

STUDENT ASSOCIATION OF GEORGE BROWN COLLEGE

GOVERNANCE REVIEW

FINAL REPORT

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A. EXECUTIVE SUMMARY

Overview

For the past several years, the Board of Directors (“the Board”) of the Student Association of George Brown College (“SAGBC”) has recognized the need to review, update and revise its governance model, including its by-laws, policies and overall structure. The goal of completing a comprehensive governance review has been confirmed and pursued by successive Boards over multiple terms. This Report is the culmination of that process.

In September 2021, the Board retained me to lead the governance review. My firm is the external legal counsel to SAGBC. I have extensive experience advising non-profit organizations on governance, by-laws/policies, and related legal issues. I have advised the Board on numerous legal and governance issues over the years.

The Board also retained a consulting firm, LogicalOutcomes (“the Consultants”), to collect the data that provides the foundation for this report. The Consultants gathered extensive data from a wide array of sources, including:

- interviews with representatives from 11 other Student Associations in Ontario and B.C.;
- a review of key governance documents from 15 other Student Associations;
- interviews with 18 internal stakeholders, including SAGBC Directors and staff, as well as representatives of George Brown College (“GBC”);
- a digital survey targeting current and former SAGBC Directors;
- review of a survey of SAGBC members; and
- a town hall meeting with SAGBC members.

The Consultants delivered a Report that summarized the data and made recommendations on best practices. (attached as Appendix B) I have relied on that comprehensive data to guide and inform the findings and recommendations in this Report.

Summary of Findings and Recommendations

ISSUE 1: ROLE OF EXECUTIVES

The Board is currently made up of 4 Executives and 7 Educational Representatives. All of these positions are held by elected students who are also voting Directors on the Board.

However, in addition to being voting Directors, the Executive positions have extensive management and operational duties. The Executives have mandatory, weekly office hours and they are paid an hourly wage. The Executives are similar in many ways to

paid managers, but without any clear reporting relationships or external accountability. In my view, these roles are inconsistent with a “Governing Board” model in which the elected Directors set policy goals which are then implemented by the General Manager and Staff.

The Consultants found that the Executive positions at SAGBC are unusual. Of the 2-year Colleges that the Consultants surveyed, almost none of them had similar Executive roles.

In addition to being out of sync with other Student Associations, the Executive structure at SAGBC can create governance problems:

- Several Directors noted that the Executives are seen as more important than other Directors, despite the fact that they all have only one vote. This can create tension and discord on the Board.
- Numerous respondents felt confused about the proper role and authority of the Executives. Many of their duties overlap with the General Manager and staff and this leads to further tension and confusion between the Board and staff.
- Executives have extensive, operational and management job duties. They are expected to perform these important roles, often with no prior governance experience or training. Several concerns were raised about whether it is realistic to expect elected students to effectively perform these roles. Several current and former directors noted that incoming Executives feel overwhelmed and are not being set up for success.
- There is a continuity problem when these key, management roles are performed by students who are elected for only one year. It is virtually impossible to engage in long-term planning and to build credibility with negotiating partners when there is a new slate of Executives elected each year, most of whom are coming in with no prior experience and little knowledge of the Board’s current issues and commitments.

Based on its review of other, similar institutions, the Consultants recommended that SAGBC make some fundamental changes to its current Executive structure. In particular, they recommended that SAGBC consider converting the current Executive positions into hired, non-voting positions, whose role is to represent, support and provide continuity to the Board. The Consultants recommended that SAGBC consider the approach taken at Sheridan College, which hires a full-time, non-voting President to perform many of the duties that are currently assigned to SAGBC Executives.

I agree with the Consultants’ recommendations. In my view, the Executive-tier structure at SAGBC is the key issue that needs to be addressed and fundamentally changed in order to improve its governance structure.

Recommendations:

1) The four Executive positions should be replaced with the following hired, non-voting positions:

President:

- a hired, full-time, non-voting, position to be held by a recent alumni of SAGBC;
- would be hired for a 2-year term (with a renewal option for an additional 2 years);
- would be the spokesperson for the Board and would perform many of the duties currently performed by the lead Executives;
- would report to the Board and maintain an ex officio, non-voting status at Board meetings which ensures that the Board remains governed and directed by elected students.

Governance Manager:

- a hired, full-time, non-voting, position;
- attends all Board and Committee meetings in an ex officio capacity;
- provides advice and mentorship to the Board on administrative and governance issues;
- advises the Board on the applicable by-laws, policies and procedures that apply to it and ensures that they are complied with.

Treasurer:

- could be a stand-alone position or could be added to the duties of the President;
- would be a hired position and the candidate would have appropriate financial/accounting education and experience.

2) The Board should be converted to a single tier of at least nine elected, voting, student Directors who set policy and strategic goals in accordance with a “Governing Board” governance model.

ISSUE 2(a): HIGH RATE OF BOARD TURNOVER

It appears that all of the surveyed Student Associations struggle with Board turnover. Student Directors are only elected for one-year terms. In College programs, many students only run for office in their second year and cannot run again. As such, Student Association Boards are often made up of students with no prior governance experience. Once their term is up, a new slate of Directors is elected, with similarly limited experience. The Consultants concluded that there is no “magic solution” to this issue: it is simply a challenge to be managed.

SAGBC's current practice of "staggered terms" helps to address this issue by ensuring that there are always Directors on the Board who have prior experience. I think SAGBC should continue this practice, but the spring term should begin June 1st (rather than May 1st) to match the fiscal year and avoid conflict with spring exams. In addition, if SAGBC hires a President and Governance Manager, as recommended, these roles will provide additional continuity between terms.

The key additional findings that emerged in the data are as follows:

- SAGBC should do a better job of marketing and outreach to its members. Many students do not know what SAGBC does or what role the Board plays.
- Better communication and outreach to members about what the Board does and the benefits of becoming a Director may increase student participation in elections. Once elected, students will have a better idea of what to expect, which may reduce Board turnover due to Directors not completing their terms.
- Better outreach may also help to increase the diversity of the Board to ensure that it reflects the diverse student population.

Recommendations:

- 1) Directors should be elected in staggered, one-year terms, starting January 1st and June 1st.**
- 2) SAGBC should implement a focused program of marketing and outreach to students to educate them about the Association and the Director roles. The outreach should target currently underrepresented groups to ensure that the Board better reflects the diversity of SAGBC's student population.**

ISSUE 2(b): FREQUENT CHANGES TO BY-LAWS AND POLICIES

The consistent finding in the Data Report was that SAGBC's by-laws and policies are too lengthy and complex. They need to be re-written so that they are simple, direct and accessible to incoming Directors.

There were also concerns about the constant revisions to SAGBC governance policies over the years. This has led to inconsistencies within the policies as well as concerns about conflicts of interest if the Board can simply amend a rule or policy that it does not like. Other institutions have addressed this issue by requiring that policy changes are only effective in the next term (ie. the Board cannot amend a policy to benefit itself in the current term).

Recommendations:

- 1) SAGBC's by-laws and policies should be re-written and simplified.**
- 2) The Governance Manager will provide ongoing mentorship and advice to the Board on the applicable by-laws, policies and procedures.**
- 3) By default, policy amendments will only apply starting in the next Board term.**

ISSUE 3: ROLES AND RESPONSIBILITIES

Much of the confusion around the roles and responsibilities at SAGBC is rooted in the Executive positions and is addressed above. In my view, if the Executive positions are replaced with hired, non-voting positions as recommended, this will address and alleviate much of the role-confusion that currently exists.

This issue will be further addressed if the by-laws and policies are re-written in a simple, direct manner that includes clear job descriptions and role definitions for the elected Directors.

Recommendation:

- 1) The job descriptions for elected Directors should be rewritten in a simple, direct and accessible manner. The job descriptions should accurately reflect the policy-setting role of these positions and they should not include any operational, staff-like duties.**

ISSUE 4(a): CONFLICTS OF INTEREST

SAGBC currently has detailed conflict of interest policies and it provides training on this policy to all incoming Directors. Despite this, several Directors and staff felt that the current policies are not consistently followed. The current policies require Directors to self-report any potential conflicts of interest and then the Board decides how to address them. Several Directors said that conflicts are sometimes not reported because they don't want to create more work and stress for themselves and their colleagues.

Other institutions have addressed this issue by ensuring that the hired positions (ie. President and Governance Manager) play a role in training the Board about conflicts of interest and ensuring that conflicts are properly reported and addressed. I think this approach would work well at SAGBC.

Recommendations:

- 1) The Board's Conflict of Interest Policy should be revised to include a monitoring and reporting role for the Governance Manager.**

- 2) **The revised by-laws should include a clear provision that the Board and its Directors cannot take any actions that place themselves in a conflict of interest.**
- 3) **The Board should continue with the current orientation and training on conflicts of interest, supplemented by ongoing advice and mentorship from the Governance Manager.**

ISSUE 4(b): EXTERNAL ACCOUNTABILITY

SAGBC has a few different accountability mechanisms for Directors. Its Educational Representatives receive an honourarium payment that is tied to their completion of a set list of tasks. If the tasks are not completed, the honourarium can be reduced or eliminated. The Consultants found that some other Student Associations use a similar approach to hold their Directors accountable.

For more serious complaints and conduct issues, SAGBC uses the Board Mediation Committee (“BMC”) to investigate and decide on an appropriate response. The consistent feedback from Directors and staff was that the BMC process does not work well. The BMC is made up of other Directors on the Board, and it creates tension and conflicts for these Directors to have to investigate and respond to complaints about their colleagues.

The best practice utilized by other Student Associations was to try to address complaints and conduct issues informally through discussion and mediation (with the help of a President or Governance Manager). More serious complaints are referred out to a third-party consultant for proper investigation and resolution.

Recommendations:

- 1) **SAGBC should continue tying each Director’s honourarium to the successful completion of a clear and simple list of tasks.**
- 2) **The BMC complaint process should be discontinued. Any serious complaints involving directors should be referred out to a third-party consultant for investigation and resolution.**

ISSUE 5: BOARD MEETINGS AND PROCEDURES

Other Student Associations had a variety of practices around Board meetings. However, a few common threads emerged:

- All of the surveyed institutions conduct their meetings according to Robert's Rules of Order. Some of them use a simplified "cheat sheet" to provide simple and direct guidelines to elected student Directors.
- The use of "in-camera" sessions is not a major issue at other institutions. Some of them have clear statements in their policies to guide the Board on when it is appropriate to go in-camera.
- Many institutions have a paid staff take minutes of Board and Committee meetings to ensure that the minutes are accurately recorded.
- Unlike SAGBC, almost no other institutions *require* the use of an external Chair. It is common for the President (or equivalent role) to Chair the Board's meetings.
- Most other Student Associations use far fewer standing committees compared to SAGBC. standing committees should be used sparingly and only with a clear mandate to support the work of the Board.

Recommendations:

- 1) The Board should continue to train incoming Directors on how to conduct and participate in Board meetings. This should be augmented by ongoing advice, mentorship and support from the Governance Manager.**
- 2) The Board's policies and procedures should include a clear and simple guideline on the use of in-camera sessions.**
- 3) The Board's policies and job descriptions should be revised to reflect that meeting minutes will continue to be taken by a paid staff.**
- 4) SAGBC should discontinue the *requirement* to appoint an external Chair who is not a member of SAGBC.**
- 5) The Board should re-examine its use of standing committees and ensure that they are only used as-needed to support the Board's policy-setting role.**

ISSUE 6: BOARD CULTURE, CONFLICTS AND PROFESSIONALISM

Many of these issues are already addressed in the recommendations above. In my view, the recommended restructuring along with the changes to the BMC complaints process will all reduce conflicts and improve the Board's cohesion.

In addition to those changes, SAGBC may want to consider whether additional training and team-building could be effective to improve the Board's working culture and cohesion. Some of the surveyed Student Associations provide incoming Directors with a 2-day, off-site retreat that focuses on orientation and team-building prior to the start of

the term. They indicated that these practices are effective and that, as a result, they have few issues with conflicts and lack of professionalism on the Board.

Recommendation:

- 1) SAGBC should review its training and orientation of incoming Directors and consider whether there are opportunities for additional training and team-building measures to improve cohesion on the Board.**

B. AUTHORITY AND TERMS OF REFERENCE

In its 2021 Strategic Direction, SAGBC’s Board agreed to “implement a governance review that helps us to achieve our goals and models student decision-making, representation and democracy.” In accordance with that direction, the Board passed a motion on September 22, 2021 to proceed with a review of the Board’s governance model and structure, its internal procedures, and its overall functioning. It requested that I lead the review, and I accepted this mandate by way of a letter to the Board dated October 15, 2021.

At its meeting on November 15, 2021, the Board approved Terms of Reference for the governance review which set out the process and scope of the project. The approved Terms of Reference are attached as Appendix A to this Report.

The Terms of Reference set out a three-phase process for this review:

- 1) Data Gathering from External Stakeholders and other Student Associations;
- 2) Data Gathering – Internal Stakeholders; and
- 3) Delivery of Written Report to the Board and to the Membership.

The particulars of the data-gathering process are set out in more detail below in Section C: Data Gathering Process and Report.

The Terms of Reference directed me to address a number of issues under the following five, general subject headings:

1. Organizational Flux and Instability;
2. Roles and Responsibilities;
3. Accountability Mechanisms and Processes;
4. Board Procedures and Meetings; and
5. Board Culture and Professionalism.

I have addressed each of these issues (and the related sub-issues) as set out below in Section D: Findings and Recommendations.¹

This review has been completed in accordance with the process and mandate set out in the Terms of Reference. Throughout the process, I have reported to the Board on multiple occasions to provide updates and status reports on the Governance Review process.

C. DATA GATHERING PROCESS AND REPORT

The Board retained LogicalOutcomes (also referred to as “the Consultants”) to collect, assess, and report on data from external and internal stakeholders as set out below.

¹ Note that I have re-ordered the issues for ease of reading, as explained at the outset of Section D.

LogicalOutcomes is a consultant firm that specializes in data gathering and organizational evaluation in the non-profit sector. LogicalOutcomes delivered its Governance Data Report on July 25, 2022 (“the Data Report”), and it is attached as Appendix B to this Report.

Phase 1 - External Stakeholders:

In Phase 1, LogicalOutcomes requested interviews with 18 Student Union/Student Associations similar to SAGBC, and was able to conduct interviews with respect to 12 of them. The respondents included 11 Student Associations from Colleges and Universities throughout Ontario and B.C., and one advocacy group (Canadian Federation of Students).

In addition to conducting interviews, the Consultants reviewed and assessed key documents (bylaws, policies and procedures – where available) for 15 Student Associations, including the 12 institutions interviewed.

A complete list of respondents and details of the Phase 1 process are set out at p.7 of the Data Report.

Phase 2 - Internal Stakeholders:

In Phase 2, LogicalOutcomes gathered and assessed data from internal stakeholders within and connected to SAGBC. This included:

- 18 interviews with internal stakeholders, including SAGBC Directors and staff, as well as representatives of George Brown College (“GBC”);
- a digital survey targeting current and former SAGBC Directors;
- review of a survey of SAGBC members; and
- a town hall meeting with SAGBC members.

Details of the Phase 2 process are set out at p.8 of the Data Report.

Data Report:

As noted, LogicalOutcomes compiled and assessed the information gathered in Phases 1 and 2 and delivered a Data Report setting out its findings, analysis and recommendations, which is attached as Appendix B. The data and recommendations in the Data Report have been carefully considered and have informed the findings and recommendations in this Report.

D. FINDINGS AND RECOMMENDATIONS

ISSUE 1: ROLE OF EXECUTIVES

The Terms of Reference for this review set out five main issues to be addressed. Issue 2(a) addressed the role of the Executives on SAGBC's Board, and is described in the Terms of Reference as follows:

- i. Currently, the Board is made up of four Executives and seven Educational Representatives.
- ii. The Executives are both voting Directors and Executive Officers of the Association. The distinction between these roles is unclear in the current by-laws and governing documents. This has led to confusion and potential conflicts of interest.
- iii. The Board requires direction and clarification about the appropriate role and authority of the Executives.
- iv. The Board seeks an assessment and recommendations on whether its current structure with respect to Executive Officers is functional and/or if it could be improved so as to better reflect good governance principles and achieve the Association's aims.

