



A Blueprint for Student Driven, Professionally Supported Student Associations

February 20, 2015

Prepared By:
Michael Hughes

Prepared For:
Acadia Students' Union
Cape Breton University Students' Union
Dalhousie Agricultural Students' Association
Saint Mary's University Students' Association
St. Francis Xavier University Students' Union

1649 Barrington St
Halifax, NS B3J 1Z9

To: Acadia Students' Union
Cape Breton University Students' Union
Dalhousie Agricultural Students' Association
St. Francis Xavier University Students' Union
Saint Mary's University Students' Association

February 13, 2015

To Whom It May Concern:

Attached to this letter you will find *A Blueprint for Student Driven, Professionally Supported Student Associations*, with a supplement indicating specific considerations for your particular students' union or association. In the opinion of the Advisory Committee, these documents fulfill the terms of reference prepared by the steering committee for the independent student union democratic governance review.

I would like to take this opportunity to outline the steps taken to ensure the Student Union Independent Democratic Governance Review was conducted independently, pursuant to the Terms of Reference. Students Nova Scotia representatives' involvement did not extend any further beyond participation in preparation of the report's Terms of Reference, appointment of the Reviewer and Advisory Committee, and interviews with the researcher. The Advisory Committee was duly appointed by the Steering Committee and did not include any active Students Nova Scotia representatives. The Reviewer, Michael Hughes, completed the report fully autonomously. The Advisory Committee assessed whether the report fulfilled the Terms of Reference and provided the only substantive feedback to the Reviewer – see the letter of the Advisory Committee Chair. No Students Nova Scotia representative was privy to the report prior to approval by the Advisory Committee.

Please be assured that this report provides the independent assessment and recommendations of the Reviewer.

Respectfully submitted,



Brandon Hamilton

Chair, Student Union Democratic Governance Review Steering Committee

Table of Contents

ABOUT THE AUTHOR	V
ABBREVIATIONS	VI
GLOSSARY OF TERMS	VII
LIST OF FIGURES	IX
EXECUTIVE SUMMARY	1
1. Introduction	1
2. Results	1
3. Recommendations	2
1.0 INTRODUCTION	5
1.1 Report Context	5
1.2 Report Objectives	5
1.3 Methodology	6
1.4 Overview of Report	9
2.0 RESULTS	10
2.1 Role of Student Associations	10
2.2 Student Association — University Relations	11
2.3 Student Association Governance has not adapted to Organizational Growth	12
2.4 Elections	18
2.5 Conclusions	21
3.0 RECOMMENDATIONS	21
3.1 Recommendations for Defining the Role of Student Associations	21
3.2 Recommendations for Student Association – University Relations	22
3.3 Recommendations for Board Changes	23
3.4 Recommendations for Professional Meetings and Office Environment	31
3.5 Recommendations for Elections	33
3.6 Recommendations for Ownership Linkage	37

3.7 Recommendations for Service Delivery.....	42
3.8 Recommendations for Subsidiary Governance.....	44
3.9 Conclusion.....	45
Appendix A: Terms of Reference.....	46
Appendix B: Discussion Group Questions.....	51
Appendix C: Open Submission Questions.....	52
Appendix D: Interview Questions.....	53
Appendix E: Participants.....	54
Appendix F: Governance Document Templates.....	57
Appendix F1: Act of Continuance Template.....	58
Appendix F2: Bylaws Template.....	60
Appendix F3: Policy Governance Manual Template.....	65
Appendix F4: Annual Governance Calendar Template.....	81
Appendix F5: Meeting Agenda Template.....	84
Appendix G: Policy Governance Source Document.....	86
Appendix H: Report Acceptance.....	89
Appendix I: Bibliography.....	90

ABOUT THE AUTHOR

Michael Hughes is a PhD candidate in the Department of Political Studies at Queen's University and received his undergraduate degree from SMU where he was involved with both SMUSA and StudentsNS (formerly ANSSA) in roles focused on elections management, organizational policy, and governance. He served as Chief Returning Officer of SMUSA (2007–2008), was a delegate to ANSSA student assemblies, and served in a variety of other formal and informal roles, including as a candidate for the SMUSA executive. Michael has also previously worked as part of an independent research team funded by a Government of Ontario grant to review participatory governance practices, regulatory change, and Aboriginal consultation processes related to mineral resource regulation in Ontario. In coordination with a team, Michael has prepared and conducted interviews with representatives of key stakeholders including governments, industry, Aboriginal communities, and NGOs, and has experience in cross-cultural settings on politically sensitive topics. He has co-authored two papers on participatory governance produced from the research findings.

ABBREVIATIONS

AMICCUS-C – Association of Managers in Canadian College University and Student Centres

ASU – Acadia Students' Union

CASA – Canadian Alliance of Student Associations

CBUSU – Cape Breton University Students' Union

DASA – Dalhousie Agricultural Students' Association

NBSA – New Brunswick Student Alliance

OUSA – Ontario Undergraduate Student Alliance

SFXSU – St. Francis Xavier University Students' Union

SMUSA – Saint Mary's University Students' Association

StudentsNS – Students Nova Scotia

GLOSSARY OF TERMS¹

Act of Incorporation – A piece of legislation that legally creates a corporation.

Annual Governance Calendar – An annual schedule of routine governance activities and board work.

Any Reasonable Interpretation – The authorization to take a superior at his or her word – that is, to follow instructions using whatever interpretation the subordinate chooses, so long as he or she can demonstrate that the interpretation is a reasonable one.

Bylaws – The internal rules and regulations established by a corporation to regulate itself (some Student Associations use the term “constitution”).

Chief Executive Officer – The CEO (General Manager) holds the top level of executive authority beneath the governing authority of the full board. The CEO runs the organization with full authority to take action and make decisions about ends and staff means as long as they fulfill a reasonable interpretation of board policies in the Ends and Executive Limitations categories.

Chief Governance Officer – The CGO (President) is “first among equals” on the board, with responsibility for ensuring that the board follows its own rules and those imposed by external authorities. The CGO, at the behest of the board, runs the board (but is not the boss of it), with full authority to take actions and make decisions about the board’s means as long as they fulfill a reasonable interpretation of board policies in the Governance Process and Board-Executive Linkage categories.

Constituency-Specific Representatives – Board members elected to represent a specific group or community (e.g. first-year students, mature students, international students).

Consumer – The person or population for whom results are to occur.

Council/Board – A group of peers empowered to make decisions on behalf of someone else.

Councillor/Director/Board Member – A member of the board.²

Governance – The exercise of authority, direction, and control of an organization in order to translate owners’ wishes into organizational performance.

Governing Board – A group of peers who have total accountability for an organization, along with total authority over it, as owner-representatives on behalf of the owners. The board has cumulative responsibility for the organization and performs the work of ownership linkage, policy development, and performance monitoring.

Ownership/Membership/Students – The group on whose behalf the board governs.

Ownership Linkage – An ongoing dialogue between the board and the ownership on the organization’s Ends. This dialogue is targeted to ensure the board receives input representative of the entire ownership.

Policy – A value or perspective that underlies action.

¹ Language used in the definitions of Any Reasonable Interpretation, Chief Executive Officer, Chief Governance Officer, Board, Consumer, Governance, Governing Board, Management, Ownership, Policy, Policy Categories John Carver, *Boards that Make a Difference* (San Francisco: Jossey-Bass, 2006), 371-378. Language used in the definition of Governance is drawn from Mel D. Gill, *Governing for Results: A Director's Guide to Good Governance* (Victoria: Trafford, 2005). Language used in the definitions of Ends, Executive Limitations, Board-Executive Linkage, and Board Process is drawn from John Carver, “A Team of Equals,” *Board Leadership* (1995), 7.

² In this report, the terms board and board member will be used for council and councillor/director respectively.

Policy Categories – The defined topics (Ends, Executive Limitations, Board-Executive Linkage, and Governance Process) in which board policies are grouped. The categories are chosen for their congruence with governance principles, not for their utility within management. They are derived by first separating ends and means, then separating the board's means from management means, then dividing the board's means into two parts of ease of use.

Ends – The board defines which human needs are to be met, for whom, and at what cost. Written with a long-term perspective, these mission-related policies embody most of the board's part of long-range planning.

Executive Limitations – The board establishes the boundaries of acceptability within which staff methods and activities can be responsibly left to staff. These limiting policies, therefore, apply to staff means rather than to ends

Board-Executive Linkage – The board clarifies the manner in which it delegates authority to staff as well as how it evaluates staff performance on provisions of the Ends and Executive Limitations policies.

Governance Process – The board determines its philosophy, its accountability, and specifics of its own job

Policy Governance® – An integrated conceptual model of governance which produces owner-accountable, productive organizations, designed by Dr. John Carver.

Single Transferable Vote – A system of proportional representation for selecting owner-representatives to multimember constituencies through ranked voting.

Student Association – A student-owned, not-for-profit consumer advocacy and service delivery corporation.

Subsidiaries – Sub-entities within the Student Association for whom the association fulfills a function comparable with that of the provincial Registrar of Societies for not-for-profit corporations within the province.

Workgroup Board – A group of peers that perform the dual-function of governance and staff work on behalf of the owners.

LIST OF FIGURES

- 2.1** Original Student Associational Organizational Structure: Workgroup Board – 13
- 2.2** Current Student Association Organizational Structure: Workgroup Board with Full-time Staff – 15
- 2.3** Current Student Control Relative to Organizational Size: Workgroup Board – 16
- 3.1** General Organizational Structure: Governing Board – 24
- 3.2** Student Association Organizational Structure: Governing Board – 25
- 3.3** Organizational Roles within Student Associations – 26
- 3.4** Student Control Relative to Organizational Size: Governing Board – 27
- 3.5** The Ownership Linkage Process Cycle – 40

1. Introduction

This report is an examination of the governance of five university student associations in the province of Nova Scotia. It identifies current governance challenges and shortcomings for student associations, as well as best practices used to address these challenges. The report also provides detailed recommendations drawn from best practices and input from various stakeholders and experts in the field.

The report was organized and financially supported by the participating student associations in conjunction with StudentsNS. Additional funding was provided by the Democracy 250 Youth Engagement Legacy Trust. Participating student associations include:

- Acadia Students' Union
- Cape Breton University Students' Union
- Dalhousie Agricultural Students' Association
- St. Francis Xavier University Students' Union
- Saint Mary's University Students' Association.

Recently, several student associations across the country have faced significant challenges due to high profile incidents of misconduct. These incidents have strengthened calls for increased university oversight of the operations of student associations. At stake is the degree to which student associations are autonomous and can represent the interests of their members to the university, its stakeholders, and the wider community.

The purpose of this report is to identify governance shortcomings and best practices at student associations in Nova Scotia and to develop a governance resource for future student leaders. To this end, the report is a resource upon which student associations may draw in order to improve their accountability, transparency, accessibility, and democratic processes.

The methodology selected for this report uses variable means and is designed to gather a wide range of feedback from industry stakeholders within the participating student associations and across the country. Interviews are the primary evidence used in this report. Focus groups and an open submission process were also used. This primary evidence was supplemented by a review of the literature on not-for-profit governance.

2. Results

The role of student associations on campus is poorly understood. Some respondents noted that many students are not aware of the existence of the student association and do not understand its role or purpose on campus in spite of the fact that all students pay mandatory fees to finance the association. Two words are frequently used with reference to student associations and their function: union and government. These terms misrepresent the role and purpose of a student association for its members. Student associations are not-for-profit corporations that perform advocacy and service delivery on behalf of an identifiable constituency within the university community: students.

Student leaders, students, student association staff, university presidents, and disinterested third-party experts were united in their belief that student unions must remain autonomous organizations within the university community. All sides agreed that students and the university are best served by having a strong, well-governed, autonomous student association advocating on behalf of the interests of students and providing programmes and services where needed. Respondents argued that, at its best, the relationship between the university and student association can be a close partnership in which

programmes can be developed together, student consultation is actively sought prior to decisions being made, economies of scale in service provision can be realized, and there is a relationship of openness, trust, and respect. While student associations should remain autonomous, several respondents noted that the relationship between universities and student associations is asymmetrical. It is incumbent on student associations to recognize that their actions impact the reputation of the larger institution and events, programmes, and action taken by the student association must consider the consequences both for the student association and for the university's reputation.

The governance structure of the participating student associations has changed very little since they were first incorporated. Student associations still use a workgroup board despite significant expansion in the size and complexity of the organizations since incorporation, and the addition of many full-time and part-time staff. Changes to association governance have resulted in ad-hoc and temporary change, rather than systemic transformation. Governance problems within student associations are directly related to the preservation of the workgroup board model despite organizational change. Put another way, governance has not evolved to adapt to organizational growth. The governance problems identified by respondents are not the result of poor execution of the workgroup board model, but the workgroup board model itself. Rather than governing the association, student leaders are placed in a position wherein they react to or approve an increasing amount of staff and management work, rather than lead through governance. As a result, students have long since lost ownership control of their organization because the board's time is devoted to approving management work, and not leadership.

Student control of student associations has also eroded because boards do not govern with representative input from the student body. By not targeting consultation efforts and focusing on board representation rather than collecting representative input, boards do not govern with input representative of the ownership meaning that the ownership does not fully control the organization.

Low participation in student association elections is a common concern across the participating campuses. Student associations require perspective when analyzing turnout and participation trends. As one expert noted, student associations are not governments and are not central to the experience of students on campus.

Though election rules differ campus-to-campus, student association elections, in general, are over-regulated. As one expert noted, a simplified and user-friendly approach to election rules is the best way to ensure a well-run and fair election.

3. Recommendations

This section provides detailed recommendations for improvement drawn from best practices identified in the campus visits, and supplemented by expert interviews and literature on not-for-profit governance. The recommendations are designed to be comprehensive and offer an alternative system of governance to the workgroup board structure currently used by student associations. This integrated model requires full implementation to realize the good governance made possible by changing from a workgroup board to a governing board.

This report makes 56 recommendations that fall under the following sections summarized below:

Defining the Role of Student Associations

Student associations need a unified purpose that stresses the role of student associations as uniquely situated to produce responsive, affordable, high quality services that better meet student needs. In this way, well-governed student associations are best suited to provide services to students.

Student Association – University Relations

- Student associations and universities are best served by maintaining a professional, productive relationship. This relationship should be formalized so as to transcend personalities and maintain active dialogue and cooperation across administrations. Where possible, student associations should try to jointly sponsor events and programmes with the university to raise the profile of the organization and provide greater student input on university programmes. Student associations should remain autonomous, but universities have a regulatory role and responsibility for student associations. Universities should provide parameters within which student associations have complete authority to act, and universities are responsible for compliance auditing.

Board Changes

- Student associations should replace the workgroup board structure with a governing board structure and use an integrated system of governance principles developed by John Carver known as Policy Governance®. A governing board unifies staff work under the direction of the chief executive (general manager). The chief executive is accountable to the board for all the work of the organization's staff and complying with all limitations set by the board. This system avoids duplication of work because student representatives are responsible for governing the staff, not managing the staff. Student association boards should be reduced in size and board members should receive monetary and other compensation for their work. The association president should be elected from amongst the elected board members, and serves as presiding officer of the board, chief representative, and official spokesperson for the board and the association. So as to achieve more representative election results and to increase voter turnout and board diversity, student associations should adopt a system of voting known as single transferable vote.

Professional Meetings and Office Environment

- Professionalized meetings and office spaces reinforces the importance of the board and board work. These also provide board members with the confidence to perform their jobs well and to be seen performing them by the owners. Meeting agendas and supplementary materials should be publicly posted one week in advance of meetings. Written notices of motions and supplementary materials should be provided to board members no less than one meeting in advance. Draft meeting minutes and meeting records should be promptly publicized following each board meeting. Board meetings should be held in a regular space equipped with all required technology, and video recordings of the meeting should be posted online. The president, as chair, should be trained in parliamentary procedure so as to facilitate well-run, productive, and efficient meetings.

Elections

- Student associations should simplify election rules and reduce over-regulation. Restrictions on wearing campaign insignia in classrooms, the size and number of posters, campaigning on voting days, and campaigning before the election should be eliminated. To ensure well-run and professional elections, a full-time staff person should be responsible for the portfolio of Chief Returning Officer, and an independent panel of legal experts should be created to hear and arbitrate all disputes and alleged rule violations. Student associations should actively recruit candidates from diverse campus communities and provide orientation and training sessions during the nomination period and prior to the campaign period. Candidates should be encouraged to run in slates.

Ownership Linkage

- Student associations should actively seek representative input from the student owners of the association on a regular basis. Each board member should be appointed as a liaison for specific campus communities (e.g. students from each faculty on campus, students with disabilities, LGBTQ students, and international students) and bringing representative input on owner issues back to the board. In addition, the board should conduct quarterly ownership linkage activities which can include surveys, focus groups, and expert presentations. An annual ownership linkage survey should be conducted in the winter semester and an annual report released to the owners at the end of the academic year. All board members should directly engage owners in one-on-one conversations on a weekly basis. This approach has been noted to be one of the most effective ways to conduct ownership linkage.

Service Delivery

- As a service provider, student associations should provide centralized, integrated service delivery access in the association's office and online. Student association websites should be clearly laid out, use minimal graphics, and provide clear links to the programmes and services offered by the association. Student associations should also conduct regular consumer feedback activities including an annual survey and quarterly feedback activities. Where possible, student associations on their own, or in partnership with the university, should establish an ombuds service.

Subsidiaries

- Student subsidiaries are sub-entities of the student association and should operate within a set of parameters defined by the association. In this way, the student association-subsidiary relationship mirrors the university-student association relationship only in this case, the student association is the parent company and student societies are the subsidiaries. The board should be proactive and define parameters within which sub-entities are granted complete authority. Funding, ratification, and compliance monitoring should be performed by staff.

1.0 INTRODUCTION

This report is an examination of the governance of five university student associations in the province of Nova Scotia. It identifies current governance challenges and shortcomings for student associations, well as best practices used to address these challenges. The report also provides detailed recommendations drawn from best practices and input from various stakeholders and experts in the field.

The report was organized and financially supported by the participating student associations in conjunction with StudentsNS. Participating student associations include:

- Acadia Students' Union
- Cape Breton University Students' Union
- Dalhousie Agricultural Students' Association
- St. Francis Xavier University Students' Union
- Saint Mary's University Students' Association.

StudentsNS provided secretarial and logistical support where required, and additional funding was provided by Democracy 250.

1.1 Report Context

Recently, several student associations across the country have faced significant challenges due to high profile incidents of misconduct. These incidents have strengthened calls for increased university oversight of the operations of student associations. At stake is the degree to which student associations are autonomous and can represent the interests of their members to the university, its stakeholders, and the wider community. Beyond the high profile incidents, there has been a notable decline in student participation in their associations. Voter turnout, long a problem for student associations, is increasingly coupled with declining student participation rates as candidates. This trend undermines the principles of accountability and democracy, and limits innovation as fewer ideas and perspectives are heard. Previous literature on student associations identifies long-standing challenges faced by student associations, challenges which have often almost invariably not been adequately addressed.

Despite recent challenges, student associations at some level exist because the campus lives of students are believed to be better with them than without them. The interests of students are better represented and more likely to be heard when voiced through a collective, professional organization, than as individual issues or concerns. Student associations provide a local organization for students to identify their priorities and concerns, establish programmes and services more suited and responsive to student needs, and provide activities better suited to the students. In this way, the student association is viewed as better able to serve students than the university as it is service provision by the students for the students. This report is a timely intervention in student association governance as increased scrutiny allows for underlying systemic problems to be identified and addressed.

1.2 Report Objectives

The purpose of this report is to identify governance shortcomings and best practices at student associations in Nova Scotia and to develop a governance resource for future student leaders. To this end, the report is a resource upon which student associations may draw in order to improve their accountability, transparency, accessibility, and democratic processes.

The objectives of the report include:

- Identify concerning governance practices or policies within specific student associations
- Identify governance best practices at student associations across Nova Scotia
- Recommend guiding principles for all student associations
- Provide a resource for future student leaders

1.3 Methodology

This report was developed and completed with oversight from an advisory committee and a steering committee created by StudentsNS.³ The methodology for this report was developed by the consultant in conjunction with an advisory committee and guided by the terms of reference. As this report is a review of current student association governance, the advisory committee was comprised of former student leaders that are independent of current student association leaders and StudentsNS. The advisory committee met twice, once to review the methodology, and once to provide a quality assurance review of the final draft. The steering committee developed the initial terms of reference and decided the method of dissemination of the report.

This report was informed by several research questions outlined by the steering committee:

- Are student association governance frameworks robust, respected and being improved?
- How should student association governance bodies be composed and how should their members be selected?
- How should student association representatives be compensated and how would this impact on their ability to fulfill their responsibilities?
- What strategies should student associations use to consult with the student body on their priorities and views?
- How should the student association determine its plans, advocacy positions and priorities, etc.?
- How should student association executives, council/board members and staff members be accountable to one another and the student body?
- How can participation in student association elections be increased?
- How should student representation on external bodies (board of governors, university working groups, and external advocacy organization boards) be decided?
- How should student associations more meaningfully include members of underrepresented groups (women, visible minorities, students with disabilities, etc.) in decision-making?
- How should the student association relate to its post-secondary institution and how would this impact on student association autonomy? How would restrictions on student association autonomy impact on democratic governance and accountability to the student body? In

3 See Appendix A for a list of committee members.

what ways can student associations work alongside their respective universities to alleviate restrictions that may be in place and foster a more equitable partnership?⁴

The steering committee also established a list of guiding principles for the report including:

- All student association representatives must be accountable to some form of formal oversight.
- All student associations should be reviewed through a consistent process to ensure equitable treatment, recognizing that there is no one-size-fits all governance model that is appropriate for all student associations.
- Financial constraints can limit the ability of some students to participate in student leadership positions.
- Student association elections must be as fair as possible with election officers remaining as indifferent as possible.
- Student association representatives must consult with students throughout their term to inform their decision-making.
- Student association staff must be as accommodating and supportive as possible to incoming student leaders.
- Student associations and their sub-entities should uphold all general standards in terms of accounting, filing, financial management, governance, etc.
- Student associations must be led by their members first and foremost.
- Student associations must strive to continually improve their governance processes.
- Student associations must take all reasonable steps to transfer knowledge between cohorts, recognizing the regular turn-over in many leadership positions.
- Student associations should aspire towards absolute transparency in their governance and financial management.
- Student associations should foster an atmosphere where students can be comfortable and feel free from any form of discrimination or harassment.
- Student associations should have mechanisms in place to track and report on their performance to their membership.
- Student associations should strive to be representative of their student body, with respect to gender, ethnicity, diverse abilities, sexual orientation, etc.
- Student associations should strive to maximize participation in student elections at all times.
- Student associations should strive to measure their success by their results.
- Student associations should uphold the values they espouse to other parties in the post-secondary system, including honesty, integrity, openness, cooperation, democracy, responsible financial management, long-term vision and humility.

⁴ For a complete list of research questions and guiding principles see the terms of reference in Appendix A.

- Students must be empowered to actively participate in setting their post-secondary system's direction via engagement through their representative student bodies, within their post-secondary institutions, and through the broader democratic process.
- The review can and should provide advice, but cannot issue directives.
- The review should not only identify issues of concern, but propose concrete steps to address these issues.
- The selection of student representatives should be as open, fair and transparent as possible, and seek to ensure representation to the greatest extent possible.

The methodology selected for this report uses variable means and is designed to gather a wide range of expert analysis and feedback from industry stakeholders within the participating student associations and across the country. Interviews are the primary evidence used in this report.⁵ In conjunction with the participating student associations, campus visits were arranged on all five campuses in mid-late October 2014. The consultant conducted individual interviews with the president and general manager of each student association, as well as with each of the university presidents.⁶ The interview questions were designed to gather more detailed information about how governance at each association operates, as well as strengths and limitations of each association's governance. In total, 15 individual interviews were conducted across the participating campuses.

Discussion groups on each campus were also arranged and advertised by the participating associations.⁷ The discussion groups comprised a mix of association board members and interested students, and were facilitated by the consultant.⁸ Where needed, StudentsNS provided secretarial support to assist with note-taking during the discussion groups. The purpose of the discussion groups was to identify areas of concern and best practices used by the association as seen by its members. In total, 33 students participated in discussion groups across the participating campuses.

