


Policy:	Governance Policy
Last Amended:	March 2024
Responsibility:	Board of Directors; Human Resource & Governance Committee
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Board Chair Signature:	 Ashish Ganapathy

1. GENERAL

- A. The purpose of the Board of Directors is to make sure that the Association represents its members, to oversee the Association and its President, and to make decisions in the best interests of members.
- B. All Board and committee members will contribute to fulfilling the Board’s and committees’ obligations.

2. BOARD MEETINGS AND MINUTES

- A. The Board of Directors meets at least three times each semester during the Fall and Winter terms, and at least once total during the Spring and Summer terms.
- B. All ordinary Board of Directors meetings are open to the public.
- C. The Board is responsible for approving accurate minutes of all public meetings. Once the meeting minutes of a meeting are approved (at the next meeting), the Board Secretary will make the meeting minutes available to all members of the Association.
- D. A member of the Board or the Association may recommend or ask the Board to discuss a topic by submitting a request to the Board Chair. This must happen at least three days before the scheduled meeting.

3. BOARD CHAIR ROLE

- A. The Board Chair has governing powers on the Board: they make sure that the Board's processes are legal and ethical and they represent the Board to outside organizations.
- B. The Board Chair is responsible for making sure the Board follows its policies.
- C. The Board Chair is the Chair of all Board meetings, and is responsible for the effectiveness of meetings and for seeing that meetings follow *Robert's Rules of Order*.
- D. The Board Chair may make decisions covered by Board policies and bylaws, with two exceptions:
 - i. the President's employment or limitations on the President
 - ii. if the Board delegates part of the President's power to others.
- E. The Board Chair may interpret these policies and bylaws in any reasonable way.
- F. If at least two Board members contest a decision made by the Board Chair, the Board must vote on the decision.
- G. When the Board must vote on a decision, that vote is passed by a majority (50 % of members + 1 member). The Board Chair votes only to break a tie.
- H. The Board Chair is responsible for informing the Board regarding their compensation.

4. BOARD VICE CHAIR ROLE

- A. The Board Vice Chair carries out the Chair's duties when the Chair cannot. The Board must acknowledge that the Vice Chair can do so and is suitable to replace the Chair.
- B. The Board Vice Chair must know and understand the policies and procedures of Board meetings.
- C. While carrying out the duties of the Board Chair, the Board Vice Chair must follow all policies and guidelines under BOARD CHAIR ROLE.
- D. The Board Vice Chair is responsible for overseeing the planning of board treat.
- E. The Board Vice Chair is responsible for ensuring the board receives training.

5. BOARD SECRETARY ROLE

- A. The Board Secretary is an officer of the Board whose purpose is to make sure the Board's documents are accurate, accessible to the public, and safely stored.
- B. The Board Secretary is responsible for:
 - i. taking minutes at all meetings and submitting them to the Board Chair for approval.
 - ii. making sure all approved minutes are made publicly available in a form chosen by the Board.
 - iii. making sure the SMUSA website is up to date with all policies and bylaws kept up to date and available to the public.
 - iv. making sure all documents and filings are accurately recorded and submitted within five business days.
- C. The Board Secretary must be hired before May 1st and onboarded before the first summer Board meeting.
- D. The Board Secretary may access and control Board documents.
- E. The Board Secretary must be present at all Board meetings.
- F. The President may delegate this role to a non-executive staff member.
- G. This role may take on a different name than stated above. The President may also give the Board Secretary more responsibilities.

6. BOARD COMMITTEES

- A. The Board has two types of committees: Standing Committees and Ad Hoc Committees.
- B. Standing Committees focus on specific responsibilities of the organization.
- C. There are four standing committees:
 - i. the Elections Committee
 - ii. the Human Resources and Governance Committee
 - iii. the Finance Committee
 - iv. the Society Committee
- D. Ad Hoc Committees of the Board are formed to fulfill a certain Board objective and are dissolved once the objective has been met. These committees are temporary and should be dissolved by May 1st.
- E. Ordinarily, the Board fills vacant seats on standing committees at the first meeting of the fiscal year (typically May 1), but it may add or remove members at any point during the year.
- F. Board committees are governed by their own terms of reference, and all follow these principles:
 - i. Committee meetings are closed to the public. Guests may be present if they ask to be.
 - ii. Committee business is confidential unless a clear statement says they should be made public.
 - iii. Committees or committee Chairs may not speak publicly for the committee or the Board without the approval of the Board.
 - iv. All committees are responsible for their results, and the Board holds them accountable for those results.

