

POLICY TYPE: ENDS

POLICY TITLE: ENDS, LEVELS 1 AND 2

Date Adopted by Board: March 30, 2012

ENDS LEVEL # 1

The purpose of the SA of St. Lawrence College, Kingston campus, is so that:

Student (quality of) life is improved, both on and off campus
in a manner that represents good value for money
(or at a justifiable level of cost efficiency)

ENDS LEVEL #2

Specifically:

- 2.1 Students are engaged with the Student Association;
- 2.2 Students are supported during their academic career as a St. Lawrence College student;
- 2.3 Students enjoy the holistic college experience; and
- 2.4 Students' issues and opinions are heard.

POLICY TYPE: BOARD- MANAGEMENT DELEGATION BMD#1

POLICY TITLE: GLOBAL BOARD-MANAGEMENT DELEGATION

Date Adopted by Board: March 30, 2012

The board's sole official connection to the operational organization, its achievements, and conduct will be through a chief executive officer, titled the President and Executive Director.

POLICY TYPE: BOARD- MANAGEMENT DELEGATION BMD#2A

POLICY TITLE: UNITY OF CONTROL

Date Adopted by Board: March 30, 2012

Only officially passed motions of the board are binding on the President and Executive Director.

1. Decisions or instructions of individual board members, officers, or committees are not binding on the President and Executive Director.
2. In the case of board members or committees requesting information or assistance without board authorization, the President and Executive Director can refuse such requests that require, in the President and Executive Director's opinion, a material amount of staff time or funds, or are disruptive.

POLICY TYPE: BOARD- MANAGEMENT DELEGATION BMD#2B

POLICY TITLE: ACCOUNTABILITY OF THE PRESIDENT AND EXECUTIVE DIRECTOR

Date Adopted by Board: March 30, 2012

The President and Executive Director is the board's only link to operational achievements and conduct, so that all authority and accountability of staff, as far as the board is concerned, is considered the authority and accountability of the President.

1. The board shall never give instructions to persons who report directly or indirectly to the President and Executive Director.
2. The board shall not evaluate, either formally or informally, any staff other than the President and Executive Director.
3. The board shall view the President and Executive Director's performance as identical to organizational performance, so that organizational accomplishment of board-stated Ends and compliance with board-stated Executive Limitations will be viewed as successful President and Executive Director performance.

POLICY TYPE: BOARD- MANAGEMENT DELEGATION BMD#2C


POLICY TITLE: DELEGATION TO THE PRESIDENT AND EXECUTIVE DIRECTOR

Date Adopted by Board: March 30, 2012

The board will instruct the President and Executive Director through written policies that:

- (a) Prescribe the organizational Ends to be achieved and
- (b) Describe organizational situations and actions to be avoided (*Executive Limitations*) allowing the President and Executive Director to use any reasonable interpretation of these policies.

1. **Ends Policies:** The board will develop policies instructing the President and Executive Director to achieve certain results, for certain customers, at a certain worth or cost. These policies, called Ends, will be developed systematically from the broadest, most general level to more defined levels. All issues that are not ends issues as defined here are means issues. Ends policies answer the following three questions about what the organization will produce: "What Good? For Whom? And At What Cost?"
2. **Executive Limitations Policies:** The board will develop policies that limit the latitude that the President and Executive Director may exercise in choosing the organizational means. These limiting policies will describe those practices, activities, decisions and circumstances that would be unacceptable to the board even if they were to be effective. Policies will be developed systematically from the broadest, most general level to more defined levels, and they will be called Executive Limitations policies. The board will never prescribe organizational means delegated to the President and Executive Director. Therefore all means are considered pre-approved by the board unless explicitly prohibited in the Executive Limitations policies.
3. **The highest level** policy in any category is not necessarily limited to the sum of the subsidiary levels of that policy.
 - 3.1 **Below the global (highest) level**, the aggregate of limitations on any given level may embrace the scope of the foregoing level, but only if justified by the President and Executive Director to the board's satisfaction.
4. **As long as** the President and Executive Director uses any reasonable interpretation of the board's Ends and Executive Limitations policies, the President and Executive Director is authorized to establish all



further policies, make all decisions, take all actions, establish all practices and develop all activities. Such decisions of the President and Executive Director shall have full force and authority as if decided by the board.

5. **The board may change** its Ends and Executive Limitations policies, thereby shifting the boundary between board and President and Executive Director domains. By so doing, the board changes the latitude of choice given to the President and Executive Director. But so long as any particular delegation (policy) is in place, the board and its members will respect and support the President and Executive Director's choices.

POLICY TYPE: BOARD- MANAGEMENT DELEGATION BMD #2D

POLICY TITLE: MONITORING PRESIDENT AND EXECUTIVE DIRECTORS PERFORMANCE

Date Adopted by Board: March 30, 2012

Date Amended by Board: January 21, 2014

Systematic and rigorous monitoring of the President and Executive Director's job performance will be solely against the only expected President and Executive Director job products:

- (1) Organizational accomplishment of the board's Ends policies, and
 - (2) Organizational operation within the boundaries established in board policies on Executive Limitations.
1. Monitoring is simply to determine the degree to which board policies are being met. Information that does not do this will not be considered to be monitoring data.
 2. The board will acquire monitoring information by one or more of three methods:
 - A. **By INTERNAL REPORT:** in which the President and Executive Director discloses interpretations and compliance information to the board,
 - B. **By EXTERNAL REPORT:** in which an external, independent 3rd party selected by the board assesses compliance with the President and Executive Director's interpretation of board policies,
 - C. **By BOARD DIRECT INSPECTION:** in which a designated board member or members of the board assess compliance with the President and Executive Director's interpretation of the appropriate policy criteria.
 3. In every case, the board will judge:
 - (a) The reasonableness of the President and Executive Directors interpretation, and
 - (b) Whether data demonstrates accomplishment of the interpretation (*regarding Ends*) or compliance with the interpretation (*regarding Executive Limitations*).
 4. The standard for compliance shall be any reasonable President and Executive Director interpretation of the board policy being monitored. The board is the final arbiter of reasonableness but will always judge

with a “reasonable person” test rather than with interpretations favoured by board members or by the board as a whole.

