



## Association étudiante de l'Université McGill

*Située sur les territoires traditionnels des collectivités Haudenosaunee et Anishinaabe.*

## Students' Society of McGill University

*Located on Haudenosaunee and Anishinaabe, traditional territories.*

(514) 398-6800 | [ssmu.ca](http://ssmu.ca) | 3600 rue McTavish, Suite 1200, Montréal, QC, H3A 0G3

# INTERNAL REGULATIONS OF GOVERNANCE-06: BOARD OF DIRECTORS

## Part I: General

### 1. Function

#### 1.1. Jurisdiction

The Board of Directors is a body 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 at the next regular meeting of the Board of Directors, or at a special meeting called for that purpose. The Board of Directors may not amend a resolution of the Legislative Council prior to ratifying it. All resolutions, unless otherwise stipulated, require a simple majority of the Board of Directors in order to be ratified.

#### 1.3. Resolution Referred to Legislative Council

In the event that the Board of Directors resolves to refer a resolution back to the Legislative Council for consideration or further review, the Board of Directors shall submit to the Legislative Council any concerns or proposed amendments to the resolution.



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**1.3.1.** The Speaker, on behalf of the Board of Directors, shall compile any concerns or proposed amendments, to be presented at the next Legislative Council meeting where this resolution will be presented for consideration or further review.

**1.3.2.** The Speaker, on behalf of the Board of Directors, shall notify the authors of the resolution of the referral back to the Legislative Council, as well as any concerns or proposed amendments from the Board of Directors.

## 1.4. Council Resolution Overturned

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.

## 1.5. 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.

## 1.6. 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.

## 1.7. 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.

## 1.8. Report to General Assembly

The President, on behalf of the Board of Directors shall report to each regular General Assembly on all public matters, if any, with which the Board of Directors has dealt since the previous regular meeting of the General Assembly.



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## 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.

**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 Speaker On-Call shall be the Chair of the Board of Directors.

**2.1.4.** 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.

### 2.3. Responsibilities of Directors

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 or Governance Manager before the meeting begins.



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### 2.5. Failure to Notify in Absence

Failure to send regrets to the Chair or Governance Manager 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.

### 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.

## 3. Meetings of the Board of Directors

### 3.1. 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 Governance Manager, in collaboration with the President, shall prepare the agenda for any regular meeting of the Board of Directors. Notice of the meetings shall be publicized for all Members at the beginning of the Fall and Winter semesters, except in the case of emergency.



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### 3.2. Standing Rules

The Board of Directors may, by a two-thirds (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 members of the Board of Directors and members of the gallery may participate in business of the Board of Directors in French or English.

### 3.7. Resolution in Writing Outside of Meetings

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 (2/3) of all Directors before the next regular meeting of the Board of Directors.



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### 3.8. Minutes and Documents

The agenda for all meetings shall be made publicly available at least 72 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 will 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. Meetings may also be held via teleconference, as required.

# INTERNAL REGULATIONS OF GOVERNANCE-07: GENERAL ASSEMBLY

## Part I: General

### 1. Order of Business

#### 1.1. General

The order of business for any regular General Assembly of the Society shall be as follows:

- a. Call to Order;
- b. Land Acknowledgement;
- c. Approval of Minutes;
- d. Adoption of the Agenda;
- e. Question Period;