council for a particular meeting, as a proxy vote.

Eligibility Criteria

In acting on applications for membership, the Council is guided by the following criteria:

- demonstrated commitment to the goals and values of the University of the Arctic
- demonstrated commitment and ability to actively contribute to the development of UArctic and its programs
- willingness to provide in-kind support, services, or material resources helpful to the operation and development of UArctic
- links to major UArctic constituencies.

Higher education institution applicants are also evaluated on the following additional criteria:

- willingness and ability to develop and deliver UArctic academic programs
- willingness and ability to contribute existing courses and programs to the UArctic program structure
- demonstrated commitment to circumpolar educational cooperation, including strong faculty and student involvement in northern science and scholarship

These criteria constitute a checklist; no application for membership is expected to meet all the criteria. Authority to resolve any questions about the application of these criteria to specific cases rests with the Council.

Application Procedure

Organizations desiring to become members submit written applications to the Council, which acts on any application received at its next regular meeting. Applications must be received 90 (ninety) days prior to the Council meeting where it will be considered.

The application consists of a form, containing practical information and demonstration of their eligibility for membership. The application form must also be accompanied by a signed letter from the head of the institution or organization, supporting the application and their participation in the University of the Arctic.

A representative of the applicant is expected to be present at the Council meeting where their application is considered, to present the application and answer any questions from the Council.

Membership in the Council is subject to review and renewal every five years.

Officers

The officers of the Council include: the Chair, the Vice-Chair, and the Secretary.

Officers are elected by the Council from the ranks of Representatives and Alternate Representatives of member organizations.

The Chair, Vice-chair, and Secretary are elected for a 3-year term, with the possibility of re-election for a second 3-year term. All other elected Council roles in UArctic are normally for 3-year periods, renewable once.

The Vice-Chair is authorized to act on behalf of the Chair whenever the Chair is unable to participate in a Council activity.

Committees And Other Subsidiary Bodies

The Council is empowered to create, restructure, and dissolve Committees as it sees fit. Standing committees address Council's general responsibilities, including overseeing the work of program departments. *Ad hoc* committees address specific tasks, often of a limited duration.

Standing committees and *ad hoc* committees are expected to draft their own terms of reference, including quorum, subject to the approval by Council, to guide their work. All committees should include indigenous representation.

The Council appoints the Chairs of Committees for renewable three-year terms. Individuals are elected to serve on committees by the Council on the recommendation of the Chair following appropriate consultations.

Those serving on committees are normally Representatives or Alternate Representatives of Council members. The Council may, however, elect other individuals to serve on committees in cases where they bring needed expertise.

The Executive Committee consists of the Officers and the chairs of the standing committees.

The Executive Committee may meet between regular meetings of the Council and make interim decisions (subject to subsequent Council confirmation) on matters requiring immediate attention.

The development and implementation of academic programs are carried out by program departments under the administrative control of the Director. Council members often participate in these departments, and Council retains responsibility of the programs through the Director.

Decisions

Council decisions are taken normally during regular meetings of the Council which are organized once a year.

The Chair works with the Director to ensure that the UArctic International Secretariat circulates the agenda and the texts of proposed motions at least two weeks prior to regular Council meetings.

Motions and amendments to motions regarding items already on the agenda may be made from the floor and acted upon by the Council.

Motions regarding new business may be made but will not be acted upon until the next meeting of the Council.

Every effort is made to build consensus around Council decisions. In this connection, the officers make a concerted effort to solicit the views of Representatives who are unable to attend a meeting and incorporate their views into the consensus of the Council.

Consensus does not require an affirmative vote on the part of all Representatives. Consensus occurs in the absence of negative votes.

The Council may make decisions via electronic means between regular meetings.

In such cases, the Chair will ensure that the texts of all motions to be acted on are circulated to Council members and their Representatives at least two weeks prior to the deadline for voting.

Between regular meetings of Council, the Executive Committee may act to make decisions on behalf of the Council, but all such actions are subject to confirmation by the Council at the first opportunity.

The UArctic International Secretariat is responsible for keeping accurate records of all decisions of the Council, and for circulating authorized texts of all decisions taken to the Council members in a timely manner.

Implementation

The implementation of Council decisions is normally handled by the Administration and program Chairs, under the authority of the Director.

Individual Council members may volunteer to take the lead in handling the implementation of specific practical or functional decisions.

The Chair and the Director communicate regularly regarding all matters relating to implementation.

The Director normally attends Council meetings to ensure that s/he has a clear understanding of the content of Council decisions and the expectations of the Council.

