



Amended April 17th, 2014

Signed: _____

Michael Coady, Board Chair

GOVERNANCE POLICIES
Saint Mary's University Students' Association
Last Updated: April 2014

TABLE OF CONTENTS

<u>Policy Type</u>	<u>Policy Title</u>
Presidential Limitations	PL #1 Global Executive Constraint PL #2a Treatment of Clients PL #2b Treatment of Staff & Volunteers PL #2c Compensation and Benefits PL #2d Financial Condition and Activities PL #2e Financial Planning and Budgeting PL #2f Asset Protection PL #2g Communication and Support to the Board PL #2h Emergency PRESIDENT Succession PL #2i Representation on Committees
Governance Process	GP #1 Global Governance Process Policy GP #2a Governing Style GP #2b Board Job Description GP #2c Code of Conduct GP #2d Board Chair Role GP #2e Board Vice-Chair GP #2f Board Secretary Role and Delegation GP #2g Board Committee Principles GP #2h Committee Structure GP #2i Annual Planning GP #2j Governance Investment
Board-Management Delegation	BMD #1 Global Board-Management Delegation BMD #2a Unity of Control BMD #2b Accountability of the PRESIDENT BMD #2c Delegation of the PRESIDENT BMD #2d Monitoring PRESIDENT Performance
Ends	Ends #1

POLICY TYPE: Global Executive Constraint

PL #1

Date Approved by Board:

Performance Monitoring:

The PRESIDENT shall not cause or allow any organizational practice, activity, decision or circumstance, which is either:

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

POLICY TYPE: PRESIDENTIAL LIMITATIONS

PL #2a

POLICY TITLE: TREATMENT OF CLIENTS

Date Adopted by Board:

Performance Monitoring:

With respect to interactions with clients, the PRESIDENT shall not cause or allow conditions, procedures, or decisions which are unsafe, untimely, undignified, or unnecessarily intrusive.

The PRESIDENT will not:

1. Elicit Information for which there is no clear necessity.
2. Use methods of collecting, reviewing, transmitting, or storing member information that fail to protect against improper access to material.
3. Operate facilities without appropriate accessibility and privacy.
4. Operate without establishing with clients a clear understanding of what may be expected and what may not be expected from the service offered.
5. Operate without informing clients of this policy or providing a way to be heard for persons who believe that they have not been accorded a reasonable interpretation of their rights under this policy.

Date Adopted by Board:

Performance Monitoring:

With respect to treatment of paid staff or volunteers, the PRESIDENT shall not cause or allow conditions, which are unfair, undignified, disorganized or unclear.

The PRESIDENT will not:

1. Operate without written personnel procedures that:
 - a) Clarify rules for staff and volunteers,
 - b) Provide for effective handling of grievances, and
 - c) Protect against wrongful conditions.
2. Retaliate against any staff and volunteers for non-disruptive expression of dissent.
3. Fail to acquaint staff and volunteers with the PRESIDENT's interpretations of their protections under this policy.
4. Terminate a contract with full-time permanent staff unless the decision is ratified by the Board.
5. Allow staff and volunteers to be unprepared to deal with emergency situations.

POLICY TYPE: PRESIDENTIAL LIMITATIONS

PL #2c

POLICY TITLE: COMPENSATION AND BENEFITS

Date Adopted by Board:

Performance Monitoring:

With respect to employment, compensation and benefits to employees, consultants, contract workers and volunteer, the PRESIDENT may not cause or allow jeopardy to fiscal integrity or public image.

The PRESIDENT will not:

1. Change the PRESIDENT's own compensation under any circumstance and benefits may only change if package is consistent with package for all other employees.
2. Promise or imply guaranteed employment.
3. Establish current compensation and benefits that deviate materially from the geographic or professional market for the skills employed.
4. Create obligations over a longer term than revenue can be safely projected.

POLICY TITLE: FINANCIAL CONDITION & ACTIVITIES

Date Adopted by Board:

Performance Monitoring:

With respect to the actual, ongoing financial condition and activities, the PRESIDENT may not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from board priorities established in Ends policies.