I am addressing this issue first because it is clear both from the Data Report and from my own analysis that this is the key governance issue currently facing SAGBC and that it ties directly into almost every other issue identified in the Terms of Reference. In my view, the recommended changes to the current Executive structure, as discussed below, will have a positive impact on each of the other issues addressed in this Report. As such, it makes sense to deal with this issue at the outset, as it will provide context for the remaining recommendations in this Report.

Current Structure:

The Board is currently made up of 4 Executives and 7 Educational Representatives. The Executive positions are as follows:

1. Director of Communications and Internal;
2. Director of Operations;
3. Director of Education and Equity; and
4. Director of Student Experience

The Executives and Educational Representatives are all voting directors on the Board and each of these positions is filled by a student who is elected for a one-year term.

However, in addition to being voting directors, the Executive positions have significant additional management-type responsibilities, including operational responsibilities that sometimes overlap with the types of duties that would traditionally be performed by paid

staff. This is particularly true for the Director of Communications and Internal and the Director of Operations, who play distinct, leadership roles on the Board.

As set out in the job descriptions in the Voting Directors Accountability Manual (“VDAM”), the Director of Communications and Internal is the official spokesperson of SAGBC and is responsible for monitoring the performance and maintaining personnel files on all the other directors (the Director of Operations monitors the Director of Communications and Internal’s performance). The Director of Communications and Internal chairs key committees and is expected to work with the General Manager and the Executive Committee to “ensure the viability of the organizational structure” of SAGBC and to aid “in the creation and removal of positions withing the organizational structure of the staff.”²

The Director of Operations has significant operational responsibilities (which should be no surprise given the position title) and also performs the duties of a Treasurer. The Director of Operations is expected to review, assess and make recommendations to the Board and its committees on a wide variety of items including:

- capital expenditures and budgetary issues;
- student health insurance plans;
- student ancillary fee changes; and
- auditor appointments.

In my experience, in addition to their official duties in their job descriptions, the lead Executives are deeply involved in many of the day-to-day operations at SAGBC. They attend meetings and provide input on all manner of operational issues, including those involving contracts and negotiations with tenants, vendors and other third parties. In many instances, the Executives then report back to the Board on these operational matters and the Board then further debates and makes decisions regarding the issues in question.

Each of the Executives is paid an hourly wage and is required to work a minimum number of hours per week. The Director of Communications and Internal and Director of Operations are both required to work 37.5 hours/week, 28 of which must be performed at the SAGBC offices during regular business hours. These are essentially full-time, paid positions with significant, management and operational responsibilities. Given the significant time-commitment required for these two positions, SAGBC’s bylaws state that these Executives may take no more than a 50% course load during their term of office.³

Data Report Findings:

In its Data Report, the Consultants found that SAGBC’s “Executive-tier” governing structure is unusual, particularly compared to other colleges offering two-year programs.

² Per job description in VDAM.

³ Bylaw 3, s.7(a).

That is, in its review of more than a dozen similar institutions, it found that almost none of them had Executive-type positions that were:

- elected;
- entitled to vote as directors; and
- paid an hourly wage for their work on the Board.⁴

At p. 25 of the Data Report, the Consultants prepared a chart showing the student governance approach at seven of the surveyed institutions:

- Sheridan College;
- Humber College;
- Seneca College;
- Centennial College;
- Okanagan College;
- Algonquin College; and
- Niagara College Canada.

None of these institutions have an Executive structure similar to SAGBC. Five of them either hire or elect a President to lead the Board, but none of them pay the President an hourly wage *and* allow the President to also vote as a Director.⁵

Having reviewed each institution's governance structure, the Consultants highlighted several institutions that appeared to have good and effective governance structures, including:

- Humber College – IGNITE
- Sheridan SSU
- Niagara College SAC

None of the above institutions have Executive positions similar to SAGBC.⁶

In other words, of the two-year Colleges surveyed, SAGBC is an outlier in its Executive-structure. Other Colleges do not appear to have similar Executive roles that are paid (hourly), full-time, elected positions with significant management/operational duties and full voting rights.

⁴ Data Report at p.24-27.

⁵ Data Report at p. 25. Note that the data on Centennial College was unclear about how the President is compensated. For the other institutions, the President was either hired (not elected), non-voting, or unpaid (or some combination thereof).

⁶ Data Report at p. 25-26. The only institution that appeared to have somewhat similar Executive positions was at the University of Toronto. It should be noted that the student experience in four-year university programs is different than in two-year College programs. In University programs, students generally have a longer period of time to develop experience and competence in governance. See the Data Report at p. 46 in which a respondent with experience at both College and University Student Association noted that students involved in governance at longer University programs tended to be more mature and that this minimized governance challenges.

In addition to being out of sync with other Student Associations, the Consultants heard concerns from several internal stakeholders that the current Executive structure at SAGBC creates governance problems. Some felt that the Executive positions are seen as more important than the other directors despite the fact that all directors have one vote each. Some stakeholders raised concerns that the significant authority given to Executives (without external accountability) can raise the risks of conflicts of interest or abuse of power.⁷

Several stakeholders also raised concerns about the fact that the Executive positions seem to be tasked with operational and administrative duties that fall outside the traditional scope of elected directors.⁸ It was noted that this has led to confusion about what sort of governance model applies to SAGBC.⁹ The Consultants and stakeholders all agreed that a “Governance Board” makes the most sense at SAGBC, in which the elected Board sets the policy and strategic vision, which is then implemented by staff who handle the day to day operations.¹⁰ The current Executive job descriptions are inconsistent with this “Governance Board” model and the Consultants recommended that they be revamped in order to remove operational and administrative responsibilities.¹¹

Several internal and external stakeholders questioned whether it is appropriate to pay elected, voting Executives an hourly wage, as this could lead to biases and/or conflicts of interest.¹² Concerns were also raised about the notion of requiring any Directors to work set office hours, which risked turning these elected positions into “quasi-staff” roles.¹³

Finally, the Consultants noted that SAGBC is the *only* surveyed institution that places course-load limits on its Executives. It appears that these limits were implemented in order to ensure that the lead Executives would have sufficient time to complete their full-time duties. However, some internal stakeholders felt that these limitations are inequitable and ineffective. Several internal and external stakeholders also raised concerns that course-load limits may interfere with students’ ability to access OSAP funding (which requires a minimum course load of 60%).¹⁴

Having reviewed all of the above comments and data from internal and external stakeholders, the Consultants recommended that SAGBC make some fundamental changes to its current Executive structure. In particular, they recommended that SAGBC consider converting the current Executive positions into hired, non-voting positions.

⁷ Data Report at p.27, 46.

⁸ Data Report at p.27.

⁹ For a comparison of various Board models, see: <https://www.nmbstrategies.com/blog/key-differences-board-of-directors>

¹⁰ Data Report at p. 4, 22.

¹¹ Data Report at p.4.

¹² Data Report at p. 27.

¹³ Data Report at p.23.

¹⁴ Data Report at p. 24 and 26.

whose role is to represent, support and provide continuity to the Board. The Consultants recommended that SAGBC consider the approach taken at Sheridan College, which hires a full-time, non-voting President to perform many of the duties that are currently assigned to SAGBC Executives. The President must be a graduating student or an alumni and is hired for a two-year term (with an option to renew for an additional two-year term).¹⁵

The Consultants noted that several institutions have one or more additional paid, full-time, non-voting positions (Board Administrator, Governance Manager or Executive Coordinator, Treasurer etc...) to provide support, guidance and advice to the Board regarding the by-laws, policies and rules applicable to its meetings and administrative functioning.¹⁶

The Consultants concluded that SAGBC should consider replacing the elected Executive positions with hired, paid, non-voting positions (ie. President, Board Administrator/Governance Manager, and possibly a Treasurer).¹⁷ In its interviews, the Consultants discussed this idea with many external and internal stakeholders and there appears to be widespread acceptance that this sort of change is worth considering at SAGBC.¹⁸

Analysis:

I agree with the findings and recommendations in the Data Report regarding the need to fundamentally change the current Executive positions at SAGBC and to consider replacing those positions with hired, paid, non-voting positions to support the Board.

In my view, based on the information contained in the Data Report as well as my own experiences with the SAGBC Board over the years, the current Executive structure contributes to several governance challenges and concerns, as set out below.

1) Confusion About Role and Jurisdiction of the Board:

I agree with the Consultants and the stakeholders that the most appropriate governance model for SAGBC is a “Governing Board” in which elected student directors set the policy and strategic direction for the Association. The day-to-day implementation of those policies (and the day-to-day operations of the Association) are handled by SAGBC’s General Manager and paid staff. This is consistent with the current bylaws which clearly delegate the “day to day operation” of SAGBC to the General Manager, who is the liaison between the Board and SAGBC’s paid staff. The General Manager is responsible for the “general control and management of the affairs” of SAGBC.¹⁹ In

¹⁵ Data Report at p.28.

¹⁶ Data Report at p. 11, 26, 33, 42. See for example the Board Administrator at Humber Ignite; the Executive Coordinator/Secretary at Sheridan.

¹⁷ Data Report at p.28.

¹⁸ Data Report at p.27.

¹⁹ Bylaw 1, s.4.

other words, it is clear from the current bylaws that SAGBC is intended to be a Governing Board in which the elected directors set the policy and strategic direction, while the paid staff, managed by the General Manager, handle the *implementation* of those policies and the day-to-day operations of the Association.

It appears that the Executives' job descriptions and practical duties have ballooned over the years and are now inconsistent with a "Governing Board" model, as they contain significant operational and administrative responsibilities that should be handled by the General Manager and staff. Currently, the lines between Executive roles and General Manager/staff roles are ill-defined and sometimes overlapping. This has led to tension, confusion and inefficient governance.²⁰

2) Unrealistic Duties and Expectations

One of the questions I was asked to address in this Report is whether the current job descriptions, including for elected student Executives, are appropriate and realistic.²¹

These concerns were borne out in the Data Report, in which internal stakeholders expressed concern that Director and Executive roles are "ill-defined and don't set up the candidate for success" and that this causes frustration, disappointment and poor performance.²²

Each Executive has a job description in the VDAM with a list of duties approximately 2.5 single-spaced pages long. As noted, these Executive job descriptions include onerous, operational duties that require full-time hours to complete. These substantive duties are assigned to elected students who may have no background or training to equip them to successfully perform these roles. I am concerned that many of the performance management issues that have arisen with Executives over recent years are partially due to this mismatch between the onerous duties and expectations of these positions versus the limited training and experience of the elected students. In other words, the current job duties for the Executive positions may be excessive and unrealistic, and they are not setting up elected students for success.

3) Lack of Continuity

One of the key issues in the Terms of Reference was the lack of continuity in SAGBC's current governance structure. Each Board Member is elected for a one-year term. Given that GBC is a 2-year College and that many students do not become involved in student government until their second year, there is little opportunity to build knowledge, experience and continuity within the Board.

This is a particular problem for the lead Executives, who play such a substantial, leadership role in all aspects of SAGBC's finances, operations, and planning. Electing

²⁰ Data Report at p.22-28.

²¹ Terms of Reference, issue 2(b).

²² Data Report at p.30.

new Executives each year, who are often starting from scratch in terms of their knowledge and experience in SAGBC governance, makes it extremely difficult for SAGBC to maintain continuity and govern effectively. In the Terms of Reference, the Board acknowledged that turnover of Executives each year creates significant challenges in long term planning and continuity. It also creates challenges in maintaining credibility with SAGBC's key negotiating partners, including GBC.²³ This lack of continuity was noted by one of the GBC respondents as follows:

[W]hen a conflict with the SA Board arises, the College will strategically wait for the Board to renew [ie. a new Board and Executive to be elected] and [then] proceed with [the College's] intended direction.²⁴

In other words, the Data Report confirms that the lack of continuity on SAGBC's Board is likely placing it in a strategic disadvantage in its negotiations with key third parties, including GBC.

4) Performance Management and Conflicts of Interest

As noted, the Executives are currently performing full-time, staff-like roles in which they have significant management and operational responsibilities. However, unlike staff, the Executives do not have clear reporting relationships or external accountability. Paid staff report to the General Manager. They have clear deliverables and performance expectations. If they are unable to complete their duties, they may be subject to performance management.

The Executive positions involve similar staff-like duties, but without any effective accountability. Currently the Director of Communications and Internal and the Director of Operations manage each other's performance as well as that of the other Board members. In the Terms of Reference, the Board identified this as a concern and noted that "this lack of external accountability increases the risk of bias, conflicts of interest and disharmony among Board members". These concerns were reflected in the Data Report in which internal stakeholders confirmed that the current practice of Executives managing each other's performance does not work well and is not consistently followed.²⁵

In my own experience, many of the internal issues, disagreements and complaints that have arisen at the Board over the years have involved allegations about whether Executives are completing their assigned duties and hours. Many of these issues arise from the fact that the Executives are expected to perform full-time, paid, staff-like roles, but without the clear reporting and accountability mechanisms that would normally apply to paid staff.

²³ Terms of Reference, s. 1(a)(iii).

²⁴ Data Report at p.27.

²⁵ Data Report at p. 39.

Recommendations:

I agree with the Consultants' recommendation that SAGBC should replace the current, elected Executive positions with hired, non-voting positions, as set out below. In my view, this one change would address most of the challenges and issues identified above. It would lessen the load on the elected student directors and would allow them to focus on setting the strategic goals and vision for SAGBC and voting on policy-level issues, in accordance with the Board's proper role in a "Governing Board" model.

In particular, I recommend that SAGBC's Board be restructured as follows:

1) The four Executive positions should be replaced with the following hired, non-voting positions:

President:

The Consultants highlighted the President position at Sheridan College as an appropriate model for SAGBC to emulate. I agree with this. At Sheridan, the President role is a non-voting position that is held by a recent, student alumni who is hired for a two-year term (which can be renewed for one additional two-year term). The President reports to the Board and attends meetings in an ex officio capacity, but does not have a vote.

I recommend that SAGBC create a President position that is similar to the role at Sheridan. The President would be hired by a Hiring Committee that would include 3 Directors as well as the General Manager and a Human Resources staff.

The President would be a recent alumni (I recommend a requirement that the candidate have been an SAGBC student member within two years of hiring) and would be hired for a two-year term (subject to renewal for one additional, two-year term). The position would be full-time, paid, and non-voting. The President would report to the Board and would be subject to clear and objective performance management criteria.²⁶

The President would handle many of the duties currently performed by the Director of Communications and Internal. A job description would be

²⁶ At Sheridan, the President is subject to an annual performance review based on clear written objectives and criteria. The Board can remove or terminate the President if the Board finds that the President has "grossly failed" to meet those objective performance criteria. But to do so, the Board must follow the process set out in the policies which require a unanimous vote of the board and the hiring of an Interim President. In my view, this is a balanced and workable approach that ensures that the elected Board has appropriate authority while reducing the risk of instability from frequent, politically-based terminations. See Sheridan's Board Policies: <https://static1.squarespace.com/static/554b8150e4b01cb58c517c75/t/620d15bca5375a2a86cb3cec/1645024701530/SSUI+Board+of+Directors+Policies+%28Feb+16%2C+2022%29.pdf>

created that sets out duties that complement, but do not overlap with, the duties of the General Manager and staff. The President's duties may include:

- being the primary spokesperson for SAGBC;
- representing SAGBC at events, meetings and negotiations with third parties, including GBC;
- communicating the Board's policy and strategic goals to the General Manager and liaising with the General Manager as needed regarding the implementation of those goals;
- providing leadership and mentorship to assist the elected Board members in completing their duties;
- assisting in training new Directors regarding the current issues, plans, negotiations and projects that are facing SAGBC;
- preparing for and attending all Board and Committee meetings as an ex officio member;
- being an advocate for the Board and taking all required steps to ensure that it functions as effectively as possible.

