



## NOTICE OF MOTION REGARDING THE AMENDMENT OF THE INTERNAL REGULATIONS OF GOVERNANCE

**Whereas**, through a referendum passed in April 2016, the SSMU increased the responsibilities of the Board of Directors, modified the composition of the Board of Directors by creating seats for members at large, established committees of the Board of Directors, and separated the jurisdiction of the Board of Directors and the Legislative Council;<sup>1</sup>

**Whereas**, the Board of Directors is legally the highest governing body of the SSMU, but its powers are not clearly limited by the Constitution and the Internal Regulations;

**Whereas**, the autonomous nature of the Legislative Council as the “representative and political body of the Society”<sup>2</sup> is not reflected in the Internal Regulations;

**Whereas**, the Democratic Governance Review Committee has reviewed and recommended the following changes to the Internal Regulations of Governance;

**Be it resolved**, that section 1 “General” of the Internal Regulations of Governance-02 be amended by inserting the following article as article 1.2:

**1.2. PRECEDENCE.** The Board of Directors, the Executive Committee, the Legislative Council, and, where applicable, other bodies of the Society shall abide by the Society’s governing documents in the following order of priority:

- a) the Constitution;
- b) any Interim Provisions;
- c) the Internal Regulations; and

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<sup>1</sup> <http://ssmu.mcgill.ca/wp-content/uploads/2015/07/Council-Notice-of-Motion-Regarding-Restructuring-of-the-Board-of-Directors-2016-04-07.pdf>

<sup>2</sup> SSMU Constitution, article 8.1



- d) Policies, Plans, and resolutions.

**Be it resolved**, that article 5.3 of the Internal Regulations of Governance-03 be amended as follows:

**5.3. FINAL DECISIONS.** After reviewing the Judicial Board's opinion and considering any appeals, the Board of Directors may:

- a) pass a resolution ratifying the Judicial Board's opinion;
- b) pass a resolution to send the opinion back to the Judicial Board, along with the appeal and a written rationale for its decision, at which point the Judicial Board shall have twenty-one (21) days to issue a response either upholding its original opinion or presenting a new opinion for consideration by the Board of Directors;
- c) pass a resolution to refer the opinion to the Legislative Council, in particular if the Board of Directors concludes that the opinion is in the nature of a political decision – in such a case, the Legislative Council shall consider the opinion at its next regular meeting, and may ratify it or overturn it, but may not amend it; or
- d) pass a resolution overturning the opinion, in particular if the Board of Directors concludes that the opinion is manifestly unreasonable or was motivated by factors such as prejudice, collusion, bribery, or conflict of interest.

**Be it resolved**, that articles 1.1 and 1.2 of the Internal Regulations of Governance-05 be amended as follows:

- 1.1. JURISDICTION.** The Legislative Council is the representative and political body of the Society.
- 1.2. EFFECT OF RESOLUTIONS.** Resolutions passed by the Legislative Council shall take effect immediately, but shall require subsequent ratification by the Board of Directors. A resolution of the Legislative Council shall cease to have effect if it is overturned by the Board of Directors.

**Be it resolved**, that article 1.3 of the Internal Regulations of Governance-07 be struck, and that the subsequent article be renumbered accordingly:

**Be it resolved**, that articles 6.1 and 6.2 of the Internal Regulations of Governance-07 be amended as follows:



- 6.1. **POWER TO ADOPT.** Policies and Plans may be adopted, amended, or rescinded by the Legislative Council or the General Assembly.
- 6.2. **TWO READINGS REQUIRED.** The adoption of a Policy or a Plan by the Legislative Council shall require two (2) readings, as shall be detailed in the Standing Rules.

**Be it resolved**, that the Internal Regulations of Governance be amended to insert the chapter “Board of Directors” as Internal Regulations of Governance-06, attached hereto as Appendix A, and that the subsequent chapters be renumbered accordingly;

**Be it resolved**, that the Interim Provision for Board of Directors Reporting, adopted by the Legislative Council on January 12, 2017, be repealed.

**Moved by:**

Olivia Shi, Residences Representative

Kevin Zhou, First Year Council Representative

Igor Sadikov, Arts Representative

Erin Sobat, Vice-President (University Affairs)

Ben Ger, President



## APPENDIX A – INTERNAL REGULATIONS OF GOVERNANCE-06: BOARD OF DIRECTORS

### 1. FUNCTION

- 1.1. **JURISDICTION.** The Board of Directors is the highest governing body of the Society. The Board of Directors is primarily responsible for the human resources, legal, financial, and operational affairs of the Society.
- 1.2. **RATIFICATION OF COUNCIL RESOLUTIONS.** All resolutions passed at a meeting of the Legislative Council shall be considered for ratification or overturning at the next regular meeting of the Board of Directors, or at a special meeting called for that purpose.
- 1.3. **COUNCIL RESOLUTION OVERTURNED.** In the event that the Board of Directors resolves to overturn a resolution of the Legislative Council, the Legislative Council shall consider the resolution anew at its next regular meeting. In such a case, the Board of Directors shall submit to the Legislative Council any concerns or proposed amendments to the resolution.
  - 1.3.1. The Board of Directors should only exercise its power to overturn resolutions of the Legislative Council to protect the legal, financial, or operational well-being of the Society.
- 1.4. **CONSIDERATION OF COUNCIL RESOLUTIONS IN PUBLIC SESSION.** The Board of Directors shall not consider the ratification of resolutions of the Legislative Council in confidential session, with the exception of resolutions passed by the Legislative Council in confidential session.
- 1.5. **RECOMMENDATION TO INITIATE REFERENDUM QUESTION.** The Board of Directors may, by way of resolution, recommend to the Legislative Council the initiation of a Referendum question. Notwithstanding the regular requirements for placing such a motion before the Legislative Council, the Legislative Council shall consider the Referendum question at its next regular meeting.
- 1.6. **EXCEPTIONAL INTERIM PROVISION.** Notwithstanding the regular requirements for the adoption of Interim Provisions, the Board of Directors may, by way of