The PRESIDENT will not:

1. Expend more funds than have been received in the fiscal year to date unless the board's debt guideline (point #2 below) is met.
2. Enter into a contractual or binding agreement with any external body that can reasonably be perceived to have implications extending beyond the PRESIDENT's current term without a two-thirds (2/3) ratification by the Board.
3. Incur debt in an amount greater than can be repaid by certain and otherwise unencumbered revenues within 60 days.
4. Use any long-term reserves.
5. Conduct inter-fund shifting in amounts greater than can be restored to a condition of discrete fund balances within 30 days.
6. Fail to settle payroll and debts in a timely manner.
7. Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.
8. Make a single purchase or commitment of greater than \$5,000.00 that is unplanned and unbudgeted. Splitting orders to avoid this limit is not allowed and the board will act accordingly for circumventing this policy.

POLICY TYPE: PRESIDENTIAL LIMITATIONS

PL #2d (cont'd)

POLICY TITLE: FINANCIAL CONDITION & ACTIVITIES

Date Adopted by Board:

Performance Monitoring:

9. Make capital purchase of more than \$5,000.00 without Board approval.
10. Make capital purchase from the restricted capital reserve (1992 Referendum) without Board approval.
11. Acquire or dispose of real estate.
12. Fail to aggressively pursue receivables after a reasonable grace period.

POLICY TYPE: PRESIDENTIAL LIMITATIONS

PL #2e

POLICY TITLE: FINANCIAL PLANNING AND BUDGETING

Date Adopted by Board:

Performance Monitoring:

The PRESIDENT 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 will not allow budgeting to:

1. Risk incurring those situations or conditions described as unacceptable in the Presidential Limitations policy entitled “Financial Condition & Activities”.
2. Fail to include:
 - a) Credible projection of revenues and expenses,
 - b) Separation of capital and operational items,
 - c) Cash flow analysis, and
 - d) Disclosure of planning assumptions.
3. Provide less for board priorities during the year than is set forth in the Cost of Governance Policy.

POLICY TYPE: PRESIDENTIAL LIMITATIONS

PL #2f

POLICY TITLE: ASSET PROTECTION

Date Adopted by Board:

The PRESIDENT may not allow corporate assets to be unprotected, inadequately maintained or unnecessarily risked.

The PRESIDENT will not:

1. Fail to insure adequately against theft, fire and casualty losses to a prudent replacement value and against liability losses to board members, staff, volunteers and the organization itself.
2. Allow un-bondable personnel access to material amounts of funds. If not followed; the board may appoint a bondable third party to oversee all funding transactions over a price determined by the board.
3. Subject facilities and equipment to improper wear and tear or insufficient maintenance.
4. Unnecessarily expose the organization, its board, staff or volunteers to claims of liability.
 - a. Establish societies of the organization that are high risk.
5. Receive, process or disburse funds under controls that are insufficient to meet the board-appointed auditor's standards.
6. Make any purchase:
 - a) Wherein normally prudent protection has not been given against conflict
of interest.

POLICY TYPE: PRESIDENTIAL LIMITATIONS

PL #2f (cont'd)

POLICY TITLE: ASSET PROTECTION

Date Adopted by Board:

- b) Of more than \$5,000.00 without having obtained comparative prices and quality; and
 - c) Of over \$5,000.00 without a stringent method of assuring the balance of long-term quality and cost. Orders shall not be split to avoid these criteria.
7. Fail to protect property, information and files from loss or significant damage.
 8. Invest or hold operating capital or insecure instruments, including uninsured chequing accounts and bonds of less than R-3 rating, or in non-interest bearing accounts except where necessary to facilitate ease in operational transactions.
 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 or advice, such as by engaging parties already chosen by the board as consultants or advisers.

POLICY TYPE: PRESIDENTIAL LIMITATIONS

PL #2g

POLICY TITLE: COMMUNICATION AND SUPPORT TO THE BOARD

Date Adopted by Board:

The PRESIDENT may not permit the board to be uninformed or unsupported in its work.

The PRESIDENT will not:

1. Neglect to submit monitoring data required by the board according to its policy “Monitoring PRESIDENT Performance” in a timely, accurate and understandable fashion, directly addressing provisions of the board policies being monitored, and including the PRESIDENT’s interpretations consistent with the “Delegation to the PRESIDENT” policy, as well as relevant data.
2. Let the board be unaware of any significant incidental information it requires 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’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 behaviour, which is detrimental to the work relationship between the board and PRESIDENT.
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.

POLICY TYPE: PRESIDENTIAL LIMITATIONS

PL #2g (cont'd)

POLICY TITLE: COMMUNICATION AND SUPPORT TO THE BOARD

Date Adopted by Board:

6. Allow the board to be without a workable mechanism for official board, officer or committee communications.
7. Deal with the board in a way that favors or privileges 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 an Ends or Presidential Limitations policy of the board regardless of the board's monitoring schedule.
9. Fail to submit to the board a consent agenda containing items delegated to the PRESIDENT yet required by law or contract to be board-approved, along with applicable monitoring information.

