

**University of Waterloo  
Graduate Student Association**

**Policy Registry**

**version: February 18, 2020**

Chair of the Board of Directors: Rebecca Stirling \_\_\_\_\_

Corporate Secretary: Tyler B Hampton \_\_\_\_\_



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ENDS

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The Graduate Student Association – University of Waterloo exists to ensure that:

1. Every graduate student at the University of Waterloo has an overall positive social and academic experience.
  - 1.1. Graduate students have a dedicated secure working space, independent of any “wet” research lab, reasonably close to their research group and supervisor, and unrestricted access to a computer.
  - 1.2. Graduate students are aware of and have full access to any required accommodations recommended by a medical professional to promote their studies and research, and students who require these accommodations are evaluated equitably.
  - 1.3. Research-based graduate students’ net student funding levels (total funding minus tuition fees, mandatory incidental fees, and taxes) are no lower than the cost of living in Waterloo.
  - 1.4. Graduate students are not required to take non-academic work to afford their education and living costs.
  - 1.5. Graduate students at the University of Waterloo are able to pursue academic and/or nonacademic paid employment from commencement of their studies to completion without negatively impacting their funding.
  - 1.6. Every graduate student has equitable opportunity to take leaves without negatively impacting their present or future status in Canada.
  - 1.7. Graduate students have access to on-campus housing, and there exists targeted marketing of available social and academic services in residence and off-campus housing related resources.
2. Graduate students and their interests are represented and promoted in the university community.
  - 2.1. Graduate students are actively involved in deliberation and decision-making regarding the legitimate interests of the University and/or the University community.
  - 2.2. Graduate students, through the GSA, receive complete information on university proposals, and are not required to financially contribute to any proposal not approved by the GSA.
3. Graduate students and their interests are represented and promoted to federal, provincial, and municipal levels of government.
4. Individual graduate students receive assistance with specific problems they face in the university community.
5. Graduate students at the University of Waterloo are in social, intellectual, and political contact.
6. Every graduate student at the University of Waterloo has good physical and mental health.
  - 6.1. Graduate students are knowledgeable of the signs and symptoms of the most common mental illnesses and have ongoing access to training to increase awareness and support strategies.
  - 6.2. Graduate students have work spaces that promote safety and support mental and physical wellness.

ENDS

7. The University of Waterloo considers the long-term environmental sustainability of its operations to be a top priority.

EL-1 GLOBAL EXECUTIVE CONSTRAINT

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*The President shall not cause or allow any organizational practice, activity, decision, or circumstance that is either unlawful, imprudent, or in violation of commonly accepted business, professional, or academic ethics and practices.*

EL-2 RESPECT FOR PERSONS, SOCIETY, AND THE ENVIRONMENT

*With respect to the treatment of members, paid and volunteer staff, directors, councillors, and customers the President shall not cause or allow conditions that are unfair, inequitable, unsafe, unsanitary, undignified, disorganized, unclear, untimely, or unnecessarily intrusive.*

With respect to all persons, the President will not:

1. Elicit information for which there is no clear necessity.
2. Use methods of collecting, reviewing, transmitting, or storing personal information that fail to ensure appropriate privacy and protect against improper access to the material.
  - a. Fail to ensure that the organization complies with the Ontario Freedom of Information and Protection of Privacy Act.
3. Fail to ensure accessibility and human rights.
  - a. Fail to ensure that the organization complies with:
    - i. The Ontario Accessibility for Ontarians with Disabilities Act;
    - ii. The Ontario Human Rights Code.
4. Fail to acquaint persons with the President's interpretation of their protections under this policy.
5. Fail to inform persons of this policy, or to provide effective ways to be heard, and appropriate remedies, for persons who believe they have not been accorded a reasonable interpretation of this policy.
6. Fail to report to the board any complaints under this policy.

With respect to paid and volunteer staff, the President will not:

1. Operate without a written employee handbook that (a) clarify rules for staff (e.g. code of conduct), (b) provide detailed job descriptions, (c) provide for effective handling of grievances, (d) protect against wrongful conditions, such as workplace harassment, conflicts of interest, nepotism, and grossly preferential treatment for personal reasons, and (e) provide for progressive discipline.
2. Allow staff to be uninformed of external, policy, management, or operational changes that affect their work.
3. Fail to ensure safety and worker protections.
  - a. Fail to ensure that the organization complies with:
    - i. The Ontario Occupational Health and Safety Act;
    - ii. The Ontario Employment Standards Act.
4. Retaliate or allow retaliation against any employee for non-disruptive expression of dissent.
5. Allow staff to be unprepared to deal with emergency situations.

With respect to members, the President will not:

1. Fail to familiarize members with the services offered by the organization.



2. Fail to establish with members a clear understanding of what may be expected and what may not be expected from the service offered.

With respect to the treatment of society and the environment, the President will not:

1. Cause or allow capital to be invested in any asset without screening for the triple bottom line (social, environmental, and financial).
2. Cause or allow capital to be invested in tobacco, gambling, defence/weapons, or fossil fuels.
3. Fail to mitigate production by the organization of wastes that are harmful to society and the environment.
4. Fail to comply with the University of Waterloo's Campus Sustainability policies and strategies.

EL-3 ESSENTIAL SERVICES

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The President shall not cause or allow the organization to fail to provide any of the following services:

1. A supplementary health benefits plan.
2. A supplementary dental benefits plan.
3. A Grand River Transit bus pass.
4. A social club, titled “The Graduate House”.

The President will not

1. Alter the structure, functions, or cost of any essential service without prior board approval.

EL-4 FEES

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The President will not cause or allow the organization to fail to charge to members any of the following termly fees:

1. An association membership fee.
2. A supplementary health benefits plan fee, provided that a member may opt out if they supply adequate proof of equivalent coverage during the change-of-coverage period.
3. A supplementary dental benefits plan fee, provided that a member may opt out if they so request during the change-of-coverage period.
4. A Grand River Transit bus pass fee.
5. A social club fee.

The President will not

1. Cause or allow graduate students to be subjected to new fees or to increases in fees, whether administered by the organization (in which case the Corporate Bylaws also apply) or by any other party (e.g. the University), without prior approval by the Board and consultation with the Council. Proposed fees and fee increases must be explained and justified to the Board and the Council in plain language.

EL-5 FINANCIAL PLANNING/BUDGETING

*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 the Ends priorities, risk financial jeopardy, or fail to be derived from a multiyear plan.*

The President will not allow budgeting to

1. Risk incurring those situations or conditions described as unacceptable in the board policy “Financial Condition and Activities.”
2. Omit credible projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions.
3. Provide less for board and council prerogatives during the year than is set forth in the Cost of Governance policy.

EL-6 FINANCIAL CONDITION AND ACTIVITIES

*With respect to the actual, ongoing financial condition and activities, the President shall not cause or allow the development of financial jeopardy or material deviation of actual expenditures from 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 (below) is met.
2. Incur debt in an amount greater than can be repaid by certain and otherwise unencumbered revenues within sixty days.
3. Use any long-term reserves, such as the internal health reserve or contingency reserves, without prior board approval.
4. Conduct interfund shifting amounts greater than can be restored to a condition of discrete fund balances by certain and otherwise unencumbered revenues within thirty days.
5. Fail to settle payroll and debts in a timely manner.
6. Allow tax payments or other government ordered payments or filings to be overdue or inaccurately filed.
7. Make a single purchase or commitment of greater than \$10,000. Splitting orders to avoid this limit is not acceptable.
8. Acquire, encumber, or dispose of real estate.
9. Fail to aggressively pursue receivables after a reasonable grace period.

EL-7 EMERGENCY PRESIDENT SUCCESSION

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*In order to protect the Board and the Council from sudden loss of President services, the President shall not permit there to be fewer than one other senior employee, including the Vice-President, sufficiently familiar with board, council, and President issues and processes to enable them to take over with reasonable proficiency as an interim successor.*

EL-8 ASSET PROTECTION

*The President shall not cause or allow corporate assets to be unprotected, inadequately maintained, or unnecessarily risked.*

The President will not

1. Fail to insure adequately against theft and casualty and against liability losses to directors, councillors, staff, and the organization itself.
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, its council, or staff to claims of liability.
5. Make any purchase: (a) wherein normally prudent protection has not been given against conflict of interest; (b) of more than \$2,500 without having obtained comparative prices and quality from different sources; (c) of more than \$5,000 without a stringent method of assuring the balance of long-term quality and cost. Orders shall not be split to avoid these criteria.
6. Fail to protect intellectual property, information, and files from loss or significant damage.
7. Receive, process, or disburse funds under controls that are insufficient to meet the board-appointed auditor's standards.
8. 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.
9. Invest or hold operating capital in insecure instruments, including uninsured checking accounts and bonds of less than AA rating at any time, or in non-interest-bearing accounts except where necessary to facilitate ease in operational transactions.
10. Endanger the organization's public image, credibility, or its ability to accomplish Ends.
11. Change the organization's name or substantially alter its identity in the community.
12. Create or purchase any subsidiary corporation.

