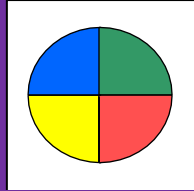


# **Board of Directors Policy Manual**

**Approved: April 7, 2025**

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# BOARD OF DIRECTORS POLICY

**Policy Name:** Global Ends

**Number:** E

**Date Approved:** January 2022

**Policy Type:** Ends

**Date Amended:** February 2023

**Date Last Reviewed:** December 2024

Saitsa exists so that its members have an enhanced experience at SAIT at a cost that is justified by the results. By not limiting the scope of the above statement, this is also further defined to include:

1. Students maintain a sense of overall wellbeing throughout their academic career.
2. Students are able to successfully navigate their post-secondary educational experience.

# BOARD OF DIRECTORS POLICY

**Policy Name:** Wellbeing

**Number:**

E-1

**Date Approved:**

January 2022

**Policy Type:** Ends

**Date Amended:**

February 2024

**Date Last Reviewed:**

December 2024

Students maintain a sense of overall wellbeing throughout their academic career.

1. To an increasing degree, students participate in social integration activities.
2. Students have access to safe and welcoming spaces.

# BOARD OF DIRECTORS POLICY

**Policy Name:** Navigating Post-Secondary Experience

**Number:** E-2

**Policy Type:** Ends

**Date Approved:** January 2022

**Date Amended:** February 2024

**Date Last Reviewed:** December 2024

Students are able to successfully navigate their post-secondary educational experience.

1. Students have access to financial resources.

1.1. Members have food securities.

# BOARD OF DIRECTORS POLICY

**Policy Name:** Global Executive Constraint

**Policy Type:** Executive Limitations

**Number:**

EL

**Date Approved:**

January 2022

**Date Amended:**

N/A

**Date Last Reviewed:**

December 2024

The Chief Executive Officer shall not cause or allow any practice, activity, decision or organizational circumstance which is either unlawful, unsafe, imprudent, or in violation of commonly accepted business and professional ethics.

# BOARD OF DIRECTORS POLICY

**Policy Name:** Treatment of Consumers and Members

**Number:**

EL-1

**Date Approved:**

January 2022

**Policy Type:** Executive Limitations

**Date Amended:**

April 2025

**Date Last Reviewed:**

April 2025

With respect to interactions with consumers and members, the Chief Executive Officer shall not cause or allow conditions, procedures or decisions that are unsafe, untimely, disrespectful, or unnecessarily intrusive.

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer will not:

1. Operate without reasonable protections against hazards or conditions that might threaten the health, safety or well-being of members.
2. Permit violation of member confidentiality and privacy, except where specific disclosure is required by law or legislation.
  - 2.1 Elicit information for which there is no clear necessity.
  - 2.2 Use methods of collecting, reviewing, transmitting, or storing client information that fail to protect against improper access to the material.
3. Allow members to be uninformed regarding the privileges and responsibilities of membership.
4. Allow members to be unaware of the process for registering a complaint or concern.
5. Permit unfair, inconsistent, or untimely responses to member concerns of complaints.
6. Permit emergency support services to operate without special considerations to support students who face systemic barriers.

# BOARD OF DIRECTORS POLICY

**Policy Name:** Treatment of Staff

**Number:**

EL-2

**Policy Type:** Executive Limitations

**Date Approved:**

January 2022

**Date Amended:**

October 2024

**Date Last Reviewed:**

February 2025

With respect to the treatment of paid and volunteer staff, the Chief Executive Officer will not cause or allow conditions that are unfair, unsafe, disrespectful, disorganized, or otherwise interferes with employees' ability to do their jobs.

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer will not:

1. Allow staff to be without current, enforced documentation that (a) clarifies expectations and working conditions, (b) provides for the effective handling of grievances, and (c) protects against wrongful conditions, such as nepotism and grossly preferential treatment for personal reasons.
  - 1.1 Permit staff to be without adequate protection from harassment.
  - 1.2 Permit staff to be uninformed of the performance standards by which they will be assessed.
2. Permit a workplace culture that is other than cohesive, respectful, and supportive.
3. Retaliate against any staff member for the non-disruptive expression of dissent.
4. Allow staff to be unprepared to deal with emergency situations.



# BOARD OF DIRECTORS POLICY

**Policy Name:** Planning

**Number:**

EL-3

**Policy Type:** Executive Limitations

**Date Approved:**

January 2022

**Date Amended:**

April 2024

**Date Last Reviewed:**

April 2024

The Chief Executive Officer will not cause or allow financial planning for any fiscal year or the remaining part of any fiscal year that is not aligned with the achievement of the Board's Ends or risks financial jeopardy.

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer shall not:

1. Permit budgeting for any fiscal period or the remaining part of any fiscal period that is not derived from the multi-year strategy of achieving the Board's Ends.
2. Permit planning that does not explain and justify assumptions and identify relevant environmental factors.
3. Permit planning that risks incurring those situations or conditions described as unacceptable in the policy "Financial Condition and Activities."
4. Permit financial planning that omits a credible projection of revenues and expenses, separation of capital and operational items, cash flow projections, and disclosure of planning assumptions.
5. Permit financial planning that does not provide the amount determined annually by the board for the board's direct use during the year, such as costs of fiscal audit, board development, board and committee meetings, board legal fees, and ownership linkage.
6. Permit planning that endangers the fiscal soundness of future years or ignores the building of organizational capability sufficient to achieve Ends in future years.
  - 6.1 Operate without succession plans to facilitate smooth operations during key personnel transitions and ensure competent operation of the organization over the long term.
  - 6.2 Permit the Association to be without sufficient organizational capacity and current information about Chief Executive Officer and board issues and processes for the competent operation of the Association to continue in the event of sudden loss of Chief Executive Officer services.

# BOARD OF DIRECTORS POLICY

**Policy Name:** Financial Condition and Activities

**Number:**

EL-4

**Policy Type:** Executive Limitations

**Date Approved:**

January 2022

**Date Amended:**

April 2023

**Date Last Reviewed:**

October 2023

With respect to the actual, ongoing financial condition and activities, the Chief Executive Officer will not cause or allow the development of financial jeopardy or material deviation of actual expenditures that are not aligned with the Board's Ends policies.

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer shall not:

1. Expend more funds in any fiscal year than those that have been received or are guaranteed to be received to date unless the Board's debt guideline (below) is met.
2. Incur debt in an amount greater than can be repaid by certain and otherwise unencumbered revenues within sixty days.
3. Use any long-term reserves.
4. Conduct interfund shifting in amounts that cannot be restored to a condition of discrete fund balances by certain and otherwise unencumbered revenues within the fiscal year.
5. Allow the untimely payment of payroll and debts.
6. Allow tax payments and other government ordered payments or filing to be overdue or inaccurately filed.
7. Acquire, encumber, or dispose of real estate.
8. Write off receivables without having first aggressively pursued payment after a reasonable grace period.

