

**2016-  
2017**

# **Wilfrid Laurier University Students' Union Policy Manual**

The policies contained in this document broadly govern all operations of the Wilfrid Laurier University Students' Union, known hereinafter as the "Organization", and outline its long term strategic goals.



## Introduction to the Policy Manual – A Guide

The policies within this manual have been created by and adopted by the Board.

### Governance Process and Board-Management Delegation

- These two (2) categories (Governance Process and Board-Management Delegation) are rules for the board's own performance and behavior
  - o Governance Process policies define how the board accomplishes its own job of setting the strategic direction
  - o Board-Management Delegation policies define the relationship between the board and the Chief Executive Officer (CEO)
- The board will regularly evaluate its own performance against these two (2) categories of policies

### Ends and Executive Limitations

- These two (2) categories (Ends and Executive Limitations) are the board's instructions to the staff/organization, through the Chief Executive Officer (CEO)
  - o Ends policies are the purpose of the organization and the strategic direction that the Students' Union will take
  - o Executive Limitation policies restrict the President and staff as to what they cannot do in order to accomplish the Ends
- The Board evaluates (over the course of a one year period) the President's performance against the above-noted two (2) categories of policies

### Policy Design

- The policies are layered, i.e. the first policy in each of the four categories (Ends #1, GP#1, EL#1, BMD#1) is the most broad statement (or value or perspective)
- As the board goes into the second layer of policies (i.e. GP#2a, 2b, etc.), the Board is further explaining/interpreting its instruction
- The benefit of this policy design is that the first policy layer covers all possible topics or issues, even if a particular issue is not specifically addressed at the second level

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**The President shall not**

1. Cause or allow any organizational practice, activity, decision or circumstance, which is either:
  - a. unlawful;
  - b. imprudent; or
  - c. in violation of commonly accepted business and/or professional ethics

**With respect to interactions with beneficiaries, the President shall not cause or allow conditions, procedures, or decisions which are unsafe, untimely, undignified or unnecessarily intrusive.**

**The President will not:**

1. Operate member focused facilities and member focused services that do not:
  - a. measure member satisfaction; or
  - b. provide opportunity for member feedback.
2. Use methods of collecting, reviewing, transmitting, or storing client information that fail to protect against improper access to the material.
3. Operate facilities with insufficient accessibility.
4. Operate member focused facilities and member focused services without a clear and well communicated customer service policy.
5. Allow consumers to be unaware of this policy or operate without a way for persons to be heard who believe that they have not been accorded a reasonable interpretation of their rights under this policy.

**With respect to treatment of paid and unpaid staff, the President shall not cause or allow conditions, which are unfair, undignified, disorganized or unclear.**

**The President will not:**

1. Operate without up-to-date written personnel procedures that:
  - a. clarify rules, expectations, roles and responsibilities for staff;
  - b. provide for effective handling of grievances;
  - c. clarify disciplinary actions and procedures that are appropriate to the nature of the act; and
  - d. protect against nepotism and other wrongful conditions.
2. Promise or imply guaranteed employment.
3. Retaliate against an employee for non-disruptive expression of dissent, or for reporting to management or to the Board of Directors acts or omissions by staff, management or the Board of Directors that the employee believes, in good faith and based on credible information, constitutes a violation of provincial or federal law or a governing policy of the Board.
4. Allow staff to be unacquainted with the President's interpretations of their protections under this policy.
5. Allow staff to be unprepared to deal with emergency situations.

**With respect to employment, compensation and benefits to employees, consultants, contract workers and unpaid staff, the President may not cause or allow jeopardy to fiscal integrity or public image.**

**The President will not:**

1. Change the President's own compensation and benefits, except as those benefits are consistent with a package for all other employees.
2. Establish current compensation and benefits that deviate materially from the geographic or professional market for the skills employed.
3. Create obligations over a longer term than revenue can be safely projected.
4. Establish or change pension benefits so as to cause unpredictable or inequitable situations, including those that:
  - a. incur unfunded liabilities;
  - b. provides less than some basic level of benefits to all full-time employees, though differential benefits to encourage longevity are not prohibited; or
  - c. allow any employee to lose benefits already accrued from any foregoing plan.

**With respect to the actual, ongoing financial condition and activities, the President may not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from Board priorities established in Ends policies.**

**The President will not:**

1. Expend more funds than have been received in the fiscal year to date unless the Board's debt guideline (point #2 below) is met.
2. Incur debt in an amount greater than can be repaid by certain and otherwise unencumbered revenues within:
  - a. 120 days or prior to the expiration of the President's term, whichever is sooner, during periods 5-13.
  - b. 160 days during periods 1-4.
3. Use any restricted reserves.
4. Settle payroll and debts in an untimely manner.
5. Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.
6. Make a single purchase or commitment of greater than \$10,000.
  - a. With respect to this policy, any project overage greater than 15% shall be subject to subsequent Board approval.
  - b. Splitting orders to avoid this limit is not acceptable.
7. Acquire, encumber or dispose of real estate.
8. Operate without aggressively pursuing receivables:
  - a. After a reasonable grace period; and
  - b. That are more than \$10,000.
  - c. Expending currency other than Canadian dollars to avoid this limit is not acceptable.
9. Allow the Board to be uninformed of any anticipated surplus at or near the end of the fiscal year.
10. Allow expenditures to be reported in a currency other than Canadian dollars.
11. Present a budget to the Board for the upcoming fiscal year later than April 30<sup>th</sup> of the current fiscal year.