As noted in the Data Report, given that the President would be a recent student who would be hired for 2-4 years, this person could provide a more consistent and effective, student-centred voice for the Board at the negotiating table and this would offer more continuity than is currently provided by the elected Executives who are turned over annually.²⁷

The fact that this is a non-voting role ensures that the Board remains governed by elected students, who will still make all governing decisions regarding policy and strategic vision. The President's role will be to provide mentorship, continuity and a consistent voice to support the elected Board in achieving its goals.

Governance Manager:

In the Data Report, the Consultants noted that in addition to a President, several institutions have a hired "Board Administrator" or "Governance Manager" to support the Board. This is generally a non-voting, paid role that provides support, training and advice to the Board on administrative and governance matters.²⁸

In my view, SAGBC would benefit from hiring a Governance Manager²⁹ to provide ongoing support, information and advice to assist the Board in

²⁷ Data Report at p.4.

²⁸ See, for example, Humber Ignite, as described at p.32-33 of the Data Report.

²⁹ As noted, the position is sometimes referred to as a Board Administrator. The title is less important than the duties of the position. I am referring to the position as a "Governance Manager" as I think it appropriately captures the nature of the duties, but it is a placeholder title and could be changed if needed.

ensuring that it follows the applicable bylaws, policies and best governance practices. This governance review was initiated because the Board required advice about how to improve its governance practices. The Terms of Reference identified questions regarding the current by-laws and policies, the conduct of meetings and other administrative issues.³⁰ These issues also emerged in the Data Report, in which numerous stakeholders felt that the current by-laws and policies were complex, difficult to follow and overwhelming for new Directors.³¹

While some of these concerns can be addressed through revisions and simplification of the by-laws and policies (addressed below), I think the Board would also benefit from having a hired Governance Manager whose job is to be familiar with the applicable by-laws, policies, procedures and other administrative rules and best practices and to provide ongoing advice and support to the Board about these issues. Given that this would be a hired, permanent position, the Governance Manager would be a source of institutional knowledge and consistent advice to the Board.

I recommend that SAGBC create a Governance Manager position as follows:

- This would be a full-time, paid position. The candidate would be hired through the standard HR process for SAGBC staff, and they would report to the General Manager.
- The Governance Manager would attend all SAGBC Board meetings in an ex officio, non-voting capacity. They would also be available as a resource to advise the Board on administrative and governance issues.
- The Governance Manager would be responsible for advising the Board on any by-laws, policies or procedures that apply to any given action or decision of the Board. For instance, if the Board intended to amend one of its policies, the Governance Manager would provide advice on the applicable process (as set out in the by-laws and/or policies) that must be followed.
- In the event of a conflict of interest or a conduct complaint, the Governance Manager would be responsible for identifying the issue and ensuring that the applicable processes in the by-laws and/or policies are followed (including any required reporting and/or external referrals. This issue is discussed further below under “Accountability Mechanisms and Processes”.)
- In short, the Governance Manager would provide ongoing support, advice and mentorship to the elected Directors on administrative

³⁰ Terms of Reference s. 1(b), 2(b) and 3(c).

³¹ Data Report at p.16.

and governance issues. This position would provide institutional knowledge and consistency to the Board and it would improve its accountability and transparency by ensuring that all applicable by-laws, policies and procedures are complied with.

Treasurer:

SAGBC does not currently have a Treasurer. In practice, the Director of Operations performs the duties traditionally assigned to a Treasurer.

In the Data Report, the Consultants noted that at several other institutions, the Treasurer role is a hired, non-voting position. Although it can be a stand-alone position, often it is included within the duties of another position.³² The Consultants found that it is rare for an elected student director to perform the Treasurer role.³³

SAGBC is a large institution serving nearly 30,000 students. It has a significant annual budget and complex financial operations. In my view, it would benefit from having a hired, non-voting Treasurer who has appropriate financial training and experience to perform this essential role. Given the diversity of practices at other institutions, I don't have a strong recommendation about whether the Treasurer should be a stand-alone position or whether these duties should be included within the hired President's job description. In my view, either option would be appropriate, depending on SAGBC's staffing budget and the anticipated amount of time required to complete the Treasurer's duties.

In any event, assigning this key role to a hired individual with appropriate financial training and experience would benefit SAGBC and improve its governance practices.

2) The Board should be converted to a single tier of elected, voting, student Directors who set policy and strategic goals in accordance with a "Governing Board" governance model.

If the Executive positions are replaced with hired positions as recommended above, that would leave seven, elected Educational Representatives. SAGBC's Articles of Incorporation state that its Board must have a minimum of 8 to a maximum of 21 elected Directors.

I recommend that SAGBC increase the number of Directors to at least nine (an odd number is preferable to avoid deadlocking). I recommend that all nine Directors be structured as a single tier in which each Director has one vote and equal authority to all other Directors.

³² At Sheridan, the hired President also performs the duties of a Treasurer - Data Report at p.33.

³³ Data Report at p.21.

I recommend that the Board declare itself a Governing Board in which the elected Directors set the Board's policy and strategic goals which are then implemented by the General Manager and staff. The Directors' job descriptions should be simplified accordingly and should focus on:

- Attending and voting at Board meetings;
- Attending and participating at any applicable Committee meetings;
- Interacting with student constituents and acting as a liaison with those constituents by bringing student feedback and concerns to the Board's attention;
- Democratically establishing and voting on the Board's overall policy goals and strategic direction.

The Directors' should not have set office-hours or course-load restrictions. The expectation should be that this is a part-time commitment that can be completed by full-time students. The Directors could each receive an honorarium as per the current practice for Educational Centre Representatives.

In my view, this simplified Board structure will allow the elected student directors to focus on their key duties of setting the Board's overall policy and goals and will eliminate a lot of the confusion and challenges that have arisen due to the onerous, full-time, staff-like, operational roles currently played by the Executives.

ISSUE 2: ORGANIZATIONAL FLUX AND INSTABILITY

Sub-Issue 2(a): High Rate of Board Turnover

The Terms of Reference described this issue as follows:

- i. The Board and Executives are elected for one-year terms, which means there can be an entirely new Board each year with no prior governance experience.
- ii. In recent years there have been several instances in which Executives have been unable to complete their elected terms.
- iii. This frequent turnover creates governance difficulties, including:
 1. challenges in long-term planning;
 2. difficulties in developing institutional governance knowledge; and
 3. challenges in maintaining credibility with George Brown College and other negotiating partners.
- iv. The Board seeks guidance on how to reduce Board turnover and address the related governance challenges described above.

Data Report Findings:

In its Data Report, LogicalOutcomes noted that virtually all of the institutions it examined struggled with governance continuity given the annual turnover of elected directors. This is a particular challenge for Colleges, whose students only attend for a maximum of two years. Many students only run for student government in their second year, meaning that they cannot run again. The result is that student Directors are often elected with no prior governance experience. The Consultants concluded that there is no “magic solution” to this issue: it is simply a challenge to be managed.³⁴

The Data Report indicates that none of the surveyed institutions have multi-year terms for their elected Directors. All of the institutions elect Directors for one-year terms and there does not appear to be any discussion or support in the data for implementing multi-year terms.³⁵

It appears that SAGBC is the only institution that currently uses staggered terms (ie. electing two Directors for a term starting January 1st, and the remaining Directors for a term starting May 1st). However, several institutions supported the idea of staggered terms as a possible way to improve governance continuity by ensuring that there are always Directors on the Board who have some training and experience under their belts.³⁶ While some of the SAGBC staff expressed concern about the burden of holding twice-yearly elections, others felt that the process works well and should not be changed.³⁷

Several institutions indicated that they relied on hired positions (ie. President and Governance Manager positions as recommended above) to help provide continuity and institutional knowledge to the Board.³⁸ In addition, most institutions rely heavily on training and orientation of new Board members to help bring them up to speed on governance procedures as well as the substantive issues facing the Board. Some rely on off-site retreats to orient new Directors and build cohesion.³⁹

With respect to the issue of Directors being unable to complete their terms, there were few relevant findings in the Data Report. It did not appear to be a common issue facing other institutions.

One thread that did emerge was the need for SAGBC to do better marketing and outreach to ensure that candidates better understand what the Association does and what to expect as a student director. In other words, if students understand what the Association does and they have realistic expectations about both the benefits of being a

³⁴ Data Report at p.3, 10-11.

³⁵ Data Report at p.11.

³⁶ Data Report at p.11.

³⁷ Data Report at p.23.

³⁸ Data Report at p.11.

³⁹ Data Report at p.11-12.

student director and what the experience will be like, they will be better equipped to successfully complete their terms.⁴⁰

It is noteworthy that in the member survey, when students were asked why they did not run for election, the most common response was “I am not sure what the student association does”.⁴¹ The students who attended the town hall meeting confirmed and expanded on this response. They indicated that many students don’t know the purpose of the Association and don’t understand the role of the elected Board. Other internal stakeholders confirmed that many elected Directors start their term feeling underprepared and overwhelmed due to their lack of knowledge about what the role entails.⁴² Thus, there is clearly room for improvement in SAGBC’s student outreach and marketing regarding its role and purpose as well as the benefits and experience of being an elected Director.

The Consultants noted that one benefit of better marketing and outreach is that the Board may attract a more diverse and representative set of candidates. Several internal stakeholders noted that SAGBC needs to do a better job of reaching a diverse set of candidates, particularly from underrepresented communities, to ensure that the elected Board reflects the diversity of the SAGBC student body.⁴³ This result would be consistent with SAGBC’s strategic goal of “increasing representation and democracy.” It would also be consistent with the views of the surveyed SAGBC students, 71% of whom indicated that “it’s extremely important to have a diverse Board.”⁴⁴

Recommendations:

In my view, the restructuring recommended above will also address this issue. Replacing the current Executive Positions with a hired President and Governance Manager will assist greatly with governance continuity. Many other institutions rely on similar hired positions to provide mentorship, institutional knowledge and governance continuity. I believe SAGBC would achieve these same benefits by restructuring its Executive positions in this manner.

In addition, I recommend the following:

- 1) Directors should be elected in staggered, one-year terms, starting January 1st and June 1st.**

As noted, no institution elects its directors for terms exceeding one-year. There is no data to support longer terms for elected directors.

⁴⁰ Data Report at p.12.

⁴¹ Data Report at p.12.

⁴² Data Report at p.12-13.

⁴³ Data Report at p. 6, 13, 48-49.

⁴⁴ Data Report at p.13.

There is mixed data on the use of staggered terms, with several other institutions indicating that this could be a good way to improve governance continuity. It appears to have worked well over recent years at SAGBC and the practice ensures that there are always Directors on the Board who have some prior training and experience (as opposed to an entirely new slate of inexperienced Directors). In my view, there is no reason to change the practice of staggered terms at this time.

However, in my view, it does not make sense for the spring term to commence on May 1st, which requires an election to be held during spring exams when many students have little time or capacity to focus on the election. Given that SAGBC's fiscal year starts on June 1st, I think it would make more sense for the spring term to coincide with the fiscal year and start on June 1st as well.

Thus, I recommend that SAGBC continue to use staggered terms, with a majority of the Directors elected for the June 1st term, and a minority elected for the January 1st term. Given that the data is mixed on the use of staggered terms, SAGBC could continue to monitor and revisit the costs/benefits of this practice in coming years.

2) Marketing, Outreach and Training

SAGBC should implement a focused program of marketing and outreach to students to educate them about:

- what the Association does;
- the role and purpose of the Board;
- why students should consider becoming involved in student governance as elected Directors; and
- what the job of a Director entails.

The marketing and outreach should be focused on reaching the entire student body, with a particular focus on reaching currently underrepresented groups, so that the Board can better reflect the diversity of the student body. It should also focus on giving students a better idea of what to expect if they run for office so that, if elected, they will be better prepared to successfully complete their terms of office.

Finally, SAGBC should continue to refine its training and orientation of incoming Directors so that they have the knowledge and information to succeed in their elected positions. This initial training can be supplemented by ongoing mentorship and advice from the President and Governance Manager throughout the term.

Sub-Issue 2(b): Frequent Changes to By-laws and Policies

The Terms of Reference described this issue as follows:

- i. The Board and its Executives currently have broad authority to amend the by-laws, policies and procedures as they see fit. This has resulted in frequent changes to these governing documents.
- ii. This creates governance concerns, including:
 1. lack of internal consistency in the by-laws and policies since they are being amended in a piecemeal fashion;
 2. concerns regarding transparency and good governance principles if the rules applicable to the Board are frequently being revised; and
 3. concerns about actual or apparent conflicts of interest if the Board can amend any rules that would otherwise constrain its authority and actions.
- iii. The Board seeks guidance on how to approach its governing documents in a way that maintains stability, transparency and good-governance, while also allowing for needed amendments to from time to time.
- iv. The Board also seeks guidance on the difference between by-laws and policies and the appropriate substance and content of each. The Board seeks a review of its current by-laws and policies to ensure that there is appropriate separation of content and focus between them in accordance with good governance principles.

Data Report Findings:

In its Data Report, LogicalOutcomes provided helpful information and guidance (including links to external resources) regarding the difference between by-laws and policies. I recommend that the Board review p.17-18 of the Data Report for further detail on these issues. Overall, the Consultants noted that bylaws are the foundational rules that set out the organization's structure and governance. They normally address the following subjects:

- the institution's governance structure (ie. Board of Directors, key officer roles and responsibilities);
- Director election procedures and terms of office;
- meeting frequency and procedures;
- finances and signing authorities; and
- by-law amendment procedures.

Bylaws take precedence over policies and they can only be amended by the membership at the AGM or a special meeting of members.

Policies are written documents that provide more detail about how the governance team is required to conduct itself and what procedures must be followed in key areas. Policies may address issues such as:

- roles, responsibilities and job descriptions for each position on the governance team;
- conflicts of interest;
- Director conduct and professionalism;
- complaint procedures;
- financial management and decision-making; and
- administrative procedures.

While SAGBC has an extensive set of by-laws, policies and procedures, the consistent feedback from internal stakeholders was that these documents are too lengthy, complex and unwieldy. SAGBC Directors indicated that it was a challenge to understand and absorb the lengthy bylaws and policies, particularly for international students. Several respondents felt that the current governing documents needed a complete overhaul. The consistent feedback was that these documents need to be made more accessible to student directors, who have a large volume of information to take in during orientation. As such, the by-laws and policies should be as simple and direct as possible.⁴⁵

The Consultants found several other institutions that seemed to have effective governing documents. In each case, the by-laws and policies were:

- direct and succinct
- up to date
- well organized and searchable.⁴⁶

One of the concerns that the Board identified in the Terms of Reference was that the Board has unlimited authority to amend the policies and procedures as it sees fit. This has led to concerns about conflicts of interest (the Board can change the applicable policies to increase Directors' pay or benefits or to eliminate a rule that the Board finds inconvenient).

The Consultants noted that Capilano Student Union has addressed a similar issue by requiring that any policy amendments are only effective at the start of the next term. This ensures that the Board is not making changes for its own benefit, since any policy amendments will not apply during the current term. The Consultants recommend this as a good practice for SAGBC to consider.⁴⁷

⁴⁵ Data Report at p.16.

⁴⁶ Data Report at p.15.

⁴⁷ Data Report at p.16.

Recommendations:

1) SAGBC's by-laws and policies should be re-written and simplified.

In order to implement many of the changes recommended in this Report, many of SAGBC's by-laws and policies will require significant amendments. This would be a good opportunity to essentially start from scratch and draft a new set of governing documents that are simple, direct, internally consistent and user-friendly.

2) The Governance Manager will provide ongoing mentorship and advice on the applicable by-laws, policies and procedures.

As noted above, the feedback from Directors was that the amount of information in the by-laws and policies is overwhelming and difficult to absorb. While a simplified set of governing documents will help to address this issue, the Governance Manager can also play a role. The Governance Manager's job will be to know the by-laws and policies inside out and to provide ongoing advice to the Board about the provisions that are applicable to any given decision or course of action. In my view, this will improve SAGBC's governance by ensuring that the Board receives accurate and up to date advice about the applicable by-laws, policies and procedures that apply to it.

