



## **Board of Directors Meeting**

### **Agenda Package**

**December 2<sup>nd</sup>, 2024**

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**The Students' Union 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.**

Students will benefit from:

- An organization that advocates for an affordable, accessible, and high quality academic experience.
- A safe, sustainable, and empowering environment.
- Diverse and inclusive social interaction.
- Products and services that cater to the financial needs of students.

## Board of Directors Agenda Package - December 2nd, 2024

Start	Duration	Agenda Item	Type	Presenter	Policy Reference
7:00 PM	1 min	Call to Order	adm	Chair Russo	
7:01 PM	2 mins	Indigenous Land Acknowledgement	adm	Chair Russo	
7:03 PM	2 mins	Regrets	adm	Chair Russo	GP #2c.8
7:05 PM	1 min	Conflicts of Interest	adm	Chair Russo	GP #2c.2
7:06 PM	2 mins	Adoption of Agenda	D	Chair Russo	
		<b>MOTION</b> that the Board of Directors adopt the agenda as presented			
7:08 PM	1 min	<u>CONSENT AGENDA</u> GP #2b - Board Job Description GP #2c - Board Members' Code of Conduct GP #2d - Chair of the Board & Chief Governance Officer GP #2e - Vice Chair Job Description	D	Chair Russo	
		<b>MOTION</b> that the Board of Directors approve the Consent Agenda			
7:09 PM	2 mins	Minutes Approval - November 18th, 2024	D	Chair Russo	GP #2c
		<b>MOTION</b> that the board of Directors approve the November 18th, 2024 meeting minutes			
7:11 PM	3 mins	Comments from the Chair of the Board & CGO	fi	Chair Russo	
7:14 PM	4 mins	Comments from the President & CEO	fi	President Jesseau	
7:18 PM	4 mins	Comments from the Executive Director and COO	fi	ED Champagne	
7:22 PM	20 mins	Referendum Question Review	D	Chair Russo	GP #2j2
7:42 PM	15 mins	Winter 2025 Term BOD Schedule	D	Chair Russo	
7:55 PM	10 mins	Direct Inspection Committee Report: GP #2d - Chair Board Description GP #2g1 - Board Committee Structure BMD #2d2 - Monitoring Executive Performance	D	Chair Russo	
		<b>MOTION</b> that the Board of Directors approve the DIC Reports			
8:05 PM	13 mins	In-camera Session	D	Chair Russo	
		<b>MOTION</b> that the board of Directors proceed to an in-camera session			
8:18 PM	2 mins	Announcements	fi	Chair Russo	
8:20 PM	2 mins	Action Item Summary	adm	Chair Russo	
8:22 PM	1 min	Adjournment	adm	Chair Russo	
		<b>MOTION</b> that the Board of Directors adjourn the Dec. 2nd, 2024 meeting			
<b>Total</b>	1h 23 min				

### LEGEND

fi, For information  
fd, For discussion  
D, Decision required  
adm, Administrative task

## MONITORING REPORT

### CHAIR OF THE BOARD & CHIEF GOVERNANCE OFFICER

#### **Governance Process #2b – Board Job Description**

This interpretations-based monitoring report is presented in accordance with the monitoring schedule to provide the Board of Directors with an understanding of its adherence to the Governance Process policies. On behalf of the Board, I certify that the information is developed without prejudice or bias and represents compliance with a reasonable interpretation of all aspects of the policy unless specifically stated otherwise

Signed,

A handwritten signature in black ink that reads "Gabrielle Russo". The signature is written in a cursive, flowing style.

Chair of the Board & Chief Governance Officer

Date completed: November 26, 2024

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## SECTION – GP #2b, 1

### Board Job Description

### GP #2b

**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.

## CGO INTERPRETATION

I define “**linkage**” as connecting with and acquiring feedback from the moral ownership of the organization.

I define “**governance matters**” as any items that fall within the jurisdiction of the Board that aim to improve the quality of the governance structure of the organization.

I define “**assistance**” as aid in setting up, facilitating, and/or cleaning up after events.

I define “**applicable term**” as any term in which ownership linkage events are offered on either campus.

## OPERATIONAL DEFINITION

Compliance will be demonstrated when:

- The Board is executing a plan that is complete with initiatives, feedback forms, and outcomes.
- The Board takes into consideration the feedback that the moral ownership offers in policy development and boardroom discussion.
- Each director has assisted in Ownership Linkage events.
- No Ownership Linkage event is cancelled due to a lack of Director

**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.

## EVIDENCE

- The Board is committed to engage with the Ownership through online events.
- The Board has remained cognizant of ownership needs in all discussion. It has aimed to actively engage with the ownership to hear their concerns. These concerns are then brought forward during Ends-based and generative discussion.
- No Ownership Linkage event has been cancelled due to a lack of Director participation.
- Not every director has assisted in Ownership Linkage events

**I report this section as NON-COMPLIANT.**

## SECTION – GP #2b, 2

### Board Job Description

### GP #2b

**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.

## CGO INTERPRETATION

I interpret “**written governing policies**” as the policies that provide guidance for the Organization and the Board itself.

I interpret “**realistically address the broadest level of all organizational decisions and situations**” to mean that the Board will think practically and reasonably when developing and administering policies.

I define “**review process**” as the schedule outlining the dates of direct inspection that can be found within GP#2h. I define “direct inspection” to mean that all policies and their monitoring reports will be analyzed in-depth within a four-year cycle.

I further this definition to mean that individual committees are mandated to directly inspect specific policies.

I define “**sound**” as meaning that the policy is worded in such a way that appropriately achieves its desired end.

I define “**scope of the organization**” to be the Mission, Vision, and Guiding Principles of the Students’ Union, in addition to the Ends.

## OPERATIONAL DEFINITION

Compliance will be demonstrated when:

- The Board has policies that do not unnecessarily restrict the President/CEO from performing his or her duties.
- The Board strikes a Direct Inspection committee for each policy being reviewed in a given year, as per the schedule found in GP#2h.

**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.

- All Direct Inspection committees struck in a given year submit a final report to the Board.

## EVIDENCE

- All policies that were reported too restrictive have been repealed, as evidenced in the Policy Manual. The current President has not reported any policies as being too restrictive.
- The Board has struck a Direct Inspection committee for some policies that are in the 2024-2025 policy review cycle and will be finishing the rest before April.
- All Direct Inspection committees struck so far during the 2024-2025 year have submitted a final report to the Board.

I report this section as **COMPLIANT**.

## SECTION – GP #2b, 3

### Board Job Description

### GP #2b

**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.

## CGO INTERPRETATION

I define “**assure**” as taking appropriate action through policies to ensure positive organizational performance.

I define “**successful organizational performance**” as being in compliance with Executive Limitations and Ends policies.

## OPERATIONAL DEFINITION

Compliance will be demonstrated when:

- The Board enforces a monitoring schedule of Executive Performance according to BMD#2d1.
- To date, all Executive Limitation policies are either in compliance, or have a robust plan to bring them into compliance.

## EVIDENCE

- The Board approved a monitoring schedule for the President/CEO according to BMD#2d1.
- To date all Governance policies have either been in compliance, or there is plan to bring them into compliance.

**I report this section as COMPLIANT.**



## SECTION – GP #2b, 4

### Board Job Description

### GP #2b

**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.

## CGO INTERPRETATION

I define “**assure**” as taking appropriate action through policies to ensure positive Board performance.

I define “**successful Board performance**” as being in compliance with Governance Processes and Board Management Delegation policies.

## OPERATIONAL DEFINITION

Compliance will be demonstrated when:

- The Board enforces a monitoring schedule of Governance Processes and Board Management Delegation policies.
- To date, all Governance Processes and Board Management Delegation policies are either in compliance, or have a robust plan to bring them into compliance.

## EVIDENCE

- There is an approved monitoring schedule for the GP and BMD policies, which is being followed.
- To date not all Governance Processes and Board Management Delegation policies have been in compliance (i.e., GP2b1).

I report this section as **NON-COMPLIANT**

## MONITORING REPORT

### CHAIR OF THE BOARD & CHIEF GOVERNANCE OFFICER

#### **Governance Process #2c – Board Members’ Code of Conduct**

This interpretations-based monitoring report is presented in accordance with the monitoring schedule to provide the Board of Directors with an understanding of its adherence to the Governance Process policies. On behalf of the Board, I certify that the information is developed without prejudice or bias and represents compliance with a reasonable interpretation of all aspects of the policy unless specifically stated otherwise

Signed,

A handwritten signature in black ink that reads "Gabrielle Russo". The signature is written in a cursive, flowing style.

Chair of the Board & Chief Governance Officer

Date completed: November 26, 2024

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## SECTION – GP# 2c, 1

**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.

## CGO INTERPRETATION

I interpret “**loyalty to the ownership**” to mean that the Board will act on the needs of the undergraduate students of Wilfrid Laurier University: the ownership of the Corporation.

I interpret “**uncontested by loyalties to staff**” as avoiding the favouring of opinions of staff members on certain Board decisions or actions.

I define “**other organizations**” as any organization that is not the Laurier Students’ Union. I define “personal interest as a consumer” as Board concerns fueled by individual interactions with the products or services offered by the Organization.

## OPERATIONAL DEFINITION

Compliance will be demonstrated when:

- Board discussion is focused on governance matters for the moral ownership such as Ends, Strategic Visioning, and Performance Monitoring rather than consumer concerns.

## EVIDENCE

- The Board has focused on governance matters in the Boardroom by referring to the Board’s policies (Executive Limitations, Ends, BMDs, Governance Processes) and the Ends of the Organization.

I report this section as **COMPLIANT**.

## SECTION – GP# 2c, 2

**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. |

## CGO INTERPRETATION

I define “**conflict of interest**” as personally benefitting (materially or financially) from any decision or action made in a working capacity of the Organization.

I define “**fiduciary responsibility**” as the obligation of Directors to act for the benefit and well- being of the Laurier Students’ Union.

## OPERATIONAL DEFINITION

Compliance will be demonstrated when:

- All sections of GP#2c2 are reported as compliant.

## EVIDENCE

- All sections of GP#2c2 are reported as compliant.

