

STANDING RULES FOR THE BOARD OF DIRECTORS

1. The most recent version of Robert's Rules of Order shall be the manual outlining the parliamentary procedure during Board of Directors meetings, subject to the regulations prescribed for within the Constitution and Internal Regulations of the Society.
 - a. If you are not familiar with Robert's Rules or a regulation in particular, you may address the Chair in the meeting either verbally through a "point of parliamentary inquiry" or through the Zoom Chat feature.
2. Agenda items shall be made available to the Board members at least 48-hours in advance unless otherwise permitted by the Chair.
 - a. Board members are required to submit their motions and discussion items at least 72 hours in advance so that the Secretariat may thoroughly review them and add them to the agenda.
 - i. An exception may be made should the total content not exceed 1 paragraph in length.
 - b. The Secretariat further may alter motions for formatting, grammatical, and similarly cosmetic reasons.
3. The agenda shall be made available to the public at least twenty-four (24) hours in advance and is subject to changes up to the beginning of the meeting. The approved agenda and all finalized documents shall be made available to the public within forty-eight (48) hours of the meeting.
4. The time to adjourn for all meetings of the Board of Directors beginning at 18:00 will be set at 21:00.
 - a. Following Robert's Rules, the Board may move to set aside the orders of the day with a three quarters ($\frac{3}{4}$) majority vote before the meeting is declared adjourned by the

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- Speaker.
- b. Should debate proceed beyond 19:30, the Speaker shall endeavour to call a recess of 10-15 minutes.
5. A default speaking time of two (2) minutes shall be encouraged.
 - a. Timing regulations may be implemented and the Chair shall intervene should a speech exceed five (5) minutes in length.
 - i. At 15 seconds remaining, the Chair will tap the gavel once.
 - ii. Once the time has elapsed, the Chair will continue to tap the gavel until the individual has finished speaking, or if the individual is muted.
 - iii. In case of Zoom meetings, when possible, a timer will be displayed.
 - iv. In the case of a Zoom meeting, a “reaction” will be used by the speaker instead of the gavel tap.
 6. Default duration allotted to each motion and discussion item shall be 20 minutes.
 - a. Extensions of up to ten (10) minutes can be granted, at the discretion of the Chair.
 - b. The Chair may impose limits on the number of extensions allowed.
 7. Members who wish to address the Board shall raise their **hand or** placard to be recognized by the Chair and be granted speaking rights, or be exempted from this requirement by the Chair.
 - a. In case of a virtual meeting, members will use the Zoom ‘raise hand’ feature.
 - b. Members must refrain from speaking when they do not have the floor.
 - c. In the case of virtual meetings, Board members will be asked to stay muted until called upon.
 8. Members addressing the Board shall address the Chair, stay on subject and refrain from personal attacks.
 9. Courtesy shall be strongly enforced by the Chair with the right to rule statements out of order at their sole discretion without the right of appeal of such rulings.
 10. All members of the Board of Directors **and the gallery** must carry themselves with decorum to demonstrate the respect they hold for their office.
 11. The Secretariat has the authority to rule statements out of order, in instances including, but not limited to:
 - a. Utilization of leading statements/questions;
 - b. Intervention irrelevant to the motion at hand;
 - c. Utilization of personal attacks;
 - d. Sentiment being repeated by the same individual;
 - e. Aggressive or abusive behavior, such as shouting or personal insults;
 - f. Disrespectful or discourteous language and behavior;
 - g. Spreading malicious rumors or gossip;

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- h. Discrimination or harassment;
 - i. Isolation, deliberate exclusion and/or non co-operation;
 - j. Disruption or hindrance of the ability of the meeting to continue in good order, including but not limited to, speaking out of turn, engaging in side conversations, knocking on desks, clapping, snapping, and other behavior deemed by the Chair to be disruptive;
 - k. Safety and care of participants;
 - l. Misgendering of Staff/Directors, whether intentional or not;
 - i. Should any Director notice the misgendering of another Director, they may call this to the attention of the Speaker on a Point of Personal Privilege.
 - ii. Should a Director be misgendered but does not feel comfortable raising a Point of Personal Privilege themselves during the meeting, they may contact the Speaker **privately following a meeting**, who will address the issue in whichever way is desired by the Director in question during the next meeting of The Board of Directors.
- 12. Should a member be called out of order, at the Chair's discretion their speaking time will be elapsed and they will have to wait to be called on again before being given the right to speak once more.
 - a. The Chair is vested with the authority to remove any individual from the meeting for repeated or extraordinary violations of the Standing Rules or Internal Regulations of Governance and may seek assistance to carry out this order when required.
 - b. Should a particularly egregious violation occur, the Chair shall be vested with the authority to restrict future attendance of that member from all Governance meetings with the agreement of the majority of the Board.
- 13. Unless explicitly permitted by the member in question, members must address each other formally, usually in the form "Director/Officer [Last Name]", and avoid referring to one another using third person pronouns to promote a cordial environment.
- 14. Recognition of intervention will be first prioritized to those who have not yet participated in discussion or whose intervention may be immediately relevant to the point being discussed. It is not solely based on the length of time a participant's hand has been raised.
- 15. In addition to the Motions found within Robert's Rules, Action Items may be utilized during meetings of the Board of Directors.
 - a. Action Items are small tasks, actions, or activities related to discussion, moved in order to expedite action on the points being discussed.
 - b. They should generally consist of an action to be done by one Board Member, but can on occasion be small actions taken by the entire Board or by a member of the Secretariat.
 - i. Action Items may be stepping stones towards a bigger action approved by motion.