EL-9 COMPENSATION AND BENEFITS

*With respect to employment, compensation, and benefits to employees, consultants, contract workers, and volunteers, the President shall not cause or allow jeopardy to financial integrity, morale, or livelihoods.*

*Last Amended: November 21, 2019*

The President will not

1. Change the President's own compensation and benefits, except as those benefits are consistent with a package for all other employees.
2. Promise or imply permanent or guaranteed employment.
3. Operate without a written pay scale that (a) matches compensation with levels of skill, authority and accountability, and seniority (b) limits income inequality, such that the highest wage is no more than four times the lowest wage (including tips), and (c) prevents poverty, such that the lowest wage (including tips) is at least the current Waterloo living wage.
4. Create obligations over a longer term than revenues can be safely projected, in no event longer than one year and in all events subject to losses in revenue.
5. Establish or change retirement benefits so as to cause unpredictable or inequitable situations, including those that:
  - a. Incur unfunded liabilities.
  - b. Provide less than some basic level of benefits to all full-time employees, though differential benefits to encourage longevity are not prohibited.
  - c. Allow any employee to lose benefits already accrued from any foregoing plan.
  - d. Treat the President differently from other employees.
6. Establish a pension plan.



EL-10 COMMUNICATION AND SUPPORT TO THE BOARD

*Last Amended: February 18, 2020*

*The President shall not cause or allow the Board to be uninformed or unsupported in its work.*

The President will not

1. Neglect to submit monitoring data required by the Board in the Board-Management Delegation policy “Monitoring President Performance” in a timely, accurate, and understandable fashion, directly addressing provisions of board policies being monitored, and including President interpretations consistent with the Board-Management Delegation Policy “Delegation to the President”, as well as relevant data.
2. 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.
3. Allow the Board to be without decision information required periodically by the Board or let the Board be unaware of relevant trends. This information should normally include, but is not limited to, that listed in the appendix to this policy.
4. Let the Board be unaware of any significant incidental information it requires including anticipated media coverage, threatened or pending lawsuits, and material internal and external changes.
5. 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 that is detrimental to the work relationship between the Board and the President.
6. 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 (e.g. things of potential interest).
7. Allow the Board to be without a workable mechanism for official board, officer, or committee communications, internally and externally.
8. Deal with the Board in a way that favours or privileges certain directors over others, except when (a) fulfilling individual requests for information or (b) responding to officers or committees duly charged by the Board.
9. Fail to submit to the Board a consent agenda containing items delegated to the President yet required by law, regulation, or contract to be board-approved, along with applicable monitoring information.
10. Allow the Board to be without a Recording Secretary.

**Appendix to EL-10**

<b>Type of information</b>	<b>Description</b>	<b>Frequency</b>	<b>Month</b>
Stakeholder relations	Report on current stakeholders relations and assessment of perceptions, level of engagement, and opportunities for collaboration	Annually	March
Work plan	An overview of the actions the President anticipates to fulfill the organization's strategic priorities and Ends	Fall, winter term	September, January
Work plan progress	President's progress on actions in the work plan	Fall, winter term	November, March
Financial and operations	Overview of fund balances, financial statements, fees, and operations for preceding term	Termly	June, October, February

EL-11 COMMUNICATION AND SUPPORT TO THE COUNCIL

*The President shall not cause or allow the Council to be uninformed or unsupported in its work.*

The President will not

1. Fail to keep the Council apprised of the organization's current progress towards accomplishing Ends and addressing near-term student needs.
2. Fail to consult the Council with respect to organizational strategies for accomplishing Ends and addressing near-term student needs.
3. Fail to keep the Council apprised of the organization's compliance with Council's political positions.
4. Allow the Council to be without decision information required periodically by the Council or let the Council be unaware of relevant trends.
5. Let the Council be unaware of any significant incidental information it requires.
6. Present information in unnecessarily complex or lengthy form or in a form that fails to differentiate among information of four types: Ends, near-term student needs, organizational strategies, and representation of political positions.
7. Allow the Council to be without a workable mechanism for official Council communications, internally and externally.
8. Deal with the Council in a way that favours or privileges certain councillors over others, except when fulfilling individual requests for information.
9. Fail to support the Speaker with annual elections and by-elections.
10. Deal with candidates for councillorship in a way that favours or privileges certain candidates over others, except when fulfilling individual requests for information.
11. Allow the Council to be without a Recording Secretary.

EL-12 COMMUNICATION AND SUPPORT TO THE MEMBERSHIP

*The President shall not cause or allow the membership to be uninformed or unsupported in making decisions through general meetings or referenda.*

The President will not:

1. Cause or allow the membership to be without decision information – such as analysis of alternatives, costs projections, trade-offs, opportunity costs, risks, and uncertainties – or let the membership be unaware of relevant trends.
2. Cause or allow the membership to be unaware of any significant incidental information it requires.
3. Cause or allow information to be presented in unnecessarily complex or lengthy form.
4. Deal with the membership in a way that favours or privileges certain members over others, except when fulfilling individual requests for information.
5. Deal with candidates for directorship in a way that favours or privileges certain candidates over others, except when fulfilling individual requests for information.
6. Fail to use multiple means of communicating information so that all graduate students have ample opportunities to be informed and supported.

EL-13 REPRESENTATION

The President will not:

1. Fail to ensure that members are appointed as required to represent the organization to external governing, advocacy, and advisory bodies.
2. Fail to ensure that representatives are properly oriented, supervised and instructed, supported, and regularly debriefed.
3. Fail to ensure that representatives who perform improperly or inadequately are corrected or, if necessary, removed and replaced.
4. Fail to keep the Board and the Council apprised of the organization's representation.
5. Fail to ensure that representatives advocate the organization's political positions, or cause or allow the organization, or any of its representatives, to act contrary to its policies or political positions.
6. Cause or allow the organization to become committed to agreements with third parties that have a material effect on the organization's interests without prior board approval and, whenever appropriate, consultation with the Council.

EL-14 VICE-PRESIDENT

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*The President will not fail to recruit a Vice-President to support the work of the President. The President will not fail to follow the process for recruiting a Vice-President as determined by the Board and the Council.*

EL-15 GRADUATE HOUSE

*Last Amended: June 25, 2019*

The President shall not cause or allow:

1. Staff to be without adequate training in the knowledge and skills that they require for their work (e.g. health and safety, point-of-sale, operating procedures, service standards, etc.)
2. The Graduate House to be without a Health and Safety committee
3. The Health and Safety Committee to fail to include equal representation from Management and its staff
4. The Graduate House to be managed by someone with inadequate hospitality or management experience
5. The Graduate House to be without operating procedures, which are known to staff
6. The Graduate House to be without service standards or operating hours, which are known to staff and customers
7. Staff and Graduate House performance to go unmonitored
8. Staff hours to go unmonitored (e.g. sign-in/sign-out sheets)
9. Staff scheduling to go unsupported by a budget
10. Food, beverage, and supply inventories to go unmonitored (e.g. an alcohol reconciliation process)
11. Closing during regular hours for private events

## GP-1 BOARD JOB DESCRIPTION

*Last Amended: June 25, 2019*

*The purpose of the Board, on behalf of the graduate students at the University of Waterloo, is to ensure that the Graduate Student Association – University of Waterloo (a) achieves appropriate results for appropriate persons at appropriate cost (as specified in Ends policies), and (b) avoids unacceptable actions and situations (as prohibited in Executive Limitations policies).*

*Specific job outputs of the Board, as an informed agent of the membership, are those that ensure appropriate organizational performance.*

Accordingly, the Board will provide

1. Authoritative linkage between the membership and the operational organization.
2. Written governing policies that realistically address the broadest levels of all organizational decisions and situations.
  - a. *Ends*: Organizational impacts, benefits, outcomes; recipients, beneficiaries, impacted groups; and their priority.
    - i. The Council will recommend Ends and changes to Ends.
    - ii. The Board will consider and respond with a decision on recommended Ends and changes to Ends within sixty days of receiving a proposal from Council.
    - iii. The Board will approve Ends and changes to Ends recommended by the Council, provided that they:
      1. Are consistent with the organization's Articles of Incorporation;
      2. Are clearly written; and,
      3. Do not expose the organization to unreasonable risks.
    - iv. The Board will reject Ends or changes to Ends that fail to satisfy any of these conditions.
      1. The Board will provide the Council with a decision letter that explains why a proposed End or proposed change to an End was rejected, and, if appropriate, how the proposal can be revised to receive Board approval.
    - v. New Ends, revisions that further specify existing ends, and new sub-ends will require a rationale, which justifies narrowing the latitude with which the President' may interpret the Articles of Incorporation and/or Ends.
  - b. *Executive Limitations*: Constraints on executive authority that 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 tasks.



