



**SAIT Students' Association**  
**Board of Directors – Policy Manual**

**Effective:** June 7, 2021

**Reviewed:**

## INTRODUCTION TO THE POLICY MANUAL – A GUIDE

The policies within this manual have been created and adopted by the Board in accordance with the published principles of Carver's Policy Governance System. The policies are therefore divided into the four categories used in the system: Ends, Governance Process, Board-Executive Director Relationship, and Executive Limitations.

### Governance Process and Board-Executive Director Relationship

- These two categories are rules for the Board's own performance and behavior:
  - Governance Process policies through which the Board determines its philosophy, its accountability, and the specifics of its own role.
  - Board-Executive Director Relationship policies through which Board clarifies the manner in which it delegates authority to staff as well as how it evaluates staff performance on provisions of Ends and Executive Limitation policies.
- The Board will regularly evaluate its own performance against these two categories of policies.

### Ends and Executive Limitations

- These two categories are the Board's instructions to the staff/organization, through the Executive Director:
  - Ends policies through which the Board defines which human needs are to be met, for whom, and at what worth. Written with a long-term perspective, these policies embody most of the Board's part of long-range planning.
  - Executive Limitations policies through which the Board establishes the boundaries of acceptability within which staff methods and activities can responsibly be left to staff. These limiting policies, therefore, apply to staff means rather than to Ends.
- The Board evaluates (over the course of a one year period) the Executive Director's performance against the above-noted two categories of policies.

### Policy Design

- The policies are also layered, i.e. the first policy in each of the four categories (Ends #1, GP#2, BEDR#3, EL#4) is the broadest statement (or value or perspective)
- As the Board goes into the second layer of policies (i.e. GP#2.1, 2.2, etc.), it is further explaining, interpreting, and refining its instruction.
- The benefit of this policy design is that the first policy layer covers all possible topics or issues, even if a particular issue is not specifically addressed at the second or further levels.

## Contents

<b>DEFINITIONS .....</b>	<b>4</b>
<b>1.0 ENDS .....</b>	<b>7</b>
<b>2.0 GOVERNANCE PROCESS .....</b>	<b>8</b>
2.1 Governing Style .....	8
2.2 Board's Role .....	9
2.3 Agenda Planning .....	9
2.4 President's Role .....	10
2.5 Vice-President's Role .....	11
2.6 Corporate Secretary's Role .....	11
2.7 Board Advisor's Role .....	11
2.8 Directors' Code of Conduct .....	12
2.9 Board Committee Principles .....	12
2.10 Election and Referendum Processes .....	13
2.11 President and Vice-President Selection Processes .....	14
2.12 Directors' Remuneration .....	15
2.13 Cost of Governance .....	16
<b>3.0 BOARD-EXECUTIVE DIRECTOR RELATIONSHIP .....</b>	<b>17</b>
3.1 Unity of Control .....	17
3.2 Accountability of the Executive Director .....	17
3.3 Delegation to the Executive Director .....	17
3.4 Monitoring Executive Director Performance .....	18
<b>MONITORING SCHEDULE .....</b>	<b>19</b>
<b>4.0 EXECUTIVE LIMITATIONS .....</b>	<b>20</b>
4.1 Communication and Support to the Board .....	20
4.2 Treatment of Consumers .....	20
4.3 Treatment of Staff .....	21
4.4 Compensation and Benefits of Staff .....	21
4.5 Financial Planning/Budgeting .....	21
4.6 Financial Condition and Activities .....	22
4.7 Asset Protection .....	22
4.8 Equity, Diversity, and Inclusion .....	23
4.9 Environmental Sustainability .....	23
4.10 Advocacy Support .....	23
4.11 Clubs Management .....	24
4.12 Emergency Executive Director Succession .....	24

## DEFINITIONS

**Annual Agenda** means the annual schedule of routine governance activities and board work.

**Any Reasonable Interpretation** means the authorization to take a superior at his or her word – that is, to follow instructions using whatever interpretation the subordinate chooses, so long as he or she can demonstrate that the interpretation is a reasonable one.

**Board** means the Saitsa Board of Directors

**Board Advisor** means the individual appointed or hired by the Board to act as a parliamentarian and resource person for the Board.

**Board-Executive Director Relationship** means policies regulating the relationship between the Board and the Executive Director.

**Bylaws** mean Saitsa's Bylaws as amended, which govern the organization in accordance with the *Alberta Societies Act* and *Alberta Post-Secondary Learning Act*.

**Chief Returning Officer** means the person designated to administer Saitsa elections and referenda processes.

**Clubs** means sub-entities of the organization for whom it fulfills a function comparable with that of the provincial Registrar of Societies for not-for-profit corporations within the province.

**Consumer(s)** means the person or population for whom results are to occur.

**Corporate Secretary** means the Executive Director or designate responsible for the custody and maintenance of all organizational books and records.

**CPI** means the Alberta consumer price index or rate of inflation, year over year, calculated by Statistics Canada.

**Direct Inspection** means the examination of documents, worksites, and other facets of the organization by the Board or a subset of Directors selected by the Board for the purposes of monitoring.

**Director** means a voting member elected to the Board.

**Election Oversight Panel** means the panel of disinterested third-party experts appointed by the Board to adjudicate disputes arising from election and referenda processes.

**Ends** means prescriptive statements by the Board that define which human needs are to be met, for whom, and at what cost. Written with a long-term perspective, these mission-related policies embody most of the board's part of long-range planning.

**Executive Director** means the chief executive officer for the organization, hired by the Board.

**Executive Limitations** means proscriptive statements by the Board that establish the boundaries of acceptability within which staff methods and activities can be responsibly left to the Executive Director.

**External Report** means a performance report produced by disinterested third-party expert for the Board for the purposes of monitoring (e.g. the annual audit).

**Governance Process** means policies regulating how the Board governs itself.

**Internal Report** means a performance report produced by the Executive Director for the Board for the purposes of monitoring.