POLICY TYPE: PRESIDENTIAL LIMITATIONS

PL #2h

POLICY TITLE: EMERGENCY PRESIDENT SUCCESSION

Date Adopted by Board:

In order to protect the board from the sudden loss of PRESIDENT Services, the PRESIDENT shall not permit there to be fewer than 2 staff sufficiently familiar with board and PRESIDENT issues and procedures to enable either to take over with reasonable proficiency as an interim successor.

POLICY TYPE: PRESIDENTIAL LIMITATIONS

PL #2i

POLICY TITLE: Representation on Committees

Date Adopted by Board:

1. With regard to the appointment of student representatives to committees, the PRESIDENT may not make appointments without considering the following:

- a. Informed on the issue and capable of representing the SMUSA point of view
- b. Maximize student participation
- c. Multiple perspectives/viewpoints

POLICY TYPE: GOVERNANCE PROCESS

GP #1

POLICY TITLE: GLOBAL GOVERNANCE PROCESS

Date Adopted by Board:

The purpose of the board of directors, is to see that the Saint Mary's University Student Association:

- a) Represents the SMUSA members, with all decisions made in the best interest of the members.
- b) Achieves appropriate results for the appropriate persons at an appropriate cost (as specified in the Ends policies), and
- c) Avoids unacceptable actions and situations (as specified in the Presidential Limitations policies).

POLICY TYPE: GOVERNANCE PROCESS

GP #2a

POLICY TITLE: GOVERNING STYLE

Date Adopted by Board:

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

- An outward vision rather than internal preoccupations;
- Encouragement of diversity in viewpoints;
- Strategic leadership than administrative detail;
- A clear distinction of board and chief executive roles;
- Collective, rather than individual decisions;
- The future, rather than the past or present; and
- Pro-activity rather than reactivity.

While observing the above principles, the Board will:

1. 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 directors to substitute for the judgment of the board although the expertise of individual directors may be used to enhance the understanding of the board as a body.
2. Direct, control, and inspire the PRESIDENT through the careful establishment of broad written policies reflecting the board's values and perspectives for the best interest of the Student Association members. 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.

POLICY TYPE: GOVERNANCE PROCESS

GP #2a (cont'd)

POLICY TITLE: GOVERNING STYLE

Date Adopted by Board:

3. 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. Orient new Board members in the board's governance process and continually improve board discussion of process.
5. Monitor and discuss their 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.
7. Ensure that Roberts Rules of Order Newly Revised, 11th Editions is used to facilitate Board meetings.

POLICY TYPE: GOVERNANCE PROCESS

GP #2b

POLICY TITLE: BOARD JOB DESCRIPTION

Date Adopted by Board:

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

Accordingly, the board will:

1. Provide the linkage between the PRESIDENT and the ownership.
2. Develop 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) Presidential Limitations: Constraints on executive authority, which establish the prudence and ethical boundaries within which all presidential activity and decisions must take place. These limitations extend to the executive, hired by the PRESIDENT.
 - 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. Assure successful organizational performance on Ends and Presidential Limitations.

POLICY TYPE: GOVERNANCE PROCESS

GP #2c

POLICY TITLE: BOARD MEMBERS' CODE OF CONDUCT

Date Adopted by Board:

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.

The Board will:

1. Have loyalty to the ownership, un-conflicted by loyalties to staff, other organizations, and any personal interest as a consumer.
 2. Avoid conflict of interest with respect to their fiduciary responsibility.
- a) There must be no self-dealing or business by a director with the organization. Directors will disclose their involvements with other organizations, with vendors, or any associations that might be or might reasonably be seen as being a conflict. Directors will not hold an executive position on a student society.
 - b) When the board is to decide upon an issue about which a director has an unavoidable conflict of interest, that director shall withdraw without comment not only from the vote, but also from the deliberation.
 - c) Members directly involved with the elections process can neither apply for, nor accept, a paid position in SMUSA operations until a new election has been held, in which they had no direct involvement.
 - d) 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.