# BOARD OF DIRECTORS POLICY

**Policy Name:** Asset Protection

**Number:**

EL-5

**Policy Type:** Executive Limitations

**Date Approved:**

January 2022

**Date Amended:**

April 2023

**Date Last Reviewed:**

April 2025

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

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer shall not:

1. Permit the organization to have inadequate insurance against property and casualty losses.
2. Allow unbonded personnel access to material amounts of funds.
3. Subject assets to improper wear and tear or insufficient maintenance.
4. Unnecessarily expose the organization, the Board or staff to claims of liability.
5. Make purchases that do not result in appropriate level of quality, after-purchase service and value for dollar, or do not provide opportunity for fair competition.
  - 5.1 Make any purchase wherein normally prudent protection has not been given against conflict of interest.
  - 5.2 Make any purchase of over \$100,000.00 without having obtained comparative prices and quality. Orders shall not be split to avoid these criteria.
  - 5.3 Make any purchase of over \$150,000.00 without a stringent method of assuring the balance of long-term quality and cost. Orders shall not be split to avoid these criteria.
6. Allow intellectual property, information, and files to be exposed to loss or significant damage.
7. Receive, process, or disburse funds under controls that are insufficient to meet the Board-appointed auditor's standards.
  - 1.1 Receive, process or disburse the organization's assets under internal controls insufficient to detect, deter and prevent fraud or insufficient to prevent and detect significant deficiencies or material weaknesses.
  - 1.2 Permit internal controls insufficient to prevent and ensure against tardy, inaccurate, specious or misleading financial reporting.
8. Make any capital expenditure of greater than \$50,000 that was not included in the initial financial.

plan for the year, which was assessed by the board as compliant with the Executive Limitation on Planning.

9. Permit a balance of less than \$50,000 in the Capital Asset Fund account.
10. Compromise the independence of the Board's audit or other external monitoring or advice.
  - 10.1 Engage parties already chosen by the Board as consultants or advisers.
11. Endanger the organization's public image, credibility, or its ability to accomplish Ends policies.
12. Change the organization's name or substantially alter its identity in the community.

# BOARD OF DIRECTORS POLICY

<b>Policy Name:</b>	Investments	<b>Number:</b>	EL-6
		<b>Date Approved:</b>	October 2023
		<b>Date Amended:</b>	April 2025
<b>Policy Type:</b>	Executive Limitations	<b>Date Last Reviewed:</b>	April 2025

The Chief Executive Officer shall not permit investments to be managed in a way that is inconsistent with the primary objectives of *capital preservation and reasonable growth*.

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer shall not:

1. Permit investments in companies that are inconsistent with the direction indicated by the Board.
  - 1.1. Permit investments in any company whose government defence contracts exceed 40% of overall revenue.
2. Permit investments to be managed without the active involvement of well-qualified investment advisors with a proven track record who are independent of any investment fund.
3. Hold operating capital in non-interest bearing accounts except where necessary to ease operational transactions.
4. Permit investments to be exposed to greater than a *moderate* level of risk for capital preservation.
  - 4.1. Permit the portfolio to vary from the following criteria:
    - Minimum 0% and maximum 35% equity, and minimum of 0% to a maximum of 80% fixed income securities;
    - A balance of 0% to 100% cash or cash equivalents;
    - Diversification within asset categories to enhance performance and reduce risk.
    - Minimum bond rating of BBB.
    - Maximum individual bond maturity of 10 years.
    - Maximum position per issue of 5%, with the exception of Canadian Government Bonds.
5. Let the board be without annual performance information, which provides actual percentage of return over a rolling 5-year period in comparison to industry benchmarks.

6. Let the board be without quarterly statements of portfolio transactions and invested positions (by cost and market)
7. Permit investments that are insufficiently liquid to meet the organization's anticipated expenditures without incurring penalties.

# BOARD OF DIRECTORS POLICY

<b>Policy Name:</b> Compensation and Benefits to Staff	<b>Number:</b>	EL-7
<b>Policy Type:</b> Executive Limitations	<b>Date Approved:</b>	January 2022
	<b>Date Amended:</b>	N/A
	<b>Date Last Reviewed:</b>	September 2024

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

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer will not:

1. Change the Chief Executive Officer's own compensation and benefits, except as those benefits are consistent with a package for all other staff.
2. Promise or imply guaranteed employment.
3. Establish current compensation and benefits that deviate materially from the geographic or professional market for the skills employed.
4. Create obligations over a longer term than revenues can be safely projected.

# BOARD OF DIRECTORS POLICY

**Policy Name:** Communication and Support to Board

**Number:**

EL-8

**Policy Type:** Executive Limitations

**Date Approved:**

January 2022

**Date Amended:**

April 2024

**Date Last Reviewed:**

September 2024

The Chief Executive Officer will not cause or allow the Board to be uninformed or unsupported in its work. Further, without limiting the scope of the above by the following list, the Chief Executive Officer will not:

1. Withhold, impede, or confound information relevant to the board's informed accomplishment of its job.
  - 1.1 Neglect to submit timely monitoring data including interpretations of Board policies that provide the observable metrics or conditions that would demonstrate compliance, rationale for why the interpretations are reasonable and evidence of compliance.
  - 1.2 Allow the Board to be unaware of any actual or anticipated non-compliance with any Ends or Executive Limitations policies, regardless of the monitoring schedule.
  - 1.3 Allow the Board to be without sufficient timely and relevant decision information including environmental scanning data and a risk assessment.
  - 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, including changes in executive personnel.
  - 1.5 Let the Board be unaware of its current expenditures for Director Remuneration and Investment in Governance on less than a quarterly basis.
  - 1.6 Allow the Board to be unaware that, in the Chief Executive Officer's opinion, the Board is not in compliance with its own policies on Governance Process and Board-Chief Executive Officer Relationship, particularly in the case of Board behaviour that is detrimental to the relationship between the Board and the Chief Executive Officer.
  - 1.7 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.
2. Allow the board to be without reasonable administrative support for board activities.
3. Allow the Board to be without a workable mechanism for official Board or officer communications.
4. Allow the board to be without board secretary services that meet all legal requirements and



ensure the integrity of the board's documents.

5. Hinder the Board from operating as a unified body, assume roles and processes the Board has retained for itself, or interfere with the Board's legal responsibilities.
6. Interact 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.
7. Neglect to supply for the Required Approvals agenda all items delegated to the Chief Executive Officer yet required by law, regulation, or contract to be Board-approved, along with applicable monitoring information.

# BOARD OF DIRECTORS POLICY

**Policy Name:** Organizational Culture

**Number:**

EL-9

**Policy Type:** Executive Limitations

**Date Approved:**

January 2022

**Date Amended:**

N/A

**Date Last Reviewed:**

October 2024

The Chief Executive Officer shall not permit an organizational culture that lacks a high degree of integrity at all levels of the Association.

Further, without limiting the scope of the above by the following list, the Chief Executive Officer shall not:

1. Operate without an enforced internal Code of Conduct, of which all employees are made aware, that clearly outlines the Association's ethical expectations of employees.
2. Permit employees and others to be without a mechanism for confidential reporting of alleged or suspected improper activities without fear of retaliation.

# BOARD OF DIRECTORS POLICY

**Policy Name:** Fees

**Policy Type:** Executive Limitations

**Number:**

EL-10

**Date Approved:**

January 2022

**Date Amended:**

April 2023

**Date Last Reviewed:**

November 2024

The Chief Executive Officer shall not cause or allow unfair or inconsistent administration of fees to members.

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer shall not:

1. Change membership fees.
2. Change mandatory health and dental fees.
3. Set or permit punitive measures that are excessive.

# BOARD OF DIRECTORS POLICY

**Policy Name:** Position Statements

**Number:**

EL-11

**Policy Type:** Executive Limitations

**Date Approved:**

January 2022

**Date Amended:**

February 2023

**Date Last Reviewed:**

December 2024

When preparing options for Board's decisions regarding position statements, the Chief Executive Officer shall not interfere with the Board's decisions or legislated responsibilities.

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer shall not:

1. Develop or amend to position statements that are inconsistent with the direction indicated by the Board.
2. Allow the Board to be without appropriate research for position statements where required.
3. Let the Board be unaware of any changes in the assumptions under which the initial position was developed or legal or government obstacles to proceeding with that position.
4. Allow the membership to be uninformed about advocacy issues and priorities.