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- c. Action Items should be considered as being less binding than motions; they cannot be binding on someone not present at the Board meeting and rely on the trust the Board has for a Board member to complete them.
 - d. If needed, a task list should be created consisting of all action items approved and the date by when they should be completed.
 - e. Action items do not require a suspension of the rules to be added.
 - f. They can be added by asking the Chair to add such an action item, describing it, the date by which it should be accomplished, who should accomplish it, and any other notes on the item such as risks or issues to look out for.
 - g. Examples of Action Items include but are not limited to: sending an email, sending a request to a third-party vendor, asking for someone to write a letter, or creating a graphic.
 - h. Action Items must be voted upon and require a simple majority to pass.
 - i. A motion to vote is not needed, once the point for discussion has elapsed, voting procedures on the action items will be entered into automatically.
 - ii. The default voting procedure for action items will be unanimous consent for all items at once.
 - iii. A motion can be proposed to use a different voting method for the action items.
16. Motions may be sent by email to Board members for approval outside of a regular meeting;
- a. Email motions should **only** be used in the case of an urgent motion requiring an immediate response from the Board (where the Executive committee does not have the authority to issue this response) or a minor motion following up a task voted upon and approved by the Board at a previous meeting (such as an email motion to approve and send an email that the Board tasked someone to write at a previous meeting).
 - b. The minimum voting period for an email motion is 48 hours; a 72 hour voting period is recommended in all cases that permit it.
 - i. The Chair reserves the right to issue an extension should quorum not be met.
 - c. An email motion must include a motivator consisting of an explanation and justification for the motion.
 - d. All email motions must be seconded by another voting member of the Board of Directors.
 - e. Requests for email motions should be sent by email to the Chair of the Board of Directors, copying the Parliamentarian and Internal Counsel and Corporate Secretary in that email as well as the Director seconding the motion.
 - i. Requests for email motion must include the following:
 - 1. Fully written and actionable motion;

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2. Explanation of the motion's contents (what it will do, what are the consequences of approving it, etc.);
 3. Justification for the motion including justification for it being sent by email instead of being presented at a meeting of the Board of Directors;
 4. Names of the mover and seconder;
 5. Voting period determined by the mover (48 hours or more);
 - ii. If the motion pertains to an urgent matter requiring an immediate vote and action by the Board of Directors, it should contain "URGENT" in the subject line.
 - f. Requests for motions received in this way by the Chair, Parliamentarian, and Internal Counsel and Corporate Secretary will be sent for voting within the next two business days if no issues are present within the request.
 - i. Requests marked with "URGENT" on their subject line which are evaluated as being legitimately urgent will be sent for voting as soon as possible by any of the three recipients of the request.
 - g. Motions sent by email directly to the members of the Board of Directors without prior permission from the Chair, Parliamentarian, or Internal Counsel and Corporate Secretary will be considered invalid and as such, any vote or consequence from the motion will be null and void.
 - i. Under the exceptional circumstance where the Secretariat are unavailable, the Internal Counsel and Corporate Secretary shall be empowered to distribute valid email motions.
 - ii. Under the further circumstances where the Secretariat and Internal Counsel and Corporate Secretary are unavailable, the President shall be empowered to distribute the email motion if the President is not a mover or seconder of the motion, and must refrain from voting in such a case.
 - h. The Chair reserves the right to refuse any requests for an email motion on the grounds that the request does not contain all the items referred to in point 14.e.i, that the motion is irrelevant to the Board of Directors, that the issue would be more adequately addressed by another body such as the Executive Committee, or that it should be addressed during a meeting of the Board of Directors, in addition to the regular grounds on which a motion can be refused.
17. Unless explicitly invited by a motion approved by the Board of Directors, all guests shall participate through an online format, via Zoom;
- a. Members shall register through a form found on the SSMU website;
 - b. Members who misrepresent themselves in registration may be subject to sanction at the discretion of the Chair;
 - c. Members shall register with their relevant McGill or SSMU email address and be

named the same on Zoom in order to receive the Zoom link and be allowed entry;

