

**Conseil d'administration**  
**Board of Directors**

*Située sur les territoires traditionnels des collectivités Haudenosaunee et Anishinaabe.  
Located on Haudenosaunee and Anishinaabe, traditional territories.*

(514) 398-6800 | [ssmu.ca](http://ssmu.ca) | 3501 rue Peel, Montréal, QC, H3A 1W7



Dear Legislative Council,

The Board has decided against ratifying the motion regarding proposed [constitutional amendments](#).

The Board recognizes the sentiment shared amongst the membership that the Board of Directors is selected undemocratically and does not represent the general members. As such, section 6.2 of the constitution was revised to state that Members-at-Large are selected by each faculty.

## Reasoning

In its current formulation, the Board is unconvinced that the proposed amendment to 6.2 will achieve the goal of promoting more transparent and more democratic processes regarding the composition of the Board. The current recommendation of the amendment necessarily requires voters to consider both the responsibilities of a Director and a faculty representative (LC councillor for example) when voting in association elections. In this process, voters are left without clarity on which candidate would ultimately perform these responsibilities.

In the Board's view, the current amendment fails to consider how the role of a director is different from that of a faculty representative. Faculty leaders are responsible for representing student constituencies at the faculty level. Members of the Board (Directors) are responsible for overseeing regulatory and legal operations of the Society.

Voters, in deciding who they wish to be their representatives, vote with considerations very separate from the responsibilities of a director on the Board. Should these Board candidates be selected with the same considerations that faculty representatives are considered for, we risk conflating both the purpose of the faculty associations and the purpose of the Board.

Additionally, faculty appointed or elected directors reduce the capacity of the Board to self-correct should any problems arise. A clear example of this is how to proceed should a Director fail to attend to their responsibilities. As of now, the Board has the capacity to dismiss an absent director. This capacity becomes unclear should a Director have an elected mandate, or if the faculty insists on their appointment.



## Recommendations

With that being said, the Board recommends that the Legislative Council reconsider both the Board's proposed members-at-large composition and the the selection of its membership. In its current form, the Board considers the qualifications of applicants. This process cannot be greatly upheld through elections or faculty appointments.

To better reflect the concerns of safeguarding the democratic process while recognizing the separation of the mandate of the Board and the responsibilities of student faculty representatives, the Board offer the following ideas, while also respecting Council's capacity to exercise its own creative liberty:

1. Involving the Legislative Council in the current selection process for ratifying Members-at-Large identified by the Nominating committee. In that way, the new recommended order of approvals would be the Nominating Committee interviewing and recommending candidates, followed by Legislative Council deliberating and approving a candidate, and finally the Board will ratify the Legislative Council's decision. This would replace the current process which consists of the Nominating Committee interviewing and the Board selecting candidates. This allows for elected representatives to have a say about how the Board is composed, while retaining a great deal of due-diligence.
2. Consideration for diversity of faculty representation among Members-at-large while avoiding a situation where the Board is forced to hire an unqualified candidate due to them being the only candidate originating from a specific faculty.

## Moving Forward

With regard to the above, the Board is prepared to honor the decision of the Legislative Council should council decide that no changes to the amendment of section 6.2 are necessary and ratify the motion.

Notwithstanding the decision made about section 6.2, however, the Board has further issues regarding the transition process and the lack of a review process for the proposed amendment. As such, the Board remains opposed to ratifying the amendment if the Legislative Council does not (1) further outline a concrete transition process, and (2) formally task the Governance Reform Committee with overseeing the implementation of the changes

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and identifying if any additional amendments are required within the first year of the amendment being implemented.

This transition process should consider questions such as: “Will there be a transitional year?”, “When should this transition occur during the year?”, and “How will student faculty associations be a part of this transitional process?”

To be clear, the Board will respect the Legislative Council’s decision regarding the currently proposed amendment of section 6.2, should the Legislative Council decide not to pursue any changes to the current proposal. That said, the Board’s ratification is conditional upon a concrete transitional proposal and the creation of a 1-year-after oversight committee.

Ultimately, the Board’s decision is not about overriding the powers of council. The Board understands and respects the importance of the Legislative Council in representing a wide and diverse membership of the Society. Rather, the Board’s proposal is intended to identify gaps in the amendments and to prioritize the wellbeing of the society as a whole.

Sincerely,

The Board of Directors