

Comprehensive Governance Review Committee (CGRC)

Report no. 1 to the Legislative Council

COMMITTED

Submitted for 2019-10-24





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EXECUTIVE SUMMARY

The Comprehensive Governance Review Committee (“CGRC”) was established on September 27, 2018 by a resolution of the Students’ Society of McGill University (“the Society” and “the SSMU”) Legislative Council to analyze the structure and function of the Society’s governance bodies and documents in order to bolster “greater engagement with student governance.”¹

Over the course of the 2018-2019 academic year, the CGRC worked diligently and met regularly to go through iterative processes of identifying challenges and barriers to meaningful student engagement with the Society’s governance and the SSMU more widely. Through this work, the CGRC began to formulate potential changes to the structure and function of the Society’s governance bodies, documents, and processes.

This first report to the Legislative Council is a reflection of the CGRC’s work and should be taken as a launchpad for thoughtful discussion, questioning, and consideration of the Committee’s recommendations. This report is by no means the culmination of our work and there still remains much to be done before the Society’s governance bodies and practices are reformed to truly elicit the very best student engagement.

The early stages of the CGRC’s work centred on the Board of Directors and the Legislative Council as the central bodies in need of attention. While other issues were certainly raised, the CGRC did not have the time to fully explore the challenges and potential solutions for other bodies, documents, and processes. Included in this report are the recommendations of the CGRC and the continuation of this work by the Governing Documents Researcher over the summer and into academic year 2019-2020.

The recommendations being advanced are not to be taken in a piecemeal fashion, but rather as a whole greater than the sum of its parts as one unified proposal that enshrines well-established practice of legislative initiative with the Legislative Council and seeks to have the Board of Directors be restricted in a way that is measured and upholds the spirit of a representative democracy.

The proposal was thoughtfully developed with much time, effort, and labour, and as such, I on behalf of the CGRC ask that you take the time to review the proposal in full. Should the Legislative Council determine that there is a specific direction for the CGRC to continue its work on this front, we would welcome this direct instruction in the form of a formal resolution accepting the proposal and its associated recommendations to go to referendum so work can begin on other governing documents.

Husayn Jamal, Governing Documents Researcher

¹[Motion for Special Emphasis to be Placed on Greater Engagement with Student Governance for 2018-2019 2018-09-27](#)



CONTEXT AND CONSULTATION

While this present proposal focuses explicitly on the Constitution, this is by no means the only focus area for the CGRC. We began by narrowing our scope of work to a reasonable and manageable framework that would affect the greatest of the desired changes from those we consulted with, as well as those diligently working and interacting with the Society's governance structures each day. We are pleased to say that the CGRC conducted robust consultations with a wide array of students, student groups, SSMU staff, and other stakeholders throughout the process, the outcomes of which all guided our work and the present proposal.

In our process, we acknowledge that it is often difficult to undertake meaningful consultation and that it is vital to the work of the CGRC that we strike the right balance between breadth of perspectives and manageability of the feedback and scope of the project as a whole. In our effort to strike this balance, we engaged with stakeholders from across the spectrum of involvement with SSMU and made meaningful efforts to engage with traditionally non-engaged student populations and approach the work of consultation through an equity-focused lens.

We are proud that our broad and diverse consultations garnered much valuable feedback and we are grateful to the following individuals and groups for their input either throughout the process or at individual stages during the CGRC's work:

- Permanent staff, including the General Manager, Human Resources Manager, and Operations Director
- Casual staff, including the Speakers of Council, Parliamentarian, Recording Secretaries, Equity Commissioners, and University Affairs Secretary-General
- Representatives of the campus press, including the Editor-in-Chief of the McGill Tribune and writers for the McGill Daily
- Representatives from SSMU Services, including the Black Students' Network (BSN) and Sexual Assault Centre of the McGill Students' Society (SACOMSS)
- Officers of the Society, including the President and Vice-President (University Affairs)
- Directors of the Society, including Directors Rubenok and Figueiredo
- Representatives of Senate Caucus, including the Law Senator
- Justices of the Judicial Board, though all declined to participate on grounds of neutrality and impartiality
- The student body at large, through a public comment period facilitated through the University Affairs Facebook page, as well as those students present at meetings of the CGRC



RECOMMENDATIONS

Upon reflecting on our work over the 2018-2019 academic year, the CGRC wishes to do its very best in order to fulfil its mandate to facilitate more active and vibrant engagement with student governance for the Society. In order to do this however, the CGRC's work cannot be circular and aimless and must be concrete in its proposals and vision for a way forward. To this end, the CGRC, recommends that the Society's Legislative Council:

1. Review the included governance review proposal;
2. Deliberate, consult, and ask questions of the proposal, and sections thereof; and
3. Resolve itself by way of a motion to support the proposal and send it to referendum.