# BOARD OF DIRECTORS POLICY

**Policy Name:** Clubs

**Number:**

EL-12

**Policy Type:** Executive Limitations

**Date Approved:**

January 2022

**Date Amended:**

April 2023

**Date Last Reviewed:**

February 2024

With respect to member-created clubs, the Chief Executive Officer shall neither allow member-created clubs to operate in a manner that jeopardizes the organization's credibility and sustainability; nor shall the Chief Executive Officer treat the clubs in a manner which is unfair, unjust, undignified, disorganized, or unclear.

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer will not:

1. Allow clubs to expose the organization to unjustified risk or liability.
2. Allow clubs to be without sufficient governance, financial, and ethical oversight of clubs' activities.
  - 2.1 Allow clubs to behave in ways that are inconsistent with organizational values.
3. Allow members to be uninformed regarding the privileges and responsibilities of member-created clubs.
4. Allow clubs, who believe they have not been accorded a reasonable interpretation of their protections under this policy to be unaware of the process for registering a complaint or concern.

# BOARD OF DIRECTORS POLICY

**Policy Name:** Environmental Sustainability

**Number:**

EL-13

**Policy Type:** Executive Limitations

**Date Approved:**

January 2022

**Date Amended:**

N/A

**Date Last Reviewed:** March 2025

The Chief Executive Officer will not cause or allow organizational practices that are inconsistent with environmental sustainability. Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer shall not:

1. Operate without organizational processes that minimize unnecessary consumption.
2. Manage waste in an environmentally irresponsible manner.
3. Allow use of products and services that are environmentally unsustainable to be used when suitable alternatives exist.

# BOARD OF DIRECTORS POLICY

**Policy Name:** Elections

**Policy Type:** Executive Limitations

**Number:**

EL-14

**Date Amended:**

September 2023

**Date Last Reviewed:** November 2024

The Chief Executive Officer will not allow organizational practices that hinder election or referendum processes.

Further, without limiting the scope of the above statement by the following list, the Chief Executive Officer shall not:

1. Allow the Board to be without independent, third-party service that assures the secure, transparent, free, and fair elections and by-elections to the Board and membership referenda, when required.
2. Operate without an independent, third-party oversight of election and referendum processes, inclusive of the adjudication of disputes arising from election and referendum processes.
3. Allow election procedures which are inconsistent with bylaws or restrictions imposed on the elections by external authorities.

# BOARD OF DIRECTORS POLICY

**Policy Name:** Global Governance Commitment

**Number:** GP

**Policy Type:** Governance Process

**Date Approved:** January 2022

**Date Amended:** N/A

**Date Last Reviewed:** N/A

The purpose of the Board on behalf of members is to ensure the Southern Alberta Institute of Technology Students' Association (Saitsa) 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).



# BOARD OF DIRECTORS POLICY

**Policy Name:** Governing Style

**Number:** GP-1

**Policy Type:** Governance Process

**Date Approved:** January 2022

**Date Amended:** N/A

**Date Last Reviewed:** January 2025

The board will govern lawfully with an emphasis on outward vision, commitment to obtaining ownership input, encouragement of diversity in viewpoints, strategic leadership, clear distinction of board and staff roles, collective decisions, and a proactive future focus. This means the board will not be preoccupied with internal, administrative detail.

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 initiate policy, as opposed to solely reacting to staff initiatives. The board will use the expertise of individual members and board committees to enhance the ability of the board as a body to make policy, rather than to substitute their individual judgements for the group's values.
2. The board will direct, control and inspire the Association through the careful establishment of broad written policies reflecting the owners' values and perspectives. The board's major policy focus will be on the intended long-term results to be produced for beneficiaries outside the operational organization, not on the administrative means of attaining those results.
3. The board will enforce upon itself whatever self-discipline is needed to govern with excellence. Self-discipline will apply to matters such as attendance, preparation for meetings, policy-making principles, respect of roles, disclosure of conflicts of interest, regular self-evaluation and ensuring the continuity of governance capability to the benefit of membership. Although the board can change its governance process policies at any time, it will scrupulously observe those currently in force.
4. The board will allow no officer, Director or committee of the board to hinder or be an excuse for not fulfilling board obligations.

# BOARD OF DIRECTORS POLICY

**Policy Name:** Board's Role

**Number:**

GP-2

**Policy Type:** Governance Process

**Date Approved:**

January 2022

**Date Amended:**

April 2023

**Date Last Reviewed:**

February 2025

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

Accordingly, the Board has the direct responsibility to create:

1. Authoritative linkage between the membership and the operational organization.
2. Written governing policies that realistically address the broadest levels of all organizational decisions and situations.
  - 2.1 Ends: What benefits the Association is to produce, for which recipients, at what cost.
  - 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.
  - 2.3 Governance Process: Specification of how the Board conceives, carries out, and monitors its own task.
  - 2.4 Board-Chief Executive Officer Relationship: How power is delegated and its proper use monitored; the Chief Executive Officer role, authority, and accountability.
3. Assurance of successful organizational performance on Ends and Executive Limitations.
  - 3.1 Continuity of the Chief Executive Officer function.
  - 3.2 Structured monitoring of the Chief Executive Officer as outlined in Board-Management Delegation policies.
4. The link between the organization, associated advocacy groups, and political decision-makers.
5. Operational decisions that the board has prohibited the Chief Executive Officer from making through its Executive Limitations policies:
  - 5.1 Decisions regarding the use of long-term reserves.
  - 5.2 Decisions regarding acquisition, encumbering or disposal of land or buildings.
  - 5.3 Decisions regarding capital expenditures that do not meet the conditions in EL-5-8.
  - 5.4 Decisions regarding change of organizational name or identity in the community.
  - 5.5 Creation of a subsidiary that does not meet the conditions in EL-5-12.
  - 5.6 Decisions regarding mandatory membership fees, including health and dental.

# BOARD OF DIRECTORS POLICY

**Policy Name:** Board Planning Cycle and Agenda Control

**Number:** GP-3

**Policy Type:** Governance Process

**Date Approved:** January 2022

**Date Amended:** March 2023

**Date Last Reviewed:** March 2025

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.

The board shall maintain control of its own agenda by developing an annual schedule based on the multi-year cycle. [See cycle at the end of this policy.] 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. The cycle will start with the Board's development of its agenda for the next year.

- 1.3.1. Linkage with the ownership to gain a representative mix of owner values, perceptions, and expectation, prior to the above review.
  - 1.1 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.
- 1.3.2. Education related to the development and revision of Ends. The board will consider including environmental scanning, presentations by thought leaders or experts, and activities which develop strategic foresight. This will be determined and arranged in the first quarter, to be held in the balance of the year.
- 1.3.3. Risk assessment, including probability of risks and impact of particular risks, as background context for policy review.
- 1.3.4. Content review of selected Executive Limitations, Governance Process and Board – Management Delegation policies, consistent with a multi-year schedule that includes all policies.
- 1.3.5. Self-evaluation of the board's own compliance with selected Governance Process and Board – Management Delegation policies, consistent with the schedule in the policy *Investment in Governance*.
- 1.3.6. Documentation of monitoring compliance by the Chief Executive Officer with Executive Limitations and Ends policies. Monitoring reports will be read in advance of the board meeting, and discussion may occur if necessary for interpretation, understanding, or if board members assess interpretations as unreasonable, identify non-compliance, or identify potential need for policy amendments.
- 1.3.7. Chief Executive Officer remuneration will be decided during the month of March after a review of monitoring reports received in the last year.

- 1.3.8. Education about the process of governance.
- 1.3.9. 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.
- 1.3.10. Throughout the year, the Board will attend to legally required approvals as expeditiously as possible. When an item is brought to the board via the Required Approvals Agenda, deliberation, if any, will only be in regard to whether or not the Chief Executive Officer's decision complies with relevant board policies.