**Legally Required Approval** means the approval of a decision that would be delegated to the Executive Director according to principles of Policy Governance but is required by legislation or other regulation to be approved by the Board.

**Mandatory Membership Fees** means fees individuals are required to pay in order to be a voting member in good standing.

**Member** means an active student who has paid their Saitsa fees within the current academic year.

**Member-based User Fees** means fees for services funded principally by the voting members in good standing.

**Membership** means the collective group of all members.

**Monitoring** means comparing organizational performance to the policies set out by the Board and assessing whether such performance is compliant with a reasonable interpretation of Board policy.

**Monitoring Schedule** means the annual schedule of routine monitoring activities encompassing the default method, frequency, and time of year for the monitoring of specific Board Ends and Executive Limitation policies.

**Operational Organization** means the organization as it exists below the Board level and includes the Executive Director, staff, volunteers, contractors, etc.,

**Ownership** means the group on whose behalf the Board governs.

**Ownership Linkage** means authoritative connection between the Board and the Ownership which enables the Board to act as an effective conduit between the Ownership and the Operational Organization.

**Policy Governance** means the integrated conceptual system of governance designed by Dr. John Carver, which produces owner-accountable, productive organizations.

**Policy Levels** means the various layers of policy indicated by numbering (e.g. 1, 1.1, 1.1.1) in which the content of subordinate levels (e.g. 1.1.1) is restricted to content encompassed by the scope of the foregoing levels (e.g. 1.1).

**President** means the Director selected by the Board to serve as Board Chair and chief governance officer for the organization.

**Stakeholder** means a person or entity with an interest or concern in the organization

**Vice-President** means the Director selected by the Board to serve as Board Vice-Chair and deputy chief governance officer for the organization.

## 1.0 ENDS

The Southern Alberta Institute of Technology Students' Association exists to improve the post-secondary educational experience of its members at a cost that maximizes results while minimizing the financial burden imposed on its members. Therefore, in equal order of priority:

### 1.1 Members succeed to the fullest extent of their academic abilities and overcome the post-secondary educational barriers they face.

- 1.1.1 Members benefit from an educational environment that enables their academic success through state-of-the-art teaching and research techniques and facilities, reasonable class sizes, suitable curriculum, qualified instructors, exceptional mentorship, and leading edge tools and resources.
- 1.1.2 Members have sufficient financial support and income generating opportunities to complete their education without taking on an unreasonable amount of debt.
- 1.1.3 Members overcome any particular academic, social, financial, political, cultural, mental, and physical barriers they face in pursuit of their post-secondary education.
- 1.1.4 Members benefit from the dismantling of systemic discrimination and exclusion in the post-secondary sector.
- 1.1.5 Members make use of the academic services, programs, and supports available to them.

### 1.2 Members' rights and privileges are protected.

- 1.2.1 Members are aware of, and equipped to exercise, their political rights and privileges at the municipal, provincial, and federal levels and are supported in doing so.
- 1.2.2 Members are aware of, and equipped to exercise, their academic and other rights and privileges at the institutional level and are supported in doing so.

### 1.3 Members' personal wellbeing is enriched.

- 1.3.1 Members are physically safe on campus, between campus and their homes, in their homes, and while participating in any activities affiliated with the Southern Alberta Institute of Technology.
- 1.3.2 Members maintain their mental and physical health.
- 1.3.3 Members can be affordably, safely, and comfortably housed on or near campus.
- 1.3.4 Members have quality of life improving amenities on campus in areas including, but not limited to, entertainment, recreation, wellness, nutrition, and fitness.
- 1.3.5 Members' practical life skills are improved.
- 1.3.6 Members and other stakeholders of the Southern Alberta Institute of Technology form a caring, welcoming, and respectful campus community.
- 1.3.7 Members can engage each other in social, political, cultural, religious, athletic, recreational, and academic activities on or near campus.
- 1.3.8 Members benefit from an enjoyable and usable campus environment that is, among other things, well-developed, aesthetically pleasing, barrier-free, structurally sound, environmentally sustainable, and ergonomic.
- 1.3.9 Members make use of the wellbeing services, programs, and supports available to them.

- 1.4** Members successfully transition into the labour market.
  - 1.4.1** Members obtain the competencies and experiences they need to secure appropriate employment and/or entrepreneurial opportunities during and immediately after their programs of study.
  - 1.4.2** Members make use of the employment and/or entrepreneurial services, programs, and supports available to them.
- 1.5** The financial burden imposed on members to produce organizational results is minimized.
  - 1.5.1** Mandatory membership fees and member-based user fees are justifiably linked to the attainment of organizational results.
  - 1.5.2** The organization does not collect more in mandatory membership fees and member-based user fees than is necessary to cover its long-term, all-inclusive costs.
  - 1.5.3** Excessive surpluses and reserves are not accumulated.
  - 1.5.4** Sources of revenue other than mandatory membership fees and member-based user fees are maximized.

## **2.0 GOVERNANCE PROCESS**

The purpose of the Board on behalf of members is to ensure the organization achieves appropriate results for the appropriate people at an appropriate cost (as specified in Ends Policies) and avoids unacceptable actions and situations (as prohibited in Executive Limitations Policies).

### **2.1 Governing Style**

The Board will govern lawfully, observing the principles of the Policy Governance system, with an emphasis on (a) outward vision rather than an internal preoccupation (b) a diversity in viewpoints (c) strategic leadership more than administrative detail (d) clear distinction of Board and Executive Director roles (e) collective rather than individual decisions (f) future rather than past or present and (g) proactivity rather than reactivity. Accordingly:

- 2.1.1** The Board will cultivate a sense of group responsibility. The Board, not the staff, will be responsible for excellence in governing. The Board will be the initiator of policy, not merely a reactor to staff initiatives. The Board will not use the expertise of individual Directors to substitute for the judgment of the Board, although the expertise of individual Directors may be used to enhance the understanding of the Board as a body.
- 2.1.2** The Board will direct, control and inspire the organization through the careful establishment of Board written policies reflecting the Board's values and perspectives. The Board's major policy focus will be on the intended long-term impacts outside the staff organization, not on the administrative or programmatic means of attaining those effects.
- 2.1.3** The Board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings, policy-making principles, respect of roles and ensuring continuance of governance capability. Although the Board can change its Governance Process policies at any time, it will scrupulously observe those in force.