1. Simplification and Devolution of the Constitution

One of the primary aims of the CGRC was to ensure that all students are able to easily and accessibly locate and reference the Society's governing documents to find pertinent information in a way that is contextually relevant, cohesive, and presents a coherent narrative to explain decision-making logic. Guiding this work was a belief that decisions reached by the CGRC in reviewing the SSMU's Constitution should be reasonable. That is to say, there should be the existence of justification, transparency, and intelligibility within the decision-making process.

*the existence of justification,
transparency and intelligibility
within the decision-making process*

To this end, we propose the devolution of certain sections from the Constitution into Internal Regulations under the logic that the Constitution should be a framework within which regular governance updates occur instead of an overly stringent set of rules that bind the SSMU in ways that hinder necessary and timely execution of projects, initiatives, and the delivery of programs and services to its Members.

Of course, we also acknowledge that the Constitution has certain legal requirements for what it must contain and that certain information, such as the structure and powers of each governing body ought to be clearly described and delineated within the Constitution to ensure stable and functional governance work across years that is not subject to convenience-based editing.



As such, we propose the devolution of the following sections from the Constitution into the most appropriate book of Internal Regulations:

7.1 CALLING OF MEETINGS. The Directors shall use their best efforts to ensure that there shall be no fewer than six (6) meetings of the Board of Directors per year. The President or any four (4) Directors may call a meeting of the Board of Directors. (...)

The Constitution ought not to be aspirational in nature and should be objectively prescriptive. Indicating that “Directors shall use their best efforts” runs contrary to this principle and would be best relocated to the Internal Regulations of Governance.

9.1 CALLING OF MEETINGS. The President or any eight (8) members of the Legislative Council may call a meeting of the Legislative Council. (...)

Specifying that only the President or any eight (8) members of the Legislative Council may call a meeting of the Legislative Council in the Constitution is artificially limiting for two reasons. First, it vests an excess of latitude to convene the Legislative Council with the President, and second, is too inflexible by setting a high equivalent threshold in a structure that is not easily modifiable.

10.11 PRESIDENT. The President shall exercise the following powers and perform the following duties: to be the chief officer and chief spokesperson of the Society; to ensure the long-term integrity of the Society; to enforce the Constitution and Internal Regulations of the Society and ensure the maintenance of the governance documents; to chair and coordinate the activities of the Executive Committee; to manage the Society's human resources; to call meetings of and set the agenda for the Legislative Council and the Board of Directors; to manage relations between the Society and the administration of McGill University; and to represent the Members on the University Senate and Board of Governors..

10.12 VICE-PRESIDENT (STUDENT LIFE). The Vice-President (Student Life) shall exercise the following powers and perform the following duties: to manage relations between the Society and its clubs and services; to maintain relations between the Society and independent student groups; to coordinate events, programming, and resources to support the Society's student groups; to manage the Society's mental health initiatives; and to liaise and collaborate with University staff from Student Services.

10.13 VICE-PRESIDENT (INTERNAL AFFAIRS). The Vice-President (Internal Affairs) shall exercise the following powers and perform the following duties: to engage in regular consultation with the Society's Members; to coordinate the Society's relations with faculty, school, and other student associations, and to facilitate communication among these groups;



to coordinate events, programming, and services for first year students; to manage the programming of activities and events of the Society; to oversee the production of the Society's publications; and to manage the Society's communications and student engagement strategy.