**I report this section as COMPLIANT.**

## SECTION – GP# 2c, 2a

**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;
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  - 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. |

## CGO INTERPRETATION

I interpret “**self-dealing or business**” as an individual Board member using their position for any purpose other than Board-mandated duties, as outlined in the Governance Process policies.

I define “**vendors**” as any business that operates on the Brantford or Waterloo campuses. I define “**association**” as any entity that represents a membership that has a common purpose and formal structure other than the Laurier Students’ Union.

## OPERATIONAL DEFINITION

Compliance will be demonstrated when:

- Board members disclose all conflicts of interest.
- Individual Board members have not directly engaged in an agreement with a business or association on behalf of the Students’ Union.

## EVIDENCE

- Each meeting provides an opportunity for Directors to declare conflicts of interest, this has been used during one meeting and the directors who disclosed the conflict abstained from voting.
- There have been no reports of a conflict of interest for any agreement with any business or association by a Board member on behalf of the Students’ Union.

I report this section as **COMPLIANT**.

## SECTION – GP# 2c, 2b

**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:**

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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. |

## CGO INTERPRETATION

I define “**an issue**” as a matter that requires Board decision.

I define “**unavoidable conflict of interest**” as a circumstance that renders a Board member incapable of making a fair and balanced decision on a particular matter.

I further define this to mean that said Board member is unable to relieve themselves of said circumstance to allow for a fair decision.

I define “**withdraw from deliberation**” as removing oneself from the Board table and refraining from comment as an observer of Board discussion. I define “vote” as not being able to approve, oppose, or abstain from any decision item.

## OPERATIONAL DEFINITION

Compliance will be demonstrated when:

- Any member with a conflict of interest does not participate in either deliberation or voting.

## EVIDENCE

- No member has discussed or voted on an issue on which they have declared a conflict of interest.

I report this section as **COMPLIANT**.

## SECTION – GP# 2c, 2c

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  - 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;
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  - 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. |

## CGO INTERPRETATION

I define “**use their position**” as abusing the power and authority that comes with being a Director for personal gain.

I define “**obtain employment**” as acquiring a paid position within the Laurier Students’ Union. I interpret “prior to becoming a paid employee” as immediately before the start date of said employment contract.

I define “**upon submitting**” as providing the Chief Governance Officer and Board of Directors a written statement of a potential nomination for an elected position at least 48 hours before the submission.

I define “**until the conclusion of any general meeting**” any time during the campaigning period.

## OPERATIONAL DEFINITION

Compliance will be demonstrated when:

- Board members do not sit on hiring committees for Students’ Union staff that do not report to the Board.
- Board members do not instruct the President/CEO on how to conduct hiring except when explicitly outlined in an Executive Limitation.
- Board members have not obtained paid positions for themselves in the Union because of their current position.
- Any Board member who becomes a paid employee of the Organization resigns before starting their contract.
- Any Board member participating in elections declares a conflict of interest and does not vote throughout the duration of elections.

**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. |

## EVIDENCE

- Board members have not sat on any Students' Union hiring committees except for the Board Secretary position and Chief Returning Officer (CRO).
- There have been no reports about Board members instructing the President how to conduct hiring outside of the Executive Limitations.
- No Board member has obtained a paid contract within the Laurier Students' Union.
- Nomination packages have not yet been due, as of November 26, 2024, no directors are participating in elections

I report this section as **COMPLIANT**.



## SECTION – GP# 2c, 2d

**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. |

## CGO INTERPRETATION

I define “**Coordinator of a committee of the Organization**” as any coordinator- level position of the Laurier Students’ Union that is internally funded and operated.

## OPERATIONAL DEFINITION

Compliance will be demonstrated when:

- Any Board Members serving concurrently as a Coordinator within the Organization declare a conflict of interest when presented with the budget.

## EVIDENCE

- No directors currently serves as a Coordinator.

I report this section as **COMPLIANT**.

## SECTION – GP# 2c, 3

**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. |

## CGO INTERPRETATION

I define “**exercise individual authority**” as individual Board members using their discretion to evaluate the performance of, or delegate duties to, any paid or unpaid employee, including the President/CEO.

## OPERATIONAL DEFINITION

Compliance will be demonstrated when:

- All delegation to the President or Students' Union staff comes from officially passed motions of the Board or is provided by the President/Staff at their own discretion.

## EVIDENCE

- There are no reports of a Board member individually delegating duties to any employee of the Union.

I report this section as **COMPLIANT**.

## SECTION – GP# 2c, 3a

**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.

## CGO INTERPRETATION

I define “**lack of authority**” as an individual Board member’s inability to delegate tasks to, define parameters of, and supervise the duties of any paid or unpaid employee of the Laurier Students’ Union, as this can only be done by the Board as a whole through developing and monitoring Executive Limitations and Ends policies.

I define “**explicitly Board-authorized**” as the Board delegating a specific duty to a Board member, complete with limitations and a devised plan. Other than that, Board members must abide by the Unity of Control (BMD#2a), which dictates that the President/CEO only has to act on matters that are binding through a motion. The President/CEO does not have to respond to unauthorized requests from individual Board members, particularly if it requires too much time and resources.

## OPERATIONAL DEFINITION

Compliance will be demonstrated when:

- All Board members clearly understand that their role is to act as a collective, not as individuals.

## EVIDENCE

- The Board has received training on governance principles, including the lack of individual authority of Directors.

I report this section as **COMPLIANT**.

## SECTION – GP# 2c, 3b

**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.

## CGO INTERPRETATION

I define “**recognize**” as self-disciplined acknowledgement and understanding.

I define “**limitation**” and “**inability**” in the same vein as being prohibited from doing.

I define “**public**” to mean anyone within the Laurier communities.

I define “**press**” as any media outlets, such as the Cord, Sputnik, the Record, and the likes.

I interpret “**other entities**” as any business, organization, association, agency, or establishment that is not the Laurier Students’ Union.

I interpret “**for the Board**” as representing their statement as the Board’s opinion rather than their own.

## OPERATIONAL DEFINITION

Compliance will be demonstrated when:

- There has been no situation where an article has been released or a report has come to the Board or Chair, of a Director misrepresenting their own personal opinion as that of the Board as an entity.

**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.

## EVIDENCE

- No reports have been received nor article published featuring a Director speaking on behalf of the whole on a topic that was not explicitly decided by the Board.

I report this section as **COMPLIANT**.

## SECTION – GP# 2c, 3c

**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.

## CGO INTERPRETATION

I interpret “**expressing individual judgments of performance**” as an explicit job performance evaluation that is made by a single Board member. Board members must not individually evaluate the performance of any employee, and the President/CEO.

I interpret “**participation in Board deliberation**” as discussing, as a whole, whether the President/CEO has been in compliance with the Executive Limitations, Ends, and any other Board policy that pertains to the CEO’s performance.

I define “**any reasonable interpretation**” as an interpretation to Board policy that is prudent, legal, and ethical, based on commonly accepted business standards and practices.

## OPERATIONAL DEFINITION

Compliance will be demonstrated when:

- Individual Board members do not evaluate the performance of any employee.
- Performance evaluation is limited to the President’s compliance with Board policies.

## EVIDENCE

- Individual Board members have not been reported as having evaluated the performance of any employee.

I report this section as **COMPLIANT**.

## SECTION – GP# 2c, 4

**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.

## CGO INTERPRETATION

I define “**respect**” as demonstrating loyalty to the Laurier Students’ Union by not disclosing certain information.

I interpret “**confidentiality appropriate to issues of a sensitive nature**” to mean that any matter that pertains to human resources, contract negotiations, or any other sensitive matter that can negatively impact the outcome of a pending decision is held in confidence. This further means that Board members cannot publicly or privately divulge confidential information to anyone, until the information is declassified.

## OPERATIONAL DEFINITION

Compliance will be demonstrated when:

- There have been no reports of Board members divulging confidential information.

## EVIDENCE

- There have been no reports of Board members divulging confidential information.

I report this section as **COMPLIANT**.

## SECTION – GP# 2c, 5

**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. |

## CGO INTERPRETATION

I interpret “**properly prepared**” as having read the entire agenda package and any supporting documentation prior to Board meetings.

## OPERATIONAL DEFINITION

Compliance will be demonstrated when:

- All Board members are aware of all relevant information regarding the agenda before the Board meeting is called to order.

## EVIDENCE

- There have been no instances where it has been apparent, or that Directors have indicated, that they are not aware of the contents of a Board meeting agenda.

I report this section as **COMPLIANT**.



## SECTION – GP# 2c, 6

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. |

## CGO INTERPRETATION

I define “**support**” as providing context to members on, adding unbiased opinions of, and honouring the finality of decisions that were made as a Board.

I define “**legitimacy and authority**” as a decision that the Board came to as a whole, which is binding and represents the will and moral ownership of the Laurier Students' Union.

I define “**final determination**” as a passed motion and thus, final decision. Board decisions can, however, be re-evaluated by the Board, but until then, the decision must be respected by all Board members.

I interpret “**personal position of the issue**” as an individual Board member's opinion.

## OPERATIONAL DEFINITION

Compliance will be demonstrated when:

- Board members do not openly discredit any decision that has been made by the Board.

## EVIDENCE

- The Board has consistently moved forward with decisions made as a collective.

I report this section as **COMPLIANT**.

## SECTION – GP# 2c, 7

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.

## CGO INTERPRETATION

I define “**accurate**” as verifying the validity of the minutes and Board decisions.

I define “**current**” as being up-to-date and relevant. I define “**timely**” as a manner that does not compromise the time-sensitive nature of certain organizational matters. Essentially, the Board’s duty is to make sure that all Board matters are being documented in a responsible manner.

## OPERATIONAL DEFINITION

Compliance will be demonstrated when:

- Minutes are reviewed and approved at the beginning of every meeting, when appropriate.
- The Policy Manual is updated within 5 business days of all Board meetings to reflect changes that were made.

## EVIDENCE

- The Board approves minutes at the beginning of each meeting, when appropriate.
- The Policy Manual is in its current, most updated form.

I report this section as **COMPLIANT**.

## SECTION – GP# 2c, 7a

### Board Members' Code of Conduct

### GP #2c

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.