## MULTI-YEAR CYCLE

Number	Policy Content Review	Year 4 (2025)	Year 5 (2026)	Year 6 (2027)
E	Mega-Ends	December	December	December
E-1	Wellbeing	December	December	December
E-2	Navigating Post-Secondary Experience	December	December	December
EL	Global Executive Constraint	December	December	December
EL-1	Treatment of Members	January		January
EL-2	Treatment of Staff	February		February
EL-3	Planning		March	
EL-4	Financial Condition and Activities	October		October
EL-5	Asset Protection	April		April
EL-6	Investments		October	
EL-7	Compensation and Benefits		September	
EL-8	Communication and Support to the Board		September	
EL-9	Organizational Culture		October	
EL-10	Fees		November	
EL-11	Position Statements		December	
EL-12	Clubs		February	
EL-13	Environmental Sustainability	March		March
EL-14	Elections	March		March
GP	Global Governance Commitment	December		December
GP-1	Governing Style	January		January
GP-2	Board's Role	February		February
GP-3	Board Planning Cycle & Agenda Control	March		March
GP-4	President's Role		April	
GP-5	Vice-President's Role		April	
GP-6	Board Committee Principles	November		November
GP-7	Board Committee Structure	December		December
GP-8	Directors' Compensation	January	January	January
GP-9	Directors' Code of Conduct	March		March
GP-10	Board Evaluation		November	
GP-11	Board Discipline		April	
GP-12	Investment in Governance	April		April
GP-13	President and Vice-President Selection		February	
GP-14	Board Linkage with Ownership	September		September
GP-15	Special Rules of Order		October	
GP-16	Handling Operational Complaints	November		November
GP-17	Handling Apparent Policy Violations	December		
GP-18	Board Linkage with Other Organizations	November		
GP-19	Board Succession Planning		January	
GP-20	CEO Succession Planning			January
BEDR	Global Board-Chief Executive Officer Relationship	December		December

BEDR-1	Unity of Control	January		January
BEDR -2	Accountability of the Chief Executive Officer	February		February
BEDR -3	Delegation to the Chief Executive Officer	March		March
BEDR -4	Monitoring Chief Executive Officer Performance		April	

BEDR -5	Chief Executive Officer Compensation	March		March
BEDR -6	Chief Executive Officer Termination	February		February
<b>Ownership Linkage Activities</b>		August to April	August to April	August to April
<b>Chief Executive Officer Compensation Decision</b>		March	March	March
<b>Selection of Auditor</b>		December	December	December
<b>New Board Member Orientation</b>		May & June	May & June	May & June

# BOARD OF DIRECTORS POLICY

**Policy Name:** President's Role (CGO)

**Number:**

GP-4

**Policy Type:** Governance Process

**Date Approved:**

January 2022

**Date Amended:**

N/A

**Date Last Reviewed:**

April 2024

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

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.
    - 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.
    - 1.2 Information that is for neither monitoring performance nor Board decisions will be avoided or minimized and always noted as such.
    - 1.3 Deliberation will be fair, open, and thorough but also timely, orderly, and kept to the point.
  2. The authority of the President consists in making decisions that fall within the topics covered by Board policies on Governance Process and Board-Chief Executive Officer Relationship, with the exception of (a) employment or termination of a Chief Executive Officer; evaluation of Chief Executive Officer performance, determination of Chief Executive Officer compensation or changing the conditions of employment of a Chief Executive Officer 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-Chief Executive Officer Relationship policies, subject to an overriding interpretation by the Board.
    - 2.1 The President is empowered to chair Board meetings with all the commonly accepted power of that position, such as ruling and recognizing.
    - 2.2 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 Chief Executive Officer.
    - 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.
    - 2.4 The President may delegate this authority but remains accountable for its use.
-

# BOARD OF DIRECTORS POLICY

**Policy Name:** Vice-President's Role

**Number:** GP-5

**Policy Type:** Governance Process

**Date Approved:** January 2022

**Date Amended:** N/A

**Date Last Reviewed:** April 2024

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.

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. 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.



# BOARD OF DIRECTORS POLICY

**Policy Name:** Board Committee Principles

**Number:** GP-6

**Policy Type:** Governance Process

**Date Approved:** January 2022

**Date Amended:** N/A

**Date Last Reviewed:** N/A

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 Chief Executive Officer.

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 options and potential consequences of decisions for Board deliberation.
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 Chief Executive Officer.
3. Board committees cannot exercise authority over staff. The Chief Executive Officer works for the full Board, and will, therefore not be required to obtain approval of a Board committee before an executive action.
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.
5. Committees will be used sparingly and ordinarily in an ad-hoc capacity.
6. Board committees will have terms of reference outlining their composition, mandate, procedural rules, and, where required, their end date.
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 Chief Executive Officer or staff.

# BOARD OF DIRECTORS POLICY

**Policy Name:** Board Committee Structure

**Number:** GP-7

**Policy Type:** Governance Process

**Date Approved:** January 2022

**Date Amended:** N/A

**Date Last Reviewed:** N/A

A committee is a board committee only if its existence and charge come from the board, regardless of whether board members sit on the committee. The only board committees are those which are set forth in lower level sections of this policy.

[There are currently no standing committees. If the board chooses to appoint a standing committee that will operate for longer than 4 months in the future, it will first create a Terms of Reference for that committee(s)].

# BOARD OF DIRECTORS POLICY

**Policy Name:** Directors Remuneration

**Number:**

GP-8

**Policy Type:** Governance Process

**Date Approved:**

January 2022

**Date Amended:**

January 2024

**Date Last Reviewed:**

January 2025

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.

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.
  - 1.1 The President shall receive an honorarium of \$2,000.00 per month.
  - 1.2 The Vice-President shall receive an honorarium of \$2,000.00 per month.
  - 1.3 Other Directors shall receive honoraria of \$1,120.00 per month.
2. Directors who are in good academic standing in a semester will be eligible for academic allowances at the discretion of the Board.
  - 2.1 The allowances for the President and Vice-President shall not exceed \$2,500.00 per semester and cannot exceed the amount of tuition paid for the respective semester.
  - 2.2 The allowances for other Directors shall not exceed \$1,000.00 per semester and cannot exceed the amount of tuition paid for the respective semester.
3. Directors shall receive allowances for individual cell phone plans.
  - 3.1 The allowances for the President and Vice-President shall be \$75.00 a month.
  - 3.2 The allowances for other Directors shall be \$25.00 a month.
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.
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.

# BOARD OF DIRECTORS POLICY

**Policy Name:** Directors' Code of Conduct

**Number:**

GP-9

**Policy Type:** Governance Process

**Date Approved:**

January 2022

**Date Amended:**

November 2024

**Date Last Reviewed:**

March 2025

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. It expects its board members to treat one another and staff members with respect, co-operation and a willingness to deal openly on all matters.

1. Directors must have loyalty to the membership, that supersedes any loyalties to staff, other organizations, and any personal interest as a consumer.
2. Board members are accountable to exercise the powers and discharge the duties of their office honestly and in good faith. Board members shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
3. Directors must avoid conflict of interest with respect to their fiduciary responsibility.
  - 3.1 There will be no self-dealing or business by a Director with the organization. Directors will disclose their involvements with other organizations, with vendors, or any associations that might be or might reasonably be seen as being in conflict, within 7 days of becoming aware of such conflict.
  - 3.2 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.
  - 3.3 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.
4. Directors may not attempt to exercise individual authority over the organization.
  - 4.1 Directors' interaction with the Chief Executive Officer or with staff must recognize that individual board members have no authority to instruct or evaluate employees, and no authority to insert themselves into employee operations.
  - 4.2 Directors' interaction with the 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.
  - 4.3 Except for participation in Board deliberation about whether the Chief Executive Officer has achieved any reasonable interpretation of Board policy, Directors will not express

individual judgments of the performance of staff or the Chief Executive Officer.