10.14 VICE-PRESIDENT (EXTERNAL AFFAIRS). The Vice-President (External Affairs) shall exercise the following powers and perform the following duties: to represent the Society and communicate positions and Policy taken by the Society to external bodies and agencies; to lobby federal, provincial, and municipal governments to further the objectives, goals and Policy of the Society; to mobilize students on positions and Policy of the Society and assist in the coordination of student-run political campaigns; to develop Policy regarding initiatives in the Montreal community; to communicate to the Board of Directors relevant external issues which may significantly affect the Society; to coordinate the Society's Indigenous solidarity efforts; to operationalize the Society's commitment to the francophone community; and to attend meetings of relevant local, provincial, national or international student groups.

10.15 VICE-PRESIDENT (FINANCE). The Vice-President (Finance) shall exercise the following powers and perform the following duties: to ensure the long-term financial stability of the Society; to provide the Executive Committee and the Board of Directors with regular reports on the financial status of the Society; to develop the annual budget of the Society in a manner consistent with the governing documents of the Society and the priorities set out by the Executive Committee and the Board of Directors; to ensure that no individual or group disburses the Society's funds without authorization; to manage any Society group insurance plan duly approved by the Members, in a manner consistent with the governing documents of the Society; to authorize all agreements that bind the Society and to act as the representative of the SSMU to the SSMU Daycare Inc.

10.16 VICE-PRESIDENT (SUSTAINABILITY & OPERATIONS). The Vice-President (Sustainability & Operations) shall exercise the following powers and perform the following duties: to manage the use of the William Shatner University Centre; to coordinate the physical development of the William Shatner University Centre; to oversee the management of the Society's business operations; to represent the Members on University bodies in charge of space and operational planning; and to operationalize the Society's commitment to environmental sustainability and physical accessibility.

10.17 VICE-PRESIDENT (UNIVERSITY AFFAIRS). The Vice-President (University Affairs) shall exercise the following powers and perform the following duties: to represent the members of the Society on the University Senate; to coordinate the activities of the Senate Caucus; to maintain relations between the Society and all levels of the University, with the exception of the Board of Governors; to attend, or to appoint student representatives to, committees and subcommittees of Senate and to University selection committees; to oversee the Society's



research endeavours; and to operationalize the Society's commitment to equity through Policy, programming and services.

Given that the powers of the Board of Directors are delegated to the Executive Committee acting collectively and not any single Officer, their individual portfolio responsibilities need not be in the Constitution unless they are individually responsible for fulfilment of obligations under the Act. Since this is not the case, it would be prudent to move the portfolio responsibilities into the Internal Regulations to allow for greater flexibility of existing positions and create the ability to add or remove mandates as necessary.

12.1 STATUS AND DUTIES. The General Manager shall be an employee of the Society. The General Manager shall exercise the following powers and perform the following duties: to assist the Executive Committee, the Legislative Council and the Board of Directors in the performance of their duties and implementation of their decisions; to provide input on long-term planning and administrative continuity; to assist the Vice-President (Finance) in ensuring the long-term financial stability of the Society; to assist the Vice-President (Finance) in the management of the Society's human resources; to assist the Vice-President (Sustainability & Operations) in the management of the William Shatner University; to oversee the management of technology within the Society; to make emergency decisions when necessary, to be ratified at the next meeting of the Executive Committee; and to act in accordance with the Constitution and Internal Regulations.

12.2 HIRING. The General Manager shall be selected and hired by the Executive Committee, which shall be subsequently approved by the Board of Directors.

It is quite strange to have the status, duties, and hiring mechanisms of a full-time permanent staff member of the SSMU outlined in the Constitution as a foundational governing document, especially given that the General Manager in all instances has a non-voting capacity that would not necessitate explicit inclusion in the Constitution. The proposal is to either allow for the devolution of these clauses into the Internal Regulations or strike them from existence entirely.

15. JUDICIAL BOARD

To honestly reflect the functioning of the Judicial Board as a body within the SSMU, it provides the greatest sense of transparency and intelligibility within the decision-making process to remove the reference to the Judicial Board as a wholly separate governing body within the SSMU and instead acknowledge it either as a body of the Board of Directors under the Internal Regulations, or more accurately still, as a



Committee of the Board of Directors under the Committee Terms of Reference Book (formally, the Internal Regulations of Committee Terms of Reference).