5. The board can monitor organizational compliance with any policy at any time by any of the above 3 methods.
6. The board will determine the frequency and method of monitoring the policies that instruct the President and Executive Director (Ends and Executive Limitations) and will normally use a routine schedule, as follows:

Policy	Frequency (times per year)	Method (see legend below)
ENDS Monitoring Report	1X	IR
EL #1 Global Executive Constraint	1X	IR
EL #2a Treatment of Students	1X	IR
EL #2b Treatment of Staff	1X	IR
EL #2c Compensation and Benefits	1X	IR
EL #2d Financial Condition and Activities	4X	IR
	1X	ER
	2X	BDI
EL #2e Financial Planning and Budgeting	1X or as needed	IR
EL #2f Asset Protection	1X	IR
EL #2g Communication and Board Support	1X	IR
	1X	BDI
EL #2h Emergency Executive Succession	1X or as needed	IR
ENDS Interpretation Report	1X	IR

Methods:

IR = Internal President Report

ER = External Report

7. BDI = board direct inspection

POLICY TYPE: EXECUTIVE LIMITATIONS EL #1

POLICY TITLE: GLOBAL EXECUTIVE CONSTRAINT

Date Approved by Board: March 30, 2012

The President and Executive Director shall not cause or allow any organizational practice, activity, decision or circumstance, which is:

- Unlawful,
- Imprudent, or
- In violation of commonly accepted business and professional ethics.

POLICY TYPE: EXECUTIVE LIMITATIONS EL #2A

POLICY TITLE: TREATMENT OF STUDENTS

Date Adopted by Board: March 30, 2012

With respect to interactions with students, the President and Executive Director shall not cause or allow conditions, procedures, or decisions which are unsafe, untimely, disrespectful or unnecessarily intrusive.

The President and Executive Director will not allow:

1. Information to be elicited for which there is no clear necessity.
2. Methods of collecting, reviewing, transmitting, or storing student information that fails to protect against improper access to the material.
3. Facilities to be operated without appropriate accessibility and privacy.
4. Students to be unaware of what may be expected and what may not be expected from the service offered.
5. Students to be unaware of this policy or a way to be heard for persons who believe that they have not been accorded a reasonable interpretation of their rights under this policy.

POLICY TYPE: EXECUTIVE LIMITATIONS EL #2B

POLICY TITLE: TREATMENT OF STAFF

Date Adopted by Board: March 30, 2012

With respect to treatment of paid and volunteer staff, the President and Executive Director shall not cause or allow conditions, which are unfair, undignified, disorganized or unclear.

The President and Executive Director will not:

1. Operate without written personnel procedures that:
 - (a) clarify rules for staff,
 - (b) provide for effective handling of grievances and
 - (c) protect against wrongful conditions (e.g. nepotism and grossly preferential treatment for personal reasons.)
2. Retaliate against an employee for non-disruptive expression of dissent, or for reporting to management or to the Board of Directors (per the grievance procedure in the personnel manual) acts or omissions by staff, management or the Board of Directors that the employee believes, in good faith and based on credible information, constitutes a violation of provincial or federal law or a governing policy of the Board. (Whistleblower policy)
3. Allow staff to be unprepared to deal with emergency situations.
4. Allow staff to be unfamiliar with the President and Executive Director's interpretations of their protections under this policy.
5. Operate without regular performance evaluations of staff and volunteers, including pre-determined criteria for performance and rationale for the evaluations.

POLICY TYPE: EXECUTIVE LIMITATIONS EL #2C

POLICY TITLE: COMPENSATION AND BENEFITS

Date Adopted by Board: March 30, 2012

With respect to employment, compensation and benefits to employees, consultants, contract workers and volunteers, the President and Executive Director shall not cause or allow jeopardy to fiscal integrity or public image.

The President and Executive Director will not:

1. Change the President and Executive Director's own compensation and benefits, except as those benefits are consistent with a package for all other employees.
2. Establish current compensation and benefits that deviate materially from the geographic or professional market for the skills employed.
3. Create obligations over a longer term than revenue can be reasonably projected.

POLICY TYPE: EXECUTIVE LIMITATIONS EL #2D

POLICY TITLE: FINANCIAL CONDITION & ACTIVITIES

Date Adopted by Board: March 30, 2012, March 25, 2021

With respect to the actual, ongoing financial condition and activities, the President and Executive Director shall not cause or allow the development of:

- (a) Fiscal jeopardy or
- (b) A material deviation of actual expenditures from board priorities established in Ends policies.

The President and Executive Director will not:

1. Expend more funds than have been received in the fiscal year to date
2. Use any long-term reserves.
3. Conduct interfund shifting in amounts greater than can be restored to a condition of discrete fund balances within 30 days.
4. Allow payroll and debts to be handled in an untimely manner.
5. Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.
6. Make a single purchase or commitment of greater than \$25,000.00 for capital furnishings/equipment per fiscal year. Splitting orders to avoid this limit is not acceptable.
7. Acquire, encumber or dispose of real estate.

POLICY TYPE: EXECUTIVE LIMITATIONS EL #2E

POLICY TITLE: FINANCIAL PLANNING AND BUDGETING

Date Adopted by Board: March 30, 2012

The President and Executive Director shall not cause or allow financial planning for any fiscal year or the remaining part of any fiscal year to:

- Deviate materially from board Ends priorities,
- Risk financial jeopardy or
- Fail to be derived from a multi-year plan.

The President and Executive Director will not allow budgeting to:

1. Risk incurring those situations or conditions described as unacceptable in the Executive Limitations policy entitled "Financial Condition & Activities".
2. Omit:
 - (a) Credible projection of revenues and expenses.
 - (b) Separation of capital and operational items.
 - (c) Cash flow analysis, and
 - (d) Disclosure of planning assumptions

POLICY TYPE: EXECUTIVE LIMITATIONS EL #2F

POLICY TITLE: ASSET PROTECTION


Date Adopted by Board: March 30, 2012

Date Amended by Board: July 16, 2012

The President and Executive Director shall not allow corporate assets to be unprotected, inadequately maintained or unnecessarily risked.