- 5 Directors will respect the confidentiality appropriate to issues of a sensitive nature.
- 6 Directors will be properly prepared for Board meetings, deliberations, and their other responsibilities.
- 7 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.
- 8 Board members will not share or post information on social media that compromises the organization or the Board's policy or public image.
- 9 Board members shall regularly take part in educational activities that will assist them in carrying out their responsibilities.
10. Board members shall attend meetings on a regular and punctual basis. Absence of a board member from more than 3 consecutive regular meetings shall be considered a resignation from the board, except for medical leaves of absences for which appropriate medical documentation has been provided. A board member may request reinstatement. The board may, at its discretion, reinstate a board member upon such a request. Only one such reinstatement per board term is permitted.

# BOARD OF DIRECTORS POLICY

**Policy Name:** Board Self Evaluation

**Number:** GP-10

**Policy Type:** Governance Process

**Date Approved:** January 2022

**Date Amended:** November 2024

**Date Last Reviewed:** November 2024

While the Board expects all of its members to act with the utmost integrity, it acknowledges that misconduct can occur. To address misconduct of Directors in the governance of the organization, the Board implements the following to outline the process for regular reviews of Director performance and adherence to the Code of Conduct.

## Evaluations

1. The Board shall evaluate itself at the end of each meeting to assess its performance in the meeting. Data collected from these evaluations shall be discussed at the next regularly scheduled meeting of the Board.
2. The Board shall conduct Director self-evaluations on a quarterly basis to ensure Director success in their roles, and assess compliance with the Code of Conduct. Issues identified during these processes shall be discussed in the following meeting to determine if changes to Director's responsibilities may be necessary.
3. The Board shall conduct an annual review at the end of each term to discuss the cumulative results of its self-evaluations throughout the year. The results of this review shall be used to create or amend a rolling three-year Governance Action Plan that outlines how the Board shall improve its performance against its policy manual.

# BOARD OF DIRECTORS POLICY

**Policy Name:** Board Discipline

**Number:** GP-11

**Policy Type:** Governance Process

**Date Approved:** November 2024

**Date Amended:** N/A

**Date Last Reviewed:** N/A

All concerns brought to the attention of Saitsa shall be treated with respect and handled in a manner that maintains the clarity of the respective accountabilities of the Board.

## Reportable Activity Complaints by Directors

1. Directors with a genuine concern regarding a Reportable Activity shall submit a complaint in writing to the designated External Human Resources Consultant.
  - 1.1. Reportable Activity concerns shall be submitted in a written complaint to Salopek & Associates (Phone: 403-681-1232) Email: [info@salopekconsulting.com](mailto:info@salopekconsulting.com).
  - 1.2. Reportable Activity refers to an incidence of serious wrongdoing, misconduct, impropriety or danger at Saitsa. This may include:
    - 1.2.1. criminal activity;
    - 1.2.2. failure to comply with any legal (or professional) obligation or regulatory requirements;
    - 1.2.3. financial fraud or mismanagement, which includes any act, omission, or misrepresentation, that knowingly and recklessly misleads, or attempts to mislead, a party to obtain financial or other benefit or to avoid an obligation;
    - 1.2.4. corruption, which means the offering, giving, receiving, or soliciting, directly or indirectly, anything of value to influence the actions of another party;
    - 1.2.5. coercive practices, which mean impairing or harming, or threatening to impair or harm, directly or indirectly, any party or the property of the party to influence improperly the actions of a party;
    - 1.2.6. collusive practices, which mean an arrangement between two or more parties designed to achieve an improper purpose, including influencing improperly the actions of another party;
    - 1.2.7. override of financial or human resource controls;
    - 1.2.8. conflicts of interest;
    - 1.2.9. abuse of authority;
    - 1.2.10. unauthorized disclosure of confidential information; or
    - 1.2.11. the deliberate concealment of any of the above matters.
  - 1.3 Directors should provide as much information as possible in a written complaint, including:
    - Where the incident(s) occurred
    - Description of the incident(s)
    - Name(s) of people involved
    - Date and time of incident(s)
    - Evidence
    - Witnesses

## Reportable Activity Complaints against Directors

- 1.4 Directors will support the External Human Resources Consultant with their investigation into the incident to their full capabilities.
- 1.5 When contracting with the External HR Consultant, the board shall ensure that a submission of a final report including recommendations from the consultant is included in the contract/agreement.
- 1.6 Directors who are found to have engaged in a Reportable Activity shall be subject to censure up to and including removal from the Board pursuant to article 5.23 of the By-laws.
- 1.7 Pursuant to article 5.23 of the By-laws, cause for which a Director may be removed includes, without limitation:
  - 1.7.1. the commitment of a Reportable Activity listed in clause 2 above,
  - 1.7.2. willful misconduct or willful neglect of duties as defined at law just cause as defined by law.

## Non-Reportable Activity Complaints

2. Non -Reportable Activity refers to genuine concerns not applicable to section 2 above and would be categorized as “Minor” concerns or complaints.
  - 2.1. If appropriate, the allegation shall first be discussed informally with the parties concerned. If the matter is not resolved to the satisfaction of the person bringing the allegation, the following steps shall be taken:
    - 2.1.1. A board member who is alleged to have conducted a Non-Reportable Activity violation of a policy shall be informed in writing. The complaining party must be identified unless the complaint was made anonymously. The allegations in writing shall include the following:
      - Set out the nature of the breach and the relevant board policies.
      - Describe expectations for improvement within a prescribed time period. Give a warning against repetition.
    - 2.1.2. The alleged board member shall be allowed to present their views of such breach at the next board meeting.
    - 2.1.3. The alleged board member shall absent themselves from any vote upon resolution of censure or other action that the Board may bring.

If applicable, the Board may hire an External Human Resources Consultant to investigate the allegations if the complaint is deemed serious in nature.



# BOARD OF DIRECTORS POLICY

**Policy Name:** Investment in Governance

**Number:**

GP-12

**Policy Type:** Governance Process

**Date Approved:**

January 2022

**Date Amended:**

April 2025

**Date Last Reviewed:** April 2025

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

1. Individuals being considered for board membership shall be provided with information that clearly outlines the role of the board, the necessary qualifications and the Board's expectations of board members.
2. Board skills, methods, and supports will be sufficient to ensure governing with excellence.
  - 2.1 Training and retraining will be used liberally to orient new Directors and candidates for the Board, as well as to maintain and increase existing Directors' skills and understandings.
  - 2.2 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.
  - 2.3 Outreach mechanisms will be used as needed to ensure the Board's ability to listen to member viewpoints and values.
- 3 The board will engage and appropriately compensate an external Board Advisor who will provide the board with:
  - 3.1 The board will place terms of an engagement, including compensation and expected results, in a written contract that it reviews annually.
  - 3.2 Consultation on how the board should behave in order to remain consistent with its own policies, those rules legitimately imposed upon it from outside the organization, and the principles of Policy Governance.
  - 3.3 A accurate record of Board meeting minutes if/when temporarily acting as the Secretary.
- 4 Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior governance capability.
  - 4.1 The board will establish annually during the month of April, and be accountable for an annual budget for its own governance functions, which shall include funds for board and board committee meeting costs; board education, recruitment and orientation; costs of fiscal audit and any other outside monitoring assistance required; and costs of methods such as focus groups, surveys and opinion analyses to ensure the board's ability to listen to owner

viewpoints and values.

- 5 The board will use its governance means policies as measurable standards against which the board's performance can be evaluated.
  - 5.1 The board will evaluate and discuss the board's process and performance at each meeting.
  - 5.2 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-Chief Executive Officer Relationship policies.
  - 5.3 Under the leadership of the President, at least annually, the board will conduct a self-evaluation. As a result of this evaluation, the board will establish a governance action plan for improvement of identified areas.
- 6 The board will monitor its adherence to its own Governance Process and Board – Management Delegation policies regularly. Upon the choice of the board, any policy can be monitored at any time.

