



SAINT MARY'S UNIVERSITY STUDENTS' ASSOCIATION

**Governance Policy**  
Amended April 2019

Policy:	<b>Governance Policy</b>
Last Amended:	<b>April 2019</b>
Responsibility:	<b>Board of Directors; Human Resource &amp; Governance Committee</b>
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Board Chair Signature:	 Crystal Witter

## 1. GENERAL

- A. The purpose of the Board of Directors is to make sure that the Association represents its members, to oversee the Association and its President, and to make decisions in the best interests of members.
- B. All Board and committee members will contribute to fulfilling the Board's and committees' obligations. The Board will govern lawfully, observing the principles of responsible governance with an emphasis on an outward vision for the future, encouraging diversity, collective decision making, and pro-activity.
- C. While embodying these principles the Board will be responsible for excellence in governing and will initiate policy.
- D. The Board will direct, control, and inspire the President through written policies reflecting the Board's values and perspectives, for the best interest of the members of the Association.
- E. Board members have a responsibility to attend meetings, be prepared for meetings, respect board roles and each other, and ensure continuity of governance.
- F. The Board has a responsibility to orient new Board members and continually improve knowledge and skills through training.
- G. No individual member or committee may hinder or be an excuse for not fulfilling group obligations.

## 2. BOARD MEETINGS AND MINUTES

- A. The Board of Directors meets at least three times each semester during the Fall and Winter terms, and at least three times total during the Spring and Summer terms.
- B. All ordinary Board of Directors meetings are open to the public.
- C. The Board is responsible for creating accurate minutes of all public meetings.

- D. Once minutes of a meeting are approved (at the next meeting), they are made available to all members of the Association.
- E. All meetings follow the guidelines in Robert's Rules of Order.
- F. A member of the Board or the Association may recommend or ask the Board to discuss a topic by submitting a request to the Board Chair. This must happen at least three days before the scheduled meeting.

### 3. BOARD CODE OF CONDUCT

- A. Board members commit to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members.
- B. The Board will be loyal to the Association's membership and will not allow itself or members to be in conflict of interest.
- C. Board members will disclose any involvement with other organizations, vendors, or groups that might be reasonably seen as a conflict of interest.
  - i. Board members will not hold executive positions on any student society.
  - ii. When a Board member has an unavoidable conflict of interest, that member must not be present for the discussion or vote on the subject.
  - iii. A Board member involved in the election process may not apply for or accept a paid position with SMUSA operations until a new election has been held that they had no direct involvement in.
  - iv. Board members will not use their position to obtain employment with the organization for themselves, family members, or close associates.
  - v. Board members may not apply for any employment with the Association.
- D. Board members have no individual authority over the organization and must not try to act with that kind of authority.
  - i. Board members interacting with the President or staff have no authority except when the Board gives them authority.
  - ii. Board members interacting with the public, media, or others have no authority and will not speak for the Board.
- E. Board members will not discuss their personal judgement of the performance of any employee outside of meetings.
- F. Board members will respect the absolute confidentiality of Board issues.
- G. Board members will support the final decision of the Board, regardless of their personal view.
- H. Any Board members will be considered automatically resigned if they are absent from three meetings within a fiscal year.
- I. The Board may remove a director by a vote with a two-thirds majority if they are found to be in violation of this code of conduct or any of the Association's policies or by-laws. Board members who have been removed due to this breach are not eligible for employment with the Association for 18 months.

### 4. BOARD CHAIR ROLE

- A. The Board Chair has special powers on the Board: they make sure that the Board's processes are legal and ethical, and they represent the Board to outside organizations.
- B. The Board Chair is responsible for making sure the Board follows its policies.

- C. The Board Chair is the Chair of all Board meetings and is responsible for the effectiveness of meetings and for seeing that meetings follow Robert's Rules of Order.
- D. The Board Chair may make decisions covered by Board policies and bylaws, with two exceptions:
  - i. the President's employment or limitations on the President
  - ii. if the Board delegates part of the President's power to others.
- E. The Board Chair has the authority to interpret these policies and bylaws in any reasonable way.
- F. If at least two Board members disagree with the decision of the Board Chair, the Board must vote on the decision.
- G. The board must vote on the chair's decision to spend any amount exceeding \$500 which is tied to inflation.