The President and Executive Director will not:

1. Allow the organization, board members, staff and volunteers to be uninsured against theft, fire and casualty losses to a prudent replacement value and against liability losses.
2. Allow unbonded personnel access to material amounts of funds.
3. Subject facilities and equipment to improper wear and tear or insufficient maintenance.
4. Unnecessarily expose the organization, its board, or staff to claims of liability.
5. Receive, process or disburse funds under controls that are insufficient to meet the board-appointed auditor's standards.
6. Make any purchase wherein normally prudent protection has not been given against conflict of interest, and without having obtained comparative prices and quality.
7. Allow intellectual property, information or files to be exposed to loss, improper access or significant damage, or operate without maintaining records in accordance with a records retention schedule approved by legal counsel.
8. The President and Executive Director shall not reinvest long-term reserves without balancing return expected, risk, and recommendation of financial occlusion.
9. Endanger the organization's public image, credibility, or its ability to accomplish Ends.

- 
10. Change the organization's name or substantially alter its identity in the community.
 11. Compromise the independence of the board's audit or other external monitoring.
 12. Enter into contracts for terms greater than 3 years or that are unable to be broken with one year's notice.

POLICY TYPE: EXECUTIVE LIMITATIONS EL #2G

POLICY TITLE: COMMUNICATION AND SUPPORT TO THE BOARD

Date Adopted by Board: March 30, 2012

The President and Executive Director shall not permit the board to be uninformed or unsupported in its work.

The President and Executive Director will not:

1. Neglect to submit monitoring data required by the board according to its policy "Monitoring President and Executive Director Performance" in a timely, accurate and understandable fashion, directly addressing provisions of the board policies being monitored, and including the President and Executive Director's interpretations consistent with the "Delegation to the President and Executive Director" policy, as well as relevant data.
2. Let the board be unaware of any significant incidental information including anticipated adverse media coverage, threatened or pending lawsuits, and material external and internal changes.
3. Allow the board to be unaware that, in the President and Executive Director's opinion, the board is not in compliance with its own policies on Governance Process and Board-Management Delegation, particularly in the case of board behavior, which is detrimental to the work relationship between the board and President and Executive Director.
4. Allow the board to be without decision information required periodically by the board or let the board be unaware of relevant trends.
5. Present information in unnecessarily complex or lengthy form or in a form that fails to differentiate among information of three types: monitoring, decision preparation, and other.
6. Allow the board to be without a workable mechanism for official board, officer or committee communications.

7. Favour or privilege certain board members over others, except when (a) fulfilling individual requests for information or (b) responding to officers or committees duly charged by the board.
8. Allow the board to be unaware of any actual or anticipated noncompliance with any Ends or Executive Limitations policy of the board regardless of the board's monitoring schedule.

POLICY TYPE: EXECUTIVE LIMITATIONS EL #2H

POLICY TITLE: EMERGENCY EXECUTIVE SUCCESSION

Date Adopted by Board: March 30, 2012

In order to protect the board from the sudden, unexpected loss of the President and Executive Director's services, the President and Executive Director shall not allow there to be fewer than 2 executives sufficiently familiar with board and President and Executive Director issues and procedures to enable either to take over with reasonable proficiency as an interim successor.

POLICY TYPE: GOVERNANCE PROCESS GP #1

POLICY TITLE: GLOBAL GOVERNANCE PROCESS

Date Adopted by Board: March 30, 2012

The purpose of the board is to:

1. Represent the interests of the ownership of the corporation, defined as the dues-paying students at St. Lawrence College, Kingston campus. The board will proactively pursue ownership input, not waiting for input to be initiated by the students-as-owners.
2. Determine the benefits that the organization will provide, keeping a long term, strategic perspective, (the Ends policies) and
3. Ensure that the operating organization accomplishes what is should (described in the Ends policies) in ways that the Board determines are acceptable (described in the Executive Limitations policies).

POLICY TYPE: GOVERNANCE

PROCESS


GP #2A

POLICY TITLE: GOVERNING STYLE

Date Adopted by Board: March 30, 2012

The board will govern lawfully, observing the principles of the Policy Governance model, with an emphasis on:

- Outward vision rather than an internal preoccupation,
 - Encouragement of diversity in viewpoints,
 - Strategic leadership more than administrative detail,
 - Clear distinction of board and chief executive roles,
 - Collective rather than individual decisions,
 - Future rather than past or present and
 - Proactivity rather than reactivity.
1. The board will cultivate a sense of group responsibility. The board, not the staff, will be responsible for excellence in governing. The board will normally be the initiator of policy, not merely a reactor to staff initiatives. The board will not use the expertise of individual members to substitute for the judgment of the board although the expertise of individual members may be used to enhance the understanding of the board as a body.
 2. The board will direct, control, and inspire the organization through the careful establishment of broad written policies reflecting the board's values and perspectives. . The board's major policy focus will be on the intended long-term effects outside the staff organization, not on the administrative or programmatic means of attaining those effects.
 3. The board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings, policy-making principles, respect of roles, and ensuring continuance of governance capability. Although the board can change its governance process policies at any time, it will scrupulously observe those currently in force.
 4. Continual board development will include orientation of new members in the board's governance process and periodic board discussion of process improvement.

- 
5. The board will monitor and discuss the board's process and performance at each meeting. Self-monitoring will include comparison of board activity and discipline to policies in the Governance Process and Board-Management Delegation categories.
 6. The board will allow no officer, individual or committee of the board to hinder or be an excuse for not fulfilling group obligations.

POLICY TYPE: GOVERNANCE

PROCESS

GP #2B

POLICY TITLE: BOARD JOB DESCRIPTION

Date Adopted by Board: March 30, 2012

Specific job outputs of the board, as an informed agent of the students-as-owners, are those that ensure appropriate organizational performance.

Accordingly, the board will provide:

1. **Authoritative linkage** between the operational organization and the ownership.
2. **Written governing policies** that realistically address the broadest level of all organizational decisions and situations.
 - A. Ends: Organizational impacts, products, effects, benefits, outcomes, recipients, beneficiaries, impacted groups, and their relative worth in cost or priority.
 - B. Executive Limitations: Constraints on executive authority which establish the prudence and ethics boundaries within which all executive activity and decisions must take place.
 - C. Governance Process: Specification of how the board conceives, carries out and monitors its own task.
 - D. Board-Management Delegation: How power is delegated and its proper use monitored; the President role, authority and accountability.
3. **Assurance of successful organizational performance** on Ends and Executive Limitations.