The Governance Manager would also provide advice on any proposed policy amendments and would notify the Board if the proposed amendment breached a bylaw (in which case the amendment could not be made), or was inconsistent with another policy (in which case the two policies would need to be reconciled to ensure internal consistency). This ongoing support and advice from the Governance Manager would help to ensure that the governing documents remain internally consistent and workable.

3) By default, policy amendments will only apply starting in the next term.

I agree with the Consultants that the Board should adopt the approach from Capilano Student Union that policy amendments only take effect in the next term.⁴⁸ This would reduce the risk and appearance of any conflicts of interest, and it may reduce the frequency of policy amendments since it would take away any self-interested motivation for frequent amendments.

However, it is likely that situations may occasionally arise in which there are good reasons why the Board may need to make an immediate amendment to a policy. To address this, I recommend that the governing documents include a mandatory process to be followed in order to implement a policy amendment with immediate effect. The process could include the following:

⁴⁸ Given that SAGBC utilizes staggered terms, I recommend that policy amendments only take effect in the "next term" with respect to the most recently elected Directors. That is, amendments passed between June 1 to December 31 would take effect the following June 1. Amendments passed between January 1 to May 31 would take effect the following January 1.

- The Board must seek an opinion from the Governance Manager about whether the amendment is inconsistent with any by-law or other policy *and* whether it gives rise to an actual or potential conflict of interest.
- If there is an actual or potential conflict of interest, the Board must seek a legal opinion from counsel. If counsel identifies an actual or potential conflict of interest, the proposed amendment cannot be implemented immediately.⁴⁹
- The proposed amendment must be approved by a 2/3 majority of the Directors.

This recommended process would ensure that there is a mechanism to implement needed amendments on an immediate basis, while also minimizing the risk of conflicts of interest and self-interested, piecemeal changes to the Board's policies and procedures.

ISSUE 3: ROLES AND RESPONSIBILITIES

Sub-Issue 3(a): Job Descriptions for All Board Members

The Terms of Reference described this issue as follows:

- i. Currently, the job duties of Board members are summarized in the by-laws. More detailed job descriptions are contained in the VDAM.
- ii. The job descriptions in the VDAM are very lengthy and have been amended many times over the years. In some cases, the job descriptions include operational and administrative duties which may fall outside of the Directors' intended roles as described in SAGBC's constitution and by-laws.
- iii. The broad scope of duties described in the job descriptions may overlap with staff duties. This leads to confusion/conflicts and may contribute to the challenges described above regarding Board turnover.
- iv. The Board seeks a review of the job descriptions in the by-laws and VDAM, and recommendations on whether they should be amended to ensure that they realistically describe the intended scope of duties for student Board members in accordance with good governance principles.

⁴⁹ This should be read together with Issue 4(a), Recommendation 2 below regarding conflicts of interest. It is recommended that a clear provision be added to the by-laws stating that the Board must not put itself (or any of its Directors) in a conflict of interest. Thus, if the Board receives a legal opinion that a policy amendment gives rise to a clear conflict of interest, the by-laws would require the Board to change course and not proceed with the amendment.

Data Report Findings:

The job descriptions are currently set out in the VDAM and, as noted, the internal stakeholders felt that the VDAM and related policies are overly long, complex and difficult to understand. Internal stakeholders told the Consultants that the current job descriptions are ill-defined, confusing and they don't set up candidates for success. Some Directors remain unclear about their roles and this leads to frustration, disappointment and poor performance.⁵⁰

Recommendations:

These concerns should be dealt with largely through the recommendations above. The longest and most onerous job descriptions are currently for the Executives. If the Executive roles are eliminated, this issue will become largely moot.

Likewise, the above recommendation to re-write and simplify the by-laws, policies and procedures will include a revised set of simplified job descriptions for Directors. However, to ensure that this issue is fully addressed, I recommend the following:

1) The job descriptions for elected Directors should be rewritten in a simple, direct and accessible manner. The job descriptions should accurately reflect the policy-setting role of these positions and they should not include any operational, staff-like duties.

Sub-Issue 3(b): Role of the General Manager and Staff

The Terms of Reference described this issue as follows:

- i. The Board feels that the roles of the General Manager and SAGBC's staff are not clearly defined in the by-laws. The Board would benefit from clearer guidance and explanation of the role, autonomy and scope of authority of the General Manager and key staff and how these positions relate to the Board's role and scope of authority.

Findings and Analysis:

As noted, I recommend that SAGBC declare itself a "Governing Board". Under this governance model, the division of labour between the Board and the General Manager is as follows:

Board: The Board and its elected student directors set the policy and strategic direction for the Association. They make decisions at a high level which then

⁵⁰ Data Report at p.16, 30.

guide and set parameters for the day-to-day operations work performed by the General Manager and paid staff. The Board does *not* get involved in day-to-day operations or management issues.

General Manager: The General Manager is responsible for *implementing* the Board's policies and strategic vision. The General Manager is also responsible for managing the Association's paid staff. The General Manager and the paid staff conduct the day-to-day operations and administrative duties at the Association. The General Manager provides relevant information to the Board on operational and staffing issues which then inform its policy decisions. However, the Board does not play a direct role in operational, administrative or staffing issues.

In my view, much of the confusion around the roles of the Board versus the General Manager stems from the fact that the Executives currently have extensive operational and staff-like responsibilities that overlap with the duties of the General Manager and staff. Because of this, there has been a significant blurring of the lines between Executives and the General Manager and staff. The Executives and the committees they lead are involved in operational matters and this requires significant input from the General Manager (as these issues fall within her job description as well). When SAGBC negotiates with third parties regarding these issues, both the General Manager and the Executives are involved and their respective roles are unclear. Given that the Executives are students, who may be new to their roles, this has led to the perception from some GBC stakeholders that the General Manager's voice dominates those conversations.⁵¹ All of this has led to confusion and uncertainty about where the Executives' authority ends and the General Manager's begins.

In my view, the recommendations above will largely address and eliminate this confusion. If the Executive positions are restructured as recommended, the Board's elected Directors will no longer be expected to perform operational, staff-like roles. They will be able to focus on their policy-setting role, and the General Manager will be able to focus on day-to-day operations and management as originally intended.

In addition, if a President role is created as recommended, this individual will act as a consistent spokesperson for the Board in its negotiations with third parties, including the College. The President's role will be distinct from that of the General Manager and staff. The President will be a recent student-alumni whose job is to advocate for the Board regarding the policy and strategic goals that it has set. The President will provide a consistent, student-focused voice for the Board at the negotiating table.⁵²

In my view, these recommendations should alleviate much of the uncertainty caused by the currently overlapping roles. I do not have any additional recommendations on this issue.

⁵¹ Data Report at p. 33-34.

⁵² See the Consultants' good practice recommendation in the Data Report at p.4.

ISSUE 4: ACCOUNTABILITY MECHANISMS AND PROCESSES

Sub-Issue 4(a): Conflicts of Interest

The Terms of Reference described this issue as follows:

- i. The Board has conflict of interest rules and procedures in its governing documents and its policies. Despite this, the Board has repeatedly had to deal with situations that raised actual or potential conflicts of interest.
- ii. The Board seeks guidance on whether its governing documents, policies and training procedures could be improved so as to reduce the frequency of conflicts of interest and to strengthen the Board's ability to proactively identify and address potential conflicts before they become a problem.

Data Report Findings:

The Consultants found that other institutions successfully managed conflicts of interest through clear policies and training. They had clear conflict of interest policies and they provided orientation and training to incoming Directors on how to identify and recognize conflicts of interest. Sometimes the training was provided internally (ie. by a President or Governance Manager/Board Administrator) and sometimes it was provided by third party consultants.⁵³ There was limited data obtained on specific examples of conflicts of interest at other institutions.

SAGBC does have conflict of interest policies and all Directors are provided with orientation and training on this issue throughout the year. However, the main issue reported by internal stakeholders was that potential conflicts of interest are often not being reported or formally identified at Board meetings. As such, the conflict of interest procedures are neither triggered nor consistently followed. Directors expressed that they "didn't want to cause more stress for Directors and Managers" by reporting conflicts of interest and following the applicable policies. There was also a hesitance to add to Executives' already heavy workload by reporting conflicts of interest that could then require further meetings and follow-up.⁵⁴

Recommendations:

It is obviously concerning if Directors are not reporting actual or potential conflicts of interest. Regardless of how clear or comprehensive the conflict of interest policies and procedures are, they are not effective if they are not triggered or followed.

⁵³ Data Report at p.36-37.

⁵⁴ Data Report at p.37.

In my view, the following recommendations will improve the Board's ability to effectively address and reduce the frequency of actual and potential conflicts of interest.

1) The Board's Conflict of Interest Policy should be revised to include a monitoring and reporting role for the Governance Manager.

I recommend that the Governance Manager be responsible for identifying and advising the Board of any actual or potential conflicts of interest that come up in its discussions, meetings, decisions and conduct. To be clear, the Governance Manager's role will not replace each individual Director's duty to identify and report any actual or potential conflicts of interest. However, the Governance Manager will have a supplementary role to monitor and advise the Board of any actual or potential conflicts of interest that may come up in their discussions in the event that those conflicts have not already been identified or reported.

The Governance Manager would be responsible for ensuring that any such conflicts are properly reported and minuted at Board meetings, and that the Conflict of Interest Policy is followed, including all reporting requirements.

Of course, no policy can address situations in which a Director has an unreported conflict of interest that no one else is aware of (including the Governance Manager). The Board's functioning depends on Directors being trained on the applicable policies and acting in good faith to identify and report conflicts of interest. However, by having the Governance Manager directly involved in identifying and advising the Board on actual and potential conflicts of interest, and ensuring that the applicable policies are followed, it should reduce the instances of these issues going unreported and unaddressed.

2) The revised by-laws should include a clear provision that the Board and its Directors cannot take any actions that place themselves in a conflict of interest.

The by-laws already contain provisions requiring Directors to declare any conflicts of interest. (s.8(a)) Directors also have legal and fiduciary duties that require them not to place themselves in a conflict of interest. However, I recommend that a clearer provision be added to the by-laws to confirm that the Board and its Directors must not take any action that puts them in a conflict of interest.

The revised Conflict of Interest Policy should include a provision that if there is any dispute or disagreement amongst the Directors about whether a conflict of interest exists, the Governance Manager must refer the issue to counsel for a legal opinion. If the Board receives a legal opinion confirming that a given course of action amounts to a conflict of interest then the by-laws would require them to change course.

3) The Board should continue with the current orientation and training on conflicts of interest, supplemented by ongoing advice and mentorship from the Governance Manager.

I recommend that the Board continue its current approach to training incoming Directors, including a focused training session on conflicts of interest. This training would incorporate the new, simplified policies and procedures and would explain the role of the Governance Manager with respect to identifying and advising the Board on these issues. The initial training sessions would be augmented throughout the year by the ongoing advice and mentorship from the Governance Manager.

Sub-Issue 4(b): Lack of External Accountability

The Terms of Reference described this issue as follows:

- i. Currently, the Board is largely responsible for policing itself. The Directors (and in particular the Executive Officers) are responsible for:
 1. reviewing the performance of other Board members;
 2. drafting and amending their own policies and procedures;
 3. investigating and adjudicating any conduct or other complaints against Board members through the Board Mediation Committee; and
 4. assessing and adjudicating any actual or apparent conflicts of interest.
- ii. The Board has no external accountability mechanisms to hold its Directors and Executives accountable and/or to adjudicate complaints regarding performance, misconduct and conflicts of interest. This lack of external accountability increases the risk of bias, conflicts of interest, and disharmony among Board members.
- iii. The Board seeks a review and recommendations on how it could improve its structure and procedures to ensure the accountability of its Directors and Executives in a way that is transparent, effective and consistent with good governance principles.

Data Report Findings:

There was limited data obtained on how other institutions deal with Director accountability. It does not appear that many other Student Associations have consistent, formal procedures or practices to deal with this issue. Many respondents noted that issues around Director performance and internal complaints are dealt with through informal discussions with key staff and hired officers.⁵⁵

Some institutions also use the Directors' honourarium as a performance-feedback mechanism. That is, the payment of an honourarium is tied to each Director's

⁵⁵ Data Report at p. 38-39.

successful completion of their required duties. Although this practice was not widespread, it was used successfully by some organizations.⁵⁶ This approach is consistent with the current approach to honourariums at SAGBC, which are tied to the Directors' completion of a set list of tasks.⁵⁷

Some institutions utilize third-party consultants to assist with accountability issues. These consultants can provide training and advice as needed. If there is a serious complaint or a performance issue involving a Director, the consultant is retained to investigate the issue, mediate the complaint, and make recommendations as needed. The benefit of using a neutral third party to perform this role is that it avoids any biases or poisoned work environment that can result when Directors are required to investigate and address performance or conduct issues amongst themselves.⁵⁸

The primary feedback from internal stakeholders was that the current accountability procedures at SAGBC do not work well. Having the two lead Executives manage the performance of the rest of the Board is dysfunctional and creates tension and conflicts of interest. In any event, it does not appear that the current performance management process for Directors is being consistently followed or documented.⁵⁹

Likewise, the internal stakeholders felt that the Board Mediation Committee ("the BMC": the Committee that is currently responsible for investigating and adjudicating serious complaints involving other Directors) is ineffective. Complaints are rarely referred to the BMC and, when they are, it is problematic to expect the Committee to impartially investigate and make recommendations on complaints involving other Directors.⁶⁰

Recommendations:

The above comments from the internal stakeholders are consistent with my observations and experience with the Board over the years. The current processes for performance review and complaint-investigation are not workable or effective.

In terms of performance review, I think that many of the problems have arisen from the fact that the Executive positions have morphed into full-time, operational, staff-like roles. If the Executives are unable to adequately perform their duties, the Association cannot properly function. Because these roles have become so wide-ranging and important, the Board has struggled to find ways to manage Executives' performance. The current procedures are an attempt to take the type of performance management that would normally apply to paid employees and graft it onto elected Executives. This approach has never worked well and should be discontinued.

⁵⁶ Data Report at p.30.

⁵⁷ VDAM Appendix A.

⁵⁸ Data Report at p. 40, which discusses the approach at Niagara College which has had great success in using third-party consultants to address performance and conduct issues. See also: Data Report at p.46 re: Centennial College's successful use of third party advisors/mediators to resolve disputes.

⁵⁹ Data Report at p. 39-40.

⁶⁰ Data Report at p.39-40.

In my view, these issues will be largely addressed through the restructuring recommended above, which would do away with the Executive positions. The elected Directors would have a simplified set of policy-setting duties and they would not be tasked with operational, staff-like duties. This would reduce the need for staff-like performance management.

In addition, I recommend that SAGBC take the following steps to deal with Director accountability.

1) SAGBC should continue tying each Directors' honourarium to the successful completion of a clear and simple list of tasks.

As noted, this approach has been successfully utilized by other institutions and it is a practice that is already in place at SAGBC. However, I recommend that the list of tasks (as set out in Appendix A of the VDAM) be revised and simplified. The honourarium-eligibility review should *not* amount to an onerous, subjective, staff-like performance review for Directors.

Instead, and in keeping with the simplified job duties for elected Directors, I recommend that there be a simple and transparent list of tasks to be performed in order to qualify for the full honourarium. These would primarily involve attending and participating in all scheduled Board meetings, Committee meetings, and members' meetings. The Governance Manager could be responsible for keeping track of attendance and other task-completion for the purpose of honourarium eligibility.

2) The BMC complaint process should be discontinued. Any serious complaints involving directors should be referred out to a third-party consultant for investigation and resolution.

I agree with the internal stakeholders who felt that the BMC complaints process is dysfunctional. In my experience, the BMC complaints process is often under-utilized and ineffective. When complaints are referred to the BMC, the process often leads to more tension and additional complaints. The current system exacerbates intra-Board tension and often leads to conflicts of interest.

However, it is important that SAGBC have a formal process in place to investigate and address any serious complaints that may arise (particularly those involving discrimination, harassment and other types of serious misconduct). As such, I recommend that the BMC process be discontinued. In its place, I recommend that the Board implement the following process:

- 1) Informal Resolution: The current procedure includes informal resolution as a first step, wherever possible. The President and Governance Manager could play a role in assisting Directors in informally addressing, mediating and resolving any complaints or concerns that may arise.