The Council maintains oversight jurisdiction over all UArctic programmatic activities.

The Director prepares and circulates a report detailing the status of program development and delivery (implementation) matters prior to each meeting of the Council.

Standing committees of the Council take the lead in overseeing the process of implementation related to their functional areas, but do not have direct control over program implementation.

Amendments to the Rules

These Rules of Procedure are subject to amendment at any regular meeting of the Council.

Notice of proposed changes in the rules are circulated to all Council members by the UArctic International Secretariat at least two weeks in advance of the meeting at which they are to be acted upon.

Changes in the Rules require consensus.

Any changes in the Rules approved by the Council take effect immediately. (*Annex 1. Guidelines for Council Decisions: Precision on "Council Rules of Procedure, Part V: Decisions"*)

Board of Governors Rules of Procedure

Introduction

In these Rules of Procedure, hereafter the Rules,

- 'Board' or 'BoG' means the Board of Governors of the University of the Arctic (UArctic);
- 'Member' or 'governor' means a member of the Board of Governors;

The Rules govern all activities of the Board of Governors, except in cases where the Board explicitly decides to follow an alternative procedure.

The University of the Arctic (UArctic) is a unique organization based on cooperation among participants representing different academic cultures and practices. No terminology is fully adequate to reflect the normal usage of all participants. After careful consideration, however, those responsible for establishing UArctic procedures have elected to describe the university's governing body as a Board of Governors.

As described in the University of the Arctic's Governance System, the University of the Arctic Board of Governors has the authority and primary responsibility for:

- Strategic planning and setting institutional priorities
- Organizational development and institutional accountability
- Fundraising, financing, and budgeting (including personnel)
- Public and external relations

Legal affairs of the Board of Governors, including liability, is described in the Governance System.

The Board forms an "Executive Committee" that is made up of a small number of Board members with the responsibility to follow up on management and in particular secure progress in fundraising.

Membership

The members of the Board are elected by the Council of the University of the Arctic from slates of nominees prepared by a nominating committee.

- The Board of Governors consists of a group of individuals - not to exceed eleven (11) in number - who serve in their personal capacities and who act on behalf of the UArctic.
- In nominating and selecting members of the Board of Governors, efforts should be made to ensure broad geographic and cultural representation and gender balance.
- Governors serve three-year (renewable once) terms. Elections of Board members are organized in such a way as to assure staggered terms among the Board members.
- The Board selects one of their number to serve as Board chair.
- At least one member of the Board needs to be a student member.
- The President, Director of Administration and Chair of the Council participate in Board meetings on an *ex officio* basis.

Selection Process

The selection of UArctic governors takes place on the basis of the following procedures:

- All members of Council are eligible to nominate individuals to serve as UArctic governors
- Preliminary nominations (along with supporting documentation) are submitted to a Council nominating committee prior to contacting proposed nominees.
- The nominating committee reviews all preliminary nominations and develops an initial slate of candidates.
- Those included in the initial slate are contacted individually to ascertain their willingness to serve and to obtain additional information about their qualifications.
- The nominating committee prepares a final slate of candidates and circulates it to all members of the Council according to the Council rules of procedure.
- The election of governors by the Council requires the unanimous consent of those present at the meeting.
- The terms of individual governors are set in such a way as to ensure that all the positions on the Board of Governors do not turn over at the same time.
- The nomination and selection process for student representation on the Board may be delegated to a representative student body, if one exists, rather than Council

Selection Criteria

Individual UArctic governors should have the following qualifications::

- commitment to the goals of the UArctic,
- personal integrity,
- freedom from conflicts of interest,
- demonstrated judgement,
- willingness to commit time and energy to the UArctic, and
- high credibility with key UArctic constituencies.

As a group, the UArctic Board of Governors should reflect the following qualities:

- sensitivity to the concerns of major Arctic constituencies,
- understanding of the UArctic mission/goals,
- awareness of educational needs in the Arctic,
- knowledge of major Arctic trends,
- professional experience in higher education, business, law, and public service, and
- access to public and private funding sources.

Meetings and Decisions

Board decisions are taken normally during regular meetings of the Board, or by any other mechanism (such as telephone or electronic communication) agreed to by the Board.

Board meetings take place twice a year, and at least one of those meetings is a face-to-face meeting.

The Chair is responsible for ensuring that the UArctic International Secretariat circulates the agenda and the texts of proposed motions at least two weeks prior to regular Board meetings.

Motions and amendments to motions regarding items already on the agenda may be made from the floor and acted upon by the Board.