POLICY TYPE: GOVERNANCE PROCESS GP #2C

POLICY TITLE: BOARD MEMBERS CODE OF CONDUCT

Date Adopted by Board: March 30, 2012

Date Amended by Board: August 20, 2013; January 15, 2015, August 17, 2015

The board commits itself and its members to ethical, businesslike and lawful conduct, including proper use of authority and appropriate decorum when acting as board members.

1. Board members must have loyalty to the students as owners of the corporation, unconflicted by loyalties to staff, particular academic schools, and any personal interest as a customer of the organization.
2. Board members must avoid conflict of interest with respect to their fiduciary responsibility.
 - A. There must be no self-dealing or business by a member with the organization. Members will annually disclose their involvements with other organizations, with vendors, or any associations that might be or might reasonably be seen as being a conflict.
 - B. When the board is to decide upon an issue about which a member has an unavoidable conflict of interest, that member shall withdraw without comment not only from the vote, but also from the deliberation.
 - C. Board members will not use their positions to obtain employment in the organization for themselves, family members or close associates. A board member who applies for employment must first resign from the board.
3. Board members may not attempt to exercise individual authority over the organization.
 - A. Members' interaction with the President and Executive Director or with staff must recognize the lack of authority vested in individuals except when explicitly board-authorized.
 - B. Members' interaction with public, press or other entities must recognize the same limitation and the inability of any board member to speak for the board except explicitly stated board decisions.

- C. Except for participation in board deliberation about whether the President and Executive Director has achieved any reasonable interpretation of board policy, members will not express individual judgments of performance of employees or the President and Executive Director.
4. Board members must be committed to a bullying and harassment free environment.
- A. This is not restricted to the campus. It must include conferences, worksites, and travel.
- B. Harassment means engaging in a course of vexatious comment or conduct that is known, or ought reasonably to be known, to be unwelcome. Harassment may or may not be based on a prohibited ground of discrimination, i.e. race, ancestry, place of origin, colour, ethnic origin, citizenship, creed, age, record of offences, marital status, family status, sex or disability.
- C. Harassment may include unwelcome, unwanted, offensive, or objectionable conduct that may have the effect of creating and intimidating, hostile or offensive work environment; interfering with an individual's work performance; adversely affecting an individual's employment relationship; and/or denying an individual's dignity and respect. Without limiting the generality of the foregoing definition, harassment may include:
- i. Unwelcome jokes, innuendo or teasing about a person's looks, body, attire, age, race, religion, sex or sexual orientation.
 - ii. Practical jokes that cause awkwardness or embarrassment, endanger a person's safety or negatively affect performance; or
 - iii. Condescending, patronizing, threatening or punishing actions, that undermine self-esteem or diminish performance; or
 - iv. Bullying in the form of:
 - Insults, demeaning remarks, humiliation in front of others, nicknames, ridicule, threats; or
 - Exclusion, hostile attitude, spreading malicious rumours; or
 - Abuse of power by the means of excessive unfounded criticism, withholding essential information; or
 - Aggressive behaviour, physical intimidation, unwelcome physical contact, including assault.

4.1. If informal attempts at resolving the issues are not appropriate, or prove to be ineffective, a formal complaint may be filed. To file a formal complaint the Director shall:

- A. Provide a letter of complaint that contains a brief account of the offensive incident (i.e. when it occurred, the person involved, names of witnesses, if any). This letter shall also include the remedy sought and be signed and dated by the person complaining;

- B. File the complaint with the Chief Governance Officer (Chair) or Secretary of the Board of Directors, or the Director of Student Services or his/her designate.
- C. Cooperate with those responsible for investigating the complaint.

4.2. Formal complaints shall be investigated by both a member of the Board of Directors (the Chair or Secretary) and the Director of Student Services or his/her designate. The investigation process shall involve interviews of the complaint, the respondent and any witness named by either. Within fourteen (14) business days of the incident or notice thereof, a member of the Board of Directors (the Chair or Secretary) and the Director of Student Services or his/her designate shall investigate the incident and prepare a written report of the investigation findings and decide on the matter.

All complaints shall be handled in a confidential manner. Information concerning a complaint or action taken as a result of the investigation will not be released to anyone who is involved with the investigation and shall be filed and maintained by the Chair.

Disciplinary actions for violations of this Policy and Procedure will take into consideration the nature and impact of the violations, and may include a verbal or written reprimand, suspension (with or without pay) or termination (with or without notice). Similarly, deliberate false accusations are of equally serious nature and will also result in disciplinary action up to and including termination without notice for just cause as per By-law 4.4.

- 5. Board members will respect the confidentiality appropriate to issues of a sensitive nature and will sign a confidentiality agreement.
- 6. Board members will be properly prepared for board deliberation.
- 7. Board members will support the legitimacy and authority of the final determination of the board on any matter, irrespective of the members' personal position on the issue.
- 8. A board member is considered to have resigned if he/she is absent from two consecutive meetings or three meetings per fiscal year.


POLICY TYPE: GOVERNANCE PROCESS GP #2D

POLICY TITLE: CHIEF GOVERNANCE OFFICERS ROLE (BOARD CHAIR)

Date Adopted by Board: March 30, 2012

The Chief Governance Officer (CGO), a specially empowered member of the board, assures the integrity of the board's process and, secondarily, represents the board to outside parties.

1. The expected outcome of the CGO's job is that the board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.
 - A. Meeting discussion content will ordinarily only be those issues, which, according to board policy, clearly belong to the board to decide or to monitor.
 - B. Deliberation will be fair, open, and thorough, but also timely, orderly and kept to the point.
 - C. Information that is for neither monitoring performance nor board decisions will be avoided or minimized and always noted as such.
2. The authority of the CGO consists in making decisions that fall within the topics covered by board policies on Governance Process and Board-Management Delegation, with the exception of (a) employment or termination of the President, or (b) where the board specifically delegates portions of this authority to others. The CGO is authorized to use any reasonable interpretation of the provisions in these policies.
 - A. The CGO is empowered to chair board meetings with all the commonly accepted power of that position (e.g. ruling, recognizing).
 - B. The CGO has no authority to make decisions about policies created by the board within Ends and Executive Limitations policy areas. Therefore, the Chief Governance Officer has no authority to supervise or direct the President.