**With respect to the financial planning and budgeting process, the President will ensure that all relevant Board policies are considered and followed.**

**The President will not:**

1. Deviate materially from Board Ends priorities during financial planning;
2. Risk financial jeopardy in the budget; or
3. Create a budget that has not been derived from a multi-year plan that includes a long-term goal of organizational financial self-sustainability.
4. Present a budget or updated report to the Board in a manner that is disparate to the previous report.
5. Allow the budgeting process to omit:
  - a. Credible projection of revenues and expenses;
  - b. Separation of capital and operational items;
  - c. Cash flow analysis;
  - d. Disclosure of planning assumptions;
  - e. A plan for project financing
6. Provide less for Board prerogatives during the year than is set forth in the Cost of Governance budget.
7. Allow the Board to go without quarterly reports of actuals to projections.

**The President may not allow corporate assets to be unprotected, inadequately maintained or unnecessarily risked.**

**The President will not:**

1. Be uninsured against theft, fire and casualty losses to a prudent replacement value and against liability losses to Board members, staff, volunteers and the Organization itself.
2. Subject facilities and equipment to improper wear and tear or insufficient maintenance.
3. Unnecessarily expose the organization, its Board, or staff to claims of liability.
4. Receive, process, or disburse funds under controls that are insufficient to meet the Board-appointed auditor's standards.
5. Make any capital purchase:
  - a. wherein normally prudent protection has not been given against conflict of interest;
  - b. of more than \$5,000 without having obtained comparative prices and quality unless a regular or preferred supplier has been established; and
  - c. of more than \$5,000 without a stringent method of assuring the balance of long-term quality and cost.
6. Split orders to avoid the order meeting capital purchase criteria (#5)
7. Allow property, information and files to be exposed to loss or significant damage.
8. Invest or hold operating capital in insecure instruments, including uninsured chequing accounts and bonds of less than R-3 rating, or in non-interest bearing accounts except where necessary to facilitate ease in operational transactions.
9. Endanger the Organization's public image, or credibility.
10. Change the Organization's name or substantially alter its identity in the community.
11. Compromise the independence of the Board's audit or other external monitoring or advice, such as by engaging parties already chosen by the Board as consultants or advisers.

**The President may not permit the Board to be uninformed or unsupported in its work.****The President will not:**

1. Allow the Board to be without monitoring data required by the Board according to its policy "Monitoring Executive Performance" in a timely, accurate and understandable fashion, directly addressing provisions of the Board policies being monitored, and including the President's interpretations consistent with the "Delegation to the President" policy, as well as relevant data.
2. Allow the Board to be unaware of any significant incidental information it requires including anticipated adverse media coverage, threatened or pending lawsuits and material external and internal changes.
3. Allow the Board to be unaware of changes to, or creation of strategic projects, practices, or negotiations in a timely manner that may have a long term impact on the Organization
4. Allow the Board to be unaware that, in the President's opinion, the Board is not in compliance with its own policies on Governance Process and Board-Management Delegation, particularly in the case of Board behavior, which is detrimental to the work relationship between the Board and President.
5. Allow the Board to be without decision information required periodically by the Board or let the Board be unaware of relevant trends.
6. Present information in unnecessarily complex or lengthy form or in a form that fails to differentiate among information of three types: monitoring, decision preparation, and other.
7. Allow the Board to be without a workable mechanism for official Board, Officer or Committee communications.
8. Deal with the Board in a way that favours or privileges certain Board members over others, except when:
  - a. Fulfilling individual requests for information; or
  - b. Responding to Officers or Committees duly charged by the Board.
9. Allow the Board to be unaware of any actual or anticipated noncompliance with any Ends or Executive Limitations policy of the Board regardless of the Board's monitoring schedule.
10. Allow the Board to be without a consent agenda containing items delegated to the President yet required by law or contract to be Board-approved, along with applicable monitoring information.
11. Allow the Board to be without any vital information pertaining to a change in status, tone, or temperament of any official negotiations or advocacy efforts.
12. Contradict or interfere with the dissemination of any written organizational position to government or media from the Board as a whole or any director on behalf of the Board, unless said communication violates acceptable organizational standards of conduct, practice, regulations or policies.
13. Operate without providing reports to the Board on any current and/or outstanding capital projects with budgets over \$10,000 up to and upon their completion.
  - a. Quarterly reports prior to the implementation phase of the project.
  - b. Monthly reports beginning at the implementation phase of the project.

14. Allow the Board to be without a formal report on the progress of the Strategic Plan at the end of each fiscal year.

**With respect to both governance and operational issues, the President will not allow their absence to adversely impact the Organization.**

**The President will not:**

1. Operate without ensuring continuity of organizational operations through the creation and implementation of a succession plan.
2. Take an expected or planned leave of absence, whether full or partial, while allowing the Board to be:
  - a. Unaware of the leave of absence in advance;
  - b. Unfamiliar with the President's reason for the leave, including any conflicts of interest;
  - c. Unaware of the President's interpretations to mitigate or avoid the conflicts of interest, and minimize interruptions in service with proficiency including the naming of a Vice President of the Corporation as interim or partial President and CEO.