An open submission process was established to solicit a wider range of feedback from students at the participating campuses and from the industry more broadly. Participating associations were responsible for advertising the open submissions to their members. A notice was also sent to other student organizations (CASA, OUSA, and NBSA) and stakeholder groups across the country. The open submissions were also advertised on the AMICCUS-C listserv. Participants were invited to speak to governance challenges and best practices at their own institutions and this method provided a way to survey student association governance issues more broadly. In total, seven participants completed the survey.

In addition to the campus-specific interviews, a further five interviews were conducted with disinterested third-party governance experts and with practitioners experienced in the field of student association governance. Literature on students associations and not-for-profit organization governance was reviewed to supplement the interview evidence and to inform analysis and recommendations.

5 For a list of the questions used in the interviews, discussion groups, and open submissions, please see Appendix B, C, and D. A complete list of participants in this report can be found in Appendix E.

6 For the review of DASA, the dean of the faculty of agriculture at the agricultural campus was interviewed instead of the president of Dalhousie University.

7 SMUSA uses the term directors instead of board members for their board. For the purposes of this report, the term board members will be used when referring to members of representative councils and the SMUSA board of directors.

8 The association executives were represented through the interviews with each association president

Upon completion of the final report, the consultant held a workshop with members of the steering committee. Association-specific supplementary recommendations were also privately provided to each participating student association.

1.4 Overview of Report

The remainder of the report is organized as follows:

- Section Two: Presents detailed findings from the interviews, discussion groups, and open submissions and identifies governance challenges and areas of concern across the participating campuses.
- Section Three: Provides detailed recommendations for improvement drawn from best practices identified in the campus visits and supplemented by evidence from expert interviews and governance literature.
- Numerous appendices have been attached at the end of the project. These appendices include: the terms of reference; list of participants; interview, discussion group, and open submission questions; and, example by-laws, policy manual, governance calendar, meeting agenda, and incorporating legislation.

2.0 RESULTS

This section presents the detailed findings from interviews, discussion groups, submissions, and literature gathered during the research process. So as to protect all participants and to facilitate open and honest dialogue on governance challenges faced by student associations, all remarks made were made on the basis that they are not for attribution.

2.1 Role of Student Associations

The role of student associations on campus is poorly understood. Some respondents noted that many students are not aware of the existence of the student association and do not understand its role or purpose on campus in spite of the fact that all students pay mandatory fees to finance the association. When asked about the role of their student association, respondents often identified incidental outputs as the purpose of the student association. Such outputs include student subsidization and employment, increased university accountability to the student body, leadership training, and general service delivery. These benefits on their own do not define the purpose of a student association, merely a collection of results the association has achieved.

Two words are frequently used with reference to student associations and their function: union and government. These terms misrepresent the role and purpose of a student association for its members. Though student associations currently require mandatory membership and fee payment, this does not in itself make them a union of students. Student associations do lobby for better learning conditions, but they do so through representation on institutional bodies and advocacy campaigns, not collective bargaining. Students are consumers of university services, not employees of the university, and as such student associations perform a consumer protection role, not an employee protection role. Similarly, though mandatory membership and fees do suggest that a student association has coercive power, this does not make a student association a government. While the comparison to a government is understandable given that annual student elections are held to elect and hold accountable a legislative and executive council to govern the association, such processes are not the definition of government, but rather a selection process for representatives of the collective membership. As one expert noted, student associations are advocacy organizations, not governments. Pronouncements by a student association lack the force of law.

Though students can list a common set of activities performed by student associations, what is lacking is a unified reason for the existence of student associations. Put differently, what student associations do is readily identifiable, but not why such associations exist. As John Carver argues, organizations are situated in a larger context and exist to make a difference within its specific context. In this way, an organization performs a transaction with its environment from which a net benefit or cost is created. Either the environment is better because of the outputs produced by the organization, or the environment is worse because resources consumed exceed benefits produced. An emphasis on the activities of student associations elides the change student associations seek in their transaction with the wider environment. Carver argues that governing boards should focus on the organization's transaction with the environment and consider three inter-related components of the exchange: results, beneficiaries, and efficiency/cost.⁹

Student associations are not-for-profit corporations that perform advocacy and service delivery on behalf of an identifiable constituency within the university community: students. Students are not university 'citizens' represented by a government they elect, but owners of a corporation for which they select members to govern on their behalf. An examination of student association governance,

9 Carver, *Boards that Make a Difference*, 81-82.

therefore, requires a focus on industry standard for not-for-profit organizations in the literature.¹⁰ The emphasis on student associations as governments frames discussion of problems and challenges facing associations in a way that masks underlying systemic problems. In this narrative, low student participation in association elections is representative of general apathy amongst young people toward politics in general. Absent from this narrative is the fact that students first and foremost are *owners* of the student association, and subsequently *consumers* of student association services.¹¹ As such, while service provision and advocacy is the work of association staff, the work of the student association leaders, as owners chosen to enact the will of the ownership body at large, is to govern, and not to manage. Students are often treated as consumers of services or ‘voters’ of a student government, but the ownership role students have, and the moral responsibility student leaders hold as representatives of the owners, is often absent in the governance and rhetoric of student associations.

2.2 Student Association — University Relations

Student leaders, students, student association staff, university presidents, and disinterested third-party experts were united in their belief that student unions must remain autonomous organizations within the university community. All sides agreed that students and the university are best served by having a strong, well-governed, autonomous student association advocating on behalf of the interests of students and providing programmes and services where needed. Student associations, however, do not operate in a vacuum and association autonomy cannot be absolute. The autonomy of student associations has an accompanying responsibility for good governance, and universities have regulatory responsibility¹² for student associations.

Many respondents argued that student associations hold universities accountable and that increased student representation on university bodies is required so that the association can better perform this role. Other respondents maintain that student associations are not the only organization within the university community that holds the university administration to account, even for matters related to quality of education. In this way, student associations are one of a community of subsidiary stakeholders that together identify issues, needs, and areas of concern for their respective members (other examples include unions representing faculty and support staff). Recognizing that student associations are one of the many stakeholders that hold the university accountable means that

10 For general overviews of good governance see Ed Broadbent et. al., *Building on Strength: Improving Governance and Accountability in Canada's Voluntary Sector* (Ottawa: Final Report to the Panel on Accountability and Governance in Canada's Voluntary Sector, 1999); Peter Broder et. al., eds. *Primer for Directors of Not-for-Profit Corporations: Rights, Duties and Practices* (Ottawa: Industry Canada, 2002); Carver, *Boards that Make a Difference*; Mel D. Gill, *Governing for Results: A Director's Guide to Good Governance* (Victoria: Trafford, 2005); Mel D. Gill, *Governance Do's & Don'ts: Lessons from Case Studies on Twenty Canadian Non-Profits* (Ottawa: Institute on Governance, 2001). John Carver outlines 15 principles that comprise the basis for good governance. Carver, *Boards that Make a Difference*, 30-32.

11 For more on the distinction between owners and consumers see John Carver, *Board Leadership* 18 (1993)

12 Examples of university regulatory responsibility can be found in the acts of incorporation for the participating associations. These include:

2. The objects of the Union are:

(c) to co-ordinate, promote and direct activities of the students of Acadia University, subject to the rules and regulations of the University;

5. The Union may make by-laws not inconsistent with this Act or any law in the Province of Nova Scotia relating to:

(e) the imposition of fines and other penalties and sanctions, providing that no such by-laws shall be effective until approved by the governing authority of the University;

An Act to Incorporate Acadia Students' Union, Nova Scotia Statutes, 1967.

6. The Association may make by-laws not inconsistent with this Act or any law of the Province of Nova Scotia relating to:

(b) the government and discipline of its members including the imposition of penalties on members; provided that no disciplinary by-law shall have effect unless approved by the governing authorities of the University;

(f) the fixing and collecting of annual and other fees; provided that no such by-law shall have effect unless approved by the governing authorities of the University;

An Act to Incorporate Saint Mary's University Students Association, Nova Scotia Statutes, 1966.

For a more detailed treatment of the relationship between parent and subsidiaries boards, see John Carver, “Families of Boards Part I: Federations,” *Board Leadership* 25 (1996); John Carver, “Families of Boards Part II: Holding Companies,” *Board Leadership* 26 (1996).

student associations can focus more on interest-based advocacy and partnership rather than act as an ‘opposition party’ to the university.

Relations between student associations and university administrations at present are determined by the relationship between the current administrators and sitting student leaders. While some aspects of the relationship are formalized – the university collects and distributes fees from the students to the association and students sit on university governing authorities (e.g. board of governors, academic senate) – as respondents frequently noted, the extent to which there is continued dialogue and partnership depends on the personalities of the moment. Respondents argued that, at its best, the relationship between the university and student association can be a close partnership in which programmes can be developed together, student consultation is actively sought prior to decisions being made, economies of scale for service provision can be realized, and there is a relationship of openness, trust, and respect. The jointly-planned and run annual orientation week hosted by Acadia University and the ASU is an excellent example of the outcomes of a productive relationship between the university and the student association. A more formalized relationship with the university beyond representation on university boards would allow the maintenance of strong working partnerships irrespective of the personalities that occupy the relevant positions at any point of time. As some respondents noted, a more formalized relationship will maintain consistent partnership and open channels of communication between the student association and university administration. This creates further opportunities for student leaders to advance the interests of students.

While student associations should remain autonomous, several respondents noted that the relationship between universities and student associations is asymmetrical. When there is a scandal in a student association, such as the recent ‘rape chant’ at Saint Mary’s University, the university, not the student association, receives much of the negative external attention and suffers the most reputational damage. It is incumbent on student associations to recognize that their actions impact the reputation of the larger institution and events, programmes, and action taken by student associations must consider the consequences both for the student association and for the university’s reputation. Similarly, one respondent noted that the university provides significant transparency, including with respect to budgeting and hiring, through student representation on university boards, but this transparency is not reciprocated by the student association to the university. Improved student association governance and accountability will generate trust and respect in relations with the university and may in turn create new opportunities for student associations to provide programmes and services as the university devolves service/programme delivery to responsible, well-governed, professionally supported student associations.

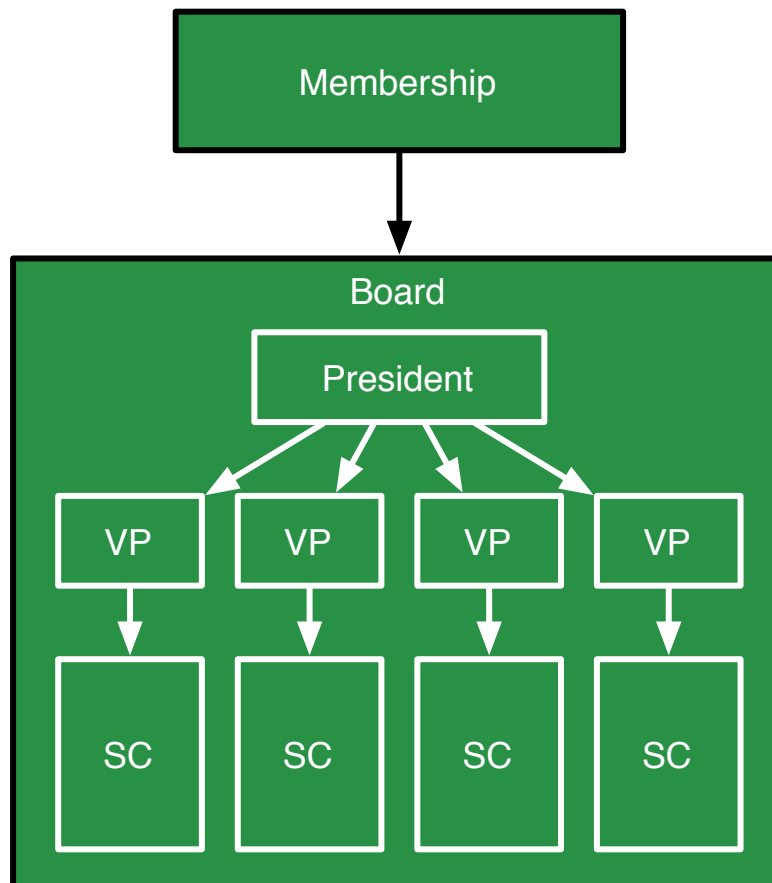
2.3 Student Association Governance has not adapted to Organizational Growth

The governance structure of the participating student associations has changed very little since they were first incorporated. Since incorporation, increased student enrolment has resulted in corresponding increases in the size and organizational capacity of student associations. Increased revenue from students has translated into an expanded suite of programmes and services offered by student associations to their members. Changes in organizational size and capacity over time require boards to adapt their governance to the new organizational reality, a process that has not occurred within student associations.¹³ Figure 2.1 illustrates the original board structure of student associations. The traditional structure of student association boards can best be described as what Carver terms

¹³ Gill, *Governing for Results*, 30-44.

workgroup boards. These boards perform a dual-function within the organization: governance, and staff work.¹⁴ The use of workgroup boards made sense for recently established organizations with no staff support. As Carver notes, many not-for-profit organizations begin with dual-function boards and transition as the organizational structure grows.¹⁵ In workgroup boards, the board also does the work of a staff and is required to both govern and perform the work/management responsibilities of the organization. Student associations initially used a large board with many standing committees guided by an executive committee to perform this dual-function. When student associations were first incorporated, a large pool of volunteers was required in order to perform the work of the organization, and the workgroup board approach made sense for this stage of development.

Figure 2.1: Original Student Association Organizational Structure: Workgroup Board¹⁶



Over time, student associations have expanded to provide a multiplicity of services to their members. These services include bus passes, health and dental plans, drive and walk home programmes, issued-based advocacy campaigns, recreational programmes, and scholarships and other subsidies to name just a few. The expansion of service delivery necessitated a full- and part-time staff to support owner-representatives elected by the student body. Student associations, however, have maintained the workgroup board structure while also adding full-time staff. Many governance experts noted that a workgroup board structure works well for small organizations that lack staff support, but the involvement “of board members in management or in day-to-day operational work becomes less appropriate, less practical and less functional as organizations acquire staff and financial resources to

¹⁴ Carver, *Boards that Make a Difference*, 10.

¹⁵ Ibid.

¹⁶ Figure Key: VP – Vice President; SC – Standing Committee.

undertake and manage the organization's work."¹⁷ As organizations grow and become more complex, boards delegate day-to-day management and operational tasks to professional staff so as to focus board work on governance.¹⁸ Mel Gill notes that boards move through stages of development as organizations change. The board remains responsible for governance and indirectly responsible for management, but direct responsibility for management is delegated to the professional CEO, and work is delegated to the professional staff.¹⁹

Changes to association governance have been ad-hoc and piecemeal, rather than transformative. Governance problems within student associations are directly related to the preservation of the workgroup board model despite changing organizational circumstances. Put another way, governance has not evolved to adapt to organizational growth. The governance problems identified by respondents are not the result of poor execution of the workgroup board model, but the workgroup board model itself. Figure 2.2 contains a generalized organizational chart current used by student associations. Rather than delegate work and management to full-time staff as the association grows, student associations have residually maintained the workgroup board structure illustrated in figure 2.1, and established ad-hoc relationship to management and staff as needed.

Several respondents noted that student associations lack role clarity, especially with respect to the executives and management. Whether role clarity is achieved was noted by respondents to be connected to personalities rather than policy. Good working relationships produced increased role clarity, but this was contingent on the strength of the relationship between each new board and the existing management. Respondents noted that when the working relationship has not been strong, association governance has suffered from infighting, work duplication, role overlap, and a lack of clarity, transparency, and accountability. That governance is inaccurately perceived to be 'functioning', and role clarity achieved, when good relationships exist is not a product of good governance, but rather a reflection of a positive working environment with collaborative relationships. Governance should be results-focused, not personality driven. Instances of strong working relationships and inaccurate perceptions of role clarity mask the underlying systemic governance challenges student associations face.

The structure illustrated in figure 2.2 does not create role clarity for the board and management. As respondents noted, work is often duplicated as board committees and student executives duplicate and review work done by management. By continuing to perform the job of a workgroup board, the executive effectively creates an infrastructure parallel to the general manager and staff to duplicate and review management work. Despite the existence of a general manager as a central point through which directions can be provided to the staff and information to the board, respondents noted that executives continue to provide instructions to staff, at times circumventing the job of the general manager.²⁰ This is the result of the organizational structure illustrated above in which the general manager's role and authority is not clearly defined.

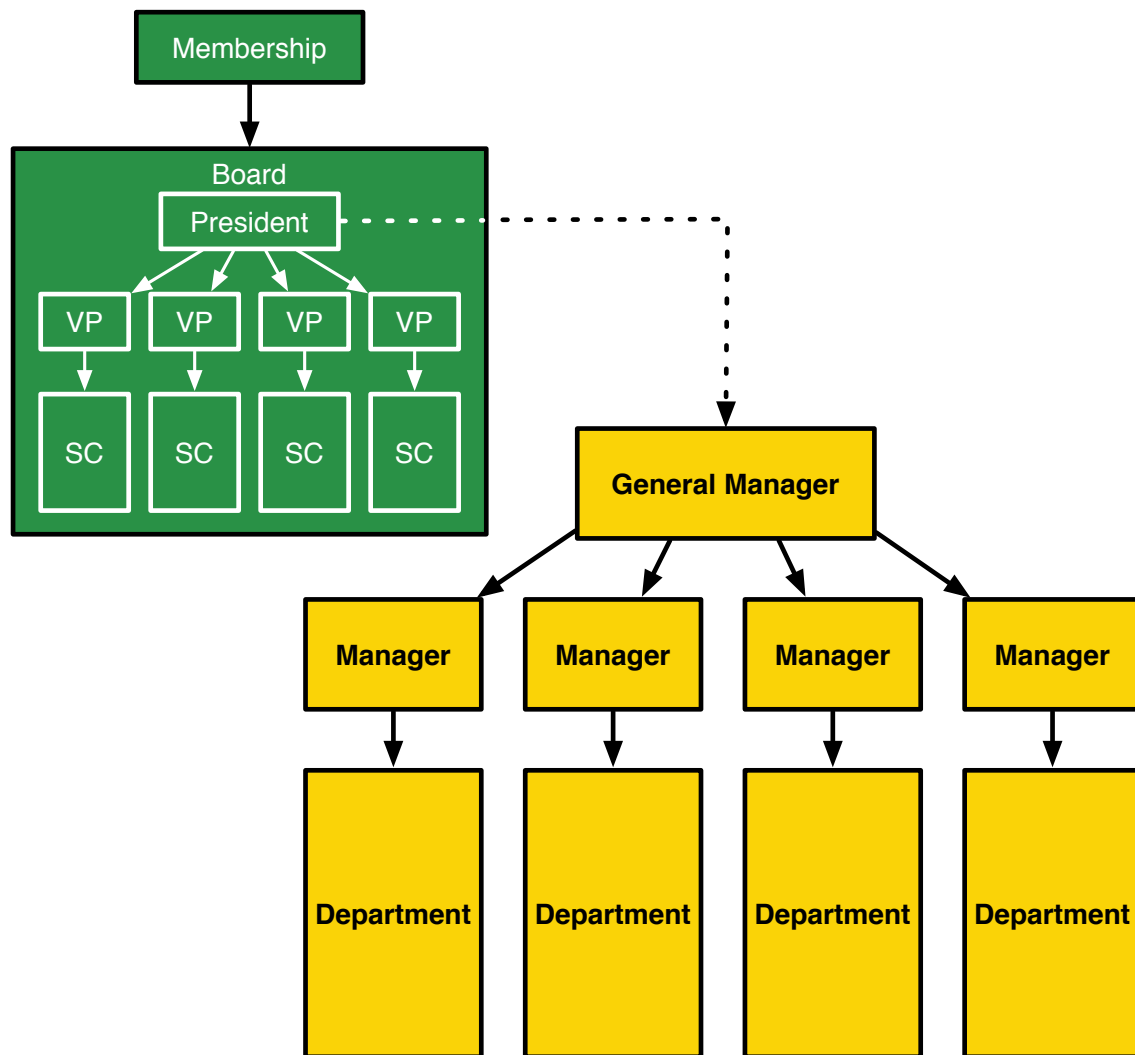
¹⁷ Gill, *Governing for Results*, 20. A workgroup board structure is still appropriate for sub-entities within a student association (e.g. student societies).

¹⁸ According to Carver, "the purpose of governance is to ensure, usually on behalf of others, that an organization achieves what it should achieve while avoiding those behaviors and situations that should be avoided." Carver, *Boards that Matter*, xxvii-xxviii. In this way, management is subsumed into governance through the board's capacity to define limitations on means used by management and staff. Governing is leadership in that it is proactive and requires a board to define the ends of the organization and the limits on how they may be achieved. By reviewing and approving management, student associations boards act as managers, not leaders.

¹⁹ Gill, *Governing for Results*, 37.

²⁰ This is the position of the general manager in theory but in practice this relationship, at present, is not well defined.

Figure 2.2: Original Student Association Organizational Structure: Workgroup Board²¹



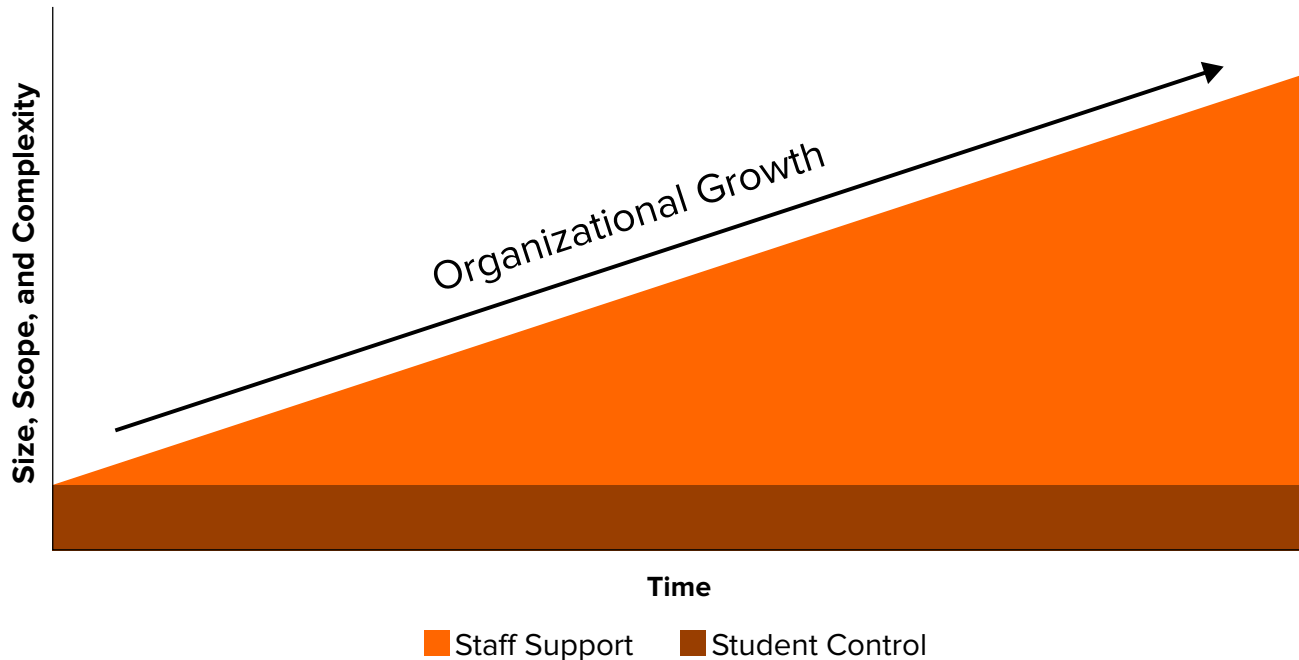
Current student association governance is eroded by the continued use of the workgroup board structure. The president, in theory, is responsible for oversight of the general manager, and reports to the board, the body that is supposed to represent the collective values and will of the ownership. In practice, however, this line of accountability is far from clear. Respondents often spoke of the relationship between the president and the general manager as one that should be a partnership wherein the general manager is at an equal organizational level to the president or vice presidents. This places staff and operational considerations outside the direct accountability chain to the board and, through them, to students. Student executives muddy a clear chain of authority and duplicate management work. Instead of governing the association, in the workgroup board structure, student leaders are placed in a position wherein they react to or approve an increasing amount of staff and management work, rather than lead through governance.²² These concerns are not specific to student associations, but rather mirror many of the experiences faced by other boards including: prioritization of short-term problems over long-term vision; reactive decision-making on staff proposals rather than

²¹ Figure Key: VP – Vice President; SC – Standing Committee. This figure is a generalization of the organizational structures used by the participating student associations. Though SMUSA's executive does not sit on the board, this figure is still applicable to SMUSA as it still maintains the basic features of the workgroup board structure.