- d. *Council Governance Process: Specification of how the Council further conceives, carries out, and monitors the tasks delegated to it by the Board through GP-8*
      - e. *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.

GP-2 DIRECTORS' CODE OF CONDUCT

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

*Last Amended: November 21, 2019*

1. Directors must have loyalty to the membership, unconflicted by loyalties to staff, other organizations, and any personal interest as a consumer.
2. Directors must avoid conflict of interest with respect to their fiduciary responsibility.
  - a. There will be no self-dealing or business by a director with the organization. Directors 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 director has an unavoidable conflict of interest, that director shall withdraw without comment not only from the vote but also from the deliberation.
  - c. Directors will not use their board position to obtain employment in the organization for themselves, relatives, or close associates. A director who applies for employment must first resign from the Board.
3. Directors may not attempt to exercise individual authority over the organization.
  - a. Directors' interactions with the President or with staff must recognize the lack of authority vested in individuals except when explicitly board-authorized.
  - b. Directors' interactions with the public, press, or other entities must recognize the same limitation and the inability of any director to speak for the Board except to repeat 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. Directors will respect the confidentiality appropriate to issues of a sensitive nature.
5. Directors will be properly prepared for board deliberation.
6. Directors will support the legitimacy and authority of the final determination of the Board on any matter, irrespective of the director's position on the issue.
7. Should a director be absent for two consecutive meetings without regrets, or be absent from one-third of all regularly scheduled Board meetings with or without regrets (per one year period beginning with the Director's appointment or election), the Board of Directors may call a special meeting of the members with a resolution to remove the director in question.

## GP-3 GOVERNING STYLE

*The Board will govern lawfully, observing the principles of the Policy Governance model, with an emphasis on (a) outward vision rather than an internal preoccupation, (b) encouragement of diversity in viewpoints, (c) strategic leadership more than administrative detail, (d) clear distinction of board, council, and chief executive roles, (e) collective rather than individual decisions, (f) future rather than past or present, and (g) proactivity rather than reactivity.*

Accordingly,

1. The Board will cultivate a sense of group responsibility. The Board, not the staff, will be responsible for ensuring that the Board governs with excellence. The Board will 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. 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 impacts outside the staff organization, not on the administrative or programmatic means of attaining those effects.
  - a. Except as otherwise provided for in these policies, the Board will refrain from advising the Council on matters within its mandate.
    - i. Individual directors, acting in their capacity as *ex-officio members of council (non-voting)*, may take part in discussion and debate over Council matters.
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 the 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 directors in the Board's governance process and periodic board discussion of process improvement.
5. The Board will allow no officer, individual, or committee of the Board to hinder or be an excuse for not fulfilling group obligations.
6. 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.
7. Where these policies are silent, the Board will govern itself according to the latest published edition of Roberts Rules of Order Newly Revised.

GP-4 AGENDA PLANNING

*Last Amended: June 25, 2019*

*To accomplish its job products with a governance style consistent with board policies, the Board will follow an annual agenda.*

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 organization's most recent statement of long-term Ends.
2. The cycle will start with the Board's development of its agenda for the next year.
3. The Board will review the annual agenda at the start of each term, in order to consider modifications.
4. The agenda of each regular meeting of the Board will provide time for the following:
  - a. Monitoring reports (President, Speaker)
  - b. Strategic planning
  - c. Policy actions
  - d. Board self-monitoring

## GP-5 CHIEF GOVERNANCE OFFICER'S (Chair's) ROLE

*The chief governance officer (CGO), or "Chair", a specially empowered director, assures the integrity of the Board's process and, secondarily, occasionally represents the Board to outside parties.*

1. The assigned result 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 be only those issues which, according to board policy, clearly belong to the Board to decide or to monitor.
  - b. Information that is for neither monitoring performance nor board decisions will be avoided or minimized and always noted as such.
  - c. Deliberation will be fair, open, and thorough, but also timely, orderly, and kept to the point.
2. The authority of the CGO consists in making decisions that fall within topics covered by board policies on Governance Process and Board-Management Delegation, with the exception of (a) employment or termination of a President and (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, such as ruling and 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 CGO 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 area delegated to that role.
  - d. The CGO may delegate this authority, but remains accountable for its use.
3. In order to protect the Board from sudden loss of CGO services, the Board shall appoint a director to serve as Deputy CGO ("Vice Chair") who will keep sufficiently familiar with Board issues, processes, and policies to enable them to take over with reasonable proficiency as an interim successor.

## GP-6 BOARD SECRETARY'S ROLE

*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 to it that all board documents and filings are accurate and timely.
  - a. Policies will be current in their reflection of board decisions.
  - b. Decisions upon which no subsequent decisions are to be based, such as consent agenda decisions, motions to adjourn, and staff or director recognitions need not be placed in the Minutes.
  - c. Policies will rigorously follow Policy Governance principles.
  - d. Bylaws elements necessary for legal compliance and for consistency with the principles of Policy Governance will be known to the Board.
  - e. Requirements for format, brevity, and accuracy of board minutes will be known to the Secretary.
2. The authority of the secretary is access to and control over board documents, and the use of staff time not to exceed 100 hours per year.

## GP-7 BOARD COMMITTEE PRINCIPLES

*Board committees, when used, will be assigned so as 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 that has helped the Board create policy on some topic will not be used to monitor organizational performance on that 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 directors. It does not apply to committees formed under the authority of the President.

GP-8 COUNCIL

*The purpose of the Council, on behalf of the graduate students at the University of Waterloo, is to (a) elaborate on the corporate objects of the Graduate Student Association – University of Waterloo by recommending to the Board a relevant list of Ends, (b) bring to the President’s attention near-term student needs, (c) advise the President on organizational strategies to accomplish Ends and address near-term student needs, (d) serve as a forum for the political views of graduate students, and (e) declare political positions on behalf of graduate students.*

1. The Council will consist of one graduate student elected by and from each department, and one graduate student elected by and from each program not housed in a department.
  - a. The Speaker will facilitate elections and by-elections.
    - i. Elections will be free, fair, and legitimate.
    - ii. The Speaker will not deal with candidates for councillorship in a way that favours or privileges certain candidates over others, except when fulfilling individual requests for information.
    - iii. The process for elections and by-elections will be determined by the Council, and will be appended to this policy.
2. The Council will be chaired by a member elected annually by the Council and titled “Speaker”. The Speaker is empowered to preside over the Council meetings with all the commonly accepted power of that position, such as ruling and recognizing.
3. The Speaker assures the integrity of the Council process.
  - a. Meeting discussion content will be only those issues that clearly pertain to the Council’s purpose.
  - b. Information that is outside the Council’s purpose will be avoided or minimized and always noted as such.
  - c. Deliberation will be fair, open, and thorough, but also timely, orderly, and kept to the point.
4. The Council will appoint a Secretary to ensure the integrity of the Council’s documents.
5. In order to protect the Council from sudden loss of Speaker services, the Council shall appoint a councillor to serve as Deputy Speaker who will keep sufficiently familiar with Council issues, processes, and policy to enable them to take over with reasonable proficiency as an interim successor.
6. Councillors (including the President and the Vice-President) will have the following rights at Council:
  - a. To receive notice of all regular and special Council meetings;



- b. To attend all regular and special Council meetings, in open and closed session;
  - c. To speak during debate;
  - d. To move and second motions; and,
  - e. To vote.
7. Councillors will have the following rights at the Board:
  - a. To receive notice of all regular and special Board meetings;
  - b. To attend all regular and special Board meetings held in open session.
8. The Speaker will have the following rights at the Board:
  - a. To receive notice of all regular and special Board meetings;
  - b. To attend all regular and special Board meetings;
  - c. To speak during debate; and,
  - d. To move and second motions.
9. Directors will have the following rights at Council:
  - a. To receive notice of all regular and special Council meetings;
  - b. To attend all regular and special Council meetings held in open session;
  - c. To speak during debate:
    - i. As ex-officio members of council (non-voting), directors shall speak with the whole membership in mind, referring constituency matters to their councillor; and,
  - d. To move and second motions.
10. Council may submit to the Board for consideration any matter of concern, to which the Board shall respond within a reasonable timeframe. Concerns that pertain to apparent breaches of Bylaws or Policies shall receive a response within thirty days.
  - a. The Speaker will keep the Board apprised of any and all of the Council's matters of concern.
11. Council will monitor and evaluate its overall performance and that of individual councillors.
12. As long as the Council uses *any reasonable interpretation* of this policy, the Council is authorized to establish all further policies, make all decisions, take all actions, establish all practices, and develop all activities that fall within its mandate.
  - a. The Speaker will keep the Board apprised of the Council's policies, decisions, actions, practices, and activities.
  - b. The Council has no authority to supervise or direct the President.