- 
- C. The CGO may represent the board to outside parties in announcing board-stated positions and in stating CGO decisions and interpretations within the areas delegated to him or her.
 - D. The CGO may delegate this authority, but will remain accountable for its use.

POLICY TYPE: GOVERNANCE

PROCESS

GP # 2E

POLICY TITLE: BOARD SECRETARY'S ROLE

Date Adopted by Board: March 30, 2012

Date Amended by Board: August 20, 2013

The board secretary is an officer of the board whose purpose is to ensure the integrity of the board's documents. Therefore the secretary has the responsibility to ensure that the Board's documents accurately reflect the decisions of the Board and are provided to the Board in a timely manner.

1. The assigned result of the secretary's job is to ensure that all board documents and filings are accurate and timely. The Board's documents include: letters of incorporation, bylaws, board minutes, monitoring reports (including audit report and budget), and board attendance records

The Board expects the following:

- That board members will have board binders at each board meeting that are up-to-date and accurate.
- That updates of any and all documents will be distributed before each board meeting
- That Board meeting minutes will be handled as follows:
 1. Minutes will be taken at all official board meetings.
 2. Proceedings will be taped and transcribed.
 3. Minutes will be sent to the entire board for review and feedback.
 4. Approved minutes will be signed by the Board Chair and Board Secretary.
 5. Approved minutes will be sent to all board members for their records.
 6. Signed minutes will be placed in the official board file and available for the auditor's review.

The board will ensure that it regularly reviews and clarifies its expectations (format, level of detail, timeliness, etc.) for the preparation of board documents (policies, minutes, etc) and communicates this to the Board Secretary

2. The authority of the secretary is access to and control over board documents, with minimal use of staff time so as not to impede operations.

POLICY TYPE: GOVERNANCE

PROCESS

GP #2F

POLICY TITLE: BOARD COMMITTEE PRINCIPLES

Date Adopted by Board: March 30, 2012

Board committees, when used, will be assigned to help the board do its job, to reinforce the wholeness of the board's job and so as never to interfere with delegation from board to President and Executive Director.

1. Board committees are to help the board do its job, not to help or advise the staff. Committees ordinarily will assist the board by preparing policy alternatives and implications for board deliberation. In keeping with the board's broader focus, board committees will normally not have direct dealings with current staff operations.
2. Board committees may not speak or act for the board except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the President and Executive Director.
3. Board committees cannot exercise authority over staff. The President and Executive Director works for the full board, and will therefore not be required to obtain approval of a board committee before an executive action.
4. Board committees are to avoid over-identification with organizational parts rather than the whole. Therefore, a board committee, which has helped the board create policy on some topic, will not be used to monitor organizational performance on that same subject. The board retains responsibility and authority to monitor organizational performance on the same subject.
5. Committees will be used sparingly and ordinarily in an ad hoc capacity.
6. This policy applies to any group that is formed by board action whether or not it is called a committee and regardless of whether the group includes board members. It does not apply to committees formed under the authority of the President and Executive Director.

POLICY TYPE: GOVERNANCE

PROCESS

GP #2G

POLICY TITLE: BOARD COMMITTEE STRUCTURE

Date Adopted by Board: March 30, 2012

Date Amended: February 28, 2013

A committee is a board committee only if its existence and charge come from the board, regardless whether board members sit on the committee. The only board committees are those which are set forth in this policy. Unless otherwise stated, a committee ceases to exist as soon as its task is complete or dissolved by board vote. Timely reporting to the Board shall be by submission of a written report, following each meeting, with appropriate verbal comment by the committee chair. (The following 4 items should be determined when creating a committee and agreed upon by the board as a whole.)

1. Products:

- A. What is the purpose of the committee?
- B. What tasks must the committee perform?
- C. The final product will always be a report on the committee's findings and/or recommendations to the board.

2. Authority:

- A. The committee shall bring forward its finding(s) and/or recommendation(s) to the board.
- B. The committee shall follow the Board Committee Principles GP#2f.
- C. If costs are to be incurred, a limit must be set.
- D. If SA Staff hours are to be used, a limit maybe set.
- E. Any final decisions must be made by the board as a whole.

3. Composition:

Membership shall consist of:

- A. Minimum of three (3) board members
 - i. One (1) of these board members must be appointed as chair of the committee.
- B. If required, a SA staff member, as assigned by the SA President and Executive Director (Audit, hiring, and BDI committees should have a SA staff member included).

4. Time Frame:

- A. This committee shall present a report to the Board by the __ (month) __ board meeting.

POLICY TYPE: GOVERNANCE

PROCESS

GP #2G1

POLICY TITLE: BOARD COMMITTEE STRUCTURE - OWNERSHIP LINKAGE

Date Amended: February 28, 2013

1. Products:

Develop ownership linkage events for the Board with;

- A. A schedule to ensure consistent two-way communication with members;
- B. An implementation plan to include all Directors;
- C. A budget that does not unnecessarily burden the organization;
- D. A focus on engagement, transparency, and feedback; and
- E. Specific, measurable, attainable, realistic, and timely goals.

2. Authority:

- A. The committee shall bring forward its recommendations to the board to be adopted by consensus regarding ownership linkage and establishing a public presence on campus.
- B. The committee shall follow the Board Committee Principles GP#2f.
- C. If costs are to be incurred, a limit must be set. Refer to GP#2i, sub c.
- D. If SA Staff hours are to be used, a limit must be set.

3. Composition:

Membership shall consist of:

- A. Minimum of three (3) board members
 - i. One (1) of these board members must be appointed as chair of the committee.
- B. If required, a SA staff member, as assigned by the SA President and Executive Director.

4. Time Frame:

- A. This committee shall be created in June so that the plan can be implemented during the academic year.
- B. This committee shall present an ownership linkage plan at the August board meeting.
- C. This committee shall present an update report to the Board at the December board meeting with a final report presented at the March board meeting.