POLICY TYPE: GOVERNANCE PROCESS

GP #2c (cont'd)

POLICY TITLE: BOARD MEMBERS' CODE OF CONDUCT

Date Adopted by Board:

3. Not attempt to exercise individual authority over the organization.
 - a) Directors' interaction with the PRESIDENT or with staff must recognize the lack of authority vested in individuals except when explicitly board-authorized.
 - b) Directors' 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 has achieved any reasonable interpretation of board policy, directors will not express individual judgments of performance of employees or the PRESIDENT.
4. Will respect the confidentiality appropriate to issues of a sensitive nature.
5. Will be properly prepared for board deliberation.
6. 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.
7. Be considered as resigned if he/she is they are absent from three (3) meetings in a yearly term (May 1 – April 30).
8. Be empowered to remove a director if they are found to be in violation of the Board Members' Code of Conduct by a two-thirds (2/3) vote. Directors who have been removed due to a breach of conduct will not be eligible for employment by SMUSA for a period of eighteen (18) months.

POLICY TYPE: GOVERNANCE PROCESS

GP #2d

POLICY TITLE: BOARD CHAIR ROLE

Date Adopted by Board:

The Board Chair, 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 assigned result of the Chair'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 Chair consists within the context of decisions that fall under the topics covered by board policies (Governance Process and Board-Management Delegation), with the exception of: (a) employment or termination of the PRESIDENT
 - (b) Where the board specifically delegates portions of this authority to others.

POLICY TYPE: GOVERNANCE PROCESS

GP #2d (cont'd)

POLICY TITLE: BOARD CHAIR ROLE

Date Adopted by Board:

3. The BOARD CHAIR is authorized to use any reasonable interpretation of the provisions in these policies.
 - a) The Board Chair is empowered to chair board meetings with all the commonly accepted power of that position.
 - b) The Board Chair has no authority to make decisions about policies created by the board within Ends and Presidential Limitations.
 - c) The Board Chair has no authority to supervise or direct the President.
 - d) The Board Chair may represent the board to outside parties in announcing board-stated positions and in stating board chair decisions and interpretations within the areas delegated to him or her.
 - e) The Board Chair will ensure effective monitoring of Governance Process Policies.
 - f) The Board Chair may delegate this authority, but will remain accountable for its use.
4. In the absence of the Board Chair, the Vice Chair will chair the meeting.
5. Any decision made by the Board Chair that is officially contested by at least two Directors will require a vote to determine the outcome of the decision in question.

POLICY TYPE: GOVERNANCE PROCESS

GP # 2e

POLICY TITLE: VICE CHAIR ROLE

Date Adopted by Board:

The BOARD VICE-CHAIR will carry out the CHAIR's duties in his or her absence, with the acknowledgement from the BOARD of being capable and suitable to do so.

1. The assigned result of the VICE-CHAIR's job is that, in the absence of the CHAIR, the BOARD behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.
2. In order to protect the BOARD from the sudden loss of BOARD CHAIR services, the BOARD VICE-CHAIR shall be sufficiently familiar with policy GP#2d BOARD CHAIR ROLE, BOARD and PRESIDENT issues, and procedures necessary to enable them to take over with reasonable proficiency as an interim BOARD CHAIR.
3. While carrying out the duties of the BOARD CHAIR, the BOARD VICE-CHAIR will observe and adhere to policy GP#2d BOARD CHAIR ROLE.
 - a) The BOARD VICE-CHAIR is empowered to act with all the accepted power of the CHAIR.
4. In order to protect the BOARD from the sudden loss of secretarial services, the BOARD VICE-CHAIR shall be sufficiently familiar with policy GP#2f BOARD SECRETARY'S ROLE AND DELEGATION, as well as accepted secretarial procedures necessary to enable them to take over with reasonable proficiency as an interim secretary.

POLICY TYPE: GOVERNANCE PROCESS

GP #2f

POLICY TITLE: BOARD SECRETARY'S ROLE AND DELEGATION

Date Adopted by Board:

The board secretary is an officer of the board whose purpose is to ensure the integrity of the board's documents.

1. The assigned result of the secretary's job is to see that all board documents and filings are accurate and timely.
 - a) Policies will be current in their reflection of board decisions. Decisions upon which no subsequent decisions are to be based, such as consent agenda decisions, motions to adjourn, and staff or board member recognitions need not be placed in policy.
 - b) Bylaw elements necessary for legal compliance and for consistency with the principles of Policy Governance will be known to the board.
 - c) Requirements for format, brevity and accuracy of board minutes will be known to the PRESIDENT.
 - d) All board documents and filings are accurately recorded and submitted appropriately within five (5) business days.
 - e) The Secretary of the Board must be present at all Board meetings.
2. The authority of the secretary is access to and control over board documents.
3. The President will delegate the role to a non-Executive member.