## CGO INTERPRETATION

I interpret “**rigorously follow Policy Governance principles**” as ensuring all policies are made with consideration to the proper reporting structure and delegation model that helps govern the Students' Union.

## OPERATIONAL DEFINITION

Compliance will be demonstrated when:

- Policy Governance is considered with the creation or re-evaluation of any policy.

## EVIDENCE

- All changes to the Policy Manual have been in accordance to Policy Governance

I report this section as **COMPLIANT.**

## SECTION – GP# 2c, 7b

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.

## CGO INTERPRETATION

I interpret “**Bylaw elements necessary for legal compliance**” as ensuring that all Board policies are within the confines of corporate, municipal, provincial, and federal laws.

## OPERATIONAL DEFINITION

Compliance will be demonstrated when:

- The Board has received training on their legal and fiduciary responsibility.

## EVIDENCE

- The Board received legal and fiduciary responsibility training prior to the beginning of their term on May 1<sup>st</sup>, 2024.

I report this section as **COMPLIANT**.

## SECTION – GP# 2c, 7c

### Board Members' Code of Conduct

### GP #2c

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.

## CGO INTERPRETATION

I define “**format, brevity and accuracy**” to mean that the Board must ensure that the Chair of the Board is informed of any errors with the style, conciseness, word-choices, or preciseness of any component in the Board minutes.

## OPERATIONAL DEFINITION

Compliance will be demonstrated when:

- Board meetings bring up any errors in the minutes at the appropriate time during Board meetings.

## EVIDENCE

- There have been no issues with the minutes, however if there are issues in the future Board members will propose friendly amendments to rectify the issue.

I report this section as **COMPLIANT**.

## SECTION – GP# 2c, 8

### Board Members' Code of Conduct

### GP #2c

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.

## CGO INTERPRETATION

I define “**ensure**” as making sure that a specific deed is carried out.

I define “**resigns**” as terminating their position on the Board based on a failure to comply with the details of this policy.

## OPERATIONAL DEFINITION

Compliance will be demonstrated when:

- All sub-policies of GP#2c8 are reported as compliant.

## EVIDENCE

All sub-policies of GP#2c8 are reported as compliant.

**I report this section as COMPLIANT.**

## SECTION – GP# 2c, 8a

### Board Members' Code of Conduct

### GP #2c

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. |

## CGO INTERPRETATION

I define “**absent**” as not being present for any part of a Board meeting without having a valid regret accepted by the Chair of the Board.

## OPERATIONAL DEFINITION

Compliance will be demonstrated when:

- No Director of the Board has three or more absences.

## EVIDENCE

- No Director of the Board to date has three or more absences.

I report this section as **COMPLIANT**.

## SECTION – GP# 2c, 8ai

### Board Members' Code of Conduct

### GP #2c

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.

## CGO INTERPRETATION

I interpret “**unanticipated circumstances**” as reasons for missing a meeting that were not foreseeable until after the Agenda package had been sent out.

## OPERATIONAL DEFINITION

Compliance will be demonstrated when:

- Directors with short-term emergencies or situations resulting in necessary absence explain the situation to the Chair in writing.

## EVIDENCE

- In any cases where a short-term emergency or situation has occurred, the Chair has been notified in writing.

I report this section as **COMPLIANT**.



## SECTION – GP# 2c, 8aii

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.

## CGO INTERPRETATION

I interpret “**anticipated circumstances**” as any circumstance that results in a Director missing a meeting that they knew about in advance of the Agenda package being sent out.

## OPERATIONAL DEFINITION

Compliance will be demonstrated when:

- Directors with foreseeable situations resulting in a necessary absence explain the situation to the Chair in writing.
- Directors with anticipated absences provide the Chair with contributions on the Agenda to be read at the meeting.

## EVIDENCE

- Directors have provided regrets in writing on several occasions far in advance of a Board meeting.
- Directors have provided the Chair with their contributions in advance of the meeting.

I report this section as **COMPLIANT**.

## SECTION – GP# 2c, 8b

### Board Members' Code of Conduct

### GP #2c

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.

## CGO INTERPRETATION

I interpret “**a member in good standing of the Organization**” as being an undergraduate student at Wilfrid Laurier University who is a fee-paying member.

Additionally, I interpret “**member in good standing**” as being without a general “Do Not Rehire” on their record from the Students' Union due to breaking contract as a volunteer.

## OPERATIONAL DEFINITION

Compliance will be demonstrated when:

- All sitting Directors are considered members in good standing of the Laurier Students' Union.

## EVIDENCE

- All Directors are in good standing of the organization

I report this section as **COMPLIANT**.

## SECTION – GP# 2c, 9

### Board Members' Code of Conduct

### GP #2c

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.

## CGO INTERPRETATION

I interpret “**participate in all Board performance evaluations**” as actively engaging in the feedback process for any meeting evaluation, Board self- evaluation, or any other evaluation that is deemed necessary for the enhancement of the Students' Union's governance capacity.

## OPERATIONAL DEFINITION

Compliance will be demonstrated when:

- Opportunity is provided for Board members to provide feedback, in a timely manner, to any evaluation form that has been authorized by the CGO.

## EVIDENCE

- Directors have the opportunity to send in feedback for all meetings.

I report this section as **COMPLIANT**.

## MONITORING REPORT

### CHAIR OF THE BOARD & CHIEF GOVERNANCE OFFICER

#### **Governance Process #2d – Chair of the Board & Chief Governance Officer**

This interpretations-based monitoring report is presented in accordance with the monitoring schedule to provide the Board of Directors with an understanding of its adherence to the Governance Process policies. On behalf of the Board, I certify that the information is developed without prejudice or bias and represents compliance with a reasonable interpretation of all aspects of the policy unless specifically stated otherwise

Signed,



Chair of the Board & Chief Governance Officer

Date completed: November 26, 2024

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## SECTION - GP #2d, 1

### Chair of the Board & Chief Governance Officer Role

### GP #2d

**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. Ensuring that a training schedule for the Board is developed and implemented in collaboration with the Board and the Governance and Elections Coordinator;
  - b. Ensuring that a schedule of Board meetings for the year is developed and implemented in collaboration with the Board and the Governance and Elections Coordinator and presented to the Board for approval; |

## CGO INTERPRETATION

I interpret “behaves consistently with its own rules” as the Board will be compliant with all Governance Processes, Board-Management Delegations, and Bylaws of the Wilfrid Laurier University Students’ Union, the sets of rules the Board created.

I interpret “those legitimately imposed upon it from outside the Organization” as any external set of rules pertaining to the Board of Directors to which they must follow. This includes but is not limited to government legislation set at the municipal, provincial, and federal levels, and university regulations, such as the Letters Patent, the Not-for-Profit Corporations Act, and the Operating Agreement with Wilfrid Laurier University.

## OPERATIONAL DEFINITION

Compliance will be demonstrated when:

- The Board is provided an understanding on the Governance Processes, Board- Management Delegations, and the responsibilities of a Director under Ontario legislation.
- The Board has access to any essential regulations as provided in the interpretation.
- If the board does not have a copy of their own, they are able to request a copy from the Chair, or it is publicly available online.
- The Board is compliant with the rules, policies and laws outlined in the interpretation.

**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. Ensuring that a training schedule for the Board is developed and implemented in collaboration with the Board and the Governance and Elections Coordinator;
  - b. Ensuring that a schedule of Board meetings for the year is developed and implemented in collaboration with the Board and the Governance and Elections Coordinator and presented to the Board for approval; |

## EVIDENCE

- The Board has received training on the Governance Processes, Board Management Delegations for the Organization, and the responsibilities of a Director under Ontario legislation.
- All Directors have been given electronic copies of the Students' Union Bylaws and the Policy Manual.
- The Board has the ability to request any of the previously stated documents from the Chair.
- The Board has received training from Ian Muller and Phil Champagne, on the responsibilities of a Director and the Board as a whole. In addition, each director received mentorship training from last year's directors.
- To date, the Board has not violated any of the previously mentioned agreements, policies, or binding documents.

I report this section as **COMPLIANT**.

## SECTION - GP #2d, 1a

Chair of the Board & Chief Governance Officer Role

GP #2d

**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. Ensuring that a training schedule for the Board is developed and implemented in collaboration with the Board and the Governance and Elections Coordinator;
  - b. Ensuring that a schedule of Board meetings for the year is developed and implemented in collaboration with the Board and the Governance and Elections Coordinator and presented to the Board for approval;

## CGO INTERPRETATION

I interpret “**meeting discussion content**” to be all items on the agenda that are marked as ‘for discussion’ or ‘decision required’.

I interpret “**ordinarily**” as all usual instances of Board proceedings, excluding extenuating circumstances that cannot be foreseen by the Board. I define “Board policy” as all policies set by the Board of Directors, which can be found in the Students’ Union policy manual.

I interpret “**belong to the Board to decide or to monitor**” as being any items that fall within the responsibilities of the Board, including but not limited to monitoring reports, policy review, strategic planning, outreach, strategic discussion, Board administration, and election-related items.

## OPERATIONAL DEFINITION

Compliance will be demonstrated when:

- Any items that fall outside of the realm of the above definition can be explained by unforeseen or extenuating circumstances.

## EVIDENCE

- Currently none of the meetings have included agenda items that are not clearly within the Board’s jurisdiction.

I report this section as **COMPLIANT**.

## SECTION - GP #2d, 1b

Chair of the Board & Chief Governance Officer Role

GP #2d

**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. Ensuring that a training schedule for the Board is developed and implemented in collaboration with the Board and the Governance and Elections Coordinator;
  - b. Ensuring that a schedule of Board meetings for the year is developed and implemented in collaboration with the Board and the Governance and Elections Coordinator and presented to the Board for approval; |

## CGO INTERPRETATION

I interpret “**deliberation will be fair, open, and thorough**” to mean that all Board members are treated equally in regards to speaking time, opinion, and that Robert’s Rules of Order are followed.

I interpret “**timely, orderly and kept to the point**” to mean that the time spent on agenda items should not greatly exceed the amount of time allotted unless absolutely necessary or greatly stray from its original purpose.

## OPERATIONAL DEFINITION

Compliance will be demonstrated when:

- Robert’s Rules of Order are followed in a professional manner.
- All board members feel treated fairly, as reported in the Board Meeting Evaluations
- Meetings only run over the allotted time when further discussion is necessary.

