

NIPISSING UNIVERSITY STUDENT UNION



Board of Directors Policy

Approved by the Board of Directors on: December 22, 2017
Last Review Date: April 28, 2021



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 By-Laws 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 Board members are bound by a Privacy & Confidentiality Agreement, which shall be given to and signed by all Board members prior to the inaugural meeting of the Board
2. Each Director Agrees to:
 - 2.1. Personally observe high standards of conduct that, at all times, preserves the integrity, dignity, and values of the Corporation;
 - 2.2. Conform to the rules, procedures, principles, policies, guidelines set out in the NUSU By-Laws, this policy, and all other relevant policies including the NUSU Code of Conduct.
 - 2.3. 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;
 - 2.4. Ensure that all official decisions taken and judgments exercised support the best interests of the Corporation;
 - 2.5. Appropriately and diligently delegate additional responsibilities as required;
 - 2.6. Support an environment conducive to the professional growth of all Members of the Board, including volunteers and staff;
 - 2.7. Maintain the integrity of the Board by only exercising authority as a Board member when acting on behalf of the Board and ensure that all actions reflect the will of the Board;
 - 2.8. Abide by all decisions of the Board;
 - 2.9. To not misappropriate, damage, or possess any property of NUSU without authorization from the Executive Committee.

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 of the Board who find themselves unable to attend a regular meeting of the Board in person or by teleconference shall notify all Board members at least twenty-four (24) hours in advance of the meeting.
3. If a Board member cannot attend a meeting, efforts should be taken by that Board member to attend via teleconferencing or other such means;
4. The Office Administrator shall serve as Recording Secretary of the board. For closed sessions, the VP Advocacy and Awareness shall act as the Recording Secretary. If the VP Advocacy and Awareness cannot fill the position, the Board shall nominate a Director to act as the Recording Secretary for that meeting.
5. Please refer to the NUSU By-Laws for more information regarding Board meeting requirements

IV. VOTING

1. Each Member of the Board is entitled to one (1) 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 Board 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.

V. BOARD COMMITTEES

Directors will 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 Boardroom or Meeting Rooms, or at such place, places, or online platforms as may be specified in the 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 of that committee no less than forty-eight (48) hours before the meeting is to take place. Please refer to the By-Laws for more specific information regarding Emergency Meetings.
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 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 committee 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.
6. A majority (one more than half) of a committee shall constitute a quorum.
7. Each voting Member of the committee present at a meeting shall be entitled to one (1) vote on any given motion.
8. All motions at a meeting shall be decided by a majority of the votes of the Members of the committee 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. In accordance with the NUSU By-Laws, in the case of a tie-vote during an Executive Committee meeting, the question shall be brought before the Board of Directors..

10. 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 the Chair of each committee of such proceedings within one (1) week following the meeting.
11. In the event of a vacancy of a committee Chair, the Executive Committee will bring a recommendation to the next Board meeting.
12. At the inaugural Board meeting, elections will take place for representatives to fill the vacancies on the NUSU and the University committees as required.
13. 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, this policy shall prevail.

XIII. EXECUTIVES

1. Responsibilities of Each Executive to the Board of Directors

- 1.1. Each Executive shall produce a report to be presented to the Board of Directors at each meeting of the board detailing the actions of the same Executive since the last meeting.
- 1.2. Without derogating from the powers of each Executive, no Executive shall exercise any power not delegated to them in the Governing Documents without the explicit consent of the Executive Committee or the Board of Directors.
- 1.3. Each Executive shall produce a written "Final Report", which must be submitted to the incoming executives by April 30th of every year. Said final report shall include:
 - 1.3.1. A general summary of their term in office;
 - 1.3.2. An account of any material issues encountered by said Executive during their term in office and how they were addressed; and
 - 1.3.3. Recommendations for their incoming successor, the Executive Committee, and the Board.
- 1.4. Each Executive shall seek approval from the Executive Committee for any expenditure in excess of \$200 and for ANY expense not already allocated for in existing budgets.

- 1.5. Each Executive shall be responsible for the appropriate use of their discretionary line in the budget for the current fiscal year and for making recommendations to the Vice-President Finance and Administration with respect to their budget line.
 - 1.5.1. The Vice-President Finance and Administration shall be responsible for the appropriate use of their discretionary line in the budget for the current fiscal year and for making recommendations to the Director of Finance with respect to their budget line.
- 1.6. Each Executive is required to either sit on, or deliver reports to, the boards and committees on which they hold a position (refer to points 3-6 for specific details)
 - 1.6.1. If any Executive position is vacant, for any reason, the Executive Committee will decide among themselves which of the current Executives will take on any portion of the vacant position's responsibilities
- 1.7. Each Executive shall perform any other duties as assigned by the Board of Directors.