# BOARD OF DIRECTORS POLICY

**Policy Name:** President and Vice-President Selection Process

**Number:** GP-13

**Policy Type:** Governance Process

**Date Approved:** January 2022

**Date Amended:** N/A

**Date Last Reviewed:** February 2024

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.

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. 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.
3. The President and Vice-President positions shall be selected separately and in immediate succession, with the President selected first.
4. The process for selecting the President and Vice-President shall be as follows:
  - 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.
  - 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.
  - 4.3 The overall scores for each candidate will be totalled, and if one candidate has the lowest overall score amongst all the candidates then that candidate shall be declared the winner.

- 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.
5. If there is one candidate only for either the position of President or Vice-President then that candidate shall assume office by acclamation.
  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.
  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.

# BOARD OF DIRECTORS POLICY

**Policy Name:** Board Linkage with Ownership

**Number:**

GP-14

**Policy Type:** Governance Process

**Date Approved:**

January 2022

**Date Amended:**

N/A

**Date Last Reviewed:** N/A

The owners of SAITSA are defined as its members under the Post-Secondary Learning Act. The board shall be accountable for the organization to its owners as a whole. Board members shall act on behalf of the owners as a whole, rather than being advocates for specific groups.

1. When making governance decisions, board members shall maintain a distinction between their personal interests as customers of the organization's services, and their obligation to speak for others as a representative of the owners as a whole. As the agent of the owners, the board is obligated to identify and know what the owners want and need.
2. The board shall gather data in a way that reflects the diversity of the ownership. It shall meet with, gather input from, and otherwise interact with owners in order to understand the diversity of their values and perspectives.
3. The board will establish and maintain a three-year ownership linkage plan, in order to ensure that the board has intentional and constructive dialogue and deliberation with the owners, primarily around the organization's Ends. The plan will include selection of representative owners for dialogue, methods to be used, and questions to be asked of the owners. The information obtained from this dialogue with owners will be used to inform the board's policy deliberations.
  - 3.1 All board members are accountable to the board for participating in the linkage with owners as identified in the plan.
4. The board will consider its ownership linkage successful if, to a continually increasing degree:
  - When developing or revising Ends, the board has access to diverse viewpoints that are representative of the ownership regarding what benefits this organization should provide, for whom, and the relative priority of those benefits.
  - The owners are aware that the board is interested in their perspective.
  - If asked, the owners would say that they have had the opportunity to let the board know their views.
  - The owners are aware of how the board has used the information they provided.

# BOARD OF DIRECTORS POLICY

**Policy Name:** Special Rules of Order

**Number:**

GP-15

**Policy Type:** Governance Process

**Date Approved:**

January 2022

**Date Amended:**

April 2025

**Date Last Reviewed:**

April 2025

Board meetings will be conducted in an orderly, effective process, led and defined by the President.

1. All by-law obligations respecting board meetings must be satisfied.
2. Board meetings shall be called to order at the time specified in the notice of meeting and upon satisfaction of quorum.
3. Meeting order and decorum shall be maintained and all members treated with dignity, respect, courtesy, and fairness during discussion and debate and in all other respects.
4. Board members must keep their comments relevant to the issue under consideration.
5. Board meetings will be conducted at a level of informality considered appropriate by the chair, including that discussion of a matter may occur prior to a proposal that action be taken on any given subject.
6. Proposals that the board take action, or decide a particular matter, shall (unless otherwise agreed to by unanimous consent) be made by initially by Committee of the Whole (informal discussion), a main motion of a board member, discussed, and then voted on. Motions require a second to proceed to discussion and subsequent vote.
  - 6.1. The President of the board may not make motions.
  - 6.2. The President may engage in debate, and/or vote on any matter to be decided.
  - 6.3. A motion to amend a main motion may be amended, but third level amendments are out of order.
  - 6.4. A motion to refer to a committee, postpone, or table, may be made with respect to a pending main motion and if carried shall set the main motion (the initial proposal) aside accordingly.
7. Board members may speak to a pending motion on two occasions, and at such length, as the President may reasonably allow.
8. A vote on a motion shall be taken when discussion ends but any board member may, during the course of debate, move for an immediate vote (close debate) which, if carried, shall end discussion and the vote on the main motion shall then be taken.

9. A majority vote will decide all motions before the board excepting those matters in the by-laws which oblige a higher level of approval.

10. A motion to adjourn a board meeting may be offered by any board member or, on the conclusion of all business, adjournment of the meeting may be declared by the President.
11. A board member may request to have his or her vote on the record.
12. When further rules of order are to be developed by the board, the board will consider the most recent edition of Robert's Rules of Order as a resource guide.



# BOARD OF DIRECTORS POLICY

**Policy Name:** Handling Operational Complaints

**Number:**

GP-16

**Policy Type:** Governance Process

**Date Approved:**

January 2022

**Date Amended:**

N/A

**Date Last Reviewed:**

November 2024

To ensure that the board fulfills its accountability to the ownership, but does not interfere in matters it has delegated to the Chief Executive Officer, the following process shall be followed in the case of a board member receiving a complaint regarding an operational matter.

1. The board member shall inquire if the proper internal communication protocol for registering concerns has been followed. If not, the individual shall be directed to the appropriate person, and the board member shall take no further action.
2. The board member shall not offer any evaluative comments or solutions.
3. If the internal protocol has been followed and the concern has not been resolved through that action, the board member shall explain to the individual that the board has delegated certain responsibilities to the Chief Executive Officer and that the board holds the Chief Executive Officer accountable. Indicate that the Chief Executive Officer will be asked to ensure that the matter is looked into and respond directly.
4. The board member shall ask the individual to contact him or her again if the matter has not been addressed within a reasonable time period.
5. The board member shall inform the Chief Executive Officer or individual designated by the Chief Executive Officer of the complaint and request that it be handled.

# BOARD OF DIRECTORS POLICY

**Policy Name:** Handling Alleged Policy Violations

**Number:**

GP-17

**Policy Type:** Governance Process

**Date Approved:**

January 2022

**Date Amended:**

N/A

**Date Last Reviewed:** N/A

The board as a whole has the responsibility to regularly monitor the performance of the Chief Executive Officer as outlined in the policies on Board-Management Delegation. If there is a reasonable appearance of policy violation, even though a particular policy is not scheduled for monitoring, the board may choose to request a monitoring report at any time. The board may also use the occasion of a concern to re-evaluate the adequacy of its policy to address the issue raised.

1. Conditions which may trigger a request for monitoring beyond the normal schedule may include:
  - Board member has been contacted regarding a complaint by a member of the ownership or a customer. After the board member has followed the procedure for handling complaints (See Policy on Handling Complaints), the individual again contacts the board member indicating that the complaint still exists, and in the board member's opinion the incident appears to be a potential policy violation.
  - One or more board members receive complaints or become aware of a pattern of similar instances that taken together raise questions of general policy violation.
  - A single incident or complaint is of a nature that regardless of how it is resolved, there is a serious question of policy violation.
2. If any of the above conditions exist:
  - The board member shall inform the President of the situation.
  - If the alleged situation presents a material level of risk to the organization, the President shall a special meeting of the board as soon as practicable, and the board shall determine if (a) it needs to seek legal counsel and/or (b) engage an external, qualified, independent third party.
  - If the alleged situation does not present a sufficient level of risk for the above process, the President shall request the Chief Executive Officer to provide to the board his or her interpretation of the policy, or the relevant parts of the policy, along with rationale for why the interpretation should be considered reasonable.
  - The board shall determine whether the Chief Executive Officer's interpretation falls within any reasonable interpretation of the policy, or whether to request an opinion regarding reasonableness from a qualified, external, disinterested third party.
  - The board shall determine whether to request evidence of compliance with the interpretation from the Chief Executive Officer or a qualified, external, disinterested third party.
  - The board as a whole shall determine whether the Chief Executive Officer's interpretation falls within any reasonable interpretation of the policy.
3. If the Chief Executive Officer's interpretation is assessed by the board to be reasonable and there is evidence of compliance with that interpretation, the matter shall be dropped at the board level. (The Chief Executive Officer will handle the issue directly with the complainant.)