²² Carver argues that "the board's job is not so much management one step up as ownership one step down." John Carver and Mariam Carver, *The Policy Governance Model and the Role of the Board Member* (San Francisco: Jossey-Bass, 2009): 17.

proactive decision-making to guide staff; too much time spent on mundane and trivial business, lack of clear roles and authority for the board and general manager; and, too much time spent monitoring and reviewing staff work.²³ As a result, students have long since lost ownership control of their organization because the board's time is devoted to approving management work and not leadership. The relationship between organizational growth and student control is illustrated in figure 2.3.²⁴

Figure 2.3 Current Student Control Relative to Organizational Size: Workgroup Board



In addition to a lack of role clarity and performance of duplicative work, the student association governance problem is compounded by ineffective boards. Many students noted that they did not understand the role of the board and some board members²⁵ stated that their position within the student association was unclear or poorly defined. Other respondents noted that while executives at least receive orientation and training, though for duplicative roles, board members are not provided sufficient information about the job of board member and are not trained in how to perform their job effectively.

Students occupying the most important role in the organization, owner-representative, and the role responsible for defining the ends of the organization and providing leadership to the management, receive the least amount of training of any elected students within the organization. Some respondents noted that board chairs also do not receive training in parliamentary procedure and how to chair an effective meeting, which results in longer, poorly organized board meetings not conducive to facilitating the board's governance work. Combined with a perception that boards are ineffective, student owners often by-pass board members, the owner-representatives, and bring issues and concerns directly to members of the student executive. Whereas the existence of a student executive interrupts a clear accountability chain from staff to owner-representatives, in owner relations, the executive interrupts a clear accountability chain from the owners to the owner-representatives. Many respondents stated that board members are often kept out of the loop on association matters. This

²³ Ibid., 18-20.

²⁴ The loss of student ownership control is not the fault of staff but rather the outcome of a systemic governance failure.

²⁵ As executives often are board members within student associations, in this section board members refers to non-executive board members and executives refers to members of the executive.

further undermines the ability of boards to govern the association and hinders students' ability to control their association.

The reasons why boards are considered by respondents to be ineffective are particularly important. Respondents frequently noted that board members lack training and experience in dealing with the operations of the student association. Some respondents argued that this meant board members were not able to perform their roles effectively, because their lack of knowledge and training, and the lack of involvement in day-to-day operations, means that board members cannot effectively hold the executive and management accountable for the fulfillment of organizational objectives. One respondent noted that boards are often unable to ask good questions of the executive, and board discussion remains limited and superficial on operational/management issues. The problem with this narrative, however, is that the board is responsible for governance and not management. While board work includes performance review of management, this is an assessment of the degree to which objectives have been achieved and whether the staff have adhered to the parameters established by the board, and not rubber-stamping for all of the association's operational means or duplicating staff work.²⁶ Respondents remain focused on student representatives as managers and not leaders meaning that no one is governing. This confusion is not uncommon in organizations that have grown in size yet still preserve the workgroup board structure.²⁷

It is important to note that student association governance failures are a systemic problem, not the direct fault of any one or group of individuals. As several experts noted, student association boards face several challenges not always faced by other not-for-profit organizations. Student associations experience high rates of turnover and frequent transitions. As respondents noted, student association governance under the current system is better when students serve multiple terms and, therefore, gain more experience. This happens more often within the executive than within the board. Frequent turn-over means that students are required to quickly learn current organizational structure of the association and provide continuity of service, but do not have the length of service required to identify systemic problems that have arisen from organizational growth. In addition, consumer-owned organizations (such as student associations) are known to have particular difficulty in transitioning to more appropriate models for their size and complexity.²⁸ By continuing to focus on management and operations, student owners are unable to provide the long-term strategic vision and leadership required of a governing board. After the board's work time is consumed with management and operational questions, a new group of student representatives take over for a new term. This problem is further compounded by the fact that the role of students as owners, as well as consumers, is unclear, and student representatives are often focused on consumer issues, a management problem, rather than ownership issues.

Finally, student control of student associations has eroded because boards do not govern with representative input from the student body. Ownership linkage is one of the most important jobs of a governing board, and comprehensive ownership linkage requires input from student owners that is representative of the entire ownership. Many respondents noted concerns that board members are not representative of the student population. While many respondents note that student associations have made significant improvements with respect to representation of international students, other

26 As Carver notes, boards cannot do their leadership work if board work is broken down according to divisions of staff work within the organization. Student association committee structures frequently mirror areas of staff work rather than board governance work. A board committee structure based on divisions of staff work inevitably leads to the board duplicating and reviewing staff work instead of doing governance work. For a more detailed analysis of this common board dilemma, see Carver, *Boards that Make a Difference*, 46-47.

27 As Gill notes, when boards and board committees mirror management and operational functions, the board is forced to focus on management and operations which renders it less able to hold managers accountable. In addition, this structure reduced ownership control of the organization and the value of the board as their ability to 'add value' to the organization as owner representatives is diminished. Gill, *Governing for Results*, 41.

28 Gill, *Governance Do's & Don'ts*, 18.

communities within the association continue to be chronically under represented. Some respondents argued that the practice of constituency-specific representatives increases the representativeness of the board and student knowledge and understanding of the role of the student association. By constituency-specific representatives I mean students elected to fulfill a particular representation role rather than elected at-large. Commonly used constituency-representatives include: first-year students, mature students, international students, faculty (arts, science, commerce), students in residence, off-campus students, and students with disabilities. Constituency-specific representatives are argued by respondents to increase student participation because there is an identifiable person that represents their needs as a member of one of the communities within the student body.

The on-going debate on some campuses regarding constituency-specific representation elides the more important issue of the association receiving input representative of the student body. Some respondents argued that it is impossible to have a specific board member for each constituency on campus and that the resulting board would be too large, rendering meetings long and unproductive. Others noted that students are members of multiple constituencies and student issues often do not speak to only one constituency. In practice, therefore, it is not always clear for students or board members to whom specific issues should be raised. More importantly, representation for representation's sake does not make the board representative of the student body. As some respondents noted, it is questionable whether a constituency-specific representative can speak for all members of that constituency. One expert noted that the use of constituency-specific representatives often results in tokenism. The inclusion of a group at the table does not mean they are represented, only that they appear to be included.²⁹ Similarly, this approach devolves board responsibility to representatives rather than makes constituency representation a matter for the board as a whole. As Carver notes, it is the responsibility of the board as a whole “to become the *channel through which ownership diversity is expressed*.”³⁰ By not targeting consultation efforts and focusing on board representation rather than collecting representative input, boards do not govern with input representative of the ownership meaning that the ownership does not fully control the organization.

2.4 Elections

Low participation in student association elections is a common concern across the participating campuses. The average voter turnout mirrors turnout patterns identified in previous studies though there is significant variance between different associations.³¹ Variance in turnout across the participating campuses was attributed by respondents to several factors including geographical location, school spirit, trust and confidence in the student association, and patterns of student living arrangements. Campuses that are urban with larger commuter populations tended to have lower voter turnout than rural campuses with a higher percentage of students living on campus. Notably, in all cases student associations were not able to provide turnout numbers over time and instead relied on anecdotes of commonly accepted trends. The most important contributing factor to voter turnout identified on all participating campuses is the number of candidates participating in the election. Voter turnout is highest when elections are the most competitive and have more candidates/slates running. By contrast, voter turnout is lowest when elections are not competitive and there are numerous acclaimed positions. Recently, respondents noted that the number of students participating in association election has declined raising concerns about voter turnout in future elections. As one respondent argued, there is a growing “democratic deficit” within student associations.

29 As Carver notes, “superficial characteristics indicate only that specific groups have not been excluded, not that they are adequately represented.” Carver, *Boards that Make a Difference*, 205.

30 John Carver, “Achieving Meaningful Diversity in the Boardroom,” *Board Leadership* (1993): 6-7.

31 Lewis and Rice, “Voter Turnout in Undergraduate Student Government Elections”

The literature on student association governance is limited and to some extent dated but does identify emerging trends still relevant to today's student associations. A survey of student voter participation at American universities found that the vast majority of associations experienced turnout levels below 20 percent.³² To the extent students were involved, full-time students living on campus without part-time employment were most likely to participate in association elections.³³ This appears to confirm a demographic trend identified in previous studies, specifically that as student populations expanded, student association participation rates decreased and participation was highest amongst students from higher socio-economic backgrounds, living on campus, studying full-time, and not employed. Increasingly, students, especially at urban campuses, live off-campus, commute, work part-time, are less likely or unable to receive family support, and thus do not have the available time or interest to fully participate in student politics, nor do they necessarily see the relevance of the student association to their campus lives.³⁴ In addition, student associations are sometimes generalized as irresponsible or party-focused resulting in increased student apathy and ambivalence about their association and its relevance. This has led to growing questions of whether student representatives speak for the interests of the entire membership.³⁵

Student associations require perspective when analyzing turnout and participation trends. As one expert noted, student associations are not governments and are not central to the experience of students on campus. In deciding to participate as a voter or candidate, students are making an interest-based calculation regarding how best to spend their time and energy on campus. For most students, class, studying, and work occupy the majority of their time in university. Unless the stakes of the association elections are raised, to expect significantly higher turnout and participation is unrealistic. Improved election rules and procedures may lead to some increased student participation, but it is important to note that this change alone will not be enough to drive student turnout dramatically upward. Many respondents, when asked to consider why turnout and participation is low, repeatedly noted this point. Absent a 'high stakes' issue, often noted by respondents to be issues involving substantially increased fees or new services, such as a U-pass, a significant increase in voter participation is unlikely. Therefore, any attempt to address the so-called 'democratic deficit' in student association elections must focus instead on facilitating a well-governed election with clear rules and limited barriers to participation.

Though election rules differ campus-to-campus, student association elections, in general, are over-regulated. As one respondent argued, "student unions are excellent at suppressing votes." Recently, most of the participating campuses have reviewed and amended their election rules and procedures. Over-regulation, however, remains a significant problem.

Examples of excessive election regulations cited by respondents include:

- Campaign posters and websites being removed before election day
- Restrictions on the number of forms of social media (Twitter, Facebook, Instagram, etc.) a campaign may use
- Restrictions on the number of official campaign managers/workers a campaign may have

32 Kimberly M. Lewis and Tom W. Rice, "Voter Turnout in Undergraduate Student Government Elections," *PS: Political Science and Politics* 38, 4 (2005): 723-729

33 Ibid., 726-727.

34 See Laurence Bell, "The Facts of Life About Student Government," *Community and Junior College Journal* 45, 6 (1976): 26-27; John Call and Others, "Ecological Responses to Changing Needs of Student Government" (paper presented at the annual meeting of the National Association of Student Personnel Administrators, Portland, Oregon, March 31-April 3, 1985).

35 William M. Alexander, "Rethinking Student Government for Larger Universities," *The Journal of Higher Education* 40, 1 (1969): 40-41.

- Restrictions on the number and size of posters
- Prohibition on wearing campaign shirts/insignia in classrooms
- Prohibition of campaigning on election day
- Censorship of campaign material by election officials
- Restrictions on campaign spending
- Examples of other frequently cited election problems:
- Campaign period is too short (usually one-two weeks)
- Voting period is too short (sometimes only one day)
- Traditional debates are dull and poorly attended
- Polling stations are run by elected officials and not disinterested third-party volunteers or part-time staff (in these cases, the elected officials were not also candidates)

Many respondents noted that the election rules are too limiting or strict and this in turn confuses students and candidates, lowers voter turnout, and stifles the use of more innovative campaigning tactics and strategies. Restrictions on campaigning on voting days prevent campaigns from getting out their vote, an important part of increasing turnout during an election. Not only do these provisions decrease already low voter turnout, they also go against best practices used by Elections Canada and Elections Nova Scotia. Voting day is the most important campaigning day in an election. Arbitrary restrictions on voluntary campaign staff, social media use, and similar such limitations also decrease voter turnout by limiting the number of ways in which campaigns can reach their core constituencies to discuss election issues and motivate turnout. Restrictions on passive classroom campaigning – wearing campaign shirts or insignia – similarly restricts campaign reach and makes it unnecessarily complicated for students to attend class and campaign (e.g. having to change or cover up campaign clothing when transitioning to the classroom from the campaign). Extensive regulation also increases the risk of elections being challenged and winning candidates disqualified due to minor rules violations or misunderstood regulations.

This has, in the past, led to candidates with large majorities being removed from the election. Appeals and potential disqualification over minor infractions, such as a poster being hung in a prohibited location (something that can easily be done by a rival campaign), does not ensure the fairness of the election, but rather undermines the trust and confidence in the student association held by its members. By having too many rules that are not properly enforced, and inexperienced CROs and appeals committees without legal expertise managing and adjudicating elections, student associations expose themselves to legal risk through lawsuits from unfairly treated candidates. As one expert noted, a simplified and user-friendly approach to election rules is the best way to ensure a well-run and fair election. This expert noted that excessive and punitive regulation is more likely to undermine than enhance the democratic process.

It should be noted that in all of these cases, extensive election regulations were introduced for good intentions. Respondents frequently noted that the campaign rules were there to ensure that the election was fair for all candidates and that all of the candidates were on a level playing field. The problem is that the fairness desired appears to be equality of outcome rather than a fair process that provides all campaigns with an opportunity to excel and win. In one example, a respondent noted that some of the rules existed to compensate for candidates that are not as popular and thus are not

able to field as large a campaign team as more popular candidates. Rules that try to level the playing field by restricting popular or well-organized campaigns lowers voter turnout and runs counter to the democratic principles held by the student associations. While material barriers to entry for candidates is a valid consideration, the multiplicity of free social media tools combined with voter concentration in a small geographic area (the university) means that web and in-person campaigning are methods accessible to everyone. The use of slates allows candidates to achieve economies of scale for both materials and campaign reach.

2.5 Conclusions

Overall, student associations face a systemic governance problem. The consequence of this is that the association's owners, students, have lost control over their organization. As student associations have expanded they have made various ad-hoc and piecemeal changes to their original governance structure rather than transitioning to a structure better suited to their expanded organizational needs and more advanced stage of development. Lack of student understanding of the role of student associations and the way they are governed is frequently viewed as a contributing factor, but this is in fact a consequence, not a cause, of a systemic governance failure. Board focus on management and operational concerns translates into association engagement with students in a way that focuses on their relationship to students as consumers, and neglects their relationship to students as owners. A lack of good ownership linkage combined with board time focused on duplicating and reviewing management means that there are many people performing management and operational work and no one performing the more critical and important work of governance.

3.0 RECOMMENDATIONS

This section provides detailed recommendations for improvement drawn from best practices identified in the campus visits and supplemented by expert interviews and literature on not-for-profit governance. The recommendations are designed to be comprehensive and offer an alternative system of governance to the workgroup board structure currently used by student associations.

3.1 Recommendations for Defining the Role of Student Associations

3.1.1 Student associations need a unified sense of purpose

Interviews with respondents revealed that current understandings of the purpose of student associations vary but include a combination of conceptual understandings (e.g. student association as union or student government) and products (e.g. experiential learning, employment, student subsidization). The transition to productive, owner-accountable student associations using good governance first requires a unified sense of what the organization exists to achieve. Student associations are not-for-profit corporations that exist because student interests are better served working collectively through an official representative body. The student association makes a transaction with its environment, and its purpose is to create a net benefit to students' lives by providing more in value and services than it takes in member fees and other resources. Student owned organizations are more likely to produce responsive, affordable, high quality services that better meet student needs and well-governed associations are best able to perform this role. Where possible, universities should look to devolve service delivery to responsible, well-governed student associations as these organizations are best suited to provide services to students.

3.2 Recommendations for Student Association – University Relations

3.2.1 Sign a student association-university memorandum of understanding

The student association and the university should sign an MOU defining the terms of the relationship between the two organizations. As noted earlier, student associations should remain autonomous organizations, but the university has a regulatory role with respect to student associations. In effect, the university acts as a holding company for which the student association is a subsidiary. The terms of the MOU should provide parameters, not prescriptions, within which the student association has complete authority, and the university is responsible for compliance auditing.³⁶ As Carver notes, when a corporate to corporate relationship requires subsidiary organizations to ask permission from parent corporations it “turns subordinates into supplicants, a demeaning situation for those one should be helping toward decision-making and professionalism.”³⁷ Any MOU should adhere to the relationship agreement principles outlined in a recent UK report by the National Union of Students and the Committee of University Chairs: strategic partnership, student centered, respect and understanding, openness and trust, mutual support and commitment, independence, accountability, and diversity and equality.³⁸

3.2.2 Student associations should jointly sponsor events and programmes with the university

Where possible, student associations should try to jointly sponsor events and programmes with the university. Several respondents noted that joint-sponsorship of university events gives the student association much needed visibility to the student body and raises awareness of the existence of the organization. Partnership for events and programmes also creates opportunities for student associations to realize economies of scale and expand the suite of services provided to the students.

3.2.3 Appoint a university-board liaison to attend student association board meetings

The association should invite the university to select a liaison to its board. The liaison should be encouraged to attend all board meetings (except in-camera sessions) and is a continuous line of communication between the board and the university. Several respondents noted that a university liaison would provide an important point of contact and institutional support for the board. A similar practice is already used at the ASU though whereas the ASU liaison is a non-voting member of the board, the liaison should attend board meetings but not sit on the board, even as a non-voting board member.³⁹ The liaison can also assist the board in navigating the university’s governance and institutions.

³⁶ The university should fulfill the role that the Registrar of Societies fills for societies incorporated under the *Societies Act*.

³⁷ Carver, “Families of Boards II: Holding Companies,” 7.

³⁸ National Union of Students, *Guide for Members of Higher Education Governing Bodies: Supplementary guide regarding the role of university governing bodies in relation to student’s unions* (London: National Union of Students, 2011).

³⁹ This best practice was also recommended in a National Union of Students report on university-student union relations. National Union of Students, *Guide for Members of Higher Education Boards*.

3.3 Recommendations for Board Changes

3.3.1 Amend existing acts of incorporation

In Nova Scotia, each student association is incorporated under its own act. These acts often include more than the terms of incorporation and consequently restrict the ability of student associations to transform their governance to meet new and changing needs. In some cases, legislation includes the organizational structure of the association, impeachment procedures, and other provisions are more appropriately contained in an organization's bylaws. At present, some student associations are not in compliance with their own acts of incorporation. As part of a process of improving student association governance, student associations should seek amendments to their acts of incorporation so that the legislation includes only the provisions required for incorporation. An example act of incorporation is included in Appendix F. This example is meant as a guide for what should be included in an act of incorporation and student associations should seek legal counsel.

3.3.2 Replace the workgroup board structure with a governing board structure

Student associations should transition from the workgroup board identified in section 2.3, to what Carver terms a *governing* board.⁴⁰ Whereas the original workgroup board used by student associations conducted the dual-function of governance and staff work, a governing board does the work of governance, and through this defines the Ends the staff should achieve, and limitations on how the staff may achieve those ends. In this work, the owners through their selected representatives, have complete control over the organization. By setting the direction and parameters for action, rather than becoming involved in management and operational considerations, the board provides leadership for the organization and governs rather than approves. As Mel Gill notes, “[t]he governance function is fundamental to establishing the purpose of an organization, providing direction and accountability, and ensuring its success or failure.”⁴¹ Figure 3.1 illustrates the board structure of a governing board.

Under this structure, owner-representatives are no longer responsible for both governance and staff work. The roles and relationships within the association are as follows:

- The owners elect representatives to serve on their behalf as trustees, monitor the board, set membership fees, and establish and revise bylaws.⁴²
- The board conducts ownership linkage, establishes and revises governance policies, and monitors organizational performance. The president presides over the board and is the official spokesperson for the organization. Student executive positions are eliminated in this system.
- The chief executive provides support to the board, monitors the performance of staff, and establishes and revises management policies.
- The staff provides services to the students and consumer feedback to the chief executive

A governing board, as illustrated in figure 3.1, unifies staff work under the direction of the chief executive. The chief executive is accountable to the board for all the work of the organization's staff in achieving the organization's ends and complying with all limitations set by the board. Staff work is not duplicated because student representatives are responsible for governing the staff, not managing the

⁴⁰ Carver, *Boards that Make a Difference*, 9.

⁴¹ Gill, *Governing for Results*, 19.

⁴² For an examination on the role of trustee as servant-leader, see Robert K. Greenleaf, *The Servant as Leader* (Westfield: Greenleaf Center for Servant Leadership, 2008).

staff. The relationship between the staff and the board is clearly defined and flows through the chief executive, eliminating the ad-hoc relationships between students and staff. A new student association organizational chart is illustrated in figure 3.2.

Figure 3.1 Generic Organizational Structure: Governing Board

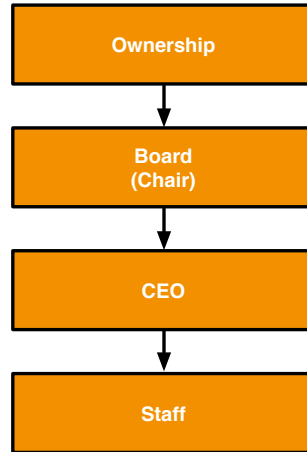


Figure 3.2 Student Associational Organizational Structure: Governing Board

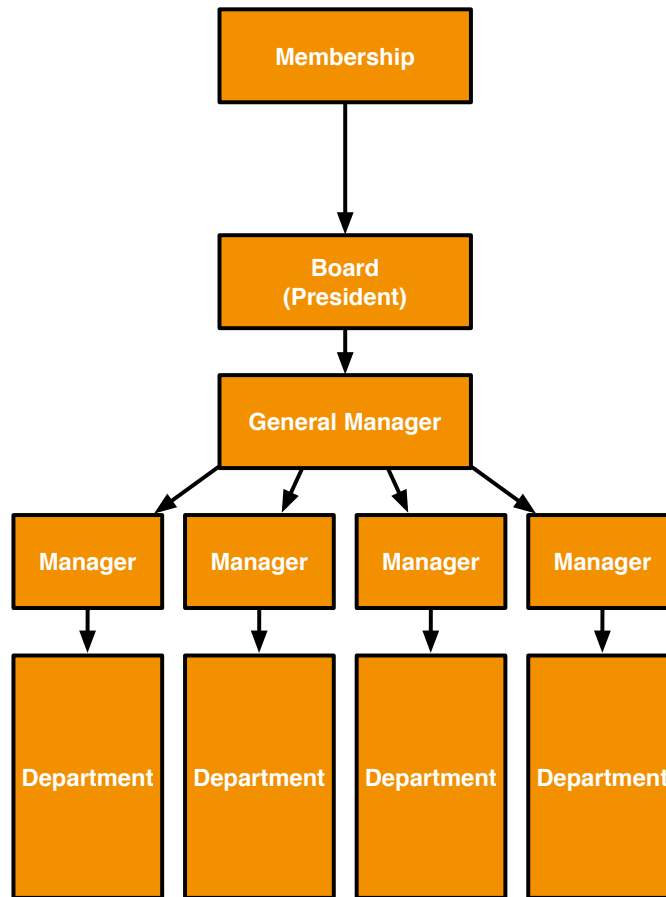


Figure 3.3 further breaks down the organizational structure of a student association using a governing board. This is not a proposed staff structure for the student associations participating in this report, but rather a general overview of the array of staff work performed by the association for which the chief executive is accountable and from which the chief executive provides support to the board as it performs its governance work. In this model, student executives (elected/hired vice presidents) are

eliminated. The work of the governing role entails three components: ownership linkage, governance policies, and performance monitoring.⁴³

Figure 3.3 Organizational Roles within Student Associations

Ownership						
Governance						
General Management						
Decision Support	Strategic Relations	Operations	Communications	Finance	Administration	Performance Evaluation
Policy Development	University Advocacy Support	Services Management	Strategic Communication	Financial Planning	Elections Management	Performance Management
Strategic Analysis and Planning	Government Advocacy Support	Extracurricular Programming	Media and Public Relations	Budgeting	Governance Support	Quality Management
Environmental Scanning & Monitoring	Stakeholder Engagement	Subsidiaries Management	Branding and Visual Identity	Accounting	Information Management	Audit Services
Scenario Forecasting	Issues Management	Business Development	Marketing and Promotion	Payroll Management	Property Management	Ombuds Services
Risk Management		Event Planning	Web Management and Social Media		Legal Counsel	
			Correspondence Management		Procurement Management Human Resources	

Students are involved in the student association as owners, owner-representatives, part-time staff, stakeholders (e.g. members/leaders of subsidiaries), and consumers. A governing board, which restores control of the organization to the owners, improves student experiences in there many interactions with the student association. As owners, students are better consulted through good ownership linkage. Owner-representatives are properly supported by the general manager and staff, and get a better experiential learning experience. Consumers receive better quality services and better value for the money they contribute to the association. Part-time staff are managed by professional managers operating within the parameters established by the owners. With a governing board, owners regain control over the entire organization and receive professional staff support. Unlike with a workgroup board, this relationship scales as the organization continues to grow and become more complex. Figure 3.4 illustrates this relationship.

