



Wilfrid Laurier University Students' Union Special Meeting of the Board of Directors

Location: Students' Union Boardroom, Waterloo
Date: February 1st, 2017; 10:00 PM

The Strategic Ends of the Students' Union

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

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

- 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

Start	Duration	Agenda Item	Type	Presenter
10:00 PM	10:00 PM	Call to Order	adm	Chair DeSumma
10:00 PM	10:00 PM	Adoption of Agenda	D	Chair DeSumma
10:00 PM	22:02	Comments from the Chair of the Board & CGO	fi	Chair DeSumma
10:02 PM	10:04 PM	Comments from the President & CEO-elect	fi	President-Elect Brar
10:04 PM	10:05 PM	Comments from the Executive Director & COO	fi	ED Champagne
10:05 PM	10:35 PM	Election of the 2017/2018 Chair of the Board & CGO	D	Chair DeSumma
10:35 PM	10:55 PM	Election of the 2017/2018 Vice Chair of the Board	D	Chair-Elect
10:55 PM	11:00 PM	New Business & Announcements	fi	Chair-Elect
11:00 PM	11:00 PM	Adjournment	adm	Chair-Elect
Total	1 hour			

- 1) The next Board meeting is February 10th at 4:00pm on the Waterloo Campus
- 2) Keep an eye out for Board-Mentorship and Training dates/instructions
- 3) Congratulations to the Chair-Elect and Vice-Chair-Elect!

LEGEND:

- ir, If Required
- fi, For Information
- fd, For Discussion
- D, Decision required
- adm, Administrative task

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

The Chair of the Board and CGO will:

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

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

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

The Vice Chair will:

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