4. If the Chief Executive Officer's interpretation is assessed by the board as not being a reasonable interpretation of the policy, or there is a clear violation of a reasonable interpretation, the board shall determine the degree of seriousness of the issue and deal with the Chief Executive Officer regarding performance.
5. If the incident(s) in question do(es) not appear to be a potential violation of policy:
  - Board members should consider if he or she believes the policy should be amended to prevent a future occurrence of a similar situation.
  - If the board member considers that a policy amendment should be made, the board member should ask the President to put the item on the next agenda.
  - The board as a whole then shall debate whether or not the policy should be amended, making the reported event explicitly unacceptable in the future.

# BOARD OF DIRECTORS POLICY

**Policy Name:** Board Linkage with Other Organizations

**Number:** GP-18

**Policy Type:** Governance Process

**Date Approved:** January 2022

**Date Amended:** N/A

**Date Last Reviewed:** N/A

The board shall identify other organizations with which it requires good working relationships in order to share and enhance its role as owner representative in determining the most appropriate Ends.

3. The board shall establish mechanisms for maintaining open communication with other organizations regarding Ends. Such mechanisms may include, but are not limited to:
  - Inviting representatives of the boards of those organizations to board meetings
  - Meeting jointly with other boards on occasion
4. For organizational memberships relevant to governance, the board shall consider the merits of membership in other organizations every three years.
5. Upon request for organizational appointments to external committees concerned with policy level issues, the board will assess whether such representation is appropriate within the board's stated policies and current priorities. If this assessment is positive, the board will appoint appropriate representatives. Issues of confidentiality, information sharing and administrative support shall be clarified for the appointee by the Board President and/or CEO.
  - 5.1. The organization appointee shall provide information reports as appropriate, to be determined by the board at the time of appointment.
  - 5.2. Since the appointee is representing the board, the appointee shall be kept informed of current board policies that might affect deliberations of the Committee in question. Any representations made on behalf of the board shall adhere to the stated policies of the board. Any issues requiring the statement of a new policy position on the part of the board shall be brought to the board for decision.

# BOARD OF DIRECTORS POLICY

<b>Policy Name:</b> Planning	Board Succession	<b>Number:</b>	GP-19
<b>Policy Type:</b>	Governance Process	<b>Date Approved:</b>	January 2022
		<b>Date Amended:</b>	N/A
		<b>Date Last Reviewed:</b>	January 2025

Consistent with the Board's commitment to excellence in governance, the Board shall take responsibility for succession planning of Board Members and Board leadership positions.

- 1 The Board will regularly evaluate the performance of Board Members, including their assignments on external committees, considering that information in any decision regarding potential discipline up to and including termination from their seat on the board.
- 2 The Board shall seek to solicit candidates who have characteristics that will enable them to govern, rather than manage, the organization. These include:
  - Commitment to SAITSA's Mission, Vision and Values.
  - Willingness to participate in the board's plan for linking with the ownership, understanding that they are acting on behalf of an ownership of diverse people.
  - Ability to think strategically in terms of systems and context — to see the big picture.
  - Ability and willingness to deal with vision and the long term, rather than day-to-day details.
  - Interest in and capability to discuss the values underlying the actions taken in the organization, and to govern through setting broad policies that incorporate those values.
  - Willingness to delegate operational details to management.
  - Ability and willingness to participate assertively in deliberation, while respecting the opinions of others.
  - Willingness and commitment to honour board decisions.
  - Commitment not to make judgments in the absence of previously stated criteria.
  - Demonstrated understanding of the time commitment, including the ability to participate fully in Board and committee meetings and ownership linkage activities.
3. By December of each year, the board will identify and structure a board governance orientation for new board members.
  - 3.1. The orientation shall include training in the Policy Governance® system as the board's chosen governance model. The board may choose to hire an external consultant who is an expert in this system.
    - 3.1.1. Any consultation fees associated with the training shall be included in the board's budget for its own use during the year (see Governance Process policy on "Investment in Governance" currently GP11)
  - 3.2. This orientation shall be scheduled to commence as soon as possible after the new board assumes office.

4. To equip current and future officers to lead the Board with excellence, the Board will develop leadership skills among its members.

# BOARD OF DIRECTORS POLICY

<b>Policy Name:</b> Planning	CEO Succession Planning	<b>Number:</b>	GP-20
<b>Policy Type:</b>	Governance Process	<b>Date Approved:</b>	<b>January 2024</b>
		<b>Date Amended:</b>	<b>N/A</b>
		<b>Date Last Reviewed:</b>	<b>N/A</b>

The Board will follow a systematic process if CEO replacement becomes necessary.

1. In the event of an extended absence of the Chief Executive Officer for fewer than 17 weeks, the CEO may designate one or more employees to fulfill typical Chief Executive Officer responsibilities during their absence. The acting Chief Executive Officer will assume the day-to-day duties until the Chief Executive Officer returns.
2. In the event of an extended absence of the Chief Executive Officer for greater than 17 weeks, the Board of Directors shall hire an interim Chief Executive Officer through the organization's third-party human resources firm.
3. In the event of the sudden departure of the Chief Executive Officer, the Board shall hire an interim Chief Executive Officer through the organization's third-party human resources firm to serve until a new Chief Executive Officer is hired. The Board shall engage a third-party human resources firm to support the identification of interim Chief Executive Officer candidates and may consider both internal and external candidates.
4. In the event of a planned departure of the Chief Executive Officer with adequate notice, a transition period will be established during which the successor will work closely with the outgoing Chief Executive Officer to ensure a smooth transition of responsibilities.

# BOARD OF DIRECTORS POLICY

<b>Policy Name:</b> Global Board-Management Delegation	<b>Number:</b>	BCEOR
<b>Policy Type:</b> Board-Chief Executive Officer Relationship	<b>Date Approved:</b>	<b>January 2022</b>
	<b>Date Amended:</b>	<b>N/A</b>
	<b>Date Last Reviewed:</b>	<b>January 2024</b>

The board's sole official connection to the operational organization, its achievements and conduct will be through a Chief Executive Officer.



# BOARD OF DIRECTORS POLICY

**Policy Name:** Unity of Control

**Number:**

BCEOR -1

**Policy Type:** Board-Chief Executive Officer Relationship

**Date Approved:**

January 2022

**Date Amended:**

N/A

**Date Last Reviewed:** January 2025

Only officially passed motions of the board are binding on the Chief Executive Officer.

1. Decisions or instructions of individual board members, officers, or committees are not binding on the Chief Executive Officer except in rare instances when the board has specifically authorized such exercise of authority.
2. In the case of board members or committees requesting information or assistance without board authorization, the Chief Executive Officer can refuse such requests that require, in the Chief Executive Officer's opinion, a material amount of staff time or funds or are disruptive.
3. Only the board acting as a body can employ, discipline or terminate the Chief Executive Officer; evaluate the Chief Executive Officer performance; determine the Chief Executive Officer compensation, or change the conditions of employment of the Chief Executive Officer.