~~With respect to the environmental impact of the Organization, the President shall not cause or permit operations that violate the principles of ecological sustainability. These principles hold that social, economic and environmental sustainability should not be degraded to meet present demands, denying future generations the capacity to benefit to the same extent.~~

~~The President will not:~~

- ~~1. Operate without minimizing the Organization's environmental impact with respect to, but not limited to:
  - ~~a. consumer products;~~
  - ~~b. purchasing and procurement;~~
  - ~~c. waste management;~~
  - ~~d. energy use;~~
  - ~~e. water use;~~
  - ~~f. travel; and~~
  - ~~g. investments.~~~~
- ~~2. Enter into relationships with affiliated vendors without advocating for environmental sustainable practices on an ongoing basis.~~
- ~~3. Allow the membership to be unaware of environmentally friendly lifestyle choices.~~

**With respect to the hiring of unpaid staff, the President shall not allow conditions that are unfair, disrespectful, prohibitive, biased or ambiguous.**

**The President will not:**

1. Operate without up-to-date written hiring procedures that:
  - a. delineate special circumstances under which deviation from policy would be acceptable;
  - b. are readily available and easily understood by hiring staff and applicants;
  - c. delineate situations in which an applicant would not be considered for a position; and
  - d. follow a well-defined and widely recognized practice.
2. Operate without protection against improper access to publicly discernible identifiable information.
3. Allow a procedure that is unnecessarily complex or restrictive given the responsibilities of the position.
4. Operate without taking into account previous formal performance appraisals or documented disciplinary action generated by the Organization.
5. Operate without providing access to personalized feedback to applicants that will assist them in future applications.
6. Allow applicants to be unaware of this policy or to provide a way to be heard for persons who believe that they have not been accorded a reasonable interpretation of their rights under this policy.

~~The Organization shall address all structural educational injustices and call for systemic change that benefits all students of Wilfrid Laurier University whom we represent. From time to time the Organization shall advocate with official representatives of Wilfrid Laurier University, members of federal, provincial and municipal government, elected officials or make public statements through the media. Understanding that advocacy is based upon mutual collaboration and the forging of partnerships, the Organization and its representatives shall advocate with due regard to the spirit of cooperation, respect and cordiality.~~

**The President will not:**

- ~~1. Operate without encouraging the Organization's staff, directors or committees to engage the University, or the local or provincial government on important issues which:
  - a. are directly related to the Organization's ends;
  - b. have been discussed thoroughly with wide consultation; and
  - c. have been reviewed with the Organization's President.~~
- ~~2. Allow the Board to be without any vital information pertaining to a change in status, tone, or temperament of any official negotiations or advocacy efforts.~~
- ~~3. Operate without encouraging the Organization's staff or committees to engage the federal government, where there is a direct provincial educational program connection, and where the appropriate external advocacy organizations are made aware.~~
- ~~4. Contradict or interfere with the dissemination of any written organizational position to government or media from the Board as a whole or any director on behalf of the Board, unless said communication violates acceptable organizational standards of conduct, practice, regulations or policies.~~
- ~~5. Allow the dissemination of an official position that may be controversial or questionable to government or media.~~

**The President shall not risk the integrity or the independence of the Organization's elections or any general meeting of the membership. Additionally, the President will not influence the voting membership, also known as the ownership of the Organization.**

**The President will not:**

1. Allow any club, organization, or service of the Organization to passively or actively participate in the electoral process.
2. Use resources of the Organization beyond what is determined by the Board.
3. Allow the Organization's corporate staff to express an opinion on any candidate or referendum affiliated with the Annual General Meeting or participate in elections.
4. Allow executive level employees to participate in any general meeting in a way that will compromise the quality or integrity of their position or the Organization.
5. Influence the hiring or work of the Chief Returning Officer, Assistant Chief Returning Officer, or any member of the elections committee.
6. Fail to plan for the resignation of a President-elect:
  - a. In the event a President-elect resigns prior to taking office, the Board of Directors will hold an Emergency General Meeting for the purposes of electing a new President, no later than Fall Reading Week of the following academic year.
    - i. The Board of Directors may appoint an interim President, provided they are a current member of the Organization or an outgoing Student Executive.
      1. The interim President may serve from the time the President-elect resigns until no later than two (2) weeks following the Emergency General Meeting.
7. Allow the Board to be unaware of any actual or anticipated noncompliance with regards to this policy immediately upon realizing such noncompliance or anticipated noncompliance.

**In order to protect the Organization from the annual cycle of student leadership turnover, the President shall not allow institutional knowledge or practices to be unprotected or lost.**

**The President will not:**

1. Operate without up-to-date written transition procedures that:
  - a. Outlines the responsibilities of both outgoing and incoming staff for the transition process; and
  - b. Distinguishes between transition for continuing staff and for contract staff.
2. Allow outgoing staff to leave office without ensuring that the appropriate materials are made available to ensure portfolio-specific transfer of knowledge.
3. Leave office without transitioning the incoming President on all policy compliance.

**With respect to the hiring of paid staff, the President shall not allow conditions that are unfair, biased, or ambiguous.**

**The President will not:**

1. Operate without up-to-date written hiring procedures that outline a well-defined and widely recognized practice.
2. Operate without controls in place that protect the applicant's privacy.
3. Operate without controls in place to prevent nepotism and other wrongful conditions.
4. Allow openings to be filled without an open and accessible posting.
5. Allow openings to be filled without student input on the hiring process.
6. Allow an opening to be filled without a consistent and equitable process.
7. Allow conflicts of interest in the hiring process to go undeclared.

**The purpose of the Organization's Board of Directors is to:**

1. Represent the interests of the moral ownership of the Organization;
2. Determine the Ends, while maintaining a long term, strategic perspective, to demonstrate the benefits that the Organization will provide to the community; and
3. Monitor organizational performance through the President to track compliance on policies that are based on the principles of Policy Governance.

