



Attention Saitsa Members

You are invited to the Annual General Meeting!

Join us on **February 23, 2021 at 4:00 p.m. online** for our Annual General Meeting (AGM). The AGM will cover regular AGM items such as:

- *Annual Report*: presentation highlighting significant changes, challenges and wins of the organization from the past year;
- *Audited Financials*: presentation highlighting Saitsa's income, disbursements, assets and liabilities of the organization;
- *Question Period*: opportunity for a general Q&A about the organization.

In addition to the items above, this year marks a significant opportunity for you to be involved in the governance of your Students' Association as the agenda will also include a *Special Resolution*, the resolution is included below. Whether you are just generally interested to see what Saitsa has been up to or want to be more involved in the strategic direction of the organization, join us on February 23. Hope to see you there!



What is a Special Resolution?

A Special Resolution is generally used to effect fundamental changes to the governance, the membership, the purpose of the organization, and/or the bylaws of an organization. Since the proposal can effect substantial change, for the proposed change to be 'approved' the vote on the item requires $\frac{3}{4}$ majority, rather than a simple majority.

Notice of Special Resolution – Dated: February 2, 2021

The Board of Directors of the SAIT Students' Association (Saitsa) hereby gives notice that at the 2021 Annual General Meeting of the members, to be held February 23, 2021, the Board of Directors will be proposing the following Special Resolution to amend the Saitsa Bylaws:

WHEREAS Section 18.1 of the Saitsa bylaws state that the bylaws may be cancelled, altered or added to by a Special Resolution at any Annual General Meeting of the members; and

WHEREAS Section 18.2 of the bylaws state that Saitsa must provide notice and include details of the proposed resolution to change the Bylaws including access to the current bylaws and a draft of the proposed amendment[s]; and

WHEREAS Saitsa contracted governance consultants M. Hughes and M. Risser to conduct a comprehensive governance review and to produce a governance report for the Board; and

WHEREAS the governance report has recommended changes, and the Board of Directors has endorsed some of these recommendations on January 25, 2021; and

WHEREAS the attached proposed amendments have been brought to the membership for approval only after taking into consideration:

- Saitsa's fundamental objective as outlined within Alberta's Post-Secondary Learning Act; and
- Saitsa's society status under Alberta's Societies Act; and
- Saitsa's responsibility to act in its members' best interests.

BE IT RESOLVED THAT the current bylaws are repealed and are replaced by the attached revised bylaws.

You and your AGM

Highlights of Process & Proposed Changes

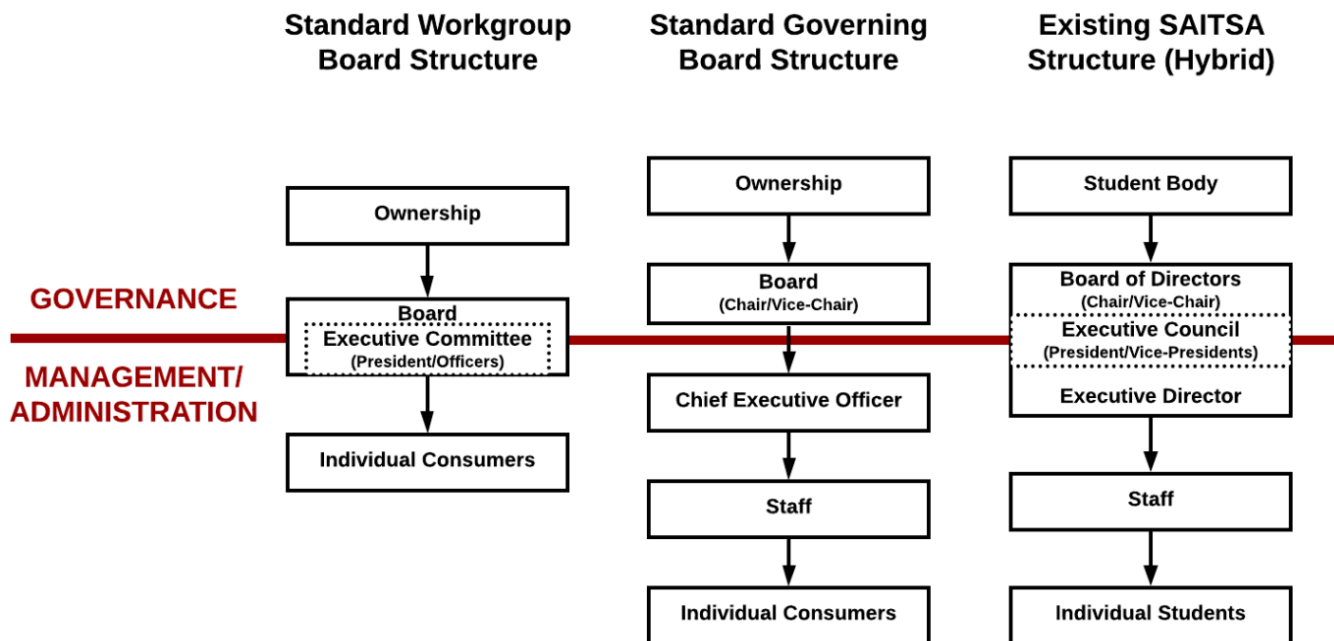
The AGM Agenda Package, which can be found online, contains this document in addition to others to help Saitsa members navigate the significant changes that are being proposed with the Special Resolution. To be an informed voter, review the entire AGM agenda package to fully comprehend what changes are being proposed and the impact that these changes will have on the organization. The agenda package contains:

- **AGM Agenda**
 - Simply join us online on February 23rd to attend and vote!
- **Special Resolution & Notice to Members (this document)**
- **Current & Proposed Bylaws**
 - *Current Bylaws* are the bylaws Saitsa is currently operating from;
 - *Proposed Bylaws* have 2 versions – one that contains all the ‘*Tracked Changes*’ and another that has all those tracked changes approved to allow for easier review.
- **Bylaw Change Summary Table**
 - This document organizes all the changes and rationale for those changes.
- **2019-2020 Audited Financial Statements**
 - These statements, and past statements, are available online; as a member you are entitled to review these documents and ask questions about how the funds are spent, saved and allocated.

Though reviewing the package in its entirety is recommended, we have highlighted below what we believe to be the most significant proposed changes:

Governance Model/Structure ‘Empowering the Board & Students’

- It has been recommended that Saitsa transition to a Governing Board – Executive Director/CEO Corporate Governance Model, which means the current Board of Directors and Executive Council will be reformed into a single-tiered elected Board of Directors that will collectively provide governance leadership to Saitsa, and the staff (under the direction of the Executive Director) will exclusively undertake the administration of the association.
 - o *Rationale:* Currently Saitsa has two levels of Governing Officials (Directors and Executive Council), this proposed change is made to help the student leaders focus on the governance and advocacy of the association. Though *Workgroup Boards* have their place within the world of governance, they typically are used for small non-profit organizations. Since 1922 Saitsa has grown considerably, however instead of our governance changing to adapt to our growth (ie: Standard/Corporate Model), we transitioned into a hybrid model. Over the years the hybrid model has created significant challenges for both staff and elected student leaders. See *Figure 1*.



Size of Governing Body – ‘From 16 to 9’

- Saitsa’s Board of Directors is currently filled through two separate elections. In addition to restructuring the governance (and thereby redistributing the work done by the Executive Council positions), it is being proposed that the Board go from 16 voting members to 9. These 9 Directors would be elected in the Winter semester and their term would commence in May.
 - o *Rationale:* By reorganizing the governance structure and reassigning operational tasks from elected governing officials to staff, the size of the Board can be reduced; the restructuring will help the elected student leaders focus on the governance and advocacy of the association rather than being preoccupied by operational tasks and processes. In addition, by electing all officers in one election it will streamline the election process, onboarding and training of elected officials.

Reform of Governing Bodies

– ‘Reallocation of Compensation & Strengths-Based Focus’

- As mentioned above, the size of the governing body is being proposed to go from 16 to 9; though the Executive Council have served a valuable function to the Association over the years, it is being recommended that the Executive Council responsibilities be ‘absorbed’ or allocated to the Board as a whole (or staff where appropriate). So instead of having 4 full-time positions being paid to govern, work AND advocate for the Association, there will be 9 Directors who will share the work of governing and advocating for students; the full allocation of Board responsibilities will be determined each year by the Board themselves (as appropriate).
 - o *Rationale:* Currently there are 4 EC who are paid a salary, and 12 Directors who are provided an annual honorarium. By reallocating the salaries of the 4 EC positions to 9 Directors, more students will be able to commit themselves to the governance and advocacy work of the Association as they will be compensated at a rate that may

replace part-time work earnings. To help keep the division of responsibilities clear, under this new model, students will no longer be able to work in any of Saitsa's operations while also serving on the Board.

- *Rationale:* By 'dividing and conquering' the advocacy of the Association to 9 Directors instead of 4 EC, Saitsa will be able to serve the membership in a more efficient manner and better represent the diverse needs of SAIT students.

Board Leadership & Saitsa as a Leader in Advocacy

- The proposed governance restructuring means that a President and Vice President will be elected from within the Board itself, rather than by the student body. Both the President and Vice President would take on additional responsibilities compared to the other Directors and would thus be required to commit more time to the responsibilities and will be compensated accordingly.
 - *Rationale:* Though the roles of the President and VP will change from what they currently are in the capacity of the Executive Council, the Board still requires leadership, key spokespersons, and students who have the time and ability to travel to accomplish some of the advocacy priorities of the Association.
 - *Rationale:* This internal election system within the Board permits the Board to select from among 9 elected members who is best suited for the position of President and Vice President.

We appreciate that after reviewing this document and others within the agenda package you may have questions that you wish to ask in advance of the AGM; should you have any questions about the process, the proposed changes, etc. please contact saitsa.info@edu.sait.ca.