7. HUMAN RESOURCES AND GOVERNANCE COMMITTEE

- A. The Human Resources and Governance Committee is a committee of the Association Board of Directors, called in this section “the Committee.”
- B. The Committee is governed under the terms of reference in this section and by the Association’s governance policies.
- C. Membership and Composition
 - i. The Committee is made up of between four and five members of the Board of Directors.
 - ii. Directors remain on the committee from their appointment until:
 - (1) they resign from the Committee, or
 - (2) they are no longer a member of the Board of Directors.
 - iii. The Committee aims to appoint new members and fill any vacancies by the end of September each year.
- D. Governance and Deliberation
 - i. The Committee appoints a Chair from among its members.
 - ii. The Committee works toward consensus on decisions. The Chair leads discussion and makes sure all members have an opportunity to be heard.
 - iii. When the Board must vote on a decision, that vote is passed by a majority (50 % of members + 1 member). The Chair votes only to break a tie.
 - iv. The Chair votes only to break a tie.
 - v. The Committee Chair holds their position until the end of the fiscal year in which they are elected.
- E. Meetings

- i. The Committee meets at least twice each Fall and Winter semester, and at least once in the Spring/Summer semester.
 - ii. Quorum of any meeting is three or more members.
 - iii. The Board Chair sits on this Committee, but may not vote.
- F. Responsibilities, Authority, and Deliverables
 - i. The Committee is responsible for all policies and issues relating to the Association's governance and to the Association's employees.
 - ii. The Committee is responsible for reviewing and deciding Board honorariums and compensation for the President and full-time employees. The Committee meets at least once each year to analyze these figures and make recommendations to the Board.
 - iii. The Committee Chair gives the Board an oral report each meeting, and answers members' questions.
 - iv. The Committee Chair reports to the Board at least twice each fiscal year on progress, action, and recommendations.
 - v. The Committee may not make any binding decisions for the Association, except where noted in these terms of reference.
 - vi. The Committee may retain any counsel already being retained by the Association as long as doing so does not increase the fee of the service. Only the Board can approve any extra costs.
- G. Goals
 - i. The Committee reviews the Association's governance practices, procedures, and policies.
- H. Budget
 - i. The Board must approve all Committee spending in advance.

8. FINANCE COMMITTEE

- A. This committee is known in this section as "the Committee."
- B. Membership/Composition
 - i. The Committee is made up of between three and five voting members of the Association's Board of Directors.
- C. Terms of Membership
 - i. Directors remain on the committee from their appointment until:
 - 1) they resign from the committee or;
 - 2) they are no longer a member of the Board of Directors.
- D. Governance
 - i. Committee members are elected from the Association's Board of Directors. From amongst themselves, the committee will elect a Committee Chair. The Chair is a voting member of the committee and rules on any tied vote.
 - ii. The Committee Chair holds their position until the end of the fiscal year in which they are elected.
 - iii. Quorum of any meeting is three or more members. Votes and motions are passed by a majority vote (50% of members plus one member).
 - iv. The Chair votes only to break a tie.
 - v. The Board Chair sit on this committee but may not vote.
 - vi. The committee meets at minimum twice per term in the Fall and Winter semesters, and at least once in the Spring/Summer semester.
 - vii. The Committee will aim to appoint new members and fill vacancies, if any, by the end of September each year.
- E. Formation