- 2.1.4 Continual Board development will include orientation of new Directors in the Board's governance process and periodic Board discussion of process improvement.
- 2.1.5 The Board will allow no officer, Director, or committee of the Board to hinder or be an excuse for not fulfilling group obligations.
- 2.1.6 The Board will monitor and discuss the Board's process and performance at each meeting. Self-monitoring will include comparison of Board activity and discipline to policies in the Governance Process and Board-Executive Director Relationship categories.
- 2.1.7 Directors, including the President and Vice-President, will complete quarterly anonymous peer evaluation processes of one another against the expectations for individual Directors set out in the Board's Governance Process and Board-Executive Director Relationship policies.

## 2.2 Board's Role

The role of the Board, as an informed agent of the membership, is to ensure appropriate organizational performance. Accordingly, the Board will provide:

- 2.2.1 Authoritative linkage between the membership and the operational organization.
- 2.2.2 Written governing policies that realistically address the broadest levels of all organizational decisions and situations.
  - 2.2.2.1 Ends: Organizational impacts, benefits, outcomes; recipients, beneficiaries, impacted groups; and their relative worth in cost or priority.
  - 2.2.2.2 Executive Limitations: Constraints on executive authority that establish the prudence and ethics boundaries within which all executive activity and decisions must take place.
  - 2.2.2.3 Governance Process: Specification of how the Board conceives, carries out, and monitors its own task.
  - 2.2.2.4 Board-Executive Director Relationship: How power is delegated and its proper use monitored; the Executive Director role, authority, and accountability.
- 2.2.3 Assurance of successful organizational performance on Ends and Executive Limitations.

## 2.3 Agenda Planning

To accomplish its expected products with a governance style consistent with Board policies, the Board will follow an annual agenda that (a) completes a re-exploration of Ends policies annually and (b) continually improves Board performance through education and enriched input and deliberation.

- 2.3.1 The cycle will conclude each year on the last day of April so that administrative planning and budgeting can be based on accomplishing a one-year segment of the Board's most recent statement of long-term Ends.
- 2.3.2 The cycle will start with the Board's development of its agenda for the next year.
  - 2.3.2.1 Consultations with selected groups in the membership, or other methods of gaining membership input, will be determined and arranged in the first quarter, to be held during the balance of the year.

- 2.3.2.2 Governance education and education related to Ends determination (presentations by futurists, demographers, advocacy groups, staff and so on) will be arranged in the first quarter to be held during the balance of the year.
- 2.3.2.3 The Board will give particular consideration to consultation and governance education covering traditionally marginalized and/or underrepresented groups and those groups that face systemic barriers.
- 2.3.3 A Director may recommend or request an item for Board discussion by submitting the item to the President in writing no later than fourteen days prior to a Board meeting.
- 2.3.4 Throughout the year, the Board will attend to legally required approvals as expeditiously as possible.
- 2.3.5 Executive Director monitoring will be on the agenda if reports have been received since the previous meeting, if plans must be made for direct inspection monitoring or if arrangements for third party monitoring must be prepared.
- 2.3.6 Executive Director remuneration will be decided during the month of March after a review of monitoring reports received in the last year.

## 2.4 President's Role

The President, a specially empowered Director, assures the integrity of the Board's process and represents the organization to outside parties.

- 2.4.1 The assigned result of the President's role is that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.
  - 2.4.1.1 Meeting discussion and content will be only those issues, which, according to Board policy, clearly belong to the Board to decide or monitor.
  - 2.4.1.2 Information that is for neither monitoring performance nor Board decisions will be avoided or minimized and always noted as such.
  - 2.4.1.3 Deliberation will be fair, open, and thorough but also timely, orderly, and kept to the point.
- 2.4.2 The authority of the President consists in making decisions that fall within the topics covered by Board policies on Governance Process and Board-Executive Director Relationship, with the exception of (a) employment or termination of an Executive Director and (b) where the Board specifically delegates portions of this authority to others. The President is authorized to use any reasonable interpretation of the provisions in the Governance Process and Board-Executive Director Relationship policies, subject to an overriding interpretation by the Board.
  - 2.4.2.1 The President is empowered to chair Board meetings with all the commonly accepted power of that position, such as ruling and recognizing.
  - 2.4.2.2 The President has no authority to make decisions about policies created by the Board within the Ends and Executive Limitations policy areas. Therefore, the President has no authority to supervise or direct the Executive Director.
  - 2.4.2.3 The President will represent the organization to outside parties in announcing Board-stated positions and in stating President decisions and interpretations within the area delegated to that role.

## **2.5 Vice-President's Role**

The Vice-President, a specially empowered Director, supports the President and assumes the role of the President during periods when the President is temporarily absent or otherwise unable to perform their role.

- 2.5.1** The assigned result of the Vice-President's role is that there are no gaps in the effective performance of the President's role.
- 2.5.2** The Vice-President will be sufficiently familiar with Board issues and processes to enable them to take over the President's role with reasonable proficiency when called upon to do so.

## **2.6 Corporate Secretary's Role**

The Corporate Secretary is an officer of the Board whose purpose is to ensure the integrity of the Board's documents.

