

## **PART L: BOARD OF DIRECTORS**

### **SECTION L-1 - OPERATING PROCEDURE**

#### **L-1.01. AIM**

The ASUS Board of Directors (BOD) shall serve as a Society aid and oversight body for strategic and financial planning. They shall strive to accomplish this on both an annual and long-term basis.

#### **L-1.02. MEMBERSHIP**

The Board shall consist of a minimum of nine (9) voting Directors, but may still function in the interim period before vacant positions are re-filled. The composition of the Board may be changed by three-quarters (3/4) majority vote by the Society Annual Meeting.

i. The voting members of the Board, each of whom shall receive one vote on all Board decisions, shall include:

- a) ASUS President;
- b) ASUS Vice-President;
- c) two (2) two-year student Directors to be hired by the Selection process outlined in L-1.03;
- d) five (5) one-year student Directors to be hired by the Selection process outlined in L-1.03.

The process for determining the Chair is outlined in Policy Section L-1.06.

ii. Non-voting ex-officio members of the Board shall include:

- a) all former ASUS Executive members;
- b) the ASUS Services Commissioner;
- c) the Dean (or designate);
- d) the ASUS General Manager;
- e) the ASUS Business Manager;
- f) a Scribe who shall be a paid employee of the Society;
- g) any members, as from time-to-time, the Board sees fit to include.

#### **L-1.03. SELECTION**

i. Applicants for Directorship shall be hired in accordance with Section 17 of the ASUS Constitution.

ii. The Board of Directors Selection Committee shall be struck by Assembly at least one month prior to the Society Annual Meeting, and it shall be composed of:

- a) the outgoing Vice-President (Chair);
- b) the outgoing BOD Chair;
- c) the outgoing Services Commissioner;
- d) two (2) Members-at-large.

iii. One-year term Directors shall be selected annually. Two-year term Directors shall be selected on opposing years to maintain institutional continuity.

iv. Director selections shall be ratified at the Society Annual meeting.

#### **L-1.04. RESPONSIBILITIES**

i. To control and direct funds designated to the Board, subject to any restrictions.

ii. To annually create a Society-wide long-term strategic plan, based on five (5) year projections.

iii. To assign Directors to meet once a month with Council members, to serve as Council Liaisons.

iv. To critically examine Council Members' Proposed Strategic Plans in order to comment on the Plans when they are proposed to Assembly.

v. To critically examine the Society's proposed General Budget in order to comment on the Budget when it is proposed to Assembly.

#### **L-1.05. REPLACEMENT OF VACANT POSITIONS**

i. In the event that a position is vacated before the end of its term, the Chair and the ASUS President shall inform the ASUS Assembly the next time that the ASUS Assembly meets.

ii. The ASUS Marketing Commissioner shall advertise the vacancy beginning at least one week before the position is filled at ASUS Assembly.

iii. Two weeks after Assembly is informed of the vacant position, applicants shall be nominated by voting members to present themselves to Assembly. From these applicants, the ASUS Assembly shall elect an interim member to finish the duration of the position's term.

#### **L-1.06. ELECTION OF THE CHAIR**

i. The Incoming Board of Directors members shall join the last meeting of the previous year's Board. At this meeting, the Chair shall be elected from amongst the members of the Incoming Board.

a) The election of the new Chair is the only motion to which Incoming Board members may vote, and shall only be voted on by the Incoming Board members.

ii. Members of the Incoming Board wishing to be elected as Chair shall present their names to the previous Chair, who shall call upon them to make statements. Voting shall take place by secret ballot.

iii. The position of Chair may not be held by the President or Vice-President on the Incoming Board.

#### **L-1.07. ELECTON OF THE DEPUTY CHAIR**

i. At the first September meeting of the Board of Directors, a Deputy Chair shall be elected. The Deputy Chair shall assume the role of Chair when the Chair is temporarily unable to meet the responsibilities of the position.

ii. Members of the Board wishing to be elected as Deputy Chair shall present their names to the Chair, who shall call upon them to make statements. Voting shall take place by secret ballot.

iii. The position of Deputy Chair may be held by any member of the Board.

#### **L-1.08. RESPONSIBILITIES OF BOARD MEMBERS**

i. Members shall be responsible for familiarizing themselves with the different components of the Society. In order to be effective liaisons for Council, each Director will have a designated responsibility according to whether or not said Director has a one-year or two-year term.

a) Two-year term student Directors shall be responsible for having a thorough knowledge of the responsibilities of the Executive.

b) One-year student Directors shall be responsible for having a thorough knowledge of the Commissions. There shall be one (1) one-year Director per Commission and the Board shall decide which one-year term Director needs to be familiar with which Commission.

ii. Members shall be responsible for having a reasonable understanding of:

a) the Society's financial state;

b) the Society as a whole.

