



# BOARD POLICY MANUAL

MAY 2024



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## 1. DEFINITIONS

1. **Annual Budget** means the set of financial estimates and projections for operating and capital needs during each fiscal year as approved by the Board.
2. **Annual Plan** means the annual set of organizational goals and the business plan for their realization each fiscal year.
3. **Annual General Election** means the annual election event in which the Board is elected by the membership.
4. **Annual Governance Calendar** means the annual schedule of routine governance matters.
5. **Annual Public Report** means the organizational report issued to the membership and public identifying organizational achievements, activities, and accountabilities.
6. **Association** means the Students' Association of Bow Valley College.
7. **Bi-monthly** means occurring once every second month.
8. **Board** means the governing board of directors of the association.
9. **Board Ad-hoc Committee(s)** means a temporary committee(s) established by the Board to assist the Board in analyzing a specific issue or set of issues and identifying a course of action.
10. **Board Standing Committee(s)** means a permanent committee(s) established by the Board to assist the Board in a continuing manner in an area relevant to the performance of its responsibilities.
11. **Budget/Actual Variance Report** means a quarterly report of organizational expenditure against the stated expectations of the annual budget during each fiscal year.
12. **By-Election** means an election occurring outside the annual general election period.
13. **Bylaws** means the bylaws as amended, which govern the association in accordance with the *Alberta Post-Secondary Learning Act*.
14. **Chief Returning Officer** means the person designated to act as the chief administrator of the association's elections and referenda.

15. **Clubs** means clubs and other subsidiaries of the association for which the association performs a facilitative, support, registrarial, and oversight role.
16. **College** means Bow Valley College located in Calgary, Alberta and its regional campuses.
17. **College Academic Council** means the Academic Council of Bow Valley College and committees thereof.
18. **College Administration** means the senior management of Bow Valley College
19. **College Board** means the Board of Governors of Bow Valley College and committees thereof.
20. **Consumer(s)** means the person(s) or population whom the association's services, operations, programs, activities, and advocacy initiatives are intended to benefit.
21. **Consumer Price Index** means the consumer price index, year over year, calculated by Statistics Canada.
22. **Director(s)** means an individual(s) elected to the Board by the membership.
23. **Executive Director** means the chief executive officer for the association, hired and supervised by the Board.
24. **Executive Director Annual Review** means the annual performance review of the Executive Director by the Board against the stated expectations of their job description.
25. **Ex-Officio** means by virtue of holding a particular office.
26. **External Advocacy Alliance** means any association wherein multiple other associations affiliate to enhance influence on matters of mutual interest, particularly with respect to representation to the various levels of government.
27. **External Committee(s)** means boards and/or committees that are not the Board or internal committees but to which the association is invited to designate Board-appointees.
28. **Fiscal Year** means the dates from July 1<sup>st</sup> to June 30<sup>th</sup> each year and regulates the financial management and reporting of the association.
29. **General Meeting** means an annual or special meeting of the membership in their ownership capacity.

30. **Governing Year** means the dates from May 1<sup>st</sup> to April 30<sup>th</sup> each year and regulates routine governance matters of the association.
31. **Incorporating Instrument** means the instrument established under the laws of Alberta that creates the association as a legal entity.
32. **Internal Committee(s)** means the standing and ad-hoc committees established solely under the authority the Board.
33. **Member** means a member as defined in the bylaws.
34. **Membership** means all members as defined in the bylaws.
35. **Organizational Performance Report** means a quarterly report on results achievement against the stated expectations identified in the strategic and annual plans.
36. **Owner** means an individual member in their capacity as part of the ownership of the association.
37. **Ownership** means the group on whose behalf the Board governs, which, in the case of the association, is the membership.
38. **Ownership Consultation** means the activities that create an informed and authentic connection between the Board and ownership, which enables the Board to act as an effective conduit between the ownership and staff.
39. **President** means the individual to serve as chair of the Board and chief governance officer for the association.
40. **Quorum** means the minimum number of Directors or members required to transact business.
41. **Referend(um/a)** means a vote(s) on a specific proposal put to the membership for their binding decision.
42. **Regulation(s)** means the regulation(s) established under the constitution and law(s) of Canada and the province of Alberta.
43. **SABVC** means the Students' Association of Bow Valley College.
44. **Secretary** means the Executive Director or designate responsible for the custody and maintenance of all governance records.

45. **Staff** means the association as it exists below the Board and includes employees, contractors, consultants, and other agents, etc.
46. **Stakeholder(s)** means a person(s) or entity(ies) with an interest or concern in the association.
47. **Statute(s)** means the constitution and law(s) of Canada and the province of Alberta.
48. **Strategic Plan** means the five-year plan that identifies strategic objectives, environmental trends and factors affecting their achievement, and action plans for their realization over the period.
49. **Unbonded** means without protection from losses sustained due to unscrupulous or irresponsible behaviour.
50. **Vice-President** means the individual to serve as vice-chair of the Board and deputy chief governance officer for the association.

## 2. GENERAL

1. These policies replace and supersede all policies of the Board of the association.
2. To the extent these policies contradict higher-order documents, including but not limited to statutes, regulations, the incorporating instrument, or bylaws, the higher-order documents shall prevail in order of sequence.
3. To the extent that lower-order documents contradict these policies, including but not limited to Board procedures, non-amendatory minuted resolutions, and administrative policies and procedures, these policies shall prevail.
4. The language in which the official business of the association is conducted shall be English.

## 3. BOARD ROLE DESCRIPTION

1. To ensure the successful performance of its governance role on behalf of the ownership, the Board will rigorously define the expected responsibilities of itself, the President, the Vice-President, and its individual Directors.
2. The collective role of the Board, as owner-representative, shall be as follows:
  - 2.1. to continually improve the mutual understanding and alignment between the Board and the ownership through regular ownership consultation activities;

- 2.2.** to ensure that the collective will of the ownership, as identified through ownership consultation activities, is enshrined in organizational policies, strategies, plans, budgets, procedures, and advocacy positions;
- 2.3.** to monitor and evaluate organizational performance in realizing the ownership's collective will through services, operations, programs, activities, and advocacy initiatives;
- 2.4.** to collectively advocate, on behalf of the ownership and with the support of staff, to those authorities materially affecting the successful realization of the association's goals;
- 2.5.** to safeguard the integrity, reputation, monies, real estate, and all other tangible and intangible assets of the association;
- 2.6.** to present reports and/or business before annual or special general meetings as required;
- 2.7.** to perform the role of the Board as defined in applicable statutes and regulations and the bylaws; and,
- 2.8.** to perform such other ancillary responsibilities as their collective position may from time to time require.

**3.** The role of the President, as board chair, shall be as follows:

- 3.1.** to perform the role of an individual Director;
- 3.2.** to act as the facilitative leader and presiding officer of Board and general meeting processes;
- 3.3.** to ensure all relevant governing documents and rules of order are adhered to during Board and general meeting processes;
- 3.4.** to act as the chief governance officer and chief representative of the association;
- 3.5.** to act as the lead advocate for the association to those authorities materially affecting the successful realization of its goals;
- 3.6.** to be a representative of the association on the College Board and lead its caucus on that body as a Board of Governors Representatives;
- 3.7.** to be a representative of the association on the College Academic Council and lead its caucus on that body;
- 3.8.** to act as the chief media spokesperson of the association;
- 3.9.** to submit a monthly report on their activities to the Board; and,
- 3.10.** to perform such other ancillary responsibilities as their position may from time to time require.

**4.** The role of the Vice-President, as vice-chair, shall be as follows:

- 4.1.** to perform the role of an individual Director;
- 4.2.** to act as the deputy chief governance officer and deputy chief representative of the association;
- 4.3.** to act as the deputy lead advocate for the association to those authorities materially affecting the successful realization of its goals;

- 4.4.** to be a representative of the association on the College Board as a Board of Governors Representatives;
- 4.5.** to be a representative of the association on the College Academic Council;
- 4.6.** to support the President in the performance of the President's role;
- 4.7.** to act as the President when the President is temporarily absent or unable to do so;
- 4.8.** to remain sufficiently knowledgeable to assume the President's role with reasonable proficiency in the event of a vacancy;
- 4.9.** to submit a monthly report on their activities to the Board; and,
- 4.10.** to perform such other ancillary responsibilities as their position may from time to time require.

