



**Notice of Motion Regarding Restructuring of the Board of Directors**

WHEREAS, the Board of Directors of the Society is legally the highest governing body of the Society;

WHEREAS, the Board of Directors legally has jurisdiction over human resources, legal, financial, and operational affairs of the Society but this distinction is not currently reflected in the Society's Internal Regulations;

WHEREAS, some areas of the Society, including finances and fees, legally fall under the jurisdiction of the Board of Directors but should require additional approval by the Legislative Council, the Society's advisory body;

WHEREAS, with the separation in jurisdiction of the Board of Directors and the Legislative Council, it is no longer necessary that Legislative Council be an exclusively advisory body or that the Board of Directors ratify decisions of the Legislative Council that do not have an impact on the human resources, finances, legal standing, or operations of the Society.

WHEREAS, the institutionalization of these responsibilities with the Board of Directors is accompanied by an expansion in Member participation at the Board level, including changes to the composition of the Board of Directors and the establishment of Committees of the Board of Directors;

BE IT RESOLVED, THAT IR-02-2.1 of the Internal Regulations of the Presidential Portfolio be amended to read as follows:

**GENERAL.** The Board of Directors shall be the highest governing body of the Society.

BE IT RESOLVED, THAT the Internal Regulations of the Presidential Portfolio be amended to include the clauses outlined in Appendix A as IR-03 and that all other clauses be renumbered accordingly.

BE IT RESOLVED, THAT IR-04-1.1 of the Internal Regulations of the Presidential Portfolio be amended to read as follows:

**GENERAL.** The purpose of the Legislative Council is to act as the political and representative body of the Society.

BE IT RESOLVED, THAT IR-09-1.2 of the Internal Regulations of Elections and Referenda be amended to read as follows:

**SOCIETY FEES.** The Legislative Council or Members may seek the creation or renewal of Fees through Referendum. All Fee questions require ratification of the Board of Directors prior to being placed on the ballot. In the event that the



Board of Directors proposes the creation of a Fee, the creation of a Fee must also be approved by the Legislative Council.

BE IT RESOLVED, THAT the Legislative Council approve the following question for inclusion in the Referendum Respecting the Election of Councillors to the Board of Directors:

Do you agree to the amendment of the composition of the Society's Board of Directors as outlined in Article 6.2 and Article 6.4 of the Society's Constitution as follows?

**“COMPOSITION.** The Society shall be managed by a Board of Directors comprised of 12 voting Directors. Subject to Section 6.3 hereof, the Board of Directors shall be comprised of:

- (a) the President;
- (b) the Vice-President (Finance);
- (c) the Vice-President (Operations);
- (d) one additional Officer as determined by the Legislative Council;
- (e) four (4) Councillors as determined by the Legislative Council;
- (f) four (4) Members-at-Large;
- (g) one (1) International Student Representative [advisory, non-voting].

Notwithstanding paragraphs 6.2(a) and 6.2(b) above, in the event that one or more Officers holding ex-officio seats on the Board of Directors do not meet the requirements provided for in Section 6.3 hereof, their seat shall be filled by another Officer. If the event that no other Officer meets the requirements, the number of Councillors who shall sit on the Board of Directors shall be increased by an amount equal to the number of Officers not meeting the requirements set out in Section 6.3 hereof.

The General Manager shall be an ex-officio and non-voting member of the Board of Directors.

**RATIFICATION.** The Directors shall be ratified by the Members of the Society by way of referendum or approval by the General Assembly, the whole in accordance with sections 6.2 and 6.3 hereof. Members-at-Large shall be solicited through an application process and nominated for election by the Nominating Committee prior to the ratification process.”



BE IT RESOLVED, THAT the following clauses be included with the question on the referendum ballot:

“WHEREAS, the Board of Directors is legally the highest governing body of the Society;

WHEREAS, the current composition of the Board of Directors includes six (6) Executive Officers and nine (9) Councillors of the Society;

WHEREAS, the legitimization of the Board of Directors and its accompanying increase in responsibilities necessitates the expansion of the Board of Directors to include representation of Members not otherwise involved in the Society's decision making bodies;

WHEREAS, the addition of Member-at-Large seats on the Board of Directors in addition to Officers and Councillors would create more opportunities for Members to participate in the Society's governance processes;

WHEREAS, the addition of an advisory seat on the Board of Directors for international students will ensure that the unique interests of international students are represented despite their ineligibility to sit on the Board of Directors in accordance with Quebec law;”

BE IT RESOLVED, THAT IR-08-5 and IR-08-6 in the Internal Regulations of Elections and Referenda be struck and replaced with the clauses outlined in Appendix B.

BE IT RESOLVED, THAT all references to the “Referendum Respecting the Election of Councillors to the Board of Directors” be amended to the “Referendum Respecting the Ratification of the Board of Directors.”

Moved by:

Kimber Bialik, Vice-President (Clubs & Services)

Zachariah Houston, Vice-President (Finance and Operations)

Kareem Ibrahim, President

Adam Templer, Arts Representative

Sean Taylor, Science Representative

Matthew Satterthwaite, Arts and Science Representative