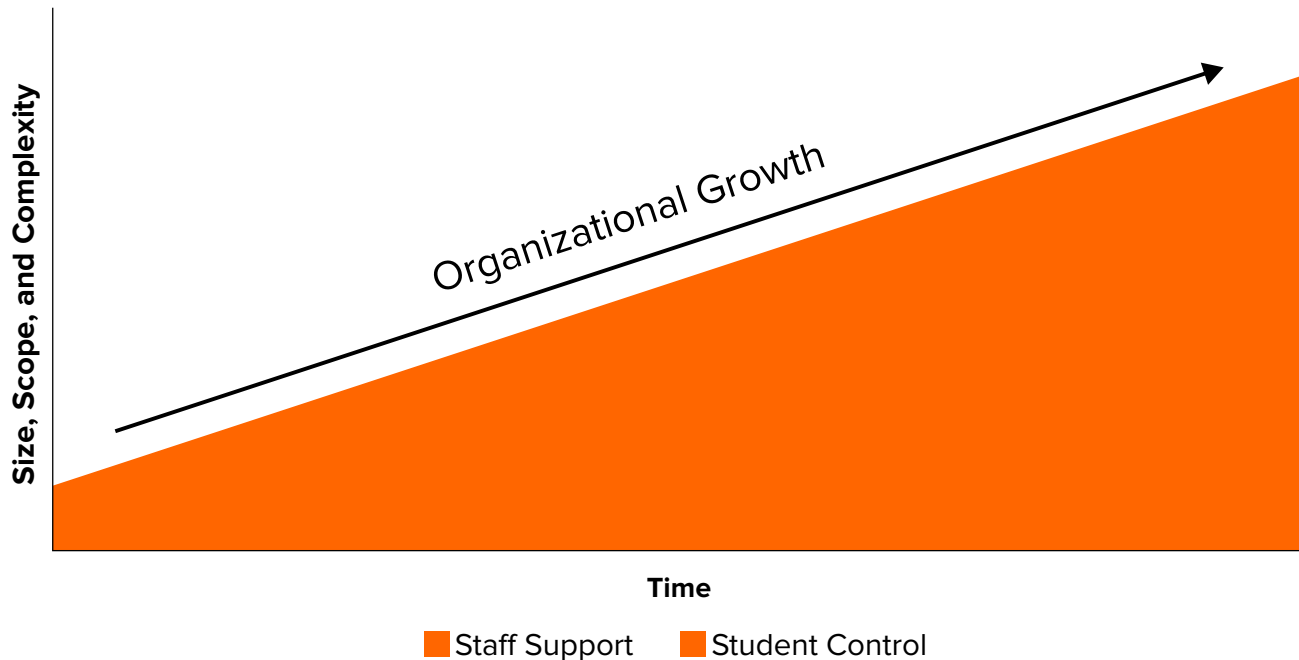
3.3.3 The size of the board should be reduced

A large board is required for a workgroup board because board members perform the dual-function of governance and staff work. Governing boards do not need a large labour pool, and a smaller

⁴³ A detailed examination of ownership linkage can be found in section 3.6. Governance policies and performance monitoring are discussed in sections 3.3.3 and 3.3.7.

board is preferable. Smaller boards lead to more efficient meetings and better debate on governance issues. In addition, governing boards that do good ownership linkage (examined further in 3.7) govern the association based on representative input from the ownership, and therefore a large board for ownership representation reasons is unnecessary. The ideal size of a governing board is an odd-number between five and eleven.⁴⁴

Figure 3.4 Student Control Relative to Organizational Size: Governing Board



3.3.4 Boards should govern using the Policy Governance® system

With the transition to a governing board, student associations should adopt the system of governance designed by John Carver known as Policy Governance®. Policy Governance®⁴⁵ is a “comprehensive set of integrated principles that, when consistently applied, allows governing boards to realize owner-accountable organizations.”⁴⁶ For introduction and clarity, the ten principles of Policy Governance® are contained within a source document that has been attached as Appendix G of this report. Under Policy Governance®, the board governs through its policies. The board’s policies are informed by the values of the owners and policy development is the principle work of the board.⁴⁷ This work is divided into four categories of policy:

- **Ends** – “The board defines which human needs are to be met, for whom, and at what cost. Written with a long-term perspective, these mission-related policies embody most of the board’s part of long-range planning.”

⁴⁴ For a more detailed discussion of board size and representation, see Carver, “Making Diversity Meaningful in the Classroom,” 4

⁴⁵ For a detailed examination of the theory of Policy Governance®, see Carver, *Boards that Make a Difference*. For a guide to practical implementation of Policy Governance® see Caroline Oliver ed., *The Policy Governance Fieldbook: Practical Lessons, Tips, and Tools from the Experiences of Real-World Boards* (San Francisco: Jossey-Bass, 1999). A governing board with Policy Governance® is used at the Algonquin College Student Association (ACSA).

⁴⁶ Policy Governance® Source Document enclosed in Appendix G of this report. Some critics argue that Policy Governance® is a one-size-fits all approach to governance not suitable to all boards. Carver notes that good governance is built on a foundation of universal principles he compares to an anatomy chart. Everyone’s body is different, but there are universal principles about bodies upon which doctors draw in the performance of good medicine. Carver, *Boards that Make a Difference*, 321.

⁴⁷ For a detailed examination of policy and policy development under Policy Governance®, *ibid.*, 37-78.

- Executive Limitations – “The board establishes the boundaries of acceptability within which staff methods and activities can be responsibly left to staff. These limiting policies, therefore, apply to staff means rather than to ends.”
- Board-Executive Linkage – “The board clarifies the manner in which it delegates authority to staff as well as how it evaluates staff performance on provisions of the Ends and Executive Limitations policies.”
- Governance Process – “The board determines its philosophy, its accountability, and specifics of its own job.”⁴⁸

Importantly, board policies under Policy Governance® are proactive rather than reactive. Whereas the workgroup board performs reactive and duplicative work in the form of approval and staff management, a governing board provides leadership by establishing the purpose of the organization. Similarly, the board, through its executive limitations policies, sets the parameters within which staff shall achieve the ends of the organization. In the workgroup board approach, the board was prescriptive and defined how staff should achieve the ends, effectively being led by staff rather than leading the staff. Policies are developed from the broadest principles to the narrowest and stop when the board is willing to accept any reasonable staff interpretation of the policy. If the board is unwilling to accept any reasonable interpretation then additional specificity is required.

A governing board using the Policy Governance® model is a productive, ownership driven board. Adherence to the principles of this model means that owners control their organization and set its direction. So as to set values and principles reflective of the ownership at large, the board conducts regular ownership linkage activities to gather representative input from the owners on the Ends of the organization. The organizational structure of the student association creates a clear chain of accountability from staff to the owners without role or work duplication. All departments report to the chief executive who is accountable to the board and evaluated based on the performance of the staff in achieving the Ends within the Executive Limitations established by the board.⁴⁹ By governing rather than managing, student owners lead the organization. The governing board approach to governance also ‘scales’ with changes in organizational size and complexity over time. As the organization grows, a governing board will continue to provide leadership through policy ensuring that the organization is productive and owner representative. This results in better service delivery from professionally directed and accountable staff, more professional training and support for students employed as association staff, improved leadership and governance experience for owner representatives, and a student association that better serves and is more representative of the needs and values of its owners.

3.3.5 Eliminate the use of standing committees

Many of the participating student associations use elaborate committee structures to conduct the work of the board. Standing committees exist for, among others, topics including social activism and outreach, elections, finance, office of the president, constitution/by-laws, and societies. Several respondents noted that the effectiveness of committees varied significantly. Many committees meet infrequently, if at all, and some respondents said that the same problems they identified with board members in board meetings (see section 2.3) similarly applied to committee meetings. When asked,

⁴⁸ John Carver, “A Team of Equals,” *Board Leadership* (1995), 7.

⁴⁹ For an examination of board-CEO relations see Carver, *Boards that Make a Difference*, 215-238.

respondents often could not justify the existence of many standing committees beyond their inherent value for being a designated sub-set of the board tasked with specific ‘board’ work.⁵⁰

Policy Governance® recognizes that boards do not necessarily require standing committees in order to do their work and that committees often hinder more than expedite board work. As Carver notes, traditional committees frequently reflect management divisions, not board work divisions. This inevitably leads board committees to begin to conduct staff work, which breaks the chain of accountability between the chief executive and the board. If committees conduct staff work or provide instruction to staff, this undermines the chief executive. The result is that either the chief executive is not the singularly accountable individual for association management to the board. Standing committees undermine role clarity and accountability. Carver also notes that standing committees often undermine the principle of board holism. If work is delegated to traditional committees, then it is the representatives on that committee that provide input on issues and decide how they should be handled, not the board. Once again, the board is reduced to the role of approval and rubber-stamping, not leadership.⁵¹

3.3.6 Eliminate the use of constituency-specific representatives

The issue of constituency-specific representation has been examined at length in section 2.3 of this report. Student associations should replace constituency-specific representatives with general board members. Representative input from the owners is gathered by well-executed, targeted ownership linkage conducted by the board. For a more detailed examination of ownership linkage, see section 3.6. The use of constituency-specific representatives also lowers turnout due to positions being less contested, leads to frequent acclamations, and reduces and dilutes the pool of qualified board candidates.

3.3.7 The president is the Chief Governance Officer of the student association

As CGO, the president is responsible for conducting all board meetings and maintaining parliamentary procedure as specified in Robert’s Rules of Order, Newly Revised, and serves as servant-leader and presiding officer of the board. The board as a collective speaks with one voice and only the board through its policies can communicate to the CEO the board’s expectations for Ends to be achieved and within what parameters. The president also acts as an official spokesperson for the board and chief representative of the association. As Carver notes, the CGO is responsible for the functioning of the board and its job product is the integrity of the board’s process.

3.3.8 The president should be indirectly elected

The president, as CGO, is a servant of the board and responsible for maintaining procedure and keeping the board focused on board work.⁵² Experienced board members are best suited to be entrusted this service role by the board. For this reason, the president should be elected by and from among the board members following their election. Under this model, a supplementary benefit of this approach is that experienced members who would not participate in association affairs after having lost a presidential election can remain active board members.

⁵⁰ In this case, board work refers to the work student association boards currently do and no board work as defined in Policy Governance®.

⁵¹ Carver argues that with traditional committees “[t]here is only a group of congenial minibords, inappropriately importing into governance a method that would be quite rational in a workgroup.” This further reiterates the flaws with the workgroup board structure that residually exists in current student association governance. Ibid., 228.

⁵² For a more detailed examination of the role of CGO and its relationship to the board and CEO, see *ibid.*, 215-224.

3.3.9 The general manager is the Chief Executive Officer (CEO) of the student association

As CEO, the general manager holds the top level of executive authority within the student association. The governing board establishes the organization's Ends and executive limitations, and the CEO has the full authority to make decisions and take action on staff means and the organization's Ends provided that these are reasonable interpretations of the parameters established by the board's policies. Additionally, the CEO, as the top executive authority, provides professional support to the board as it conducts its governance work. The chief executive or their designate should act as the corporate secretary of the association.

3.3.10 The board should appoint and remove representatives to external bodies

The board should appoint from among its members representatives to external bodies, including university bodies (e.g. board of governors) and external advocacy organizations (e.g. StudentsNS, CASA). This is consistent with the principle that the board, on behalf of the owners and from their input, speaks with one voice. Representatives will advocate the positions agreed by the board and bring information from external bodies to the board for the purposes of education and any relevant policy decisions.⁵³

3.3.11 Provide monetary and other compensation to board members

Board members should be compensated for their time and service on behalf of the owners. Monetary compensation increases the professional expectation of board members and makes participation in the association more accessible to all students. The sum total of salary paid to the board should be not lower than the salary of the chief executive. Where possible the association should negotiate with the university to supplement board pay provided this does not violate the independence of board members or the association. Examples of supplemental compensation include tuition credits, meal plans, residence credits, etc. Board members selected as representatives on university and external boards should receive additional monetary compensation for their increased time commitment and workload.

3.3.12 The chief executive or a full-time staff person designated by them, should attend, as support staff, all meetings of external bodies on which students are represented

The chief executive is the central point of the association's institutional memory and must be informed of all board deliberations outside of the organization (university board of governors, academic senate, StudentsNS, CASA, etc.). This allows the chief executive to better support the board in its work and provides information and memory support to new boards. The chief executive should also attend and provide professional support to students at meetings with the university, government, or other external officials. Student associations should increase the strategic relations support provided by full-time staff.

3.3.13 The chief executive should attend all board meetings, retreats, and major events

The chief executive should be an ex-officio non-voting member of the board and attend all board meetings as well as all other retreats or event held by the board. As the focal point of institutional

⁵³ Rastoy and Bing argue that paid student representatives are often the most prepared members at university meetings, and that student associations professional supported by staff with adequate resources are the most effective student organizations at representing student interests to the university. Eugene W. Rastoy and Zuo Bing, "Student participation in university governance," *The Canadian Journal of Higher Education* 29, 1 (1999).

memory, the chief executive is best able to perform their job as a professional support to the board and manager of the association staff when they have access to board meetings and events. This helps to ensure that new boards are informed as to the debates and decisions made previously so as to ensure continuity of governance and effective use of the board's time. Student associations should increase the governance and decision support provided by full-staff.

3.3.14 Seek professional guidance to assist the board in transitioning to and maintaining a governing board using Policy Governance®

Boards should hire a Policy Governance Academy Certified Consultant to assist with the transition to a governing board and Policy Governance®. A long-term governance consultant also provides student associations with coaching, training, and assistance to ensure that good governance is maintained. Another option for boards is to have the chief executive or corporate secretary certified by the Policy Governance Academy so that there is a full-time association member with knowledge and expertise on how productive, ownership driven governance is conducted and maintained.⁵⁴ If the corporate secretary is trained in Policy Governance®, or if the association's consultant regularly attends board meetings, then these individuals should assist the board in ensuring that it restrains its activities and decisions to the appropriate board-level work.

3.3.15 Adopt single-transferable vote to elect the board

Student associations should adopt the electoral system known as single-transferable vote (STV). STV is a voting system in which voters elect candidates in a multi-member constituency.⁵⁵ In this case, students will elect multiple general-board members to the board. Voters are presented with a ballot that lists all of the candidates for the board. The act of voting under STV changes little from the first-past-the-post (FPTP) currently used by several associations to elect individual board members.⁵⁶ Rather than marking an 'X' beside the voter's preferred candidate, they instead rank the candidates, as many or few as they desire, in order of preference.⁵⁷

In the FPTP system, the candidate with the most votes is declared a winner: in effect, the winner takes all of the votes even if their total share of the vote does not represent a majority of the votes cast. Under STV, a vote threshold is calculated such that the number of elected candidates cannot exceed the number of seats. The most commonly used calculation is the Droop quota. Using the Droop quota, the number of votes a candidate must receive to be elected is equal to one plus the total number of valid votes, divided by the total number of seats plus one ($(\text{Total Valid Votes} / \text{Total Seats} + 1) + 1$), and rounded down to the nearest integer. If nine seats are available and 100 valid votes are cast, the total number of votes required to be elected is equal to $(100/9+1)+1$ or 11. Using the Droop quota, the first preference of all valid votes is tabulated. Every candidate that exceeds the quota is declared elected. If the total number of seats is not filled, counting proceeds to a second round. The surplus votes (votes in excess of the Droop quota) for the winning candidates are now 'transferred' to the remaining candidates. By this I mean that the second preference on the ballots of the winning candidates is tabulated and added to the totals of the remaining candidates. Using the fractional transfer system, the formula for calculating the 'value' of these votes is the winning candidate's total surplus votes divided by the Droop quota. If one candidate is elected in the first round with 17 votes, using the Droop quota

⁵⁴ The use of governance coaches is a practice used by many boards. Caroline Oliver, *The Policy Governance Fieldbook*, 167-168.

⁵⁵ In this case, the entire student population serves as the constituency

⁵⁶ This applies to both single and multi-member plurality systems.

⁵⁷ For an excellent overview of STV see the following clip produced for the STV referendum in British Columbia: https://www.youtube.com/watch?v=y-4_yuK-K-k.

of 11 calculated in this example, the second preference votes on the winning candidate's ballots would be transferred to the remaining candidates at a rate of 0.545 votes per ballot ($17-11=6$, $6/11=0.545$). Ballots without a second preference are considered 'exhausted' and do not add to the vote tallies of the other candidates. Once the surplus votes of the winning candidates are distributed, any candidates that now exceed the threshold are elected. If no candidates exceed the threshold, the candidate with the fewest votes is eliminated and their votes are distributed to the remaining candidates at full value (each vote is worth 1). This process continues until the total number of seats is filled.⁵⁸

It is important to reinforce that, the experience of individual voters changes little from the current system. The only difference is that the voter ranks the candidates instead of selecting a single candidate (the voter may still indicate preference for a single candidate if they so choose). Tabulation of votes is made easier through the use of electronic voting, and the CRO manages the details of the voting system.

One expert noted that STV provides many advantages to student associations compared to the FPTP model. The STV system is increasingly becoming the industry standard for not-for-profit organizations and student associations in the United Kingdom and has recently been adopted by student associations in the United States including at Harvard and UC Berkeley. First, STV is proportional and virtually every vote counts. Whereas the FPTP system is a winner-takes-all model in which only the votes for the winning candidate count, under STV everyone's preferences matter, and election results more accurately reflect the voting preferences of the voters. Second, one expert argued that STV can increase the representativeness of the elected body. This is because STV, unlike FPTP, is permissive in that it better captures societal attitudes and voter preferences. Legislatures elected with STV better reflect the demographics of the voters, something that is not the case with FPTP. Under STV, candidates are rewarded for running a good campaign and building a voting constituency. With FPTP, every candidate that does not win is not rewarded for their efforts even they have built a large voting constituency that represents a large group of voters. Importantly, this expert noted that STV permits a more representative elected body but does not directly cause increased representativeness. The expert recommended that student associations provide institutional support to increase candidate representativeness along with adopting STV. By encouraging a more diverse group of students better representative of ownership input, the STV system will return a more representative body of owner representatives, and the board will be better able to perform its governance work.

3.4 Recommendations for Professional Meetings and Office Environment

3.4.1 Adopt an annual governance calendar

Boards should develop an annual governance calendar detailing the routine issues and reports the board will address on an annual basis. This calendar should include dates for regular monitoring reports, candidate recruitment dates, nomination and election dates, quarterly ownership linkage activities, student summits, hiring and performance review, and all other regular governance activities carried out on an annual basis. An example of a governance calendar can be found in Appendix F of this report.

A detailed governance calendar will guide each new board in the process of governance for the year and routinize the board's core responsibilities, inform the board of its duties in advance, and provides an accountability check for the owners.

⁵⁸ For a more detailed example of fractional transfers see <http://archive.fairvote.org/consulting/choiceex.pdf>

3.4.2 Publicize agendas and supplementary materials one week in advance of meetings

Agendas and materials for board meetings should be provided to all board members and posted on the association's website no later than one week in advance of the meeting. An example of a meeting agenda can be found in Appendix F of this report. Provision of materials in advance ensures all board members are prepared for the meeting and that the meeting will be orderly and efficient.⁵⁹

3.4.3 Promptly publicize minutes and records

The draft minutes of board meetings and relevant records should be posted to the association's website no more than one week following the meeting. Minutes should be updated once made official at the following board meeting. It should be noted that minutes are a record of decisions taken and not a verbatim or summary account of the discussion in the meeting. The corporate secretary should be responsible for ensuring accurate minutes and records are posted on the website.

Representatives from the participating associations noted that their policy is to post meeting minutes, but this policy was not followed consistently. Publicly available minutes and records are an important part of the board's transparency to the owners and this policy should be followed.

3.4.4 Provide written notices of motion and supplementary materials no less than one meeting in advance

Motions to be discussed at a board meeting and any relevant supplementary materials should be submitted to the entire board in writing, and uploaded to the association website, no less than one meeting in advance of the board meeting. Meeting agendas should be updated to include pending motions.

3.4.5 Professionalize board meeting practices

Creating a professional setting for board meetings facilitates professional decorum and a sense of occasion and purpose. This gives an image of professionalism and confidence to the owners, and creates an environment for more focused and productive meetings. Suggestions for more professional meetings include: business casual dress code, name plates for board members, an official gavel for the president, refreshments, and, where possible, dedicated meeting space at the association head office with computer, projector, recording equipment, other relevant meeting technologies, and public seating.

3.4.6 Record board meetings and post them online

Board meetings, with the exception of in-camera sessions, should be recorded and posted online, both on a relevant video site (e.g. YouTube), and embedded on the association website. Videos should be time-stamped for each topic, and a list of topics with their time-stamp links should be included with the video. The meetings should be uploaded to the association's YouTube channel (the association should create a channel if one does not exist) in a dedicated meeting playlist.⁶⁰ This practice provides greater transparency to the owners and allows owners unable to attend meetings the chance to view the meeting at their convenience.

⁵⁹ For a note on well-run meetings see John Carver, "Just How Long Should Board Meetings Be?" *Board Leadership* (1992): 6.

⁶⁰ This is a practice already adopted by the Dalhousie Student Union. See <https://www.youtube.com/user/DSU1866>

3.4.7 Train the president and designated corporate secretary in parliamentary procedure

Professionally run meetings require a chair well versed in parliamentary procedure. Some respondents noted that current chairs do not receive sufficient, if any, training in chairing a meeting and the rules and procedures of meetings. The designated corporate secretary to the board should be trained in Robert's Rules of Order, Newly Revised and the latest edition of the book should be provided to each incoming president. Training in parliamentary procedure should also be part of the orientation process for all incoming board members. The corporate secretary is also a resource during board meetings and should act as parliamentarian to the board on procedural questions as required.

3.4.8 Professionalize office spaces

Board members should be provided with office space, computers, work phones, business cards, prepaid expense cards, and association materials (t-shirts, pens, mugs, mouse pads, official e-mails, business cards, etc.). Board members should maintain professional conduct and decorum during business hours.

A centralized, professional space in which board members can perform, and be seen to perform, board work reinforces the importance of the board and board work. Professionalized workspaces also mean that work, and the owner representative role of the board, are more likely to be taken seriously and enhances the confidence of both the board members and the owners.

3.5 Recommendations for Elections

3.5.1 Appoint a full-time staff person or external contractor to act as Chief Returning Officer

The chief executive or a full-time staff person designated by them (the industry standard is the corporate secretary, but this role may be performed by an external contractor) should perform the role of Chief Returning Officer. Students may be hired as deputies to assist the CRO as needed, but a full-time professional should fulfill the primary responsibilities of CRO.