**5.** The role of an individual Director shall be as follows:

- 5.1.** to continually improve their understanding of the ownership's collective will and enhance the alignment of the Board to the ownership through Board deliberations;
- 5.2.** to prepare for, attend, and participate in meetings of the Board and internal or external committees to which the Director is appointed;
- 5.3.** to act as the Board's liaison to any college faculties or bodies or sections of the ownership as appointed by the Board;
- 5.4.** to remain sufficiently knowledgeable of governing documents, trends, issues, and processes to do their part to ensure the full Board can successfully perform its role;
- 5.5.** to adhere to the Directors' Code of Conduct policy;
- 5.6.** to act as the facilitative leader and presiding officer of internal committee processes when appointed as a committee chair;
- 5.7.** to submit a quarterly report on their activities to the Board preceding quarterly self-reviews;
- 5.8.** to submit reports of learnings gained from any external events and/or conferences attended at the expense of the association; and,
- 5.9.** to perform such other ancillary responsibilities as their position may from time to time require.

**6.** The Board may further define the responsibilities of itself, the President, the Vice-President, and its individual Directors, through more detailed role descriptions approved from time to time by the Board provided they conform to the provisions of this policy.

**7.** The successful performance of the Board, the President, the Vice-President, and its individual Directors, shall be judged solely against the expectations established in this policy and more detailed role descriptions derived from it.



## 4. ANNUAL GOVERNANCE CALENDAR

1. To ensure the timely and successful completion of routine governance matters, the Board will establish an annual governance calendar to guide it throughout each governing year.
2. The Board will generally adhere to the schedule of routine governance matters detailed in the following annual governance calendar:

ANNUAL GOVERNANCE CALENDAR	
<b>MAY</b>	Governing Year Turnover (May 1 <sup>st</sup> ) Spring/Summer Planning, Budgeting Deliberation & Approval President & Vice-President/BoG Representative Appointment Annual Board Onboarding Program Annual College Board and Academic Council Appointments Annual Internal/External Committee Appointments Annual Presentation Schedule Adoption College Board Meeting College Academic Council Meeting Board Meeting President and Vice-President Monthly Report
<b>JUNE</b>	Board Training Session(s) Board Meeting College Board Retreat President and Vice-President Monthly Report
<b>JULY</b>	Fiscal Year Turnover (July 1 <sup>st</sup> ) Board Training Session(s) Quarterly Budget/Actual Variance Report Quarterly Organizational Performance Report Quarterly Board Performance Self-Review Internal Audit Board Meeting President and Vice-President Monthly Report
<b>AUGUST</b>	Board Training Session(s) External Audit Board Meeting President and Vice-President Monthly Report

<b>SEPTEMBER</b>	<ul style="list-style-type: none"> <li>Fall Planning, Budgeting Deliberation &amp; Approval</li> <li>External Membership Reviews (Five-Year Cycle)</li> <li>Board Training Session(s)</li> <li>Board Meeting</li> <li>President and Vice-President Monthly Report</li> </ul>
<b>OCTOBER</b>	<ul style="list-style-type: none"> <li>Quarterly Organizational Performance Report</li> <li>Quarterly Board Performance Self-Review</li> <li>Quarterly Budget/Actual Variance Report</li> <li>Board Meeting</li> <li>College Board Meeting</li> <li>College Academic Council Meeting</li> <li>President and Vice-President Monthly Report</li> </ul>
<b>NOVEMBER</b>	<ul style="list-style-type: none"> <li>Annual Public Report Release</li> <li>Annual General Meeting</li> <li>Annual Audit Report</li> <li>Board Meeting</li> <li>College Academic Council Meeting</li> <li>President and Vice-President Monthly Report</li> </ul>
<b>DECEMBER</b>	<ul style="list-style-type: none"> <li>Annual General Election Schedule Approval</li> <li>Winter Planning, Budgeting Deliberation &amp; Approval</li> <li>Board Meeting</li> <li>College Board Meeting</li> <li>College Academic Council Meeting</li> <li>President and Vice-President Monthly Report</li> </ul>
<b>JANUARY</b>	<ul style="list-style-type: none"> <li>Chief Returning Officer &amp; Appeals Committee Appointment</li> <li>Annual General Election</li> <li>Quarterly Organizational Performance Report</li> <li>Quarterly Board Performance Self-Review</li> <li>Quarterly Budget/Actual Variance Report</li> <li>Board Training Session(s)</li> <li>Annual Executive Director Review</li> <li>Annual Review &amp; Approval of Fee Adjustments</li> <li>Board Meeting</li> <li>President and Vice-President Monthly Report</li> </ul>
<b>FEBRUARY</b>	<ul style="list-style-type: none"> <li>Annual General Election</li> <li>Ownership Consultation Activity: Tuition Consultation</li> <li>College Academic Council Meeting</li> <li>President and Vice-President Monthly Report</li> </ul>

<b>MARCH</b>	Annual General Election Annual Review of Advocacy Statements Annual Board Transition Program College Board Meeting (Association Annual Presentation) College Academic Council Meeting President and Vice-President Monthly Report
<b>APRIL</b>	Annual Board Onboarding Program Quarterly Organizational Performance Report Quarterly Board Performance Self-Review Quarterly Budget/Actual Variance Report External Auditor Appointment President and Vice-President Monthly Report

## 5. INTERNAL COMMITTEES

1. The Board may, at its sole discretion, establish internal committees to assist the Board in the performance of its role.
2. When established, internal committees will adhere to the following principles:
  - 2.1. Internal committees will advise and assist the Board through the preparation of recommendations and analysis of alternatives or the oversight such processes and procedures that fall within the Board’s appropriate role. They will not be authorized to perform responsibilities that are properly reserved for the Board.
  - 2.2. Internal committees will not interfere with the proper delegation of operational management from the Board to staff. They will not be established to oversee matters duly delegated to the Executive Director nor authorized to direct staff except insofar as secretarial and administrative support has been assigned to them.
  - 2.3. Internal committees will be divided between permanent standing committees that assist the Board in a continuing manner in an area relevant to the performance of its responsibilities and temporary ad-hoc committees that assist the Board by performing specific, time-limited tasks or analyzing and recommending a course of action for a specific issue(s).

- 2.4.** Internal committees will have general terms of reference detailing their mandate, composition, regular meeting schedules, and, when ad-hoc, their dissolution dates.
- 2.5.** The Board will establish internal committees sparingly to limit the operational resources consumed by the requirement to provide them with secretarial and administrative support.
- 3.** Unless otherwise provided in their terms of reference, each internal committee will select a chair and vice-chair from among the Directors appointed to that committee at their first meeting of each governing year.
- 4.** As Secretary, the Executive Director shall provide or oversee the provision of such secretarial and administrative support to internal committees is needed to successfully perform their responsibilities.
- 5.** Staff assigned to provide secretarial and administrative support to internal committees shall be considered ex-officio, non-voting members of their respective committees.
- 6.** The standing committees of the Board shall be:
  - 6.1.** The Governance Committee, which shall regularly review the bylaws, Board policies, and other Board governing documents and processes, and periodically recommend any revisions and amendments deemed prudent or expedient to the Board.
  - 6.2.** The Advocacy Committee, which shall regularly review issues and recommend to the Board any stances or positions to be advocated toward those authorities materially affecting the achievement of the association’s goals. The Advocacy Committee also oversees ownership consultation activities on behalf of the Board and regularly report the aggregated information gathered from such activities to the Board.
  - 6.3.** The Finance Committee, which shall oversee internal control systems and annual and special purpose audit processes on behalf of the Board and advise the Board on the approval of financial statements.
- 7.** The terms of reference for standing committees shall adhere to the prescribed format established.
- 8.** The Board may further establish such ad-hoc committees as it shall deem expedient and the terms of reference for such committees shall adhere to the prescribed format established.