POLICY TYPE: GOVERNANCE PROCESS

GP #2g

POLICY TITLE: BOARD COMMITTEE PRINCIPLES

Date Adopted by Board:

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.

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.
3. Board committees cannot exercise authority over staff. The PRESIDENT 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.

POLICY TYPE: GOVERNANCE PROCESS

GP # 2g (cont'd)

POLICY TYPE: BOARD COMMITTEE PRINCIPLES

Date Adopted by Board:

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.

POLICY TYPE: GOVERNANCE PROCESS

GP #2h

POLICY TITLE: BOARD COMMITTEE STRUCTURE

Date Adopted by Board:

A committee is a board committee only if its existence and charge come from the board, regardless of whether board members sit on the committee. The only board committees are those which set forth this policy. Unless otherwise stated, a committee ceases to exist as soon as its task is complete. Timely reporting to the Board shall be by submission of a written report, following each meeting, with appropriate verbal comment by the Committee chair.

1. Nominating Committee (Example only)

a. Products:

- i. Properly screened potential board members, by no later than _____, and
- ii. Well-designed board development opportunities (e.g. events, training sessions, retreats) which meet board-identified governance needs.

b. Authority

- i. To incur costs of no more than \$XX direct charges and no more than X hours of staff time.

c. Composition: Membership shall be...

POLICY TYPE: GOVERNANCE PROCESS

GP #2h (cont'd)

POLICY TITLE: BOARD COMMITTEE STRUCTURE

Date Adopted by Board:

2. Audit Committee:

d. Products:

- i. Specification of scope of audit prior to outside audit, by no later than [month] of each year
- ii. That a fully qualified external auditor conducts a competent audit annually, covering all normal audit topics and all Presidential Limitations policies determined by the board to be monitored by external means, with audit results communicated to the board no later than [date] each year.

e. **Authority:** To incur costs of no more than \$XX direct charges and no more than X hours of staff time.

f. **Composition:** Membership shall be....

POLICY TYPE: GOVERNANCE PROCESS

GP #2i

POLICY TITLE: ANNUAL PLANNING

Date Adopted by Board:

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 policy annually; and
 - b) Continually improves board performance through board education and to enriched input and deliberation.
1. The cycle will conclude each year on the last day of April so that administrative planning and budgeting can be based on accomplishing a one-year segment of the most recent statement of long term Ends.
 - a) The Ends work will be completed, each year, by a board committee established following the election and comprised of current and all newly elected board members.
 2. The cycle will start with the board's development of its agenda for the next year.
 - a) Consultations with selected groups in the ownership or other methods of gaining ownership input will be determined and arranged in the 2nd 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 2nd 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 Board Chair no later than 3 days before the board meeting.
3. Throughout the year, the board will attend to consent agenda items as expeditiously as possible.
 4. The board will decide annually in January, the compensation for the incoming PRESIDENT.
 5. The board will decide annually in January, the honorarium for board members for the following year.
 6. The board will appoint, in April of each year, the financial auditor's for the next fiscal year.
 7. The board will appoint, in September of each year, the chief returning officer.
 8. The board will appoint, in October of each year, the elections appeals committee.
 9. PRESIDENT 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 #2j

POLICY TITLE: COST OF GOVERNANCE

Date Adopted by Board:

Because poor government 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.
 - 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.
 - 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.
 - c) Outreach mechanisms will be used as needed to ensure the board's ability to listen to owner viewpoints and values.
2. Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior capability.
3. The board will establish its cost of governance budget for the next fiscal year during the month of January.

POLICY TYPE: BOARD-MANAGEMENT DELEGATION

BMD #1

POLICY TITLE: GLOBAL BOARD-MANAGEMENT DELEGATION

Date Adopted by Board:

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

POLICY TYPE: BOARD-MANAGEMENT DELEGATION

BMD# 2a

POLICY TITLE: UNITY OF CONTROL

Date Adopted by Board:

Only officially passed motions of the board are binding on the PRESIDENT.

1. Decisions or instructions of individual board members, officers, or committees are not binding on the PRESIDENT except in rare instances when the board has specifically authorized such exercise of authority.
2. In the case of board members or committees requesting information of assistance without board authorization, the PRESIDENT can refuse such requests that require, in the PRESIDENT'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

Date Adopted by Board:

The PRESIDENT 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 will never give instructions to persons who report directly or indirectly to the PRESIDENT.
2. The board will not evaluate, either formally or informally, any staff other than the PRESIDENT.
3. The board will view PRESIDENT performance as identical to organizational performance, so that organizational accomplishment of board-stated Ends and avoidance of board-prescribed means will be viewed as successful PRESIDENT performance.