13. Where this or the Council's policies are silent, the Council will govern itself according to the latest published edition of Roberts Rules of Order Newly Revised.

## GP-9 COST OF GOVERNANCE

*Because poor governance costs more than learning to govern well, the Board will invest in the organization's 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 directors and candidates for directorship, as well as to maintain and increase existing directors' 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 to ensure the Board's ability to listen to membership viewpoints and values.
2. Council skills, methods, and supports will be sufficient to ensure governing with excellence.
  - a. Training and retraining will be used liberally to orient new councillors and candidates for councillorship, as well as to maintain and increase existing councillors' skills and understandings.
  - b. Councillors will be trained in, and will be encouraged to use, various outreach methods to ensure that they are able to inform themselves of and represent their constituents' viewpoints and values.
  - c. Outreach mechanisms will be used to ensure the Council's ability to listen to membership viewpoints and values.
3. Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior capability. Funds will be set aside for:
  - a. Board training, including attendance at conferences and workshops.
  - b. Council training.
  - c. Audit and other third-party monitoring and organizational performance.
  - d. Surveys, focus groups, opinion analyses, and other outreach mechanisms.
  - e. Strategic planning.
  - f. Meeting costs.
4. The Board will normally establish the organization's cost of governance budget for the next fiscal year during the month of May.
  - a. The Board will normally consider the Council's governance budget request in June, but may do so earlier if the request is submitted sooner.

## GP-10 PRESIDENT TERM AND RECRUITMENT

*The President will be a highly qualified and enthusiastic graduate student at the University of Waterloo.*

1. The President will serve a one-year term, renewable once for satisfactory performance.
2. No fewer than three months before the end of the incumbent President's first term, the Board and the Council will determine whether the President should be offered a second term. If the incumbent President declines the offer of a second term, or is not offered a second term, then the Board and the Council will begin the process of recruiting a successor.
  - a. The process for recruiting a President will be determined jointly by the Board and the Council, and will be appended to this policy.
3. If the President's position suddenly becomes vacant, then the Board and the Council will normally appoint the Vice-President as interim President.
  - a. If the Vice-President is not successfully appointed by both the Board and the Council and if more than three months remain in the President's term, then the Board and the Council will jointly recruit a new President.
  - b. If the Vice President is not appointed by both the Board and the Council and if fewer than three months remain in the President's term, then the Board and the Council will appoint an interim President.
4. The Board may remove the President from office for cause at any time, or without cause with two months of paid notice.

GP-11 EXECUTIVE DIRECTOR TERM AND RECRUITMENT

*The Executive Director will be an exceptionally qualified and enthusiastic individual with demonstrated competencies and achievements related to the organization's Ends and operations.*

1. The Executive Director will be a full-time, permanent appointment, subject to a one-year probationary period.
2. No less than one year before the retirement of the incumbent Executive Director, the Board, in consultation with the Council, will begin the process of recruiting a successor.
3. If the Executive Director's position suddenly becomes vacant, then the Board, in consultation with the Council, will appoint an interim Executive Director until a permanent successor is found.

GP-12 BOARD EXECUTIVE COMMITTEE

*Last Amended: June 25, 2019*

*The Board Executive Committee (BEC) shall assist the CGO in preparing agendas for board meetings and monitoring the Board's annual agenda, and shall serve as a forum for strategic discussions, such as the development of policies.*

1. The membership of the BEC will consist of:
  - a. The CGO, who will chair the committee;
  - b. The Deputy CGO;
  - c. The Corporate Secretary;
  - d. The President; and,
  - e. Three directors, appointed by the Board and rotated each term.
2. The BEC may act on behalf of the Board on such matters as the Board may from time to time designate. The BEC will report to the Board, as expeditiously as possible, with respect to the conduct of such matters.
3. The BEC will normally meet approximately two weeks prior to the date of each regular meeting of the Board, and otherwise as required. Meetings of the BEC will be called by the CGO.

## GP-13 INITIATION OF POLICY ACTIONS

*Last Amended: July 16, 2019*

### **Policy Actions by Directors**

1. Directors may initiate changes to Board policies (within the constraints of the Articles of Incorporation and the Corporate Bylaws) by proposing, through the normal process of moving a motion at a Board meeting, to create new policies or to revise or repeal existing policies, in whole or in part.
  - a. The Board will give any proposed policy action two readings. There will be a vote at both readings.
    - i. If the proposed policy action, including any amendments, passes first reading, then notice of the proposed action will be given to the Council of no less than thirty days prior to the second reading.
      1. The Board will consider any feedback from the Council at the second reading of the proposed policy action.
      2. Notice of the proposed policy action will also be posted on the GSA website in a prominent place.
      3. In emergencies, the Board may hold second reading sooner than thirty days following the first reading with the unanimous consent of the Board.
        - a. The Board will provide a reasonable justification for the exercise of emergency powers to the Council as expeditiously as possible.
    - ii. If the proposed policy action passes second reading, then it will be instituted as set out in GP-14.
      1. Exception: Any policy action related to GP-8 may be vetoed by a two-thirds majority of councillors within thirty days of the policy action passing second reading.
    - iii. Enacted policy actions will be announced on the GSA website in a prominent place within three business days of passing second reading and will remain visible on the website for at least fourteen days.

### **Policy Actions by Councillors**

2. Councillors may initiate changes to Council policies (within the constraints of the Articles and Incorporation, the Corporate Bylaws, and Board Policies) by proposing, through the normal process of moving a motion at a Council meeting, to create new Council policies or to revise or repeal existing Council policies, in whole or in part.
  - a. The Board will be informed of any and all policy actions by Council (including first reading) within two weeks of the action.
  - b. Further details about the handling of Council policy actions may be set out in Council Governance Process Policies, pursuant to GP-8.
3. Councillors may propose changes to GP-8, for consideration by the Board.

### **Policy Actions by the President or the Vice-President**

4. As a member of the Board and the Council, the President may initiate changes to Board and Council policies.
  - a. When the President wishes to initiate a change to a Board policy, the Board will be consulted first.
    - Board approval will not be necessary for the President to continue consultations with the Council and/or the Membership.
  - b. When the President wishes to initiate a change to a Council policy (including political positions), the Council will be consulted first.
    - Council approval will not be necessary for the President to continue consultations with the Board and/or the Membership.
5. As a member of the Council, the Vice-President may initiate changes to Council policies.
  - c. When the Vice-President initiates a change to a Council policy (including political positions), the President will be consulted first.
    - Approval by the President will not be necessary for the Vice-President to continue consultations with the Council and/or the Membership.



GP-14 DOCUMENT INTEGRITY & CONTROL

1. An authoritative paper copy of all GSA-UW governing documents (the Articles of Incorporation, corporate bylaws, Board and Council policies, and political positions) will be kept secure at the GSA-UW main office.
2. A digital backup of the authoritative paper copy will be kept on a secure GSA-UW storage device.
3. The Corporate Secretary will be responsible for ensuring the integrity of the authoritative paper copy and the digital backup.
4. Any action taken by the Board, the Council, or the Membership to create, revise, or repeal governing documents will be documented on paper and certified by signature of the Corporate Secretary and the Chair of the Board or the Chair of Council, as the case may be.
5. Certified copies of new or revised governing documents will be inserted into the authoritative paper copy and the digital backup, and any repealed or replaced documentation will be retained in the archives for three years.
6. Following any action taken under section 4 of this policy, the Corporate Secretary will ensure that the text of the online copy (i.e. website) matches the authoritative paper copy.
  - a. To protect privacy, only the authoritative paper copy will bear signatures; the online copy will not bear any signatures.
7. The paper authoritative copy will prevail over the digital backup and the online copy, in the event that any inconsistency is discovered.
  - a. The Corporate Secretary will update the digital backup and/or the online copy, as required, to match the paper authoritative copy whenever an inconsistency is discovered and will report the corrections to the Board, the Council, and/or the Membership, as appropriate; the corrections will be entered into the minutes.
8. In consultation with the CEO, the Corporate Secretary may delegate the work outlined in this policy to staff.
  - a. The Corporate Secretary remains responsible for ensuring that this policy is implemented.

