



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

Location: Online Via Zoom  
Date: 2022-04-26th

### 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 inclusive social interaction

Products and services that cater to the financial needs of students

**Land Acknowledgement**

We acknowledge the traditional territory of the Neutral, Anishnawbe and Haudenosaunee people

Start	Duration	Agenda Item	Type	Presenter	Policy Reference
9:00 PM	9:01 PM	Call to Order and Indigenous land acknowledgement	adm	Chair Dang	
9:01 PM	9:02 PM	Regrets	adm	Chair Dang	GP #2c8
9:02 PM	9:03 PM	Adoption of Agenda [ <b>MOTION</b> that the Board of Directors adopt the agenda as presented]	D	Chair Dang	
9:04 PM	9:05 PM	Conflicts of Interest	adm	Chair Dang	GP #2c2
9:05 PM	9:08 PM	Approval of Meeting Minutes: May 31st, July 26th (2021) January 4th, January 17th, January 31st, February 14th, February 28th, March 14th, March 28th, and April 4th (2022) [ <b>MOTION</b> that the Board of Directors adopt the Minutes of May 31st, July 26th, January 4th, January 17th, January 31st, February 14th, February 28th, March 14th, March 28th, and April 4th.]	D	Chair Dang	GP #2c7
9:08 PM	9:13 PM	Comments from the Chair of the Board & CGO	fi	Chair Dang	
9:13 PM	9:18 PM	Comments from the President & CEO	fi	President Jamalof	
9:18 PM	9:23 PM	Comments from the Executive Director & COO	fi	ED Champagne	
9:23 PM	9:48 PM	Board Honorarium Ad Hoc Committee Final Report [ <b>MOTION</b> that the Board of Directors adopt the recommendations of the Honorarium Committee]	D	Director Vale	
9:48 PM	9:55 PM	Finance Committee Final Report [ <b>MOTION</b> that the Board of Directors amend Executive Limitations policy #2e to move from requiring reports to be provided to the Board on a quarterly basis to a new schedule based on the three academic terms.]	D	Director Vale	
9:55 PM	10:15 PM	The Cord Board Review Comments Disucssion	fd	Chair Dang	
10:15 PM	10:20 PM	In-Camera Session [ <b>MOTION</b> that the Board of Directors go in-camera with (insert additional names) with the Board secretary]	D	Chair Dang	
10:20 PM	10:22 PM	New Business and Announcements	adm	Chair Dang	
10:22 PM	10:24 PM	Action Items Summary	adm	Chair Dang	
10:24 PM	10:25 PM	Adjournment [ <b>MOTION</b> that the Board of Directors adjourn the meeting]	adm	Chair Dang	
<b>Total</b>	<b>1Hr25Mins</b>				

**REMINDERS:**

- 1) The Next Board Meeting will take place on an undetermined date in May 2022.
- 2) Make sure to reach out to Chair Dang & Vice-Chair Ceniti if you have any questions or require clarification!
- 3) If you have any suggestions to improve our Board Meetings, please let me know!

**LEGEND:**

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

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Waterloo, ON, N2L 3C5  
519.884.0710 x3335  
yourstudentsunion.ca



Brantford Student Centre  
103 Darling Street  
Brantford, ON, N3T 2K8  
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To Members of the Board,

I have read the notes from the year-end review and acknowledge the strengths and weaknesses highlighted. I appreciate the time and effort taken to organize and discuss these recommendations and I assure you that both the operations team, and I, will continue to improve on these areas.

Best,



**Submitted:** April 26, 2022

**Prepared By:** Brandon Vale, Chair of the Board Honorarium Ad Hoc Committee

**Purpose:** To provide with an update on the work of the Committee and to present recommendations to the Board for consideration

**Summary:**

The purpose of this briefing note is to report back to the Board with recommendations following the direction that was previously provided to the Committee by the Board. Previously, the Board provided direction to the Committee on the options that it wanted the Committee to explore further. Since the establishment of the Committee on July 8, 2021, the Committee has met on several occasions and has worked diligently in pursuit of its goal to provide recommendations to the Board to bring the organization into compliance with its by-laws in respect of the matter of the Chair's honorarium as set out in Board policy.