- 2.6.1** The assigned result of the Corporate Secretary's role is to see to it that all Board documents, filings, and minutes are accurate and timely.
  - 2.6.1.1** Policies will be current in their reflection of Board decisions. Decisions upon which no subsequent decisions are to be based, such as consent agenda decisions, motions to adjourn and staff or Director recognitions need not be placed in policy.
  - 2.6.1.2** Policies will rigorously follow Policy Governance principles.
  - 2.6.1.3** Bylaws elements necessary for legal compliance and for consistency with the principles of Policy Governance will be known to the Board.
  - 2.6.1.4** Requirements for format, brevity, and accuracy of Board minutes will be known.
- 2.6.2** The authority of the Corporate Secretary is access to and control over Board documents.
- 2.6.3** The Executive Director will act as Corporate Secretary and may delegate this authority but remains accountable for its use.

## **2.7 Board Advisor's Role**

The Board Advisor is an external agent of the Board whose purpose is to advise and counsel the Board on the performance of its role.

- 2.7.1** The assigned result of the Board Advisor's role is that the Board is appropriately advised on how to behave consistently with its own rules, those rules legitimately imposed upon it from outside the organization, and the principles of Policy Governance.
- 2.7.2** The Board Advisor will accurately record Board minutes when temporarily acting as the Secretary.
- 2.7.3** The Board Advisor will be compensated for their services at a rate set out in the policy "Cost of Governance".

## **2.8 Directors' Code of Conduct**

The Board commits itself and its Directors, including the President and Vice-President, to ethical, businesslike and lawful conduct, including proper use of authority and appropriate decorum when acting as Directors.

- 2.8.1** Directors must have loyalty to the membership, unconflicted by loyalties to staff, other organizations, and any personal interest as a consumer.
- 2.8.2** Directors must avoid conflict of interest with respect to their fiduciary responsibility.
  - 2.8.2.1** There will be no self-dealing or business by a Director with the organization. Directors will annually disclose their involvements with other organizations, with vendors, or any associations that might be or might reasonably be seen as being in conflict.
  - 2.8.2.2** When the Board is to decide upon an issue about which a Director has an unavoidable conflict of interest, that Director shall withdraw without comment not only from the vote but also from the deliberation.
  - 2.8.2.3** Directors will not use their Board position to obtain employment in the organization for themselves, family members, or close associates. A Director who applies for employment must first resign from the Board.
- 2.8.3** Directors may not attempt to exercise individual authority over the organization.
  - 2.8.3.1** Directors' interaction with the Executive Director or with staff must recognize the lack of authority vested in individuals except when explicitly Board authorized.
  - 2.8.3.2** Directors' interaction with public, press, or other entities must recognize the same limitation and inability of any Director to speak for the Board except to repeat explicitly stated Board decisions.
  - 2.8.3.3** Except for participation in Board deliberation about whether the Executive Director has achieved any reasonable interpretation of Board policy, Directors will not express individual judgments of performance of staff or the Executive Director.
- 2.8.4** Directors will respect the confidentiality appropriate to issues of a sensitive nature.
- 2.8.5** Directors will be properly prepared for Board meetings, deliberations, and their other responsibilities.
- 2.8.6** Directors will support the legitimacy and authority of the final determination of the Board on any matter, irrespective of the Directors' personal position on the issue. Although Directors may continue to voice dissent at the substance of the decision.

## **2.9 Board Committee Principles**

Board committees, when used, will be assigned so as to reinforce the wholeness of the Board's role and so as never to interfere with delegation from the Board to the Executive Director.

- 2.9.1** Board committees are to help the Board perform its role not to help or advise the staff. Committees ordinarily will assist the Board by preparing policy alternatives and implications for Board deliberation.
- 2.9.2** Board committees may not speak or act for the Board except when formally

given such authority for specific and time-limited purposes. Exceptions and authority will be carefully stated in order not to conflict with authority delegated to the Executive Director.

- 2.9.3** Board committees cannot exercise authority over staff. The Executive Director works for the full Board, and will therefore not be required to obtain approval of a Board committee before an executive action.
- 2.9.4** Board committees are to avoid over-identification with organizational parts rather than the whole. Therefore, a Board committee that has helped the Board create policy on some topic will not be used to monitor organizational performance on that same subject.
- 2.9.5** Committees will be used sparingly and ordinarily in an ad-hoc capacity.
- 2.9.6** Board committees will have terms of reference outlining their composition, mandate, procedural rules, and, where required, their end date.
- 2.9.7** This policy applies to any group that is formed by Board action, whether or not it is called committee and regardless of whether the group includes Directors. It does not apply to committees formed under the authority of the Executive Director or staff.

## **2.10 Election and Referendum Processes**

The Board will coordinate free, fair, and transparent annual elections and by-elections to the Board, and referenda of the membership as required, in accordance with the provisions of the bylaws, this policy, further procedural rules established by the Chief Returning Officer, further procedural rules established by the elections oversight panel, and procedural fairness.

- 2.10.1** The Chief Returning Officer will administer election and referendum processes. The assigned result of the Chief Returning Officer's role is that annual elections and by-elections to the Board and referenda of the membership are freely, fairly, and transparently administered in accordance with the provisions of the bylaws, this policy, further procedural rules established by the Chief Returning Officer, and procedural fairness.
  - 2.10.1.1** The Chief Returning Officer is authorized to develop further procedural rules provided they (a) comply with the bylaws and this policy (b) apply equally to all members and candidates (c) are not amended more than three months prior to the commencement of an election or referendum process (d) are not retroactively applied and (e) restrain the activities of members and candidates only insofar as is justifiable to maintain free, fair, and transparent processes or to satisfy restrictions legitimately imposed on such processes from outside the organization. The Board will annually monitor the compliance of the Chief Returning Officer's procedural rules with this policy not less than four months prior to the annual election process and order any changes it may deem necessary to maintain compliance with the bylaws and this policy.
  - 2.10.1.2** The Chief Returning Officer, with the support of organizational staff, will ensure that members and candidates are aware of their opportunities to run, campaign, vote, or otherwise participate according to their rights and have a reasonable amount of time to do so.
- 2.10.2** Each member will vote by secret ballot through a secure medium that ensures the privacy and anonymity of their individual vote.

