



## Board of Directors Policy

### 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. Without limiting to Section 2 below, the conduct of each Board member must conform to the rules, procedures, principles, policies, and guidelines set out in the NUSU By-Laws 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 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 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. 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. 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 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.



## **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 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 no less than forty-eight (48) hours 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 voting Members as acting-chair to preside at the meeting.
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 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 the Chair of each 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 inaugural Board meeting, elections will take place for representatives to fill the vacancies on the NUSU and 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.

## **XIII. EXECUTIVES**

### **1. Election of Executives**

1.1. The Members shall elect the President, Vice-President Finance, Vice-President Governance & Legal Affairs, Vice-President Services and Vice-President Communications.

### **2. Responsibilities of Each Executive**

2.1. 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.

2.2. 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.

2.3. Each Executive shall produce a written "Summer Report" at the beginning of the first semester that must be submitted to the Executive Committee to be included in the Executive Committee report to the NUSU Board of Directors. Said report shall include:

2.3.1. All material work or business carried out on behalf of the corporation;



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- 2.3.2. An evaluation of the success of any projects undertaken; and
- 2.3.3. Tentative plans for the remainder of the academic year.
- 2.4. 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:
  - 2.4.1. A general summary of their term in office;
  - 2.4.2. An account of any material issues encountered by said Executive during their term in office and how they were addressed; and
  - 2.4.3. Recommendations for their incoming successor, the Executive Committee, and the Board.
- 2.5. 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.
- 2.6. 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 Treasurer with respect to their budget line.
- 2.7. Each Executive is required to either sit on, or deliver reports to, the boards and committees on which they hold a position.
- 2.8. Each Executive shall perform any other duties as assigned by the Board of Directors.

### 3. Duties of the President

- 3.1. As the Chief Executive Officer (CEO) of the Corporation, the President is primarily focused on the general management and supervision of the Corporation.
- 3.2. The President shall endeavour to fill all seats on all Committees during the Board of Directors’ first meeting in May of each calendar year.
- 3.3. Unless otherwise expressly set out in the Governing Documents, the President is authorized to make unilateral decisions on behalf of the Corporation, subject to the following criteria:
  - 3.3.1. After diligent and reasonable efforts, the President is unable to convene a meeting of the Board of Directors or the Executive Committee, as applicable; and
  - 3.3.2. It is unavoidable and absolutely necessary that the decision be made as per the current Nipissing University Student Union By-Laws before a meeting of the Board of Directors or Executive Committee, as applicable, can be convened, such that, failing to make an immediate decision would result in irreparable harm to the Corporation; and
  - 3.3.3. The President is not in a Conflict of Interest with respect to the decision in question; and
  - 3.3.4. The decision is reported to the Board of Directors, and the Executive Committee, at the next meeting of each entity.
- 3.4. The President shall notify the Members of any General Meeting.
- 3.5. The President is responsible for maintaining a line of communication with the Board of Governors, the Nipissing University administration, and faculty.
- 3.6. The President is responsible for addressing political matters on a municipal, provincial, national and international level that affect the Members or the Corporation, and for transmitting any related information to the Board of Directors, the Executive Committee, the Committees, Clubs, or other student groups, as applicable or appropriate.
- 3.7. The President is the primary point of contact and shall be responsible for all relations with municipal, provincial, national, and international student organizations, and shall transmit information relation to the Corporation to these groups as applicable or appropriate, unless decided otherwise by the Executive Committee.

### 4. Duties of the Vice-President Finance

- 4.1. The Vice-President Finance is the Treasurer of the corporation, primarily focused on carrying out the financial component of NUSU, which includes but is not limited to proper accounting practices, and any recommendations regarding finances. For clarity, the Executive Committee shall have jurisdiction, unless otherwise set out in the Governing Documents, over the finances of the Corporation.
- 4.2. The Vice-President Finance shall, in conjunction with the Director of Finance/Bookkeeper, prepare a Draft Proposed Budget for the Corporation no later than the last business day of February for the following fiscal year. This draft budget shall not be released to any Member until the incoming Board has officially received the draft budget.



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4.3. After the Draft Budget has been approved by the outgoing Executive Committee, the Vice-President Finance shall be responsible for preparing and presenting the Corporation's proposed budget for the upcoming fiscal period to the Board of Directors no later than the second-to-last Board of Directors meeting of the current Academic Year.

4.4. The Vice-President Finance is responsible for presenting all budget information and financial statements at the Annual General Meeting.

4.5. The Vice-President Finance shall be responsible for the management of the Health Plan fees and shall be the main point of contact for the Health Plan provider.

