

## UWSA By-law Information Session

Wednesday, October 20, 2021

Event: <https://uwaterloo.ca/staff-association/events/uwsa-law-information-session>

Recording: [https://uofwaterloo-my.sharepoint.com/:v:/g/personal/kabecker\\_uwaterloo\\_ca/Edpt25z2ziBOuwNwFvwSUL4BIZ0-bU1GIn-Enbm\\_4Arfw?email=kathy.becker%40uwaterloo.ca](https://uofwaterloo-my.sharepoint.com/:v:/g/personal/kabecker_uwaterloo_ca/Edpt25z2ziBOuwNwFvwSUL4BIZ0-bU1GIn-Enbm_4Arfw?email=kathy.becker%40uwaterloo.ca)

### Q&A

Q - During the presentation, it was stated the by-law is 99% compliant with the newly implemented Ontario Not-for-Profit Corporations Act (ONCA). What is still missing?

A - There is nothing conceptually missing; just some of the by-law terminology needs changing. For example, Annual General Meetings are now to be called Annual Meetings.

Q – Could you clarify the roles of the three Presidents currently and in the new system?

A – The President-elect, President and Past President all remain with much of the same accountabilities, but they will no longer be Directors of the Board and will have no voting rights. They will still attend board meetings. ONCA does not allow remuneration for any Director and since the UWSA President receives remuneration, cannot be a Director. and a stipend. Much of what is changing will allow separation between governance (Board) and operations (staff); the President runs the organization, and the Board provides strategic oversight; roles are clarified.

Q – I'm surprised the President does not have a vote - even as a tiebreaker?? Did I hear that correctly?

A – There will be nine Directors, so tie breaking votes will be rare. When the need arises, the By-law contains the mechanism.

Q – How does the UWSA reach out to members who are on leave, given staff on leave are not supposed to be reading emails from work?

A – Members on leave remain on our mailing list and are fully supported by the UWSA. Members on a leave may opt to provide an alternative email address if necessary.

Q – Article 11.2 states Directors will serve a term of three years, renewable through election for up to a maximum of three consecutive terms. Is it possible to serve for two terms, step down, and then return to serve three more consecutive terms?

A – Yes, the clock begins again after a break in service.

Q – As a member of the current Nominating Committee, how does the By-law affect my position on this committee?

A - The By-law establishes two standing committees of the Board; Finance and Governance and Nominations. To avoid confusion, the existing Nominating Committee will need to be renamed, but the work of this important committee – appointing UWSA members to committees – will continue.

The other committees named in the Constitution will now be overseen by the operations team, who will begin work on updating Terms of Reference for each committee.

Q - In concept, is the focus is that the board is strategic (set longer term goals) and the President is operational (current issues and tactical plans to support longer term goals)?

A – Yes, that is exactly what we are trying to do.

Q – With changes being vast, were the people involved unanimous with support?

A – The proposed changes may seem vast, but they are designed to bring us into compliance with ONCA. This has been a multi-year process involving different Presidents and Boards over time. The Governance Committee has kept the Board updated, and the Board fully supports this updated By-law. Substantial changes here are the Presidents being moved to operations and the creation of two new Officer roles: the Chair and Vice-chair. The new Governance and Nominations Committee will oversee the By-law changes.

Q - Can this be revisited in a year for tweaks?

A – Certainly; the proposed By-law includes detailed steps for amending the By-law. If approved, the Governance and Nominations Committee will oversee the implementation of the By-law. They will also be tasked with development, reviewing, and recommending amendments or revisions to By-law. Any revisions would, of course, be brought back to the Membership for approval.