**The Board will govern lawfully, observing the principles of the Policy Governance® model, with an emphasis on:**

- **Outward vision rather than an internal preoccupation;**
- **Encouragement of diversity in viewpoints;**
- **Strategic leadership more than administrative detail;**
- **Clear distinction of Board and Chief Executive roles;**
- **Collective rather than individual decisions;**
- **Future rather than past or present; and**
- **Proactivity rather than reactivity, especially with policy development.**

More specifically, the Board will:

1. Cultivate a sense of group responsibility.
  - a. The Board will not use the expertise of individual Board members to substitute for the judgment of the Board.
  - b. The Board will only use the expertise of individual Board members for informational purposes.
2. Guide the Organization through the creation and development of broadly written policies that reflect the Board's values and perspectives. The Board's major policy focus will be on the intended long-term effects outside the staff organization, not on the administrative means of attaining those effects.
3. Enforce upon itself methods of discipline that provide the means for effective governance. Discipline will apply to matters such as attendance, preparation for meetings, policy-making principles, respect of roles, and ensuring the continuance of governance capability.
4. Orient new Board members on the Board's governance processes and continuously improve governance mechanisms.
5. Monitor the Board's process and performance at each meeting. Self-monitoring will be done formally for Governance Process policies and both formally and informally for Board Management Delegations policies.
6. Allow no Officer, individual or Committee of the Board to hinder or be an excuse for not fulfilling group obligations.
7. Be accessible to all members by having no less than two (2) regularly scheduled Board meetings per year in each city that the Students' Union operates.
8. Ensure that regularly scheduled Board meetings involve strategic visioning and/or Ends-Based discussion
9. Attend to consent agenda items as expeditiously as possible
10. Ensure that Roberts Rules of Order Newly Revised, 11<sup>th</sup> Edition is used in the facilitation of Board meetings.

**As an informed and collective agent of the ownership, the Board will provide specific job outputs that ensure appropriate organizational performance.**

**Accordingly, the Board will:**

1. Provide linkage between the organization and the ownership on governance matters
  - a. With assistance from each Director at least once per applicable term.
2. Develop written governing policies that realistically address the broadest level of all organizational decisions and situations, namely as Ends, Executive Limitations, Governance Processes and Board Management Delegation policies.
  - a. With a review process entailing the Direct Inspection of all active policies
    - i. Each policy will be reviewed within four years in order to:
      1. Ensure the evidence presented is appropriate and up-to-date;
      2. Ensure that the wording of the policy is sound;
      3. Ensure that the scope of the organization is captured in the policy.
3. Assure successful organizational performance on Ends and Executive Limitations.
4. Assure successful Board performance on Governance Processes and Board Management Delegation policies.

**The Board commits itself and its members to ethical, businesslike and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members.**

**The Board will:**

1. Have loyalty to the ownership, uncontested by loyalties to staff, other organizations, or any personal interest as a consumer.
2. Avoid conflict of interest with respect to their fiduciary responsibility.
  - a. There must be no self-dealing or business by a Board member with the organization. Board members will annually disclose their involvements with other organizations, with vendors, or any associations that might be or might reasonably be seen as being a conflict;
  - b. When the Board is to decide upon an issue about which a Board member has an unavoidable conflict of interest, that Board member shall withdraw without comment not only from the vote, but also from the deliberation; and
  - c. Board members will not use their positions to obtain employment in the organization for themselves, or anyone else. A Board member must resign from their position prior to becoming a paid employee of the Organization. A Board member must declare a conflict of interest upon submitting their nomination for an elected position and remove themselves from Board deliberation until the conclusion of any general meeting.
  - d. Board members who will be serving as a coordinator of a committee of the Organization within the upcoming fiscal year, shall declare a conflict of interest when presented with the operating budget.
3. Avoid exercising individual authority over the Organization and the President.
  - a. Board members must recognize the lack of authority vested in individuals when interacting with the President and staff, except when explicitly Board-authorized;
  - b. Board members must recognize the same limitation and the inability of any Board member to speak for the Board to the public, press or other entities, except explicitly stated Board decisions; and
  - c. Board members must refrain from expressing individual judgments of performance of employees or the President, unless participation in Board deliberation pertains to whether the President has achieved any reasonable interpretation of Board policy.
4. Respect the confidentiality appropriate to issues of a sensitive nature.
5. Be properly prepared for Board deliberation.

6. Support the legitimacy and authority of the final determination of the Board on any matter, irrespective of the Board members' personal position on the issue.
7. See that all Board documents and filings are accurate, current and timely.
  - a. Policies will rigorously follow Policy Governance® principles;
  - b. Bylaw elements necessary for legal compliance and for consistency with the principles of Policy Governance® will be known to the Board; and
  - c. Requirements for format, brevity and accuracy of Board minutes will be known to the Chair of the Board.
8. Ensure that a Board member resigns if they:
  - a. Are absent from three (3) meetings on an annual basis, unless an academic conflict, medical, family or any other emergency is reported to and confirmed by the CGO.
    - i. In unanticipated circumstances the Board member will inform the CGO of the reason for their absence
    - ii. In anticipated circumstances the Board member will inform the CGO of the reason for their absence, as well as provide their written contributions in advance of the meeting
  - b. Cease to be a member in good standing of the Organization
9. Participate in all Board performance evaluations.