9. Internal committees shall meet according to the meeting schedules established in their terms of reference.
10. Ad-hoc committees shall automatically cease to exist as of the dissolution date established in their terms of reference unless the date is extended by the Board by amendment to said terms of reference.
11. Internal committee appointments shall generally be made on an annual basis at the first meeting of a new Board after the governing year turnover.
12. The Board shall annually make recommendations on internal committee appointments to the Board after conferring with Directors about their respective committee preferences.
13. The Board shall endeavour to ensure equitable, diverse, and inclusive representation when appointing Directors to its internal committees.
14. The composition of internal committees shall not exceed more than three (3) voting members.
15. Ex-officio appointments to internal committees shall be assigned to the respective positions appointed and not specific individuals. The terms of such appointees shall coincide with their occupying their respective positions.
16. This policy does not apply to any committee, task force, working group, or advisory body, whether permanent or temporary, established under the authority of staff.
17. The terms of reference for all internal committees may be made publicly available.

## **6. DIRECTORS' CODE OF CONDUCT**

1. The Board commits itself, the President, the Vice-President, and individual Directors to ethical, respectful, cooperative, and lawful conduct, including the proper use of any authority and appropriate decorum with respect to the positions occupied.
2. The Board expects the conduct of individual Directors to adhere to the following provisions:

- 2.1.** Directors' primary loyalty in respect of their offices is to the ownership and this loyalty supersedes any loyalties to staff, stakeholders, other organizations, or consumers.
- 2.2.** Directors are accountable to exercise the powers and perform the responsibilities of their positions honestly and in good faith. Directors shall exercise the degree of care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.
- 2.3.** Directors shall comply with all applicable statutes and regulations, bylaws, and Board policies and procedures.
- 2.4.** Where Directors are placed in a clear conflict of interest with respect to their fiduciary duty, they shall withdraw without comment from the deliberation and shall not vote on the item in which they are conflicted. Directors are not considered conflicted with respect to matters affecting their general rights and privileges as owners, Directors, or consumers of the association.
- 2.5.** Directors will maintain the appropriate discretion with respect to any confidential information disclosed to them by virtue of their positions, both during and after their terms.
- 2.6.** Directors will respect the appropriate distinction between their roles and the role of staff. Directors recognize the limits on their authority with respect to these distinctions and will not use their positions to attempt to exercise individual influence over staff decisions.
- 2.7.** Directors will establish and maintain cooperative and collegial relationships with members, other Directors, staff, and other stakeholders.
- 2.8.** Directors will accept the legitimacy of collective decisions made in accordance with due process at General, Board, and internal committee meetings, irrespective of any personal opposition thereto. Directors will not attempt to undermine the successful implementation of such decisions.
- 2.9.** When officially representing the association on external committees or in other organizational capacities, Directors will represent official positions of the association to the extent that they have been established. When such duties require consideration of issues for which the association has not established official positions, Directors shall, where possible, seek direction from the entire Board. Where timelines make receiving such direction impracticable, Directors shall endeavour to take a collective position which, in their opinion, reasonably aligns with the will of the Board and ownership.

- 2.10.** When interacting with members, media, or at public events, Directors will clearly indicate when opinions are their own and not those of the Board or association.
  - 2.11.** Directors shall be aware that they are public representatives of the association and shall endeavour through their conduct not to damage public faith or trust in the association.
  - 2.12.** Directors shall commit sufficient time to adequately fulfil the obligations of their positions and shall prioritize their obligations to the association over other extracurricular obligations.
  - 2.13.** Directors who seek employment with the association or college must first resign their positions.
- 3.** Any Director who, in the opinion of the Board, violates this policy is subject to discipline following SABVC and BVC's Code of Conduct.
  - 4.** The Board may establish further procedures related to the enforcement of this policy, provided that such procedures adhere generally to the principles of procedural fairness.

## **7. GENERAL MEETINGS**

- 1.** General meetings will be regulated to ensure effective and efficient deliberations on all matters concerning the membership.
- 2.** General meetings will adhere to all requirements of applicable statutes, regulations, and the bylaws and this and other Board policies and procedures.
- 3.** The annual general meeting shall generally occur each year between October 1<sup>st</sup> and November 30<sup>th</sup> at a date, time, and location determined by the Board.
- 4.** The notice period and agenda packets for annual general meetings shall be not less than twenty-one (21) days.
- 5.** The agendas for general meetings shall be drafted in advance by the President and secretarial support staff and approved by the members at the commencement of each meeting.
- 6.** Draft agendas for general meetings shall comply with the requirements of applicable statutes and regulations, bylaws, and Board policies and procedures and generally adhere to the prescribed format established.

7. The minutes of each general meeting shall be publicized in unofficial draft form not less than thirty (30) days following each meeting and republicized in official form after their approval by the members at a subsequent meeting. Meeting minutes will generally adhere to the prescribed format established.
8. Quorum for general meetings shall be fifty (50) members present either themselves or by proxy unless otherwise stated in the bylaws.
9. No item requiring or deliberating action will be placed on the agenda of a general meeting without a draft motion specifying the precise action to be deliberated.
10. Where the President and Vice-President are absent, the members shall elect a chair from among the Directors present for that general meeting. Where no Directors are present, the members shall elect a chair from among themselves for that general meeting.
11. Members may participate in meetings by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting if the association makes such means available. Members so participating are deemed present for the purpose of quorum.
12. The President may, subject to reversal by the members present, expel members or observers from general meetings for behaviour deemed to be lacking in appropriate decorum or disruptive to the effective and efficient discharge of meeting business.
13. The Board may establish further procedures governing the conduct of general meetings, provided such procedures adhere to applicable statutes and regulations, bylaws, this and other Board policies and procedures, and the principles of procedural fairness.
14. For all matters not covered under established procedures, the latest edition of the Robert's Rules of Order, Newly Revised shall apply.

## **8. BOARD MEETINGS**

1. Board meetings will be regulated to ensure effective and efficient deliberation on all matters concerning the Board of the association.
2. Board meetings will adhere to all requirements of applicable statutes, regulations, and the bylaws and this and other Board policies and procedures.
3. Agendas for Board meetings shall be drafted in advance and distributed by the President.



- 4.** Draft agendas for Board meetings shall comply with the requirements of applicable statutes and regulations, bylaws, and Board policies and procedures and adhere to the prescribed format established.
- 5.** Agenda packets for regularly scheduled Board meetings will be circulated not less than five (5) days in advance of a meeting to provide Directors with sufficient time to familiarize themselves with the business to be deliberated and the considerations related thereto.
- 6.** No missing information or errors in notice shall invalidate the proceedings of any meeting or any decisions taken thereat provided it conforms with the bylaws.
- 7.** The minutes of public Board meetings shall be publicized in unofficial draft form not more than thirty (30) days following each meeting and republicized in official form after their approval by the Board at a subsequent meeting. Meeting minutes will generally adhere to the prescribed format established.
- 8.** The votes of individual Directors shall be recorded in the minutes of Board meetings.
- 9.** Unless otherwise established in applicable statutes and regulations or bylaws, the quorum for meetings shall be a simple majority of existing Directors.
- 10.** If the number of Directors eligible to participate falls below the quorum threshold due to conflicts of interest, quorum is reduced accordingly.
- 11.** Where no quorum exists at the commencement of a meeting or quorum is lost during the meeting, the President will recess the meeting for up to one half (1/2) hour to allow quorum to be met and then adjourn the meeting.
- 12.** Directors shall provide appropriate notice of motion for any items of business they wish to place on the agenda.
  - 12.1.** All notices of motion will adhere to the prescribed format.
- 13.** Draft agenda items may be proposed by staff with the consent of the Executive Director and approval of the President.
  - 13.1.** Such agenda items shall specify whether the item seeks approval for recommended action or is merely for information.