Administration of elections is a management function that requires consistency and professional support. Annual turnover of student CROs lacking training and experience in administering elections is not conducive to ensuring a professional election process. This inexperience also results in increased election regulation and a lack of a coherent approach to election administration. A full-time person responsible for elections over multiple years is better able to identify election procedures that are problematic and is able to use their experience to provide well-developed and informed orientation sessions on nominations, campaigning, elections, and association governance. An additional advantage of using an independent CRO is that they are a completely disinterested officer and servant of the association.⁶¹

3.5.2 Adopt online voting for board elections

Online voting makes voting more accessible and convenient for students and in well-run, competitive elections, can contribute to increased voter turnout.

⁶¹ This best practice was also recommended in a National Union of Students report on university-student union relations. National Union of Students, *Guide for Members of Higher Education Boards*.

Respondents reported that on campuses where online voting was adopted, it had been received positively and with few problems. One best practice used by campuses with online voting is the provision links from each candidate's name to their campaign biography so that voters have easily accessible information about all of the candidates.

3.5.3 Simplify election rules

As noted in section 2.4, student association elections are over-regulated. Election rules should be simplified, and emphasis put on a clear and consistent process as opposed to an equal outcome irrespective of campaign ability or popularity. Rules differ across the participating campuses but examples of general rule changes include:

- Eliminate rules on wearing campaign shirts/insignia in classrooms. Candidates are also students and passive campaigning in classrooms should not be prohibited. Decisions on active campaigning in classrooms (i.e. 'class talks') should be the decision of individual instructors.
- Eliminate rules on the size and number of posters. Some rules are required with respect to where posters may be placed for reasons of property protection (e.g. no posters on windows or certain wall surfaces) or accessibility (e.g. no poster in residence hallways not accessible to all candidates). Posters should be permitted to remain up for the duration of the voting period.
- Eliminate censorship of campaign materials. Censorship of campaign materials for any reason including its accuracy or political position violates the freedom of speech of the candidates and undermines the democratic process. In cases where the language in the campaign materials is considered offensive or unpopular by some, it is up to the voters, and not the CRO, to determine if the offending candidate(s) best represent the interests of the owners and deserve the moral obligation entrusted to the elected representatives.
- Eliminate budget or points systems to regulate election spending. Candidates will be provided with campaign training, voters are easily accessible in a small area, and online campaign tools such as social media are free to access.
- Eliminate restrictions on where candidates may campaign (e.g. library, computer labs, association space) in publicly accessible locations on campus.
- Eliminate restrictions on when candidates may begin to campaign (e.g. prior to the official campaign period).

3.5.4 Expand the nomination and voting periods

The candidate nomination period should open the first day of classes in the fall semester and close the final day of classes in the fall semester.

Student association election cycles are very short and usually include a nomination period of one-two weeks and a campaign period of an average length of 7-10 days. This is in part due to the fact that in the past, associations have run multiple elections per year. Under the governance system recommended in this report, student associations will hold a single annual general election. Expanding the nomination period will provide candidates more time to build their campaign teams, connect with voters, learn about association governance, and build their voting constituencies. Earlier and expanded contact with students also contributes to owner education.

The voting period should be expanded to be concurrent with the campaign period. The campaign period should be expanded to one month. At present, some associations only have a single day of voting. Many respondents argued that this period was too short, and with online voting, there was little reason not to expand the voting period so as to increase turnout.

3.5.5 Allow campaigning on voting days

Voting day is one of the most important days in an election cycle for a campaign and getting out the vote is an important responsibility for every campaign. Removing rules that prohibit campaigning on voting days will increase turnout by allowing campaigns to advertise the election and remind students to vote. Some associations justify the ban on campaigning and the removal of campaign material prior to voting day as a way to ensure fairness so that voters are not swayed by a poster or candidate they see just prior to voting. In actuality, these rules limit free speech in an election and assume students are not able to make informed decisions when casting a ballot. The purpose of an election campaign is to persuade voters to elect a specific candidate.

3.5.6 Recruit candidates to run for the board

Student associations should hold monthly candidate orientation sessions in the fall semester so as to attempt to recruit more candidates to run for the board. The purpose of monthly orientation sessions is to provide perspective candidates with information on the election process and the governance of the association. Orientation sessions should be run by the Chief Returning Officer and should include:

- Copies of nomination papers
- Copies of the association's act of incorporation, by-laws, and policy manual
- An overview of how the association works
- An overview of successful campaign strategies
- A question and answer session
- As noted earlier, the STV voting system needs to be supplemented with institutional support for a more diverse pool of candidates. The Chief Returning Officer should liaise with student organizations (e.g. women's centre, pride, international centre, etc.) and provide information and support where required.

3.5.7 Encourage candidates to run in slates

Students should be encouraged to form slates of candidates for elections.

The use of slates varies across the participating campuses. Some campuses have experimented with using a two-person slate for the positions of president and (executive) vice president while others do not use slates at all. Students can create economies of scale by pooling resources as a larger campaign team and reduce personal expenditure. Reducing personal expenditure through pooled resources makes elections more accessible. Slates can also increase diversity as campaigns try to build a core-voting constituency and STV more effectively captures support for different groups. Importantly, with the STV system students have the option to run as part of a slate or as an individual meaning that candidates are not excluded if they are unable to join a slate or cannot form a slate of a

size equal to the total number of board seats. Unlike a workgroup board, a governing board acts as a body and speaks with one voice. Board members are responsible for policy, not management and operations, which eliminates the sources of much of the infighting that plagues workgroup boards that contain members who ran for different slates.

3.5.8 Candidates should complete a job qualification questionnaire

As part of the nomination process, candidates should complete and submit a questionnaire in which they are asked to provide details on their previous experience with volunteer work, not-for-profit organization, and other team-based leadership and governance activities.

The purpose of this questionnaire is to provide candidates with an opportunity to self-assess, based on the questions, their suitability to act as representatives in the governance system of the association. Several experts noted that board selection is important and that a Policy Governance® board, or any board, requires members that understand and accept the governance system. One expert said that they frequently recommended to boards they work with that they adopt the questionnaire model as part of the candidate selection process so as to provide a self-filtering mechanism for candidates. The questionnaires should be linked to the candidate's name in the online ballot and posted on the association's website during the campaign.

3.5.9 Provide mandatory candidate training to all board candidates

Well-run elections require a clear and fair process, but also well-run and informed campaigns. Prior to the campaign period, the CRO should host two mandatory orientation sessions for candidates. The first session should cover the following information:

- Purpose and history of the organization
- The association's governance system (governing board, Policy Governance®)
- The strategic environment in which the association operates (e.g. relationship with the university, government, external organizations)
- Recent issues and challenges

This session provides important information as to how the association operates, develops its strategic plans, and arrives at decisions. It also clarifies to candidates what is and is not the job of the board. As several experts noted, governance education prior to the election allows candidates to self-select if they are suited for the job, and is another way to inform the owners as to how the governance of their organization works. Informed candidates that understand how the association works can better communicate this to the owners during an election.

The second session should cover campaign related information including:

- The STV system
- Procedural rules
- Campaign strategy and tactics
- Platform development
- Promotional materials

The purpose of this session is to better prepare candidates for electioneering campaign and ensure a robust, active, and informed campaign. Where possible, the CRO should bring in previously successful candidates or external experts (politicians, campaign managers, candidates) to help facilitate the session and provide basic campaigning information to the candidates. Professional headshots should also be taken by the CRO for use on the candidate pages linked to the ballot. Better-run campaigns by the candidates may result in increased student interest and turnout during the voting period.

3.5.10 Appoint an adjudicative panel of disinterested, third-party legal experts to arbitrate disputes arising from election processes

Boards should appoint an adjudicative panel comprised of three persons with legal expertise who are neither members, nor staff, nor agents of the organization to arbitrate the disputes arising from election and referendum processes. The panel will hear grievances by members or candidates who believe they have not been accorded reasonable protection of their rights under the association's bylaws and the principles of procedural fairness, and adjudicate according based on the evidence presented. Additionally, the CRO will take disciplinary cases to the adjudicative panel in the event of candidate violations, and the adjudicative panel will render verdicts on the alleged violations. One expert noted that the board and association staff should not be responsible for adjudicating election appeals as these individuals are not disinterested third-parties and have a conflict of interest. Representatives for the panel can be drawn from university faculty and administration, and from members of the general public, provided that the qualification of legal expertise is met and the individuals are not members, staff, or agents of the student association.

3.6 Recommendations for Ownership Linkage

3.6.1 Ask good ownership linkage questions

An important part of conducting comprehensive ownership linkage is asking the right questions of owners. Asking good questions ensures that discussion is centred on board work and helps educate owners on the role of the board and the type of feedback that is owner and not consumer focused. Some examples of good questions that can be adapted for different ownership linkage activities include:

- What are the challenges that the student body faces, and what kinds of resources are needed to overcome them?
- Are there particular needs/issues you would like the [student association] to address?
- What do you see as the role of the [student association]?
- What are the most critical outcomes for the student body that the [student association] should seek to achieve?
- Which of the following outcomes do you value most? [provide list of Ends]⁶²
- What are the strengths and weaknesses of current Ends?

The above questions ask owners to provide feedback on the benefits and beneficiaries of Ends, at what cost should the ends be pursued and how the ownership values different Ends, and assessment of the organization's current Ends. Good ownership linkage questions ask owners to consider

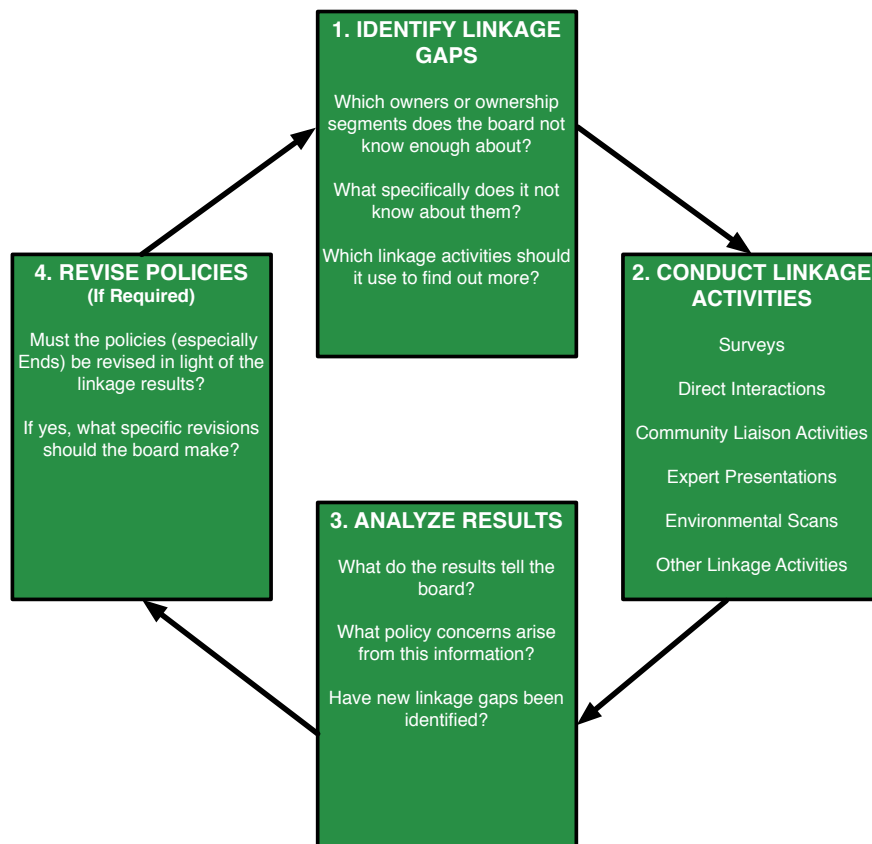
62 For a list of sample ownership linkage questions see Jannice Moore, *Connect!: A Guide to Ownership Linkage* (Calgary: The Governance Coach™, 2008) 48-49.

collective interests and whether the current Ends serve the collective interests of the entire ownership. In this way, good ownership linkage questions force owners to consider the needs of all of the owners, not what individual owners want or what services they use. From this feedback, the board is better informed to development Ends and executive limitations, and better understands the ownership's values to assess "At what cost" Ends should be pursued.⁶³ The board is thus better able to make decisions on the benefits the organization should produce and can be proactive in creating policies that align with the values and priorities of the members. Figure 3.5 illustrates the ownership linkage process.

3.6.2 Seek representative input from the ownership

Good ownership linkage requires the board to seek information from a representative sample of the ownership. Jannice Moore defines representative input as input reflective of "the entire spectrum of ownership, not just a small subsection, a special interest group, the 'squeaky wheels', or those individuals who of their own accord request to speak with the board."⁶⁴ One technique used by some associations is to 'engage the haters', by which is meant seek out more detailed input from critics of the association. This linkage technique targets 'squeaky wheels' and is not a good example of comprehensive ownership linkage. As one expert noted, ownership linkage activities must be targeted to ensure that collective interests and values are identified so that the board can make the best decision on behalf of the ownership. Where possible, student associations should acquire demographic information about the ownership so as to target their ownership linkage activities.

Figure 3.5 The Ownership Linkage Process Cycle



63 Caroline Oliver, *The Policy Governance Fieldbook*, 125.

64 Moore, *Connect!*, 18.

3.6.3 The board should directly interact with owners on a regular basis

Personal interaction is an important component of good ownership linkage. This interaction can range from focus groups and interviews to intimate one-on-one conversations with owners. Several experts noted that one of the most effective ways to conduct ownership linkage, especially for a student association, is one-on-one conversations with the owners about their needs, values, and the Ends of the association. At the Algonquin College Students' Association (ACSA), board members allocate much of their 'office hours' time to direct contact with owners around campus. Direct contact ownership linkage is the most used ownership linkage tool used by ACSA and is considered to be one of the most effective at performing the tasks of gathering input and educating owners. While conducting this linkage, board members wear shirts or other insignia representing the association. As one expert noted, even this approach must be targeted so as to gather representative input. Board members should be provided with notices of campus events at each board meeting.

3.6.4 Conduct quarterly linkage activities

While personal interaction ownership linkage should be conducted on an ongoing basis, this should be supplemented larger linkage activities should be conducted quarterly by the board. Examples of ownership linkage activities include:

- Surveys
- Focus groups
- Dialogue with key informants and thought leaders
- Expert presentations on ownership issues
- Presentations to the board from representatives of the ownership
- Presentations by the board to the ownership
- Cafes
- Deliberative polling
- Brown bag lunches

In all cases the board must take care to ensure a diversity of input is gathered before decisions are made and that dialogue with owners is focused on ownership issues, not consumer issues.⁶⁵

3.6.5 'Annual general meetings' may be used if they conform to the principles of good ownership linkage

Annual general meetings are commonly used by organizations to as deliberative assemblies to vote on referenda and by-laws, and in some cases to elect members to organizational positions. Association elections replace the need for a traditional AGM and elections are a fairer and more representative means by which to gather the range of ownership input.

The use of annual general meetings (AGM) varies across the participating campuses. Some associations host a regular AGM while others have dispensed with the practice or recently brought it

⁶⁵ For a more detailed examination of different approaches to ownership linkage, see Caroline Oliver, *The Policy Governance Fieldbook*, 118-140; Moore, *Connect!* 15-34

back. In cases where the practice of AGMs has been restored, responded noted that the event was received positively by the owners and provided a valuable opportunity for engagement and feedback. Annual general meetings or their equivalents (some associations host ‘student life summits’ once per year/semester) can be a useful ownership linkage exercise and fulfills one of the quarterly ownership linkage activities recommended by this report. These events must be structured to facilitate discussion and education of ownership issues. AGMS should avoid town halls and open forums as these are more likely to result in emotional conversations on consumer-related topics.⁶⁶ To remain consistent with Policy Governance®, traditional AGMs must be changed to adhere to the following conditions:

- The AGM should not include referenda on policy changes. AGMs should be non-deliberative, non-authoritative linkage events. Policy work is done by the board as trustees selected by the ownership and is informed by good ownership linkage compiled from a representative group of the membership.
- If the AGM is an ownership linkage activity, events must be related to the work of the board, not of management. Board accountability, membership education, and discussion of Ends are appropriate content for an ownership linkage AGM. Importantly, the event is to interact with students as owners, not as consumers, and if discussion drifts to means and consumer-related issue it should be steered back to a discussion of board business.

3.6.6 Conduct an annual ownership survey

The board should conduct an annual survey of the ownership on ownership issues. Questions for the survey should be developed by the board and adhere to the principle of good ownership questions identified in section 3.5.1. Respondents noted that surveys often have low rates of participation. One strategy the board can use to increase participation is to conduct the survey during the election period. When a student submits their online ballot, they should be provided with a link to the annual ownership survey. This ownership linkage activity should be done in addition to the quarterly linkage activity for the winter semester.

3.6.7 Appoint board liaisons to campus communities

A commonly used form of ownership linkage is the appointment of board members as liaisons to organizations within the community. In this case, the board should appoint its members to be liaisons to specific campus communities such as:

- Students from each faculty on campus
- International and exchange students
- Students with disabilities
- Off-campus students
- Commuter students
- Part-time students
- Mature students
- LGBTQ students

⁶⁶ Moore, *Connect!*, 32

- Female students
- Residence students
- Graduate students
- Single-parent students
- First year students
- Senior students
- Visible minority students
- Aboriginal students
- Student athletes
- Student employees of the university
- Students on satellite campuses (provided they are not represented by their own separately incorporated student association)

The purpose of the liaison is to provide education to support board decisions, respond to local ownership-based issues, and report back to the board to assist in its policy deliberations. This approach provides a regular communication channel between different interests and the board and helps to ensure that the board hears the full range of values and concerns held by the ownership. In addition to regular direct contact interest groups, the board should also conduct quarterly liaison activities that can draw on some of the ownership linkage methods identified in this report. The liaison for each community should be posted on the association's website.

3.6.8 Board members should hold regular office hours

Board members should hold regularly weekly office hours in addition to direct contact ownership linkage activities. Where possible, office hours should be scheduled collaboratively so as to maximize the number of business hours in which at least one board member is present in the office. Each board member's office hours should be posted on the association's website.

3.6.9 Provide an annual public report to the owners at the end of each academic year

At the end of the winter semester, the board should release an annual public report to the members. This report should detail to the members the organization's performance in achieving its Ends, compliance with executive limitations, and ownership linkage and results. The annual report also provides a further opportunity for ownership education on board work and responsibility.⁶⁷

3.6.10 Publicize budgetary information online in a simplified form

Respondents from many participating associations noted that budgetary information (revenues, expenses, assets, and liabilities) is available for students upon request. Student respondents, however, often did not know this option was available and argued that this made the information unnecessarily complicated to get. Publicly available budgets are an important part of association transparency to the membership, and annual budgets should be posted on the association's website.

⁶⁷ Caroline Oliver, *The Policy Governance Fieldbook*, 125.

3.6.11 Annual e-mail distribution

Listserve access varies across the participating campuses. Some associations are permitted to send e-mails to the listservs, some are not permitted to send e-mails, and others can be granted permission to send e-mails. As noted earlier, on campuses where student associations can send e-mails, student respondents felt they received too many e-mails from the association in matters unrelated to their experiences on campus, and that these e-mails were often buried amongst a flurry of other university-related e-mails during high traffic times of year (e.g. beginning and end of semester). Student associations should limit the use of mass e-mailing and instead use it for ownership linkage opportunities. In the sample annual governance calendar in Appendix F, three e-mails should be sent annually to the ownership:

- Welcome e-mail with information about the year ahead
- Notice of election dates and a list of candidates
- Year-end wrap-up, election results, and release of the annual public report

Information on social events or other news can be distributed to owners using other means including the association website, social media, and posters. On campuses where the association does not have access to the student listserv, student associations should negotiate with the university to include listserv access to send the three annual e-mails as part of an MOU.

3.6.12 Create an annual presentation schedule

The board should create an annual schedule of presentations, and at least one presentation should be conducted at each regular board meeting or at least once a month during the academic year. Board presentations are an important component of ownership linkage and board education. This process can include presentations from stakeholder groups, demographers, futurists, and other experts or ownership groups. As with other ownership linkage activities, these presentations must focus on owner rather than consumer issues.

3.7 Recommendations for Service Delivery

3.7.1 Centralize physical and online service access and delivery

As a service provider, student associations should ensure that there is a visible, central access point for service delivery in their building. The industry trend for service delivery is increasingly an integrated service delivery model. A service counter should be the first point of contact for students when conducting consumer business in the association office. Centralized service delivery should include inquires related to membership fees, bus passes, health and dental benefits, nomination forms and election materials, and other such services. Student associations should integrate and centralize all platforms (physical and virtual) of service delivery.

Student association websites should be clearly laid out and provide a centralized access point for service delivery and information. Clear websites with centralized service access points are increasingly the industry standard. Current association websites are poorly laid out, in some cases unnecessarily graphics intensive, and are not designed to be a centralized service access point. In general, a typical front page includes section headers including 'who we are', 'what we do', and 'what we are about'. A service-focused website provides clear links to categories of services, not information about the perceived value of the organization and who is involved. Excellent examples of service-focused

websites include www.halifax.ca and www.gov.uk. On these websites, the viewer is first presented with categories of services delivered by the organization with an additional link to governance-related material including history, mandate, documents, and transparency. The websites are simple, use minimal graphics, and are consumer and owner-focused rather than association-focused. Student association websites should be about the ways students interact with the association, not the association.

3.7.2 Conduct an annual consumer survey

The annual ownership linkage survey should be accompanied by an annual consumer feedback survey. Unlike the ownership linkage survey, the questions in this survey belong to management and are designed to gather feedback on the quality of service delivery and service use. The purpose of this survey is to assess whether the reasonable decisions made by management within the executive limitations set by the board have resulted in effective service delivery. Where correction is needed, management can amend service delivery within the boundaries of the executive limitations. The annual consumer survey should be conducted during the voting period and a link should be provided to students when they submit their online ballot.

3.7.3 Conduct quarterly consumer feedback activities

Quarterly consumer participation activities can use the same methods as ownership linkage activities but will address consumer, rather than ownership topics. The important distinction is that consumer participation activities focus on students as consumers and address consumer needs and complaints, not ownership issues.⁶⁸ Consumer feedback activities are designed and conducted by management, not the board. One example of a consumer-feedback activity currently used by several associations is an association fair at the beginning of the year where booths with information on association services are set up to educate students on the range of services provided. Service-related content currently included in AGMs or student life summits should be moved to separate, consumer-focused feedback activities. For both ownership linkage and consumer feedback, it must be clear when the board is interacting with students as owners, and when management is interacting with students as consumers.

3.7.4 Establish an ombuds service for student association services

One respondent noted that student associations should have an ombudsperson to investigate and resolve consumer complaints regarding association service delivery. Economies of scale may be realized by association partnership with the university to expand the office of the university ombudsperson to cover association services. If such an office does not exist at the university, the joint creation of a university ombuds service should be considered.

3.7.5 Expand business ventures where possible to increase association revenue and provide additional services to the ownership

Student associations should take advantage of opportunities to form business ventures within the university community and should attempt to expand their revenue and service delivery through entrepreneurial initiatives. Some respondents noted that student associations could do more to take advantage of business opportunities on campus and that with innovation, associations could find ways to increase revenue so as to provide more and better services to students. Entrepreneurial initiatives

⁶⁸ Where possible student associations should seek to engage in participatory service delivery. For a spectrum of the range of participatory service delivery, see the International Association for Public Participation's Participation Spectrum chart: www.iap2.org/resource/resmgr/Foundations_Course/IAP2_P2_Spectrum.pdf

allow student associations to increase revenue while also providing targeting services to meet student needs.

3.8 Recommendations for Subsidiary Governance

3.8.1 The chief executive or a full-time staff person designated by them is responsible for the approval, oversight, and distribution of funding to subsidiaries within the parameters of board policy

Student subsidiaries are sub-entities of the student association and, under Policy Governance®, should operate within a set of parameters defined by the association. In this way, student association-subsidiary relationship mirrors the university-student association relationship only in this case, the student association is the parent company and student societies are subsidiaries. As with the university, the board should be proactive and define parameters within which sub-entities are granted complete authority.⁶⁹ The association performs a comparable role to the Registrar of Societies for the province. At present, student associations are too focused on authorizing subsidiaries and their products, rather than establishing the parameters within which they may operate. This results in decisions being made for political reasons (e.g. a subsidiary advances an unpopular position) rather than regulatory reasons. A recent report noted that student associations frequently infringe upon student free speech and association for political reasons.⁷⁰ The ratification of subsidiaries is not a political question.