2. Duties of the President

- 2.1. The President is responsible for sitting on the following Board of Directors committees:
 - 2.1.1. As the Chair: The Governance Committee
 - 2.1.1.1. This means the President will prepare a Committee report with any relevant information for the next Board of Directors meeting for the above committee.
 - 2.1.1.2. The President is responsible for scheduling meetings for the above committee in collaboration with the Office Administrator.
 - 2.1.2. As the Vice-Chair: The Finance and Audit Committee and The Campaigns and Green Initiatives Committee

- 2.1.2.1. This means the President will support the Chair of the above committees by attending and voting at the Committee meetings.
- 2.1.2.2. In the absence of the Chair of the above committees, the President will take on the responsibilities of the Chair or appoint a delegate to do so.
- 2.1.3. As a voting member: The Executive Committee and The Board of Directors
- 2.1.4. As a non-voting member: The Appeals Committee
- 2.1.5. As the Deputy Returning Officer (DRO): The Elections Committee
- 2.2. The President is responsible for scheduling Board of Directors meetings at least one (1) semester in advance and works with the Office Administrator to ensure each Board of Directors meeting has a Chair and Recording Secretary.
- 2.3. At the start of each Board of Directors meeting, the President will provide a traditional land acknowledgement.

3. Duties of the Vice-President Finance and Administration

- 3.1. The Vice-President Finance and Administration is responsible for sitting on the following Board of Directors committees:
 - 3.1.1. As the Chair: The Finance and Audit Committee
 - 3.1.1.1. This means the Vice-President Finance and Administration will prepare a Committee report with any relevant information for the next Board of Directors meeting for the above committee.
 - 3.1.1.2. The Vice-President Finance and Administration is responsible for scheduling meetings for the above committee in collaboration with the Office Administrator.
 - 3.1.2. As the Vice-Chair: The Governance Committee and The Shine Committee

- 3.1.2.1. This means the Vice-President Finance and Administration will support the Chair of the above committees by attending and voting at the Committee meetings.
- 3.1.2.2. In the absence of the Chair of the above committees, the Vice-President Finance and Administration will take on the responsibilities of the Chair or appoint a delegate to do so.
- 3.1.3. As a voting member: The Executive Committee and The Board of Directors
- 3.1.4. As a non-voting member: The Appeals Committee
- 3.1.5. As the Chief Returning Officer (CRO): The Elections Committee

4. Duties of the Vice-President Advocacy and Awareness

- 4.1. The Vice-President Advocacy and Awareness is responsible for sitting on the following Board of Directors committees:
 - 4.1.1. As the Chair: The Shine Committee, The Appeals Committee, and The Campaigns and Green Initiatives Committee
 - 4.1.1.1. This means the Vice-President Advocacy and Awareness will prepare a Committee report with any relevant information for the next Board of Directors meeting for the above committees.
 - 4.1.1.2. The Vice-President Advocacy and Awareness is responsible for scheduling meetings for the above committees in collaboration with the Office Administrator.
 - 4.1.2. As the Vice-Chair: The Social Committee
 - 4.1.2.1. This means the Vice-President Advocacy and Awareness will support the Chair of the above committee by attending and voting at the Committee meetings.
 - 4.1.2.2. In the absence of the Chair of the above committee, the Vice-President Advocacy and Awareness will take on the responsibilities of the Chair or appoint a delegate to do so.
 - 4.1.3. As a voting member: The Executive Committee, the Governance Committee, and The Board of Directors



5. Duties of the Vice-President Student Life

- 5.1. The Vice-President Student Life is responsible for sitting on the following Board of Directors committees:
 - 5.1.1. As the Chair: The Social Committee
 - 5.1.1.1. This means the Vice-President Student Life will prepare a Committee report with any relevant information for the next Board of Directors meeting for the above committee.
 - 5.1.1.2. The Vice-President Advocacy and Awareness is responsible for scheduling meetings for the above committee in collaboration with the Office Administrator.
 - 5.1.2. As a voting member: The Executive Committee and The Board of Directors
 - 5.1.3. As a recording secretary (Secretary of the Corporation): The Board of Directors closed sessions as well as open sessions in the case that the Office Administrator is unable to attend. The same process will be followed for the Annual General Meeting