Given the timelines, the Committee chose to focus its efforts on formulating policy revisions for the existing policy outlining the role of the Chief Governance Officer and Chair of the Board. The Committee also focused its efforts on further exploring and refining a newly proposed Governance and Elections Coordinator role. The Committee feels that the next Board will be best equipped to adequately conduct the necessary due diligence and research with respect to looking at alternative forms of remuneration, including the possibility of a tuition-off for the Chair.

The Board is being asked to consider adopting the policy changes as outlined in the attached enclosures. In addition, a draft job description for the Governance and Elections Coordinator position has been enclosed as an information item. It should be noted that given the tight timelines, the Committee did not have the benefit of receiving support from the corporation's human resources subject-matter experts, so the draft should be reviewed in context. Consequently, the job description is only being provided for the benefit of the Board receiving this preliminary information rather than being able to approve it at this time.

**Next Steps:**

The next Board will need to continue the work that the Committee has carried out to date. Therefore, it is recommended that the Committee remain in existence until such time as the next Board is in a position to bring final recommendations to the Board in respect of other forms of remuneration for the Chair & CGO and recommendations with respect to the hiring of a Governance and Elections Coordinator.

It will be pivotal for the next Board to further refine the draft job description and to develop the appropriate policies and procedures with respect to this new role as it relates to the relationship of this role with the Board and staff. This will necessitate evaluating how the hiring process should unfold, determining the reporting relationship for the role, as well as determining who is responsible for managing and monitoring the performance of the employee. Additionally, it should be noted that the funds associated with what is formerly the honorarium for the Chair & CGO were moved into a reserve account within the Governance Budget for the 2022-2023 fiscal year. Once the Board is in a position to move forward with hiring for the Governance and Elections Coordinator role, it is recommended that the Board give consideration to allocating some of the funds set aside in the reserve account to cover the wages or salary for this new role.

**Recommendation:**

That the Board approve the revisions to Governance Process policy #2d as set out in appendix A.

**Enclosures:**

- Appendix A: Tracked changes version of revised policy GP #2d
- Appendix B: Clean version of revised policy GP #2d
- Appendix C: Draft Job Description – Governance and Elections Coordinator
- Appendix D: Considerations for the Role – Governance and Elections Coordinator

## **Appendix A:**

**Tracked changes version of revised policy 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. ~~Establishing and implementing~~Ensuring that a training schedule for the Board is developed and implemented in collaboration with the Board and the Governance and Elections Coordinator;
  - b. ~~Creating~~Ensuring that a schedule of Board meetings for the year is developed and implemented in collaboration with the Governance

- ~~and Elections Coordinator and to be~~ presented to the Board for approval;
- c. ~~Supervising the Chief Returning Officer and Overseeing~~ 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 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 maintenance and revision of the Policy Governance® manual of the Organization in accordance with Board decisions;~~
  - ~~i.h.~~ The preparation and facilitation of transition process for the CGO-elect;
  - ~~j.i.~~ The compilation and facilitation of self-evaluations in mid-year and end-of-year reports for the Board;
  - ~~k.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 CGO Chair through the Governance and Elections Coordinator 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 1st until April 30<sup>th</sup> of the current fiscal year, unless the CGO wishes to assume a smaller honorarium.~~

## **Appendix B:**

**Clean version of revised policy 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 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.