**The Chair of the Board and Chief Governance Officer (CGO), a specially empowered member of the Board, assures the integrity of all governance processes.**

**The Chair of the Board and CGO will:**

1. Ensure that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the Organization.
  - a. Meeting discussion content will ordinarily only be those issues, which, according to Board policy, clearly belong to the Board to decide or to monitor;
  - b. Deliberation will be fair, open, and thorough, but also timely, orderly and kept to the point; and
  - c. Information that is for neither monitoring performance nor Board decisions will be avoided or minimized and always noted as such.
2. Make decisions that fall within the topics covered by Board policies on Governance Process and Board-Management Delegation, with the exception of:
  - Employment or termination of the President; and
  - Where the Board specifically delegates portions of this authority to others.
3. Use any reasonable interpretation of the provisions in these policies.
  - a. The CGO is empowered to chair Board meetings with all the commonly accepted power of that position;
  - b. The CGO has no authority to make decisions about policies created by the Board within Ends and Executive Limitations policy areas.
  - c. The CGO has no authority to supervise or direct the President
  - d. The CGO may represent the Board to outside parties in announcing Board-stated positions and in stating CGO decisions and interpretations within the areas delegated to the CGO;
  - e. The CGO will ensure the provision of effective monitoring of Governance Process Policies;
  - f. The CGO may delegate this authority, but will remain accountable for its use;
  - g. The CGO shall act in a coaching role for other directors.
4. Be authorized to exercise other duties that include, but are not limited to:
  - a. Establishing and implementing a training schedule for the Board;
  - b. Creating a schedule of Board meetings for the year to be presented to the Board for approval;
  - c. Supervising the Chief Returning Officer and the elections process for the Annual General Meeting of the Organization;

- The CGO shall be responsible for the hiring of a Chief Returning Officer who shall oversee the elections process;
  - d. The facilitation of Board processes;
  - e. The compilation and distribution of all Board-relevant material and documents prior to meetings of the Board;
  - f. Acting as the official liaison between the Board of Directors and the President;
  - g. The compilation and facilitation of the Board's mid-year and end-of-year evaluation of the President
  - h. The maintenance and revision of the Policy Governance® manual of the Organization in accordance with Board decisions;
  - i. The preparation and facilitation of transition process for the CGO-elect;
  - j. The compilation and facilitation of self-evaluations in mid-year and end-of-year reports for the Board;
  - k. The facilitation of meeting evaluations for Board performance
5. Ensure that at least one (1) other Board member is sufficiently familiar with Board and CGO issues and procedures to enable them to take over with reasonable proficiency as an interim successor if there is a sudden loss of CGO services.
  6. Allow Board members to recommend or request an item for Board discussion by submitting the item to the CGO no later than three (3) days before the meeting
  7. Receive an honorarium of \$22,000, adjusted by inflation according to the Consumer Price Index, from May 1, 2012 until April 30, 2018, unless the CGO wishes to assume a smaller honorarium.

**The Vice Chair is an officer of the Board whose purpose is to protect the Board from the loss of CGO services.**

**The Vice Chair will:**

1. Ensure that they are sufficiently familiar with all Board-relevant material.
  - a. The Vice Chair will be kept abreast of all Board relevant material by the CGO.
2. Ensure that all Board documents and filings are accurate, current and timely.
3. Have access to Board documents.
4. The compilation and facilitation of the Board's mid-year and end-of-year evaluation of the Chair.

**Board Committees will be assigned to help fulfill the Board's mandate.**

**Board Committees will:**

1. Assist the Board by preparing policy alternatives and implications for Board deliberation.
2. Avoid speaking or acting on behalf of the Board except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the President.
3. Avoid exercising authority over, and directly dealing with staff operations
4. Avoid monitoring organizational performance.
5. Avoid duplicating organizational structures and committees.
6. Be used sparingly and/or ordinarily in an ad hoc capacity.
7. Elect a Board member to act as Chair of each committee whose responsibilities shall include:
  - a. Delivering all reports to the Board;
  - b. Ensuring that the committee does not exceed its mandate as directed by the Board; and
  - c. Ensure that proper and thorough minutes are taken and delivered to the CGO.
8. Ensure that this policy applies to any group that is formed by Board action. It does not apply to committees formed under the authority of the President.

**A committee is a Board committee only if its existence and charge come from the Board, regardless whether Board members sit on the committee. The only Board committees are those which are set forth in this policy or those created in an ad hoc basis by the Board. Unless otherwise stated, a committee ceases to exist as soon as its task is complete. Timely reporting to the Board shall be by appropriate verbal comments by the committee chair, unless otherwise stated in the committee mandate. All Board committees shall submit a final report to the Board following the conclusion of the committee's mandate. Board committees should only be used to assist the Board in completing its own governing objectives.**

**Products:**

1. Develop ownership linkage events for the Board with;
  - a. A schedule to ensure consistent two-way communication with members;
  - b. An implementation plan to include all Directors;
  - c. A budget that does not unnecessarily burden the organization;
  - d. A focus on engagement, transparency, and feedback; and
  - e. Specific, measurable, attainable, realistic, and timely goals.
2. A report on ends-based feedback from the members.

**Authority:**

1. This committee shall bring forward recommendations to the Board to be adopted by consensus regarding ownership linkage and establishing a public presence on campus.

**Composition:**

Membership shall consist of:

- a. The Chair of the Board;
- b. Four (4) Directors to be elected by the Board, with one (1) spot reserved for a representative from each campus; and

**Time Frame:**

1. This committee shall present a report to the Board no less frequent than bi-monthly with a midterm summary report on or before December 1 and a final summary report on or before April 1 of the academic year.

**Products:**

1. Review and assess the effectiveness of the current Executive Limitations #2d, #2e, and #2f in providing adequate information and support to the Board.
2. Review and assess the information provided by the CEO with regards to the metrics included in the operational definition.
3. Review and assess budgetary compliance with the Ends policies and Strategic Plan.