POLICY TYPE: GOVERNANCE PROCESS GP #2H

POLICY TITLE: ANNUAL PLANNING

Date Adopted by Board: March 30, 2012

To accomplish its job with a governance style consistent with board policies, the board will follow an annual agenda that:

- A. Completes a re-exploration of Ends policies annually; and
 - B. Continually improves board performance through board education and enriched input and deliberation.
1. The cycle will conclude each year on the last day of [month] so that administrative planning and budgeting can be based on accomplishing a one-year segment of the most recent statement of long term Ends.
 2. The cycle will start with the board's development of its agenda for the next year.
 - A. Consultations with selected groups in the studentship or other methods of gaining ownership input will be determined and arranged in the 1st quarter, to be held during the balance of the year
 - B. Governance education and education related to Ends determination (e.g. presentations by futurists, demographers, advocacy groups, staff and so on) will be arranged in the 1st quarter, to be held during the balance of the year.
 - C. A board member may recommend or request an item for board discussion by submitting the item to the Chief Governance Officer no later than 5 days before the board meeting.
 3. Throughout the year, the board will attend to required approval (consent) agenda items as expeditiously as possible.
 4. President and Executive Director remuneration will be decided during the months of December and April after a review of monitoring reports received in the previous period.
 5. President and Executive Director monitoring will be on the agenda if reports have been received since the previous meeting, if plans must be made for direct inspection monitoring, or if arrangement for third-party monitoring must be prepared.

POLICY TYPE: GOVERNANCE PROCESS GP #2I

POLICY TITLE: GOVERNANCE INVESTMENT

"under review and waiting on outcome of student choice initiative appeal"

Date Adopted by Board: March 30, 2012

Date Amended by Board: March 21, 2013; November 19, 2013; February 18, 2014;

**November 12, 2014, January 26, 2016, February 16, 2017, November 16, 2017, November 2018,
March 25, 2021**

Because poor governance costs more than learning to govern well, the board will invest in its governance capacity.

1. Board skills, methods, and supports will be sufficient to ensure governing with excellence. Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior capability.
 - A. Training and retraining will be used liberally to orient new board members and candidates for board membership, as well as to maintain and increase existing board member skills and understandings.
 - Up to \$0 in fiscal year 2021-2022 for training, including attendance at conferences and workshops
 - B. Outside monitoring assistance will be arranged so that the board can exercise confident control over organizational performance. This includes but is not limited to financial audit.
 - Up to \$0 in fiscal year 2021-2022 for audit and other 3rd-party monitoring of organizational performance.
 - Up to \$0 in fiscal year 2021-2022 for Legal and other 3rd-party monitoring of organizational performance
 - C. Outreach mechanisms will be used as needed to ensure the board's ability to listen to owner viewpoints and values.
 - Up to \$0 in fiscal year 2021-2022 for surveys, focus groups, opinion analyses, and meeting costs.
 - D. Administrative costs of operating the Board, e.g. Stationary supplies, website, meetings, etc.
 - Up to \$0 in fiscal year 2021-2022 for board meetings and administrative costs.



E. Election Expenses

- Up to \$0 in fiscal year 2021-2022 to cover the costs of the election (ie printing nomination packages and posters, candidates printing allowance, etc).
2. The board will establish its cost of governance budget for the next fiscal year during the month of November.

POLICY TYPE: GOVERNANCE

PROCESS

GP#2J

POLICY TITLE: BOARD AS STUDENT REPRESENTATIVES

Date Adopted by Board: March 30, 2012

The Board, as a group, represents the interest of all of the students-as-owners of the organization.

1. Board members' ethical obligation is to represent the entire studentship, not individual schools, faculties or other interests.
 - A. Appropriate broad-based input from the students-as-owners must be sought and analyzed.
 - B. The full range of the views of the students-as-owners as to priorities and cost of the organization must be incorporated into board deliberations, not just those points of view held personally by board members.
2. Although Board members are from schools or faculties which are customers of the organization as well as its owners, Board members must distinguish and serve those interests that are incident to the role of owners, not that of customers.
 - A. Board members as owners have the right to determine and delegate the purpose of the organization.
 - B. It is inappropriate for board members to bring into board meetings their school or faculty's customer relationship with the organization, except when part of a general board monitoring of the President and Executive Director's compliance with board policies about student benefits or treatment.

POLICY TYPE: GOVERNANCE PROCESS GP #2K

POLICY TITLE: BOARD SCRIBE'S ROLE

Date Adopted by Board: February 28, 2013

Date Amended: January 15, 2015, May 19, 2015, January 26, 2016

1. Job Purpose:

- A. The Board Scribe is an employee of the corporation and is accountable to the board of directors. The Board Scribe is responsible to attend board meetings and produce high quality and accurate minute recordings.

2. Obligations to the Board:

- A. Attend all board meetings.
- B. Digitally record and transcribe the minutes of the board meetings and other meetings as required.
- C. Record all decisions accurately and objectively, with timescales for actions and indications of who is responsible for any agreed actions.
- D. Format, edit, print and compile the minutes in a timely, professional and confidential manner.
- E. Provide the board with a completed copy of the minutes at least one week before the following meeting and make necessary amendments if requested.
- F. File the board approved minutes with the related meeting documents.
- G. Sign a confidentiality agreement and code of conduct as per the governance policies of the SASLCK BOD.

3. Position Requirements:

- A. Current full-time St. Lawrence College student.
 - B. Must have achieved a GPA of 2.5 or higher in their most recent academic year.
- B. Must be able to work evenings and weekends.

POLICY TYPE: GOVERNANCE PROCESS GP#2L

POLICY TITLE: ELECTIONS GUIDELINES

Date Adopted by Board: October 29, 2013

Date Amended: January 15, 2015

In the interest of increasing member participation in elections, both as voters and as electoral candidates, the Board of Directors will ensure that the following policy is followed each year.

The Board of Directors will decide on the official election dates no later than the December Board meeting and make sure the dates are available to the student population before February 1st.