2. Reformed Composition of the Legislative Council

Recognizing that structure and function are inextricably linked, revising the composition of the Legislative Council to better reflect the changing landscape of McGill University's Faculty-level and equivalent Associations in need of representation will help to streamline decision-making processes while also helping to minimize the over-representation of certain students or groups at the Legislative Council; a phenomenon best described as "layered representation".

At present, when the Legislative Council has no vacancies, there are 35 voting members. In assessing seats for representatives to the Legislative Council, the Society's Constitution specifies that a Faculty will receive one (1) representative. For each multiple of 2,000 students registered in a constituency, they receive one (1) additional representative to maximum of four (4). Groups such as Services, Clubs, FYC, IRC, Senate Caucus, and Athletics have a static number of seats as they are not enrolment-related.

The suggested definitive changes and the associated rationale for the immediate short-term are enumerated in the subsequent table. The provided changes would bring the composition of the Legislative Council from its current 35 seats to 30, plus additional non-voting seats for the MCSS, Equity Commissioner, and representative of the SSMU Indigenous Affairs Committee. These changes would help to eliminate overlapping representation at the Legislative Council and more clearly match the composition of McGill University's Faculties as they exist while also introducing new voices and perspectives to the discussion table with a specific focus on equity and Indigenous inclusion.

The following recommendations are the product of ongoing consultations and reflect the expressed desires of constituents and members of the McGill undergraduate community. Again, these recommendations should not be taken in isolation. Rather, they should be considered integral components of one single and cohesive proposal with each leaning and depending on the others.

8.2 (c) one (1) Councillor appointed by students of the Interfaculty of Arts and Science in accordance with the procedures set out by that constituency

TO BE STRUCK. The Interfaculty of Arts and Science already enjoys representation at both the Arts Undergraduate Society (AUS) and Science Undergraduate Society (SUS) and so does not require representation at the SSMU. If at some time in the future the Bachelor of Arts and Science Integrative Council (BASiC) does become the Arts and Science Undergraduate Society (ASUS) and leaves its seats with the AUS and SUS, it would be eligible to reclaim its seat with the SSMU if it so desired.



8.2 (f) two (2) Councillors appointed by the undergraduate student members of the Senate, excluding the President and Vice-President (University Affairs)

TO BE STRUCK. The President and Vice-President (University Affairs) already sit on the Legislative Council and Senate Caucus and can therefore be effective liaisons between the two bodies. Senators should be given the freedom and discretion to participate more fully in the business of the University, rather than on the affairs of the SSMU. Removal of their seats from the Legislative Council affords this freedom and it allows them greater time to dedicate to committees of the University, following up with administrators, and preparing strategies on how to implement advocacy actions at the University Senate.

8.2 (g) one (1) Councillor appointed by students living in McGill residences in accordance with the procedures set out by that constituency

TO BE STRUCK. Students living in McGill University residences do not make up a unique constituency unto themselves and are already represented by the First Year Council (FYC). Since the FYC is an official body of the SSMU, it makes the most sense from a cohesive governance perspective to retain the FYC representation and remove the residences representation on the SSMU Legislative Council. Consequently, we recommend amending the FYC Constitution such that a representative of residences (as represented by the Inter-Residence Council) will have a formal, voting seat on the SSMU FYC.

8.2 (j) one (1) Councillor appointed by the students of the McGill School of Environment in accordance with the procedures set out by that constituency

TO BE STRUCK. For very much the same reasons as 8.2 (c) is proposed to be struck, the McGill Environment Students' Society (MESS) already enjoys representation at both the Arts Undergraduate Society (AUS) and Science Undergraduate Society (SUS) and so does not require representation at the SSMU. Students in this program may also already be counted under the Bachelor of Arts and Science Integrative Council (BASiC)'s representation and are therefore the most layered and over-represented constituency on the SSMU Legislative Council.