## EVIDENCE

- Robert’s Rules have been utilized at every meeting.
- No board member has indicated the belief of unfair treatment to the Chair or any other attendee at the meetings.
- Every board member is treated fairly and with respect.

I report this section as **COMPLIANT**.



## SECTION - GP #2d, 1c

Chair of the Board & Chief Governance Officer Role

GP #2d

**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. Ensuring that a training schedule for the Board is developed and implemented in collaboration with the Board and the Governance and Elections Coordinator;
  - b. Ensuring that a schedule of Board meetings for the year is developed and implemented in collaboration with the Board and the Governance and Elections Coordinator and presented to the Board for approval;

## CGO INTERPRETATION

I interpret “**neither monitoring performance nor Board decisions**” to be items that do not fall directly within the responsibilities or jurisdiction of the Board.

I define “**avoided or minimized**” to mean that such items do not appear on the agenda unless it is an extenuating circumstance.

I define “**noted as such**” to mean that all items are indicated to the Board in advance to highlight the fact that these items are outside of the Board’s jurisdiction, as well as are accompanied by the reasoning for the discussion of the item.

## OPERATIONAL DEFINITION

Compliance will be demonstrated when:

- Items that are not Board material are either not put on the agenda or explained.

## EVIDENCE

- There have not yet been any items on the agenda that do not classify as “Board material”.

I report this section as **COMPLIANT**.

## SECTION - GP #2d, 2

Chair of the Board & Chief Governance Officer Role

GP #2d

**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. Ensuring that a training schedule for the Board is developed and implemented in collaboration with the Board and the Governance and Elections Coordinator;
  - b. Ensuring that a schedule of Board meetings for the year is developed and implemented in collaboration with the Board and the Governance and Elections Coordinator and presented to the Board for approval; |

## CGO INTERPRETATION

I define “**make decisions**” as exercising the authority especially empowered to the Chair & CGO as outlined in the Governance Processes. This includes the duty to interpret, enforce the monitoring of, and provide evidence for all Governance Processes and Board-Management Delegations.

I define “**employment or termination of the President**” as meaning that the Chair & CGO does not have the individual authority to hire the President & CEO or remove them from office.

I interpret “**the Board specifically delegates portions of this authority to others**” as instances when the Board decides to delegate another individual with the authority of the Chair & CGO, such as chairing portions of meetings or chairing committees.

## OPERATIONAL DEFINITION

Compliance will be demonstrated when:

- The Chair & CGO has followed the Monitoring Schedule as approved by the Board.
- The Chair & CGO makes recommendations where applicable to maintain compliance with Governance Process and Board-Management Delegation policies.
- The Chair & CGO has not terminated, or hired a new, President/CEO.
- The Chair & CGO has not abused their powers by rejecting any action that is enforced upon them.

**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. Ensuring that a training schedule for the Board is developed and implemented in collaboration with the Board and the Governance and Elections Coordinator;
  - b. Ensuring that a schedule of Board meetings for the year is developed and implemented in collaboration with the Board and the Governance and Elections Coordinator and presented to the Board for approval; |

## EVIDENCE

- The monitoring schedule set out to be followed is currently being followed by the Chair & CGO.
- When applicable the Chair & CGO has made recommendations to maintain compliance with GP and BMD policies.
- The Chair & CGO has not terminated, or hired a new, President & CEO.
- The Chair & CGO has remained compliant on binding Board decisions.

I report this section as **COMPLIANT**.

## SECTION - GP #2d, 3

Chair of the Board & Chief Governance Officer Role

GP #2d

**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. Ensuring that a training schedule for the Board is developed and implemented in collaboration with the Board and the Governance and Elections Coordinator;
  - b. Ensuring that a schedule of Board meetings for the year is developed and implemented in collaboration with the Board and the Governance and Elections Coordinator and presented to the Board for approval; |

## CGO INTERPRETATION

I define “**reasonable interpretation**” as using insight, expertise, and sound judgment when providing scope and clarity when defining any interpretation of policy.

## OPERATIONAL DEFINITION

Compliance will be demonstrated when:

- The Board deems all Chair & CGO interpretations to be reasonable.

## EVIDENCE

- The Board has not rejected any interpretations by the Chair & CGO.

I report this section as **COMPLIANT**.

## SECTION - GP #2d, 3a

Chair of the Board & Chief Governance Officer Role

GP #2d

**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. Ensuring that a training schedule for the Board is developed and implemented in collaboration with the Board and the Governance and Elections Coordinator;
  - b. Ensuring that a schedule of Board meetings for the year is developed and implemented in collaboration with the Board and the Governance and Elections Coordinator and presented to the Board for approval;

## CGO INTERPRETATION

I interpret “commonly accepted power of that position” as being able to determine and enforce the speakers’ list as well as be responsible for the enforcement of Robert’s Rules of Order.

## OPERATIONAL DEFINITION

Compliance will be demonstrated when:

- The CGO has chaired every meeting without deviating from or abusing their power, save situations where the Board replaces the CGO with another Director to chair a portion of the meeting, or the CGO submits appropriate regrets.

## EVIDENCE

- Currently there have been no reports of the Chair & CGO deviating from or abusing their power or Points of Personal Preference called regarding the Chairing of meetings.

**I report this section as COMPLIANT.**

## SECTION - GP #2d, 3b

Chair of the Board & Chief Governance Officer Role

GP #2d

**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. Ensuring that a training schedule for the Board is developed and implemented in collaboration with the Board and the Governance and Elections Coordinator;
  - b. Ensuring that a schedule of Board meetings for the year is developed and implemented in collaboration with the Board and the Governance and Elections Coordinator and presented to the Board for approval;

## CGO INTERPRETATION

I define “**make decisions about policies**” as modify, change, or limit Presidential interpretations without the Board’s approval for Ends and Executive Limitations policies.

## OPERATIONAL DEFINITION

Compliance will be demonstrated when:

- The CGO does not create, change, or implement Ends or Executive Limitations Policies without the changes being approved by the Board.
- The CGO does not influence the interpretation of the Ends or Executive Limitation policies.

## EVIDENCE

- The CGO has not created, changed, or implemented Ends or Executive Limitation policies without Board approval.
- The CGO has not influenced the interpretation of the Ends or Executive Limitation policies as these duties are held by the President.

I report this section as **COMPLIANT**.

## SECTION - GP #2d, 3c

Chair of the Board & Chief Governance Officer Role

GP #2d

**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. Ensuring that a training schedule for the Board is developed and implemented in collaboration with the Board and the Governance and Elections Coordinator;
  - b. Ensuring that a schedule of Board meetings for the year is developed and implemented in collaboration with the Board and the Governance and Elections Coordinator and presented to the Board for approval;

## CGO INTERPRETATION

I define “**no authority to supervise or direct**” to mean that the President & CEO does not report to the Chair & CGO, and the Chair & CGO does not have the authority to monitor the President, nor the power to provide instruction or direct the President’s activities unless otherwise instructed by the Board to do so.

## OPERATIONAL DEFINITION

- All performance appraisals for the President are completed by the Board as a whole and are based solely off of monitoring information, and organizational accomplishment of the ends.
- The CGO does not task the President with official work without Board approval.

## EVIDENCE

- The President has received a formal performance appraisal from the CGO on behalf of the Board which was based on monitoring information and organizational accomplishments of the ends.
- The CGO has not formally tasked the President with work outside of Board approval.

**I report this section as COMPLIANT.**

## SECTION - GP #2d, 3d

Chair of the Board & Chief Governance Officer Role

GP #2d

**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. Ensuring that a training schedule for the Board is developed and implemented in collaboration with the Board and the Governance and Elections Coordinator;
  - b. Ensuring that a schedule of Board meetings for the year is developed and implemented in collaboration with the Board and the Governance and Elections Coordinator and presented to the Board for approval; |

## CGO INTERPRETATION

I interpret “**represent the Board**” as being the official spokesperson for the Board of Directors.

I interpret “**outside parties**” to be external entities that are not affiliated with the Students’ Union.

I define “**Board-stated positions**” to be decisions passed by the Board of Directors.

I interpret “**areas delegated to the CGO**” to be powers and responsibilities of the CGO as outlined in Governance Process and Board-Management Delegation policies.

## OPERATIONAL DEFINITION

Compliance will be demonstrated when:

- The CGO does not make statements to the public or media that are not reflective of Board decisions.
- The CGO is allowed to define what constitutes a reasonable interpretation of GP and BMD policies.

## EVIDENCE

- The CGO has not yet released any formal statements to the public or media on behalf of the Board.
- The CGO has the ability to reasonably interpret all GP and BMD policies.

I report this section as **COMPLIANT**.



## SECTION - GP #2d, 3e

Chair of the Board & Chief Governance Officer Role

GP #2d

**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. Ensuring that a training schedule for the Board is developed and implemented in collaboration with the Board and the Governance and Elections Coordinator;
  - b. Ensuring that a schedule of Board meetings for the year is developed and implemented in collaboration with the Board and the Governance and Elections Coordinator and presented to the Board for approval; |

## CGO INTERPRETATION

I interpret “ensure the provision of effective monitoring” to mean that an annual monitoring schedule will be compiled and submitted to the Board of Directors for approval with the purpose of monitoring the Governance Process policies.

## OPERATIONAL DEFINITION

Compliance will be demonstrated when:

- A schedule is created in which all GPs are monitored.

## EVIDENCE

- There is a set monitoring schedule which is being followed diligently.

I report this section as **COMPLIANT**.

## SECTION - GP #2d, 3f

**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. Ensuring that a training schedule for the Board is developed and implemented in collaboration with the Board and the Governance and Elections Coordinator;
  - b. Ensuring that a schedule of Board meetings for the year is developed and implemented in collaboration with the Board and the Governance and Elections Coordinator and presented to the Board for approval; |

## CGO INTERPRETATION

I define “**delegate this authority**” to mean that the CGO provides another individual with one of its functions as defined by this policy.

I define “**remain accountable for its use**” to mean that the CGO is responsible for any outcomes resulting from the delegation of their power.