- The Chief Elections Returning Officer will be chosen by the December Board meeting.
- The Board of Directors will ensure that the campaigning period is open for a minimum of one week before elections are held.
- The Board of Directors will reasonably ensure that the campaigning period does not fall on the Spring break of any one program in a way that will impede candidate or voter participation.
- The Board of Directors will ensure that the election period is held before the last business day of March.
- The Board of Directors will maintain communications with the CERO to ensure that he/she provides candidates with sufficient resources to actively engage in the electoral process.
- The Board of Directors will maintain communications with the CERO to ensure that he/she provides the following to the candidates:
 - Opportunities to ask questions about the electoral process
 - Information on SASLCK governance and policy
 - Information on the role of student representatives and the SASLCK Board of Directors

POLICY TYPE: GOVERNANCE

PROCESS

GP #2M

POLICY TITLE: DIRECTOR ACADEMIC MONITORING POLICY

Date Adopted by Board: August 19, 2014

Board members have a responsibility to ensure they succeed in their academic work while attending St. Lawrence College as full-time students.

1. The Board will, in good faith, assume that all Directors maintain a Grade Point Average GPA of 2.5 or higher in accordance with the Student Association Eligibility Waiver Form signed by each Director at the start of their term.

2. Receiving a GPA of lower than 2.0 is cause for immediate removal from the Board of Directors. A letter referencing relevant by-laws and policies and signed by the at least two Board Members will be hand delivered to the Director by the President and Executive Director.
 - 2.1. The Director will not receive further honorariums.
 - 2.2. Directors will be removed from their position (See By-law 4.4) when:
 - Access to the Director's grades determines their GPA has fallen below 2.0.

3. A GPA of lower than 2.5 places the Director "at risk".
 - 3.1. Directors will be identified as "at-risk" when:
 - Access to the Director's grades determines their GPA has fallen below 2.5.
 - 3.2. In the event that a Director is identified as at-risk, a letter from the President and Executive Director and signed by two other Directors will be hand delivered to the at-risk Director.

3.3. This letter will include:

- A copy of the Student Association Eligibility Waiver Form signed by the Director at the start of his/her term.
- A detailed and specific timeline outlining the responsibilities of the at-risk Director as well as consequences for non-compliance as described in this policy.
- Who their Student Association Academic Advisor is and their contact information.

3.4. Responsibilities of at-risk Directors:

- Meeting with the Student Association Academic Advisor* within two weeks of receiving notice from the President and Executive Director and the signing director of their at-risk status.
- Developing a plan for academic success with Student Association Academic Advisor.
- Collaborating with faculty in the Director's program as well as the Student Success Facilitator assigned to his/her school of study.
- Scheduling a follow-up meeting with the President and Executive Director and the Academic Advisor within one month of receiving notice of their at-risk status to demonstrate that reasonable steps have been taken to improve their academic standing.

3.5. Non-Compliance:

3.5.1. Failure to schedule an appointment with an Academic Advisor and attend within the time-frame outlined in the letter from President and Executive Director and signing Directors will result in forced absences of the Director from subsequent meetings relief from other duties, and forfeit of that monthly honorarium.

3.5.2. Failure to make reasonable improvements to academic performance within one month of receiving notice of at-risk status will result in continued forced absences from board meetings and forfeited honorariums until improvements have been made and the Academic Advisor recommends the Director's participation in future meetings.

3.5.3. If the Academic Advisor, President and Executive Director and the two signing Directors find that reasonable steps have not been taken to address the academic issues of the at-risk Director, forced absences will continue with forfeit of their monthly honorarium. A signing Director may then propose a motion to the Board that the at-risk Director be impeached citing Bylaw 4.4.

3.5.4. If non-compliance has resulted in two consecutive forced absences from board meetings, the Director will be automatically dismissed with no motion required in accordance with Bylaw 4.5.

*The Student Association Academic Advisory is one of four Student Success Facilitators from the College. The individual is confirmed in their position every year by the Board Chair, the President and Executive Director and the Dean - Faculty of Arts.

POLICY TYPE: GOVERNANCE

PROCESS

GP #2N

POLICY TITLE: THE CERO'S ROLE

Date Adopted by Board: June 18, 2014

Date Amended: January 15, 2015, December 17, 2015

Job Purpose:

- A. The Chief Elections Returning Officer (CERO) is an employee of the corporation and is accountable to the Board of Directors. The CERO is responsible for facilitating the electoral process for candidates and members.

2. Obligations to the Board:

- A. Adhere to the Board's chosen timeline for candidate nominations and elections.
- B. Ensure the availability and distribution of nomination packages.
- C. Maintain clear communication with the Board regarding the candidate nomination process.
- D. Maintain clear communication with the Board regarding the electoral process.
- E. Ensure the fairness and transparency of candidate nominations and elections.
- F. Create and deliver a written report on the electoral process for the Annual General Meeting.
- G. Sign a confidentiality agreement and code of conduct as per the Governance policies of the SASLCK BOD.

3. Position Requirements:

- A. Current full-time St. Lawrence College student.
- B. Must have achieved a GPA of 2.5 or higher in their most recent academic year.
- C. Must not be a current employee of the Student Association from the start date of the position.

POLICY TYPE: GOVERNANCE

PROCESS

GP#20

POLICY TITLE: BOARD PRESIDENT & EXECUTIVE DIRECTOR HIRING COMMITTEE STRUCTURE

Date Adopted by Board: March

The Board President and Executive Director Hiring Committee Structure' purpose is to clearly outline the process for the Student Association of St. Lawrence College, Kingston (SASLCK) Board's hiring of the President and Executive Director as per Bylaw 2.2.1 (ix). The hiring committee will be responsible for the recruitment, interview and selection process and will present a report on the process as well as a recommendation to the Board of Directors. It is not the committee's role to make the final selection for the position.

The Hiring Committee will follow the structure of GP #2g with the exception of:

3. Composition:

Membership shall consist of:

- A. Maximum of three (3) board members
 - i. One (1) of these board members must be appointed as chair of the committee.
 - B. Student Association (SA) staff member –assigned by the SA President and Executive Director (Manager of Accounting and Administration).
 - C. Human Resource Professional (College or external resource).
1. The creation of a Hiring committee consists of no more than three board members, one SA Staff member, and a Human Resource Professional which will be created by board motion no later than four months prior to the anticipated start date of the new President & Executive Director.
 2. Roles:
 - A. Board members:
 - i. Committee chair: is a specifically empowered member of the committee who is also a Director on the SASLCK Board of Directors. The chair assures the integrity of the committee process and represents the committee to outside parties. The chair will ensure that the committee follows SA policy and that deliberation is fair. The chair does not have special decision making powers.