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- d. All other guests, including SSMU Staff, shall only be invited in-person with the permission of the Secretariat or Internal Counsel and Corporate Secretary.
18. The vote on any substantive motion may 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.
 - a. The voting record for any vote taken by roll call shall be included in the minutes.
19. 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.
20. Members of the gallery may not speak more than twice to the same question unless permitted by the Chair or through a majority vote of the Board of Directors.
21. The agenda and minutes of all Board of Director meetings shall be drafted in accordance with expectations of due clarity and propriety.
22. All minutes and documents of the Board of Directors shall be public documents made available to the Members of the SSMU, except for minutes and documents of confidential sessions, unless publicized in accordance with s.30.
23. Minutes of each Board of Directors meeting shall be submitted as an email motion within two (2) weeks. If no debate is required and the motion is approved, the minutes will be published as soon as possible following the conclusion of the vote. If debate is required or the motion fails, the minutes will be placed on the agenda of the next Board of Directors meeting.
24. The minutes for all Board of Director meetings may be written either verbatim or in summary form, but must include all information presented and actions undertaken during the meeting to promote transparency and accessibility, with the exception of minutes publicized in accordance with s.30.
25. The Recording Secretary shall be responsible for taking minutes. The agenda and minutes of each meeting must be provided to the President of the Board and Internal Counsel and Corporate Secretary within two (2) weeks of the meeting's conclusion.
26. The Secretariat maintains the discretion to assign items to either Public or Confidential Sessions based on the nature of the item in accordance with s.27.
27. Confidential sessions are held pertaining to subjects contained in this list. Subjects not present in the list should be presumed to be a matter to be approached in public meetings. Subjects include, but are not limited to:
 - a. Discussions which include sensitive financial information. This includes, but is not limited to:
 - i. Salaries/benefits of specific employees;
 - ii. Contract acquisition, appraisal and/or termination;
 - iii. Submissions which include a confidentiality clause.

b. Sensitive Human Resources information. This includes, but is not limited to:

- i. The hiring/removal of employees;
- ii. Evaluations regarding prospective candidates and all other committees which refer to the board ;
- iii. Internal disciplinary matters or performance appraisals of SSMU employees and/or services.

c. Personally identifying information;

d. Legal matters;

e. All information originating from confidential sessions of other bodies being referred to the Board;¹

28. Where only part of an agenda item, motion, document, or discussion contains confidential information, only that portion shall be heard in confidential session where reasonably possible. The non-confidential portions shall remain in public session. Examples of subjects which may be separated include, but are not limited to:

- a. Student strikes and/or referendums;
- b. SSMU committee reports;
- c. Discussions regarding current agreements and/or negotiations between SSMU and McGill.

29. Board members reserve the right to motion for any specific discussion point and/or motion slated to be held in a public session to instead be held in a confidential session. This motion requires a majority vote to be passed.

30. Board members reserve the right to motion for the meeting minutes of any portion of the agenda in any confidential session to be made public at any time. This motion requires a two-thirds ($\frac{2}{3}$) vote to be passed.

- a. In the event that a Director desires to motion outside of a meeting, they may request an email motion to be voted on.²
- b. The Secretariat will be in charge of redacting sensitive information from the meeting minutes. These include, but are not limited to:

¹ It is presumed that information originating from public sessions of other bodies being referred to the Board must be discussed in Board public sessions.

² Any email motion under this rule shall follow the procedure for email motions in s.16, except where this rule provides otherwise.

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- i. Sensitive Financial details;
 - ii. Names of all natural persons in the minutes, including Board members and the gallery, unless expressly requested otherwise by the individual in question;
 - iii. Information relevant to legal matters.;
 - iv. Addresses or other personal information;
 - v. Other aspects of the discussion requested by Board members.
 - c. The redacted public version of the confidential-session minutes shall be submitted as an email motion within three (3) weeks of the motion to publicize's approval³. There will be a motion to approve the redactions which requires a two-thirds ($\frac{2}{3}$) vote to be approved. Following the Board's approval of the redaction, the minutes shall be published under the public minutes of the respective Board meeting as soon as possible following the conclusion of the vote.
 - i. If debate is required or the motion fails, the minutes will be placed on the agenda of the next Board of Directors meeting.
 - d. Publicized session minutes will include an introductory blurb to reveal the motivation of the Board of Directors for revealing previously classified information.
31. Board members reserve the right to motion to vote on the approval of meeting minutes as a block. Approval of the motion explicitly implies that all Board members agree that all meeting minutes contained in the block have been individually reviewed and do not require any modifications.
- a. The motion requires unanimous approval of the Board to be passed.
 - b. Board members must specify whether they wish for all minutes in the agenda to be approved by block or only specified minutes.
 - c. By default, the chair will go through the process of reviewing each individual meeting minute with the Board unless voted otherwise.

³ Ibid.