8.2 (k) one (1) Councillor from the SSMU Indigenous Affairs Committee in accordance with the procedures set out by that constituency, and who shall not have the right to vote

8.2 (l) one (1) Councillor from among the SSMU Equity Commissioners, who shall not have the right to vote



8.2 (m) one (1) Councillor representing the Macdonald Campus Students' Society (MCSS) in accordance with the procedures set out by that constituency, and who shall not have the right to vote

TO BE ADDED. The additions of three non-voting seats to the Legislative Council: one for an Equity Commissioner and one for a representative of the Indigenous Affairs Committee is meant to help centre the work of the SSMU through an equity-based and anti-oppressive lens. While we acknowledge that equity is not one person's role or responsibility alone, nor is awareness of issues affecting Indigenous students, the presence of these two individuals at meetings of the Legislative Council will help to counterbalance the political and operational concerns of the SSMU with under-represented student needs. The rationale for keeping these two seats non-voting is to comply with legislation requiring the election of voting members of student associations (A-3.01).

For the MCSS seat, the presence of an additional representative on the SSMU Legislative Council will help to build a closer relationship between the MCSS and the SSMU which will facilitate better coordination of programming and services.

3. Enshrine the Power to Legislate

At present, the SSMU Constitution recognizes the Legislative Council as “the representative and political body of the Society.” Current practice does not appropriately reflect the role that the Legislative Council plays in the Society's governance in terms of setting policy, mandating actions, or amending structural/functional aspects of the Society. This proposal would formalize the right of Legislative Council to initiate proposals on a broad spectrum of topics, except for those formally reserved for the Board of Directors.

Within this proposed framework, the Society's Constitution would be amended as follows:

8.1 POWERS. The representative and political body of the Society shall be known as the Legislative Council with the powers, all and singular, to make decisions and initiate legislation for the Society, including but not limited to, setting internal policies and procedures, defining external policy on advocacy and setting mandates for Officers and Senators, amending the Internal Regulations, approval of referendum questions and fee levy questions, providing comments to the Board of Directors on its public session business, and approving items referred to it by the Board of Directors.

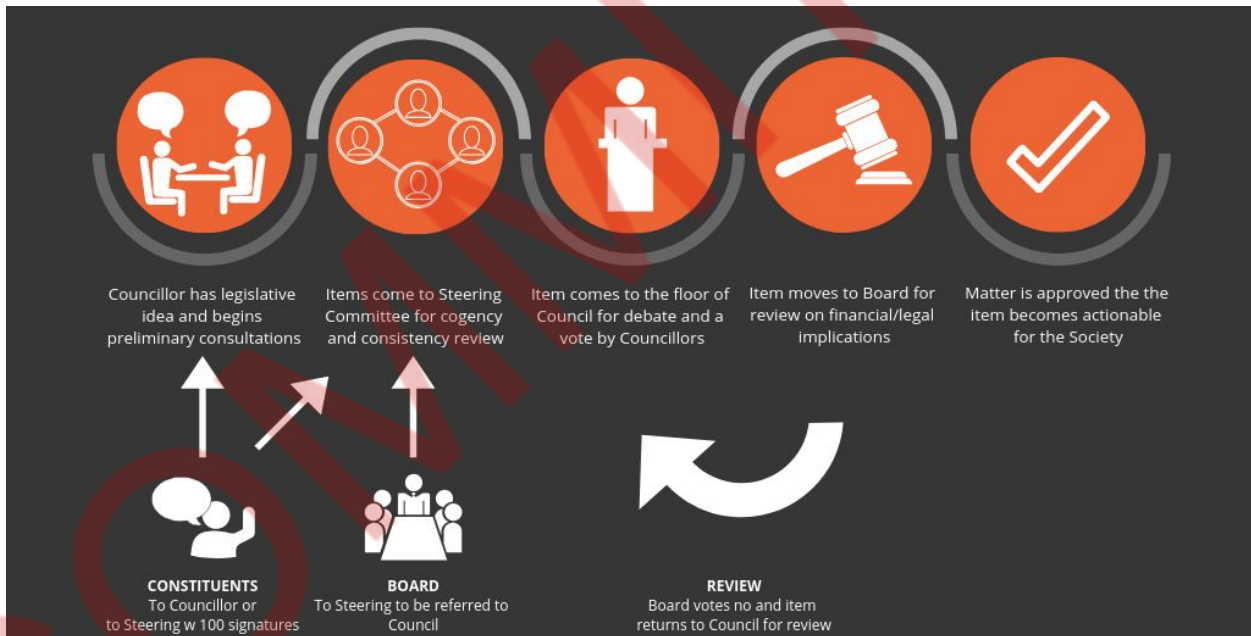
Within the context of this proposal, “to legislate” means to make or enact motions as the way in which decisions stem from the Legislative Council and any policies or documents appended thereof. Such a



style of writing, discussing, debating, amending, and voting on motions in the traditional sense keeps with the spirit of Faculty-level Associations, thus making Legislative Council more accessible for Councillors elected from diverse constituencies.