#### 5. BOARD VICE CHAIR ROLE

- A. The Board Vice Chair carries out the Chair's duties when the Chair cannot. The Board must acknowledge that the Vice Chair can do so and is suitable to replace the Chair.
- B. The Board Vice Chair must know and understand the policies and procedures of Board meetings.
- C. While carrying out the duties of the Board Chair, the Board Vice Chair must follow all policies and guidelines under BOARD CHAIR ROLE.

#### 6. BOARD SECRETARY ROLE

- A. The Board Secretary is an officer of the Board whose purpose is to make sure the Board's documents are accurate, accessible to the public, and safely stored.
- B. The Board Secretary is responsible for:
  - i. taking minutes at all meetings and submitting them to the Board Chair for approval
  - ii. making sure all approved minutes are made publicly available in a form chosen by the Board
  - iii. making sure all policies and bylaws are kept up-to-date and available to the public, and
  - iv. making sure all documents and filings are accurately recorded and submitted within five business days.
- C. The Board Secretary accesses and controls Board documents.
- D. The Board Secretary must be present at all Board meetings.
- E. The President delegates this role to a non-executive staff member.
- F. This role may take on a different name than stated above. The President may also give the Board Secretary more responsibilities.

#### 7. BOARD COMMITTEES

- A. The Board has two types of committees: standing committees and ad hoc committees.
- B. Standing committees focus on specific responsibilities of the organization.
- C. There are four standing committees:
  - i. the Elections Committee
  - ii. the Human Resources and Governance Committee
  - iii. the Finance Committee

- iv. the Society Committee
- D. Ad hoc committees of the Board are formed to fulfill a certain Board objective and are dissolved once the objective has been met.
- E. Ordinarily, the Board fills vacant seats on standing committees at the first meeting of the fiscal year (typically May 1), but it may add or remove members at any point during the year.
- F. Board committees are governed by their own terms of reference, and all follow these principles:
  - i. Committee meetings are closed to the public. Guests may be present if they ask to be.
  - ii. Committee business is confidential unless a clear statement says they should be made public.
  - iii. Committees or committee Chairs may not speak publicly for the committee or the Board without the approval of the Board.
  - iv. All committees are responsible for their results, and the Board holds them accountable for those results.

## 8. HUMAN RESOURCES AND GOVERNANCE COMMITTEE

- A. The Human Resources and Governance Committee is a committee of the Association Board of Directors, called in this section "the Committee."
- B. The Committee is governed under the terms of reference in this section and by the Association's governance policies.
- C. Membership and Composition
  - i. The Committee is made up of between three and five voting members of the Board of Directors.
  - ii. Directors remain on the Committee from their appointment until:
    - 1. they resign from the Committee, or
    - 2. they are no longer a member of the Board of Directors.
  - iii. The Committee aims to appoint new members and fill any vacancies by the end of September each year.
- D. Governance and Deliberation
  - i. The Committee appoints a Chair from among its members.
  - ii. The Committee works toward consensus on decisions. The Chair leads discussion and makes sure all members have an opportunity to be heard.
  - iii. When the Board must vote on a decision, that vote is passed by a majority (50 % of members plus one member). The Chair votes only to break a tie.
  - iv. The Committee Chair holds their position until the end of the fiscal year in which they are elected.
- E. Meetings
  - i. The Committee meets at least twice each Fall and Winter semester, and at least once in the Spring/Summer semester.
  - ii. Quorum of any meeting is three or more members.
- F. Responsibilities, Authority, and Deliverables
  - i. The Committee is responsible for all policies and issues relating to the Association's governance and to the Association's employees.
  - ii. The Committee is responsible for reviewing and deciding Board honorariums and compensation for the President and full-time employees. The Committee meets at least once each year to analyze these figures and make recommendations to the Board.