resolution passed by a two-thirds ( $\frac{2}{3}$ ) vote, adopt an Interim Provision, which shall take effect immediately. The Legislative Council shall consider such an Interim Provision at its next regular meeting. If the Interim Provision is confirmed, or confirmed as amended, by the Legislative Council, in accordance with the procedures regularly required for the adoption of Interim Provisions, the Interim Provision shall remain in effect with the period of validity set by the Legislative Council. Otherwise, the Interim Provision shall cease to have effect.

- 1.7. REPORT TO LEGISLATIVE COUNCIL.** The Chair of the Board of Directors shall report to each regular meeting of the Legislative Council on all matters, if any, with which the Board of Directors has dealt since the previous regular meeting of the Legislative Council. A portion of this report may take place in a confidential session of the Legislative Council.

## **2. MEMBERS OF THE BOARD OF DIRECTORS**

- 2.1. CHAIR.** The President shall be the Chair of the Board of Directors. If the President is not a member of the Board of Directors, the Board of Directors shall select a Chair from among its members who is an Executive.

**2.1.1.** In the absence of the Chair, the Board of Directors shall select a Chair from among its members for the time being.

- 2.2. RESPONSIBILITIES OF THE CHAIR.** The Chair shall preside over the meetings of the Board of Directors and enforce the rules of procedure. The Chair may vote at meetings of the Board of Directors and shall be counted towards the quorum.

- 2.3. RESPONSIBILITIES OF MEMBERS.** Members of the Board of Directors shall:

- a) attend all meetings of the Board of Directors;
- b) attend all General Assemblies; and
- c) sit on at least one (1) committee that requires the participation of a Director.

- 2.4. ATTENDANCE.** If a Director has an unavoidable personal, academic, or other conflict that prevents them from attending a meeting of the Board of Directors, they must send regrets to the Chair before the meeting begins.



**2.5. FAILURE TO NOTIFY IN ABSENCE.** Failure to send regrets to the Chair for two (2) meetings, even if they are not consecutive, shall be considered delinquency of duties and shall be grounds for removal in accordance with the Constitution.

**2.6. EXERCISE OF VOTING RIGHTS.** Directors may not vote in absence, except in the case of a resolution in writing outside of a meeting or where they participate in a meeting of the Board of Directors by way of technical means in accordance with the Constitution.

**2.6.1.** Directors may not transfer their voting rights to any other person or body.

**2.6.2.** Directors shall not exercise their voting rights while impaired by drugs or alcohol.

### **3. MEETINGS OF THE BOARD OF DIRECTORS**

**3.1. FREQUENCY OF REGULAR MEETINGS.** The Board of Directors shall meet at least as often as monthly during the academic year.

**3.2. STANDING RULES.** The Board of Directors may, by a two-thirds ( $\frac{2}{3}$ ) vote, adopt, amend, or repeal standing rules to supplement standard procedural rules.

**3.3. REQUEST FOR ROLL CALL.** The vote on any substantive motion must be taken by roll call at the request of a single member of the Board of Directors, unless the Board of Directors resolves to take the vote by ballot.

**3.3.1.**

The voting record for any vote taken by roll call shall be included in the minutes.

**3.4. CONFIDENTIAL SESSION.** The Board of Directors may, by a two-thirds ( $\frac{2}{3}$ ) vote, resolve to enter a confidential session. No individual who is not a member of the Board of Directors may be present during a confidential session, unless the Board of Directors approves of their presence by a two-thirds ( $\frac{2}{3}$ ) vote and the individual has signed a confidentiality agreement.



**3.5. PARTICIPATION OF MEMBERS.** Any Member shall have the right to attend a meeting of the Board of Directors as a member of the gallery, with the exception of confidential sessions.

**3.5.1.**

Unless the Board of Directors decides otherwise by majority vote, members of the gallery may address the Board of Directors when recognized by the Chair, but may not speak more than twice to the same question.

**3.6. BILINGUALISM.** All Directors and members of the gallery may participate in business of the Board of Directors in English or French.

**3.7. RESOLUTION IN WRITING OUTSIDE OF MEETING.** To be valid, a resolution in writing considered outside of a meeting of the Board of Directors shall require the approval and signature, physical or electronic, of two-thirds ( $\frac{2}{3}$ ) of all Directors.

**3.8. FREEDOM OF INFORMATION.** All minutes and documents of the Board of Directors shall be public documents, except for minutes and documents of confidential sessions.