## **Appendix C:**

# **Draft Job Description – Governance and Elections Coordinator**

## **Draft Job Description**

### **Job Overview:**

- Position title: Governance and Elections Coordinator
- Job type: Part-time, contract
- Salary range: ?
- Office location: Waterloo or Brantford
- Reports to: Administratively: Director, Policy, Research & Advocacy; Functionally: Chair of the Board & CGO and Board of Directors
- Education: Pursuing or completed a post-secondary degree at WLU
- Qualifications: A current Undergraduate student (member of the WLU Students' Union) at the time of application

### **Specific Responsibilities:**

#### *Governance Support*

- Create agendas for Board and committee meetings, to be approved by the relevant Chair
- Upload agendas and supporting documents to the website and governance portal
- Submit approved minutes to the Chair of the Board & Chief Governance Officer for appropriate signature and filing
- Attend all Board, Elections, and relevant committee meetings to record detailed minutes
- Provide support in drafting new policies or current policy edits as needed
- Liaise with internal and external stakeholders to ensure timely flow of information to the Board
- Create schedule of Board meetings to be presented to the Board for approval
- Track all action items of the Board and reports to the Board on an ongoing basis on the state of outstanding items
- Assist with other tasks and projects as assigned by the Board

#### *Administration of Election and Referenda*

- Serve as Chief Returning Officer (CRO) for all Annual and Special Meetings of the corporation
- Coordinate, plan and execute all Annual and Special Meetings of the corporation
- Review all elections policies and recommended changes to the Board when necessary
- Conduct research of elections policies and procedures across the sector and presenting
- Remain knowledgeable and current with any relevant decisions of the Board of Directors affecting elections policies and/or procedures
- Ensure the elections process and campaign period is conducted in an efficient and fair manner
- Work collaboratively with the Elections Committee and the Chair & Chief Governance Officer
- Develop, plan, and execute all marketing strategies and plans for the nomination and election periods
- Coordinate the logistics of all campaigning and elections-related activities, including, but not limited to the open forum and polling
- Ensure that all polling systems are tested and functioning prior to elections days
- Assist with other tasks and duties as may be assigned by the Chair & Chief Governance Officer or Board

**Committee Memberships:**

- Elections Committee;
- General Meeting and Elections Appeals (ex-officio);
- Any other committee as requested or appointed to by the Chair and Chief Governance Officer or the Board

## **Appendix D:**

# **Considerations for the Role – Governance and Elections Coordinator**

### **Job Considerations**

- Do we want the role to essentially be full-time from May-August (meaning no summer job) which would allow the incumbent to be fully dedicated to working on key Board tasks during the “down time” – including general meeting prep?
- Salary vs hourly rate
  - Salary: provides fixed amount for budget purposes and predictably
  - Hourly: have to keep tighter control of hours worked and could accumulate overtime during certain periods (e.g., elections)
- Hiring process
  - Policy and process would need to be developed to set out the hiring process for the role
  - Might be best to consider looking at a hybrid structure consisting of both Board members and operational staff (likely including officers of the corporation) given the nature of the role
- Reporting relationship
  - Likely will need to develop a policy that sets out how the employee is managed from a Board perspective
    - Day-to-day perhaps overseen and managed by the Director, Policy, Research & Advocacy
- Performance management
  - Need to delineate who would be in charge of overseeing the performance of the incumbent and what role the Board would play and that of operations

**Submitted:** April 26<sup>th</sup>, 2022

**Prepared By:** Brandon Vale, Chair of the Board Finance Committee

**Purpose:** To recommend that the Board consider updating the current policy on internal financial reporting to the Board.

**Recommendation:**

**That the Board amend Executive Limitations policy #2e to move from requiring reports to be provided to the Board on a quarterly basis to a new schedule based on the three academic terms.**

**Summary:**

The Finance Committee was struck on August 26, 2021, with the mandate to review and assess: 1) Executive Limitations #2d, #2e, and #2f in terms of efficacy, evidence, and compliance; 2) the information provided by the CEO in the monitoring report and; 3) budgetary compliance with the Ends policy and Strategic Plan.

The membership of the Committee consists of Board Chair Dang, Director Vale, Director Del Giudice, and Director Chandhoke. The committee has met on three occasions.

**Policy change:**

The current quarterly fiscal period structure of financial reporting to the Board does not align with the cash flow structure experienced by the Students' Union which follows the three (3) academic term structure. Changing to a reporting structure that aligns with the academic terms will allow the Board to be in a better position to review the financial position of the organization and reports of actuals vs projections in a more accurate light.

