



**GRADUATE STUDENT
ASSOCIATION**
UNIVERSITY OF WATERLOO

Special Council

Notice of Meeting
Wednesday Nov 10, 2014
4:30 PM – 6:00 PM
RCH room 204

AGENDA

Time	Open Session	Page	Action
4:30- 6:30	GSA Governance Structure, Constitution, By- laws And Policy		Discussion

*To allow council to complete a number of matters quickly and to devote more of its attention to major items of business, the agenda has been divided between items that are to be approved and/or received for information by consent and those that are to be presented individually for discussion and decision and/or information. A consent agenda is not intended to prevent discussion of any matter by the council, but items listed under the consent sections will not be discussed at the meeting unless a director so requests. Directors are supplied with the appropriate documentation for each item and all items will be approved by means of one omnibus motion. The Council will then move immediately to consideration of the items on the regular agenda.

Sonia Rahman,
GSA VP Internal, Chair

Nov 7, 2014

GSA Governance Structure

Proposed Governance Structure

Twelve Directors consisting of:
8 Directors (elected by membership, staggered 2 year term)
President (appointed by board, ratified by members, <i>ex officio</i> director)
Vice President (appointed by board, ratified by members, <i>ex officio</i> director)
2 Alumni Directors (appointed by board, staggered 2 year term)
Student Affairs Officer (appointed by board, ratified by members, <i>ex officio</i> director)
Chief Electoral Officer (appointed by board)
GSA GM as non-voting officer, corporate secretary and treasurer (Permanent officer)

Current Governance Structure

Ten Directors consisting of:
5 At-Large Directors (Elected by Members, 1 year term)
GSA GM as resource
President (Elected by Members)
VPSA (Elected by Members)
VPIN (Elected by Members)
VPEX (Elected by Members)
VPCE (Elected by Members)

A New Governance Model

The proposed new GSA board structure would be composed of two executive officers, the president and vice president, the GSA general manager as a non-voting officer to serve as corporate secretary and treasurer, eight at-large directors and two alumni at-large directors. There will also be two to three other executive: one or two external affairs officers (EAOs, e.g., one to manage CASA and the other to manage OGSA) who will report to the board (and

attend board meetings as permanent resources), and a student affairs officer (SAO, to manage council and mentorship) who will report to the board and is an *ex officio* member of the board. The GSA Board of Directors will be compliant corporate law regarding directors, except for those that defer to the GSA by-laws.

It is recommended that the president be compensated for 100 hours per week, the VP be compensated for 80 hours per month, the SAO be compensated for 40 hours per month, and each EAO be compensated for 20 hours per month. To allow for flexibility to update the roles, responsibilities, and honourarium of each executive, an appendix will be maintained with the bylaws pertaining to Directors and Executives. This appendix will be managed by the board and also be contained in a GSA Operating Manual. There should also be a board standing rule limiting students to serving only two years in the role of president or vice president under normal circumstances.

The directors should be responsible for chairing board committees and being active members on both board and council committees. The Graduate House tab for each director should be increased above the historical \$50 limit. The directorships shall be offered as eight separate two year staggered terms. The idea of having staggered directorships ensures that half of the directors will always have previous experience going in to a new year. The board will have an Executive Appointment Committee charged with recommending the appointment of the executive, officers, and alumni directors. The executive positions would require previous GSA experience on council, committees, or as a director. Directors currently serving on the Board would be eligible to apply for executive positions, but must not participate in decisions on appointments. It is assumed that any directors who are successful in being appointed as executive would resign from their current seat, which would then be available for a one or two-year term, as the case may be, by a new candidate, to maintain the desired two year staggered terms. Executive positions would be one year renewable terms (subject to performance and organizational needs), continuing the May-April cycle. The president and vice president would be *ex-officio* directors on the board. The alumni directors would also be appointed by the board at the same time as the executive, with preference given to those who have had previous governance experience with the GSA. Alumni directorships are offered as a staggered two year term and must be ratified at the General Meeting. In the event of an irregular vacancy of an executive or director (such as through resignation after May 1), the board has the power to make an interim appointment for the remainder of the term of office, up to the next appointment or election cycle.

The new president plus vice president model is meant to mitigate the large burden on the current president and VPSA, and serve as a possible avenue for succession planning. These two executives would work closely together as a partnership to provide a consistent front in meetings where possible, and would be able to address both regular presidential business, and that of the current VPSA that involves meetings in the university community. The president and vice president will serve as a two-pronged team to present a consistent contact point of the GSA to the university community and administration. The vice president role would also function as an apprenticeship for potential future presidents, allowing them to gain credibility across campus and sufficient experience in university affairs to best serve the GSA membership.

The external affairs officers should separate the roles of CASA and OGSA between them so that one person is not involved in the running of two separate organizations. The two officers can also delegate between them and involved students any other external affairs

responsibilities, such as the Waterloo Town and Gown, talks with Grand River Transit, etc. It is expected that the external affairs officers would be very involved in CASA and OGSA, preferably taking a leadership role within the organizations. The honorarium associated with this position can be re-evaluated dependent on the officer's time and involvement in the external organizations.