- i. The Finance Committee is responsible for financial oversight of the Association’s expenses, budget, and all other financial matters that are important to the governance and oversight of the Association.
 - F. Goals
 - i. The goal of this committee is internal auditing of the Association, with other goals being set from timeto time by the Board of Directors.
 - G. Deliverables
 - i. The committee gives the Board a report of the Association’s financial situation at least twice each fiscal year. Each year, the committee meets with the Association’s President to review the upcomingbudget before it is presented to the Board.
 - H. Communications
 - i. The Committee Chair gives the Board a verbal report at each meeting, and a written report twice peryear.
 - I. Resources and Budget
 - i. All expenses proposed by the committee must be approved by the Board in advance.
 - J. Related Policies and Bylaws
 - i. This committee will be governed under these Terms of Reference, the Association’s Governance Policies, and all policies related to financial matters of the Association.
 - K. Jurisdiction
 - i. This committee may not make decisions that bind the Association in any way, except where noted inthese terms.
 - ii. The Committee is responsible for communicating relevant information and findings to the Board, andfor recommending any appropriate action.
 - iii. Upon the recommendation of the Committee, the Committee Chair may communicate with the seniorstaff (President, General Manager, Operations Manager, and the Accountant) with the purpose of requesting information of a financial nature.
9. ELECTIONS COMMITTEE
- A. General
 - i. The Elections Committee is a committee of the Association Board of Directors, called in this section “the Committee.”
 - ii. The Committee operates at arm’s length from the Board to separate the Board from the election process.
 - B. Membership and Composition
 - i. Three to five members of the Association’s Board of Directors may be members of the Committee.
 - ii. Directors sit on the committee from their appointment until
 - 1) they resign from the committee, or
 - 2) they leave the Board of Directors.
 - iii. The Committee appoints new members and fills vacancies at the first meeting of each fiscal year.
 - C. Governance and Deliberation
 - i. The committee appoints a Chair from among its members.
 - ii. Any decisions requiring a vote are passed by a majority (two members).
 - iii. The Chair votes only if there is a tie.
 - iv. The Chair holds their position until the end of the fiscal year in which they are elected.
 - v. The Chair is responsible for making sure that the Committee follows these policies.
 - D. Meetings
 - i. The committee meets at least twice each semester in the Fall and Winter semesters, and at least once in the Spring/Summer semester.
 - ii. Committee meetings are closed to the public unless the Committee decides otherwise.
 - iii. Quorum of any meeting is two or more members.

- E. Responsibilities
 - i. The Committee oversees the governance of the Association’s election process, the Chief Returning Officer (CRO) and the Deputy Returning Officer (DRO) and all associated policies.
 - ii. The Committee interviews candidates for the CRO and DRO positions and completes interviews by the last business day of September.
 - iii. The Committee recommends a CRO and DRO to the Board for approval no later than the second week of October each year.
 - iv. The Committee ensures that the CRO & DRO have a minimum of one (1) training session by the end of October with external counsel and at least one committee member present.
 - v. The Committee gives the Board a proposed election timetable from the CRO and DRO no later than the first business day of December.
 - vi. When necessary, the Committee selects people to sit on the Election Appeals Committee according to its terms of reference.
- F. Elections Budget
 - i. The Committee is responsible for maintaining the current Elections budget (“budget”) and proposing the budget for the following Elections period.
 - ii. The Budget includes but is not limited to: CRO and DRO compensation and voting software.
- G. Authority and Deliverables
 - i. The Committee Chair gives the Board an annual report on its progress, action, and recommendations at the end of each election.
 - ii. The Committee may make decisions about the governance of elections unless these policies say that the Board must approve a decision.
 - iii. The Committee may use any legal counsel already being used by the Association as long as doing so does not increase the fee of the service. If this service will add to the Association’s legal fee, the Board must approve the cost.
 - iv. The Committee works to govern elections independent of the Board or any other influence.
 - v. The Committee makes recommendations to make sure that future elections can be successful.
 - vi. The Committee may use the budget set by the Board to govern and operate elections. The Board of Directors must approve any additional amount.

10. TRAINING AND DEVELOPMENT

- A. The Board Vice Chair is responsible for training and development, with assistance from the Board Chair.
- B. The Board is responsible for orienting new Board members and improving their knowledge and skills through training.
- C. Board members will get regular orientation and training to develop their skills and to their understanding of their work.
 - i. All Board members must attend the Board training retreat held each year between April and May.
 - ii. Outgoing board members should be present at the retreat for only the first day.
- D. The outgoing Board Chair provides training for the incoming Board Chair and Board Vice Chair.
- E. The Board training and development includes but not limited to;
 - i. Basic governance training,
 - ii. Robert’s rules of order,
 - iii. Advanced bystander intervention training/Consent.
 - iv. Conflict Resolution Training.

11. COST OF GOVERNANCE

- A. The Board sets its governance budget for the following year in January.
- B. The governance budget of the Board includes:
 - i. honorariums for Board training and development
 - ii. external consulting fees
 - iii. other costs the Board or Board Chair considers appropriate
 - iv. expected compensation for the Board secretary which is paid out from the President's budget
- C. The governance budget of the Board does not include the cost of elections and of auditing Board spending.

12. BOARD MANAGEMENT DELEGATION

- A. The President is an employee of the Board and may not vote.
- B. The President presents a report at each regular Board meeting.
- C. Only motions passed by the Board are binding on the President.
- D. Decisions or instructions of individual Board members, officers, or committees are not binding on the President unless the Board has approved this authority.
- E. The Board, through the HR policy, evaluates the President's performance.
- F. The Board, through the HR policy, evaluates the General Manager's performance.
- G. The Board advises the President through strategic direction and policy