- iii. The Committee Chair gives the Board an oral report each meeting, and answers members' questions.
  - iv. The Committee Chair reports to the Board at least twice each fiscal year on progress, action, and recommendations.
  - v. The Committee may not make any binding decisions for the Association, except where noted in these terms of reference.
  - vi. The Committee may retain any counsel already being retained by the Association as long as doing so does not increase the fee of the service. Only the Board can approve any extra costs.
- G. Goals
- i. The Committee reviews the Association's governance practices, procedures, and policies.
- H. Budget
- i. The Board must approve all Committee spending in advance.

## 9. FINANCE COMMITTEE

- A. This committee is known in this section as "the Committee."
- B. Membership/Composition
- i. The Committee is made up of between three and five voting members of the Association's Board of Directors.
- C. Terms of Membership
- i. Directors remain on the Committee from their appointment until:
    1. they resign from the Committee, or
    - ii. they are no longer a member of the Board of Directors.
- D. Governance
- i. Committee members are elected from the Association's Board of Directors. From amongst themselves, the Committee will elect a Committee Chair. The Chair is a voting member of the Committee and rules on any tied vote.
  - ii. The Committee Chair holds their position until the end of the fiscal year in which they are elected.
  - iii. Quorum of any meeting is three or more members. Votes and motions are passed by a majority vote (50 % of members + one member).
  - iv. The Board Chair sits on this committee but may not vote.
  - v. The committee meets at least twice each semester in the Fall and Winter semesters, and at least once in the Spring/Summer semester.
  - vi. The Committee will aim to appoint new members and fill vacancies, if any, by the end of September each year.
- E. Formation
- i. The Finance Committee is responsible for financial oversight of the Association's expenses, budget, and all other financial matters that are important to the governance and oversight of the Association.
- F. Deliverables
- i. The Committee gives the Board a report of the Association's financial situation at least twice each fiscal year. Each year, the committee meets with the Association's President to review the upcoming budget before it is presented to the Board.
- G. Goals

- i. The goal of this Committee is internal auditing of the Association, with other goals being set from time to time by the Board of Directors.
- H. Communications
  - i. The Committee Chair gives the Board a verbal report at each meeting, and a written report twice per year.
- I. Resources and Budget
  - i. All expenses proposed by the committee must be approved by the Board in advance.
- J. Related Policies and Bylaws
  - i. This committee will be governed under these Terms of Reference, the Association's Governance Policies, and all policies related to financial matters of the Association.
- K. Jurisdiction
  - i. This committee may not make decisions that bind the Association in any way, except where noted in these terms.
  - ii. The Committee is responsible for communicating relevant information and findings to the Board, and for recommending any appropriate action.
  - iii. Upon the recommendation of the Committee, the Committee Chair may communicate with the senior staff (President, General Manager, Operations Manager, and the Accountant) with the purpose of requesting information of a financial nature.

## 10. TRAINING AND DEVELOPMENT

- A. The Board is responsible to orient new Board members and to improve their knowledge and skills through training.
- B. Board members will get regular orientation and training to develop their skills and to their understanding of their responsibilities.
  - i. All Board members must attend the Board training retreat to be held each year no later than August.
  - ii. Board members take part in at least one training and development session during the Fall semester and once during the Winter semester.
- C. The Board Chair is responsible for training and development; however, they may delegate this responsibility to the Human Resources and Governance Committee.
- D. The outgoing Board Chair provides training for the incoming Board Chair and Board Vice Chair.
- E. The outgoing Board Chair and the incoming Board Chair are both responsible for planning the Board Retreat.

## 11. COST OF GOVERNANCE

- A. The Board sets its governance budget for the following year in January.
- B. The governance budget of the Board includes:
  - i. honorariums for Board training and development
  - ii. Board Secretary compensation
  - iii. external consulting fees
  - iv. other costs the Board or Board Chair considers appropriate
- C. The Board's governance budget does not include the cost of elections or auditing costs of the Association.

## 12. BOARD MANAGEMENT DELEGATION

- A. The President is an employee of the Board and is not allowed to vote.
- B. The President presents a report at each regular Board meeting.
- C. Only motions passed by the Board are binding on the President.
- D. Decisions or instructions of individual Board members, officers, or committees are not binding on the President unless the Board has approved this authority.
- E. The Board evaluates only the President's performance. The Board may, through the President, evaluate full-time permanent staff from time to time.
- F. The Board advises the President through strategic direction and policy.