- 2) Formal Complaints: If a serious complaint cannot be resolved informally (or if the complainant does not feel safe attempting informal resolution) the complaint should be submitted in writing to the Governance Manager. The Governance Manager will do an initial screening to determine whether the allegations, if true, amount to a breach of SAGBC's by-laws or other conduct-related policies and procedures. If so, the Governance Manager would refer the complaint out for investigation by a third-party consultant. The consultant would investigate the complaint and provide a report along with recommendation for any remedial or other measures required. The Governance Manager would act as the liaison between the Board and the Consultant and would ensure that any reporting and remedial measures are implemented.

In my view, the above process would be more workable than the current approach. Less serious complaints could continue to be resolved informally, possibly with the assistance of the President and the Governance Manager. More serious complaints would be properly investigated by a neutral third-party with expertise in dealing with these types of issues and complaints. This approach has been used successfully by other institutions and, in my view, it would improve SAGBC's ability to deal with any complaints that arise without creating undue tension amongst Board members.

ISSUE 5: BOARD PROCEDURES AND MEETINGS

Sub-Issue 5(a): Board Meetings

The Terms of Reference described this issue as follows:

- i. The Board seeks a review and recommendations regarding its current processes for conducting Board and Committee meetings. In particular, the Board seeks guidance on the following issues:
 1. rules and criteria for the use of "in camera" or "closed" meetings. The Board feels that there is little guidance in the current by-laws and policies on how and when to go "in camera". There is a concern that this uncertainty could lead to overuse of "in camera" meetings that could reduce the Board's transparency and visibility to its members.
 2. guidance and options for the taking of Minutes. Currently minutes are taken by the assigned Executive and this can lead to potential conflicts of interest or bias if the matters under discussion are contentious; and
 3. appointment, role and authority of the chair. Under the current by-laws, the Board is required to appoint a chair who is not a member of SAGBC. Committee chairs are as set out in the by-laws and the VDAM. The Board seeks a review and recommendations on its process for appointing a chair and

on the appropriate role and authority of the Chair of its Board, membership and committee meetings.

Data Report Findings:

The data from other institutions regarding Board meeting procedures revealed a wide array of practices. The rules and administrative processes to conduct Board meetings did not appear to be a major issue or challenge at other student associations.

It appears that all of the institutions surveyed use Robert's Rules of Order to govern their Board meetings. No alternatives were utilized or proposed. Seneca College noted that it is considering moving away from Robert's Rules as they can be cumbersome and difficult to enforce. However, it is unclear when or if this will occur, or what alternatives are being considered. Durham College provides its Directors with a Robert's Rules "cheat sheet" that contains a simplified, plain-language guide on the applicable rules to conduct a Board meeting.⁶¹

There was mixed feedback from internal stakeholders regarding SAGBC's procedures at Board meetings. Some felt that too much time was spent on applying and enforcing Robert's Rules, while others felt that the rules were useful and important.⁶²

No other institution appeared to have issues around the use of in-camera meetings, although some institutions have clearer guidelines in their by-laws and/or policies regarding the use of in-camera sessions.⁶³

Several internal stakeholders felt that the SAGBC Board over-uses in-camera sessions, when was no justification for going in-camera. However, it was noted that this issue has improved in recent years due to ongoing training.⁶⁴

There was a wide array of practices at other institutions regarding minute-taking, with some assigning this task to paid staff, others appointing an elected Director, and one hiring a third-party consultant to perform this role. Internal stakeholders noted that although the minute-taking role at SAGBC was an Executive job duty, there were issues with this in the past and so the role is now performed by a paid staff. All SAGBC Directors and staff who were interviewed agreed that the current practice is an improvement and is working well.⁶⁵

There were also a wide variety of approaches to appointing a Chair. However, the Consultants found that SAGBC was one of only a small minority of institutions that

⁶¹ Data Report at p.41, 43. See also Robert's Rules cheat sheet at: <https://www.templateroller.com/template/257606/robert-s-rules-order-cheat-sheet-the-student-association-at-durham-College-and-uoit-ontario.html>

⁶² Data Report at p.43.

⁶³ Data Report at p.42.

⁶⁴ Data Report at p.43.

⁶⁵ Data Report at p.42-43.

appointed an external Chair. The feedback from internal stakeholders was mixed: some questioned why SAGBC *requires* the appointment of an external Chair and felt that this was unjustified and unnecessary. Others felt that the current arrangement works well and should continue.⁶⁶

Recommendations:

1) I recommend that the Board continue to train incoming Directors on how to conduct and participate in Board meetings. This should be augmented by ongoing advice, mentorship and support from the Governance Manager.

The internal stakeholders noted that the Board's approach to meetings has improved in recent years due to better training of incoming Directors. The Board should continue this training and it should be augmented by the Governance Manager throughout the term. The Governance Manager can play an important role in advising and mentoring the Directors on the rules and procedures to properly conduct Board and Committee meetings.

Given that no alternatives emerged in the data, I recommend that SAGBC continue using Robert's Rules of Order for now. If the Board is not already doing so, I recommend that they utilize the "cheat sheet" (as used at Durham College) as a simplified and accessible guide for Directors.⁶⁷ The Board may wish to revisit this issue and consider whether there are workable alternatives to Robert's Rules in the future. However, given the lack of data, I have no recommendations in this regard at this time.

2) The Board's policies and procedures should include a clear and simple guideline on the use of in-camera sessions.

The Consultants noted that in-camera sessions are normally justified where the discussion involves sensitive personnel issues regarding named individuals which, if disclosed to the public, would be a breach of privacy. I recommend that a guideline to this effect be added to SAGBC's policies and procedures that sets out the specific issues/discussions that would justify an in camera session, which may include:

- sensitive personnel issues;
- the details of any ongoing conduct complaints and investigations; and
- discussions of confidential legal advice.

Incoming Directors should be trained on the policies and guidelines on in-camera sessions and this should be augmented by ongoing advice and mentorship from the Governance Manager.

⁶⁶ Data Report at p. 21, 42-43.

⁶⁷ Data Report at p.41, 43. See also Robert's Rules cheat sheet at:

<https://www.templateroller.com/template/257606/robert-s-rules-order-cheat-sheet-the-student-association-at-durham-college-and-uoit-ontario.html>

3) SAGBC’s policies and job descriptions should be revised to reflect that meeting minutes will continue to be taken by a paid staff.

It is important that the Board have accurate minutes of its meetings, including matters discussed and decisions taken. The current practice of having staff take meeting minutes appears to be working well and is consistent with the approach taken at other institutions. I recommend that this practice be confirmed in SAGBC’s updated policies and job descriptions.

4) SAGBC should discontinue the *requirement* to appoint an external Chair who is not a member of SAGBC.

As noted, the data on this issue was mixed. At some institutions, the President assumes the role of Chair. At others, the Chair is appointed from amongst the Directors.⁶⁸

However, SAGBC is in the minority by *requiring* an external Chair (ie. an individual who is not an SAGBC member). There is no rationale for this requirement in the current governance documents and no stakeholders gave a clear indication of why this is a mandatory requirement at SAGBC. Thus, I recommend that SAGBC eliminate this as a mandatory requirement.

In my view, if SAGBC is going to have a hired President, it would make sense for the President to perform the role of Chair. However, given the wide variety of practices, and the mixed data from internal stakeholders, I can’t make a strong recommendation in this regard. I would simply recommend that SAGBC eliminate the *requirement* of an external Chair and that it consider other approaches.

Sub-Issue 5(b): Board Policies and Procedures

The Terms of Reference described this issue as follows:

- i. In the course of reviewing the governing documents, policies and procedures of other student associations across Canada, the review should identify if there are any other Board policies and procedures that should be amended or implemented so as to improve the Board’s functioning and its ability to achieve its strategic goals.

Findings:

This issue is mostly addressed above in Issue 2(b). As noted, it is recommended that SAGBC’s by-laws, policies and procedures be re-written into a concise set of direct, user-friendly governance documents.

⁶⁸ Data Report at p.42.

The only other issue and recommendation that arises under this heading involves SAGBC's current use of standing committees. The Consultants noted that SAGBC's current governing documents provide for the extensive use of standing committees. The Consultants found that most other institutions used far fewer standing committees (usually 1 to 3), and they were used sparingly and only as-needed to support the Board's work.⁶⁹

By contrast, SAGBC has seven, Executive-led, standing committees. These include an Operations Committee that is responsible for overseeing, among other things, "all spaces, retail, vending activity and operational items... and the Finances of the Student Association."⁷⁰ The Consultants concluded that SAGBC may be over-using Committees to deal with administrative and operational issues that are beyond the scope of a Governing Board. If SAGBC changes its Executive structure, the Consultants recommended that it also re-think its current use of standing committees.⁷¹

I agree with this finding. In my view, SAGBC's current use of standing committees can also create confusion and governance inefficiencies. I have observed instances in which the committees are tasked with making a decision and reporting back to the Board, only to have the Board engage in a debate over the same issue and then vote on it. In these circumstances, it is unclear what benefit or efficiencies are gained by the current use of committees.

Recommendation:

1) The Board should re-examine its use of standing committees and ensure that they are only used as-needed to support the Board's policy-setting role.

Any committees that remain should be governed by the following principles:

- Committees should not be dealing with any operational issues that fall outside of the Board's policy-setting role.
- Committees should be used sparingly, on an as-needed basis, with a clear mandate to support the Board's work.
- Committees should have a clear mandate of exactly what their task is. (ie. are they supposed to gather information on a specific issue and report back to the Board with recommendations, or are they delegated the authority to actually make a final decision on the Board's behalf?).

⁶⁹ Data Report at p.31.

⁷⁰ VDAM at p.23.

⁷¹ Data Report at p.4, 31.

ISSUE 6: BOARD CULTURE AND PROFESSIONALISM

The Terms of Reference described these issues as follows:

a. Conflicts Among Board Members

- i. The Board has expressed concern about frequent conflicts amongst Board members and, in particular, acrimonious relationships between the Executives and other Directors.
- ii. The Board seeks a review and recommendations on how its structure, policies and training could be improved so as to promote more constructive and harmonious interactions between all Board members.

b. Professionalism

- iii. The Board members are the face of SAGBC and it is important that they act in a professional and ethical manner at all times during their terms. The Board seeks a review and recommendations on strategies to foster and develop the professionalism of its Board members in their dealings with each other, their membership and the public.

Data Report Findings:

There was limited data available on these issues. It is unclear whether intra-board conflicts and professionalism are significant issues at other institutions. Few specific examples were provided.

The common thread that emerged from the data was that other student associations rely on good training, orientation and team-building to create cohesion and good relations among incoming Directors. For example, both Okanagan College and Niagara College provide incoming Directors with a 2-day, off-site retreat that focuses on orientation and team-building prior to the Fall semester. Both institutions felt that this approach is effective in creating a positive working environment and good relations on the Board.⁷²

The internal stakeholders also provided few details or examples of internal conflicts between Board members. The only specifics that emerged were that there were often divisions between the Executives and other Directors due to a perception that the Executives are more important than other Directors. This can lead to tension and passive aggressive conflict.⁷³ However, in the Spring 2022 survey of exiting SAGBC Directors, the participants mostly expressed positive sentiments about their experiences

⁷² Data Report at p.48.

⁷³ Data Report at p.46.

as Directors and their working relations with their colleagues.⁷⁴ So, again, the data in intra-Board conflicts was limited at best.

With respect to issues around professionalism, the data was similarly limited. Other institutions rely on good training and orientation to ensure that their Directors conduct themselves appropriately and professionally.⁷⁵ However, there was little information provided about the content of this training or any specific issues around professionalism of Directors.

The internal stakeholders also had little to say on this issue. Most SAGBC and GBC staff expressed little to no concern about the professionalism of SAGBC Directors. The only specific concerns that were identified in the Data Report involved Directors' communications with SAGBC staff (going directly to staff to make demands, or improper email etiquette). However, it was unclear how recent or widespread these examples are. There were also concerns expressed about the training that Directors receive at the CFS Skills Conference and whether this sets them up for success in their roles at SAGBC.⁷⁶ However, few specifics were provided and these concerns were not widely shared among the internal stakeholders.

Recommendations:

Issues regarding conflicts between Directors and professionalism are largely dealt with through the recommendations earlier in this Report. In particular, it appears that most of the conflicts and tensions between Directors arise because of the division between Executives and other Directors. The restructuring recommended above should address and reduce this tension by eliminating the elected Executive positions and creating a single tier of elected Directors with equal status and authority.

In the event that conflicts do arise between Directors, the recommendation above regarding "External Accountability" creates a process to address those conflicts. The process includes informal resolution with the support of the President and Governance Manager. For serious conflicts or complaints that cannot be resolved informally, they will be referred for investigation and resolution through a third-party consultant. This process ensures that serious conflicts are not left to fester and sour relations on the Board.

With respect to professionalism, the recommendation above to create a hired President and Governance Manager will be helpful with this issue as well. The President's role is to provide mentorship, continuity and support to the Board, and to provide a consistent voice to external stakeholders. The Governance Manager will provide ongoing support, advice and mentorship on the applicable by-laws, policies and procedures, including those involving conduct and professionalism. In my view, both of these roles will help to improve the skills, competence and professionalism of SAGBC's student Directors.

⁷⁴ Data Report at p.47.

⁷⁵ Data Report at p.49.

⁷⁶ Data Report at p.50.

The only additional recommendation that is relevant to these issues is as follows:

1) SAGBC should review its training and orientation of incoming Directors and consider whether there are opportunities for additional training and team-building measures.

As noted, other institutions have had success in using these types of formal and informal retreats and training sessions to build cohesion and reduce conflict among Board members. However, given the limited data on the content or cost of these training sessions and retreats, I cannot advise whether this would be practical or feasible for SAGBC. As such, this recommendation is simply to review SAGBC's current training and orientation practices, and to consider whether there is room to add more formal and informal team-building opportunities.

E. NEXT STEPS

The Terms of Reference state that I am authorized and directed to present this Report both to the Board and to the SAGBC membership.⁷⁷

In order to comply with these directions, I recommend the following:

- 1) A copy of this Report be immediately distributed to all Board members. I will attend the Board meeting scheduled on September 19, 2022 to discuss the Report and to answer any questions that the Board may have.
- 2) A copy of this Report be published on SAGBC's website as soon as practicable in accordance with the direction in the Terms of Reference that this Report be made public upon its completion.
- 3) The Executive Summary of this Report be made available to all SAGBC members (as well as a link to access the full report), in advance of the fall Annual General Meeting of members ("AGM").
- 4) An agenda item be added to the AGM to consider this report and to vote on related motions to accept and implement its recommendations. I can make myself available to attend the AGM to present the report and answer any questions that members may have.
- 5) Two motions be put before the membership at the AGM addressing the following questions:
 - I. Do the members accept and adopt the recommendations contained in this Report?
 - II. If so, do the members instruct me to draft all required documents (including revised by-laws, policies, and motion materials) to implement the recommended changes.

If needed, I would be happy to review and advise on the wording of the draft motions.

- 6) If both motions pass, I recommend that a special meeting of members be scheduled in or around February 2023 in order to consider and approve the draft implementation materials (including revised by-laws). If approved, the goal would be to have the changes implemented in time for the Spring 2023 election.

⁷⁷ Terms of Reference at p.8.

I wish to thank the SAGBC Board for the opportunity to work on this important project and to provide this Report. I look forward to meeting with both the Board and the SAGBC membership to present this Report and answer any questions that may arise in the coming weeks and months.

September 8, 2022

A handwritten signature in blue ink, appearing to read "Ben Millard", written over a horizontal line.

Ben Millard
Millard & Company LLP

Appendix A

STUDENT ASSOCIATION OF GEORGE BROWN COLLEGE

GOVERNANCE REVIEW

TERMS OF REFERENCE

A. MANDATE AND SCOPE

At its meeting on September 22, 2021, the Board of Directors (“the Board”) of the Student Association of George Brown College (“the Association”) passed a Motion to proceed with a governance review. It requested that Ben Millard of Millard & Company LLP lead the review. Mr. Millard accepted the mandate by way of a letter to the Board dated October 15, 2021.