## OPERATIONAL DEFINITION

Compliance will be demonstrated when:

- The CGO & Chair is held accountable by the Board for this policy and all products associated with the role of CGO & Chair.

## EVIDENCE

- Currently there have been no monitoring reports delegated to other board members, although if there were tasks delegated the CGO is ultimately responsible to the Board for the quality of all GP and BMD monitoring reports regardless of the author.

I report this section as **COMPLIANT**.

## SECTION - GP #2d, 3g

Chair of the Board & Chief Governance Officer Role

GP #2d

**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. Ensuring that a training schedule for the Board is developed and implemented in collaboration with the Board and the Governance and Elections Coordinator;
  - b. Ensuring that a schedule of Board meetings for the year is developed and implemented in collaboration with the Board and the Governance and Elections Coordinator and presented to the Board for approval; |

## CGO INTERPRETATION

I define “**coaching role**” to mean that the CGO is a mentor and guide to all Board members. This includes a focus on training prior to their first day in office, as well as being a resource for all Board members throughout their term.

## OPERATIONAL DEFINITION

Compliance will be demonstrated when:

- The CGO is willing to meet with, or speak to, directors regarding Board issues.
- All Board Training is organized by the CGO.
- The CGO assists Board members with any Board-related inquiries.

## EVIDENCE

- The CGO has had multiple meetings with the Vice-Chair to introduce them to the board and provide chair training.
- There have been numerous inquiries from directors which the CGO has responded to in an effective and timely manner.
- The CGO organized board training during summer meetings with help from Ian Muller.
- The CGO has initiated conversations about professional development and guest presentation opportunities, and the board has scheduled guest presentations throughout the year, which trains the board on the operations of our partners, and other topics.
- The CGO has provided directors with multiple ways to contact them at any time.

**I report this section as COMPLIANT.**

## SECTION - GP #2d, 4a

Chair of the Board & Chief Governance Officer Role

GP #2d

**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. Ensuring that a training schedule for the Board is developed and implemented in collaboration with the Board and the Governance and Elections Coordinator;
  - b. Ensuring that a schedule of Board meetings for the year is developed and implemented in collaboration with the Board and the Governance and Elections Coordinator and presented to the Board for approval; |

## CGO INTERPRETATION

I define “**establishing and implementing a training schedule**” as organizing, scheduling, and facilitating Board training throughout the year.

## OPERATIONAL DEFINITION

Compliance will be demonstrated when:

- The Board receives notice no later than one week in advance for training.
- The Board receives training in all academic terms.

## EVIDENCE

- Thus far, board training occurred at the start of the summer meetings. The directors were informed of this training at the first meeting, thus they received notice at least one week in advance, with the first weeks' notice being delivered through the circulated agenda.
- Guest presentations have been tentatively scheduled for Board meetings throughout the academic year, which count as Board Training.

I report this section as **COMPLIANT**.

## SECTION - GP #2d, 4b

### Chair of the Board & Chief Governance Officer Role

### GP #2d

**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. Ensuring that a training schedule for the Board is developed and implemented in collaboration with the Board and the Governance and Elections Coordinator;
  - b. Ensuring that a schedule of Board meetings for the year is developed and implemented in collaboration with the Board and the Governance and Elections Coordinator and presented to the Board for approval;

## CGO INTERPRETATION

I define this policy to mean that the Chair of the Board & CGO will organize, create, and submit for Board approval a schedule of Board meetings for the entire fiscal year prior to September 1<sup>st</sup>, 2024, with winter semester meetings being tentative week ranges pending the academic schedules of Board members.

## OPERATIONAL DEFINITION

Compliance will be demonstrated when:

- The Board approves the specific fall dates of Board meetings for the year before September 1<sup>st</sup>.
- The Board approves a tentative range of dates for all meetings before September 1<sup>st</sup>.
- The Board approves the specific winter dates of Board meetings no later than the last meeting of the fall academic term.

## EVIDENCE

- The Board approved the initial summer meeting schedule on May 6<sup>th</sup>, 2024.
- The Board approved a schedule for fall meeting dates and times, at the August 12<sup>th</sup>, 2024 meeting.
- The Board will determine the first meeting date for the Winter term, and then determine a schedule for the Winter term when the directors' classes are known.

I report this section as **COMPLIANT**.

## SECTION - GP #2d, 4c

Chair of the Board & Chief Governance Officer Role

GP #2d

- c. Overseeing the elections process for the General Meeting of the Organization;
  - d. The facilitation of Board processes;
  - e. The compilation and distribution of all Board-relevant material and documents prior to meetings of the Board in collaboration with the Governance and Elections Coordinator;
  - 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 preparation and facilitation of transition process for the CGO-elect;
  - i. The compilation and facilitation of self-evaluations in mid-year and end-of-year reports for the Board;
  - j. 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 Chair through the Governance and Elections Coordinator no later than three (3) days before the meeting.

## CGO INTERPRETATION

I define “**supervising the Chief Returning Officer**” to mean that the CGO has the authority to provide instructions to the Chief Returning Officer.

I interpret “**responsible for the hiring**” as being responsible for the creation of a hiring panel, and leading the hiring process for the position.

I define “**oversee the elections process**” as establishing and enforcing all elections policies and procedures, and remaining fair and unbiased towards any parties or candidates within the elections process.

## OPERATIONAL DEFINITION

Compliance will be demonstrated when:

- The CGO leads a hiring panel for the position of CRO, and any assistants hired underneath the CRO.
- The CRO, or designate, oversees the elections process.

## EVIDENCE

- The Board of Directors hired a CRO in July 2024, and the CRO has completed training and is assisting the board with their required tasks.
- When the elections process begins the CRO will be overseeing this process.

I report this section as **COMPLIANT**.

## SECTION - GP #2d, 4d

### Chair of the Board & Chief Governance Officer Role

### GP #2d

- c. Overseeing the elections process for the General Meeting of the Organization;
  - d. The facilitation of Board processes;
  - e. The compilation and distribution of all Board-relevant material and documents prior to meetings of the Board in collaboration with the Governance and Elections Coordinator;
  - 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 preparation and facilitation of transition process for the CGO-elect;
  - i. The compilation and facilitation of self-evaluations in mid-year and end-of-year reports for the Board;
  - j. 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 Chair through the Governance and Elections Coordinator no later than three (3) days before the meeting. |

## CGO INTERPRETATION

I interpret “**facilitation of Board processes**” as meaning that the CGO supports and implements training, Board meetings, policy development, executive performance monitoring, committee work, strategic planning, and any other board-relevant tasks as part of the Governance capacity of the Students' Union.

## OPERATIONAL DEFINITION

Compliance will be demonstrated when:

- The CGO (or their designate) sits on all committees.
- The CGO (or their designate), attends all committee meetings.
- All policy development is done either by or with the CGO.
- The CGO has planned and executed Board training.
- The CGO has included strategic discussions in at least one Board Meeting a month during the academic year, excluding December and April, and where possible during the summer term.

- c. Overseeing the elections process for the General Meeting of the Organization;
  - d. The facilitation of Board processes;
  - e. The compilation and distribution of all Board-relevant material and documents prior to meetings of the Board in collaboration with the Governance and Elections Coordinator;
  - 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 preparation and facilitation of transition process for the CGO-elect;
  - i. The compilation and facilitation of self-evaluations in mid-year and end-of-year reports for the Board;
  - j. 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 Chair through the Governance and Elections Coordinator no later than three (3) days before the meeting. |

## EVIDENCE

- The CGO has sat on all committees struck to date.
- The CGO has attended all committee meetings this year. Should the CGO be unable to attend the committee meeting, they will request the Vice Chair to attend in their absence. If the Vice Chair is unable to attend, the CGO will select a designate.
- There have not been any instances of policy development that have not included the CGO.
- The Board has undergone training planned by the CGO, and will undergo more training throughout the year.
- To date, strategic discussions have taken place in at least one Board Meeting per month.
- The CGO will schedule strategic discussion in at least one meeting a month in the fall and winter terms.

I report this section as **COMPLIANT**



## SECTION - GP #2d, 4e

Chair of the Board & Chief Governance Officer Role

GP #2d

- c. Overseeing the elections process for the General Meeting of the Organization;
  - d. The facilitation of Board processes;
  - e. The compilation and distribution of all Board-relevant material and documents prior to meetings of the Board in collaboration with the Governance and Elections Coordinator;
  - 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 preparation and facilitation of transition process for the CGO-elect;
  - i. The compilation and facilitation of self-evaluations in mid-year and end-of-year reports for the Board;
  - j. 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 Chair through the Governance and Elections Coordinator no later than three (3) days before the meeting.

## CGO INTERPRETATION

I define “**compilation and distribution of all Board-relevant material and documents prior to meetings**” as meaning that the completed agenda and any relevant and necessary information for the meeting is provided to the Board at least 48 hours in advance.

## OPERATIONAL DEFINITION

Compliance will be demonstrated when:

- All agenda packages are provided to the Board no less than 48 hours prior to any regularly scheduled Board meeting.
- Information for emergency Board meetings is provided to the Board with at least 5 hours of notice.

## EVIDENCE

- All agenda packages have been provided to the Board ahead of the 48 hour deadline.
- Currently there have been no emergency board meetings.

I report this section as **COMPLIANT**.

## SECTION - GP #2d, 4f

### Chair of the Board & Chief Governance Officer Role

### GP #2d

- c. Overseeing the elections process for the General Meeting of the Organization;
  - d. The facilitation of Board processes;
  - e. The compilation and distribution of all Board-relevant material and documents prior to meetings of the Board in collaboration with the Governance and Elections Coordinator;
  - 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 preparation and facilitation of transition process for the CGO-elect;
  - i. The compilation and facilitation of self-evaluations in mid-year and end-of-year reports for the Board;
  - j. 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 Chair through the Governance and Elections Coordinator no later than three (3) days before the meeting.

## CGO INTERPRETATION

I define “**official liaison**” as the CGO being the sole individual with the authority to communicate any formal messages between the President and the Board of Directors.

I further interpret this policy to mean that the CGO is responsible for communication any expectations to the President, including but not limited to the dates of which Executive Limitations are to be monitored.