- 2.10.3** If the number of candidates in any election process is equal to or fewer than the number of positions available then those candidates shall assume office by acclamation.
- 2.10.4** The Election Oversight Panel will adjudicate disputes that arise from election and referendum processes. The assigned result of the Election Oversight Panel's role is the proper oversight of election and referendum processes and the timely remediation of demonstrated errors that occur.
  - 2.10.4.1** The Election Oversight Panel will hear appeals by members or candidates who believe they have not been accorded reasonable protection of their electoral rights under the bylaws, this policy, the procedural rules established by the Chief Returning Officer, and/or procedural fairness
  - 2.10.4.2** The Election Oversight Panel will render its decisions on such appeals in accordance with the bylaws, this policy, further procedural rules established by Chief Returning Officer, and procedural fairness.
  - 2.10.4.3** The Election Oversight Panel is authorized to develop further procedural rules to guide its adjudicative proceedings provided they (a) comply with the bylaws and this policy (b) are unbiased and maintain the impartiality of the panel (c) afford all parties to appeals processes an equal chance to present their cases and (d) ensure that panel decisions and reasons therefore are provided to all parties in a timely manner. The Board will annually monitor the compliance of the Election Oversight Panel's procedural rules with this policy not less than four months prior to the annual election process and order any changes it may deem necessary to maintain compliance with the bylaws and this policy.
- 2.10.5** With the exceptions of the Chief Returning Officer, organizational staff, and the Election Oversight Panel, persons and organizations that are not members of the organization or whose memberships are not comprised exclusively of members of organization will neither participate in nor be permitted to influence the outcome of any election or referendum process.

## **2.11 President and Vice-President Selection Processes**

The Board will coordinate free, fair, and transparent annual and special selection processes for the positions of President and Vice-President in accordance with the provisions of the bylaws, this policy, procedural rules established by the Secretary, and procedural fairness.

- 2.11.1** The Secretary of the Board will administer selection processes and is authorized to develop further procedural rules provided they (a) comply with the bylaws and this policy (b) apply equally to all Directors and candidates (c) are not amended more than three months prior to the commencement of a selection process (d) are not retroactively applied and (e) restrain the activities of Directors and candidates only insofar as is justifiable to maintain free, fair, and transparent processes or to satisfy restrictions legitimately imposed on such processes from outside the organization. The Board will annually monitor the compliance of the Secretary's procedural rules with this policy not less than four months prior to the annual selection process and order any changes it may deem necessary to maintain compliance with the bylaws and this policy.
- 2.11.2** Each year after the annual election process and prior to the turnover date the

- Board-elect shall meet at the call of the Secretary to select by secret ballot a President and Vice-President from amongst the Directors.
- 2.11.3** The President and Vice-President positions shall be selected separately and in immediate succession, with the President selected first.
- 2.11.4** The process for selecting the President and Vice-President shall be as follows:
- 2.11.4.1** Directors will rank the candidates in order of their preference from one through to the number equal to the total number of candidates. Directors must rank all candidates or their ballots will be declared invalid by the Secretary.
  - 2.11.4.2** Candidates will receive scores equivalent to their position on each ballot ranking for all valid votes cast. One point for a first place ranking, two points for a second place ranking, and so on.
  - 2.11.4.3** The overall scores for each candidate will be totaled and if one candidate has the lowest overall score amongst all the candidates then that candidate shall be declared the winner.
  - 2.11.4.4** If multiple candidates are tied for the lowest score then the candidate with the highest number of first preferences shall be declared the winner. If multiple candidates who are tied for the lowest overall score are also tied for the number of first preferences then the same process will repeat itself with subsequent preference rankings (second, third, fourth preferences and so on) until a winner can be declared.
- 2.11.5** If there is one candidate only for either the position of President or Vice-President then that candidate shall assume office by acclamation.
- 2.11.6** In the event of a mid-term vacancy in the office of President, the Vice-President will become President for the remainder of the term.
- 2.11.7** In the event of a mid-term vacancy in the office of Vice-President, the Board will select a new Vice-President in accordance with the selection process outlined in this policy at its next regular meeting following the vacancy.

## **2.12 Directors' Remuneration**

Directors, though not employees of the organization, will be adequately compensated for the governance services they provide in order that they may effectively govern the organization.

- 2.12.1** Directors shall be paid honoraria on a monthly basis. The organization shall have no responsibility for the withholding, collection, or payment of any taxes on Directors' behalf or for Directors' benefit, including but not limited to income taxes, employment insurance, Canada Pension Plan, and worker's compensation.
- 2.12.1.1** The President and Vice-President shall receive honoraria of \$2,750.00 per month.
  - 2.12.1.2** Other Directors shall receive honoraria of \$1,000.00 per month.
- 2.12.2** Directors who receive passing grades for all their classes in a semester will be eligible for academic allowances at the discretion of the Board.
- 2.12.2.1** The allowances for the President and Vice-President shall not exceed \$2,500.00 per semester.
  - 2.12.2.2** The allowances for other Directors shall not exceed \$1,000.00 per semester.
- 2.12.3** Directors shall receive allowances for individual cell phone plans.

- 2.12.3.1** The allowances for the President and Vice-President shall be \$75.00 a month.
- 2.12.3.2** The allowances for other Directors shall be \$25.00 a month.
- 2.12.4** Training and professional development allowances shall be provided to individual Directors at a rate not in excess of \$500.00 per Director per year.
- 2.12.5** Directors may be reimbursed for reasonable expenses incurred as a direct result of their Board positions at the discretion of the Board and with the provision of appropriate receipts and other supporting documentation.
- 2.12.6** The Executive Director will update the Directors' compensation figures once each year by CPI

## **2.13 Cost of Governance**

Because poor governance costs more than learning to govern well, the Board will invest in its governance capacity.