Mr. Millard’s mandate is to conduct a comprehensive review of the Board’s governance model, internal procedures, and overall functioning. In particular, the review will address and provide advice and recommendations on the specific issues described below in Section B.

The governance review will be guided by the Board’s 2021 Strategic Direction to “implement a governance review that helps us to achieve our goals and models student decision-making, representation and democracy.”

The review will be conducted in accordance with the process described below in Section C.

At the conclusion of the review, Mr. Millard will deliver a written report to the Board which will set out the review’s findings on each of the issues described in Section B, and a set of recommendations on how the Board can improve its governance model to address each of those issues.

B. ISSUES TO BE ADDRESSED

The review shall consider and address each of the issues identified below. For each of these issues, the review will answer the following questions:

- I. How have other student associations in Canada addressed this issue in their governance models, governing documents and policies/procedures?
- II. What are the recommended steps that the Association could take to address this issue? In particular, how could the Association improve its governance model, governing documents, and policies/procedures to address this issue?
- III. Are there any other issues or concerns in this subject-area that have been identified in the course of the review and, if so, what steps could the Association take to deal with these additional issues.

The particular issues to be considered and addressed in this review are as follows:

1. Organizational Flux and Instability

a. High Rate of Board Turnover

- i. The Board and Executives are elected for one-year terms, which means there can be an entirely new Board each year with no prior governance experience.
- ii. In recent years there have been several instances in which Executives have been unable to complete their elected terms.
- iii. This frequent turnover creates governance difficulties, including:
 1. challenges in long-term planning;
 2. difficulties in developing institutional governance knowledge; and
 3. challenges in maintaining credibility with George Brown College and other negotiating partners.
- iv. The Board seeks guidance on how to reduce Board turnover and address the related governance challenges described above.

b. Frequent Changes to By-laws and Policies

- i. The Board and its Executives currently have broad authority to amend the by-laws, policies and procedures as they see fit. This has resulted in frequent changes to these governing documents.
- ii. This creates governance concerns, including:
 1. lack of internal consistency in the by-laws and policies since they are being amended in a piecemeal fashion;
 2. concerns regarding transparency and good governance principles if the rules applicable to the Board are frequently being revised; and
 3. concerns about actual or apparent conflicts of interest if the Board can amend any rules that would otherwise constrain its authority and actions.
- iii. The Board seeks guidance on how to approach its governing documents in a way that maintains stability, transparency and good-governance, while also allowing for needed amendments to from time to time.
- iv. The Board also seeks guidance on the difference between by-laws and policies and the appropriate substance and content of each. The Board seeks a review of its current by-laws and policies to ensure that there is appropriate separation of content and focus between them in accordance with good governance principles.

2. Roles and Responsibilities

a. Role of Executives

- i. Currently, the Board is made up of four Executives and seven Educational Representatives.
- ii. The Executives are both voting Directors and Executive Officers of the Association. The distinction between these roles is unclear in the current by-laws and governing documents. This has led to confusion and potential conflicts of interest.
- iii. The Board requires direction and clarification about the appropriate role and authority of the Executives.
- iv. The Board seeks an assessment and recommendations on whether its current structure with respect to Executive Officers is functional and/or if it could be improved so as to better reflect good governance principles and achieve the Association's aims.

b. Job Descriptions for All Board Members

- i. Currently, the job duties of Board members are summarized in the by-laws. More detailed job descriptions are contained in the Voting Directors Accountability Manual ("VDAM").
- ii. The job descriptions in the VDAM are very lengthy and have been amended many times over the years. In some cases, the job descriptions include operational and administrative duties which may fall outside of the Directors' intended roles as described in the Association's constitution and by-laws.
- iii. The broad scope of duties described in the job descriptions may overlap with staff duties. This leads to confusion/conflicts and may contribute to the challenges described above regarding Board turnover.
- iv. The Board seeks a review of the job descriptions in the by-laws and VDAM, and recommendations on whether they should be amended to ensure that they realistically describe the intended scope of duties for student Board members in accordance with good governance principles.

c. Role of the General Manager and Staff

- i. The Board feels that the roles of the General Manager and the Association's staff are not clearly defined in the by-laws. The Board would benefit from clearer guidance and explanation of the role, autonomy and scope of authority of the General Manager and key staff and how these positions relate to the Board's role and scope of authority.

3. Accountability Mechanisms and Processes

a. Conflicts of Interest

- i. The Board has conflict of interest rules and procedures in its governing documents and its policies. Despite this, the Board has repeatedly had to deal with situations that raised actual or potential conflicts of interest.
- ii. The Board seeks guidance on whether its governing documents, policies and training procedures could be improved so as to reduce the frequency of conflicts of interest and to strengthen the Board's ability to proactively identify and address potential conflicts before they become a problem.

b. Lack of External Accountability

- i. Currently, the Board is largely responsible for policing itself. The Directors (and in particular the Executive Officers) are responsible for:
 1. reviewing the performance of other Board members;
 2. drafting and amending their own policies and procedures;
 3. investigating and adjudicating any conduct or other complaints against Board members through the Board Mediation Committee; and
 4. assessing and adjudicating any actual or apparent conflicts of interest.
- ii. The Board has no external accountability mechanisms to hold its Directors and Executives accountable and/or to adjudicate complaints regarding performance, misconduct and conflicts of interest. This lack of external accountability increases the risk of bias, conflicts of interest, and disharmony among Board members.
- iii. The Board seeks a review and recommendations on how it could improve its structure and procedures to ensure the accountability of its Directors and Executives in a way that is transparent, effective and consistent with good governance principles.

4. Board Procedures and Meetings

a. Board Meetings

- i. The Board seeks a review and recommendations regarding its current processes for conducting Board and Committee meetings. In particular, the Board seeks guidance on the following issues:

1. rules and criteria for the use of “in camera” or “closed” meetings. The Board feels that there is little guidance in the current by-laws and policies on how and when to go “in camera”. There is a concern that this uncertainty could lead to overuse of “in camera” meetings that could reduce the Board’s transparency and visibility to its members.
2. guidance and options for the taking of Minutes. Currently minutes are taken by the assigned Executive and this can lead to potential conflicts of interest or bias if the matters under discussion are contentious; and
3. appointment, role and authority of the chair. Under the current by-laws, the Board is required to appoint a chair who is not a member of the Association. Committee chairs are as set out in the by-laws and the VDAM. The Board seeks a review and recommendations on its process for appointing a chair and on the appropriate role and authority of the Chair of its Board, membership and committee meetings.

b. Board Policies and Procedures

- i. In the course of reviewing the governing documents, policies and procedures of other student associations across Canada, the review should identify if there are any other Board policies and procedures that should be amended or implemented so as to improve the Board’s functioning and its ability to achieve its strategic goals.

5. Board Culture and Professionalism

a. Conflicts Among Board Members

- i. The Board has expressed concern about frequent conflicts amongst Board members and, in particular, acrimonious relationships between the Executives and other Directors.
- ii. The Board seeks a review and recommendations on how its structure, policies and training could be improved so as to promote more constructive and harmonious interactions between all Board members.

b. Professionalism

- i. The Board members are the face of the Association and it is important that they act in a professional and ethical manner at all times during their terms. The Board seeks a review and recommendations on strategies to foster and develop the

professionalism of its Board members in their dealings with each other, their membership and the public.

C. REVIEW PROCESS

The review will proceed in three phases:

1. Data Gathering – External
2. Data Gathering – Internal
3. Written Report

In the data gathering phases, Mr. Millard will work with Neil Price at LogicalOutcomes. Mr. Price will conduct interviews, surveys and research and will summarize and report on his findings as described in more detail below. Mr. Price will bill the Association directly for his work on this review.

1. Data Gathering - External

In this phase, Mr. Price will collect data from a representative group of student associations (and, potentially, other relevant non-profit organizations) across Canada. The goal of this phase is to determine how other student associations have addressed the issues identified above in their governance models, by-laws, policies and procedures.

The data-gathering process will include the following:

- a. Mr. Price will gather the governing documents and policies from the student associations through publicly available sources and, if necessary, by requesting copies from the student associations.
- b. Mr. Price will interview appropriate governance representatives and stakeholders from each of the student associations to obtain information about how they have approached and addressed the issues identified in Section B.
- c. Mr. Price will interview any other relevant stakeholders who have expertise regarding student association governance issues in Canada.

Mr. Millard and Mr. Price will work together to identify an appropriate group of student associations and stakeholders to interview and to create a set of questions that address the issues identified above in Section B.

Mr. Price will provide Mr. Millard with the documents, transcripts and raw data that have been gathered as well as summaries of his findings.

2. Data Gathering – Internal

Once appropriate data has been collected regarding the approaches taken by other student associations to deal with the issues in Section B, the review will turn its focus inwards to the Association. Mr. Price will conduct interviews with Board representatives and stakeholders, which may include:

- Directors and Executives;
- the General Manager and staff;
- the Association’s membership; and
- stakeholders who interact with and have knowledge of the Association and its Board.

Mr. Price may also gather internal data through surveys of its membership, group meetings with representatives and stakeholders and other means.

Mr. Millard and Mr. Price will work together cooperatively throughout the internal data gathering stage. Once the data gathering is complete, Mr. Price will provide Mr. Millard with the raw data, transcripts and documentation, as well as summaries of his findings.

3. Written Report

Once the data gathering is completed and Mr. Price has provided his deliverables, Mr. Millard will prepare a written report which shall include a summary of the data gathered both externally and internally, and a set of options and recommendations in response to each of the issues identified in Section B.

Mr. Millard will submit the final written report to the Board and will be available to present it to the Board and to answer any questions that may arise.

Timelines

It is expected that the two phases of data gathering will take approximately 4 months in total to complete. Mr. Millard and Mr. Price will make themselves available to report to the Board as required regarding the status and progress of the data gathering phases.

Once the data gathering is completed, it is expected that the written report can be completed and delivered in 2-3 months. It is understood that the goal of this review is to have the written report completed and delivered to the Board in time to be shared with and considered by the membership at its Annual General Meeting in the Fall of 2022.

Mr. Millard and Mr. Price will bill the Association directly for their time and will provide monthly interim accounts to the Association setting out the work done and the time spent. Mr. Millard and Mr. Price will be available to report to the Board as required and to answer any questions about the progress of the review and the time spent.

D. AUTHORITY AND REPORTING

Mr. Millard is authorized by the Board to take all steps required to conduct this review in accordance with these Terms of Reference.

Mr. Millard and Mr. Price are authorized by the Board to take all steps required to gather data for this review in accordance with these Terms of Reference. In particular, Mr. Millard and Mr. Price are authorized to:

- contact and gather information from other student associations, representatives and stakeholders as needed for this review;
- contact and gather information from the Association, its representatives and stakeholders (including Directors, Executives, the General Manager, staff, student members and any other relevant stakeholders) as needed for this review; and
- contact and gather information from any other relevant individuals and stakeholders, as determined by Mr. Millard and Mr. Price, as needed for this review.

Once the data gathering is completed, Mr. Millard is authorized to prepare and deliver a written report to the Board and its membership regarding the findings and recommendations of this review.

It is intended that Mr. Millard's report will be made public upon its completion. In the event that Mr. Millard determines that any portion of the report should remain privileged or confidential, he will notify the Board of the reasons for that determination and will deliver that portion of the report confidentially to the Board. The public portion of the report shall be posted on the Association's website in order to ensure a transparent outcome to this process.

Appendix B

Student Association of George Brown College Governance Review

Research Report prepared for Millard & Company LLP by LogicalOutcomes

July 25 2022

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About LogicalOutcomes

LogicalOutcomes is a Canadian-registered non-profit with a mission to build organizational evaluation and learning capacity. We build systems to support evaluation and contribute to social justice by empowering stakeholders with data, technology, and information to be more effective.

LogicalOutcomes is a recognized international evaluation and DHIS2 firm, supporting organizations to create monitoring and evaluation systems, design metadata registries, and evaluate their policies and programs. We consult with Canadian and international non-profits and charities on evidence-informed programs that lead to social change, incorporating monitoring and evaluation as an integral part of the program.

Mission Statement: LogicalOutcomes contributes to social justice and equity by empowering stakeholders with data, technology, and information to be more effective.

Services

Evaluation: capture impact, improve accountability, and facilitate meaningful program improvement

Service Information System (SIS): integrated evaluation platform for non-profits

Community development: Participatory Action Research, Strategic Planning, Community Consultation, Program Design

Core competencies

- ✓ Development of monitoring and evaluation systems based on free and open-source applications (e.g., non-profit, licensed Office365 platform, LimeSurvey DHIS2). Includes definition of outcomes, indicators, and metrics, as well as a complete system implementation
- ✓ Deep experience leading program reviews, evaluations, and stakeholder consultations that incorporate gender equity and human rights, using trauma-informed approaches
- ✓ Development of evaluation frameworks and results-based measurement frameworks, including monitoring data, systematic literature reviews, surveys, data analytics, and qualitative methods such as interviews, focus groups, Photovoice, Most Significant Change
- ✓ Capacity-building for client staff through customized training via a range of channels (video, webinars, face-to-face) for specified roles from system administrators to end-users
- ✓ Development of performance monitoring plans integrated with organizational processes
- ✓ Integration with emerging technological research tools, including mobile technologies for data collection

What makes us different

Led by evaluation experts with backgrounds in community development, organizational development, and technology.

- Sound and efficient project management using agile methodologies
- Experts in virtual work, highly skilled at distance collaboration
- Creative use of technical evaluation platforms to serve policy objectives
- We strive to design tools that are useful, accessible, sustainable, and secure

Executive Summary

The Student Association of George Brown College (SAGBC) serves nearly 30,000 students across three campuses. Its current Strategic Direction commits the organization to build a student community, investing in technology, and deepening its organizational capacities. As such, the SAGBC wants to ensure its governance structure and function are aligned with its mandate and strategic focus.

This research report presents information gathered from a broad range of respondents, including students, SAGBC Staff, Board of Directors (past and present), GBC Staff and other stakeholders. In our work, in which a SAGBC Board of Directors structured an approved Terms of Reference, we heard a lot about how organizations govern themselves to deliver services to an increasingly diverse student community. Through our research, we came away with a clearer understanding of the issues that impact student associations and have aimed to present that information as plainly as possible. The report has been organized under five themes below.

We wish to thank everyone who contributed to this report and hopes it supports the goal of improving services for George Brown College students.

Neil Price

Executive Director, LogicalOutcomes

Summary of Key Findings

Theme 1: High rate of Board Turn Over

No Student Association (SA) has found a direct way to address the actuality that College education is short in length (1-2 years); annual Board turnover is a reality to be managed. The availability of staff and third parties available to support incoming Directors on an annual and as-needed training cycle helps the SA onboard and retain Directors. Creating opportunities for relationship building at the start of the term (i.e. off-site retreat or on-site 'boot camp') has been effective for some Boards, who consider the initial training and setting of expectations a key contributor to Board engagement.

'Finding the right candidates' is an opportunity for the SAGBC and their elections committee to enhance communication efforts throughout the year and target underrepresented student populations and faculties on the Board. Most students (SA members) don't know enough about the SA, or the role of Directors (and that it's a paid opportunity), to consider running. Enhancing the mandatory pre-election training program for candidates may help deter self-interested candidates and clarify confusion about student governance. For example, previous Directors could share their experiences (good and bad) to provide a balanced view of the opportunity.

Individuals from all internal stakeholder groups agree it is overdue for SAGBC to simplify Bylaws, reorganize policies and procedures, and consider a review that takes an anti-racist and equitable lens. Language on these public documents must be accessible for individuals with English as their second language. Board accountability measures must be part of the policy process so that changes cannot be made for the immediate benefit of Directors themselves.

