



Board of Directors Policy

Approved by the Board of Directors – August 23rd, 2016

I. PREAMBLE

The purpose of this policy is to provide a framework for the Board of Directors to operate from. This policy is meant to act as supplementary material to the established bylaws of NUSU and Robert's Rules of Order. If there is any disagreement between the formerly mentioned documents and this policy, the formerly mentioned documents shall prevail.

II. BOARD CONDUCT

1. All Directors are bound by a Privacy & Confidentiality Agreement, which shall be given and signed by all Directors prior to the inaugural meeting of the Board.
2. Without limiting to Section 2 below, the conduct of each Director must conform to the rules, procedures, principles, policies, and guidelines set out in the NUSU Bylaws and this policy.
3. Each Director Agrees to:
 - a. Personally observe high standards of conduct that, at all times, preserves the integrity, dignity, and values of the Corporation;
 - b. Utilize the prestige of the office solely for the interests of the Corporation and neither favour special interests inside or outside the Corporation, nor allow personal relationships to affect official conduct or judgment;
 - c. Ensure that all official decisions taken and judgments exercised support the best interests of the Corporation;
 - d. Appropriately and diligently delegate additional responsibilities as required;
 - e. Support an environment conducive to the professional growth of all Members, including volunteers and staff;
 - f. Maintain the integrity of the Board by only exercising authority as a member when acting on behalf of the Board and ensure that all actions reflect the will of the Board;
 - g. Abide by all decisions of the Board;
 - h. To not misappropriate, damage, or possess without authorization any property of NUSU.

III. ATTENDANCE AT BOARD MEETINGS

1. Regular attendance of Board Members is required to ensure a quorum and to expedite carrying out the Board's business.
2. Members who find themselves unable to attend a regular meeting of the Board in person or by teleconference shall notify the Secretary of the Board at least twenty-four (24) hours in advance of the meeting.
3. The Secretary of the Board shall advise the Chair of the Board of all such notices at the meeting of the Board.
4. Three (3) consecutive absences and/or five (5) total meetings will result in the Chair of the Board contacting the Member and may result in disciplinary action including termination from the Board.
5. If a Director cannot attend a meeting, efforts should be taken by that Director to attend via teleconferencing or other such means;
6. A paid staff person shall serve as recording secretary of the board. For closed sessions, the VP Governance and Legal Affairs shall act as the Recording Secretary. If the VP Governance and Legal Affairs cannot fill the position, the Board shall nominate a director to act as the recording secretary for that meeting.



IV. GENERAL RULES OF PROCEDURE AT BOARD MEETINGS

The rules of procedure for Board meetings shall follow Robert's Rules of Order Newly Revised (1984). For any are not covered in this policy, refer to Robert's Rules of Order Newly Revised (1984).

1. to adjourn - debatable as to time only; majority vote required for adoption
2. to take a recess - not debatable; majority vote required for adoption
3. to raise a point of order or a question of privilege - personal - not debatable; admissibility of question is ruled upon by the Chair of the Board
4. to table a motion - not debatable; majority vote required for adoption
5. to take a motion from the table - not debatable; majority vote required for adoption
6. to postpone to a definite time applied to a pending question - debatable as to merit of postponing only; majority vote required for adoption
7. to amend - debatable; majority vote required for adoption

V. MOTIONS

A motion must be moved and seconded before the subject matter of the motion is open for debate. When discussion on a motion takes place, Board Members will be placed on a Speakers' List by raising their hand to display their intention to speak. Each speaker will be given two (2) minutes to speak on the motion without interruption. Another Board member may only interrupt a speaker if that other member raises an appropriate Point of Order. The Chair of the Board may limit the number of speakers at their discretion.

VI. AMENDMENTS TO MOTIONS

1. An amendment to a motion must fall within one of the following categories:
 - I. the deletion of certain words
 - II. the addition of certain words
 - III. the deletion of certain words and the substitution of others in their place
2. An amending motion that would nullify the original motion is not an amendment and cannot be introduced.
3. There cannot be more than two amendments before the meeting at one time. The second amendment must be an amendment of the first amendment. When an amendment has been accepted or rejected, another amendment may be introduced but only if it is different in purpose from the one previously defeated.
4. Voting is as follows:
 - I. on the amendment to the amendment or the second amendment
 - II. on the amendment
 - III. on the motion if amendments have been defeated or on the motion as amended if an amendment has carried

VII. VOTING

1. Each Member of the Board is entitled to one vote, subject to the provisions of (3) and (4) below. Unless



otherwise provided, approval by a majority of the Members voting or by consent without objection shall be sufficient to carry a motion.