## GP-15 STRATEGIC PLANNING

*Last Amended: February 18, 2020*

### **Purpose:**

1. The GSA will maintain one strategic plan (hereafter GSA Strategic Plan) to provide priorities that guide the allocation of human and financial resources. It is the role of the President to lead the development and implementation of the strategic plan, where the GSA-Board of Directors monitors its implementation and the GSA-Council provides critical feedback (e.g., consulted in development).

### **Scope**

2. The Strategic Plan will be a multi-year strategic plan consisting of strategic priorities and goals that align with the Organization's mission, vision, values, and policy schedule (i.e., Ends) along with its Articles of Incorporation.

### **Timeline**

3. The organization will develop a Strategic Plan once every three years. Based on the overall organizational strategic plan, the President's work plan and annual budget will operationalize the strategic priorities and goals of the GSA. The GSA-Board and GSA-Council shall develop their own annual agendas that align with the Strategic Plan, with preference that those plans are formalized in August of each year. The planning cycle will adhere to the following schedule:
  - a. Year 1 (January) -- begin implementation
  - b. Year 2 (June) -- conduct review
  - c. Year 3 (January) -- begin planning for next cycle

### **Authority**

4. The strategic plan will be approved by the GSA Board at a meeting of the Board.

### **Strategic Plan Development**

5. The President is responsible for facilitating the process of internal/external organizational assessment as well as a comprehensive consultation process to guide the development of the strategic plan. As part of the assessment, the President will solicit input and feedback from relevant stakeholders (graduate students, departmental GSAs, Council etc.) on GSA mission, vision, values, Ends, and current issues.
6. The President will present the assessment to the Board. The Board will define strategic priorities and goals based on the assessment. This will normally be done through a strategic planning retreat where Directors will review and analyze assessments presented to set high level strategic priorities and goals.

7. The President will consolidate input from the Board and present the draft Strategic Plan to the Board for review and approval.

### **Strategic Plan Implementation**

8. The President will be responsible for implementation of the Strategic Plan through a Workplan that will outline the strategy, objectives, tactics and key performance indicators for achieving strategic priorities and goals of the GSA. The Workplan will inform the annual budget and will be approved by the Board of Directors.

### **Strategic Plan Review Committee**

9. The Committee will guide the review of the strategic plan implementation and will report to the Board on any considerations deriving from its work.
10. The Committee will have 6 members: The Chair of the Board, the Speaker of the Council (or designate), the President (or designate), one director appointed by the Board, one councillor appointed by the Council and Executive Manager.
  - a. The Committee will be chaired by the Chair of the Board or a designated director (not the President)
  - b. Members may serve for up to one year and are eligible for reappointment.
11. The Committee will meet between strategic planning cycles. Meetings will be called by the Chair.

### **Strategic Plan Monitoring and Evaluation**

12. Monitoring and evaluation of the Strategic Plan of the organization is a key role of the GSA Board aiming to ensure organizational actions lead towards strategic priorities and objectives. The board conducts ongoing monitoring and evaluation through:
  - a) Presidential Monitoring reports.
  - b) Presidential Workplan progress reports
  - c) Biannual Strategic Plan review, undertaken by the Strategic Plan Review Committee on behalf of the Board once between strategic planning cycles. A report is prepared and submitted to the Board for consideration.

## Appendix to GP-15

### Terms and Definitions

- **End/Goal:** long term goal for the organization and set in Ends Policy. -- Proposed by Council
  - *Example: Graduate students and their interests are represented and promoted to federal, provincial, and municipal levels of government.*
- **Strategic Goal/Priority:** a broad/high level primary outcome to be prioritized for the current cycle. -- Defined by the Board.
  - *Example: Make the GSA a leader in representation in Ontario by 2023*
- **Sub-goal:** a broad/high level outcome that further defines goal. -- Defined by the Board.
  - *Example: Establish ongoing two-way communication with Provincial government*
- **Strategy:** the approach used to achieve a goal. -- Defined by Management
  - *Example: establish a network with other GSAs in Ontario to increase influence*
- **Objective:** a measurable step taken to achieve a strategy. – Set by Management
  - *Example: Engage with 50% of GSAs in Ontario on a regular basis*
- **Tactic:** tools used in pursuing an objective associated with a strategy. -- Defined by Management
  - *Example: Collaborate with other GSAs to identify issues affecting graduate students and create policy brief to present to provincial government*
- **Key Performance Indicator (KPI):** measures and matrices used to assess, track and report progress towards strategic goals. -- Set by Management
  - *Example: number of GSAs engaged*

## GP-16 VICE-PRESIDENT TERM AND RECRUITMENT

*The Vice-President will be a highly qualified and enthusiastic graduate student at the University of Waterloo.*

1. The Vice-President will serve at the pleasure of the President.
2. The Vice-President will serve a one-year term, renewable once for satisfactory performance.
3. No fewer than three months before the end of the incumbent Vice-President's first term, the President will recommend to the Board and the Council whether the Vice-President should be offered a second term. If the incumbent Vice-President declines the offer of a second term, or is not recommended for a second term, then the Board and the Council will begin the process of recruiting a successor.
  - a. The process for recruiting a Vice-President will be determined jointly by the Board and the Council, and will be appended to this policy.
4. If the Vice-President's position suddenly becomes vacant, then the President will nominate an interim successor to serve out the remainder of the term.
  - a. The nominee will require approval by the Board and the Council.
5. The President may remove the Vice-President from office for cause at any time, or without cause with two weeks of paid notice.

## GP-17 RECOGNITION

*Individuals who make significant contributions, directly or indirectly, to achievement of the Ends may be recognized for contributions that go above and beyond what would normally be expected of such an individual. Recognition will normally be honorific with no monetary component; in-kind gifts are permitted.*

### **Rose Vogt Award of Excellence**

1. The Rose Vogt Award of Excellence, the organization's highest award and named after the General Manager of the organization from 1991 to 2018, may be presented once per year to an individual (or in exceptional circumstances, individuals) who demonstrates selfless dedication to graduate students.
  - a. Committee: The award will be overseen by a committee, composed of the Chief Governance Officer (CGO), the Speaker of the Council, and the Chief Executive Officer (CEO).
    - i. No individual who has been nominated for the award and who has not declined the nomination may serve on the Committee.
      1. Any such individual will automatically forfeit their seat and will be replaced.
        - a. The Council will appoint a replacement for the Speaker if they forfeit their seat.
        - b. The Board will appoint a replacement for the CGO or the CEO if they forfeit their seat.
  - b. Eligibility: Any individual for which a valid letter of recommendation was submitted by the deadline may receive the award.
    - i. An individual may receive the award only once.
  - c. Timeline: The award will be advertised over the Spring and Fall terms and presented in the Winter term.
    - i. The Committee will adopt a timeline for the year, including the deadline for submitting letters of recommendation.
  - d. Nomination: By valid letter of recommendation describing the individual's merit.
    - i. Validity: The letter must be submitted by the deadline, must be signed by ten active status graduate students (including student number), and may be maximum two pages, US letter size (21.59 x 27.94cm), normal margins (2.54cm), single spaced, and minimum 12pt font.
    - ii. The Committee will not consider any submissions other than valid letters of recommendation.
  - e. Selection: The Committee will review the valid letters of recommendation and may select one eligible nominee, by consensus of the members, to receive the award.
    - i. If, in the opinion of the Committee, no suitable individual has been nominated, the Committee is not obligated to select an individual to receive the award.