Theme 2: Board Roles

Executives and Directors ('Educational Centre Representatives') of the SAGBC have job descriptions that combine administrative and political responsibilities, which doesn't align with the responsibilities of a 'governing' Board (i.e. too vast). The SAGBC needs to clarify what type of Board they are, then revamp job descriptions accordingly (i.e. remove 'office hours' and staff-like job descriptions). Holding space for hired or appointed Executives that are non-voting is a reasonable approach to keep this role with a student or alumni. The SAGBC may look to Sheridan College SU, which hires their SA President for two 2-year terms to align with the College's strategic plan. And/or consider changing staff positions to assume some of this work (i.e. Board Coordinator/admin role, which several SAs reviewed have in place).

Most institutions reviewed have Presidents and Vice Presidents who are elected, paid, but non-voting. These roles are akin to the SAGBC Executives, which are elected, paid and voting. This is a concern of high priority. SAGBC may consider the guideline "where students or staff are paid a salary and work full time, they are non-voting, ex-officio/Board advisors." Individuals from all internal stakeholder groups agree to this guideline in principle.

In opposition to the Executive guideline above, all SAs reviewed except one provide an honorarium for their non-Executive Directors. Should the workload required of Directors be reduced (as suggested above), the honorarium should be minimized. The SAGBC may also revisit the terms of references for Board committees; in line with the suggestion to be a 'governing board,' current committees deal with administrative and operational issues beyond the scope of helping the Board make decisions. Several SAs follow the guideline that "committees of the Board are not to aid the work of staff; they are strictly to aid the governance team in decision making." A few SAs state that the committee is dissolved once the task has been achieved.

College staff would like to see Directors at the discussion table, as the SAGBC General Manager currently represents the Board. In line with the suggestion to consider a hired, paid, non-voting President and/or Vice President, these roles could be that voice at the table, offering more continuity than is currently provided by a Board that turns over annually.

Regarding remuneration, SAGBC and College stakeholders perceive the current rate of \$15-19/hour to be on the low end for the work performed by Executives. No comments were received on the honorarium pay for Educational Centre Representatives. Should the Executive roles be re-configured, compensation would need to be on par with other SA Staff roles and have yearly CPI increases as other jobs at the College do.

Theme 3: Accountability Mechanisms

Giving Executives too much power (read: limited accountability restrictions and voting rights) puts the SAGBC at risk. Current processes for two Executives (Director of Communications and Internal, and Director of Operations) to manage their own performance and for the Executive Committee to deal privately with Conflicts of Interest that were not declared have resulted in under-documentation and issues that are not handled according to policy. The current structure lacks accountability. The SAGBC Board may look to other SAs. They build ongoing check-ins into their meeting structure, focus on group performance, and use the honorarium to compensate Directors based on performance. The Board may also consider an accountability officer or ethics advisor, internal or external to the organization, to ensure that accountability measures are followed.

Theme 4: Board Procedures and Meetings

Ongoing training for new Directors on meeting procedures will always be required. Since most elected student representatives are international students, efforts can be spent to improve the accessibility of the materials and ensure transition support is available while new Directors orient to Canadian culture and life as an elected student union governor. Clarity on 'in-camera' sessions has been improving since the SAGBC has provided more consistent training. The use of Robert's Rules of Order has mixed reviews from SAGBC stakeholders; although it is used by almost all other SAs reviewed with no suggestions for alternatives. The current designation of an SGABC Staff person to handle the Secretary role works well, and no stakeholder expressed concern with the transparency of Board meeting minutes. The current designation of an external Board Chair (for several years now, the CFS Executive Director) is OK with most stakeholders. However, a few stakeholders question the need to have an external chair in the first place.

Most SAGBC stakeholders have identified the need to improve policy and procedures related to bylaw review. They have shared that the current board committee responsible for review of policies and procedures is not functioning. Therefore, engagement of a new and possibly external resource to complete this work should be considered.

Theme 5: Board Culture and Professionalism

Although no current examples of professional misconduct or conflict were shared (College staff have only positive things to say about their interactions with Directors), past events prompted disciplinary policy responses that left SA Staff feeling the SAGBC board and management have a 'passive-aggressive conflict management style. This environment could be aided by encouraging more honest discussions between Directors and their mentor(s) (i.e. SA Staff) and/or the occasional consult with a professional mediator should SA Staff not have the skillset or time to provide that facilitation. It was also disclosed that veteran SA Staff refrains from opening up to new Directors during training; they may be holding onto past (negative) experiences prohibiting them from fully supporting the new Board each year. Retreats and training events are essential for Directors to bond with each other and build trusting relationships with the SA management team. With limited examples of current misconduct shared, it is difficult to make additional recommendations.

Purpose

The Student Association of George Brown College (SAGBC, or ‘the Association’) initiated a governance review through a mandate from the Association’s Board on October 15, 2021. This review supports the Board’s 2021 Strategic Direction to ‘implement a governance review that helps us to achieve our goals and models student decision-making, representation, and democracy.’”

Five themes to be examined through this review:

1. High rate of board turnover;
 - a. Frequent changes to by-laws and policies;
2. Roles and responsibilities of Board Executives, Members and Staff;
3. Conflict of interest and lack of external accountability;
4. Board meeting and procedural updates;
5. Conflict resolution and professionalism.

Data was gathered from key stakeholder interviews, document review, surveys and a town hall meeting synthesized by the LogicalOutcomes team (N. Price, S. Gaudon and P. Tseung) and presented to B. Millard of Millard & Company LLP to make a set of final recommendations.

Data Collection procedures

PHASE 1

Key informant interviews

In Phase 1, LogicalOutcomes requested to interview 18 institutions with Student Union/Student Associations similar to the SAGBC. Twelve appointments were scheduled, and 11 key informants were interviewed. Of the 11 interviews, 12 institutions were represented; 11 Student Associations (SAs) and one advocacy group for SAs (Canadian Federation of Students). 9 of the 11 SAs are in Ontario, with 2 in British Columbia. Seven are College SAs, while four are from Universities.

Procedures

1. Obtain key informant recommendations from SAGBC.
2. Finalize key informants contact list.
3. Draft interview protocol. Questions are embedded in this report.
4. Finalize interview protocol with B. Millard.
5. Send invitations to external stakeholders, including questions.
6. Conduct 45 – 60-minute virtual interviews; meetings were recorded/and or detailed notes were taken.
7. Relevant notes are added to an SA/SU matrix by theme.
8. Common themes, encouraging practices and alternative approaches are summarized in this report's ‘Findings’ section.

Policy and governance document scan

LogicalOutcomes conducted a web scan and document review for 15 SAs, including the 12 institutions interviewed.

SAGBC governance data report by
LogicalOutcomes

The web scan included:

- Google search of terms including ‘bylaw versus policies,’ ‘student leadership,’ ‘student governance,’ ‘board models,’ and ‘governance models.’ Summary of relevant content was added to the Findings section of this report, and an Appendix that shaped Phase 2 surveys.
- Google Scholar search for terms including ‘student leadership,’ ‘student governance,’ and ‘Board models.’ Summary of relevant peer-reviewed journal articles added to the Appendix of this report.
- Document scan: a review of bylaws and policy manuals compiled into a matrix, focusing on the five themes of this review.

External Stakeholder

Institution	SA/SU Name	Interview	Policy review
Algonquin College	Algonquin Students' Association	No	Yes
Brock University	Brock University Students' Union	Yes	Yes
Capilano University	Capilano Students' Union	Yes	Yes
Centennial College	Centennial College Student Association Incorporated	Yes	Yes
Humber College	IGNITE	Yes	Yes
Mohawk College	Mohawk Student Association	Yes	Yes
Niagara College Canada	Niagara College Student Administrative Council	Yes	Yes
Nipissing University	Nipissing University Student Union	No	Yes
Okanagan College	Okanagan College Students' Union	Yes	Yes
Ontario Tech University	Ontario Tech Student Union	Yes	Yes
Ryerson University	Ryerson Student Union	Yes	Yes
Seneca College	Seneca Student Federation Incorporated	Yes	Yes
Sheridan College	Sheridan Student Union	Yes	Yes
University of Toronto Scarborough	Scarborough College Student Union	Yes	Yes

Preliminary report

Findings from the interviews and document scan were combined into a matrix. For each of the five themes, the findings section includes:

- summary of common practices that a majority of institutions are doing. If there were no findings or it appeared all or majority of institutions are dealing with similar issues, this is also noted.
- Good practices that stood out as (1) contributing to the success of the SA/SU being interviewed, (2) something unique that few or no other SA/SUs were doing or (3) an accountability measure can be found under bold headings at the end of each section.

A presentation by N. Price and B. Millard was made to the SAGBC governance team in March 2022 to include emerging findings from the external review.

PHASE 2

The second phase included a digital survey targeting SAGBC students and members, a round of approximately 12 interviews with stakeholders within and connected to the SAGBC, and a town hall meeting with members.

Internal interviews

In Phase 2, LogicalOutcomes requested to interview 23 individuals internal to George Brown College; 18 interviews were conducted. This included 9 SAGBC Staff, 2 SAGBC Directors (Executives) and 7 College Staff.

The interview protocol was similar to Phase 1. Questions are embedded in this report.

Directors survey

One survey for Directors (current and past) was distributed to 12 contacts provided by the SAGBC. The survey was a combination of peer-reviewed literature questions on effective student governance (influenced by Appendix. Literature scan highlights) and specific SAGBC issues where more details were requested. Five valid responses were received (1 Executive and 4 Educational Centre Representatives).

Members survey

A survey for SAGBC Members (i.e. the student body) was shared on social media and by email, managed by the SAGBC marketing coordinator. Thirty-five responses were received over two weeks.

Town Hall/focus group

12 Members who completed the survey indicated they would also participate in a virtual conversation to provide more insight into the SAGBC. A 30-minute virtual call was scheduled after-school hours, and five members attended.

Final Report

Building upon the preliminary findings report, this final report incorporates internal stakeholder data, with distinctions between Member, Director, SAGBC Staff, and College Staff input.

Reflections were added if there was something unique or different about how SAGBC operates their Board compared to other SAs. Some themes did not have anything unique or distinguishing.

Summaries for each theme, as they appear in the Executive Summary, are also included at the end of each theme section.

Definitions

Directors refer to elected students who are members of the SA Board. To vote, individuals must be elected by the membership (student body). Directors may be a volunteer (and may receive an honorarium or other small remuneration) or paid (for part-time or full-time duties).

Executive positions refer to Directors with additional governance responsibilities compared to non-Executive Directors. These Executives typically have the title of President, Vice President (VP), Secretary and Treasurer. At SAGBC, the four Executives are the Director of Communications and Internal (similar to President), the Director of Operations (similar to VP/Treasurer), the Director of Education and Equity, and the Director of Student Experience.

At many SAs, the President and Vice President are elected, while Secretary and Treasurer are appointed, usually at the first Board meeting. Secretary and Treasurer roles are typically not-paid unless the position is combined with other responsibilities (for example, a VP of Finance takes on the Treasurer role).

Officers in non-profit SAs, refer to Board members with signing authority for the Board. These individuals are listed in the Bylaws and typically include the Executive committee members, including the SA General Manager/Executive Director). In their day-to-day, some SAs referred to their Executive members as Officers. The use of 'Officer' is not consistent or widely used among the SAs reviewed.

Remuneration for SA governance positions is handled in two ways:

1. Salary for elected Executive positions or non-elected governance administration positions filled by a current student. Paid Executives may attend no classes, part-time or full-time classes, to accommodate their part or full-time responsibilities. In most SAs reviewed, an Executive paid a bi-weekly salary does not vote on the Board.
2. Honorarium, in which individuals either receive a bi-weekly, monthly or per semester stipend (equivalent to a reasonable hourly rate for their performance) or a small, symbolic stipend or gift card. In most SA's reviewed, a Director's performance impacted their payment.

Theme 1: Continuity

This theme appears as 'Organizational Flux and Instability' in the Terms of Reference.

Student Association/Student Union (SA/SU) appears as 'institutions' or SAs below.

1.1 High Rate of Board Turnover

SAGBC area of concern:

- High rate of Board turnover.
- The Board and Executives' election happens each year, creating challenges in long-term planning, developing institutional knowledge, and maintaining credibility with the College and other partners.
- New Directors typically lack governance experience.
- Some Executives are unable to finish their term.

Questions: External stakeholders

- What types of challenges has your organization faced due to the frequent turnover of Board members? How has your organization addressed those challenges?
- How long are your Board members elected for? Is your entire Board elected at the same time, or are there staggered terms?
- What are some relevant strategies to ensure Board continuity and knowledge transfer following Board turnover?
- What role do non-elected members or staff play in ensuring Board continuity and knowledge transfer?
- Are you aware of any particular policy or bylaw that seeks to address the challenge of organizational flux?

Question: Internal stakeholders

- How likely are Directors and Executives to run for re-election after one term?
- What is the typical length of a College program at GBC? Are students targeted in their first, second, or third year to join the Board? Any trends in first, second, and third-year students being drawn to run for election?
- Why aren't students running for governance positions?
- If an Executive does not finish their term, what is the reason? (e.g. too much work in addition to school, remuneration, lack of clarity with job description, etc.)

FINDINGS

External Stakeholders: High Rate of Board Turnover

Due to the shorter duration of a College education (one or two years) than a University (four-year average duration), many of the SAs spoke to the increasing difficulties of engaging students to both run for election and fulfill their Board term. Sheridan, Seneca, Centennial, and Brock noted challenges in recruiting Directors, dealing with turnover and having a Board that is representative of the student population. A few of the College SA/SU interviewees noted that the Board could engage students in their second year, and they are finished with their College education after this. Two University SAs pointed out that an elected Director is

often suitable to take on an Executive position in their second year on the Board. This isn't relevant for a two-year College student education, as it isn't typical for students to run for a Director position in their first year.

Okanagan College SU noted they didn't have high Board turnover, attributed to a strong and cohesive SA.' Metrics that define SA effectiveness were not provided or discussed.

No College SA/SU provided solutions to directly address the high rate of Director turnover, although some rely on full-time staff to mitigate the effects; for example, Humber IGNITE relied on a central full-time Board administrator. Sheridan noted that the strength of their SA comes from non-elected members of the Board.

All institutions scanned and interviewed elect Directors for one-year terms, and no institutions have a practice for staggering terms. Several interviewees noted that staggered terms might be helpful (i.e. a spring start for some Directors, a fall start for others). There is a range in the number of terms allowable (one, two and three years); the majority chose a maximum of two consecutive terms. As noted above, having students run for re-election is becoming increasingly rare. Only one institution started its Board term in the fall; all others begin in May.

SAGBC was the only institution of those reviewed with staggered Board terms. All others elect their Board to begin in May for one year, while the SAGBC holds two elections, one in January to elect the two 'lead' Executives.

All institutions included elections policy in their bylaws, and less than half actively promoted the elections on their website (i.e. through visiting each website, some SA/SU used pop-ups and banners to promote elections, while other SA/SU did not promote on their home page). Reviewing each institution's election policies and election committees' terms of reference, it is evident that elections are resource intensive (i.e. hiring staff and students, recruiting Directors, pre-election orientation for Directors, training for elections team students, and communications). In a direct email with SAGBC, two institutions noted that it is becoming more difficult to attract enough candidates for the elections to be competitive (for example, six candidates ran for six positions).

No institution disclosed specific approaches for attracting dedicated, diverse candidates (reflective of the student population) and aligned with the purpose of student government.

Training programs vary for incoming Directors regarding who is responsible and how content is presented (see also Theme 5, professionalism). Some institutions rely on SA/SU Staff to lead training (Humber has a full-time Board administrator, Centennial depends on their SA CEO, and Okanagan relies on their SA Executive Director and supporting staff). Seneca engages a third party to oversee new Director training. Sheridan SA requires their President (paid full-time non-voting) to work one-on-one with new Directors and to lead training. A few institutions noted the value in relying on third-party consultants to support new Director training, specifically on non-profit governance and procedures and advocacy with government. Brock University SA/SU asks their General Manager to lead training, with third-party presenters (i.e. lawyer, Human Resources, insurance representative) present on respective areas of expertise.