**Authority:**

1. This committee shall issue recommendations and offer alternatives to the Board but has no authority to ratify any changes to policy.

**Composition:**

Membership shall consist of:

- a. The Chair of the Board; and
- b. Three (3) Directors to be elected by the Board.

**Time Frame:**

1. This committee shall present a midterm report to the Board of Directors on or before October 31 of the academic year.
2. This committee shall present its final report to the Board of Directors no later than March 31 of the academic year

**Products:**

1. A Board Direct Inspection of GP #2i consisting of all elections and referenda policies.
2. Review all appeals received from candidates and party chairs based on the following criteria:
  - a. The infraction of the candidate or party chair reasonably falls within the spirit of the elections policies;
  - b. The demerit(s) must have been applied by the Chief Returning Officer in good faith;
  - c. The demerit(s) issued is proportional to the infraction;
  - d. The Chief Returning Officer demonstrated due diligence to inform the candidate or party chair of the elections policies and their implications;
  - e. The infraction could have reasonably been prevented by the candidate or party chair.
3. Rationale will be provided for all decisions rendered.
4. All appeals will be settled prior to the disclosure of the results.
5. Any demerit(s) resulting in a disqualification will be automatically appealed.

**Authority:**

1. This committee shall have all authorities over GP #2i – General Meetings and Elections that would normally be given to the Board during the campaign and elections period. However, this committee may not amend GP #2i without Board approval.
2. This committee shall give all candidates, party chairs, or their respective agents the opportunity to present their appeal in writing or in person.
3. All meetings of this committee shall be properly documented and shall remain confidential.
4. This committee may accept an appeal, reject it, or reduce the demerit(s) issued.

**Composition:**

Membership shall be:

- a. The Chief Governance Officer who shall be the committee Chair;
- b. The Chief Returning Officer (or designate) who shall sit ex-officio;
- c. Two Members of the Board not running for an elected position; and
- d. Two students at large, with one (1) being from each campus, who are unaffiliated with any candidate or party chair.

\*Quorum shall be defined as the CGO, the CRO, and three of the four voting members. The CGO will only vote in the case of a tie.

**Time Frame:**

1. All appeals shall be settled by the committee within twenty-four (24) hours upon being received by the Chief Governance Officer.
2. This committee shall submit the GP #2i Direct Inspection Report by the last meeting in March annually.
3. This committee shall expire at the conclusion of the Annual General Meeting.
4. This committee may be created and used ad hoc in the case of a General or Special General Meeting.

**Products:**

1. The committee shall develop a long-term, non-binding visionary document for the Board of Directors that:
  - a. Incorporates strategic and generative discussion from the Board that will not be bound by the rules of Policy Governance;
  - b. Is based on input from the membership collected by, but not limited to, feedback collected by the Ownership Linkage Committee;
  - c. Is reflective of the ideal student environment;
  - d. Is accessible to the membership.

**Authority:**

1. This committee shall bring forth recommendation to amend the long-term visionary document to the Board of Directors.

**Composition:**

Membership shall consist of:

- a. The Chair of the Board;
- b. Four (4) Directors to be elected by the Board.

**Time Frame:**

1. This committee shall present a report to the Board of Directors no less frequent than bi-monthly, with the document being presented for approval on or before the final Board meeting of the academic year.

**The Board will follow an annual agenda that completes the examination of Board policies and consistently improves Board performance through Board education**

**The Board will:**

1. Compile an annual agenda that will conclude each year on the last day of April so that administrative planning and budgeting can be based on accomplishing a one-year segment of the most recent statement of long term Ends. It will include, but is not limited to:
  - a. Consultations with the ownership;
  - b. Governance education and presentations that are related to Ends determination;
  - c. Training of Board members and Board-elect;
  - d. Outside monitoring assistance;
  - e. A report of meeting minutes, discussion, and performance evaluations from the previous Board;
  - f. Cost of Governance budget for the next fiscal year that concludes in April;
  - g. A date to review the remuneration of the office of the President in November. This is separate from Presidential performance, which will be reviewed according to BMD#2d1, *Monitoring Executive Performance*;
  - h. The review, through the formation of Direct Inspection Committees, of no less than one fourth of all active policies.

<schedule on following pages>

Policy	Frequency (Times per year)	Periods of Monitoring	Method
GP#1 Global Governance Process	1	6	Internal Report
GP#2a Governing Style	1	7	Internal Report
GP#2b Board Job Description	2	8, 13	Internal Report
GP#2c Board Code of Conduct	1	8	Internal Report
GP#2d Chair Job Description	3	4, 8, 12	Internal Report
GP#2e Vice Chair Job Description	2	4, 8, 12	Internal Report
GP#2f Board Committee Principles	2	7, 11	Internal Report
GP#2g Board Committee Structure	2	7, 11	Internal Report
GP#2h Annual Governance Planning	1	3	Internal Report
GP#2i Chief Returning Officer Constraint	1	11	Internal Report
GP#2j General Meetings	1	11	Internal Report
GP#2k Governance Financial Accountability	1 (if needed)	4	Internal Report
BMD#1, #2a, #2b, #2c, #2d1, #2d2	1	1, 8	Informal Internal Report
BMD#1, #2a, #2b, #2c, #2d1, #2d2	2	6, 10	Informal Board Self Evaluation
BMD#1, #2a, #2b, #2c, #2d1, #2d2	1	13	Formal Internal Report



**The Board has an obligation to ensure that all general meetings and elections are executed with the highest level of integrity and, avoids any potential conflict of interest or undue influence. The Chief Returning Officer shall be responsible for interpreting this policy.**