One expert argued that the board should not ratify subsidiaries on an annual basis and determine funding levels for specific subsidiaries. The board should instead provide executive limitations to the chief executive specifying what institutional or governance criteria would make a subsidiary ineligible for ratification or funding. From this the chief executive or their designate can make a reasonable decision as to whether a student society can be ratified and the level of funding they should receive. If a subsidiary is no longer eligible for ratification under the executive limitations, the chief executive or their designate will de-ratify the subsidiary in accordance with the board's policy. This approach enhances the authority of subsidiaries and frees up the board to focus on governance issues with respect to subsidiaries instead of management issues.

3.8.2 Eliminate the use of levied fees to provide subsidiary and external organization funding

In addition to membership fees, student associations often charge additional levies for subsidiaries. The creation of, and increases to, these fees are subjective to a referendum vote. Student association elections frequently include votes on increases in small levies allocated to various organizations. The levying of subsidiary fees directly from the membership undermines the work of the board. Instead of the board establishing the organizational Ends and determining limits within which those Ends must be achieved by staff, the owner-representatives must instead continually ask permission from the owners to do board work. This undermines the trust placed in the owner representatives as trustees, and reduces the board to asking permission rather than leading. Subsidiaries should be funded out of the general operating budget with funding to be allocated as per the stipulations in recommendation 3.7.1. Similarly, fees paid to external organizations (e.g. StudentsNS), should come out of the general

⁶⁹ Carver, "Families of Boards," 7.

⁷⁰ Michael Kennedy and John Carpay, 2014 *Campus Freedom Index: Dozens of taxpayer-funded Canadian Universities failing to uphold free expression on campus* (Calgary: Justice Centre for Constitutional Freedoms, 2014).

operating budget and should not be levied separately. Ideally, only increases to association membership fees above the rate of core inflation should require a referendum.

3.9 Conclusion

The recommendations above are drawn from industry best practices and informed by the evidence gathered from interviews and the literature. Together, these are an integrated and comprehensive set of principles for good governance and an alternative to the workgroup board structure currently used by student associations. The recommendations build on each other, and it is recommended, for the best results, that student associations implement the complete set.

Appendix A: Terms of Reference

Overview

StudentsNS is seeking a consultant to conduct a review of Student Union Democratic Governance in Nova Scotia under the supervision of an Advisory Committee. Participating Student Unions will include the Acadia Students' Union, Cape Breton University Students' Union, Dalhousie Agricultural Students Association, Saint Francis Xavier University Students' Union and Saint Mary's University Students' Association. StudentsNS is offering a \$10,000 total contract to complete the work (taxes-in) plus incidentals (notably travel).

Student associations are among the only organizations in Canada that represent young people as a demographic group with unique challenges worthy of policy attention. Among such organizations, student associations are likely the most democratically accountable as their leadership is generally elected by memberships numbering in the thousands. They provide unique spaces for incubating young leaders, who are empowered to represent their peers while exercising decision-making over very significant resources.

Yet, they consistently face significant difficulties with respect to democratic engagement and accountability. Recently, there have been high profile incidents of misconduct by student association leaders across Canada, and participation in student elections has dwindled on some campuses. These challenges undermine our vision for student and youth leadership, and bolster arguments against student association autonomy.

We firmly believe that the best route to build engaging and positive cultures on Nova Scotia post-secondary campuses is by having authentic and accountable youth leadership. We would like to tackle head-on our shortcomings with respect to democratic engagement and accountability by seeking independent, evidence-based advice on how we can do better.

This review will help to establish stronger norms for how our student associations are governed, to ensure they are accountable, responsible and democratic. It will provide a tool for incoming executives each year to understand how their student associations are governed, and ideas for actions they can take to empower their students. It will build upon a strong tradition of critical self-study supporting improvement within universities.

To ensure the review's independence from current student association leadership, the Advisory Committee will be comprised primarily of former student association executives and operate at arm's length from current student association leaders and staff. The StudentsNS Board of Directors will appoint a Steering Committee with active representatives from the participating student associations.

Participating Student Associations:

- Acadia Students' Union
- Cape Breton University Students' Union
- Dalhousie Agricultural Students' Association
- Saint Francis Xavier University Students' Union
- Saint Mary's University Students' Association

Steering Committee Members:

- Brandon Hamilton, Committee Chair and StFX Students' Union President

- Ryan Hamilton, SMU Students' Association Vice-Chair of the Board of Directors
- Callie Lathem, Acadia Students' Union President
- Brandon MacDonald, CBU Students' Union Student Representative Council Off-Campus Representative

Steering Committee Responsibilities:

- Prepare initial terms of reference and finalize terms of reference with feedback from the Advisory Committee and the Researcher
- Appoint Advisory Committee by August 1
- Appoint Researcher by August 8
- Finalize project budget
- Help researcher to coordinate meetings with interviewees on their campus
- Ensure that focus groups take place on each campus according to the research methodology determined by the Researcher
- Publicize requests for submissions to the Researcher for campus actors
- Appoint a committee chair
- Suggest changes to the Researcher to facilitate communication of the review findings and determine how/whether to publicize the review

Advisory Committee Members:

- Lisa Buchanan, former Dalhousie Student Union Councillor
- Emma Cochrane, former Acadia Students' Union Senator
- Nick Head-Petersen, former StFX Students' Union President
- Andre Petrie, CBU Students' Union Executive VP
- Kyle Power, former Acadia Students' Union VP Academic and External
- Matt Risser, Committee Chair and former SMU Students' Association VP External and ANSSA Chair

Advisory Committee Responsibilities:

- Review and provide feedback on the initial terms of reference
- Provide guidance to the Researcher on the research process/methodology
- Share views and experience to support the Researcher
- Review, amend and finalize report with a view to providing quality assurance and constructive criticism; the report will not be deemed completed until accepted by the Advisory Committee
- Appoint a committee chair

Guiding principles:

- The project must be respectful of the following guiding principles:
- All student association representatives must be accountable to some form of formal oversight.
- All student associations should be reviewed through a consistent process to ensure equitable treatment, recognizing that there is no one-size-fits all governance model that is appropriate for all student associations.
- Financial constraints can limit the ability of some students to participate in student leadership positions.
- Student association elections must be as fair as possible with election officers remaining as indifferent as possible.
- Student association representatives must consult with students throughout their term to inform their decision-making.
- Student association staff must be as accommodating and supportive as possible to incoming student leaders.
- Student associations and their sub-entities should uphold all general standards in terms of accounting, filing, financial management, governance, etc.
- Student associations must be led by their members first and foremost.
- Student associations must strive to continually improve their governance processes.
- Student associations must take all reasonable steps to transfer knowledge between cohorts, recognizing the regular turn-over in many leadership positions.
- Student associations should aspire towards absolute transparency in their governance and financial management.
- Student associations should foster an atmosphere where students can be comfortable and feel free from any form of discrimination or harassment.
- Student associations should have mechanisms in place to track and report on their performance to their membership.
- Student associations should strive to be representative of their student body, with respect to gender, ethnicity, diverse abilities, sexual orientation, etc.
- Student associations should strive to maximize participation in student elections at all times.
- Student associations should strive to measure their success by their results.
- Student associations should uphold the values they espouse to other parties in the post-secondary system, including honesty, integrity, openness, cooperation, democracy, responsible financial management, long-term vision and humility.
- Students must be empowered to actively participate in setting their post-secondary system's direction via engagement through their representative student bodies, within their post-secondary institutions, and through the broader democratic process.

- The review can and should provide advice, but cannot issue directives.
- The review should not only identify issues of concern, but propose concrete steps to address these issues.
- The selection of student representatives should be as open, fair and transparent as possible, and seek to ensure representation to the greatest extent possible.

Research questions:

- Are student association governance frameworks robust, respected and being improved?
- How should student association governance bodies be composed and how should their members be selected?
- How should student association representatives be compensated and how would this impact on their ability to fulfill their responsibilities?
- What strategies should student associations use to consult with the student body on their priorities and views?
- How should the student association determine its plans, advocacy positions and priorities, etc.?
- How should student association executives, council/board members and staff members be accountable to one another and the student body?
- How can participation in student association elections be increased?
- How should student representation on external bodies (board of governors, university working groups, and external advocacy organization boards) be decided?
- How should student associations more meaningfully include members of underrepresented groups (women, visible minorities, students with disabilities, etc.) in decision-making?
- How should the student association relate to its post-secondary institution and how would this impact on student association autonomy? How would restrictions on student association autonomy impact on democratic governance and accountability to the student body? In what ways can student associations work alongside their respective universities to alleviate restrictions that may be in place and foster a more equitable partnership?

The Review may address additional questions that arise during the research process.

Timeline

- June 11, 2014: Approval of initial project proposal by the Board of Directors, funding request submitted to the Democracy 250 Youth Engagement Legacy Trust
- Mid June 2014: Selection of steering committee
- July 29, 2014: Steering committee proposes Terms of Reference
- July 30, 2014: StudentsNS issues a request for proposals for a Researcher to conduct the Review
- August 1, 2014: Steering committee appoints advisory committee

- August 7, 2014: Steering committee selects a Researcher and provides feedback on the approved research proposal
- September-October 2014: Researcher conducts qualitative interviews with current and former student association leaders across the province
- November 17, 2014: Researcher submits a draft report to the advisory committee for feedback and approval
- Early December 2014: Final draft report released to the Steering Committee
- Mid-January 2014: Final report released to the public at the discretion of the Steering Committee

Deliverables:

- Report on democratic governance in student unions across Nova Scotia:
- Recommends guiding principles for all student associations
- Identifies best practices at student unions across the province
- Identifies concerning practices or policies within specific student organizations and suggests steps for improvement
- Provides a resource to incoming student leaders on a go-forward basis with respect to how student associations in Nova Scotia work and could be governed more democratically
- Acknowledgement of D250 in the report and any related communication

Appendix B: Discussion Group Questions

1. For sitting board members: Why did you become involved in the student association? What is the value of a student association on your campus?
2. For students: What is your interest in student association affairs? Are you interested in participating in the student association? Why or why not?
3. Is the student association transparent and accountable to its students? In what ways? If not, in what ways do you think it is not transparent or accountable? What would you like to see the student association change to become more transparent and accountable to its members?
4. Are elected leaders representative of the student association membership? In what ways might representativeness be improved?
5. Does the student association help to foster an atmosphere where students can be comfortable and feel free from any form of discrimination or harassment? In what ways does your student association foster an inclusive atmosphere? What steps or changes can the student association make to improve in this area?
6. Does the student association sufficiently consult the student body on policy issues? What methods has your student association used to consult and how have they worked? Do you think the student association represents the policy priorities and concerns of students at large? In what ways might the student association collect more input and feedback from students?
7. Is the student association's election system the best system for selecting student leaders and student representatives to university/external bodies? In what ways would you change the system to improve the democratic selection of student leaders?
8. Why do you think democratic participation in the student association is so low? What has your student association done to increase turnout? What can the student association do to improve student engagement and voter turnout?
9. What is your association's relationship with the university? How autonomous is your association from the university and how autonomous should the association be? Are there any changes that should be made to the relationship between the association and the university?
10. Is the current political-administrative relationship between the association's student leaders and full-time staff clearly defined, efficient, accountable, and respected? In what ways would you change the political-administrative relationship between student leaders and full-time staff?
11. How does your association deal with issues of transition, turnover, and preserving institutional memory? What can the association do to improve?

Appendix C: Open Submission Questions

1. Name
2. E-mail address
3. With which university are or were you affiliated?
4. Are you a current student?
5. Are you an alumna/alumnus?
6. Are you a current or former student leader?
7. If you answered yes to Question 6, which offices have you held?
8. Are you a current or former full-time staff member for a student association?
9. Are you a current or former member of the university administration or staff?
10. If the above is not applicable, please provide some background and why you are interested in the topic.
11. Is your student association transparent and accountable to its students? In what ways? If not, in what ways do you think it is not transparent or accountable? What would you like to see your student association on your campus change to become more transparent and accountable?
12. Are the elected leaders representative of your student association's membership? In what ways might representativeness be improved?
13. Does your student association help to foster an atmosphere where students can be comfortable and feel free from any form of discrimination or harassment? In what ways does your student association foster an inclusive atmosphere? What steps or changes can your student association make to improve in this area?
14. Does your student association sufficiently consult the student body on policy issues? Do you think the student association represents the policy priorities and concerns of students at large? In what ways might your student association collect more input and feedback from students?
15. Is your student association's election system the best system for electing student leaders? In what ways would you change the system to improve the democratic selection of student leaders (executives, board members, university reps, external organization reps)?
16. What is your assessment of the voter turnout for your student association's elections? What can the student association do to improve student engagement and voter turnout?
17. What is your association's relationship with the university? How autonomous is your association from the university and how autonomous should the association be? Are there any changes that should be made to the relationship between the association and the university?
18. Is the current political-administrative relationship between your association's student leaders and full-time staff clearly defined, efficient, accountable, and respected? In what ways would you change the political-administrative relationship between student leaders and full-time staff?
19. How does your association deal with issues of transition, turnover, and preserving institutional memory? What can the association do to improve?
20. Do you have any other feedback?

Appendix D: Interview Questions

1. Is the student association governance framework robust, respect, and being improved? What is your assessment of the current governance framework of your association? Is the review and assessment process democratic and effective? In what ways can the review and assessment process be improved?
2. What is your assessment of student association executive, council/board member, and staff accountability to each other and the student body? Based on your knowledge and experience, are there any changes you would recommend to improve accountability and transparency?
3. What strategies has the association used to include members of underrepresented groups in decision-making, including women, visible minorities, students with disabilities, etc.? Can you identify successful or unsuccessful attempts to increase participation? Why did these attempts succeed or fail? How would you assess your association's inclusion of underrepresented groups? What strategies would you suggest to improve inclusion? How does your association measure successful inclusion?
4. What strategies has the association used to increase student participation in association elections? What is your assessment of the strategies your association has used? In your experience, why is student participation in association elections so low? What strategies or policy changes would you propose to increase student participation?
5. How does your association determine its plans, advocacy positions, and priorities? What consultation processes are used by your association to gather diverse feedback and engage students? Does the association consult sufficiently with its members? What can the association do to increase the input and feedback it receives from its members?
6. How would you describe the current political-administrative relationship between executives and staff in the association? What strategies are used by the association to facilitate training and a smooth transition between administrations? What governance best practices are used to ensure accountable and efficient administration? From your experience, what changes would you propose to improve the governance relationship between executives and staff?
7. What is the association's current relationship with the university? How autonomous from the university is the association and how autonomous should the association be? What changes should be made to the relationship between the university and the student association?
8. Student associations face the unique challenge of high turnover and frequent transitions. How does your association deal with issues of transition, turnover, and preserving institutional memory? What can the association do to improve?

Appendix E: Participants

Discussion Group Participants:

DASA:

Cody Webb

Holly A. MacNeil

William Munroe

Caitlyn Brink

Holly Fisher

Candice Garden

Jordan Haines

Alicia Tripp

Jaclyn McClelland

Kyle MacDonald

STFXSU:

Gordan La

Jonathan Nicholson

Andrew Graham

Bryson Perrin

Stuart Connolly

Peter Topshee

Hillary Elliott

Amy Brierley

Patrick MacKinnon

ASU:

Lyndsay Sprado

Liam Murphy

Dax Conrad

Sarah MacDougall

CBUSU:

Suvir Singh

SMUSA:

Keir Feeham

Samantha Bland

Vishwa Bhayani

Mark Slaunwhite

Ryan Hamilton

Bryan J. Rice

Amali Armony

Iara Aguilera

Sarah B. MacDonald

Open Submission Participants:

Janet Chiang, SMUSA Director

Ali Algermozi, SMUSA Director

Erick Igor Velasco Bailleres, SMUSA Director

Spencer Keys, Former ANSSA Executive Director

Rolando Navarro, Kwantlen Polytechnic University Student Association Financial Controller

Sean Madden, Ontario Undergraduate Student Alliance President and Chair of the Board

Brandon Clim, University of Ottawa Political, International, and Development Studies Student Association Vice President Francophone Affairs

Interview Participants:

David Gray, Dean, Faculty of Agriculture, Dalhousie University

Robyn McCallum, President, DASA

Patricia Jeffcock, Manager, DASA

Kent Macdonald, President, St. Francis Xavier University

Brandon Hamilton, President, SFXSU

Sean Ryan, General Manager, SFXSU

Ray Ivany, President, Acadia University

Callie Lathem, President, ASU

Ian Morrison, General Manager, ASU

David Wheeler, President, Cape Breton University

Brandon Ellis, President, CBUSU

Dawn MacDougall, Executive Assistant, CBUSU

Colin Dodds, President, Saint Mary's University

James Patriquin, President and CEO, SMUSA

Cathie Ross, General Manager, SMUSA

Expert and Practitioner Interview Participants:

Caroline Oliver, President, International Policy Governance Association

Jannice Moore, President, The Governance Coach

Jonathan Williams, Executive Director, StudentsNS

Jack Doyle, General Manager, Algonquin College

Dennis Pilon, Associate Professor, York University

Appendix F: Governance Document Templates

The documents in this section are examples of what should go into each type of document. These are samples only. If a student association chooses to adopt the recommendations in this report and the accompanying document templates, all documents should be thoroughly reviewed and approved by the association's legal counsel and a Policy Governance® Academy certified consultant. The templates below reflect a barebones philosophy at each organizational level and include only the information required to fulfill the purpose of each document.

The documents included in this section are as follows:

1. Act of Incorporation
2. By-Laws
3. Policy Manual
4. Annual Governance Calendar
5. Meeting Agenda

Appendix F1: Act of Continuance Template

An Act to Provide for the Continuance of the [Insert Association]⁷¹

Short Title

1 This act may be cited as the [Insert Association] Act.

INTERPRETATION

Interpretation

2 In this Act,

(a) “association” means the [Insert Association];

(b) “university” means [Insert Institution].

CONTINUANCE

Continuance as a Body Politic and Corporate

3 The association is hereby continued as a body politic and corporate with perpetual succession and a common seal, and shall continue with all the usual powers, privileges and functions vested by law in such bodies, subject to such regulations as may be adopted by the university.

Object

4 The association shall promote the general welfare of the students at the university by providing for the administration of their affairs.

Head Office

5 The head office of the association shall be in the [Insert Municipality] on or near the campus of the university.

ADMINISTRATION

Bylaws

6 (1) The membership of the association may make bylaws governing:

- (a) the requirements for membership in the association;
- (b) the rights and privileges of membership;
- (c) the maintenance of the association by the levying of membership fees;
- (d) the establishment and election of a governing board of the association including:
 - (i) the number of persons and the officers of which the council is to consist;
 - (ii) the qualifications for election as a member or officer of the board;
 - (iii) the time and manner of conducting the elections;
 - (iv) the method of voting;

⁷¹ Under this act, the university fulfills the function of the Registrar of Societies. The principles governing the relationship between universities and student associations should adhere to the recommendations made in 3.2.1

- (v) the filling of vacancies on the board;
 - (vi) the remuneration of the board;
 - (e) the powers and responsibilities of the board;
 - (f) the meetings of the board including:
 - (i) the calling and frequency of meetings;
 - (ii) the quorum and conduct of business;
 - (iii) the use of in-camera meetings;
 - (g) the auditing of accounts;
 - (h) the execution of contracts, deeds, bills of exchange and other instruments and documents;
 - (i) the keeping of books and records;
 - (j) the making, altering, and rescinding of bylaws;
 - (k) any other matter pertaining to the administration of the association.
- (2) No bylaw, amendment to bylaws, levy, or amendment to levies shall take effect until the university has certified its validity.
- (3) The most current bylaws and corporate policies of the association shall be filed with the president of the university or their designate.

OFFICIAL CHANNEL

Official Channel

7 The association shall be the official representative body between the students of the university and the university and shall provide for the election or appointment of all student representatives to its governing authorities and committees.

ANNUAL FINANCIAL STATEMENTS

Annual Financial Statements

8 Every year the student association shall file with the president of the university or their designate a statement in the form of a balance sheet showing general particulars of its liabilities and assets and a statement of its income and expenditure for the preceding year audited and signed by its auditor or, if it has no auditor, an auditor appointed by the university.

A BYLAW RELATING GENERALLY TO THE CONDUCT OF THE AFFAIRS OF THE [INSERT ASSOCIATION] INCORPORATED

PREAMBLE

Whereas the [Insert Association] (hereinafter the Association) was incorporated on [Insert Date] to provide for the self-government of the students of [Insert Institution], be it enacted as a bylaw of the association the following:

GENERAL

1. This bylaw shall replace and supersede all other bylaws and regulations of the association.

MEMBERSHIP

2. The members of the association shall be individuals enrolled in any for credit academic program at [Insert Institution] and paying administrative fees to [Insert Institution].
3. The members of the association are entitled to:
 1. make reasonable use of the property of the association in accordance with the regulations determined by the association;
 2. vote in elections to the board of the association and in any referenda of the association;
 3. nominate or stand as a candidate for election to the board of the association subject to statutory regulations;
 4. attend the meetings of the board, except those portions of meetings determined in-camera by the board;
 5. participate in activities sponsored by the association or its agents subject to statutory regulations, and any other restrictions determined by the association.
4. The members of the association shall be required to pay mandatory fees in an amount fixed by a simple majority of the membership in a referendum. The question shall be determined by a two-thirds (2/3) majority of the board, regardless of vacancies, or by a signed petition of the bona fide signatures of not less than ten (10) percent of the membership collected over a period of not more than thirty (30) days. Quorum for referenda shall be twenty (20) percent of the membership with notice to the membership to be not less than thirty (30) days. The mandatory fees shall be adjusted once per fiscal year by the rate of core inflation.

THE BOARD

5. There shall be a board of the association comprised of [Insert Number] (#) board members elected at-large by and from among the membership to serve a term of office from May 1st until April 30th of the following year.
6. Elections shall occur each year no later than April 1st at a time and date fixed by the board with notice to the membership to be not less than thirty (30) days.

7. Elections shall be by secret ballot using the system of proportional representation known as single transferable vote. The election quota shall be calculated using the Droop formula and votes shall be transferred by means of the fractional method
8. Each board member must be at least eighteen (18) years of age on or before the date they take office.
9. The board members-elect shall meet within thirty (30) days of their election to appoint, from among themselves, a president of the board who shall serve a term of office concurrent with their own.⁷²
10. The president shall be the chief representative of the association, the official spokesperson of the association, and the leader and presiding officer of the board, and shall exercise such powers and perform such responsibilities as may be determined by the board.
11. The office of any board member, including the president, shall be automatically vacated:
 1. if they cease to be a member of the association;
 2. if they have resigned their office by delivering a signed statement of resignation to the secretary of the association;
 3. if they are recalled by a signed petition of the bona fide signatures of a simple majority of the membership collected over a period of not more than thirty (30) days;
 4. if they are recalled with just cause by a two-thirds (2/3) majority of the board, regardless of vacancies, with notice to be not less than one (1) meeting prior to the motion being considered;
 5. if they are absent from more than three (3) meetings of the board during one (1) term of office;⁷³
 6. if they are found by a court of law to be of unsound mind;
 7. if they are convicted of an indictable offence in a court of law;
 8. if death shall occur.
12. A vacancy in the office of board member:
 1. need not be filled where there remains more than two-thirds (2/3) of the board, where determined by a two-thirds (2/3) majority of the board, regardless of vacancies;⁷⁴
 2. may be filled in a by-election at a time and date fixed by the board with notice to be not less than thirty (30) days.
13. Any board member elected to fill a vacancy shall hold office for the remainder of the term of office of the board member whose office has been vacated.
14. A vacancy in the office of president shall be filled by a board member appointed by the board to serve out the remainder of the term.⁷⁵

⁷² The winning candidate must receive a majority of votes.

⁷³ This rule applies irrespective of reasonable excuses.