Furthermore, the proposed changes to Section 8.1 reflects the current powers and operations of Legislative Council while also acknowledging Legislative Council’s ability to discuss, debate, and return to the Board of Directors for reconsideration, “items referred to it by the Board of Directors.” Such a change will be further discussed later in this report.

The broad scope of powers given to the Legislative Council in this way is not meant to supplant or override the authority of the Board of Directors, especially given the legal requirement that the Board of Directors be the highest and final authority within the SSMU. Nor will this change the power of the Board of Directors to overturn and return to the Legislative Council any item of business it deems not to be in the best interests of the Society. It will however require the Board of Directors to more regularly and transparently dialogue with the Legislative Council and build an institutional pathology that all decisions first go through Legislative Council for debate and vote by a broadly representative body before returning to the Board of Directors for final approval.



4. Self-Constrained Board of Directors

In order to actualize the newly proposed powers of the Legislative Council explored above, it would be required that the Board of Directors impose upon itself such reasonable constraints that ensure the decision-making autonomy of the Legislative Council. Within this framework, the Board of Directors



would agree not to unilaterally make any decision beyond “the core four” items of business explicitly set out in the *Loi sur les compagnies* (“the Companies Act” or “the Act”), which includes:

- the acquisition or disposition of the property of the Society;
- any current legal or quasi-judicial proceedings involving the Society;
- the financial affairs of the Society; and
- decisions with respect to contractual negotiations or matters regarding human resources.

Therefore, the Society’s Constitution would be amended as follows:

6.1 POWERS. The Board of Directors shall supervise the management and administer the business and affairs of the Society and shall exercise all of the powers of the Society, except for those which the Act expressly reserves to the Members, the whole subject to the provisions of the Act, the Constitution and the By-laws.

The Board of Directors shall undertake upon itself to first seek approval or recommendation in respect thereof from the Legislative Council on any decision or item of business except for those relating to (i) the acquisition or disposition of property of the Society, (ii) current legal or quasi-judicial proceedings involving the Society, (iii) the financial affairs of the Society, and (iv) business relating to contractual negotiations or matters regarding human resources.

The Board of Directors reserves the right to return for reconsideration any item of business to the Legislative Council with written reasons thereof. The item of business shall be duly amended and reconsidered by the Legislative Council before returning to the Board of Directors.

By this, the Board of Directors binds itself in such a manner that any decision not explicitly, directly, and wholly related to items i-iv enumerated above must first be referred to the Legislative Council for broad discussion and debate before returning to the Board of Directors for final approval. In such a structure, the Board of Directors would ordinarily not send an already approved item of business to the Legislative Council for retroactive consultation and feedback as this goes against the spirit of the Legislative Council’s right of legislative initiative elaborated previously.

Such a proposal acknowledges the right of the Board of Directors to supercede the Constitution in exigent and pressing circumstances by special resolution where permitted by the Act but seeks to build an institutional pathology where the Board of Directors expressly reserves the right of legislative initiative for the Legislative Council, while respecting its role to weigh the legal and financial implications and appropriateness of all such decisions. The Board of Directors may still refer to the Legislative Council any item of business it wishes to adopt or enact but it ordinarily ought not be the first body to make such an approval in respect of the importance of broadly representative debate and input.



5. Legislative Council as a Consultative Body

Helping to promote a collaborative and well-structured working environment between the Legislative Council and the Board of Directors requires further formalizing the way in which the Board of Directors may request feedback and consultation on plans and ideas from the Legislative Council. In such a structure, items of business that do not require a concrete decision or that have multiple possibilities under consideration can be referred to the Legislative Council by the Board of Directors for feedback and discussion. No decision will be made by the Legislative Council in these instances but larger thematic priorities will be sent back to the Board of Directors to aid in their discussions, deliberations, and eventual vote.