- 13.2.** Reports will be submitted in time to be added to each draft meeting agenda or will appear on the draft agenda of a subsequent meeting at the discretion of the meeting chair.
- 13.3.** Reports related to action items shall adhere to the format established.
- 13.4.** Reports related to information items shall adhere to the format established.
- 14.** No item requiring or deliberating Board action will be placed on the agenda of a Board meeting without a draft motion specifying the precise action to be deliberated.
- 15.** Where both the President and Vice-President are absent, the Directors shall elect a chair from among themselves for that meeting.
- 16.** Board meetings shall enter confidential session when, in the opinion of the Board, it is in the best interests of the association to do so.
- 16.1.** The reasons for entering confidential session shall generally include:
- 16.1.1.** acquisition, sale, lease, and security of real property;
  - 16.1.2.** personnel matters and labour relations;
  - 16.1.3.** performance reviews;
  - 16.1.4.** contract negotiations;
  - 16.1.5.** litigation or potential litigation;
  - 16.1.6.** legal advice eligible for solicitor-client privilege;
  - 16.1.7.** wrongdoing disclosure;
  - 16.1.8.** matters of personal or public safety;
  - 16.1.9.** matters required by contract or statute to remain private; and,
  - 16.1.10.** matters of a sufficiently sensitive nature that it would pose an unacceptable risk for such matters to be publicly disclosed.
- 16.2.** A brief description of each confidential agenda item shall be included on the public agenda, excepting where an item's inclusion would not be in the interests of the association.
- 16.3.** When meeting in confidential session only Directors, assigned secretarial support staff, and other relevant staff shall be present. Where staff are themselves the subjects of business to be deliberated in confidential session, they are not permitted to be present.
- 16.4.** No motions are permitted in confidential session except procedural motions, motions providing direction to staff or solicitors with respect to unconcluded matters, or recommendations to public session.

- 17.** Special Board meetings shall be called by the President in consultation with secretarial support staff or upon the written request of three (3) Directors.
- 18.** Notice for special Board meetings shall generally attempt to conform to the requirements for regular meetings as the circumstances allow and business shall be restricted to that which is identified in the notice.
- 19.** A resolution approved in writing, either electronically or otherwise, by a majority of the Board shall have the same force and effect as a resolution approved at a properly constituted meeting and shall be recorded in the minutes for approval at a subsequent meeting.
- 20.** Written resolutions shall generally be permitted solely for time sensitive business that must be resolved prior to the next regular meeting or in other instances where it is impractical to hold a special meeting.
- 21.** Directors may participate in meetings by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting if the association makes such means available. Directors so participating are deemed present for the purpose of quorum.
- 22.** Directors shall withdraw without comment from participation in business in which they are conflicted. Directors are not conflicted with respect to matters affecting their general rights and privileges as owners, Directors, or consumers of the association.
- 23.** Members of the association have the right to observe all Board meetings, except confidential sessions, but do not have the right to vote, speak, or participate unless making a presentation at the invitation of the Board.
- 24.** The President may, subject to reversal by the Board, expel Directors or observers from Board meetings for behaviour deemed to be lacking decorum or disruptive to the effective and efficient discharge of Board business.
- 25.** The Board may establish further procedures governing the conduct of Board meetings provided such procedures adhere to applicable statutes and regulations, bylaws, this and other Board policies and procedures, and the principles of procedural fairness.
- 26.** For all matters not covered under established policies and procedures, the latest edition of the Robert's Rules of Order, Newly Revised shall apply.
- 27.** This policy, insofar as is appropriate, applies equally to internal committees, their chairs, and committee members.

## 9. ELECTIONS AND REFERENDA

1. The Board shall oversee the coordination of secure, free, fair, and transparent elections to Board and referenda of the membership as required.
2. Elections shall use the single vote procedure. The order that candidates appear on the ballot shall be alphabetical by last name.
3. The Board shall appoint a non-member with training in elections management to act as the Chief Returning Officer for all elections and referenda.
4. To ensure that annual general elections, by-elections, and membership referenda are secure, such processes shall adhere to the following provisions:
  - 4.1. Each member will vote in elections and referenda by secret ballot through a secure medium that ensures the privacy, anonymity, and accuracy of their individual vote.
  - 4.2. The voting medium shall be adequately protected against unauthorized access and any unauthorized access shall be immediately addressed and publicly reported.
  - 4.3. Any voting stations erected during the voting period allow members to vote without obstruction or undue influence.
  - 4.4. Members, and organizations whose memberships are comprised exclusively of members, shall be free to endorse or support candidates of their choice, excepting that directors and member staff will remain neutral during their official engagements or working hours.
  - 4.5. Candidates shall neither seek nor accept monetary or in-kind support, assistance, nor benefits of any kind from persons or organizations other than those who are members or exclusively comprised of members. Repayable loans do not constitute support, assistance, or benefits.
  - 4.6. Vandalization of promotional or campaign materials, or any other deliberate or malicious interference in election and referenda processes, shall be strictly prohibited and the association shall seek to punish such action within the scope of its authority.
5. To ensure that annual general elections, by-elections, and membership referenda are free, such processes shall adhere to the following provisions:

- 5.1.** Each candidate, provided they meet the nomination requirements established by the Bylaws and adhere to the procedures governing elections, shall be eligible to contest election results.
- 5.2.** Restrictions on the freedoms of candidates and their campaign agents are imposed solely to serve secure, fair, and transparent process.
- 5.3.** Candidates and their campaign agents may speak and act freely, excepting that they shall not engage in statements or acts deemed to be discriminatory, derogatory, obscene, slanderous, or otherwise indecent according to applicable laws, bylaws, policies, codes of conduct, or commonly accepted free speech standards.
- 5.4.** Candidates may affiliate in slates of up to three (3) candidates at their discretion, though their candidacies will be regulated separately by the Chief Returning Officer and candidates will maintain separate campaign promotions, materials, and expenses.
- 6.** To ensure that annual general elections, by-elections, and membership referenda are fair, such processes shall adhere to the following provisions:

  - 6.1.** A Chief Returning Officer (CRO) appointed to administer or oversee annual general elections, by-elections, or membership referenda shall remain impartial.
  - 6.2.** If the CRO finds themselves in a conflict of interest will recuse themselves from all election-related responsibilities in which they are conflicted. Officials are not conflicted by virtue of having an interest in matters affecting their general rights and privileges as members.
  - 6.3.** Benefits provided or restrictions imposed upon candidates and their campaign agents shall be provided or imposed on an equal basis unless differentiated as a result of disciplinary action.
  - 6.4.** Candidates holding positions within the association prior to and/or during annual general elections, by-elections, and membership referenda are prohibited from using such positions, and their available resources and/or benefits, to further their campaigns or preferences.
  - 6.5.** Staff shall remain impartial and not publicly or privately endorse or support any candidate. Member staff will remain impartial for the duration of their working hours and are prohibited from using their positions to further campaigns or preferences they support.

- 7.** To ensure that annual general elections, by-elections, and membership referenda are transparent, such processes shall adhere to the following provisions:
  - 7.1.** All official correspondence to candidates shall be made in writing to all candidates and/or prospective candidates as circumstances dictate.
  - 7.2.** The schedule for each annual general election, by-election, and membership referendum shall be publicly advertised not less than thirty (30) days in advance of its commencement. The commencement of elections shall begin at the opening of the nomination period.
  - 7.3.** All election and referendum-related notices to the membership shall be communicated in writing to the full membership.
  - 7.4.** Officials shall strive to ensure the maximum practicable promotion of annual general election, by-election, and referendum opportunities to the membership.
  - 7.5.** All disciplinary actions and complaints shall be communicated in writing between the relevant parties.
  - 7.6.** All election and referendum results shall be made publicly available at the earliest opportunity following their tabulation at the conclusion of voting.
  - 7.7.** The Chief Returning Officer shall provide a report to the Board following each annual general election, by-election, and/or membership referendum. Such reports shall be made available to the membership for not fewer than two (2) years.
- 8.** The annual general election schedule shall be determined each year for the following year prior to the first day of the winter semester. The annual general election shall be concluded each year prior to April 1<sup>st</sup>.
- 9.** Questions to be put to the membership in referenda shall be approved by the Board or petition at least one hundred twenty (120) days prior to the proposed referenda dates.
- 10.** Unless otherwise determined by the Board, referenda shall occur concurrently with annual general elections.
- 11.** The Board may establish further procedures governing the conduct of elections and referenda, provided such procedures adhere to this policy, the principles of procedural fairness, and are not amended less than thirty (30) days prior to the commencement date of an election or referendum event.