#### **L-1.09. RESPONSIBILITIES OF THE CHAIR**

i. The Chair shall be responsible for the preparation of all Board agendas. Furthermore, they shall provide the Agenda to all Board members a least one (1) week prior to all Board meetings.

ii. The Chair is responsible for:

a) chairing all Board meetings and directing the discussions of the Board;

b) ensuring the Board follows Constitution and Policy.

iii. The Chair shall communicate the matters of the Board to Assembly as a guest speaker, following each Board Meeting. Matters of the Board shall include but not be restricted by Board responsibilities as outlined in Constitution and Policy, by what the Board has accomplished, spent, discussed or determined, and by other subjects of interest as determined by the Chair. These communications must include a written report submitted to the Internal Affairs Commissioner in time to be included within the Assembly Package.

iv. The Chair shall actively encourage all Directors to meet the requirements of their position, and shall act as a resource to the Directors who are unsure of how to do so.

#### **L-1.10. MEETINGS OF THE BOARD**

All meetings of the Board, subject to Board Policy, shall be open to non-Board-members unless otherwise decided by a majority of the Directors present. If a meeting is closed to the public the reason therefore shall be announced at the next Board meeting.

i. The Board shall meet within the first month of each semester, at which point the Board shall determine a monthly meeting time for the rest of the semester. Board meetings must be set so that all voting members may attend. When this is not possible, the Board shall determine a meeting time that as many voting members may attend as possible.

ii. Each meeting of the Board shall be advertised by the Internal Affairs Commissioner beginning no later than one week prior to the meeting, and shall at minimum be found on the ASUS website.

iii. Any two (2) of the following members can call a meeting at any time, with 72 hours notice given to all Board members:

- a) the Dean (or designate);
- b) the ASUS General Manager;
- c) any voting member.

When the Board acts under section L-1.10-iii) of policy, the Internal Affairs Commissioner is exempt from Section L-1.10-ii), although the Commissioner shall make their best effort to advertise the meeting nonetheless.

iv. Quorum for all meetings of the Board shall be two-thirds (2/3) of all voting members.

v. All resolution by the Board shall require a simple majority of the voting members present, unless otherwise stated in this policy manual. In the event of a tie vote, the Chair shall be permitted to cast a second and deciding vote.

#### **L-1.11. DIRECTOR DISMISSAL**

i. A member of the Board of Directors may be removed from office by a two-thirds (2/3) majority vote of ASUS Assembly, at a meeting where proper notice of such a motion has been given.

ii. The Assembly shall consider whether or not the Director in question is guilty of:

- a) behaviour unbecoming of such an office holder;
- b) an inability to perform the duties of the position satisfactorily, due to a conflict of interest or otherwise.

iii. The Assembly will consider a motion that a Director be removed from office either:

- a) on the receipt of a petition signed by at least two percent (2%) of the Members of the Society requisitioning such a motion or;
- b) at the meeting subsequent to the receiving of a written notice of a motion from a Member of the Board of Directors or a Member of Assembly.

## **SECTION L-2 - FINANCIAL RESPONSIBILITIES**

### **L-2.01. FEES AND FUNDS DESIGNATED TO THE BOARD**

i. The Board shall have full discretion over the funds designated to the Board, and full discretion over the revenues generated by fees, when they are designated to the Board.

ii. The Board's control over these funds and revenues shall be subject to all Board and Assembly Policies, and subject to the instructions and/or limitations associated with any specific funds, such as endowments, designated for oversight by the Board.

iii. The Board may only use their designated funds and fees:

- a) to serve the students, promote the Society, and ensure long-term financial sustainability in general.

- b) for Society-run and operated initiatives, unless otherwise approved by Assembly.

iv. The Board shall maintain a reserve fund in a high-interest savings account for all undirected, unused funds, until such a time as the Board decides to allocate these funds.