## GP-18 REFERENDA

*The purpose of referenda is decide the outcome of important issues that affect each member or a specific group of members, where their express intentions are required or their input is desired. The GSA is the sole representative of graduate students at the University of Waterloo and advocates for the rights of all students in general operating and lobbying efforts with various levels of government.*

1. Referenda will be held in accordance with the Ontario Corporations Act and GSA By-law #8.
2. Two referenda will not be called on the same issue, or two issues deemed to be equivalent, within 12 months.
3. The Board shall approve the specific wording of the question of any referendum.
4. A referendum may consist of more than one related question if deemed appropriate.
5. When the referendum is called, the Board shall decide who among the membership is eligible to vote and shall provide this information to the CRO. Normally, if the referendum is being held to determine a fee then all members of the GSA to who the proposed fee change is applicable may vote; otherwise each fee-paying member of the GSA shall be eligible to vote.
6. Voting will occur by electronic ballot for a minimum of 48 hours, and will include at least one business day.
7. No member shall be permitted to vote more than once.
8. No member shall be permitted to vote by proxy.
9. The decision by referendum may be appealed by:
  - a. A petition from a number of eligible voters that exceed the number of votes received by the prevailing side.
    - i. The Board may, with a two-thirds majority, call a second referendum.
  - b. A General Meeting, with explicit notice of motion and a two-thirds majority.
    - i. The Board will call a second referendum.
      1. The cost of the second referendum so required is to be borne by the GSA.
10. Referendum Campaigning shall be permitted as follows:
  - a. Each side in a referendum may form one committee that will be recognized officially by the CRO. Such a committee must be chaired by at least one eligible voter. In the absence of a committee chair, a contingency chair shall be appointed by the CRO. The absence of a committee for one side does not prevent the opposing side from forming a committee.
  - b. No expenses incurred by organizations external to the GSA shall be borne by the GSA. This includes the wages of paid employees, printing communications, travel, etc.
  - c. The Council, by a two-thirds majority vote, may officially decide to take a position in each referendum. An official position shall entitle the committees to cite the position of the Council. It shall not entitle a

committee to use GSA facilities that are unavailable to the other committee.



## GP-19 EMERGENCY POWERS

*Last Amended: January 21, 2020*

### **Definitions**

1. *Emergency* is a situation that requires immediate Board action and that, otherwise, poses an immediate and severe risk to the Corporation, its Ends or its members, as determined by a risk framework developed by the Board to assess the likelihood and impact of risks.
2. *Emergency powers* are the powers of the Board Executive Committee (hereinafter the Committee) arising from this policy.
3. *Authorisation resolution* is a resolution of the Committee authorizing the use of the *emergency powers*.
4. *Emergency resolution* is a resolution of the Committee exercising the *emergency powers*.

### **Power Delegation, Restrictions**

5. In between of the meetings of the Board, at the request of the Chair of the Board, the Committee may act on behalf of the Board to address an *emergency* subject to the conditions:
  - a. the emergency cannot be properly addressed without an act of the Board prior to the next regularly scheduled Board meeting; and
  - b. prior to the next regularly scheduled Board meeting
    - i. there is no possibility of scheduling a Board meeting; or,
    - ii. the Board failed to reach quorum at two consequent special and/or emergency meetings dully called for this purpose such that
      1. the directors were afforded an opportunity of remote and interactive participation, and
      2. at least one of the meetings was scheduled after regular business hours, and
      3. meetings were scheduled for 30 minutes or less.

### **Exceptions**

6. The following Board duties shall not be delegated to the Committee:
  - a. those explicitly forbidden for the delegation by the law;
  - b. appointment of the Chair of the Board and the President of the Corporation;
  - c. by-laws changes.

### **Procedures**

7. The Chair of the Board (or a designate) moves an *authorization resolution* at the meeting of the Committee and justifies that the conditions in sections 1 and 5 are met, and provides the reason the issue was not addressed at the previous Board meeting.
  - a. The *authorization resolution* requires two thirds majority.
8. Following the adoption of the *authorization resolution*, the Chair of the Board (or a designate) moves an *emergency resolution* effecting the required action, which requires majority vote of the Committee.

### **Notice to the Directors**

9. The director chairing the meeting shall notify the Board within 12 hours on the decisions of the Committee acting according to this policy.

### **Ratification**

10. The Chair of the Board (or a designate) shall submit a passed *emergency resolution* to the following meeting of the Board for ratification. The Board may confirm, reject or amend the *emergency resolution* by an ordinary motion.

### **Effective Date**

11. A passed *emergency resolution* is effective from the date of the resolution of the Committee. If the *emergency resolution* is confirmed or confirmed as amended by the Board, it remains effective in the form in which it was confirmed.

### **Ceasing to Have Effect, etc.**

12. A passed *emergency resolution* ceases to have effect if it is not submitted to the Board for ratification as required by section 10 or if it is rejected by the Board. No act done or right acquired under any such *emergency resolution* shall be retroactively affected by any such rejection, amendment or other dealing.

### **Minutes**

13. Any *authorization* or *emergency resolution*, regardless of the result of the respective votes, shall be recorded as a separate document and appended to the minutes of the previous Board meeting. This document shall also include the vote tallies and results, place and time of the votes, and attendance at the respective meeting of the Committee.

BM-1 GLOBAL BOARD-MANAGEMENT DELEGATION

*Last Amended: July 16, 2019*

*The Board's sole official connections to the operational organization, its achievements and conduct will be through a chief executive officer, titled "President", and an Executive Director.*

*The Board will employ a full-time, regular position, titled "Executive Director", who will be responsible for (i) facilitating transitions between Presidents, (ii) advising the President with respect to operational decisions and interpretations of Board policy, and (iii) executing the operational directives of the President in conformity with Board policy.*

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

*The Board will appraise the performance of the Executive Director on an annual basis; the President will be consulted during this process.*

BM-2 UNITY OF CONTROL

*Only officially passed motions of the Board are binding on the President.*

1. Decisions or instructions of individual directors, 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 directors, councillors, or committees requesting information or 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. Any requests refused by the President may be brought to the attention of the Board, for consideration, by the party that made the request.

BM-3 ACCOUNTABILITY OF THE PRESIDENT

*The President is the Board's only link to operational achievement 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, except the Executive Director.
3. The Board will view President performance as identical to organizational performance, so that organizational accomplishment of board-stated Ends and avoidance of board-proscribed means will be viewed as successful President performance.

BM-4 DELEGATION TO THE President

*The Board will instruct the President through written policies that prescribe the organizational Ends to be achieved, and proscribe 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 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 Executive Limitations policies. The Board will never prescribe organizational means delegated to the President.
3. Below the global level, a single limitation at any given level does not limit the scope of any foregoing level, e.g. nothing in EL2 limits the scope of EL1.
4. As long as the President uses *any reasonable interpretation* of the Ends and Executive 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 if decided by the Board.
5. The Board may change its Ends and Executive Limitations policies, thereby shifting the boundary between board and President domains. By doing so, the Board changes the latitude of choice given to the President. But as long as any particular delegation is in place, the Board will respect and support the President's choices.

BM-5 MONITORING President PERFORMANCE

*Last Amended: February 18, 2020*

*Systematic and rigorous monitoring of President job performance will be solely against these two expected President job outputs: organizational accomplishment of board policies on Ends and 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 information.
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, disinterested third party selected by the Board assesses compliance with board policies.
  - c. By direct board inspection, in which a designated director or directors assess compliance with the appropriate policy criteria.
3. In every case, the Board will judge (a) the reasonableness of the President's interpretation and (b) whether data demonstrate accomplishment of the interpretation.
4. The standard for compliance shall be *any reasonable President interpretation* of the board policy being monitored. The Board is final arbiter of reasonableness, but will always judge with a "reasonable person" test rather than with interpretations favoured by directors or 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 (as indicated by the Appendices to this policy). The Board can monitor any policy at any time by any method, but will ordinarily depend on a routine schedule.

**Appendix to BM-5: Monitoring Schedule**

<b>Policy</b>	<b>Method</b>	<b>Frequency</b>	<b>Month</b>
Global Executive Constraint	Internal	Annually	June
Emergency President Succession	Internal	Annually	June
Representation	Internal	Termly	June, October, February
Essential Services	Internal	Annually	June
Asset Protection	Internal	Annually	July
Compensation and Benefits	Internal	Annually	July
Fees	Internal	Termly	July, November, March
Financial Planning/Budgeting	Internal	Annually	August
Communication and Support to the Board	Internal	Annually	September
Communication and Support to the Council	Internal	Annually	September
Communication and Support to the Membership	Internal	Annually	September
Respect for Persons, Society, and the Environment	Internal	Annually	October
Financial Condition and Activities	External	Annually	February
Ends	Internal	Annually	March



**Appendix to BM-5: Other Reports**

<b>Report</b>	<b>Type</b>	<b>Frequency</b>	<b>Month</b>
Stakeholder	Informational	Annually	March
Workplan	Monitoring	Fall, Winter term	1st month
Workplan Progress	Monitoring	Fall, Winter term	3rd month
Financial and Operations	Monitoring	termly	2nd month

**Appendix to BM-5: Monitoring Report Template**

To the Board from the President: Annual Monitoring Report on the “Compensation and Benefits” policy, [Date of Report].