## 10. OFFICER SELECTION

1. The Board shall oversee the coordination of secure, free, fair, and transparent selection processes for its officers.
2. Each year not more than five (5) days following the governing year turnover, the Board shall meet at the call of the Secretary to select by secret ballot a President and Vice-President from amongst the Directors.
3. The President and Vice-President positions shall be selected separately and in immediate succession, with the President selected first.
4. The process for selecting the President and Vice-President shall be as follows:
  - 4.1. Directors will rank the candidates in order of preference from one through to the number equal to the total number of candidates. Directors must rank all candidates, or their ballots will be declared invalid by the Secretary.
  - 4.2. Candidates will receive scores equivalent to their position on each ballot ranking for all valid votes cast. One point for a first-place ranking, two points for a second-place ranking, and so on.
  - 4.3. The overall scores for each candidate will be totaled and if one candidate has the lowest overall score amongst all the candidates then that candidate shall be declared the winner.
  - 4.4. If multiple candidates are tied for the lowest score, the candidate with the highest number of first preferences shall be declared the winner. If multiple candidates who are tied for the lowest overall score are also tied for the number of first preferences, the same process will repeat itself with subsequent preference rankings (second, third, fourth preferences and so on) until a winner can be declared.
5. In the event of a mid-term vacancy in the office of President, the Vice-President will become President for the remainder of the term.
6. In the event of a mid-term vacancy in the office of Vice-President, the Board will select a new Vice-President in accordance with the selection process outlined in this policy at its next regular meeting following the vacancy.
7. In the event of a simultaneous mid-term vacancy in the offices of President and Vice-President, the Board will select a new President and Vice-President at the earliest convenience.

8. The Board may establish further procedures governing the conduct of selection processes, provided such procedures adhere to this policy, the principles of procedural fairness, and are not amended less than thirty (30) days prior to the commencement date of a selection event.

## **11. DIRECTORS' HONORARIA**

1. Directors, though not staff, will be adequately compensated for the governance services they provide to ensure effective and efficient governance of the association.
2. Directors shall be paid monthly honoraria.
  - 2.1. The President and Vice-President may be paid individual honoraria based on position requirements.
  - 2.2. All other Directors shall receive the same base honoraria.
3. The honorarium amounts for officers and directors, and any alterations thereto, shall be recommended by the Board to the members for approval at a general or special meeting.
4. Alterations to directors' honoraria approved at a general or special meeting shall not take effect until a general election and governing year turnover shall have intervened.
5. The association shall have no responsibility for the withholding, collection, or payment of any taxes on Directors' behalf or for Directors' benefit, including but not limited to income taxes, employment insurance, Canada Pension Plan, and workers' compensation.

## **12. BOARD AND DIRECTORS' SELF-REVIEW**

1. The Board will conduct regular self-reviews of its own performance and that of its Directors to ensure that such performance meets the standards set out in governing documents and the expectations of the ownership.
  - 1.1. Directors will conduct anonymous quarterly self and peer reviews of the Board, themselves, and their individual peers, generally in the months of July, October, January, and April each year.
  - 1.2. Directors shall submit their self-reviews prior to the commencement of each quarterly review process.



- 1.3. Such reviews shall be solely against the stated performance and conduct expectations of the position occupied.
- 1.4. The privacy of Directors shall at all times be respected and the results of peer and self-reviews shall be delivered in private.
2. Instances of substandard performance or conduct shall, wherever possible, be rectified privately, positively, and voluntarily by the President and/or Vice-President on behalf of the Board. Where such instances cannot be rectified in such manner Directors are subject to appropriate discipline by the Board up to the maximum extent of the Board's authority as established in applicable statutes and regulations and bylaws.
3. The Board may establish further procedures governing its self-review, provided such procedures adhere to this policy, the principles of procedural fairness, and are not amended less than thirty (30) days prior to a review event.

## **13. ANNUAL BOARD ONBOARDING AND DEVELOPMENT**

1. The Board recognizes the importance of governing well and will continually improve its capacity to do so, both through its onboarding program and regular professional development.
2. The annual onboarding and development cycle will occur in the following overlapping phases:
  - 2.1. The first phase will take place at the Orientation Day, which is the initial training and development opportunities mandatory to all elected candidates. Orientation Day's goal is to introduce SABVC, its governing body, roles, and key student leader's info such as meeting dates, work schedule, reporting structure and introduction to the bylaws.
  - 2.2. The second phase will occur between the finalization of election results and not more than thirty (30) days following the governing year turnover. Training and development opportunities will be provided to all incoming Directors during this period as part of the Board's onboarding program as part of the Onboarding Program.
  - 2.3. The third phase will occur in alignment with the governing year. Continuous training and development opportunities will be provided to all Directors during this period.
3. The topics generally covered in training and development opportunities will include:

- 3.1. governing documents and legal environment;
  - 3.2. strategic trends and challenges;
  - 3.3. elections and referenda management;
  - 3.4. Board roles, internal committee roles, and Directors' conduct;
  - 3.5. team leadership;
  - 3.6. meetings and rules of order;
  - 3.7. ownership consultation;
  - 3.8. advocacy and external representation;
  - 3.9. strategic and annual planning;
  - 3.10. financial planning and budgeting;
  - 3.11. CEO-level human resources, employment law, and Board-Executive Director relationship;
  - 3.12. organizational performance evaluation;
  - 3.13. equity, diversity, and inclusion;
  - 3.14. communications and media relations;
  - 3.15. auditing and wrongdoing disclosure; and,
  - 3.16. operational delegation and oversight.
4. Training and development opportunities will generally be coordinated and administered by staff. Where there could be perceived self-interest, or it is more expedient to do so, staff shall engage disinterested third parties to provide such training and development opportunities to the Board.
  5. Internal committees will receive appropriate training and development opportunities to ensure the successful performance of their respective mandates and responsibilities.
  6. The Board may establish further procedures governing onboarding and development, provided such procedures adhere to this policy and are not amended less than thirty (30) days prior to the commencement of an annual onboarding and development cycle.

## **14. ADVOCACY AND EXTERNAL REPRESENTATION**

1. The Board will provide a strong system of advocacy and external representation toward those authorities materially affecting the successful realization of the association's goals.
  - 1.1. The Board will establish, either on its own initiative or the advice of its Advocacy Positions Committee, organizational advocacy position statements on those matters it deems expedient to do so. Such statements shall adhere to the format established.