**The Chief Returning Officer will ensure that:**

1. All organizational bylaws and board policies that are applicable to CRO duties are complied with.
  - a. All approved referenda questions are in compliance with Students' Union bylaws, policies and rules and do not willfully, purposefully, or inadvertently violate said regulations.
2. All candidates and party chairs are made aware of all elections policies, procedures, and the nomination process in a way that is not unnecessarily lengthy or complex.
3. The process of voting, and all associated general meeting information shall be communicated in an accessible format to all members of the Organization:
  - a. Members shall have thirty-six (36) hours to vote;
  - b. Voting shall be conducted electronically using the Organization's online elections system;
  - c. On-campus voting stations will be made available to members; and
  - d. Candidates shall have the opportunity to make campaign material available to all members
4. All candidates and party chairs shall be treated fairly, consistently, and equitably by the Chief Returning Officer.
5. The general meeting and election processes and information is promoted to the electorate in an impartial way.
6. All members of the Organization are made aware of their eligibility to participate in the election process.
7. Candidates and party chairs are held responsible for all material and personnel associated with their campaign. As such, the Chief Returning Officer shall have a workable mechanism to identify campaign personnel.
8. All conduct and material associated with general meetings and elections shall be reflective of the Laurier Student Code of Conduct and be free of libel, slander, inflammatory comments, or behavior that is unbecoming of the Organization.
  - a. The Chief Returning Officer shall determine a demerit system to discipline candidates including, but not limited to, disqualification of candidates or party chairs from the general meeting or the forfeiture of election expenses.
9. All candidates and party chairs shall have equitable access to resources.
  - a. Candidates and party chairs shall be compensated for any costs incurred during the election for all approved material.

**The Board is responsible for the oversight of all general meetings. The Board shall ensure due process and implementation of all business of the Organization to be conducted at general meetings.**

**The Board will:**

1. Ensure that all processes and procedures during general meetings will comply with all applicable laws and the Organization's Constitution.
2. Be the final arbiter of the reasonableness of all referendum questions.
  - a) A committee of the CRO, CGO, the CEO, and the COO shall review all proposed referendum questions prior to their presentation to the Board.
    - i) The committee will compile a report for the Board, providing the Board with information regarding compliance with the constitution, letters patent, and any other legally binding documents.
3. Inform the members of their right to submit referendum questions no less than thirty-five (35) days prior to the last regularly scheduled Board meeting of the calendar year. Submissions shall be received no less than five (5) business days prior to the last regularly scheduled Board meeting of the calendar year.
4. Ensure that all referendum questions shall include the following:
  - a) Date of implementation;
  - b) Eligible voting members;
  - c) Any associated costs and inflationary costs and how they are to be applied; and
  - d) Any impact on previously approved referendum questions.
5. Approve the minutes of all general meetings at the next appropriate meeting of the Board in the form of a report of all results provided by the Chief Returning Officer.
6. Make the auditor's statements available to the membership no less than twenty-one (21) days prior to the starting date of the annual general meeting.
  - a) The Board shall approve the auditor's statements of the current fiscal year no later than October 31 annually.
  - b) The Board shall appoint an auditor for the following fiscal year no later than April 30 annually.
7. Review all submissions for referenda submitted by external organizations.
  - a) External organizations will be responsible for the application of all referenda results.
  - b) Only submissions from a legitimate governing authority or representative thereof will be eligible to submit referenda on their behalf.

- c) All external organizations will be subject to the Organization's elections and referenda policies and any other restrictions deemed necessary by the Board.

**With respect to major capital projects, and the ongoing financial condition and activities of the organization the Board shall not approve or allow any action that may cause fiscal jeopardy or allow the organization to deviate materially from commonly accepted standards of financial health**

**More specifically, the Board will:**

1. Approve capital project only if the following information is provided in a timely manner:
  - a. Current organizational debt load
  - b. Organizational debt load after capital project initiation
  - c. Organizational debt load after project completion
  - d. Current cash-flow
  - e. Cash-flow upon project initiation
  - f. Cash-flow after project completion
  - g. Organizational debt-to-equity ratios
  - h. A full accounting of project overage funding in the amount of 15%

**The Board will:**

1. Hold the President and Chief Executive Officer as their sole official connection to the operational organization, its achievements, and conduct.

**Officially passed motions of the Board are binding on the President.**

The Board will:

1. Ensure that decisions or instructions of individual Board members, Officers, or Committees are not binding on the President;
  - a. Unless the Board has specifically authorized such exercise of authority.
2. Remain cognizant of their motions to ensure that they do not take a material amount of staff time or funds, nor are disruptive, unless necessary for the board to function.

**The President is the Board's only link to operational achievements and conduct, so that all authority and accountability of staff, as far as the Board is concerned, is considered the authority and accountability of the President.**

The Board will:

1. Hold the President fully accountable for all organizational operations.
2. View Presidential performance as identical to organizational performance, so that:
  - a. organizational accomplishment of a reasonable interpretation of Board-stated Ends; and
  - b. avoidance of Board-proscribed means will be viewed as successful President performance.
3. Never give instructions to persons who report directly or indirectly to the President.
4. Not evaluate, either formally or informally, any staff other than the President.