This is my monitoring report on your policy [Policy Type: Policy Title] presented in accordance with your monitoring schedule. I certify that the information contained in this report is true.

\_\_\_\_\_ (signed)

President

This report will monitor each provision of the above-referenced policy starting at its more detailed provisions and ending with the global provision.

*WORDING OF PROVISION:* ...[copy the exact wording from the policy for reference.]

*PRESIDENT’S INTERPRETATION:* ...[explain, and if necessary defend, how you have interpreted and operationalized this provision. Your interpretation must be reasonable and measurable.]

*DATA:* ...[present data that demonstrate fulfillment of your interpretation of the Board’s policy. Conclude with the statement “I report COMPLIANCE” or “I report NON-COMPLIANCE”. Justify any non-compliance.]

**Appendix to BM-5: President Performance Report**

Date: \_\_\_\_\_

President: \_\_\_\_\_

Policy: \_\_\_\_\_

This policy has been (Circle one)

Met Satisfactorily

Met with Recommendations

Not Met

Comments:

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Directors

Name:

Signature:

Name:

Signature:

Name:

Signature:

President

Name:

Signature:

CP-1 EXECUTIVE COMMITTEE

1. There will be a standing committee of Council called the Executive Committee.
2. The membership of this committee shall consist of the following:
  - (a) *Ex-officio*:
    - i. The Speaker of Council, who shall chair the committee.
    - ii. The Deputy Speaker of Council.
    - iii. The President of the GSA-UW or designate (preferably the Vice-President).
  - (b) Elected by Council:
    - i. One member of Council from each faculty of the university. Councillors who represent programs that do not fall under any faculty, may represent a closely related faculty to their program
3. The term of office of members elected pursuant to paragraph 2.b shall be until the end of the third academic term that they are on the committee. Members are eligible for re-election.
4. The Executive Committee shall have the following powers and duties:
  - (a) To request special meetings of Council.
  - (b) To prepare the agenda for all regular and special meetings of Council.
  - (c) To make recommendations to Council as may be necessary from time to time regarding the establishment of ad hoc committees of Council, such recommendations to include the terms of reference of any such committee and a list of nominations for the membership thereof.
  - (d) To act on behalf of Council on such matters as Council may from time to time designate.
  - (e) To report to Council, as expeditiously as possible, with respect to the conduct of such matters as shall be delegated by Council to the committee from time to time.
  - (f) To serve as a forum for strategic discussions, such as developing political positions and Ends for consideration by Council.
5. The committee shall normally hold regular meetings approximately two weeks prior to the date of each regular meeting of Council. Special meetings of the committee shall be called by the chair of the committee.

## CP-2 COUNCIL PROCEDURES

### 1. Council Meetings

- (a) Meetings of Council shall normally be held in open session.
- (b) The Speaker shall annually propose a yearly schedule of regular Council meetings, to be approved by Council.
- (c) Notice of regular or special meetings shall be served no fewer than seven calendar days in advance.
- (d) Notice of emergency meetings may be served with as little as 24 hours notice. Actions taken at an emergency meeting may be reconsidered at the next regular or special meeting.
- (e) Notices shall include the date, time, and location of meetings, which must take place on the University of Waterloo campus, and the agenda, which shall include any motions that are proposed for consideration at the meeting by the Speaker, the Council Executive Committee, or the Board of Directors, and any motions for which prior notice was given at the previous meeting or of which the Speaker was otherwise advised.
- (f) Any supporting documentation for motions proposed for consideration by the Speaker, the Council Executive Committee, or the Board of Directors must be sent to Council no fewer than three calendar days in advance of the meeting at which the motion is to be considered.
- (g) Motions may also be made from the floor with the approval of two-thirds of the present voting members.
- (h) Changes to Council Policies will require two readings, with a vote at both readings.
- (i) Quorum for meetings of Council shall be one-third of its current number of voting members. Vacant seats shall be ignored for the purpose of calculating quorum.
- (j) The Speaker shall refrain from participating in debate while presiding over meetings and shall only vote when the vote is taken by secret ballot.
- (k) Tie votes shall be considered defeated.

### 2. Membership

- (a) Graduate student members on the University Senate and/or Board of Governors shall have the privilege to attend and to speak at meetings of Council in open session. Council may grant these privileges to other graduate students on the recommendation of the Council Executive Committee. The privileges shall automatically lapse on April 30.
- (b) There shall be a standing invitation to all members of Council Standing Advocacy Committees. Commissioners shall have the right to speak to matters pertaining to their committee's mandate.
- (c) There shall be a standing invitation to all graduate students serving on University committees that make decisions on or advise on decisions that affect graduate students.
- (d) Councillors shall attend meetings; keep familiar with the business of Council; participate in committees, subject to vacancies; liaise between the Council and the students in the department they represent; and uphold the mission, vision, and values of the GSA.

### 3. Political Positions

- (a) Council's political positions shall inform the GSA's lobbying and shall be communicated to the relevant authorities whenever appropriate. A political position shall consist of both a statement of the position and the rationale for its adoption.
- (b) A list of Council's political positions shall be maintained on the GSA website in a widely accessible format.
- (c) The Council Executive Committee shall conduct a yearly review of the political positions and shall recommend to Council any modifications or repeals.

**4. E-Votes**

- (a) For limited time-sensitive matters as determined by CEC, notice of a special or emergency e-vote may be served under the same notice period as a special or emergency meeting, respectively.
- (b) An e-vote will consist of:
  - i. A motion to allow the matter to be considered by e-vote, which requires a two-thirds majority of the votes cast; and
  - ii. Any subsequent motions pertaining to the matter at hand.
  - iii. A mover and a seconder for each subsequent motion.
- (c) Voting will be open for a twenty-four (24) hour period and shall include a business day.
- (d) The result of the vote on each motion, including the number of votes casts, the number for, the number against, and the number of abstentions, will be communicated promptly at the close of voting.
- (e) Quorum for an e-vote will be the same as quorum for a Council meeting.
- (f) If the first motion fails, the ballots for all subsequent motions will be destroyed, and a subsequent emergency meeting will be called to allow discussion of the issues. Otherwise, any subsequent motions will pass or fail by simple majority of votes cast.
- (g) Any motion passed as the result of an e-vote has the same force and effect as if it were passed during a special or emergency meeting.

## CP-3 TRAINING

### CP-3 TRAINING

1. Councillors shall have the right to receive training on and be knowledgeable of the *intended learning outcomes*, as defined in Appendix A.
2. The CEC shall:
  - (a) Develop, review, and periodically update a Council Training Handbook, to be made available to all Councillors.
  - (b) Design and conduct orientation sessions for new and returning councillors each term
  - (c) Research and select additional training opportunities for councillors on an on-going basis.
  - (d) Not fail to adequately ensure that councillors have access to the above.
  - (e) Assess the effectiveness of its training procedures on a recurring basis.
3. The Speaker shall ensure the CEC is adequately trained to perform its duties listed above.

## Appendix 3A: Intended Learning Outcomes

Councillors are aware of and familiar with the following:

- GSA Structure
- GSA Corporate Documents
- Council Processes
- Roles and Responsibilities of Councillors
- Good Practices of Engagement with Constituents
- GSA Services
- On-Campus Services
- University Policies (e.g. 30, 33, 42, 70/71/72)
- University Wide Committees
- Current and Recent Issues Brought Forward at Council Meetings