This proposal, paired with the ability of the Legislative Council to provide “comments to the Board of Directors on its public session business” will help to ensure that the Board of Directors can not only refer to the Legislative Council business for consultation but also that the Legislative Council can hold the Board of Directors accountable for the decisions taken in public session *post hoc*.

To facilitate the former of these proposals, Section 6.1 of the Society’s Constitution would be further amended as follows:

The Board of Directors may, from time to time as it deems advisable, refer to the Legislative Council any item of business it wishes to receive recommendations or feedback, broad consultation, or thoughtful deliberation before making its decision.

6. Honouring the Tradition of Student-led Democracy

To better complement the newly proposed powers of the Legislative Council and in respect of the Society’s position as a democratic body representing students, the role of the SSMU’s Members would benefit from greater clarity and an expanded role in the day-to-day governance of the Society. Such a vision empowers the student body at McGill University to, at more regular intervals than semesterly General Assemblies, submit for consideration to the Legislative Council items of business for wider discussion, debate, and vote.

As such, we recommend the following additions into the SSMU Constitution:

Any Member of the Society may petition their Councillor to bring a motion before the Legislative Council, or where the foregoing is not possible, feasible, or appropriate, bring the motion to the Steering Committee with the signatures of not fewer than 100 other Members of the Society in accordance with the requirements set out in the Internal Regulations.



Such a motion will be revised by the Steering Committee in collaboration with the Member before being inscribed on the next agenda of the Legislative Council for questions, discussion, and debate.

The Steering Committee reserves the right to refuse to accept any Member-initiated motion in instances where it contravenes the law, the Society's Constitution, the Internal Regulations, or is on any subject matter deemed to be unconstitutional by the Judicial Board and Board of Directors.

Allowing the Society's Members to more regularly bring forward proposals and advocacy positions without needing to convince their Legislative Councillor, or in instances where such an interaction might be difficult or uncomfortable, the Member may undertake to obtain the signatures of 100 other students of the Society and bring the matter to the Steering Committee for review. This interface will help to enhance the democratic legitimacy of the Legislative Council and the Society as a whole while also helping to encourage greater student participation in the Society's governance processes.

This new approach to bolster student engagement with the work of the Society is innovative in that it is not adopted practice at the Concordia Student Union, University of Toronto Students' Union, or the Queen's University Alma Mater Society. Taking substantive steps to allow Members to individually bring to the attention of the Legislative Council issues related to the University or externally will overall help to increase the ability of the Legislative Council to embody its role as the Society's most broadly representative body.

7. Other Associated Changes

Other incidental changes are required to the SSMU Constitution to either correct errors or bring it inline with current well-established practice. This section briefly summarizes such changes.

3.1 HEAD OFFICE. The head office of the Society shall be located in Suite 1200, 3600 Rue McTavish, the City of Montréal, in the Province of Québec, Canada.

The *Loi sur les sociétés par actions* ("Business Corporations Act S-31.1) requires stating of the head office address of a Corporation within its Constitution.

5.1 (b) students registered at the Centre for Continuing Education School of Continuing Studies

Update to Article 5 - Membership to reflect the updated name of the School.



6.10 REPLACEMENT AND VACANCY. A Director whose term of office ends in accordance with section 6.9 shall be replaced, from among the Members, by a resolution of the Board of Directors for a term extending to the expiry of the original term of the Director so replaced. Where the members of the Board of Directors number fewer than seven (7) individuals following vacancies, the Board of Directors shall no longer be able to meet or act and the vacancies shall be filled by an nomination and ratification in accordance with section 6.4 hereof.

Grammar.

7.4 QUORUM AND PROCEDURE. The quorum for the meetings of the Board of Directors shall be a Simple Majority of the voting Directors, following vacancies. Where, following the commencement of a meeting, less than a majority of the voting Directors following vacancies are present during any time, the meeting of the Board of Directors shall be adjourned as of such time and the procedure set forth in section 7.8 shall apply. Meetings of the Board of Directors shall be conducted according to the most recent edition of Robert's Rules of Order.