Motions regarding new business may be made but will not be acted upon until the next meeting of the Board.

Every effort is made to build consensus around Board decisions. In this connection, the Board makes a concerted effort to solicit the views of governors who are unable to attend a meeting and incorporate their views into the consensus of the Board.

Consensus does not require an affirmative vote on the part of all governors. Consensus occurs in the absence of negative votes.

The UArctic International Secretariat is responsible for keeping accurate records of all Board decisions, and circulating authorized texts of all decisions taken to the Board members in a timely manner.

Implementation

Decisions of the Board are normally directed to the Chair of the Council for implementation or other action. In some circumstances, Board decisions can be directly implemented by the administration and/or program departments, under the authority of the Director

The Chair of the Board, Chair of Council and the Director communicate regularly regarding all matters relating to implementation.

The Director participates in Board meetings on an *ex officio* basis. The UArctic International Secretariat is normally represented in the Board meetings to ensure a clear understanding of the content of Board decisions and the plans for their implementation.

On fundraising and external relations issues, the Chair of the Board, Chair of the External Relations Committee and the Director communicate regularly.

Amendments to the Rules

These Rules of Procedure are subject to amendment at any regular meeting of the Board.

Notice of proposed changes in the rules are circulated to all Board members by the UArctic International Secretariat at least two weeks in advance of the meeting at which they are to be acted upon.

Changes in the Rules require consensus.

Any changes in the Rules approved by the Board take effect immediately.

ANNEX 1.

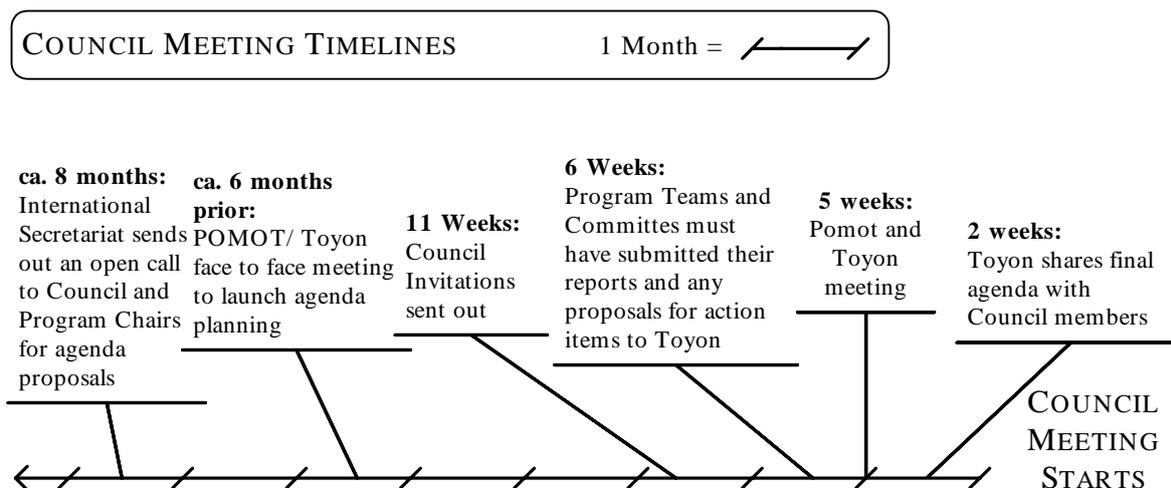
Guidelines for Council Decisions: Precision on “Council Rules of Procedure, Part V: Decisions”

The purpose of these guidelines is to have transparent, clear routines regarding the preparation of Council decisions, which normally are taken during regular annual meetings of the Council. Pomot refers to the Senior Management Group, and Toyon refers to the Executive Committee. Toyon and Pomot together form the Ofelas.

Toyon members are normally individuals who hold a leading position in their home institutions and organizations.

1. Submitting Proposals for Council Meetings

Officers, Program teams, Committees, individual Council members, the Director, or the Deputy Director, Administration can submit proposals for action items to be discussed before the Council, applying the following procedure:



- At least eight months before the Council meeting opens, the International Secretariat sends an open call for Council agenda items to Council, Committees, and Programs through the Council list
- Individual members must submit proposals in time for the Pomot/Toyon meeting, which is held six months before the Council meeting proper
- Programs and Committees should have their proposals ready six weeks prior to Council
- In an online meeting, Ofelas agrees on concrete proposals for Council five weeks before the Council meeting proper

A proposal should consist of a short background/rationale text and a draft text for the actual Council decision.

These timelines are intended to provide every representative with adequate time to prepare his/her comments and suggestions on the proposals. To this end, only proposals that have passed through this procedure may be considered before Council.