### 5. Duties of the Vice-President Governance & Legal Affairs

5.1. The Vice-President Governance & Legal Affairs' is the Secretary of the corporation, primarily focused on advocacy, governance and legalities of the organization, facilitating elections, and administrative work.

5.2. The Vice-President Governance & Legal Affairs may exercise the duties and powers of the President in their absence or inability to perform their duties.

5.3. If a NUSU representative is required, the Vice-President Governance & Legal Affairs shall be responsible for executing elections on behalf of Nipissing University such as, but not limited to, Student Senator Elections, Valedictorian Elections and Ancillary Fee referenda.

5.4. The Vice-President Governance & Legal Affairs is to be a voting member of the Academic Senate, acting as the Chief Student Senator, as well as a voting member of the Nipissing University Board of Governors.

5.5. Unless decided otherwise by the Board of Directors or the Executive Committee, the Vice-President Governance & Legal Affairs is the primary Executive authorized to consult with individuals or groups with academic grievances.

### 6. Duties of the Vice-President Services

6.1. The Vice-President Services is primarily focused on the organization of Frosh Week, managing the Food Bank, implementing academic and social events, and managing the Clubs' program.

6.2. The Vice-President Services shall be responsible for ensuring that the NUSU Food Bank remains stocked at all times.

6.3. The Vice-President Services shall be responsible for organizing, planning, coordinating, and implementing various social and academic events, in conjunction with the Social Committee.

6.4. The Vice-President Services shall be responsible for the planning and promotion of the North Bay Campus Orientation, including but not limited to New Student Orientation Days, New Student Transition Days, Orientation Week, and Fall and Spring Open House events.

### 7. Duties of the Vice-President Communications

7.1. The Vice-President Communications (or their designate) shall be the primary liaison between the Corporation and the Canadian Federation of Students (CFS) and be the first Executive to attend CFS general meetings where a NUSU representative is required.

7.2. The Vice-President Communications shall work in conjunction with the Chief Administration Officer, the Director of Communications, and ultimately the NUSU Executive team with any and all public relations and media relations including but not limited to press releases, official statements, stances on matters by the Corporation, etc.

7.3. The Vice-President Communications is responsible for the creation and production of the student planner, in conjunction with the Director of Communications, ensuring that it is done in a timely and financially responsible manner.

7.4. The Vice-President Communications, in conjunction with the Director of Communications, is responsible for updating all media platforms and the organization's website.

7.5. The Vice-President Communications is responsible for the coordination, organization, planning, and implementation of all awareness campaigns.



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7.6. The Vice-President Communications is responsible for facilitating, managing, and promoting the Health Plan, ensuring proper communication of the relevant information of the Health Plan to the student body and addressing concerns and questions from students in regards to the Health Plan.

**8. Terms of Office**

- 8.1. The term of office for all executive positions shall commence May 1st and continue to April 30th of the following year.
- 8.2. In addition to their membership in the Executive Committee, Executives shall also be members of the Board of Directors.
- 8.3. Executives shall act as Officers of the Corporation.
- 8.4. The Executive Committee shall carry out the business and management of the Corporation during Office Hours. All Executives shall endeavor to be in the NUSU Offices for as much of that time as possible.
- 8.5. Upon being elected, the incoming Executives shall spend at least forty (40) hours working with the current Executives in order to facilitate the transition between offices.
- 8.6. Training for incoming Executives shall be done by the outgoing Executives that shall include, but not be limited to: Introduction of Staff; Tour of NUSU Space; Signing all necessary papers; Reviewing of the Governing Documents; Reviewing the inner workings of the NUSU Office; Reviewing of Committees on which each Executive sits; Important dates to remember; Proper procedures for any event.
- 8.7. Each Executive shall be employed full-time for forty (40) hours per week during the months of May–August. The President is required to work twenty-five (25) hours per week during the months of September–April, and each Vice-President is required to work twenty (20) hours per week during the months of September–April.

**9. Benefits**

- 9.1. Members of the Executive Committee are entitled to curtailed benefits associated with their positions, these are:
- 9.2. Ten (10) Business Days paid vacation, provided that: Executives shall avoid booking vacation in a manner that would have all five absent from the NUSU Office simultaneously;
- 9.3. One (1) parking pass, or an equivalent in bus passes; and
- 9.4. Reasonable use of all property of the Corporation, when available and necessary to fulfill the duties of the Executive set out in this policy.

**10. Signing Privileges**

All authorized and approved cheques and contracts by the Executive Committee are to be signed by two (2) members of the Executive Committee.

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Approved by the Board of Directors – December 22nd, 2017