## CP-4 COUNCILLORS' ELECTIONS AND TERMS

1. **Elections:** In accordance with GP-8.1, each department, and each program not housed within a department, will elect an active graduate student from among its members to be its representative at Council.
  - (a) Unit associations may hold elections for councillors for any department (or program) whose students it represents on behalf of the GSA.
    - i. If there is only one nominee, the nominee will assume office by acclamation.
    - ii. The position of councillor may be a duty of a member of the executive of the unit association, provided the executive position is elected and this duty is listed in the unit association's constitution.
  - (b) Any department (or program) not represented by a unit association will have its councillor election conducted by the GSA in accordance with the following:
    - i. Notice of the election and a call for nominations will be made approximately one month prior to the start of the next academic term.
    - ii. The call for nominations will be open for two weeks.
    - iii. The list of nominees will be provided, and an electronic vote will be held the following week.
    - iv. If there is only one nominee, the nominee will assume office by acclamation.
  - (c) Councillors' term of office will commence within a month of the start of an academic term and be for a maximum of one year. Councillors are eligible for re-election.
  - (d) A list of departments/programs whose elections will be held by its unit association on behalf of the GSA, and the term which a new councillor's term commences, will be appended as an appendix to this policy.
2. **Terms:** Except in extenuating circumstances, a councillor's term will be concluded and the department's (or program's) seat will become vacant under the following conditions:
  - (a) The councillor is no longer an active graduate student in the department (or program).
  - (b) The councillor assumes the office of Director, Speaker, President, or Vice-President.
  - (c) The councillor did not attend, and did not send regrets for, a regular or special meeting of Council.
  - (d) The councillor did not attend, and did not appoint a proxy for, two of the last four regular or special meetings of Council.
  - (e) The councillor did not attend three of the last four regular or special meetings of Council.
3. **Vacancies:** If a department's (or program's) seat at Council becomes vacant or is not filled by election:
  - (a) The unit association representing that department (or program) shall appoint an interim councillor whose term of office shall be until the end of the current academic term. If the unit association fails to appoint an interim councillor within two weeks of notice of the vacancy, the Speaker will appoint a member of the unit association executive as interim councillor. If the Speaker deems such an appointment would be inappropriate, or the department (or program) is not represented by a unit association, the Speaker will call for nominations from the department (or program) and appoint an interim councillor from among the nominees.
  - (b) If necessary, a by-election will be held in accordance with CP-5.1, and the elected councillor's term will commence at the beginning of the following academic term.



## Appendix 4A: Departments and Programs

<b>DEPARTMENT</b>	<b>UNIT ASSOCIATION</b>	<b>TERM</b>
<b>Applied Health Sciences</b>		
Kinesiology	KGSA	Spring
Recreation & Leisure Studies	GARLS	?
School of Public Health and Health Systems	SPHHS-GSA	?
Master of Social Work		
<b>Arts</b>		
Accounting & Finance		
Public Issues Anthropology		
Classical Studies		
Master of Digital Experience Innovation (MDEI)		
Economics		
English Language & Literature	SAGE	Fall
Fine Arts		
French Studies	l'AEESF	Fall
Germanic & Slavic Studies		
History	TUGSA	Spring
Master of Peace and Conflict Studies	Peace and Conflict Studies	?
Philosophy	PGSA	*Fall
Political Science	PSGSA	*Spring
Master of Public Service (MPS)		
Psychology	GASP	Spring
Religious Studies		
Sociology		
<b>Engineering</b>		
Architecture	SWAG	?
Master of Business, Entrepreneurship, and Technology (MBET)		
Chemical Engineering	CEGSA	Winter
Civil & Environmental Engineering	CE2GA	Spring
Electrical & Computer Engineering	ECEGSA	Spring
Management Sciences		
Mechanical & Mechatronics Engineering	MMEGA	Spring
Systems Design Engineering	Systems Design Engineering	?

CP-4 COUNCILLORS' ELECTIONS AND TERMS

<b>Environment</b>		
Geography and Environmental Management (GEM)	EGSA	?
Global Governance		
School of Environment, Enterprise, and Development (SEED)	EGSA	?
School of Environment, Resources, and Sustainability (SERS)	EGSA	?
School of Planning	AGP	*Winter
<b>Mathematics</b>		
Applied Mathematics	MGSA	Fall
Combinatorics & Optimization	MGSA	Fall
Computational Mathematics	MGSA	Fall
Computer Science	CSGSA	Fall
Pure Mathematics	MGSA	Fall
Statistics & Actuarial Sciences	MGSA	Fall
<b>Science</b>		
Biology	BGSA	Fall
Biochemistry & Chemistry	CGSS	Spring
Earth and Environmental Science	EGSA	Winter
Physics and Astronomy		Fall
Pharmacy	PhGA	Fall
Vision Science	GIVS	Spring
<b>Theology</b>		
Catholic Thought		
Theological Studies		

CP-5 ELECTION OF THE SPEAKER

1. In accordance with GP-8.4, Council will annually elect a Speaker.
2. No later than March 1 of each year, the Council Executive Committee will advertise the position of Speaker and call for nominations.
  - (a) If any member of the Council Executive Committee, including the current Speaker, becomes, or seeks to become, a candidate for Speaker, the member shall recuse themselves from any discussion pertaining to electing the next Speaker.
3. Nominations will be open for at least two weeks.
4. Nominees will be invited to meet with the Council Executive Committee prior to the election.
5. The Council Executive Committee will prepare a confidential report to Council commenting on the suitability of each nominee.
  - (a) The CEC will otherwise not endorse a particular candidate.
6. An election will be held by secret ballot at the regular April meeting of Council.
  - (a) The candidate receiving the highest number of votes shall assume the position.
  - (b) If only one nomination is received, the nominee will not be acclaimed. A ballot with the nominee's name will be used, and they will win if more votes are cast 'yes' than 'no'.
    - i. If the candidate does not receive more 'yes' votes than 'no' votes, then the Council will appoint an interim Speaker, and will reopen nominations for an election at the subsequent meeting of Council.

CP-6 STANDING ADVOCACY COMMITTEES

1. There shall be standing committees of Council, with the purpose of monitoring items outside the GSA, for the development of timely Ends and political positions.
2. Standing Advocacy Committees shall be established on the following themes:
  - (a) **Finance & Economy**, which monitors campus, local, provincial, and federal financial and economic policy that is relevant to the GSA's ends, e.g. changes to the TA/RA rates (campus), changes to the GRT pass (local), changes to the provincial rent increase guideline (provincial), changes to OSAP (provincial), changes to federal-provincial education tax transfers (federal), etc.
  - (b) **Study, Teaching, and Research**, which monitors primarily campus policy and issues that are relevant to the GSA's academic ends, e.g. curricula, TA/RA working conditions, student-supervisor relations, etc.
  - (c) **Social & Environment**, which monitors local, provincial, and federal social and environmental policy that is relevant to the GSA's ends.
  - (d) **Elections**, which monitors local, provincial, and federal politics that is relevant to the GSA's end and develops information and/or recommendations for graduate students on how to vote in elections, i.e. in order to increase the political clout of graduate students at UW.
3. Each committee will be headed by a Commissioner, elected annually by Council.
  - (a) The Speaker will request an honorarium for each commissioner as part of Council's Cost of Governance request.
4. Commissioners will receive training, which will be arranged by the Speaker.
5. Commissioners will be responsible for determining the terms of reference for their committee, for approval by Council.
6. Commissioners will be responsible for training the members of their committees.

## CP-7 GOVERNING STYLE

*The Council will govern itself ethically and responsibly, observing the principles of the Policy Governance model, with an emphasis on (a) outward and forward vision rather than an internal preoccupation, (b) principled leadership over the Ends of the GSA-UW, (c) encouragement of diversity in viewpoints, (d) collective rather than individual decisions, (e) responsiveness to one another and to the needs of student members. Accordingly,*

1. Council will cultivate a sense of group responsibility. The diversity and expertise of individual Councillors may be used to enhance the understanding of Council as a body but will not substitute for the judgment of Council as a whole.
2. Council will be responsible for ensuring that the GSA-UW has appropriate Ends to pursue.
3. Council will act with the discipline needed to fulfill its mandates with excellence. Discipline will apply to matters such as attendance, preparation for meetings, respect of roles and procedural principles, and ensuring the continuance of Council's capability to operate.
4. Continual Council development will include orientation of new Councillors to Council process and periodic discussion of process improvement.
5. Council will allow no officer, individual, or committee to hinder or be an excuse for not fulfilling group obligations.
6. Council will monitor itself and its Councillors at regular intervals, in accordance with the appended Council Monitoring Report.

Appendix 7A: Council Monitoring Report

<b>Mandate / Responsibility</b>	<b>Compliant?</b>	<b>Supporting Data</b>
<b>Mandates</b>		
a) Recommending Ends		
b) Raising Near-term Student Needs		
c) Advising the President		
d) Serve as Forum for Political Views		
e) Declare Political Positions		
<b>GP-8 Council</b>		
1. Elected Councillors (c.f. CP-4)		
2. Speaker (c.f. CP-5)		
3. Integrity of Council Process		
4. Council Secretary		
5. Deputy Speaker		
<b>Council Governance Process</b>		
1. CEC Responsibilities		
2. Council Procedures		
3. Training Opportunities		
6. Standing Advocacy Committees		
7. Governing Style		
<b>Councillors' Responsibilities</b>		
Attendance		
Familiarity of Business with Council		
Committee Participation		
Liaising with Department		
Uphold Mission, Vision, Values		
Attend Training		
Familiarity with ILOs (c.f. CP-3A)		