

Green Intelligent Transportation Systems (Green ITS) Advisory Board By-laws

Article I – Definitions

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

“Green ITS” means Green Intelligent Transportation Systems.

“Board” means the Green ITS Advisory Board, which consists of eight voting members, Green ITS Project Managers, and WatCAR General Manager.

“Universities” mean the University of Waterloo and University of Toronto.

“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 approved by the Government of Ontario.

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

“Principal Investigator” means Dr. Amir Khajepour.

Article II – Purpose

The Funds awarded to Green ITS are intended for research activities at the Universities in three main areas: 1) Next-Generation Electric Vehicles, 2) Intelligent Vehicles and Highways, and 3) Enabling the Electric Highway as discussed in the Program Documents.

As set forth in the Program Documents, the Green ITS Advisory Board was established for the governance of the program by providing leadership in setting long-term priorities and strategies for growth and sustainability. When the Board meets, research proposals recommended for support are reviewed and debated against Green ITS funding guidelines. Approved proposals are provided with funding support.

Article III – Powers and Duties

Section 1:

The Board shall exercise the following general powers and duties as set forth:

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 collective responsibility of the Green ITS Principal Investigator and Project Managers:

1. To determine if a research proposal is within the scope and direction of the program;
2. With support from external technical review(s), to opine on the technical merits of the proposal; and
3. To recommend whether the proposal shall be presented to the Board for funding review.

Section 3:

Board members shall excuse themselves from reviewing, ranking, or voting on research proposals submitted by a principal investigator or researcher with which they have an employment or other financial relationship, or any personal or professional connection which may have the appearance of a conflict of interest.

Article IV – Board Meetings

Section 1:

The Board shall meet at the call of the Principal Investigator.

Section 2:

Board meetings shall be held at least one time a year. 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 5 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 vote on research proposals submitted for funding support in one or more areas of Green ITS research focus:

1. A research proposal is only funded when the majority of the voting members of the Board quorum unconditionally approve a research proposal for funding support;
2. A qualified or conditional approval means that the proposal must satisfy further conditions placed by the Board quorum prior to receiving funding support; and
3. The Board does not provide partial support for individual research proposals.

Section 7:

Research proposal discussion and voting may occur via electronic mail and balloting. After the distribution of the review material, a prescribed time frame shall be provided to allow Board member to cast their votes over the Internet. The approval policy follows from that of Section 6.

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 seven calendar days prior to the scheduled meeting.

Article V – Board Structure, Officers, and Committees

Section 1:

- A. The Board shall be limited to eight Voting Members, Project Managers and WatCAR Managing Director.
- B. All Board members shall be appointed for the entire term of the Green ITS program of five years.
- C. The voting members shall mean the five industry, one Government, and two academic representatives appointed to the Board with voting rights.
- D. Project Managers shall mean the research and administration managers who are appointed as non-voting members of the Board.
- E. In the event of resignation of a Board member, the Chair will solicit input from existing Board members and industry partners to nominate replacement candidates; whereupon, the Board will vote to choose the appointee.
- F. In the event a member of the Board is absent for two consecutive meetings without good cause, consideration may be given for the chair to recommend his / her termination to the Board.

Section 2:

The Chair shall be the Dean of the Faculty of Engineering, or designate.

Section 3:

The Chair at a Board meeting may establish special committees for specific assignments, as deemed necessary. The 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. 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, if written notice of the proposed change is given at least seven calendar days prior to the scheduled meeting.