⁷⁴ In these bylaws, 2/3 of the board refers to the entire board irrespective of vacancies (for example, on a nine person board, six votes are required even if only seven of the nine positions are filled).

⁷⁵ This eliminates the need for a by-election if the president resigns.

15. The board shall be remunerated in amounts fixed by the board provided that no adjustment to the remuneration shall take effect until an election shall have intervened, except that the remuneration shall be adjusted once per fiscal year by the rate of core inflation.
16. The aggregate remuneration of the entire board shall be fixed at not less than that of the highest remunerated employee of the association.
17. The board members shall not serve the association or [Insert Institution] as agents or employees during their terms of office nor serve the association as agents or employees for ninety (90) days after the expiration of their terms of office.
18. The board members shall sign statements of office, as determined by the board, prior to assuming their responsibilities.
19. The board will govern using the published principles of Carver's Policy Governance® System with respect to its internal process, its relationship to other entities, including the staff, and its manner of decision making, except as otherwise provided in this bylaw.
20. Officers, committees, and other functionaries of the board will operate in accordance with the published principles of Carver's Policy Governance® System, except as otherwise provided in this bylaw.

POWERS OF THE BOARD

21. The board shall govern the affairs of the association in all things and make or cause to be made for the association, in its name, any kind of contract which the association may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the association is authorized to exercise and do.
22. The board may authorize expenditures on behalf of the association and may delegate to an officer or officers of the association the right to employ and remunerate employees.
23. The board may enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the association in accordance with such terms as they may deem expedient.
24. The board may:
 1. borrow money upon the credit of the association, from any bank, association, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as they in their discretion may deem expedient;
 2. limit or increase the amount to be borrowed;
 3. issue or cause to be issued bonds, debentures or other securities of the association and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as they deem expedient;
 4. secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the association, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the association, and the undertaking and rights of the association.

25. The board may take such steps as they may deem requisite to enable the association to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever to further the purposes of the association.
26. The board may appoint such agents and engage such employees as it shall deem necessary and such persons shall exercise such powers and perform such responsibilities as shall be determined by the board at the time of such appointment.
27. Remuneration for all agents and employees shall be fixed by the board.
28. The board may authorize the association to federate, affiliate, or cooperate with any other institution, body or person to achieve the objects of the association and to enter into any agreement for that purpose.
29. The board may further enact such policies, resolutions, and statements relating to the governance of the association, and not inconsistent with the act of incorporation and this bylaw, as it shall deem expedient.

MEETINGS OF THE BOARD

30. The meetings of the board shall be called by the president or within fifteen (15) days of a written request signed by at least one-third (1/3) of the board, regardless of vacancies. The president shall determine the times, dates and locations of meetings with notice to be not less than three (3) days.
31. There shall be not less than four (4) meetings of the board during each term of office, at least one (1) to be held between May 1st and July 31st, at least one (1) to be held between August 1st and October 31st, at least one (1) to be held between November 1st and January 31st, and at least one (1) to be held between February 1st and April 30th.
32. Quorum for the transaction of business shall be two-thirds (2/3) of the board, regardless of vacancies, and any meeting of the board at which quorum is present shall be legally competent to exercise any and all powers vested in the board.
33. The agenda for each meeting shall be drafted by the president, with support from the secretary, and ratified by the board. Written notices of motion shall be provided to the board not less than one (1) meeting in advance, except in extraordinary circumstances as determined by a two-thirds (2/3) majority of the board, regardless of vacancies.
34. The president shall conduct meetings of the board in accordance with the act of incorporation, this bylaw, policies and resolutions, and generally in accordance with the procedures outlined in the latest edition of the Robert's Rules of Order, Newly Revised.
35. In the absence of the president, a president pro tempore shall be appointed by and from among the board to temporarily exercise their powers and perform their responsibilities.
36. Where the board deems that matters of a confidential or personal nature are being discussed, it may, by a two-thirds (2/3) majority of the board, regardless of vacancies, go in-camera and shall be subject to the following rules:
 1. persons not serving on the board may not be present during in-camera sessions of the board unless the board provides for their attendance by a two-thirds (2/3) majority of the board, regardless of vacancies;

2. once in-camera the president shall not permit any individual to enter or leave the session except in extraordinary circumstances as determined by the president.
37. The minutes of each meeting shall be ratified at a subsequent meeting of the board and following their ratification they shall be signed by the president and be made available for inspection by all members at the head office of the association.
38. No accidental error or omission in giving notice of any meeting of the board or any adjourned meeting of the board shall invalidate such meeting or make void any proceedings taken thereat and any board member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

EXECUTION OF DOCUMENTS

39. The agents designated by the board shall sign the contracts, documents, or instruments in writing requiring the signature of the association and all contracts, documents, and instruments in writing so signed shall be binding upon the association without any further authorization or formality.

FISCAL YEAR AND AUDITORS

40. The board shall fix the fiscal year of the association and appoint an auditor to audit the accounts and financial statements of the association for report to the board each year. The auditor shall be remunerated in an amount fixed by the board.

INDEMNIFICATION

41. Every board member, officer, agent, and employee of the association and their executors, administrators and estate shall be indemnified and saved harmless, out of the funds of the association, from and against:
 1. All costs, charges and expenses whatsoever that they sustain or incur in or about any action, suit or proceeding which is brought, commenced or prosecuted against them, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them, in or about the execution, in good faith, of the responsibilities of his office or in respect of any such liability;
 2. All other costs, charges and expenses which they sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default. The association shall carry such sufficient indemnification insurance as is currently available and can be reasonably afforded by the association.

AMENDMENTS

42. This bylaw may be amended by a simple majority of the membership in a referendum. The question shall be determined by a two-thirds (2/3) majority of the board, regardless of vacancies, or by a signed petition of the bona fide signatures of not less than ten (10) percent of the membership collected over a period of not more than thirty (30) days. Quorum for referenda shall be twenty (20) percent of the membership with notice to the membership to be not less than thirty (30) days.

Appendix F3: Policy Governance Manual Template

INTRODUCTION TO THE POLICY MANUAL – A GUIDE

The policies within this manual have been created by and adopted by the Board in accordance with the published principles of *Carver's Policy Governance® System*. The policies are therefore divided into the four (4) categories used in the system: Ends, Governance Process, Board-Executive Linkage, and Executive Limitations.

Governance Process and Board-Executive Linkage

- These two (2) categories are rules for the board's own performance and behavior:
 - **Governance Process** policies through which the board determines its philosophy, its accountability, and specifics of its own job.
 - **Board-Executive Linkage** policies through which board clarifies the manner in which it delegates authority to staff as well as how it evaluates staff performance on provisions of Ends and Executive Limitation policies.
- The Board will regularly evaluate its own performance against these two (2) categories of policies

Ends and Executive Limitations

- These two (2) categories are the Board's instructions to the staff/organization, through the Manager:
 - **Ends** policies through which the board defines which human needs are to be met, for whom, and at what worth. Written with a long-term perspective, these policies embody most of the board's part of long-range planning.
 - **Executive Limitation** policies through which the board establishes the boundaries of acceptability within which staff methods and activities can responsibly be left to staff. These limiting policies, therefore, apply to staff means rather than to Ends.
- The Board evaluates (over the course of a one year period) the Manager's performance against the above-noted two (2) categories of policies

Policy Design

- The policies are also layered, i.e. the first policy in each of the four categories (Ends #1, GP#1, EL#1, BEL#1) is the broadest statement (or value or perspective)
- As the board goes into the second layer of policies (i.e. GP#2.1, 2.2, etc.), it is further explaining, interpreting, and refining its instruction
- The benefit of this policy design is that the first policy layer covers all possible topics or issues, even if a particular issue is not specifically addressed at the second level.

1. ENDS⁷⁶

The [Insert Association] exists to improve the university experience of its current and future members at a cost that maximizes results while minimizing the financial burden placed on its members. Therefore, in equal order of priority:

⁷⁶ Ends replace the mission or values statement of the organization. For an examination of the difference and the problems with mission statements see Carver, w, 79-114.

1.1. Current and future members succeed to the fullest extent of their academic abilities while overcoming the educational barriers they face.

- 1.1.1. Members benefit from an educational environment that enables their academic success through state-of-the-art teaching and research techniques and facilities, reasonable class sizes, knowledgeable and reputable instructors, exceptional mentorship, and leading edge tools and resources.
- 1.1.2. Current and future members have sufficient financial support and employment opportunities to complete their education without taking on an unreasonable amount of debt.
- 1.1.3. Current and future members overcome any particular academic, social, financial, political, mental, and physical barriers they face in pursuit of their education.
- 1.1.4. Members make use of the academic services, programs, and opportunities available to them.

1.2. Members' rights and privileges are protected.

- 1.2.1. Members exercise their academic and political rights.
- 1.2.2. Members are treated fairly and respectfully by [Insert Institution].

1.3. Members' personal wellbeing is enriched.

- 1.3.1. Members are physically safe on campus, between campus and their homes, and while participating in any activities affiliated with [Insert Institution].
- 1.3.2. Members maintain their mental and physical health.
- 1.3.3. Members are affordably, safely, and comfortably housed on or near campus.
- 1.3.4. Members have quality of life improving amenities on campus in areas including, but not limited to, entertainment, recreation, wellness, nutrition, and fitness.
- 1.3.5. Members and other stakeholders of [Insert Institution] form an inclusive campus community wherein everyone feels empowered, and no one is discriminated against.
- 1.3.6. Members can engage each other in social, political, cultural, religious, athletic, recreational, and academic activities on or near campus.
- 1.3.7. Members benefit from campus infrastructure that is state-of-the-art, barrier-free, structurally sound, environmentally friendly, and ergonomic.
- 1.3.8. Members make use of the wellbeing services, programs, and opportunities available to them.

2. GOVERNANCE PROCESS

The purpose of the Board on behalf of owners is to ensure the organization achieves appropriate results for the appropriate people at an appropriate cost (as specified in Ends Policies) and avoids unacceptable actions and situations (as prohibited in Executive Limitations Policies).

2.1. Governing Style

The Board will govern lawfully, observing the principles of the Policy Governance system, 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 and Manager roles, (e) collective rather than individual decisions, (f) future rather than past or present, and (g) proactivity rather than reactivity. Accordingly:

- 2.1.1. The Board will cultivate a sense of group responsibility. The Board, not the staff, will be responsible for excellence in governing. The Board will be the initiator of policy, not merely a reactor to staff initiatives. The Board will not use the expertise of individual board members to substitute for the judgment of the Board, although the expertise of individual board members may be used to enhance the understanding of the board as a body.
- 2.1.2. The Board will direct, control and inspire the organization through the careful establishment of Board 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 organizations, not on the administrative or programmatic means of attaining those effects.
- 2.1.3. 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 continuance of governance capability. Although the Board can change its Governance Process policies at any time, it will scrupulously observe those in force.
- 2.1.4. Continual Board development will include orientation of new board members in the Board's governance process and periodic Board discussion of process improvement.
- 2.1.5. The Board will allow no officer, board member or committee of the Board to hinder or be an excuse for not fulfilling group obligations.
- 2.1.6. 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-Executive Linkage categories.

2.2. Board Job Description

Specific job outputs of the Board, as an informed agent of the ownership, are those that ensure appropriate organizational performance. Accordingly, the Board will provide:

- 2.2.1. Authoritative linkage between the ownership and the operational organization.
- 2.2.2. Written governing policies that realistically address the broadest levels of all organizational decisions and situations.
 - 2.2.2.1. Ends: Organizational impacts, benefits, outcomes; recipients, beneficiaries, impacted groups; and their relative worth in cost or priority.

- 2.2.2.2. Executive Limitations: Constraints on executive authority that establish the prudence and ethics boundaries within which all executive activity and decisions must take place.
- 2.2.2.3. Governance Process: Specification of how the Board conceives, carries out, and monitors its own task.
- 2.2.2.4. Board-Executive Linkage: How power is delegated and its proper use monitored; the Manager role, authority, and accountability.

2.2.3. Assurance of successful organizational performance on Ends and Executive Limitations.

2.3. Agenda Planning

To accomplish its job products with a governance style consistent with Board policies, the Board will follow an annual agenda that (a) completes a re-exploration of Ends policies annually and (b) continually improves Board performance through education and enriched input and deliberation.

- 2.3.1. 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 Board's most recent statement of long-term Ends.
- 2.3.2. The cycle will start with the Board's development of its agenda for the next year.
 - 2.3.2.1. Consultations with selected groups in the ownership, or other methods \ of gaining ownership input, will be determined and arranged in the first quarter, to be held during the balance of the year.
 - 2.3.2.2. Governance education and education related to Ends determination (presentations by futurists, demographers, advocacy groups, staff and so on) will be arranged in the first quarter to be held during the balance of the year.
 - 2.3.2.3. A board member may recommend or request an item for Board discussion by submitting the item to the President no later than the prior Board meeting.
- 2.3.3. Throughout the year, the Board will attend to legally required approvals as expeditiously as possible.
- 2.3.4. Manager monitoring will be on the agenda if reports have been received since the previous meeting, if plans must be made for direct inspection monitoring or if arrangements for third party monitoring must be prepared.
- 2.3.5. Manager remuneration will be decided during the month of January after a review of monitoring reports received in the last year.

2.4. President's Role

The President, a specially empowered board member, assures the integrity of the Board's process and represents the organization to outside parties.

- 2.4.1. The assigned result of the President's job is that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.
 - 2.4.1.1. Meeting discussion and content will be only those issues, which, according to Board policy, clearly belong to the Board to decide or monitor.
 - 2.4.1.2. Information that is for neither monitoring performance nor board decisions will be avoided or minimized and always noted as such.
 - 2.4.1.3. Deliberation will be fair, open, and thorough but also timely, orderly, and kept to the point.
- 2.4.2. The authority of the President consists in making decisions that fall within the topics covered by Board policies on Governance Process and Board-Executive Linkage, with the exception of (a) employment or termination of a Manager and (b) where the Board specifically delegates portions of this authority to others. The President is authorized to use any reasonable interpretation of the provisions in these policies.
 - 2.4.2.1. The President is empowered to chair Board meetings with all the commonly accepted power of that position, such as ruling and recognizing.
 - 2.4.2.2. The President has no authority to make decisions about policies created by the Board within the Ends and Executive Limitations policy areas. Therefore, the President has no authority to supervise or direct the Manager.
 - 2.4.2.3. The President will represent the organization to outside parties in announcing Board-stated positions and in stating President decisions and interpretations within the area delegated to that role.
 - 2.4.2.4. The President may delegate this authority but remains accountable for its use.

2.5. Secretary's Role

The secretary is an officer of the Board whose purpose is to ensure the integrity of the Board's documents and election and referendum processes.

- 2.5.1. The assigned role of the secretary's job is to see to it that all Board documents and filings are accurate and timely.
 - 2.5.1.1. Policies will be current in their reflection of Board decisions. Decisions upon which no subsequent decisions are to be based, such as consent agenda decisions, motions to adjourn and staff or board member recognitions need not be placed in policy.
 - 2.5.1.2. Policies will rigorously follow Policy Governance principles.
 - 2.5.1.3. Bylaws elements necessary for legal compliance and for consistency with the principles of Policy Governance will be known to the Board.

2.5.1.4. Requirements for format, brevity, and accuracy of Board minutes will be known.

2.5.2. The authority of the secretary is access to and control over Board documents.

2.5.3. The Manager will act as secretary of the Board and may delegate this authority but remains accountable for its use.

2.6. Board Members' Code of Conduct

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

2.6.1. Board members must have loyalty to the ownership, unconflicted by loyalties to staff, other organizations, and any personal interest as a consumer.

2.6.2. Board members must avoid conflict of interest with respect to their fiduciary responsibility.

2.6.2.1. There will be no self-dealing or business by a board member with the organization. Board members will annually disclose their involvements with other organizations, with vendors, or any associations that might be or might reasonably be seen as being in conflict.

2.6.2.2. When the Board is to decide upon an issue about which a board member has an unavoidable conflict of interest, that board member shall withdraw without comment not only from the vote but also from the deliberation.

2.6.2.3. Board members will not use their Board position to obtain employment in the organization for themselves, family members, or close associates. A board member who applies for employment must first resign from the Board.

2.6.3. Board members may not attempt to exercise individual authority over the organization.

2.6.3.1. Board members' interaction with the Manager or with staff must recognize the lack of authority vested in individuals except when explicitly Board authorized.

2.6.3.2. Board members' interaction with public, press or other entities must recognize the same limitation and inability of any board member to speak for the Board except to repeat explicitly stated Board decisions.

2.6.3.3. Except for participation in Board deliberation about whether the Manager has achieved any reasonable interpretation of Board policy, board members will not express individual judgments of performance of staff or the Manager.

2.6.4. Board members will respect the confidentiality appropriate to issues of a sensitive nature.

2.6.5. Board members will be properly prepared for Board deliberation.

- 2.6.6. Board members will support the legitimacy and authority of the final determination of the Board on any matter, irrespective of the board members' personal position on the issue. Although board members may continue to voice dissent at the substance of the decision.

2.7. 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 the Board to the Manager.

- 2.7.1. 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.
- 2.7.2. Board committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes. Exceptions and authority will be carefully stated in order not to conflict with authority delegated to the Manager.
- 2.7.3. Board committees cannot exercise authority over staff. The Manager works for the full Board, and will therefore not be required to obtain approval of a Board committee before an executive action.
- 2.7.4. 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.
- 2.7.5. Committees will be used sparingly and ordinarily in an ad-hoc capacity.
- 2.7.6. This policy applies to any group that is formed by Board action, whether or not it is called committee and regardless of whether the group includes board members. It does not apply to committees formed under the authority of the Manager or staff.⁷⁷

2.8. Cost of Governance

Because poor governance costs more than learning to govern well, the Board will invest in its governance capacity.

- 2.8.1. Board skills, methods, and supports will be sufficient to ensure governing with excellence.
 - 2.8.1.1. Training and retraining will be used liberally to orient new board members and candidates for Board, as well as to maintain and increase existing board members' skills and understandings.
 - 2.8.1.2. Outside monitoring assistance will be arranged so that the Board can exercise confident control over organizational performance. This includes, but is not limited to, the financial audit.
 - 2.8.1.3. Outreach mechanisms will be used as needed to ensure the Board's ability to listen to member viewpoints and values.

⁷⁷ Common committees could include: Ownership Linkage and Education Planning, Manager Search and Remuneration, Audit, Cost of Governance.

- 2.8.2. Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior capability.
 - 2.8.2.1. Up to \$[Insert Figure] each fiscal year for ownership linkage activities.
 - 2.8.2.2. Up to \$[Insert Figure] each fiscal year for training, including and attendance at conferences and workshops.
 - 2.8.2.3. Up to \$[Insert Figure] each fiscal year for meeting costs, planning and transition retreats, and other board logistics.
 - 2.8.2.4. Up to \$[Insert Figure] each fiscal year for election and referendum processes.
 - 2.8.2.5. Up to \$[Insert Figure] each fiscal year for audit and other third party monitoring of organizational performance.
 - 2.8.2.6. Up to \$[Insert Figure] each fiscal year for board stipends.
- 2.8.3. The secretary will adjust the cost of governance figures once each year by the rate of core inflation.
- 2.8.4. The Board will establish its cost of governance budget for the next fiscal year during the month of December.

2.9. Election and Referendum Processes

The Board will coordinate free, fair, and transparent annual elections to the Board, and referenda of the ownership as required, in accordance with the provisions of the bylaws, this policy, and the principles of procedural fairness.

- 2.9.1. The secretary of the Board will supervise election and referendum processes and is authorized to develop further procedural rules provided they (a) apply equally to all members and candidates (b) are not amended more than three months prior to the commencement of an election or referendum process (c) are not applied retroactively and (d) restrain the activities of members and candidates only insofar as is justifiable to maintain free, fair, and transparent processes.⁷⁸
- 2.9.2. The secretary will ensure that members and candidates are aware of their opportunities to run, campaign, vote, or otherwise participate according to their rights and have a reasonable amount of time to do so.
- 2.9.3. Each member will vote by secret ballot through a secure medium that ensures the privacy and anonymity of their individual vote.
- 2.9.4. The board will appoint an adjudicative panel comprised of three persons with legal expertise who are neither members, nor staff, nor agents of the organization to arbitrate the disputes arising from election and referendum processes.
 - 2.9.4.1. The secretary will monitor election and referendum processes and report to the adjudicative panel any violations of the bylaws, this policy, or the principles of procedural fairness by members or candidates and they will render decisions on such violations in accordance with the bylaws, this policy, and the principles of procedural fairness.

⁷⁸ No unnecessary rules that will result in electoral mismanagement.

- 2.9.4.2. The adjudicative panel will hear grievances by members or candidates who believe they have not been accorded reasonable protection of their rights under the bylaws, this policy, or the principles of procedural fairness, and will render its decisions on such grievances in accordance with the bylaws, this policy, and the principles of procedural fairness.
- 2.9.5. With the exception of the adjudicative panel, persons and organizations that are not members of the organization or whose memberships are not comprised exclusively of members of organization will neither campaign in nor influence the outcome of any election or referendum process.
- 2.9.6. Results of election and referendum processes will remain unofficial until the adjudicative panel certifies that they were conducted in accordance with the bylaws, this policy, and the principles of procedural fairness.

3. BOARD-EXECUTIVE LINKAGE

The Board's sole official connection to the operational organization, its achievement and conduct will be through a chief executive officer titled the General Manager.

3.1. Unity of Control

Only officially passed motions of the Board are binding on the Manager.

- 3.1.1. Decisions or instructions of individual board members, officers, or committees are not binding on the Manager except in rare instances when the Board has specifically authorized such exercise of authority.
- 3.1.2. In the case of board members or committees requesting information or assistance without Board authorization, the Manager can refuse such requests that require, in their opinion, a material amount of staff time or funds, or are disruptive.
- 3.2. Accountability of the ManagerThe Manager 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 Manager.
 - 3.2.1. The Board will never give instructions to persons who report directly or indirectly to the Manager.
 - 3.2.2. The Board will not evaluate, either formally or informally, any staff other than the Manager.
 - 3.2.3. The Board will view Manager 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 Manager performance.

3.3. Delegation to the Manager

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

- 3.3.1. The Board will develop policies instructing the Manager 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.
- 3.3.2. The Board will develop policies that limit the latitude the Manager may exercise in choosing 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 Manager.
- 3.3.3. Below the global level, a single limitation at any given level does not limit the scope of the foregoing level.
- 3.3.4. Below the global level, the aggregate of limitations on any given level may embrace the scope of the foregoing level, but only if justified by the Manager to the Board's satisfaction.
- 3.3.5. As long as the Manager uses any reasonable interpretation of the Board's Ends and Executive Limitations policies, the Manager is authorized to establish all further policies, make all decisions, take all actions, establish all practices and develop all activities. Such decisions of the Manager shall have full force and authority as if decided by the Board.
- 3.3.6. The Board may change its Ends and Executive Limitations policies, thereby shifting the boundaries between Board and Manager domains. By doing so, the Board changes the latitude of choice given to the Manager. But as long as a particular delegation is in place, the Board will respect the Manager's choices.

3.4. Monitoring Manager Performance

Systematic and rigorous monitoring of Manager job performance will be solely against the only expected Manager job outputs: organizational accomplishment of Board policies on Ends and organizational operation within the boundaries established in Board policies on Executive Limitations.

- 3.4.1. Monitoring is simply to determine the degree to which Board policies are being met. Information that does not do this will not be considered monitoring information.
- 3.4.2. The Board will acquire monitoring information by one or more of three methods:
 - 3.4.2.1. By internal report, in which the Manager discloses interpretations and compliance information to the Board.
 - 3.4.2.2. By external report, in which an external, disinterested third party selected by the Board assess compliance with the appropriate policy criteria.
 - 3.4.2.3. By direct Board inspection, in which a designated board member or board members assess compliance with the appropriate policy criteria.

- 3.4.3. In every case, the Board will judge (a) the reasonableness of the Manager's interpretation and (b) whether data demonstrate accomplishment of the interpretation.
- 3.4.4. The standard for compliance will be any reasonable Manager interpretation of the Board policy being monitored. The Board is the final arbiter of reasonableness, but will always judge with a "reasonable person" test rather than with interpretations favoured by board members or the Board as a whole.
- 3.4.5. All policies that instruct the Manager will be monitored at a frequency and by a method chosen by the Board. The Board can monitor any policy at any time by any method, but will ordinarily depend on a routine schedule.