**The Board will instruct the President through written policies that prescribe the organizational Ends to be achieved and describe organizational situations and actions to be avoided, allowing the President to use any reasonable interpretation of these policies.**

The Board will:

1. Develop policies instructing the President to achieve specified results, for specified recipients, at a specified cost. These policies will be developed systematically from the broadest, most general level to more defined levels, and will be called Ends policies. All issues that are not Ends issues as defined here are means issues.
2. Develop policies that limit the latitude that the President may exercise in choosing the organizational means. These limiting policies will describe those practices, activities, decisions and circumstances that would be unacceptable to the Board even if they were to be effective. Policies will be developed systematically from the broadest, most general level to more defined levels, and they will be called Executive Limitations policies. The Board will never prescribe organizational means delegated to the President.
3. Acknowledge that below the global level, the aggregate of limitations on any given level may embrace the scope of the foregoing level, but only if justified by the President to the Board's satisfaction.
4. Authorize the President to establish all further policies, make all decisions, take all actions, establish all practices and develop all activities so long as they use **any reasonable interpretation** of the Board's Ends and Executive Limitations policies.
  - a. Such decisions of the President shall have full force and authority as if decided by the Board.
5. Have the authority to change its Ends and Executive Limitations policies.
  - a. Any change to the Ends of the organization requires a *special majority* (2/3) vote of the Board.
  - b. So long as any particular delegation is in place, the Board and its members will respect and support the President's choices.

**Systematic and rigorous monitoring of Presidential job performance will be solely against the only expected Presidential job products: organizational accomplishment of Board policies on Ends and organizational operation within the boundaries established in Board policies on Executive Limitations.**

The Board will:

1. Determine the degree to which Board policies are being met through monitoring.
  - a. Information that does not do this will not be considered to be monitoring data.
2. Acquire monitoring information by one or more of three methods:
  - a. by INTERNAL REPORT: in which the President discloses interpretations and compliance information to the Board;
  - b. by EXTERNAL REPORT: in which an external, disinterested 3rd party selected by the Board assesses compliance with the President's interpretation of Board policies; or
  - c. by DIRECT BOARD INSPECTION: in which a designated Board member or members of the Board assess compliance with the President's interpretation of the appropriate policy criteria.
3. Judge:
  - a. the reasonableness of the President's interpretation; and
  - b. whether data demonstrate accomplishment of the interpretation.
4. Accept **any reasonable President interpretation** of the Board policy being monitored as the standard for compliance.
  - a. The Board is the final arbiter of reasonableness, but will always judge with a "reasonable person" test rather than with interpretations favoured by Board members or by the Board as a whole.
5. Monitoring information will be presented from all campuses in which the Union operates if there are discrepancies in compliance.
6. All policies that instruct the President will be monitored at a frequency and by a method chosen by the Board. The Board can monitor any policy at any time by any method, but will ordinarily depend on a routine schedule as follows:

<schedule on following page>

Policy	Frequency (Times per year)	Periods of Monitoring	Method
Ends	1	13	Internal Report
EL #1 Global Executive Constraint	2	4, 12	Internal Report
EL #2a Treatment of Consumers	2	3, 8	Internal Report
EL #2b Treatment of Staff	1	6	Internal Report
EL #2c Compensation & Benefits	2	6, 12	Internal Report
EL #2d Financial Condition & Activities	3	4, 10, 13	Internal Report
	1	8	External Report
	2	7, 12	Board Direct Inspection
EL #2e Financial Planning & Budgeting	3	4, 10, 13	Internal Report
EL #2f Asset Protection	3	4, 10, 13	Internal Report
EL #2g Communication & Support to the Board	1	6	Internal Report
EL #2h Executive Succession	1	3	Internal Report
EL #2j Hiring Practices – Unpaid Staff	2	7, 12	Internal Report
EL #2l General Meetings and Elections	1	11	Internal Report
EL #2m Transition of Staff	1	13	Internal Report
EL #2n Hiring Practices – Paid Staff	2	6, 10	Internal Report

**In order to ensure that the President conducts themselves according to the policies contained herein, and to ensure that the President continues to work diligently toward the Ends for the Wilfrid Laurier University Students' Union, the following performance management outline is provided.**

**The Board will:**

1. Provide the President with a confidential mid-year performance review and discussion during the 1<sup>st</sup> week of November.
  - a. The Board Chair will provide performance feedback on behalf of the Board of Directors and the meeting will be facilitated by the Executive Director.
2. Provide the President with a confidential review of performance during the last week of March.
  - a. The Board Chair will provide performance feedback on behalf of the Board of Directors and the meeting will be facilitated by the Executive Director.
3. Ensure that the President responds in writing to the mid-year review within fourteen (14) days of completing the performance discussion.

**In order that the Board ensures progressive performance from the Office of the President the following performance management outline is provided. In the event that the Board determines that the President has acted unlawfully, imprudently, or in violation of commonly accepted business practices and professional ethics, the Board may take action.**

The Board will:

1. Provide the President with Verbal or Written Notification of performance concerns, given a *simple majority* (more than 50%) vote of the Board;
2. Provide the President with Written Notification of one (1) to five (5) days suspension, with or without pay, in consultation with the Union's solicitor, given a *special majority* (2/3) vote of the Board;
3. Provide the President with Written Notification of Termination from the Office of President in consultation with the Union's solicitor, given a *special majority* (2/3) vote of the Board, and written confirmation from the Union's solicitor that grounds for termination exist.

**The Organization exists to represent, advocate for, and support the primary stakeholders, the students of Wilfrid Laurier University, and to provide them with a holistic university experience and an enhanced student life. The costs of these benefits will be justified by the results.**

In no specific order of priority, students will benefit from:

1. An affordable, accessible, and high quality academic experience;
2. A safe, sustainable, and empowering environment;
3. Diverse and inclusive social interaction;
4. Products and services that cater to the financial needs of students.