2. Voting shall be by show of hands unless a vote by ballot is demanded by any member present. When necessary, votes shall be counted and recorded; in favour, against, and abstentions.
3. The Chair of the Board may only cast a vote on a motion: a) to break a tie, or b) negatively, to create a tie, thereby defeating the motion.
4. A tie vote will defeat a pending motion.

VIII. POINT OF ORDER

Only on a point of order or privilege can a member interrupt another member who is speaking (except that, with the consent of the speaker, questions may be asked). If a member feels that improper language has been used, irrelevant argument introduced or a rule or procedure broken, the member is entitled to "rise to a point of order", interrupting the speaker. The point of order must be stated clearly and concisely. The Chair of the Board shall decide without debate, though they may ask opinions. The resulting ruling may be appealed by no less than two other Board members (one making the appeal and the other seconding it). If appealed, the Chair of the Board states their decision and the point of appeal and then puts the question, which is not debatable: "Shall the decision of the Chair of the Board stand as the judgment of this meeting?" A simple majority determines the issue. This merely settles a point of procedure and is not a vote of confidence in the Chair of the Board.

IX. QUESTION OF PRIVILEGE

If a member feels that a statement reflects on their reputation or that of the Board, the committee or Student Union, the Member is entitled to raise a "question of privilege". The procedure is the same as for a point of order.

X. WITHDRAWAL OF MOTIONS

General custom permits the withdrawal of a motion by consent of the mover and seconder, but if either objects, the motion must be put to a vote. This applies to both substantive motions and amendments.

XI. ADJOURNMENT OF MEETINGS

A motion to adjourn may be moved at any time. The motion requires a simple majority and, if passed, the meeting ends; if rejected, business continues.

XII. BOARD COMMITTEES

From time to time, Directors may be required to serve on different committees to make recommendations to the Board. Every committee, unless otherwise specified in this policy shall be subject to the following general regulations:

1. Regular meetings shall be held in the NUSU Board Room, or at such place or places as may be specified in



notice of the meeting. Where feasible, all committees should prepare a regular meeting schedule and present the schedule to the Secretary of the Board.

2. Meetings other than regular meetings may be held at the call of the chair of the committee or, in their absence, at the call of the vice-chair of the committee. The meeting shall be held at such places and at such times as the chair or vice-chair of the committee respectively may appoint. On the requisition of any three members of a committee, the chair of that committee shall call a meeting of that committee. Notice of every meeting so called shall be delivered or emailed to each Member not less than forty-eight (48) before the meeting is to take place.
3. A meeting may also be held at any time and at any place without notice, if all the Members of the committee are present and consent thereto, or if, either before or after the meeting is held, those absent signify, in writing, their consent to the meeting being held in their absence.
4. A resolution signed by all Members of a committee shall have the same force and effect as if passed at a regularly constituted meeting. Voting conducted via email shall also serve this purpose.
5. The chair of the committee shall preside at meetings, and in their absence, the vice-chair of the committee shall preside. If both the chair and the vice-chair of the committee are absent, the Members present shall appoint one of their number acting-chair to preside at the meeting.
6. A simple majority (51%) of a committee, not including the President/Vice-Chancellor and the Chancellor, shall constitute a quorum.
7. Each voting Member of the committee present at a meeting shall be entitled to one vote on any given motion.
8. All motions at a meeting shall be decided by a majority of the votes of the Members present. The chair or acting chair may vote on all motions, and any motion on which there is a tie shall be deemed to be a failed motion.
9. Minutes shall be kept at every meeting of each committee, and it is the responsibility of the Recording Secretary of the Board to receive a report from each chair of the committee of such proceedings following the meeting.
10. In the event of a vacancy of a committee chair, the Executive Committee will bring a recommendation to the next Board meeting.
11. At the September Board meeting, elections will take place for representatives to fill the vacancies on the University committees as required.
12. Each committee must have a Terms of Reference that is approved by the Board. If there is a disagreement between any committee's Terms of Reference and this policy, the policy shall prevail.