MONITORING SCHEDULE

Policy	Method	Frequency	Month
Ends	Internal	Quarterly	Jan, Apr, Jul, Oct
Global Executive Limitation	Internal	Annually	Apr
Communication and Support to the Board	Internal	Annually	Oct
Treatment of Consumers	Internal	Annually	Sept
Treatment of Staff	Internal	Annually	Sept
Compensation and Benefits of Staff	Internal	Annually	Nov
	External	Biennially, Even-Years	Nov
Financial Planning/ Budgeting	Internal	Annually	Feb
Financial Condition and Activities	Internal	Quarterly	Jan, Apr, Jul, Oct
	External	Annually	Sept
Asset Protection	Internal	Annually	Nov
Advocacy Support	Internal	Annually	Dec
Subsidiaries Management	Internal	Annually	Dec

4. EXECUTIVE LIMITATIONS

The Manager will not cause or allow any practice, activity, decision or organizational circumstance which is either imprudent, illegal, or in violation of commonly accepted professional ethics.

4.1. Communication and Support to the Board

The Manager will not cause or allow the Board to be uninformed or unsupported in its work. The Manager will not:

- 4.1.1. Neglect to submit monitoring data required by the Board in the policy “Monitoring Manager Performance” in a timely, accurate, and understandable fashion, directly addressing provisions of Board policies being monitored, and including the Manager’s interpretations consistent with the policy “Delegation to the Manager,” as well as relevant data.
- 4.1.2. Allow the Board to be unaware of any actual or anticipated noncompliance with any Ends or Executive Limitations policies regardless of the monitoring schedule.
- 4.1.3. Allow the Board to be without decision information required periodically by the Board or let the Board be unaware of relevant trends.
- 4.1.4. 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.
- 4.1.5. Allow the Board to be unaware that, in the Manager’s opinion, the Board is not in compliance with its own policies on Governance Process and Board-Executive Linkage, particularly in the case of Board behaviour that is detrimental to the relationship between the Board and the Manager.
- 4.1.6. 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.
- 4.1.7. Allow the Board to be without a workable mechanism for official Board, officer, or committee communications.
- 4.1.8. Deal with the Board in a way that favours or privileges certain board members over others, except when (a) fulfilling individual requests for information or (b) responding to officers or committees duly charged by the Board.
- 4.1.9. Fail to submit to the Board a consent agenda containing items delegated to the Manager yet required by law, regulation or contract to be Board-approved, along with applicable monitoring information.

4.2. Treatment of Consumers

With respect to interactions with consumers, the Manager shall not cause or allow conditions, procedures or decisions that are unsafe, untimely, undignified or unnecessarily intrusive. The Manager will not:

- 4.2.1. Elicit information for which there is no clear necessity.
- 4.2.2. Use methods of collecting, reviewing, transmitting or storing client information that fail to protect against improper access to the material.
- 4.2.3. Fail to operation facilities with the appropriate accessibility and privacy.
- 4.2.4. Fail to establish with consumers a clear understanding of what may be expected and may not be expected from the service offered.

- 4.2.5. Fail to inform consumers of this policy, or to provide a way to be heard for persons who believe they have not been accorded a reasonable interpretation of their protections under this policy.

4.3. Treatment of Staff

With respect to treatment of paid and volunteer staff the Manager will not cause or allow conditions that are unfair, undignified, disorganized or unclear. The Manager will not:

- 4.3.1. Operate without written personnel rules that (a) clarify rules for staff, (b) provide for the effective handling of grievances, and (c) protect against wrongful conditions, such as nepotism and grossly preferential treatment for personal reasons.
- 4.3.2. Retaliate against any staff member for non-disruptive expression of dissent.
- 4.3.3. Fail to acquaint staff with the Manager's interpretation of their protections under this policy.
- 4.3.4. Allow staff to be unprepared to deal with emergency situations.

4.4. Compensation and Benefits of Staff

With respect to employment, compensation, and benefits to staff, consultants, contractors, and volunteers, the Manager will not cause or allow jeopardy to financial integrity or to public image. The Manager will not:

- 4.4.1. Change the Manager's own compensation and benefits, except as those benefits are consistent with a package for all other staff.
- 4.4.2. Promise or imply permanent or guaranteed employment.
- 4.4.3. Establish current compensation and benefits that deviate materially from the geographic or professional market for the skills employed.
- 4.4.4. 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.
- 4.4.5. Establish or change pension benefits so as to cause unpredictable or inequitable situations, including those that:
 - 4.4.5.1. Incur unfunded liabilities.
 - 4.4.5.2. Provide less than some basic level of benefits to all full-time staff, though differential benefits to encourage longevity are not prohibited.
 - 4.4.5.3. Allow any employee to lose benefits already accrued from any foregoing plan.
 - 4.4.5.4. Treat the Manager differently from other key employees.

4.5. Financial Planning/Budgeting

The Manager will not cause or allow financial planning for any fiscal year or the remaining part of any fiscal year to deviate materially from the Board's Ends priorities, risk financial jeopardy, or fail to be derived from a multiyear plan. The Manager will not allow budgeting to:

- 4.5.1. Risk incurring those situations or conditions described as acceptable in the policy “Financial Condition and Activities.”
- 4.5.2. Omit a credible projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions.
- 4.5.3. Provide less for Board prerogatives during the year than is set forth in the policy “Cost of Governance.”

4.6. Financial Condition and Activities

With respect to the actual, ongoing financial condition and activities, the Manager will not cause or allow the development of financial jeopardy or material deviation of actual expenditures from Board priorities as established in Ends policies. The Manager will not:

- 4.6.1. Expend more funds than have been received to date unless the Board’s debt guideline (below) is met.
- 4.6.2. Incur debt in an amount greater than can be repaid by certain and otherwise unencumbered revenues within sixty days.
- 4.6.3. Use any long-term reserves.
- 4.6.4. Conduct interfund shifting in amounts that cannot be restored to a condition of discrete fund balances by certain and otherwise unencumbered revenues within thirty days.
- 4.6.5. Fail to settle payroll and debts in a timely manner.
- 4.6.6. Allow tax payments and other government ordered payments or filing to be overdue or inaccurately filed.
- 4.6.7. Make a single unanticipated purchase or commitment of greater than \$[Insert Figure]. Splitting orders to avoid this limit is not acceptable.
- 4.6.8. Acquire, encumber or dispose of real estate.
- 4.6.9. Fail to aggressively pursue receivables after a reasonable grace period.

4.7. Asset Protection

The Manager will not cause or allow corporate assets to be unprotected, inadequately maintained or unnecessarily risked. The Manager will not:

- 4.7.1. Fail to insure adequately against theft and casualty and against liability losses of board members, staff, and the organization itself.
- 4.7.2. Allow unbonded personnel access to material amounts of funds.
- 4.7.3. Subject facilities and equipment to improper wear and tear or insufficient maintenance.
- 4.7.4. Unnecessarily expose the organization, the Board or staff to claims of liability.

- 4.7.5. Make any purchase (a) wherein normally prudent protection has not been given against conflict of interest, (b) of more than \$ [Insert Figure] without having obtained comparative prices and quality, (c) of more than \$[Insert Figure] without a stringent method of assuring the balance of long-term quality and cost. Splitting orders to avoid this limit is unacceptable.
- 4.7.6. Fail to protect intellectual property, information and files from loss or significant damage.
- 4.7.7. Receive, process or disburse funds under controls that are insufficient to meet the Board-appointed auditor's standards.
- 4.7.8. 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 consultant or advisers.
- 4.7.9. Invest or hold operating capital in insecure instruments, including uninsured chequing accounts and bonds of less than AA rating any time, or in non-interest bearing accounts except where necessary to facilitate ease in operational transactions.
- 4.7.10. Endanger the organization's public image, credibility, or its ability to accomplish Ends policies.
- 4.7.11. Change the organization's name or substantially alter its identity in the community.

4.8. Advocacy Support

With respect to practices and policies outside the organization which affect the Board's priorities as established in Ends policies, the Manager shall not be without a proactive and effective system for advocacy. The Manager will not:

- 4.8.1. Fail to proactively identify materially important issues and trends and develop plans and strategies to address them.
- 4.8.2. Fail to provide researched and updated information regarding advocacy issues and priorities to the Board prior to its being presented to Government, University, or other external officials.
- 4.8.3. Meet with Government, University, or other external officials to discuss advocacy issues and priorities unless accompanied by the appropriate official representatives, which, in unspecified circumstances, shall be the President or their designate.
- 4.8.4. Allow the ownership to be uninformed about advocacy issues and priorities.
- 4.8.5. Act on issues that do not specifically address the needs of current or future members.

4.9. Subsidiaries Management

With respect to member-created subsidiaries, the Manager will not allow the organization to be without procedural rules providing for their establishment, operation, and dissolution. The Manager will not:

- 4.9.1. Permit the establishment of subsidiaries with objects that do not specifically align with the Board's priorities as established in Ends policies.
- 4.9.2. Act toward subsidiaries in a manner which is unfair, unjust, undignified, disorganized, or unclear.
- 4.9.3. Allow subsidiaries to behave in ways that are discriminatory, obscene, or otherwise indecent.
- 4.9.4. Allow subsidiaries to expose the organization to unjustified risk or liability.
- 4.9.5. Fail to provide sufficient governance, financial, and ethical oversight of subsidiaries' activities.
- 4.9.6. Fail to acquaint subsidiaries with the Manager's interpretation of their rights and obligations under this policy.

4.10. Emergency Manager Succession

In order to protect the Board from the sudden loss of managerial services, the Manager will not permit there to be fewer than two other executives sufficiently familiar with the Board and Manager issues and processes to enable either to take over with reasonable proficiency as an interim successor.

ANNUAL GOVERNANCE CALENDAR – POLICY GOVERNANCE	
SUMMER SEMESTER	
May	<ul style="list-style-type: none"> • Term of Office and Fiscal Year Turnover (May 1st) • Appointment of Official Representatives to the University Board, Senate, and Committees • Appointment of Board Community Liaisons • Approval of Annual Presentation Schedule • Appointment of Corporate Auditors
June	<ul style="list-style-type: none"> • Board Meetings as needed
July	<ul style="list-style-type: none"> • Monitoring Report – Ends • Monitoring Report – Financial Condition (1st Quarter) • Monitoring Report – Emergency Succession • Quarterly Community Liaison Report
August	<ul style="list-style-type: none"> • Board Meetings as needed
FALL SEMESTER	
September	<ul style="list-style-type: none"> • Membership E-Mailout – Welcome and Year Ahead • Monitoring Report – Financial Condition (i.e. Annual Audit) • Monitoring Report – Treatment of Consumers • Monitoring Report – Treatment of Staff • Candidate Nominations Opened (First Day of Regular Classes)

October	<ul style="list-style-type: none"> • Mid-Year Board Planning Retreat • Monitoring Report – Ends • Monitoring Report – Financial Condition (2nd Quarter) • Monitoring Report – Communication and Support to the Board • Quarterly Community Liaison Reports • Quarterly Ownership Linkage Activity • Candidate Nominations cont'd
November	<ul style="list-style-type: none"> • Monitoring Reports – Compensation and Benefits of Staff • Monitoring Report – Asset Protection • Candidate Nominations cont'd
December	<ul style="list-style-type: none"> • Monitoring Report – Advocacy Support • Monitoring Report – Subsidiaries Management • Review and Approval of Referendum Questions (if needed) • Cost of Governance Budget • Candidate Nominations Close (Last Day of Regular Classes)
WINTER SEMESTER	
January	<ul style="list-style-type: none"> • Monitoring Report – Ends • Monitoring Report – Financial Condition (3rd Quarter) • General Manager Renumeration • Quarterly Community Liaison Report • Quarterly Ownership Linkage Activity • Candidates Mandatory Orientation (Part I. Corporate Overview) <ul style="list-style-type: none"> • Purpose and history of the organization • The association's governance system • The strategic environment in which the association operates • Recent issues and challenges

February	<ul style="list-style-type: none"> • Monitoring Report – Financial Planning (i.e. Budget Approval) • Candidates Mandatory Orientation (Part II. Elections Overview) <ul style="list-style-type: none"> • The STV system • Procedural rules • Campaign strategy and tactics • Platform development • Promotional materials
March	<ul style="list-style-type: none"> • Membership E-Mailout – Election and Referenda Announcement • Annual Election and Referenda Process • Annual Ownership Linkage Survey • Certification of Election and Referenda Results
April	<ul style="list-style-type: none"> • Monitoring Report – Ends • Monitoring Report – Financial Condition (4th Quarter) • Monitoring Report – Global Executive Constraint • Annual Liaison Reports • Quarterly Ownership Linkage Activity • Annual Board Planning and Transition Retreat • Year-End Banquet and Turnover Ceremony • Membership E-Mailout – Year in Review and Release of Annual Public Report

MEETING AGENDA FOR THE BOARD OF THE [INSERT NAME] INCORPORATED

DATE:**TIME:****LOCATION:****1. CALL TO ORDER****2. ROLL CALL (2 MIN.)****3. CONFLICT OF INTEREST DISCLOSURE (2 MIN.)****4. THE MINUTES (5 MIN.)****4.1. BIRT the Board approves the minutes of its [Insert Date] meeting.****5. THE AGENDA (5 MIN.)****5.1. BIRT the Board adopts the agenda for its [Insert Date] meeting.****6. EDUCATION (60 MIN.)****6.1. [Insert Title] by [Insert Name].****6.2. [Insert Title] by [Insert Name].****7. DECISIONS (90 MIN.)****7.1. OWNERSHIP LINKAGE****7.1.1. BIRT the Board...****7.2. POLICY DEVELOPMENT****7.2.1. BIRT the Board...****7.3. MONITORING REPORTS****7.3.1. BIRT the Board approves the monitoring report for its
policy titled “Insert Title” as compliant.**

⁷⁹ Section 7.4 is reserved for any decision of the board not included in the other categories. It includes proposed bylaw changes, referendum questions, and appointments and dismissals, amongst other things.

7.4. OTHER**7.4.1. BIRT the Board...****8. NOTICES OF FUTURE DECISIONS (10 MIN.)****9. INFORMATION REPORTS (10 MIN.)****9.1. GENERAL MANAGER****9.2. PRESIDENT****9.3. OTHER****10. SELF-EVALUATION (10 MIN.)****11. NEXT MEETING (1 MIN.)****12. ADJOURNMENT**

Appendix G: Policy Governance Source Document

POLICY GOVERNANCE® SOURCE DOCUMENT

Why a Source Document?

A “source” is a point of origin. A source document is a “fundamental document or record on which subsequent writings, compositions, opinions, beliefs, or practices are based.” (Websters)

Without a simply expressed clear point of source, interpretations, opinions, writings and implementations may intentionally or unintentionally diverge from the originating intent and ultimately be undifferentiated. The point of source (“authoritative source”) is John Carver, the creator of Policy Governance, with Miriam Carver his fellow master teacher.

Without a simply expressed clear source document, Policy Governance is not reliably grounded and not transferable as a paradigm of governance. It is left vulnerable to interpretation, adaptation and impotence. This document has been produced by the International Policy Governance Association and approved by John and Miriam Carver as being true to source.

What Policy Governance is NOT!

1. Policy Governance is not a specific board structure. It does not dictate board size, specific officers, or require a CEO. While it gives rise to principles for committees, it does not prohibit committees nor require specific committees.
2. Policy Governance is not a set of individual “best practices” or tips for piecemeal improvement.
3. Policy Governance does not dictate what a board should do or say about group dynamics, methods of needs assessment, basic problem solving, fund raising, managing change.
4. Policy Governance does not limit human interaction or stifle collective or individual thinking.

What Policy Governance IS!

Policy Governance is a comprehensive set of integrated principles that, when consistently applied, allows governing boards to realize owner-accountable organizations.

Starting with recognition of the fundamental reasons that boards exist and the nature of board authority, Policy Governance integrates a number of unique principles designed to enable accountable board leadership.

Principles of Policy Governance

1. Ownership:

The board exists to act as the informed voice and agent of the owners, whether they are owners in a legal or moral sense. All owners are stakeholders, but not all stakeholders are owners, only those whose position in relation to an organization is equivalent to the position of shareholders in a for-profit corporation.

2. Position of Board:

The board is accountable to owners that the organization is successful. As such it is not advisory to staff but an active link in the chain of command. All authority in the staff organization and in components of the board flows from the board.

3. Board Holism:

The authority of the board is held and used as a body. The board speaks with one voice in that instructions are expressed by the board as a whole. Individual board members have no authority to instruct staff.

4. Ends Policies:

The board defines in writing its expectations about the intended effects to be produced, the intended recipients of those effects, and the intended worth (cost-benefit or priority) of the effects. These are Ends policies. All decisions made about effects, recipients, and worth are Ends decisions. All decisions about issues that do not fit the definition of Ends are means decisions. Hence in Policy Governance, means are simply not Ends.

5. Board Means Policies:

The board defines in writing the job results, practices, delegation style, and discipline that make up its own job. These are board means decisions, categorized as Governance Process policies and Board-Management Delegation policies.

6. Executive Limitations Policies:

The board defines in writing its expectations about the means of the operational organization. However, rather than prescribing board-chosen means -- which would enable the CEO to escape accountability for attaining Ends, these policies define limits on operational means, thereby placing boundaries on the authority granted to the CEO. In effect, the board describes those means that would be unacceptable even if they were to work. These are Executive Limitations policies.

7. Policy Sizes:

The board decides its policies in each category first at the broadest, most inclusive level. It further defines each policy in descending levels of detail until reaching the level of detail at which it is willing to accept any reasonable interpretation by the applicable delegatee of its words thus far. Ends, Executive Limitations, Governance Process, and Board-Management Delegation policies are exhaustive in that they establish control over the entire organization, both board and staff. They replace, at the board level, more traditional documents such as mission statements, strategic plans and budgets.

8. Clarity and Coherence of Delegation:

The identification of any delegatee must be unambiguous as to authority and responsibility. No subparts of the board, such as committees or officers, can be given jobs that interfere with, duplicate, or obscure the job given to the CEO.

9. Any Reasonable interpretation:

More detailed decisions about Ends and operational means are delegated to the CEO if there is one. If there is no CEO, the board must delegate to two or more delegates, avoiding overlapping expectations or causing confusion about the authority of various managers. In the case of board means, delegation is to the CGO unless part of the delegation is explicitly directed elsewhere, for example, to a committee. The delegatee has the right to use any reasonable interpretation of the applicable board policies.

10. Monitoring:

The board must monitor organizational performance against previously stated Ends policies and Executive Limitations policies. Monitoring is for the purpose of discovering if the organization achieved a reasonable interpretation of these board policies. The board must therefore judge the CEO's interpretation for its reasonableness, and the data demonstrating the accomplishment of the interpretation. The ongoing monitoring of board's Ends and Executive Limitations policies constitutes the CEO's performance evaluation.

All other practices, documents, and disciplines must be consistent with the above principles. For example, if an outside authority demands board actions inconsistent with Policy Governance, the board should use a 'required approvals agenda' or other device to be lawful without compromising governance.

Policy Governance is a precision system that promises excellence in governance only if used with precision. These governance principles form a seamless paradigm or model. As with a clock, removing one wheel may not spoil its looks but will seriously damage its ability to tell time. So in Policy Governance, all the above pieces must be in place for Policy Governance to be effective. When all brought into play, they allow for a governing board to realize owner accountability. When they are not used completely, true owner accountability is not available.

Policy Governance boards live these principles in everything they are, do and say.

Produced by International Policy Governance Association in consultation with John and Miriam Carver, 2005-2007-2011.

Policy Governance® is a registered service mark of John Carver. Used with permission.

January 7, 2015

Mr. Brandon Hamilton
Chair, Steering Committee, Student Union Governance Review
President, St. Francis Xavier University Students' Union
Bloomfield Centre, St. Francis Xavier University
Antigonish, Nova Scotia B2G 2W5

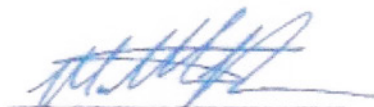
Dear Mr. Hamilton:

The Advisory Committee for the Student Union Governance Review commissioned by Students NS has reviewed the final report submitted to us by project consultant Michael Hughes, as per the terms of his contract and our remit from the Steering Committee.

We find that the report answers all questions posed in the project Terms of Reference while conforming to the guiding principles established therein. Therefore, we approve the draft report and have instructed Michael to share it with you as soon as he finalizes it.

We further wish to note that we see no legitimate reason the report cannot be made available to the project interviewees and participants, other interested parties, and the general public. We encourage the Steering Committee and Students NS to make the report public at its earliest possible convenience.

Sincerely,



Matt Risser, Advisory Committee Chair



Kyle Power



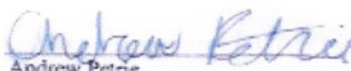
Emma Cochrane



Lisa Buchanan



Nick Head-Peterson



Andrew Petrie

cc: Members of the Steering Committee;

Mr. Jonathan Williams, Executive Director, StudentsNS.

Appendix I: Bibliography

- Alexander, William M. "Rethinking Student Government for Larger Universities." *The Journal of Higher Education* 40, 1 (1969): 39-46.
- Bell, Laurence. "The Facts of Life about Student Government." *Community and Junior College Journal* 45, 6 (1976): 26-27.
- Broadbent, Ed. et. al. *Building on Strength: Improving Governance and Accountability in Canada's Voluntary Sector*. Ottawa: Final Report to the Panel on Accountability and Governance in Canada's Voluntary Sector, 1999.
- Broder, Peter et. al. eds. *Primer for Directors of Not-for-Profit Corporations: Rights, Duties and Practices*. Ottawa: Industry Canada, 2002.
- Call, John and others. "Ecological Responses to Changing Needs of Student Government." Paper presented at the annual meeting of the National Association of Student Personnel Administrators, Portland, Oregon, March 31 – April 3, 1985.
- Carver, John. *Boards that Make a Difference*. San Francisco: Jossey-Bass, 2006.
- *Board Leadership* 18 (1993).
- "Families of Boards Part I: Federations." *Board Leadership* 25 (1996).
- "Families of Boards Part II: Holding Companies." *Board Leadership* 26 (1996).
- "Achieving Meaningful Diversity in the Boardroom." *Board Leadership* (1993).
- "Just How Long Should Board Meetings Be?" *Board Leadership* (1992).
- "A Team of Equals." *Board Leadership* (1995).
- Carver, John and Mariam Carver. *The Policy Governance Model and the Role of the Board Member*. San Francisco: Jossey-Bass, 2009.
- Gill, Mel D. *Governing for Results: A Director's Guide to Good Governance*. Victoria: Trafford, 2005.
- Gill, Mel D. *Governance Do's & Don'ts: Lessons from Case Studies on Twenty Canadian Non-Profits*. Ottawa: Institute on Governance, 2001.
- Greenleaf, Robert K. *The Servant as Leader*. Westfield: Greenleaf Center for Servant Leadership, 2008.
- Kennedy, Michael and John Carpay. *2014 Campus Freedom Index: Dozens of taxpayer-funded Canadian Universities failing to uphold free expression on campus*. Calgary: Justice Centre for Constitutional Freedoms, 2014.
- Lewis, Kimberly M. and Tom W. Rice. "Voter Turnout in Undergraduate Student Government Elections." *PS: Political Science and Politics* 38, 4 (2005): 723-729.
- Moore, Jannice. *REALBoard Tool Kit™ Volume 3: CONNECT! A Guide to Ownership Linkage*. Calgary: The Governance Coach™, 2008.
- National Union of Students. *Guide for Members of Higher Education Governing Bodies: Supplementary guide regarding the role of university governing bodies in relation to student's unions*. London: National Union of Students, 2011.

Oliver, Caroline, ed. *The Policy Governance Fieldbook: Practical Lessons, Tips, and Tools from the Experiences of Real-World Boards*. San Francisco: Jossey-Bass, 1999.

Rastoy, Eugene W. and Zuo Bing. "Student participation in university governance." *The Canadian Journal of Higher Education* 29, 1 (1999): 1-26.