- 2.13.1** Board skills, methods, and supports will be sufficient to ensure governing with excellence.
  - 2.13.1.1** Training and retraining will be used liberally to orient new Directors and candidates for Board, as well as to maintain and increase existing Directors' skills and understandings.
  - 2.13.1.2** Outside monitoring assistance will be arranged so that the Board can exercise confident control over organizational performance. This includes, but is not limited to, the financial audit.
  - 2.13.1.3** Outreach mechanisms will be used as needed to ensure the Board's ability to listen to member viewpoints and values.
- 2.13.2** Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior capability.
  - 2.13.2.1** Up to \$108,000.00 each fiscal year for ownership linkage activities.
  - 2.13.2.2** Up to \$85,000.00 each fiscal year for Board training, including and attendance at conferences and workshops.
  - 2.13.2.3** Up to \$16,000.00 each fiscal year for meeting costs, planning and transition retreats, and other Board logistics.
  - 2.13.2.4** Up to \$25,000.00 each fiscal year for election and referendum processes.
  - 2.13.2.5** Up to \$50,000.00 each fiscal year for audit and other third party monitoring of organizational performance.
  - 2.13.2.6** Not less each fiscal year for Board honoraria and ancillary costs than is outlined in the Directors' Compensation policy.
  - 2.13.2.7** Up to \$3,500.00 each fiscal year for the Board Advisor's honorarium.
- 2.13.3** The Executive Director will update the cost of governance figures once each year by CPI.
- 2.13.4** The Board will establish its cost of governance budget for the next fiscal year during the month of March.



## **3.0 BOARD-EXECUTIVE DIRECTOR RELATIONSHIP**

The Board's sole official connection to the operational organization, its achievement and conduct will be through a chief executive officer titled the Executive Director.

### **3.1 Unity of Control**

Only officially passed motions of the Board are binding on the Executive Director.

- 3.1.1** Decisions or instructions of individual Directors, officers, or committees are not binding on the Executive Director except in rare instances when the Board has specifically authorized such exercise of authority.
- 3.1.2** In the case of Directors or committees requesting information or assistance without Board authorization, the Executive Director can refuse such requests that require, in their opinion, a material amount of staff time or funds, or are disruptive.

### **3.2 Accountability of the Executive Director**

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

- 3.2.1** The Board will never give instructions to persons who report directly or indirectly to the Executive Director.
- 3.2.2** The Board will not evaluate, either formally or informally, any staff other than the Executive Director.
- 3.2.3** The Board will view Executive Director performance as identical to organizational performance, so that organizational accomplishment of Board-stated Ends and avoidance of Board-proscribed means will be viewed as successful Executive Director performance.

### **3.3 Delegation to the Executive Director**

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

- 3.3.1** The Board will develop policies instructing the Executive Director to achieve specified results, for specified recipients, at a specified cost. These policies will be developed systematically from the broadest, most general level to more defined levels, and will be called Ends policies. All issues that are not ends issues as defined here are means issues.
- 3.3.2** The Board will develop policies that limit the latitude the Executive Director may exercise in choosing organizational means. These limiting policies will describe those practices, activities, decisions, and circumstances that would be unacceptable to the Board even if they were to be effective. Policies will be developed systematically from the broadest, most general level to more defined levels, and they will be called Executive Limitations policies. The Board will never prescribe organizational means delegated to the Executive Director.
- 3.3.3** Below the global level, a single limitation at any given level does not limit the scope of the foregoing level.

- 3.3.4** Below the global level, the aggregate of limitations on any given level may embrace the scope of the foregoing level, but only if justified by the Executive Director to the Board's satisfaction.
- 3.3.5** As long as the Executive Director uses any reasonable interpretation of the Board's Ends and Executive Limitations policies, the Executive Director is authorized to establish all further policies, make all decisions, take all actions, establish all practices and develop all activities. Such decisions of the Executive Director shall have full force and authority as if decided by the Board.
- 3.3.6** The Board may change its Ends and Executive Limitations policies, thereby shifting the boundaries between Board and Executive Director domains. By doing so, the Board changes the latitude of choice given to the Executive Director. But as long as a particular delegation is in place, the Board will respect the Executive Director's choices.

### **3.4 Monitoring Executive Director Performance**

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

- 3.4.1** Monitoring is simply to determine the degree to which Board policies are being met. Information that does not do this will not be considered monitoring information.
- 3.4.2** The Board will acquire monitoring information by one or more of three methods:
  - 3.4.2.1** By internal report, in which the Executive Director discloses interpretations and compliance information to the Board.
  - 3.4.2.2** By external report, in which an external, disinterested third party selected by the Board assess compliance with the appropriate policy criteria.
  - 3.4.2.3** By direct Board inspection, in which a designated Director or Directors assess compliance with the appropriate policy criteria.
- 3.4.3** In every case, the Board will judge (a) the reasonableness of the Executive Director's interpretation and (b) whether data demonstrate accomplishment of the interpretation.
- 3.4.4** The standard for compliance will be any reasonable Executive Director interpretation of the Board policy being monitored. The Board is the final arbiter of reasonableness, but will always judge with a "reasonable person" test rather than with interpretations favoured by Directors or the Board as a whole.
- 3.4.5** All policies that instruct the Executive Director will be monitored at a frequency and by a method chosen by the Board. The Board can monitor any policy at any time by any method, but will ordinarily depend on a routine schedule

## MONITORING SCHEDULE

Policy	Method	Frequency	Month
Ends	Internal	Quarterly	Jan, Apr, Jul, Oct
Global Executive Limitation	Internal	Annually	Apr
Communication and Support to the Board	Internal	Annually	Jul
Treatment of Consumers	Internal	Annually	Nov
Treatment of Staff	Internal	Annually	Nov
Compensation and Benefits of Staff	Internal	Annually	Feb
	External	Biennially, Odd-numbered Years	Aug
Financial Planning/Budgeting	Internal	Annually	May
Financial Condition and Activities	Internal	Quarterly	Sept, Dec, Mar, Jun
	External	Annually	Dec
Asset Protection	Internal	Annually	Jan
Equity, Diversity, and Inclusion	Internal	Annually	Aug
Environmental Sustainability	Internal	Annually	Oct
Advocacy Support	Internal	Annually	Jul
Clubs Management	Internal	Annually	Mar
Emergency Executive Director Succession	Internal	Annually	Jun

## 4.0 EXECUTIVE LIMITATIONS

The Executive Director will not cause or allow any practice, activity, decision or organizational circumstance which is either imprudent, illegal, or in violation of commonly accepted professional ethics.