Toyon and Pomot jointly (Ofelas) prepare the final text for proposed decisions in an online meeting (alternative decisions may be put forward if this group cannot agree) for the Council based on existing proposals. This group then submits the final text and background notes two weeks prior to the Council meeting. The Secretariat has responsibility for ensuring that this distribution takes place.

The above procedure ensures that a background note prepared by the originator of the proposal and a worked through proposal for decision is prepared before the Council meeting starts. This will allow Council members to secure support from their home institutions on the position to take in Council.

2. The Council Meeting

The Chair and Vice-Chair oversee the discussion during Council meetings. They have a special responsibility to ensure that all representatives have equal opportunities to express themselves. The circumpolar character of the membership means that there must be respect for diversity in languages and communication styles. One Officer of the Council should introduce the UArctic meeting culture – i.e. procedures and values -- at the beginning of every meeting.

The Chair and Vice-Chair alternate the chairing of the meeting to ensure presence of a chair at all times. The Secretary has a particular responsibility to track and formulate decisions. The International Secretariat supports the Officers in their actions.

Raising an action item at the time of the Council meeting may be tolerated in cases where unexpected events demand a quick response from the Council. A last-minute proposal may not be discussed on the same day in which it has been formulated. Rather, a representative may draft a last-minute proposal and submit it to the Secretary, who sends it to Toyon, who will discuss it and recommend a proposal to the Council to decide upon the following day. Therefore, any last-minute proposals for action items drafted on the last day of a Council meeting cannot be considered at the time of that current meeting, but must wait for resolution either at the next meeting or via electronic decision according to the discretion of the Chair. The one exception to this rule is the case of procedural or informal issues. The Director or Deputy Director Administration must be responsible for any changes to the agenda, i.e. changes to the order of agenda items, speakers, breaks, etc.

The originator of the proposal - either the Chair (or Vice-Chair) of the Committee or Program team, Council member, Officer, or representative of Administration - will present the item before Council. A speaking round will follow, whereby all members have equal opportunity to comment on the proposal. After the speaking round, the floor will be open to comment from members on a first-come, first-served basis. As members suggest changes to the proposal, the Secretary will re-format the proposal. When necessary, the Chair will form a small drafting team, headed by the originator of the proposal, to work on an amended proposal. The agenda item will be re-presented to the Council once the drafting team has reached consensus on a revised proposal.

When there is a vote, the Secretary will read out the proposal, and ask members to respond by raising their hand to each of the three possible positions (all questions shall be asked):

- a. To signify affirmation
- b. To signify dissention
- c. To signify abstention

Decisions will be made by consensus, whenever possible; every effort is made to build consensus around Council decisions. In this respect, the Officers make a concerted effort to solicit the views of representatives who are unable to attend a meeting and incorporate their views into the consensus of the Council. In the event that efforts to reach consensus fail, the Council may take decisions by a three-fourths majority vote.

Toyon and Pomot will meet after each Council meeting to plan the implementation of the decisions taken at Council.

In the Case of an open Chair Position:

When a Chair position is open, the Vice Chair fills the role for the rest of the current term of the Vice Chair. If another leading position in UArctic becomes vacant before the end of its term, the position will be replaced by normal election procedures. These procedures include announcement of the vacant position among members, an evaluation by the Membership and Nomination Committee and, finally, a decision at the next Council meeting. The newly elected person will serve out the remainder of the term. Until such time that an election by Council can be organized, Toyon will make decisions on replacements. The replacement shall normally be elected among members of the body where the vacancy occurs (Toyon members will normally fill council vice chair or secretary roles while committee members fill committee vice chair positions, etc.). The Toyon appointed person will fill the new role with full responsibilities and hold the title of that role. The person will normally also keep other roles he/she may have.

3. Minutes

The Secretariat has responsibility for keeping record of the Council proceedings and coordinating the implementation of the decisions. Draft minutes are prepared by the Secretariat and then forwarded to Pomot for review. After Pomot has reviewed the draft, the minutes are sent to Toyon for approval. The approval and circulation of the minutes occur within six weeks after the Council meeting. The draft minutes are circulated to all Council members with a request for comments within four weeks. At the beginning of the next Council meeting, the Council will approve the previous meeting's minutes.

4. Officers' Roles

Outside of their formal duties concerning the running of Council meetings, the Officers have many other duties. At the beginning of their terms, the Chair and Vice-Chair determine a division of labour for the coming term. The Secretary is the Chair of the Academic Quality Committee.