



Legislative Council - March 29th, 2018

## Motion to Amend the Internal Regulations to Improve Accessibility, Impartiality, and Stability of the Board of Directors

**Whereas**, the Board of Directors is legally the highest governing body of the SSMU;

**Whereas**, tasked with enforcing the rule of procedure<sup>1</sup>, the Chair of the Board of Directors has significant influence over the tone and progression of the meeting, and should thus be an impartial party;

**Whereas**, currently, the *Internal Regulations of Governance* set the President, a voting member and thus not impartial, as the Chair of the Board of Directors<sup>2</sup>;

**Whereas**, the inclusion of non-voting alumni members to advisory positions on a Board can help provide institutional knowledge that may not be available to the current Board, along with a greater sense of long-term stability and accountability;

**Whereas**, since the beginning of the Fall semester, the Board of Directors has held their meetings on Sunday evenings in the SSMU Offices. The SSMU Offices are accessible through the University Centre and the Brown Building, both of which are closed on Sundays during the time of the meeting;

**Whereas**, concerns about the accessibility and transparency of meeting behind locked doors have been raised by Members of the Society, and by Directors;

**Whereas**, the *Constitution* states that "Members who are not members of the Board of Directors shall receive notice of and be permitted to attend meetings of the Board of Directors, with the exception of confidential sessions,"<sup>3</sup> and further, the *Internal Regulations of Governance* state that "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."<sup>4</sup>

**Whereas**, the Board of Directors continues to meet on Sunday evenings in the SSMU Offices;

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<sup>1</sup> *Internal Regulations of Governance-06: Board of Directors, PART I*, Section 2.2, page 28

<sup>2</sup> *Internal Regulations of Governance-06: Board of Directors, PART I*, Section 2.1, page 28

<sup>3</sup> *The Constitution*, Section 7.1, page 14

<sup>4</sup> *Internal Regulations of Governance-06: Board of Directors, PART I*, Section 3.5, page 30



**Whereas**, Members who are not members of the Board of Directors have not received notice of meetings, further limiting their ability to attend meetings;

**Be it resolved, that** the *Internal Regulations of Governance-06: Board of Directors* be amended as shown below, where red typeface denotes an addition, and strikethrough denotes wording to be removed.

## 2. MEMBERS OF THE BOARD OF DIRECTORS

2.1 **CHAIR.** The Chair of the Board of Directors shall be a non-voting member of the Board. They shall not have the right to vote and shall not be counted towards the quorum at meetings of the Board of Directors. ~~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 If the President is not a voting member of the Board of Directors, the President shall be the Chair of the Board of Directors.

2.1.2 If the President is a voting member of the Board of Directors, the Speaker shall be the Chair of the Board of Directors.

2.1.3 If the Speaker is unable to fulfill the responsibilities of the Chair, the Board of Directors shall select a Chair from among the Executives who are not voting members of the Board of Directors.

2.1.3 In the absence of the Chair, the Board of Directors shall select a Chair from among its members for the time being. ~~The member acting as Chair shall only exercise their vote in the case of a tie.~~

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

2.7 **ALUMNI REPRESENTATIVES.** Subject to ratification by the Board of Directors, the Nominating Committee shall solicit, through an application process, and nominate two (2) alumni representatives to the Board of Directors. The alumni representatives may, at the invitation of the Board of Directors, attend meetings of the Board of Directors in an advisory role. The alumni representatives shall not have the right to vote or be counted for the purposes of establishing quorum at meetings of the



Board of Directors; the alumni representatives are not Directors, but may sit on committees under the Board of Directors.

**2.8 BOARD TRAINING:** Members of the Board of Directors should complete equity training, anti-oppression training, how to respond to disclosure trainings, and any other relevant training recommended by the equity commissioners. These trainings will be organized by the chair of the board. Board members must complete this training in the time between being nominated and the beginning of their term and in coordination with relevant bodies who run these trainings.

### 3. MEETINGS OF THE BOARD OF DIRECTORS

**3.1 FREQUENCY CALLING OF REGULAR MEETINGS.** The Board of Directors shall meet at least as often as monthly during the academic year. Meetings shall be called in accordance with the Constitution, by the President or any four (4) Directors. The President shall prepare the agenda for any regular meeting of the Board of Directors. Notice of the meeting shall be sent out at to all Members at least five (5) days in advance, except in the case of emergency.

**3.8 FREEDOM OF INFORMATION.** The agenda for all meetings shall be made publicly available at least 48 hours in advance. All minutes and documents of the Board of Directors shall be public documents, except for minutes and documents of confidential sessions, and shall be made available to the Members within two (2) weeks of the meeting.

**3.9 ACCESSIBILITY.** All meetings of the Board of Directors shall be held in a building on or near the downtown campus, which all Members may independently access for the duration of all public sessions. Meetings should be held in a room which is physically accessible, and any necessary accommodations should be made for any Member to be able to participate in the meeting.

**Be it further Resolved, that** Committee Terms of Reference be amended to include one (1) equity commissioner be put on the Board of Directors Nominating Committee.

**6.7 MEMBERSHIP.** The Nominating Committee shall consist of:

- a) the Parliamentarian (Committee Chair, non-voting);
- b) three (3) Directors; and
- c) three (3) Members at Large.
- d) one (1) Equity commissioner



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