### 4.1 Communication and Support to the Board

The Executive Director will not cause or allow the Board to be uninformed or unsupported in its work. The Executive Director will not:

- 4.1.1 Neglect to submit monitoring data required by the Board in the policy “Monitoring Executive Director Performance” in a timely, accurate, and understandable fashion, directly addressing provisions of Board policies being monitored, and including the Executive Director’s interpretations consistent with the policy “Delegation to the Executive Director,” as well as relevant data.
- 4.1.2 Allow the Board to be unaware of any actual or anticipated noncompliance with any Ends or Executive Limitations policies regardless of the monitoring schedule.
- 4.1.3 Allow the Board to be without decision information required periodically by the Board or let the Board be unaware of relevant trends.
- 4.1.4 Let the Board be unaware of any significant incidental information it requires including anticipated media coverage, threatened or pending lawsuits, and material internal and external changes.
- 4.1.5 Allow the Board to be unaware that, in the Executive Director’s opinion, the Board is not in compliance with its own policies on Governance Process and Board-Executive Director Relationship, particularly in the case of Board behaviour that is detrimental to the relationship between the Board and the Executive Director.
- 4.1.6 Present information in unnecessarily complex or lengthy form or in a form that fails to differentiate among information of three types: monitoring, decision preparation, and other.
- 4.1.7 Fail to provide new Directors with an adequate orientation program.
- 4.1.8 Allow the Board to be without a workable mechanism for official Board, officer, or committee communications.
- 4.1.9 Deal with the Board in a way that favours or privileges certain Directors over others, except when (a) fulfilling individual requests for information or (b) responding to officers or committees duly charged by the Board.
- 4.1.10 Fail to submit to the Board a consent agenda containing items delegated to the Executive Director yet required by law, regulation or contract to be Board-approved, along with applicable monitoring information.

### 4.2 Treatment of Consumers

With respect to interactions with consumers, the Executive Director shall not cause or allow conditions, procedures or decisions that are unsafe, untimely, undignified, or unnecessarily intrusive. The Executive Director will not:

- 4.2.1 Elicit information for which there is no clear necessity.
- 4.2.2 Use methods of collecting, reviewing, transmitting, or storing client information that fail to protect against improper access to the material.
- 4.2.3 Fail to operate offices, service outlets, and online platforms with the appropriate accessibility and privacy.
- 4.2.4 Fail to establish with consumers a clear understanding of what may and may not be expected from the service offered.

- 4.2.5 Fail to inform consumers of this policy, or to provide a way to be heard for persons who believe they have not been accorded a reasonable interpretation of their protections under this policy.

### **4.3 Treatment of Staff**

With respect to treatment of paid and volunteer staff the Executive Director will not cause or allow conditions that are unfair, undignified, disorganized, or unclear. The Executive Director will not:

- 4.3.1 Operate without written personnel rules that (a) clarify rules for staff, (b) provide for the effective handling of grievances, and (c) protect against wrongful conditions, such as nepotism and grossly preferential treatment for personal reasons.
- 4.3.2 Fail to cultivate a healthy, cohesive, respectful, and supportive workplace culture.
- 4.3.3 Retaliate against any staff member for the non-disruptive expression of dissent.
- 4.3.4 Fail to acquaint staff with the Executive Director's interpretation of their protections under this policy.
- 4.3.5 Allow staff to be unprepared to deal with emergency situations.

### **4.4 Compensation and Benefits of Staff**

With respect to employment, compensation, and benefits to staff, consultants, contractors, and volunteers, the Executive Director will not cause or allow jeopardy to financial integrity or to public image. The Executive Director will not:

- 4.4.1 Change the Executive Director's own compensation and benefits, except as those benefits are consistent with a package for all other staff.
- 4.4.2 Promise or imply permanent or guaranteed employment.
- 4.4.3 Establish current compensation and benefits that deviate materially from the geographic or professional market for the skills employed.
- 4.4.4 Create obligations over a longer term than revenues can be safely projected, in no event longer than one year and in all events subject to losses in revenue.
- 4.4.5 Establish or change pension benefits so as to cause unpredictable or inequitable situations, including those that:
  - 4.4.5.1 Incur unfunded liabilities.
  - 4.4.5.2 Provide less than some basic level of benefits to all full-time staff, though differential benefits to encourage longevity are not prohibited.
  - 4.4.5.3 Allow any employee to lose benefits already accrued from any foregoing plan.  
Treat the Executive Director differently from other key employees.

### **4.5 Financial Planning/Budgeting**

The Executive Director will not cause or allow financial planning for any fiscal year or the remaining part of any fiscal year to deviate materially from the Board's Ends priorities, risk financial jeopardy, or fail to be derived from a multiyear plan. The Executive Director will not allow budgeting to:

- 4.5.1 Risk incurring those situations or conditions described as unacceptable in the policy "Financial Condition and Activities."
- 4.5.2 Omit a credible projection of revenues and expenses, separation of capital and

- operational items, cash flow, and disclosure of planning assumptions.
- 4.5.3** Provide less for Board prerogatives during the year than the Board determines in accordance with the policy “Cost of Governance.”