# BOARD OF DIRECTORS POLICY

<b>Policy Name:</b> Accountability of the Chief Executive Officer	<b>Number:</b>	BCEOR -2
<b>Policy Type:</b> Board-Chief Executive Officer Relationship	<b>Date Approved:</b>	January 2022
	<b>Date Amended:</b>	N/A
	<b>Date Last Reviewed:</b>	February 2025

The Chief Executive Officer 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 Chief Executive Officer.

1. The board will never give instructions to persons who report directly or indirectly to the Chief Executive Officer.
2. The board will refrain from evaluating, either formally or informally, any staff other than the Chief Executive Officer.
3. The Board will view Chief Executive Officer performance as identical to organizational performance. Therefore, the Chief Executive Officer's job description is to accomplish a reasonable interpretation of board-stated Ends and comply with a reasonable interpretation of Executive Limitations.

# BOARD OF DIRECTORS POLICY

**Policy Name:** Delegation to the Chief Executive Officer

**Policy Type:** Board-Chief Executive Officer Relationship

**Number:** BCEOR -3  
**Date Approved:** January 2022  
**Date Amended:** N/A  
**Date Last Reviewed:** March 2025

The board will instruct the Chief Executive Officer through written policies which prescribe the organizational Ends to be achieved, and describe organizational situations and actions to be avoided, allowing the Chief Executive Officer to use any reasonable interpretation of these policies.

1. The board will develop Ends policies instructing the Chief Executive Officer to achieve specified results, for specified recipients at a specified worth.
  - 1.1. Policies that do not address the subjects of results, recipients or worth will not be included in Ends, as they relate to means.
  - 1.2. Specifically, documents such as strategic plans and budgets will not be considered Ends, as they relate to operational means of achieving the Ends.
2. The board will develop Executive Limitations policies which limit the latitude the Chief Executive Officer may exercise in choosing the organizational means.
  - 2.1. These limiting policies will describe those practices, activities, decisions and circumstances that the board would find unethical or imprudent, and therefore unacceptable, even if they were to be effective.
  - 2.2. The board will never prescribe organizational means delegated to the Chief Executive Officer.
3. All policies will be developed systematically from the broadest, most general level to more defined levels.
4. As long as the Chief Executive Officer uses any reasonable interpretation of the board's Ends and Executive Limitations policies, the Chief Executive Officer is authorized to establish all further policies, make all decisions, take all actions, establish all practices and develop all activities. Such decisions of the Chief Executive Officer shall have full force and authority as if decided by the board.
5. The board may change its Ends and Executive Limitations policies, thereby shifting the boundary between board and Chief Executive Officer domains. By doing so, the board changes the latitude of choice given to the Chief Executive Officer.
  - 5.1. The board will respect and support any reasonable Chief Executive Officer interpretation of the policies. This does not prevent the board from obtaining information from the Chief Executive Officer about the delegated areas, except for data protected by privacy legislation.

# BOARD OF DIRECTORS POLICY

**Policy Name:** Monitoring Chief Executive Officer Performance

**Number:** BCEOR -4

**Policy Type:** Board-Management Delegation

**Date Approved:** January 2022

**Date Amended:** February 2022

**Date Last Reviewed:** April 2024

Chief Executive Officer job performance will be measured solely by systematic and rigorous monitoring of Chief Executive Officer job performance in comparison to the board's required Chief Executive Officer job outputs: organizational accomplishment of the Chief Executive Officer's reasonable interpretation of Ends policies and organizational operation within the boundaries of the Chief Executive Officer's reasonable interpretation of Executive Limitations policies.

1. The purpose of monitoring is simply to determine the degree to which board policies are being fulfilled. Information relevant to monitoring pertains only to fulfilment of Ends and Executive Limitations.
2. A given policy may be monitored in one or more of three ways:
  - 2.1. Internal report: Disclosure of compliance information by the Chief Executive Officer, along with his or her explicit interpretation of board policy, and justification for the reasonableness of interpretation.
  - 2.2. External report: Discovery of compliance information by an external, disinterested third party, who has appropriate qualifications and a suitable level of independence from management, who is selected by and reports directly to the board.
  - 2.3. Direct Board Inspection: Discovery of compliance information by a committee or the board as a whole. Such an inspection is only undertaken at the instruction of the board.
3. In every case, the Board will judge (a) the reasonableness of the Chief Executive Officer's interpretation and (b) whether data demonstrate accomplishment of the interpretation.
4. The standard for compliance shall be any reasonable Chief Executive Officer 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 interpretations favoured by board members, the disinterested third party, or even the board as a whole.
5. Upon the choice of the board, any policy can be monitored by any of the above methods at any time. For regular monitoring, however, each *Ends* and *Executive Limitations* policy will be classified by the board according to the board's monitoring schedule.
6. A formal evaluation of the Chief Executive Officer by the board will occur annually, based on the achievement of the board's *Ends* Policies and non-violation of its *Executive Limitations* policies. This formal evaluation will be conducted by cumulating the regular monitoring data provided during the year and the board's recorded acceptance or non-acceptance of the reports, and identifying performance trends evidenced by that data.

<b>Number</b>	<b>Policy</b>	<b>Method</b>	<b>Frequency</b>	<b>Date</b>
E	Mega-End	Internal Report	Annually	December
E-1		Internal Report	Annually	December
E-2		Internal Report	Annually	December
E-3		Internal Report	Annually	December
EL	General Executive Constraint	Internal Report	Annually	December
EL-1	Treatment of Members	Internal Report	Annually	September
EL-2	Treatment of Staff	Internal Report	Annually	November
EL-3	Planning	Direct Inspection	Annually	Before fiscal Q1
		Internal Report		After fiscal Q2
EL-4	Financial Condition	Internal Report	Semi-Annually	December, February
		External Report	Annually	December
EL-5	Asset Protection	Internal Report	Annually	January
		External Report	Annually	December
EL-6	Investments	Internal Report	Annually	March
EL-7	Compensation and Benefits to Staff	Internal Report	Annually	February
EL-8	Communication and Support to the Board	Internal Report	Annually	March
EL-9	Organizational Culture	Internal Report	Annually	November
EL-10	Fees	Internal Report	Annually	October
EL-11	Position Statements	Internal Report	Annually	April
EL-12	Clubs	Internal Report	Annually	March
EL-13	Environmental Sustainability	Internal Report	Annually	September
EL-14	Elections	Internal Report	Annually	April

## BOARD OF DIRECTORS POLICY

<b>Policy Name:</b> Chief Executive Officer Compensation	<b>Number:</b>	BCEOR -5
<b>Policy Type:</b> Board-Chief Executive Officer Relationship	<b>Date Approved:</b>	January 2022
	<b>Date Amended:</b>	N/A
	<b>Date Last Reviewed:</b>	Marh 2025

Chief Executive Officer compensation will be decided by the board as a body and based on corporate performance and executive market conditions.

1. Corporate performance will be only that performance revealed by the monitoring system to be directly related to criteria given by the board in policy.
2. Compensation will cover the entire range of salary, benefits, and all other forms of compensation.
3. A committee process may be used to gather information and to provide options and their implications to the full board for its decision.

## BOARD OF DIRECTORS POLICY

<b>Policy Name:</b> Chief Executive Officer Termination	<b>Number:</b>	BCEOR -6
<b>Policy Type:</b> Board-Chief Executive Officer Relationship	<b>Date Approved:</b>	January 2022
	<b>Date Amended:</b>	N/A
	<b>Date Last Reviewed:</b>	February 2025

Chief Executive Officer termination is an authority retained by the board, not delegated to any officer or committee.

1. The decision process will be informed by performance data drawn from the monitoring system, which is itself directly related to Chief Executive Officer performance on criteria the board has stated in policy.
2. The board may choose to terminate for other reasons, but must then negotiate the terms of that termination or follow whatever provisions have been made by contract.
3. A committee process may be used to gather information and to provide options and their implications to the full board.