- 1.2.** Once adopted, such advocacy position statements shall be advocated by official representatives of the association to all relevant responsible authorities, noting that the Board may prioritize the advocacy of specific statements deemed most significant in the interest of their successful adoption.
  - 1.3.** The Board, either on its own initiative or the advice of its Advocacy Committee, will review existing advocacy position statements annually in the month of March and remove from its active list any statements that it deems obsolete.
  - 1.4.** Advocacy position statements will be automatically repealed five (5) years after their adoption date unless renewed by the Board.
- 2.** When officially representing the association on external committees and in other external organizational capacities, Directors will represent official positions of the association to the extent that they have been established. When such duties require consideration of issues for which the association has not established official positions, Directors shall, where possible, seek direction from the entire Board. Where timelines make receiving such direction impracticable, Directors shall take it back to the Board for further discussions.
- 3.** When invited to make external committee appointments, the Board will assess whether such invitations are made in good faith and are in the best interests of the association. If, in the opinion of Board, an offer is not made in good faith or making or retaining an appointment is not in the best interests of the association, it reserves the right to refuse or rescind such appointments.
- 4.** External committee and other advocacy appointments shall generally be made on an annual basis at the first meeting of a new Board after the governing year turnover.
- 5.** The Board shall annually make recommendations on external committee appointments after conferring with incoming Directors about their respective committee preferences.
- 6.** The Board shall endeavour to ensure equitable, diverse, and inclusive representation when appointing Directors to external committees.
- 7.** The association may, on the initiative of the Board, join or affiliate with external advocacy alliances for the purpose of enhancing influence on matters of mutual interest, particularly with respect to representation to the various levels of government.
  - 7.1.** The association will only join or affiliate with such external advocacy alliances provided that:

- 7.1.1.** the bylaws and policies of the external advocacy alliance do not contradict or override the association’s bylaws and policies; and,
  - 7.1.2.** the bylaws and policies of the external advocacy alliance respect the association’s autonomy and self-determination.
- 7.2.** The Board, with administrative support from staff, shall review any memberships in external advocacy alliances at least every five (5) years. Such reviews shall consider their effectiveness and efficiency for the contribution in human and financial resources made by the association.
- 7.3.** Once such reviews have been conducted, the Board will make determinations with respect to the continuance or termination of such memberships as the circumstances dictate.
- 8.** Staff will provide support to the Board, the Advocacy Committee, and Directors in the research, development, drafting, and representation of its advocacy positions. The Executive Director will assign support staff to assist Directors in their representation of organizational positions to external committees.
- 9.** All advocacy position statements approved by the Board shall be available to membership.

## **15. EXECUTIVE DIRECTOR ROLE DESCRIPTION**

- 1.** To ensure the effective and efficient management of the association, the Board shall employ a chief executive officer titled the Executive Director who shall have overall responsibility for the affairs of the association under the supervision of the Board.
- 2.** The Executive Director shall take direction solely from the Board through its properly adopted policies and resolutions. No Director(s), including the President and Vice-President, nor committee(s) shall direct the Executive Director.
- 3.** The Executive Director will generally attempt to fulfill requests for information from Director(s), including the President and Vice-President, nor committee(s) except where providing such information would violate applicable statutes and regulations, bylaws, or Board policies and procedures, or protection of appropriate privacy, or its compilation would constitute a material use of organizational resources.
- 4.** The Executive Director shall be the head of the staff and staff shall report to the Board solely through the Executive Director. However, third-party supports, such as solicitors, auditors, and other consultants required directly by the Board, shall report to the Board independently of the staff.

5. The Executive Director shall be the Secretary. The Executive Director may further delegate this responsibility but remains accountable for its use.
6. The responsibilities of the Executive Director include but are not limited to the following:
  - 6.1. support, either directly or indirectly, the work of the Board, its internal committees, and its Directors;
  - 6.2. recommend strategic and annual plans for Board approval according to established planning cycles and oversee the successful implementation of approved plans;
  - 6.3. recommend an annual budget for Board approval each year and oversee the successful implementation of approved budgets;
  - 6.4. hire, supervise, and terminate, either directly or indirectly, all other staff; and,
  - 6.5. ensure organizational compliance with all applicable statutes and regulations, bylaws, and Board policies and procedures.
7. The Board may further define the responsibilities of the Executive Director in a more detailed job description approved from time to time by the Board provided it conforms to the provisions of this policy.
8. The successful performance of the Executive Director shall be judged solely against the expectations established in this policy and any detailed job description derived from it.

## **16. EXECUTIVE DIRECTOR PERFORMANCE REVIEW**

1. The Board will conduct an annual review of Executive Director performance to ensure that such performance meets the standards set out in governing documents, agreements the association has made governing conditions of employment, and the expectations of the Board.
2. The Board will generally review the performance of the Executive Director each year in the month of January.
  - 2.1. The privacy of the Executive Director shall be respected at all times and the results of reviews shall be delivered in private.
3. Instances of substandard performance shall, wherever possible, be rectified privately, positively, and voluntarily by the President and/or Vice-President on behalf of the Board. Where such instances cannot be rectified in such manner the Executive Director is subject to appropriate discipline by the Board up to the maximum extent of the Board's authority as established in applicable statutes and regulations, bylaws, and agreements the association has made governing conditions of employment.

4. The Board may establish further procedures governing Executive Director performance review, provided such procedures adhere to this policy, the principles of procedural fairness, and are not amended less than thirty (30) days prior to a review event.

## **17. STRATEGIC AND ANNUAL PLANNING**

1. The association will, at the direction of the Board, engage in both strategic and annual planning to ensure the improved realization of its goals.
2. All strategic directions of the association shall emanate from a strategic plan approved by the Board, renewed on a five (5) year cycle, and reviewed annually for modifications.
  - 2.1. The strategic plan will be operationalized each year by an annual plan approved by the Board. The annual plan will align services, operations, programs, activities, and advocacy initiatives with the results set out in the strategic plan.
  - 2.2. The strategic planning process will continually be informed by ownership consultation activities overseen by the Board and supported by staff.
  - 2.3. The renewal and replacement of the strategic plan will generally occur leading up to the month of January every fifth (5<sup>th</sup>) year and take effect at the following governing year turnover.
  - 2.4. The renewal and replacement of the annual plan and reviewing and modifying the strategic plan will generally occur between the governing year turnover and August 1<sup>st</sup> of each year.
3. All strategic and annual plans approved by the Board shall be made publicly available to membership.
4. The Executive Director will regularly report to the Board on organizational performance against the stated expectations of the strategic and annual plans, including any remedial action taken or recommended in cases of inadequate internal performance.
5. The association will publicize an annual report to the ownership and public summarizing its achievements, activities, and accountabilities.

## **18. FINANCIAL PLANNING AND BUDGETING**

1. The Board commits the association to the prudent planning and use of the financial resources supplied to it.

2. The Board will review and approve fee adjustments once each year as per the Bylaws.
3. The Executive Director will submit a draft annual budget for Board approval each year, generally in the month of May. The budget will be approved by the membership at the annual general meeting.
4. Each draft budget shall:
  - 4.1. materially align with the priorities detailed in the strategic and annual plan(s) covering the budget period;
  - 4.2. assure long-term financial health and mitigate any risks of financial jeopardy;
  - 4.3. include a credible projection of revenues and expenses, a separation of capital and operating items, cash flows, and a disclosure of any planning assumptions; and,
  - 4.4. provide sufficient financial resources to meet governance requirements including:
    - 4.4.1. elections and referenda;
    - 4.4.2. ownership consultation activities;
    - 4.4.3. audit and other third-party supports;
    - 4.4.4. Board onboarding and development;
    - 4.4.5. Board and internal committee meetings and logistics;
    - 4.4.6. Director expenses incurred; and,
    - 4.4.7. Directors' honoraria as fixed by Board resolution.
5. All annual budgets and financial plans approved by the Board, and the variance reports pertaining thereto, shall be made publicly available.
6. The Executive Director is authorized to expend up to one third (1/3) of the amounts for budget line items from the preceding fiscal year until such time as the annual budget is approved.
7. The Executive Director and/or designated staff(s) will regularly report to the Board on material variances against the stated assumptions contained in the annual budget, including any remedial action taken or recommended. Such reports will be made quarterly in the months of July, October, January, and April each year.

## **19. OWNERSHIP CONSULTATION**

1. The Board commits the association to continuous alignment with the collective will of its ownership through its policies, procedures, plans, and budgets, and the services, operations, programs, activities, and advocacy initiatives derived from them.
2. The Board will plan, through the Advocacy Committee, regular ownership consultation activities.