### **L-2.02. SOCIETY BUDGET**

i. The Board shall review the Society's proposed General Budget each year before Assembly, keeping the Board long-term strategic plan in mind as per Section L-3.01.

ii. The Board shall appoint a representative to report the Board's opinion of the Society's proposed General Budget to Assembly.

iii. The representative shall be allotted as much time to speak as the Executive when they propose the Budget.

iv. The time for the representative to speak shall occur after the Budget is proposed to Assembly by the Executive, but before debate on the motion to approve the General Budget commences.

v. The Board representative shall remain at Assembly until the Speaker ends debate on the motion, and shall speak to the motion during debate when the representative deems fit, subject to the Rules of Order.

## **SECTION L-3 - STRATEGIC PLANNING AND COUNCIL LIAISON**

### **L-3.01. LONG-TERM STRATEGIC PLANNING**

i. The Board shall be responsible for the creation of a Society-wide long-term strategic plan. This long term plan shall be based on five (5) year projections.

ii. The long-term strategic plan shall encompass all aspects of the Society, including but not limited to the:

- a) Commissions and Commissioners;
- b) Officers;
- c) Permanent staff members;
- d) ASUS Summer Camps;
- e) ASUS Orientation Week.

iii. The long-term strategic plan shall include a vision for the future where the Board may, at its discretion, include timelines for implementation of the following:

- a) An analysis of the Society's long-term strengths, weaknesses, opportunities and threats;
- b) An outline of long-term Society functions, objectives, goals, strategies and measures. This should include but not be limited to current Society functions, goals, objectives, strategies and measures.

iv. The Board shall at minimum include in the long-term strategic plan those things as mentioned in L-3.01-iii). However, the Board shall not be limited by the aforementioned.

v. During the creation and any subsequent revisions to the long-term strategic plan the Board shall consult widely and broadly with all areas of the Society.

vi. The Society long-term strategic plan shall be annually presented to Assembly prior to the Society Annual Meeting, and must achieve a two-thirds (2/3) majority approval. If Assembly does not approve of the long-term strategic plan, the Board must revise the plan for Assembly to consider at a later date.

## **SECTION L-4 - COUNCIL LIAISON**

### **L-4.01. LIAISON RESPONSIBILITIES**

i. Each student Director shall be a liaison to a specific Council member and is expected to know the responsibilities of said Council member, as per section L-1.08.

ii. As liaisons, Directors shall meet once per month with their Council member (Commissioner or Executive).

a) At these meetings, Directors and Council members shall discuss the status of the Council member's initiatives, so that the Director may report back to the Board with updates on the financial and strategic development of the Society.

iii. If required, a Council member may work alongside the designated Board liaison to address potential difficulties that the Council member has found in regards to budget or work responsibilities, as defined in Section 15.01.02 of the ASUS Constitution.

#### **L-4.02. COUNCIL STRATEGIC PLANS**

i. Council liaisons shall critically examine Council members' proposed Strategic Plan each year before Assembly, keeping the Board's long-term strategic plan in mind as per Section L-3.01.

ii. After these examinations, but still before Assembly has approved the Council Strategic Plans, Council liaisons shall present their findings to the Board.

iii. The Council liaisons shall then present the Board's opinion of each Council member's Strategic Plan, to Assembly. The Council liaisons shall be allotted as much time to speak as Council members when they propose the Strategic Plans.

iv. The time for the liaison to speak shall occur after each Strategic Plan is proposed to Assembly by the Council member, but before debate on the motion to approve the Strategic Plan commences.

v. Each Council liaison shall remain at Assembly until the Speaker ends debate on that liaison's motion regarding the Council member's Strategic Plan that said liaison is associated with. Council liaisons shall speak to the motion during debate when it is deemed fit, subject to the Rules of Order.

#### **SECTION L-5 -SOURCE OF AUTHORITY AND AMMENDING FORMULA**

##### **L-5.01. BOARD RELATION TO ASSEMBLY**

i. The Board shall be recognized as having delegated authority from the Assembly for all matters contained within Board Policy.

ii. Notwithstanding subsection L-5.01-i), the Board recognizes the supremacy of the Assembly, and its final legislative authority in all matters of the Society.

iii. Any decision made by the Board may be overturned by Assembly by a simple majority.

##### **L-5.02. AMENDING FORMULA**

i. Amendments to Constitution and Policy regarding the Board must be approved by a two-thirds (2/3) majority of Assembly, with the exception of 15.01.03 of the ASUS Constitution, and L-1.02 of Policy, both of which may only be changed by a three-quarters (3/4) majority vote of the Society Annual Meeting.

ii. The Board must be given two weeks notice before Assembly may amend Constitution or Policy regarding the Board. It is the responsibility of the Internal Affairs Commissioner to give this notice.