The updated timelines would be as follows:

- May through August: September
- September through December: January
- January through April: May

**Enclosures:**

- Appendix A: Tracked changes version of policy and monitoring schedule
- Appendix B: Clean version of updated policy and monitoring schedule

## **Appendix A:**

**Tracked changes version of policy and monitoring schedule**

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

**The President will not:**

1. Deviate materially from Board Ends priorities during financial planning;
2. Risk financial jeopardy in the budget; or
3. Create a budget that has not been derived from a multi-year plan that includes a long-term goal of organizational financial self-sustainability.
4. Present a budget or updated report to the Board in a manner that is disparate to the previous report.
5. Allow the budgeting process to omit:
  - a. Credible projection of revenues and expenses;
  - b. Separation of capital and operational items;
  - c. Cash flow analysis;
  - d. Disclosure of planning assumptions;
  - e. A plan for project financing;
  - f. The over \$10,000 expense report from the previous fiscal year.
6. Provide less for Board prerogatives during the year than is set forth in the Cost of Governance budget.
7. Allow the Board to go without ~~quarterly~~ reports at the end of each academic term detailing ~~of~~ actuals to projections.

Policy	Frequency (Times per year)	Periods of Monitoring	Method
Ends	1	12	Internal Report
EL #1 Global Executive Constraint	2	4, 11	Internal Report
EL #2a Treatment of Consumers	2	3, 8	Internal Report
EL #2b Treatment of Staff	1	6	Internal Report
EL #2c Compensation & Benefits	2	6, 11	Internal Report
EL #2d Financial Condition & Activities	3	4 <del>5</del> , 9 <del>10</del> , 1 <del>12</del>	Internal Report
	1	8	External Report
	2	7, 12	Board Direct Inspection
EL #2e Financial Planning & Budgeting	3	4, 10, 12	Internal Report
EL #2f Asset Protection	3	4, 10, 12	Internal Report
EL #2g Communication & Support to the Board	1	6	Internal Report
EL #2h Executive Succession	1	3	Internal Report
EL #2j Hiring Practices – Unpaid Staff	2	7, 11	Internal Report
EL #2l General Meetings and Elections	1	11	Internal Report
EL #2m Transition of Staff	1	12	Internal Report
EL #2n Hiring Practices – Paid Staff	2	6, 10	Internal Report

## **Appendix B:**

**Clean version of updated policy and monitoring  
schedule**

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

**The President will not:**

1. Deviate materially from Board Ends priorities during financial planning;
2. Risk financial jeopardy in the budget; or
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  - e. A plan for project financing;
  - f. The over \$10,000 expense report from the previous fiscal year.
6. Provide less for Board prerogatives during the year than is set forth in the Cost of Governance budget.
7. Allow the Board to go without reports at the end of each academic term detailing actuals to projections.

Policy	Frequency (Times per year)	Periods of Monitoring	Method
Ends	1	12	Internal Report
EL #1 Global Executive Constraint	2	4, 11	Internal Report
EL #2a Treatment of Consumers	2	3, 8	Internal Report
EL #2b Treatment of Staff	1	6	Internal Report
EL #2c Compensation & Benefits	2	6, 11	Internal Report
EL #2d Financial Condition & Activities	3	5, 9, 1	Internal Report
	1	8	External Report
	2	7, 12	Board Direct Inspection
EL #2e Financial Planning & Budgeting	3	4, 10, 12	Internal Report
EL #2f Asset Protection	3	4, 10, 12	Internal Report
EL #2g Communication & Support to the Board	1	6	Internal Report
EL #2h Executive Succession	1	3	Internal Report
EL #2j Hiring Practices – Unpaid Staff	2	7, 11	Internal Report
EL #2l General Meetings and Elections	1	11	Internal Report
EL #2m Transition of Staff	1	12	Internal Report
EL #2n Hiring Practices – Paid Staff	2	6, 10	Internal Report