3. Ownership consultation planning and activities shall:
  - 3.1. engage members in their capacity as the collective ownership of the association and not as its individual members or stakeholders;
  - 3.2. be future-facing and inform the forward planning and budgeting of the association by defining those results the ownership wishes to see realized;
  - 3.3. gather input in a manner that adequately reflects the ideological and demographic diversity of the ownership and all its relevant population segments; and,
  - 3.4. aggregate data in a systematized fashion to best assist decision-making processes.
4. Ownership consultation shall generally use both direct and indirect methods of information gathering.
  - 4.1. Direct methods include methods which collect primary data from owners directly such as online and intercept surveys, focus groups, deliberative polling, and open engagement events.
  - 4.2. Indirect methods include methods which enhance organizational insight about matters affecting the ownership indirectly from other sources such as environmental scans, secondary research, expert presentations, and monitoring wider demographic and statistical trends.
5. Staff will provide support in the planning, execution, data management, and reporting of all ownership consultation activities.
6. The Advocacy Committee will provide reports to the Board which aggregate and contextualize the information collected through ownership consultation activities.
7. All ownership consultation reports will be made publicly available.
8. The Board may establish further procedures governing ownership consultation activities, provided such procedures adhere to this policy.

## **20. OPERATIONAL DELEGATION**

1. The Board delegates the management and supervision of organizational operations to the Executive Director provided the conduct of said operations adheres to all applicable statutes and regulations, bylaws, this and other Board policies and procedures, and other commonly accepted professional ethics and business practices.



- 2.** For all matters necessary to the effective and efficient management of the association but where this policy prohibits the Executive Director from acting on their sole authority, the Executive Director will seek Board approval prior to commencing a specified action.
- 3.** The Executive Director will not allow the ownership, Board, or internal committees to be uninformed or unsupported in the performance of their responsibilities.
  - 3.1.** The Executive Director will ensure that meeting notices, agenda distributions, minutes publication, financial statements publication, and other necessary disclosures, are timely, accurate, complete, and accessible.
  - 3.2.** The Executive Director will ensure that strategic and annual plans and reports, and annual budgets and variance reports to the Board are timely, accurate, complete, and publicly accessible.
  - 3.3.** The Executive Director will not permit the ownership, Board, or internal committees to be unaware that, in the opinion of the Executive Director, there is actual or anticipated noncompliance with applicable statutes and regulations, bylaws, or their own policies, procedures, plans, and budgets.
  - 3.4.** The Executive Director will ensure that the ownership, Board, and internal committees have sufficient secretarial, administrative, and advisory support in the performance of their responsibilities.
  - 3.5.** The Executive Director will ensure the Board and internal committees are provided with sufficient information when making decisions, including objective reasoning, environmental scanning, analysis of options and alternatives, and decision implications. Such information will not be presented in an overly complex, lengthy, or otherwise illegible format.
  - 3.6.** The Executive Director will not allow the Board to be without significant incidental information in a timely fashion including but not limited to anticipated adverse media coverage, threatened or pending lawsuits, or material internal and external changes.
  - 3.7.** The Executive Director will provide new Boards, internal committees, and their Directors with an adequate orientation and continuing professional development program.
  - 3.8.** The Executive Director will proactively identify materially important trends and challenges in the association's strategic environment, develop strategies to

address them, and inform or recommend action to the Board and internal committees as needed.

- 3.9.** The Executive Director will not deal with Directors, including the President and Vice-President, in a manner that favours or privileges certain individuals over others except when fulfilling individual requests for information, providing appropriate secretarial and administrative supports based on position requirements, or responding to Board authorized requests.
- 3.10.** The Executive Director will not allow the Board, internal committees, or their Directors to be without a workable mechanism for official communications.
- 3.11.** The Executive Director will not allow the association to be without a workable mechanism for communicating with the ownership on governance and advocacy matters, nor fail to ensure the ownership is appropriately informed on such matters.
- 4.** The Executive Director will not allow members to be subject to conditions, procedures, or decisions that are unsafe, untimely, undignified, or unnecessarily intrusive.
  - 4.1.** The Executive Director will not elicit information from consumers for which there is no clear necessity.
  - 4.2.** The Executive Director will not use methods of collecting, reviewing, transmitting, or storing consumer information that fail to protect against improper or unauthorized access to the material.
  - 4.3.** The Executive Director will operate offices, service outlets, other organizational spaces, or online platforms, with the appropriate intercultural sensitivity, accessibility, and privacy.
  - 4.4.** The Executive Director will not allow the association to be without a workable mechanism for communicating with members, nor fail to disseminate accurate, complete, and timely information to members about services, operations, programs, activities, or other organizational offerings provided.
  - 4.5.** The Executive Director will provide members with the maximum practicable opportunities for consultation, participation, and feedback on the management of services, operations, programs, activities, or other organizational offerings provided.

- 4.6.** The Executive Director will establish a clear understanding with members of what can and cannot be expected from services, operations, programs, activities, and partnerships.
- 5.** The Executive Director will not allow the association to be without appropriate policies and procedures for the establishment, support, oversight, and dissolution of clubs, nor allow clubs to be subjected to conditions, procedures, or decisions that are unfair, unjust, unclear, untimely, undignified, or unnecessarily intrusive.
  - 5.1.** The Executive Director or designated staff will ensure the provision of necessary support and facilitation to clubs to guarantee a coordinated, cooperative, and active inter-campus life and adequately enable members to participate in athletic, religious, cultural, social, and other recreational pursuits.
  - 5.2.** The Executive Director will not allow clubs to expose the association to unjustified risk or liability.
  - 5.3.** The Executive Director will not allow clubs to be without sufficient governance, financial, and ethical oversight.
  - 5.4.** The Executive Director will ensure that policies and procedures governing clubs conform to the *Chicago Principles on Freedom of Expression*.
  - 5.5.** The Executive Director will not impinge upon the appropriate editorial independence of clubs that disseminate journalistic publications.
  - 5.6.** The Executive Director will not allow clubs to behave in a manner inconsistent with organizational values.
  - 5.7.** The Executive Director or designated staff will ensure clubs are informed of their rights, privileges, and obligations under this policy and provide a mechanism for clubs who believe said rights have not been respected to have such concerns addressed.
- 6.** The Executive Director will not allow staff to be subjected to conditions, procedures, or decisions that are unnecessarily unsafe, unfair, undignified, disorganized, or unclear.
  - 6.1.** The Executive Director will not allow the association to be noncompliant with applicable employment statutes and regulations.
  - 6.2.** The Executive Director will not allow the association to operate without written personnel policies and procedures that clarify conduct expectations and working conditions, provide for the effective and efficient handling of grievances, and protect adequately against unsafe, wrongful, or abusive conditions.

- 6.3.** The Executive Director will not allow paid staff to be without a documented job description nor clarity on the performance expectations against which they will be assessed.
  - 6.4.** The Executive Director will not allow the staff to operate without a defined organizational structure reflected in an organizational chart that clarifies the ordering of positions and lines of reporting and accountability.
  - 6.5.** The Executive Director, within organizational resource constraints, will not allow staff to be without the tools, resources, knowledge, or support necessary to perform their jobs.
  - 6.6.** The Executive Director will not accept a workplace culture that is anything other than cohesive, respectful, supportive, inclusive, interculturally sensitive, and accessible.
  - 6.7.** The Executive Director will not retaliate or otherwise discriminate against staff for nondisruptive expressions of dissent.
  - 6.8.** The Executive Director will not allow staff to be unprepared to deal with emergency situations.
  - 6.9.** The Executive Director will not allow staff vacation to significantly disrupt organizational operations.
  - 6.10.** The Executive Director will ensure staff are informed of their rights and obligations under this policy and provide a mechanism for staff who believe said rights have not been respected to have such concerns addressed.
- 7.** The Executive Director will not allow the compensation, benefits, and employment conditions of paid staff to cause or allow jeopardy to financial integrity or public image.
    - 7.1.** The Executive Director will not change their own compensation and benefits except as consistent with a package for all other paid staff.
    - 7.2.** The Executive Director will not promise or imply permanent or guaranteed employment.
    - 7.3.** The Executive Director will not establish compensation and benefits that deviate materially from the geographic, professional, and sectoral markets for the skills employed.