POLICY TYPE: BOARD-MANAGEMENT DELEGATION

BMD #2c

POLICY TITLE: DELEGATION TO THE PRESIDENT

Date Adopted by Board:

The board will instruct the PRESIDENT through written policies that prescribe the organizational Ends to be achieved and describe organizational situations and actions to be avoided, allowing the PRESIDENT to use any reasonable interpretation of these policies.

1. The board will develop policies instructing the PRESIDENT to achieve specified results, for specified recipients, at a specified cost. These policies will be developed systematically from the broadest, most general level to more defined levels, and will be called Ends policies. All issues that are not ends issues as defined here are means issues.
2. The board will develop policies that limit the latitude that the PRESIDENT 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 Presidential Limitations policies. The board will never prescribe organizational means delegated to the PRESIDENT.
3. As long as the PRESIDENT uses *any reasonable interpretation* of the board's Ends and Presidential Limitations policies, the PRESIDENT 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 shall have full force and authority as if decided by the board.

POLICY TYPE: BOARD-MANAGEMENT DELEGATION

BMD #2c (cont'd)

POLICY TITLE: DELEGATION TO THE PRESIDENT

Date Adopted by Board:

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

POLICY TYPE: BOARD-MANAGEMENT DELEGATION

BMD #2d

POLICY TITLE: MONITORING EXECUTIVE PERFORMANCE

Date Adopted by Board:

Systematic and rigorous monitoring of PRESIDENT job performance will be solely against the only expected PRESIDENT job products: organizational accomplishment of board policies on Ends and organizational operation within the boundaries established in board policies on Presidential 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 discloses interpretations and compliance information to the board;
 - b) By EXTERNAL REPORT: in which an external, neutral 3rd party selected by the board assesses compliance with the PRESIDENT's interpretation of board policies; and
 - c) By DIRECT BOARD INSPECTION: in which a designated board member or members of the board assess compliance with the PRESIDENT's interpretation of the appropriate policy criteria.
4. In every case, the board will judge (a) the reasonableness of the PRESIDENT's interpretation, and (b) whether data demonstrates accomplishment of the interpretation.

POLICY TYPE: BOARD-MANAGEMENT DELEGATION BMD #2d (cont'd)

POLICY TITLE: MONITORING EXECUTIVE PERFORMANCE

Date Adopted by Board:

4. The standard for compliance shall be *any reasonable PRESIDENT 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. All policies that instruct the PRESIDENT will be monitored at a frequency and by a method chosen by the board. The board can monitor any policy at any time by any method, but will ordinarily depend on a routine schedule, as follows:

Policy	Frequency (Times per year)	Method (See legend below)
ENDS	3 X/yr Sept/Jan/April	IR
EL #1 Global Executive Constraint	2X/year Sept/Jan	IR
EL #2a Treatment of Clients	2 X/year Sept/Jan	IR
EL #2b Treatment of Staff	2X/Year Sept/Jan	IR
EL #2c Compensation and Benefits	2 X/year Sept/Jan	IR
EL #2d Financial Condition and Activities	4 X/year	IR
	1 X	ER
	1 X	BDI
EL #2e Financial Planning and Budgeting	2 X/year or as needed	IR
EL #2f Asset Protection	2 X/year	IR
EL #2g Communication and Support to the Board	2 X/year	IR
	1 X	BDI
EL #2h Emergency Executive Succession	2 X /year or as needed	IR
EL #2i Representation on Committees	XX	IR

Methods:

IR = Internal PRESIDENT Report

ER = External Report

BDI = Board Direct Inspection

POLICY TYPE: ENDS

ENDS #1

POLICY TITLE: ENDS

Date Adopted by Board:

The Association exists for a multitude of reasons that can be found within a separate Organizational Values Policy document. Additionally, the following policy documents should be considered in the process of any decision made by the BOARD OF DIRECTORS or the PRESIDENT:

- (1) The Act of Incorporation
- (2) The Constitution
- (3) Organizational Values Policy
- (4) Governance Policy
- (5) Elections Policy
- (6) Society Policy
- (7) Poster Policy
- (8) Sustainability Policy
- (9) Social Media Policy
- (10) External Political Representation Policy