- ii. Board members appointed to this committee (including the chair) will be responsible for making a recommendation to the board of directors. They will be responsible for reviewing all applications as well as scoring all interview documents. The committee's final report to the Board will include input from these members.

B. SA Staff Member: will be available at all committee meetings and at interviews to advise and monitor the process. This individual will act as mediator and/or oversee the interview process. The staff member will act as SA representation for the committee and be available at all times via permission from the President and Executive Director.

C. Human Resource Professional: will be available at all committee meetings and interviews to advise and monitor the process. This individual will formally guide the committee in hiring procedures. All formal communication to candidates will come from this individual. This individual will act as mediator and/or oversee the interview process.

3. Committee Reports: the hiring committee will present the Hiring Committee Recommendation Report to the Board of Directors as well as their recommendation based on their findings. The report will be produced by the chair and the other board members on the committee. The report will include a recommendation page, insight to the events and interview process, as well as a copy of the questions asked in the interviews. Finally, the report will include the cover letter and resume of the successful candidate.

4. Contract for President and Executive Director: the chair of the hiring committee will present the successful candidate with a copy of the contract before the official start date. The contract will be approved by the Board of Directors during an in-camera session and in consultation with SA staff members.

5. Motions required:

A. A. Motion to Offer: Be it resolved that the SASLCK Board of Directors accepts the hiring committee's recommendation to offer the position of S.A. President and Executive Director to _____ for the term of one year, commencing March XXXX.

B. Motion to Accept: Be it resolved that SASLCK Board of Directors accepts the contract for _____ in the SA President and Executive Director Position.

6. Confidentiality – due to the degree of internal and external candidates a letter/declaration will be signed by all committee members with respect to confidentiality.

7. Communication of committee members: All communication between the committee and candidates will be handled by the HR professional.

POLICY TYPE: GOVERNANCE PROCESS GP#2P

POLICY TITLE: IN-CAMERA SESSION PROCESS (BOARD MEETING'S)

Date Adopted by Board: March 25, 2015

The governance of the Student Association St. Lawrence College (SA), Kingston sometimes requires the Board and members of senior management to discuss sensitive and confidential issues. Board meetings are not confidential as members are welcome to attend, members of staff are often in attendance to consult and meeting minutes are posted on the SA website.

This policy supports the factors of holding a session of a board meeting in-camera as well as meeting procedures and keeping of minutes.

1. Definition: In-Camera meetings involve only Directors of the Board of Directors and the President and Executive Director. It would be decided by the board as a whole and ruled by the chair as to remove any individual from this group and if necessary to explain the rationale. Typically, excusing the President & Executive Director would be done when discussing their direct performance with the board.

2. Purpose: There are times when limitations are required on attendance due to confidentiality. Matters that are generally dealt with in an in-camera session include but are not limited to:

- A. Assessing, rewarding or evaluating individuals. For example: when the Board of Directors evaluates the performance of the President and Executive Director;
- B. Discussions and dealings with other entities or persons where the information is confidential. For example: when the audit committee meets with the external auditor;
- C. Discussing human resources issues. For example: when a formal complaint is made against a Director;
- D. President and Executive Director request's. For example: when the President and Executive Director provides sensitive information or reports to the board on any matter they feel needs confidentiality.
- E. Financial, legal, Personnel, Contractual and/or other matters where decisions must be made and where a premature disclosure would be prejudicial. For example: when the hiring committee presents their decision to the Board (i.e. the hiring of a new President and Executive Director).

- F. Other matters that, in the opinion of the majority of the directors, the disclosure of which might be prejudicial to an individual or to the best interests of the SA.

3. Planning: Proper planning can minimize disruptions and assist in ensuring that an in-camera session is necessary for the proper functioning of the meeting. The Board chair or the chair of a committee has primary responsibility for managing the meeting process and is charged with ensuring the proper use of in-camera sessions.

4. Process: The Board Chair rules on in-camera matters as part of their authority in the oversight of the meeting, subject always to a contrary vote being called. In deciding how to proceed, the Chair and/or the Directors may consult with legal counsel if necessary. The Chair should determine and announce who will remain during the session as well as the rationale if there is a request for the exclusion of a Director (if the excluded member is the Chair, the Secretary is responsible for the process during the in-camera session). The Secretary will ordinarily remain and record the minutes of the session. The Chair must ensure that those members present during the in-camera session only discuss the topic for which the session was held - there is a risk that individuals whose input is necessary for effective decision-making may not be there if the discussion goes off topic.

5. Minutes: The minutes for an in-camera session should summarize Board deliberations as well as identifying any decision made during the session. The Secretary should be part of the session to keep the minutes unless the circumstances require that they also be absent. In their absence, the Chair is responsible for ensuring that an appropriate record of the meeting is kept. Minutes of an in-camera session should be distributed only to those who participated in the session. After the approval of the minutes, all relevant documents (including the minutes) should be kept confidential and separately. In some cases, the Board will determine that the in-camera factors no longer apply; in which case they should become part of the SA records. Any requests for access to in-camera minute by an individual not in attendance should be directed to the Secretary, who will consult with the Board prior to granting access to the in-camera minutes.

In camera meetings have a legitimate purpose but their use should be sparing. Because in-camera sessions restrict normal attendance, their use should be limited to those occasions when they are absolutely necessary. Typically the President and Executive Director will be present for all in-camera sessions and would only be excused when the Directors are dealing with President and Executive Directors performance/compensation or if there were an issue related to Communication and Support to the Board.

The indiscriminate use of in-camera sessions can result in miscommunications and important input not being provided. It is also important to consider that those staff who are required to carry out the will of the Board may not fully appreciate its objectives if they were not privy to the discussion. In-camera sessions held during a meeting, whether planned or impromptu, can disrupt the flow of the meeting and the continuity of management input. Efforts should be made to plan the calling of in-camera session to minimize their disruptive effect as sessions require those excluded from the session to leave the room and waiting until they are called back.