## OPERATIONAL DEFINITION

Compliance will be demonstrated when:

- All formal emails or announcements between the Board and the President are done by the CGO.
- The CGO provides the President with any relevant information that pertains to their duties as outlined or approved by the Board.

## EVIDENCE

- There have been no formal announcements from the Board to the President to date.
- The CGO has emailed the President with information that pertains to their duties and regarding information from student concerns.

I report this section as **COMPLIANT**.

## SECTION - GP #2d, 4g

### Chair of the Board & Chief Governance Officer Role

### GP #2d

- c. Overseeing the elections process for the General Meeting of the Organization;
  - d. The facilitation of Board processes;
  - e. The compilation and distribution of all Board-relevant material and documents prior to meetings of the Board in collaboration with the Governance and Elections Coordinator;
  - 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 preparation and facilitation of transition process for the CGO-elect;
  - i. The compilation and facilitation of self-evaluations in mid-year and end-of-year reports for the Board;
  - j. 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 Chair through the Governance and Elections Coordinator no later than three (3) days before the meeting. |

## CGO INTERPRETATION

I interpret “**compilation and facilitation**” to mean that the CGO will collect feedback from the Board of Directors, and provide said feedback in an understandable and professional manner to the President.

I define “**evaluation of the President**” as meaning Board feedback surrounding all monitoring reports and the President’s compliance status is used to determine Presidential performance.

## OPERATIONAL DEFINITION

Compliance will be demonstrated when:

- The CGO compiles and facilitates a midterm review of the president no later than November 30<sup>th</sup>, 2024.
- The CGO compiles and facilitates a year-end review of the president by no later than the second last scheduled meeting of the fiscal year.
- The reviews are based on monitoring performance in the Boardroom.

## EVIDENCE

- The mid-year review took place during the last meeting in September.
- The year-end review will take place during one of the meetings in March.

I report this section as **COMPLIANT**

## SECTION - GP #2d, 4h

### Chair of the Board & Chief Governance Officer Role

### GP #2d

- c. Overseeing the elections process for the General Meeting of the Organization;
  - d. The facilitation of Board processes;
  - e. The compilation and distribution of all Board-relevant material and documents prior to meetings of the Board in collaboration with the Governance and Elections Coordinator;
  - 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 preparation and facilitation of transition process for the CGO-elect;
  - i. The compilation and facilitation of self-evaluations in mid-year and end-of-year reports for the Board;
  - j. 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 Chair through the Governance and Elections Coordinator no later than three (3) days before the meeting.

## CGO INTERPRETATION

I define “**preparation and facilitation**” as meaning that the CGO is responsible for creating a transition plan to train their successor, the CGO-elect.

I interpret “**transition process**” as being the period of time from the election of the CGO- elect to their assumption of office on May 1st, 2017.

## OPERATIONAL DEFINITION

Compliance will be demonstrated when:

- The CGO facilitates the first Board-elect meeting.
- The CGO works with the CGO-elect to facilitate Board elect training.
- The CGO provides the CGO-elect with a transition report.
- The CGO ensures that the CGO-elect is sufficiently prepared to take office on May 1<sup>st</sup>, 2025.

## EVIDENCE

- The first Board-elect meeting will be scheduled between the time of the Annual General Meeting and the start of winter reading week based on the schedules of Directors-elect.
- Once the CGO-elect is elected the CGO will work with them to facilitate board elect training, and will provide them with a transition report.

I report this section as **COMPLIANT**.

- c. Overseeing the elections process for the General Meeting of the Organization;
  - d. The facilitation of Board processes;
  - e. The compilation and distribution of all Board-relevant material and documents prior to meetings of the Board in collaboration with the Governance and Elections Coordinator;
  - 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 preparation and facilitation of transition process for the CGO-elect;
  - i. The compilation and facilitation of self-evaluations in mid-year and end-of-year reports for the Board;
  - j. 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 Chair through the Governance and Elections Coordinator no later than three (3) days before the meeting.

## CGO INTERPRETATION

I interpret “**compilation and facilitation**” as meaning the CGO will write and ensure that the Board of Directors receives and completes feedback on their job performance as outlined in the Governance Processes.

I define “**self- evaluation**” as being a report of all monitoring reports and their compliance or non-compliance as a metric for Board performance.

## OPERATIONAL DEFINITION

Compliance will be demonstrated when:

- The Board receives a midterm report of compliance and non-compliance in September 2024 and a final report in March 2025, which will serve as a basis for self-evaluation.

## EVIDENCE

- The midterm report took place during the last meeting in September.
- The end-year report is scheduled for one of the meetings in March.

I report this section as **COMPLIANT**.

## SECTION - GP #2d, 4j

### Chair of the Board & Chief Governance Officer Role

### GP #2d

- c. Overseeing the elections process for the General Meeting of the Organization;
  - d. The facilitation of Board processes;
  - e. The compilation and distribution of all Board-relevant material and documents prior to meetings of the Board in collaboration with the Governance and Elections Coordinator;
  - 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 preparation and facilitation of transition process for the CGO-elect;
  - i. The compilation and facilitation of self-evaluations in mid-year and end-of-year reports for the Board;
  - j. 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 Chair through the Governance and Elections Coordinator no later than three (3) days before the meeting.

## CGO INTERPRETATION

I interpret “**facilitation of meeting evaluations**” as meaning that the CGO will ensure there is a process in place for periodically reviewing the Board's adherence to Governance Process policies and Robert's Rules during meetings.

## OPERATIONAL DEFINITION

Compliance will be demonstrated when:

- The Board has been trained on Policy Governance and Robert's Rules
- The Chair leads, or has plans to lead, discussion with the Board about its adherence to meeting policies and protocols.

## EVIDENCE

- The Board received training on Policy Governance and Robert's Rules.
- Board meeting protocol was discussed during the Board's first self-evaluation in September.

I report this section as **COMPLIANT**.

## SECTION - GP #2d, 5

### Chair of the Board & Chief Governance Officer Role

### GP #2d

- c. Overseeing the elections process for the General Meeting of the Organization;
  - d. The facilitation of Board processes;
  - e. The compilation and distribution of all Board-relevant material and documents prior to meetings of the Board in collaboration with the Governance and Elections Coordinator;
  - 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 preparation and facilitation of transition process for the CGO-elect;
  - i. The compilation and facilitation of self-evaluations in mid-year and end-of-year reports for the Board;
  - j. 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 Chair through the Governance and Elections Coordinator no later than three (3) days before the meeting.

## CGO INTERPRETATION

I interpret “**at least one other Board member**” as being the Vice Chair of the Board.

I define “**sufficiently familiar with Board and CGO issues**” to mean that the individual is aware of the minimum job requirements and familiar with CGO and Board projects.

I define “**reasonable proficiency**” as meaning that the Board member will know how to act in a way that ensures the Bylaws and Policies are upheld, thereby allowing them to execute the duties of CGO if needed.

## OPERATIONAL DEFINITION

Compliance will be demonstrated when:

- The CGO updates the Vice Chair on all relevant Board functions and happenings no less than monthly.
- The Vice Chair is provided access to Board documents.

## EVIDENCE

- The CGO meets with the Vice Chair no less than monthly to provide updates and answer questions.
- The Vice Chair has access to board documents through TEAMS.

I report this section as **COMPLIANT**.

## SECTION - GP #2d, 6

### Chair of the Board & Chief Governance Officer Role

### GP #2d

- c. Overseeing the elections process for the General Meeting of the Organization;
  - d. The facilitation of Board processes;
  - e. The compilation and distribution of all Board-relevant material and documents prior to meetings of the Board in collaboration with the Governance and Elections Coordinator;
  - 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 preparation and facilitation of transition process for the CGO-elect;
  - i. The compilation and facilitation of self-evaluations in mid-year and end-of-year reports for the Board;
  - j. 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 Chair through the Governance and Elections Coordinator no later than three (3) days before the meeting. |

## CGO INTERPRETATION

I interpret “**recommend or request an item**” to mean that Directors are given the ability to influence the creation of the agenda for any Board meeting.

## OPERATIONAL DEFINITION

Compliance will be demonstrated when:

- The CRO sends a request for discussion items a week prior to the scheduled meeting with a deadline of when the items need to be submitted by. Then after the deadline the CRO will make an agenda and circulate it to the directors.

## EVIDENCE

- The CGO has allowed for any requests from a Board member of board- relevant material to be placed on the agenda.
- The directors can send their request to the Chair or submit it to the CRO to ensure the item makes it on the agenda.
- The CRO has been assigned the task of making the agenda and distributing it to the directors.

I report this section as **COMPLIANT**.



**MONITORING REPORT**  
**VICE-CHAIR OF THE BOARD**

**Governance Process #2e – Vice Chair Job Description**

This interpretations-based monitoring report is presented in accordance with the monitoring schedule to provide the Board of Directors with an understanding of its adherence to the Governance Process policies. On behalf of the Board, I certify that the information is developed without prejudice or bias and represents compliance with a reasonable interpretation of all aspects of the policy unless specifically stated otherwise

Signed,

A handwritten signature in black ink that reads "Gabrielle Krose". The signature is written in a cursive, flowing style.

Vice-Chair of the Board

Date completed: November 26, 2024

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## SECTION – GP #2e

### Vice Chair's Role

### GP #2e

**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. |

## CGO INTERPRETATION

I interpret “**officer of the Board**” as being a Board member with additional responsibilities in addition to the regular responsibilities of any other Board member.

I interpret “**protect**” as ensuring that the necessary precautions are taken to ensure that the Board is able to function in the case of a loss of the CGO.

I define “**CGO services**” as tasks and duties performed by the CGO in order to ensure that the Students' Union and Board are in compliance with Board policies, the constitution and the bylaws of the corporation.

## OPERATIONAL DEFINITION

Compliance will be demonstrated when:

- The Vice Chair sits as a normal board member at all meetings unless filling in as Chair, possessing both the right to vote and provide an opinion.
- The Vice Chair remains unbiased while acting as Chair of the Board.

## EVIDENCE

- The Vice Chair has provided opinions on topics of discussion and has exercised her right to vote during all meetings.
- The Vice Chair has chaired an in-camera review during a September meeting.