Vacant seats counting towards quorum make the threshold for meetings of the Board of Directors to come to order exceedingly difficult and should be removed.

The Board of Directors operates on the principles of procedural fairness and generally not Robert's Rules of Order given the heavily discussion-based way it makes decisions.

7.6 RESOLUTION IN WRITING. A resolution in writing, signed outside a meeting by two-thirds (2/3) of all Directors following vacancies, is as valid as if it had been passed at a meeting of the Board of Directors.

Vacant seats counting towards quorum make the threshold for meetings of the Board of Directors to come to order exceedingly difficult and should be removed.

8.2 (b) one (1) Councillor appointed for every two thousand (2000) students or part thereof by the following faculties or schools each faculty or school in accordance with the procedures set out by that constituency: if that school is not already represented by a faculty-level student association, for every two thousand (2000) students or part thereof to a maximum of four (4) councillors in accordance with the procedures set out by that constituency;

- (i) Faculty of Arts;
- (ii) School of Social Work;
- (iii) Faculty of Dentistry;
- (iv) Faculty of Education;
- (v) Faculty of Engineering;



- (vi) Faculty of Law;
- (vii) Desautels Faculty of Management;
- (viii) Faculty of Medicine;
- (ix) Ingram School of Nursing;
- (x) School of Physical & Occupational Therapy;
- (xi) Schulich School of Music;
- (xii) Faculty of Science;

The faculties and schools that are represented at the Legislative Council have never been delineated before and this would be a positive and clarifying innovation.

8.6 REMOVAL FROM OFFICE. Any Councillor of the Society may be removed from office for impropriety, violation of the provisions of this Constitution or its Internal Regulations, delinquency of duties or misappropriation of Society funds by way of a resolution adopted at a meeting of the Legislative Council, by a two-thirds (2/3) majority of the Councillors present, and subsequently ratified by the Board of Directors.

Grammar.

9.4 QUORUM AND PROCEDURE. The quorum for the meetings of the Legislative Council shall be a Simple Majority of the voting members of the Legislative Council. Where, following the commencement of a meeting, less than a majority of the voting members of the Legislative Council are present during any time, the meeting of the Legislative Council shall be adjourned as of such time and the procedure set forth in section 9.7 shall apply. Meetings of the Legislative Council shall be conducted according to the Standing Rules adopted by the Legislative Council in each year, most recent edition of Robert's Rules of Order.

It is preferable to acknowledge the Standing Rules adopted by the Legislative Council which then subsequently reference the most recent edition of Robert's Rules of Order, instead of directly acknowledging Robert's Rules of Order.



FORTHCOMING CHANGES

The CGRC continues to work diligently on modifying the structure and composition of the Board of Directors such that it better reflects the operational needs and realities of the SSMU. To this end, we are undertaking a set of reforms that would better position the committee to diligently consult with key stakeholders and advance changes that reflect the needs of the Society and its students.

Once the committee's terms of reference are amended, work will quickly continue on researching the best ways to include international student representatives on the Board of Directors in an active and meaningful way while also reforming the overall structure of the Board of Directors to be more agile and provide effective oversight for the Officers and the Executive Committee. Our overarching objective in this project is to attract and retain those individuals with the best knowledge and expertise to serve on the Board of Directors to build institutional capacity, increase accountability, and assure the long-term financial, legal, and operational stability of the SSMU.



CONCLUSION

We thank you for considering the proposal contained in this report and for your comments and consideration with respect to the associated rationale. To conclude, we propose the following resolution be adopted by the SSMU Legislative Council:

BE IT RESOLVED, THAT the Students' Society of McGill University Legislative Council adopt the recommendations contained in the *Comprehensive Governance Review Committee: Report no. 1 to the Legislative Council* and approve the following question to go to Winter 2020 Referendum:

Do you agree to amend the Students' Society of McGill University Constitution as outlined in Appendix A with the understanding that a majority “no” vote would result in no changes being made to the Constitution?

Where Appendix A is a copy of the SSMU Constitution annotated with all changes compiled in this report (additions highlighted in yellow, removals with a strikeout). Appendix A will be further annotated based on the second report of the CGRC coming in January 2020 that will contain recommendations for structure and composition of the Board of Directors.