The student affairs officer would be in charge of chairing council, liaising with faculties and satellite campuses to maintain a strong presence of visibility with the student body, as well as dealing with internal matters. This job is essential, as councillors are the face of the GSA that students in the departments see on a regular basis, and empowering and engaging the council is the first step to engaging our larger student body. It would also be essential that this executive member would mentor and foster engaged councillors to move up the leadership ranks of the GSA, leading to knowledgeable and qualified applicants for future executive and director positions. The student affairs officer will be charged with ensuring that the executive bring projects to council and delegate work down the chain of leadership. They will also be overseeing the general activity of each committee, they are not expected to attend all committees, but they need to have a good idea of the overall state of all of the internal, policy and governance movement of the GSA.

Events for both the Graduate House and the GSA should be managed by two part-time positions, hired from the student body, each working 15 to 20 hours per month. These positions would also be responsible for sending out the GSA e-news and other social media communication with the membership. The executive are still responsible for preparing information to be communicated, but the two part-time students would compile and send the information. Ideally, these two students would also utilize volunteer help from council and the membership for events.

It is important to note that all staff members of the GSA are separate from the constitution and by-laws of the GSA, and staff report to the general manager and the board.

It is suggested that the committees of the board and council be revised to be committees of the GSA and not separated by council or board, and should include only:

- Governance Committee (board) – charged with making recommendations to the board on future changes to governance, standing rules, by-laws or other corporate matters; evaluating the performance of individual executive in the manner of an employee evaluation; determining any necessary changes in compensation due to increases or decreases in workload; and managing the portfolios of the executive positions on a year to year basis
- Policy and External Affairs Committee (council) – charged with making any necessary changes to GSA policy on a year to year basis and managing the external activities of the GSA
- Student Affairs Committee (council) – charged with working on any identified student affairs issues on campus and reporting to council on new and on-going student affairs projects including funding issues, TA issues, etc.
- Long Range Planning Committee (board) – charged with meeting to discuss the future directions of the organization and determining what changes should be made to the current operations to achieve future goals
- Executive Appointments Committee (board) – only active for the appointment of the executive, alumni directors, or interim appointments. This committee has the

power to recommend to the board which candidates should be hired for each executive and alumni position, although the president and vice president must be ratified by a vote of the members and the alumni directors must be ratified at a General Meeting

To ensure that executives do not lose time in their graduate studies it is advisable that the GSA enter discussion with the GSO to allow a pause on the graduate student's "timeline" for their degree progression for students serving as the president or vice president. To clarify this, it would be ideal for a student taking on the president or vice president role would not be paid a research ship award from their supervisor, and would be solely compensated by the GSA. This saves the student an extra year of guaranteed funding for later in their degree in the situation that they take longer to complete their degree due to their role in the GSA. Students would be allowed to continue to research in their spare time, or they could also decline the pause of their timeline and endeavor to work 80 hour weeks balancing their research and GSA responsibilities. It is also desirable for each executive officer's thesis advisor (if applicable) to receive a nominal sum from the university (\$5,000 - \$10,000) to account for decreased research expectations during the course of the student's activities with the GSA, and/or the university fund a research assistant for the students (e.g., via co-op).

Comments on Election Procedures: The president and vice president must be ratified by an online vote of the membership. The director elections can then take place in late March or early April. This will allow all new members of the executive and board to take office officially by May 1, and allow the incoming executive to shadow for the month of April. Normally (assuming no directors leave their seats to become executive), there would be 4 directors elected each March/April. Having the director elections immediately follow the executive appointment allows for current directors to apply for executive roles without vacating their seats in advance. If such directors are successful, their seats can be filled in the subsequent election, as the case may be.

The present discussion is to be augmented by parallel recommendations coming from the Policy and By-law Review Committee on reforms to the elections procedures in general.

Conclusion

The Ad-hoc Governance Committee recommends a large scale restructuring of the board of directors, the executive positions and the portfolios of the executive. We recommend that the new governance structure comprise:

- Eight directors to be elected by the membership, on staggered two year terms
- GSA General Manager as a non-voting officer of the board to act as corporate secretary and treasurer;
- A president and a vice president, who are also *ex officio* voting members of the board, to be appointed by the board on a recommendation of the Executive Appointment Committee of the board and ratified by the membership;
- Two other voting members of the board who are alumni of a University of Waterloo graduate program and not ordinary (student) members of the GSA, to be appointed by the board, on staggered two year terms;

- A Student Affairs Officer, who shall be an *ex officio* member of the board appointed by the board on a recommendation of the Executive Appointment Committee of the board and ratified by the membership;
- One or two External Affairs Officers, who are appointed by and report to the board, and are not members of the board (in extraordinary circumstances, non-officer directors may be appointed to these roles).
- Appointment of Chief Electoral Officer.

It is essential also to offload the responsibility of events/communication to a paid employee and increase the overall paid hours of the Executive to allow continued growth of the organization.