**I report this section as COMPLIANT.**

## SECTION – GP #2e, 1

### Vice Chair's Role

### GP #2e

**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. |

## CGO INTERPRETATION

I define “**ensure**” as taking the initiative to eliminate any uncertainty.

I interpret “**sufficiently familiar**” as being informed of all issues and documents being presented before the board, while having the ability to resolve questions or concerns presented by Directors.

I define “**Board-relevant Material**” as any issue, document, discussion, presentation or other item that is presented to the board, for decision or discussion, as well as any other subjects that could affect the governance of the organization.

## OPERATIONAL DEFINITION

Compliance will be demonstrated when:

- The Vice Chair initiates meetings with the CGO to ensure they are updated on all material relevant to the Board.
- The Vice Chair asks questions of the CGO or any other relevant source to ensure that the Vice Chair has a complete understanding of board material.

## EVIDENCE

- The Vice Chair has initiated meetings with the CGO to stay up to date on all Board-relevant material.
- The Vice Chair contacts the CGO if she has any questions or needs further clarification on board material.

I report this section as **COMPLIANT**.

## SECTION – GP #2e, 1a

### Vice Chair's Role

### GP #2e

**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.

### CGO INTERPRETATION

I define “**kept abreast**” as being up-to-date on all Board-related issues.

I define “**Board-relevant Material**” as any issue, document, discussion, presentation or other item that’s presented to the board, for decision or discussion, as well as any other subjects that could affect the governance of the organization.

### OPERATIONAL DEFINITION

Compliance will be demonstrated when:

- The CGO meets with the Vice Chair no less than once a month in the summer, December, and April, and no less than twice a month for the remainder of the year, to ensure they are kept up-to-date on happens of the organization.

### EVIDENCE

- The CGO and the Vice Chair have been in contact no less than twice a month since the beginning of the Board term on May 1st, 2024.

I report this section as **COMPLIANT**.

## SECTION – GP #2e, 2

### Vice Chair's Role

### GP #2e

**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.

## CGO INTERPRETATION

I define “**ensure**” as taking the initiative to eliminate any uncertainty.

I interpret “**Board documents and filings**” as meeting minutes, contracts, forms, presentations, attendance logs, policies, monitoring reports, agenda packages, and all other items that come before the Board.

I define “**accurate**” to mean that Board documents and filings are correct and consistent in all details.

I define “**current**” as being the most recent position in regards of board decisions and discussions.

I interpret “**timely**” as being produced or updated in an efficient enough timeframe after the decision was made by the Board to ensure relevancy.

## OPERATIONAL DEFINITION

Compliance will be demonstrated when:

- The Vice Chair reviews all Board documents to ensure that they reflect the final decision of the Board.

## EVIDENCE

- The Vice Chair reviews the agenda package before every meeting to ensure that the minutes and motions are accurate.
- The Vice Chair has asked to review the DIC and OL Committee reports.

I report this section as **COMPLIANT**

## SECTION – GP #2e, 3

### Vice Chair's Role

### GP #2e

**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.

### CGO INTERPRETATION

I interpret “**have access**” as being able to view all board relevant material.

I interpret “**Board documents**” as any issue, document, discussion, presentation or other item that's presented to the board, for decision or discussion, as well as any other subjects that could affect the governance of the organization

### OPERATIONAL DEFINITION

Compliance will be demonstrated when:

- The Vice Chair has been given the necessary log in information to access their Microsoft Teams account, which contains all Board documents.

### EVIDENCE

- The Vice Chair has access to her Teams account and knows how to navigate the file system.

**I report this section as COMPLIANT.**

## SECTION – GP #2e, 4

### Vice Chair's Role

### GP #2e

**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.

## CGO INTERPRETATION

I interpret “**compilation and facilitation**” as initiating the process of gathering feedback from the board in order to present to the Chair of the Board and CGO a review based on their performance.

I define “**evaluation of the Chair**” as meaning Board feedback regarding all Governance Process monitoring reports, excluding those not monitored by the Chair & CGO, as well as all other Board- specific duties that are outlined in GP#2d.

## OPERATIONAL DEFINITION

Compliance will be demonstrated when:

- The Vice Chair compiles and facilitates a midterm review of the Chair of the Board by November 2024.
- The Vice Chair compiles and facilitates an end-of-year review of the Chair of the Board by April 2025.
- The reviews are based on monitoring performance in the Boardroom, as well as all board-related responsibilities outlined in GP#2d.

**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.

## EVIDENCE

- The Vice Chair of the Board chaired an in-camera session in September 2024, where the board reviewed the performance of the Chair of the Board. Following the meeting, the Vice Chair communicated the feedback to the Chair.
- An end-of-year review will occur during a March 2025 meeting.

I report this section as **COMPLIANT**.





**Wilfrid Laurier University Students' Union  
Board of Directors**

**DATE: November 4, 2024**

**LOCATION: 2<sup>nd</sup> Floor, Fred Nichols Campus Centre  
75 University Ave. W, Waterloo, N2L 3C5 and Online via Zoom  
Board of Directors Meeting**

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**Board of Directors Present:**

Chair of the Board & Chief Governance Officer: Gabrielle Russo;  
Vice Chair of the Board: Lulia Habtemichael;  
Directors: Noah Espiritu, Avinash Godse-Shah, Aya Ijam, Anya Russolo, Daniel Rubinoff,  
Bilal Tariq;

**Staff Present:**

Executive Director & COO: Phil Champagne;  
Policy, Research & Advocacy Director: Ian Muller;  
Director, Finance & Administration: Chris Turner;  
Dean of Students: Adam Lawrence;

**Gallery Present:**

Vice President: Volunteer Operations: Sarah Hudson;  
KPMG Auditor Team: Sara Clayton, Matthew Betik;  
Board Secretary: Zhanna Latysheva;

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**1. Call to Order**, Chair Russo

The meeting was called to order via Zoom on November 4, 2024, at 7:00 PM. We acknowledge that the offices of the Wilfrid Laurier Students' Union are on the traditional territory of the Neutral, Anishnaabe and Haudenosaunee people.

**2. Regrets**, Chair Russo

- Director Griffin St. George, Director Natalie Bounket and Director Nicole Lehecka sent their regrets.
- Director Devananda Nakshatra is absent.

**3. Conflicts of Interest**, Chair Russo

- No conflicts of interest were reported.

**4. Adoption of Agenda**, Chair Russo

**MOTION** (Director Russolo/Director Rubinoff) that the Board of Directors adopt the agenda.  
**CARRIED.**

**5. Approval of Meeting Minutes – October 21, 2024**, Chair Russo

**MOTION** (Director Ijam/Director Tariq) that the Board of Directors approve the minutes as presented. **CARRIED.**

**6. Dean of Students Presentation**, Adam Lawrence, Dean of Students

- Dean Lawrence provided an update on the new Milton campus.
- The campus offers essential student services, including wellness, career support, and ICT, alongside a new café, Hungry Goose. A student council has been established to organize activities, and future growth plans include a larger, permanent campus near the Velodrome by 2028. Transportation options, including bus routes and an on-demand service, are in place, and the campus is focused on expanding programs and building a vibrant student life. Recruitment efforts emphasize transparency about the campus's size and resources, and expansion will enhance, not replace, services at other campuses.
- **7:48 pm** Director Russolo & Dean Lawrence left the meeting.

**7. Approval of Audited Financial Statements, DFA Turner**

- The board decided to proceed with the presentation and address questions before the next board meeting.
- DFA Turner introduced the annual audit process and gave the floor to Sara Clayton, senior auditor at KPMG.
- Auditor Clayton explained the significant points of the financial statements, including assets, liabilities, surplus, and changes in the health and dental contingency fund. A healthy surplus of \$2.6 million was reported, an increase from the previous year, with a decrease in long-term debt.
- As the quorum was not met, the board agreed to recommend the approval of the financial statements to the full board. The formal vote will take place at the next meeting in two weeks (on November 18<sup>th</sup>).
- Seven votes in favour of approving the financial statements were recorded, and the recommendation will be presented at the next board meeting.

**8. Comments from the Chair of the Board & CGO, Chair Russo**

- Board dinner will take place after the next Board meeting at Wilf's.

**9. Comments from the President & CEO, VP Hudson**

- A search for the next VP of Student Affairs is about to begin. Negotiations for an administrative agreement will also start this week.
- The Government and Stakeholder Relations team attended and celebrated the successful passing of all policy papers.
- The October SAC meeting focused on budget priorities for 2025-2026.
- The 2025 student executive hiring process is underway.
- The programming team is collaborating with Athletics for the upcoming Yates Cup game on Saturday, November 9<sup>th</sup>.

**10. Comments from the Executive Director & COO, ED Champagne**

- New unmarked silver Honda Odyssey vans have replaced the old ones across the Waterloo and Brantford campuses. The vans will have magnets to identify them as Student Union vehicles for the Hawk Walk service. A decision is still pending on whether they will be fully branded.
- Security cameras have been installed and are now fully operational in the FNCC, with

- one camera currently in place.
- Feedback regarding building maintenance issues, such as cleaning and vandalism, were discussed. The board and staff were encouraged to report concerns so that improvements could be made.
- The health & dental plan is undergoing a review with a new Request for Proposals being issued to improve the plan's offerings. The question was raised about the potential revenue generated from students who inadvertently stay in the plan and whether this could be tracked based on claims made. ED Champaign to provide figures related to this issue at the following board meeting.

**11. Direct Inspection Committee Election, Chair Russo**

- As the quorum was not met, the board agreed to move this agenda item to the next board meeting.

**12. Professional Development Opportunities, Chair Russo**

- The board discussed various professional development workshops, with leadership, sustainability, advancing technology (e.g., AI), and public speaking being some of the top preferences. A workshop on professional public speaking and interview techniques was suggested and will be pursued for next semester. It was agreed that career-related opportunities should be tailored to the board's experience and professional development needs.

**13. Ownership Linkage Booth, Chair Russo**

- The Ownership Booth event will take place on November 5<sup>th</sup> from 12:30 PM to 4:15 PM in the Concourse. Board members were encouraged to attend and help engage with students.

**14. Announcements, Chair Russo**

- Student tickets for the Yates Cup are available.
- The Ownership Booth on November 5<sup>th</sup>.