## **4.6 Financial Condition and Activities**

With respect to the actual, ongoing financial condition and activities, the Executive Director will not cause or allow the development of financial jeopardy or material deviation of actual expenditures from Board priorities as established in Ends policies. The Executive Director will not:

- 4.6.1** Expend more funds than have been received to date unless the Board’s debt guideline (below) is met.
- 4.6.2** Incur debt in an amount greater than can be repaid by certain and otherwise unencumbered revenues within sixty days.
- 4.6.3** Use any long-term reserves.
- 4.6.4** Conduct interfund shifting in amounts that cannot be restored to a condition of discrete fund balances by certain and otherwise unencumbered revenues within thirty days.
- 4.6.5** Fail to settle payroll and debts in a timely manner.
- 4.6.6** Allow tax payments and other government ordered payments or filing to be overdue or inaccurately filed.
- 4.6.7** Make a single unanticipated purchase or commitment of greater than \$50,000.00. Splitting orders to avoid this limit is not acceptable.
- 4.6.8** Acquire, encumber, or dispose of real estate.
- 4.6.9** Fail to aggressively pursue receivables after ninety days.

## **4.7 Asset Protection**

The Executive Director will not cause or allow corporate assets to be unprotected, inadequately maintained, or unnecessarily risked. The Executive Director will not:

- 4.7.1** Fail to insure adequately against theft and casualty and against liability losses of Directors, staff, and the organization itself.
- 4.7.2** Allow unbonded personnel access to material amounts of funds.
- 4.7.3** Subject assets to improper wear and tear or insufficient maintenance.
- 4.7.4** Unnecessarily expose the organization, the Board or staff to claims of liability.
- 4.7.5** Make any purchase (a) wherein normally prudent protection has not been given against conflict of interest, (b) of more than \$100,000.00 without having obtained comparative prices and quality, (c) of more than \$150,000.00 without a stringent method of assuring the balance of long-term quality and cost. Splitting orders to avoid this limit is unacceptable.
- 4.7.6** Fail to protect intellectual property, information, and files from loss or significant damage.
- 4.7.7** Receive, process, or disburse funds under controls that are insufficient to meet the Board-appointed auditor’s standards.
- 4.7.8** Compromise the independence of the Board’s audit or other external monitoring or advice, such as by engaging parties already chosen by the Board as consultant or advisers.
- 4.7.9** Invest or hold operating capital in insecure instruments including uninsured chequing accounts and bonds of less than BBB – Investment Grade average

rating, or in non-interest bearing accounts except where necessary to facilitate ease in operational transactions.

**4.7.10** Endanger the organization's public image, credibility, or its ability to accomplish Ends policies.

**4.7.11** Change the organization's name or substantially alter its identity in the community.

## **4.8 Equity, Diversity, and Inclusion**

The Executive Director will not cause or allow the organization to act in way that is inequitable, discriminatory, culturally insensitive, or exclusionary. The Executive Director will not:

**4.8.1** Fail to ensure that consumers and stakeholders are treated in an equitable, non-discriminatory, culturally sensitive, and inclusive manner.

**4.8.2** Fail to provide an equitable, non-discriminatory, culturally sensitive, and inclusive workplace for staff.

**4.8.3** Fail to incorporate appropriate equity, inclusion, diversity, and cultural sensitivity provisions into administrative policies, plans, and practices.

**4.8.4** Fail to inform consumers, stakeholders, and staff of this policy, or to provide a way to be heard for persons who believe they have not been accorded a reasonable interpretation of their protections under this policy.

## **4.9 Environmental Sustainability**

The Executive Director will not cause or allow the organization to act in a way that is unsustainable or unreasonably harmful to the natural environment nor fail to minimize any resulting hardship. The Executive Director will not:

**4.9.1** Fail to take necessary steps to minimize and/or offset the organization's carbon footprint.

**4.9.2** Fail to promote activities and behaviours that contribute positively to the natural environment.

**4.9.3** Allow the organization to generate excessive waste, by-products, and pollutants.

## **4.10 Advocacy Support**

With respect to policies, practices, programs, and conditions outside the organization which affect the Board's priorities as established in Ends policies, the Executive Director will not be without a proactive and effective system for internal and external advocacy. The Executive Director will not:

**4.10.1** Fail to proactively identify materially important issues and trends and develop plans and strategies to address them.

**4.10.2** Fail to provide researched and updated information regarding advocacy issues priorities and opportunities to the Board prior to its being presented to government, industry, or institutional officials.

**4.10.3** Establish organizational positions on advocacy issues without the explicit consent of the Board.

**4.10.4** Meet with government, industry, or institutional officials to discuss external advocacy issues and priorities unless accompanied by the appropriate official

representatives, which in unspecified circumstances shall be the President or their designate, or unless authorized to do so by the appropriate official representatives or the Board.

**4.10.5** Allow the membership to be uninformed about advocacy issues and priorities.

**4.10.6** Act on issues that do not specifically address the needs of current or future members.

#### **4.11 Clubs Management**

With respect to member-created clubs, the Executive Director will not allow the organization to be without procedural rules providing for their establishment, operation, and dissolution. The Executive Director will not:

**4.11.1** Permit the establishment of clubs with objects that do not specifically align with the Board's priorities as established in Ends policies.

**4.11.2** Act toward clubs in a manner which is unfair, unjust, undignified, disorganized, or unclear.

**4.11.3** Allow clubs to behave in ways that are inconsistent with organizational values.

**4.11.4** Allow clubs to expose the organization to unjustified risk or liability.

**4.11.5** Fail to provide sufficient governance, financial, and ethical oversight of clubs' activities.

**4.11.6** Fail to acquaint clubs with the Executive Director's interpretation of their rights and obligations under this policy

**4.11.7** Fail to provide a way to be heard for clubs who believe they have not been accorded a reasonable interpretation of their protections under this policy.

#### **4.12 Emergency Executive Director Succession**

In order to protect the Board from the sudden loss of Executive Director services, the Executive Director will not permit there to be fewer than two other executives sufficiently familiar with the Board and Executive Director issues and processes to enable either to take over with reasonable proficiency as an interim successor.