- 7.4.** The Executive Director will not create obligations over a longer term than revenues can be safely projected, in no event longer than one (1) year and in all events subject to losses in revenue.
- 8.** The Executive Director will not allow the finances of the association to be in jeopardy, nor allow material deviation of actual expenditures from the annual budget or organizational plans and priorities.
- 8.1.** The Executive Director will not expend more funds than have been received to date, except where the resulting debt can be repaid by certain and otherwise unencumbered revenues within sixty (60) days.
- 8.2.** The Executive Director will not conduct interfund loans in an amount greater than can be repaid by certain and otherwise unencumbered revenues within thirty (30) days.
- 8.3.** The Executive Director will not use any long-term reserves.
- 8.4.** The Executive Director will settle payroll and debts in a timely manner.
- 8.5.** The Executive Director will not allow tax payments and other government ordered payments and filings to be overdue or inaccurately or incompletely filed.
- 8.6.** The Executive Director will not make a single unbudgeted purchase or commitment of over ten thousand (\$10,000.00) dollars. Splitting orders to avoid this limit is prohibited.
- 8.7.** The Executive Director will not acquire, encumber, or dispose of real estate without a formal plan and the Board approval.
- 8.8.** The Executive Director will aggressively pursue receivables after a reasonable grace period.
- 9.** The Executive Director will not cause or allow organizational assets to be unprotected, inadequately maintained, or unnecessarily risked.
- 9.1.** The Executive Director will not permit the association to have inadequate insurance against property and casualty losses.
- 9.2.** The Executive Director will not unnecessarily expose the association, the Board, its internal committees, or staff to claims of liability.

- 9.3.** The Executive Director will not allow unbonded staff access to material amounts of funds.
- 9.4.** The Executive Director will not subject assets to improper wear and tear or insufficient maintenance.
- 9.5.** The Executive Director will not make purchases that do not result in appropriate level of quality, after-purchase service and value for dollar, or do not provide an opportunity for fair competition.
- 9.6.** The Executive Director will not make or allow to be made any purchase wherein normally prudent protection has not been given against conflict of interest.
- 9.7.** The Executive Director will not make any purchase of over ten thousand (\$10,000.00) dollars without having obtained comparative prices and quality. Splitting orders to avoid this limit is prohibited.
- 9.8.** The Executive Director will not make any purchase of over fifty thousand (\$50,000.00) dollars without a stringent method of assuring the balance of long-term quality and cost. Splitting orders to avoid this limit is prohibited.
- 9.9.** The Executive Director will not invest or hold operating capital in insecure or high-risk instruments or in non-interest-bearing accounts, except where necessary to facilitate ease in operational transactions.
- 9.10.** The Executive Director will protect intellectual property, information, and files from unauthorized access, loss, or significant damage.
- 9.11.** The Executive Director will not receive, process, or disburse funds under internal controls that are insufficient to meet the external auditor's standards.
- 9.12.** The Executive Director will not compromise the independence of audits or other external advice, such as by engaging parties already chosen by the Board as consultants or advisors.
- 9.13.** The Executive Director will not endanger the association's public image, credibility, or ability to accomplish its goals.
- 9.14.** The Executive Director will not change the association's name or substantially alter its identity in the community.

- 10.** The Executive Director will protect the association from a sudden or unexpected loss of the Executive Director’s services. The Executive Director will ensure that the association has a Board-approved contingency plan.
- 11.** The Executive Director may establish all further administrative policies and procedures, provided such policies and procedures.
  - 11.1.** conform to all applicable statutes and regulations, bylaws, and Board policies and procedures;
  - 11.2.** apply equally to all members, clubs, and staff as circumstances dictate; and,
  - 11.3.** are comprehensible, enforceable, nonretroactive, and not altered excessively frequently.
- 12.** To the extent administrative policies and procedures contradict higher-order documents, the higher-order documents shall prevail in order of sequence.
- 13.** The Executive Director will periodically report to the Board on the methods and approaches assuring organizational compliance with this policy.
- 14.** The Executive Director will report any violations of Board policies, including remedial action taken or recommended, to the Board at the earliest practicable opportunity.
- 15.** Violations of this policy not reported by the Executive Director are subject to wrongdoing disclosure.

## **21. OPERATIONAL COMPLAINTS**

- 1.** In respecting its delegation of daily operations to the Executive Director, the Board and its Directors commit to handling operational complaints by individuals in a manner appropriate to that delegation.
- 2.** Directors shall adhere to the following guidance in instances where they receive operational complaints:
  - 2.1.** The Director(s) shall first inquire if the proper internal staff processes for registering concerns have been followed. If not, the individual shall be directed to the appropriate person, and the Director(s) shall take no further action.
  - 2.2.** If internal staff processes have been followed and the concern has not been resolved through that action, the Director(s) shall explain to the individual that the Board has delegated certain responsibilities to the Executive Director, and that the Board holds the Executive Director accountable.

3. The Board may establish further procedures governing the redress of operational complaints provided such procedures adhere to this policy.

## **22. WRONGDOING DISCLOSURE**

1. If instances of wrongdoing impacting the Association's operations and/or integrity are not promptly and fully addressed under administrative policies and procedures, the Board authorizes staff to bring such wrongdoings to its attention.
2. Wrongdoings include but are not limited to:
  - 2.1. accounting, auditing, or other financial reporting fraud or misrepresentation;
  - 2.2. miscarriage of justice;
  - 2.3. violations of federal or provincial laws that could result in fines or civil damages payable by the association, or that could otherwise significantly harm the association's reputation or public image;
  - 2.4. unethical business conduct or illegal conduct, such as theft, corruption, bribery, violence or threatened violence, and criminal damage against property;
  - 2.5. involvement in activities that can pose a danger to the health, environment, safety, or well-being of members, employees, volunteers or the public;
  - 2.6. breach of internal policies and procedures; and,
  - 2.7. bullying, physical or sexual harassment, discrimination, and those actions impacting on dignity at work.
3. A disclosure may be filed even before the occurrence of the wrongdoing where there is reasonable and justifiable evidence that wrongdoing is about to occur.
4. Disclosures of wrongdoing to the Board will generally adhere to the prescribed format established.
5. The Board will ensure that all such matters brought to its attention are appropriately investigated.
6. If a wrongdoing is verified the Board will take all appropriate actions that are within its authority to rectify the matter and may disclose the matter publicly in an appropriate way at the appropriate juncture.
7. A complainant will not be discharged, demoted, suspended, threatened, harassed, or in any other manner discriminated against for disclosing a genuine concern to the Board. Complainants will be subject to progressive discipline for disclosures made in bad faith or deemed to be vexatious, frivolous, or malicious.



8. All complaints will be treated as confidential and sensitive. In addition, the complainant shall be provided the opportunity to remain anonymous, save and except in those circumstances where the nature of the disclosure or the resultant investigation make it necessary to disclose identity such as legal investigations or proceedings. In such cases, all reasonable steps shall be taken to protect the complainant from harm for having made a disclosure.
9. The Executive Director will inform the Board in confidential session of any verified wrongdoing(s) that have been or are being addressed under administrative policies and procedures.
10. Wrongdoing disclosure relates to unaddressed issues of malfeasance, malpractice, or misconduct and does not apply to general human resource and employment matters which properly fall under the authority of the Executive Director.
11. The Board may establish further procedures governing the disclosure of wrongdoing, provided such procedures adhere to this policy.

## **23. ANNUAL AND SPECIAL PURPOSE AUDITS**

1. The Board commits the association to thorough periodic evaluation of its financial position and internal financial controls both through an annual audit and special purpose audits as circumstances dictate. The annual report provided by the external auditor shall follow the Canadian Auditing Standards.
2. The Board will generally receive the annual audit report for the preceding fiscal year in the month of November and may approve or withhold approval of the financial statements. The Association will make the financial statement report public at the General Meeting.
3. The Board may further, either on its own initiative or the advice of its Finance Committee, order the external auditor to conduct special purpose audits for such purposes as the Board may deem prudent and expedient.
4. All audited financial statements for the preceding year shall be reported to each annual general meeting.
5. All audited financial statements approved by the Board shall be made publicly available.
6. The Board may establish further procedures governing the annual audit and special purpose audits, provided such procedures adhere to this policy.

## **24. AMENDMENTS**

- 1.** These policies may be amended by a simple majority resolution of the Board at a properly constituted Board meeting.