**15. Action Items, Chair Russo**

- The financial statements will be reviewed at the next meeting, along with the election for the Direct Inspection Committee.
- Information on the health & dental plan unique users will be made available by the next board meeting.
- The spinning wheel for the Ownership Booth event to be confirmed.

**16. Adjournment, Chair Russo**

**MOTION** that the Board of Directors adjourn the November 4, 2024, Meeting at 8:34 PM.  
**CARRIED.**

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The preceding reflects an accurate and complete record of the proceedings at the aforementioned meeting of the Students' Union Board of Directors.

Date Signed:

**Gabrielle Russo**

Chair of the Board & Chief Governance Officer  
2024-2025 Wilfrid Laurier University Students' Union

**World University Service of Canada (WUSC) Fee Increase:**

To strengthen Laurier student's positive impact on the global refugee crisis, by increasing the number of sponsored student refugees offered life-changing educational opportunities at Laurier, do you support an increase in the non-refundable levy for the student refugee sponsorship program (WUSC) to \$2 per half credit, up to a maximum of \$8 per term?

**Implementation date:** September 1, 2025

**Eligible voting members:** All undergraduate students (Waterloo and Brantford)

**Campus:** Waterloo and Brantford

# Financial Wellness Referendum Fee

## Proposed Question

Do you support the establishment of a financial wellness fee of \$1.25 per registered undergraduate student, per term, adjusted annually by the cost of inflation (CPI)? This fee will allow the Student Finance team to augment their programming, resources, and supports available to current students.

## Purpose and Rationale

Laurier's financial literacy program consists of one Financial Literacy Specialist who is accountable for developing programming, conducting one-on-one coaching sessions, supporting students through financial crisis/hardship, promoting our services to potential golden hawks and conducting outreach within the student community. The work is completed with no budget for programming or education. Programs where guest speakers are required are selected based on volunteers, partnerships, previous relationships and goodwill from our experts. In-person events have required sponsorships from third parties (e.g. financial institutions) to offer food, or other essentials to execute the event. Programming in-person and virtually becomes more limited on what can be executed based on the individual's time and ability to identify free supports.

By having a budget to support financial wellness activity, Student Finance can better align programming with student interests. We can seek to have paid speakers that are better catered to the interests of our students, we can plan in-person events or sessions that are not reliant on third party interests to promote their services and/or products. To further elevate student services and supports, improved programming and education can be provided through the development of peer led programming, including more in-person and virtual events, improved coordination to hold sessions on multiple campuses, and the ability to be more connected with student needs. Peer led support is proven to be effective in creating a more relatable and trusted experience.

The goal to implement this fee would be Fall 2025. If the fee receives support through the referendum in Winter term, we have a plan on how to build out programming for Fall 2025 and Winter 2026 with this financial support. The fee would be mandatory as all programming will be available to all undergraduate students through enhanced web content, virtual sessions, and a variety of programming and other supports available to all students attending all campuses.

## Inflationary Impact

There are rising costs in wages and general the cost of services and products. With the goal to establish a peer-to-peer program, wage increases will be anticipated. Further, programming costs will increase at market rate, which has the potential to increase costs year over year. This could be the cost of securing guest speakers, food, and programming supplies.

There are no associated fees or costs with introducing this fee. Further, there is no anticipating impact to other referendum questions.

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**November 28, 2024**

**Overview:**

The Financial Wellness Referendum Fee as proposed is not eligible for sponsorship by the Board of Directors. The services proposed by this referendum question would duplicate existing or planned student services funded by the Comprehensive Student Services fee, which all undergraduate students already pay. There is a commitment from Students' Union leadership to ensure that financial wellness services in the future are supported through the Comprehensive Student Services fee.

**Recommendation:**

**MOTION** that the Board of Directors oppose the sponsorship of the Financial Wellness Referendum fee.



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Do you support the renewal of Grand River Transit's Universal Transit Pass (U-Pass) Program and associated increase to the U-Pass fee for unlimited use of GRT buses and ION trains?

Effective September 1, 2025, the U-Pass Fee would be assessed at \$124.91 per term, with an annual increase of no more than 5% until August 2030.

- **The date of the implementation:** September 1, 2025.
- **Specific information as to which members it applies to (such as specific campus or program):** Waterloo-based students.
- **Any associated and inflationary costs:** No more than 5% annually.
- **Any applicable information regarding former referendum questions of a similar nature:** Increase to an existing fee

Do you support the following constitutional change to update the structure of the Board of Directors:

Article IV, Section 1 would be amended from:

Section 1: A Board of Directors, comprised of twelve (12) Directors elected by the members, shall manage the business and affairs of the Corporation in all things. Of the twelve (12) Directors, no less than two (2) shall be from each campus in which the Corporation with the remaining Directors elected at large.

To:

Section 1: A Board of Directors, comprised of twelve (12) Directors elected by the members, shall manage the business and affairs of the Corporation in all things. Of the twelve (12) Directors, **no less than two (2) shall be from Brantford, no less than two (2) shall be from Waterloo, and the remaining Directors shall be elected at large.**

- **The date of the implementation:** Immediately.
- **Specific information as to which members it applies to (such as specific campus or program):** All undergraduate students.
- **Any associated and inflationary costs:** N/A
- **Any applicable information regarding former referendum questions of a similar nature:** Constitution (by-law) amendment.



## **BRIEFING NOTE FOR THE BOARD GP #2d and BMD #2d2 Direct Inspection Committee Report**

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**Submitted:** November 27, 2024

**Prepared By:** Gabrielle Russo, Chair of the Students' Union Board of Directors

**Purpose:** To submit to the Board the findings and recommendations of the GP #2d and BMD #2d2 Direct Inspection Committee.

Dear Directors of the Board,

The GP #2d and BMD #2d2 Direct Inspection Committee was struck on November 26, 2024, with the mandate to review and assess GP #2d and BMD #2d2 and ensure that:

1. The evidence presented was appropriate, and up to date;
2. The wording of the policy is sound; and
3. That the scope of the organization is captured in the policy.

The membership of the committee consisted of Chair Russo, Director Russolo, and Director Ijam. The committee has met on one occasion since its establishment, that meeting being on November 26, 2024.

The committee had discussions on the following items prior to making their final decision:

1. How recent the policy was looked at and revised;
2. The provided evidence within the most recent monitoring report;
3. If the wording of the policy was still relevant to the Organization; and
4. If the scope of the Organization was captured in the policy.

Overall, the committee feels that the scope of the Organization is captured within these policies and that the wording of the policies are sound. The final decision of the committee consists of no changes in our recommendation.

For the convenience of the Board a copy of the policies as they are written are attached as Appendix A.

Recommendation: no changes

Respectfully Submitted on Behalf of the Committee,

Gabrielle Russo

Chair the Board & Chair of the Direct Inspection Committee GP #2d and BMD #2d2

Wilfrid Laurier University Students' Union

## APPENDIX A

### GP #2d: Chair of the Board & Chief Governance Officer Role

**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:
  - a. Employment or termination of the President; and
  - b. 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. Ensuring that a training schedule for the Board is developed and implemented in collaboration with the Board and the Governance and Elections Coordinator;
  - b. Ensuring that a schedule of Board meetings for the year is developed and implemented in collaboration with the Board and the Governance and Elections Coordinator and presented to the Board for approval;
  - c. Overseeing the elections process for the General Meeting of the Organization;
  - d. The facilitation of Board processes;
  - e. The compilation and distribution of all Board-relevant material and documents prior to meetings of the Board in collaboration with the Governance and Elections Coordinator;
  - 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 preparation and facilitation of transition process for the CGO-elect;
  - i. The compilation and facilitation of self-evaluations in mid-year and end of-year reports for the Board;
  - j. 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 Chair through the Governance and Elections Coordinator no later than three (3) days before the meeting.

BMD #2d2: Monitoring Executive Performance – Performance Feedback

**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, such as in-camera, mid-year performance review and discussion during the last week of September;
  - 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 January;
  - 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.



## **BRIEFING NOTE FOR THE BOARD GP #2g1 Direct Inspection Committee Report**

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**Submitted:** November 27, 2024

**Prepared By:** Gabrielle Russo, Chair of the Students' Union Board of Directors

**Purpose:** To submit to the Board the findings and recommendations of the GP #2g1 Direct Inspection Committee.

Dear Directors of the Board,

The GP #2g1 Direct Inspection Committee was struck on November 26, 2024, with the mandate to review and assess GP #2g1 and ensure that:

1. The evidence presented was appropriate, and up to date;
2. The wording of the policy is sound; and
3. That the scope of the organization is captured in the policy.

The membership of the committee consisted of Chair Russo, Director Russolo, and Director Ijam. The committee has met on one occasion since its establishment, that meeting being on November 26, 2024.

The committee had discussions on the following items prior to making their final decision:

1. How recent the policy was looked at and revised;
2. The provided evidence within the most recent monitoring report;
3. If the wording of the policy was still relevant to the Organization; and
4. If the scope of the Organization was captured in the policy.

Overall, the committee feels that the scope of the Organization is captured within the policy and that the wording of the policy is sound. However, to improve clarity within the policy there is one recommendation that the committee proposes.

For the convenience of the Board a copy of the policy as it currently exists is attached as Appendix A. Then, a copy of the proposed change within the policy is attached as Appendix B.

**Recommendation:** The Committee recommend that the Board adopt the following suggestions:

1. The Board of Directors accept this report and the recommendations contained herein.
2. The Board of Directors engage in a discussion, and decision regarding GP #2g1.

Respectfully Submitted on Behalf of the Committee,

Gabrielle Russo

Chair the Board & Chair of the Direct Inspection Committee GP #2d and BMD #2d2

Wilfrid Laurier University Students' Union

## APPENDIX A

### GP #2g1: Board Committee Structure – Ownership Linkage

#### **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 bimonthly with a midterm summary report on or before December 1 and a final summary report on or before April 1 of the academic year.



## APPENDIX B

### GP #2g1: Board Committee Structure – Ownership Linkage

#### **Products:**

3. 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.
4. A report on ends-based feedback from the members.

#### **Authority:**

2. 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. **At least** four (4) Directors to be elected by the Board, with one (1) spot reserved for a representative from each campus; and

#### **Time Frame:**

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