New director training includes reviewing bylaws, policies and procedures, learning Board meeting etiquette and professionalism, conflict of interest definitions, etc. Directors may be invited to attend the outgoing Board meeting and have individual conversations with SA/SU Staff to build rapport. For example, the Nipissing University Student Union bylaw requires incoming Executive members to sit in on Executive Committee meetings for one month before their term begins. Sheridan requires all elected candidates to receive training before the election and swiftly after the election occurs. The Canadian Federation of Students (Ontario) creates a Board binder for incoming Directors that is filled in during the year and passed on to incoming Directors the following term.

Some Colleges offer off-site retreats (Niagara and Okanagan), while most have moved to online sessions since the pandemic; see more in Theme 5 Professionalism and training.

The SAGBC used to offer off-site retreats but is no longer (not related to the pandemic). With limited information gathered on the training content and effectiveness of each module, conclusions cannot be made as to which topics or approaches to training are more effective than others.

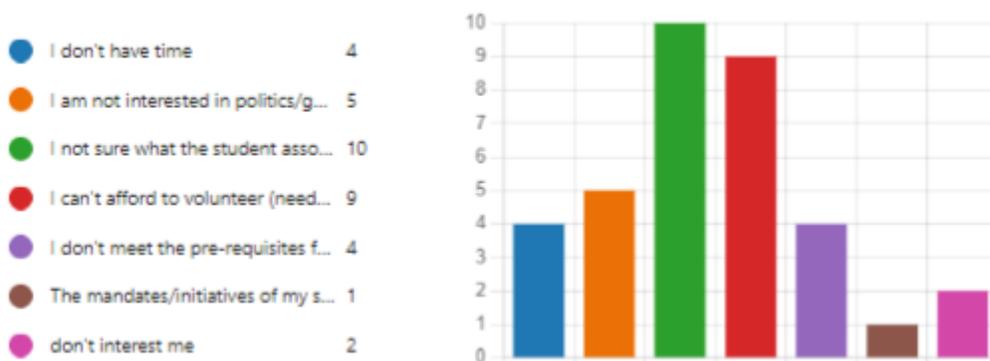
Internal Stakeholders on High rate of Board Turnover

Note: internal stakeholders interviewed include SAGBC Staff (n=9), George Brown College Staff (n=7) ('College Staff') and Directors (n=2). Additional insights were gathered from a Directors survey (n=5) and Members Survey (n=35).

Attracting suitable candidates with engaging information is one key area for exploration.

Three SAGBC Staff agree there is room for improvement for the SA to better communicate to their members what they do. The General Manager notes that the SA has video content untapped/that can be created and shared on social platforms to give insight into what the SA and Board do. This media is one strategy to encourage might members to consider running for governance roles. One staff remembers discussions/questions and answers with candidates, which were effective ways to engage with members before elections. Two staff who aren't currently involved in elections directions wish for election planning to expand beyond the usual players and for targeted recruitment to encourage more domestic and minority population students to join the Board (i.e. representing LGBTQ+, racialized, and indigenous students). 4 staff noted the need for diversified student representation, as the South Asian International student population, is over-represented on the SAGBC Board.

Through the Members survey (n=35), when asked why did you not run for a position in the 2022 SAGBC elections, responses favoured "I am not sure what the student association does" and "I can't afford to volunteer right now" – both indicate room for improvement in information sharing from the SA on its purpose and job descriptions for elected positions (which are currently remunerated). The majority of Members (n=23/35) said they don't know what their student fee pays for. In the town hall (n=5), members agreed the SA could better communicate the job description, pay, benefits, and opportunities for training and mentorship to enhance student understanding and promote the opportunity. In the town hall and the survey, it was expressed that Members don't know what the Board's role is or does, which is a roadblock to running.



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Directors surveyed (n=5) had a range of opinions on the effectiveness of SAGBC communication with membership:

- When asked if the SA has visibility with first-year students: 2 agree, 2 undecided, and 1 strongly disagree.
- 4 Agree and 1 Strongly agree that SAGBC governance activities are consistently promoted to membership
- When asked if the effectiveness of the SAGBC was promoted with students, which encouraged them to participate in governance: 1 strongly disagreed, 1 undecided, 2 agree, and 1 strongly agree.

One director interviewed agreed that some members lack awareness about the SA, even those who run for Director positions and arrive in the position feeling underprepared and overwhelmed.

Two Directors interviewed agreed the SA needs to encourage the engagement/representation of constituencies, with one Director suggesting the demographics to consider (gender, BIPOC, international, domestic etc.). They noted that the Board doesn't reflect the entire student body when the majority is of one constituency. When asked if the SA effectively represents all student's interests of the five Directors surveyed, 1 disagree, 1 undecided, 2 agreed, and 1 strongly agreed.

71% of Members surveyed feel it's extremely important to have a diverse board (17% somewhat important, 9% neutral, 9% somewhat not important).

College Staff think that clear job descriptions for the role may help; students aren't elected 'to do' and to be change makers; they're elected to Govern. This distinction must be clear. The SA can show students how the opportunity relates to their life (skill building) and career. The majority of students are disconnected from the SA.

One Director interviewed commented on the difficulty experienced when another Director drops out mid-term, as other Directors have to fill in for that person for the remainder of the semester. From all stakeholders, the reasons for drop-out may include:

- Got another job
- Didn't understand the job requirements in the first place; overwhelmed and unable to fulfill the requirements.
- International students had difficulty adjusting to Canadian culture and the non-profit Board's expectations.
- Cannot meet deadlines/schedule requirements, which conflict with course load, other job or personal life.
- Lack of maturity in first and second-year college students

The SAGBC did not share information on the number or rate of Director drop-out or a weighting of reason (i.e. which are more common). Directors surveyed were not asked about drop-out rates or causes, which is not a relevant question for Members. Only one Director and one Staff interviewed had multiple and detailed reasons to share on this topic. The majority of staff interviewed are not as close to the Board to know why a particular Director would drop out.

4 SA Staff members agreed that extending the term beyond one year might be a solution; however, the General Manager cautioned against doing so. A few Directors who responded to the survey (n=3 of 5) suggested longer Board terms may be helpful. No other SA has Director terms longer than one year; this would not be a recommendation.

Concerning new Director training, which is also covered in Theme 5. Professionalism, SAGBC asks the outgoing Executive to be available to support the incoming Executive for one month after their election. The current Executive interviewed notes it is an important requirement that students be available and engaged in supporting students even after their term is finished.

In summary, internal stakeholders agree that the short duration of a College education is a challenge for recruitment and Board sustainability and cannot be directly resolved. Instead, relying on non-elected paid staff, like the SAGBC currently does, to facilitate the Board is one way to mitigate the inconsistencies of an ever-changing Board. Reducing director drop-outs, pre-election communications and ongoing SA communications about the SA purpose may assist candidates' better understanding of the role and expectations before running.

1.2 Bylaw and policy changes

SAGBC areas of concern:

- Lack of internal consistency in the bylaws and policies since they are being amended in a piecemeal fashion
- Concerns regarding transparency and sound governance principles if the rules applicable to the Board are frequently being revised
- Concerns about actual or apparent conflicts of interest if the Board can amend any rules that would otherwise constrain its authority and actions.

Questions: External stakeholders

- How are changes to by-laws conducted in your organization?
- What are the relevant rules and limitations on the Board's ability to change its own by-laws and governance policies?
- How does your organization ensure transparency and good governance with respect to by-laws and policy changes?
- How often does your organization review and update its by-laws and policies?
- Who is responsible for reviewing and updating your organization's by-laws and policies?
- What suggestions or advice can you share with respect to managing by-laws and policy changes?

Questions: Internal Stakeholders

- Many SAs publish Financial Reports on their website, but SAGBC does not (Annual Reports Annual General Meeting package). Why?
- Is there a governance policy or budget each year allocated to managing the Board?
- Is there anything to explore with regard to a marketing budget for Recruitment/election, hiring of third-party consultants for training/support etc., that may have an impact on Board performance?
- The current bylaws and some key policies (i.e. Voting Directors Accountability Manual) are lengthy and complex compared to similar documents at other Student Associations. Are you satisfied with the structure and content of the bylaws and key policies?
 - Do you feel that the Board generally understands and can find needed information in the current bylaws and policies?
 - Are the bylaws and policies too long and complex?
 - Are there too many/too few policies applicable to the Board?
 - Would the Board benefit from a revised, simplified and streamlined set of bylaws and policies?

- The Internal Policies and Procedures committee is tasked to ‘review all policies and procedures annually.’ Is there an annual planning cycle (i.e. time of year) or any additional details relevant to how this is done in practice?
- Is there an internal policy document filing system that is more up-to-date than the SAGBC website? Speak briefly about the update cycle for policies, procedures, and their communication to stakeholders (i.e. who needs to know what, when).

FINDINGS

External Stakeholders on Bylaw and Policy Changes

The majority of bylaws (as reviewed and noted in the matrix) for other institutions include an amendment clause providing that any changes to the bylaws require the majority or 2/3 members’ vote (for those in attendance at the Annual General Meeting, so long as a quorum is met). Capilano SU limits the Board’s ability to interfere with Bylaws by requiring that “No policy adopted by General meeting (members) can be rescinded by the Board. No Board policy can contradict or supersede policy adopted from General meeting, or any bylaw.” Ontario Tech noted the student body is simply not engaged in SA/SU governance, alluding to difficulty in meeting quorum (which, according to Bylaws, would leave resolutions unpassed and additional meetings called until a quorum is met).

All policies of the Board must be approved by the resolution of the Board majority. The process of changing policies of the Board varied widely among the institutions reviewed. At Sheridan and most other institutions, policy resolutions can happen at any Board meeting. Humber, Algonquin and Niagara included a Terms of Reference for their Internal Policy/Governance committee with an expectation of annual revisions. Sheridan relies on their full-time non-voting President to lead the annual review of Policies. CFS Ontario (not an SA/SU) has full-time staff responsible for ensuring that bylaws and Policies are updated in accordance with each other. Most institutions have a Staff and Board committee responsible for initiating and recommending policy changes for Board approval (Policies) and Member resolution (Bylaw changes).

University of Toronto Scarborough Campus is in the process of updating its bylaws so that any changes to Policies are completed within a term, with no carryover to the following term. This ensures that a board’s wishes are carried out in full without relying on the next board; however, this doesn’t allow for significant changes that take more than one year to implement.

Concerning Board remuneration, Capilano has a Bylaw that any stipend increase goes into effect the following year with the new Board.

The way policies are documented and categorized varies widely. Most have a Board or Governance category, then an Issues category, and an Operations category. All but two institutions post their bylaws online, and most institutions include their Board policy manual or policies.

No particular findings emerged as unique; however, the institutions with well-designed document management (up-to-date policies, succinct bylaws, relevant categories, search-friendly) can be looked at for inspiration: Brock University,¹ Algonquin College² (use of Dropbox), and Capilano Students Union.³

¹ <https://www.brockbusu.ca/government/documents/legislation/>

² <https://www.dropbox.com/sh/hb543ou3a86qda4/AAB99LW79pP-x8WBk00aRNvCa?dl=0>

³ <https://csu.bc.ca/governance/>

Internal Stakeholders on Bylaw and Policy Changes

Note: internal stakeholders interviewed include SAGBC Staff (n=9), George Brown College Staff (n=7) ('College Staff') and Directors (n=2). Additional insights were gathered from a Directors survey (n=5) and Members Survey (n=35).

Two SA Staff spoke passionately about the Bylaws needing an overhaul, which would initiate a policy review as much of the Bylaw content is appropriate for the Policy manual. One suggested an 'anti-racist equity review' of SAGBC policies take place, in the same way, the SA has asked the College to review their own policies. Content should be accessible: direct, simplified, and brief, as readers include non-political persons and English as second language students. One SA Staff said the internal Policies and Procedures committee doesn't work well; it hasn't met regularly in recent years and is self-interested. A third SA Staff noted that although the Board is ultimately responsible for Policies and procedures, in practice, the Executive does not take the lead in policy development.

One of the two Directors interviewed felt that bylaws and policies may restrict a Director's ideas to create something new but also acknowledged that the Internal Policies and Procedures committee can be self-interested. Both Directors noted that, for international students, the initial review/orientation and understanding of governance documents was challenging, alluding to a lack of accessibility.

College Staff support hiring a vendor to update the policies and procedures as it's too difficult for elected students to dig their teeth in. Two College Staff noted that the SAGBC Master Agreement is outdated; one thought a vendor could help with this process (including a conflict resolution process to move the document forward). The other staff suggests that before the Master Agreement is renewed, the SA Board should clarify their governance model (see 2.1 Board Structure section re: governing or management Board), then address the Master Agreement. College Staff had little exposure to SAGBC policies, Bylaws, and procedures and no comments otherwise.

No comments from the Members or Directors survey were received on this topic.

GOOD PRACTICES: BYLAW AND POLICY CHANGES

Annual planning cycle for policy/bylaw revision

See Algonquin [Annual Board Planning Cycle](#), pg. 16-18 for a month-by-month outline of Board activities, including policy revisions. This example focuses on policy and bylaw review in the second half of the year/with approvals at the Annual General Meeting towards the end of the year. This process allows a few Directors to proceed through orientation and learning for an entire semester before being involved in the policy review. Unless a Director is running for re-election, this annual cycle also ensures that policy changes may not benefit the Directors (as they will no longer serve after the Annual General Meeting). Overall, a yearly planning cycle is a foundation for Board meeting agendas and allows SA/SU Staff to get into a routine in their work planning.

Require policy implementation in the next term

To avoid Directors making changes for their own benefit (i.e. Board remuneration), Capilano SU has a policy that amendments are effective at the start of the next term (i.e. May 1 onward).

Policy objectives achievable in the same term

University of Toronto Scarborough Campus is in the process of updating its bylaws so that any changes to Policies are completed within a term, with no carryover to the following term. This ensures that a board's wishes are carried out in full without relying on the next board. However, this doesn't allow for significant changes that take more than one year to implement.

Succinct bylaws with up-to-date acronyms page

Sheridan bylaws include a detailed definitions page (with almost all acronyms that appear in the document) and maintain a list of amendments at the back to track changes and dates. Several institutions presented a brief bylaw document (i.e. 8-18 pages) with standard non-profit legal requirements for Ontario. Humber IGNITE Bylaws⁴ are concise and compact in design, and Algonquin College SA Bylaws⁵ are appropriate in length and content.

Organize policies according to the audience

Of all the websites reviewed, Capilano Students Union⁶ shared a well-structured Governance Documents page with sections for each relevant audience (i.e. Board, Members, and Staff). Document categories include Minutes, Governance, Issues, and Internal (sub-topics: Board, HR, Health and Safety, Labor, Finance, Privacy and Information Management posted as individual policies).

1.2.1 Differentiating By-laws and Policies

One of the SAGBC issues of concern is identifying the core difference between a bylaw and policy to inform future revision work. Through the web scan, a 2-page summary that the Board may benefit from orientation is: *By-laws and Policies: Is there a Difference? Dalhousie University. By-Laws and Policies Is There a Difference.doc*⁷

Other sources for this section: [What's the Difference? Policies vs By-Laws | Community Sector Council NL bylaw basics - Nonprofit Law Ontario \(cleo.on.ca\)](#)⁸

Bylaws define the conditions of membership in the association and/or relate to the functioning of the board and its relationships with members.

- Members' roles and responsibilities
- Directors' elections and terms of office
- Officers' appointments and responsibilities
- Meeting procedures
- Finances
- Notice requirements for board and members' meetings
- Adoption and amendment of bylaws

⁴ <https://ignitestudentlife.com/wp-content/uploads/2022/02/IGNITE-By-Laws-082020-4.pdf>

⁵ https://www.dropbox.com/sh/hb543ou3a86qda4/AABSbHFiWi_8FvSIP5Cc027Qa/By-Laws%20and%20Policies?dl=0&preview=By-Law+No+1+-+March+1+2022.pdf&subfolder_nav_tracking=1

⁶ <https://csu.bc.ca/governance/>

⁷ <http://www.governinggood.ca/wp-content/uploads/2013/07/By-Laws-and-Policies-Is-There-a-Difference.pdf>

⁸ <http://communitysector.nl.ca/voluntary-sector-resources/board-development/what-s-difference-policies-vs-laws>

Policies and Procedures explain how the governance team will handle operational issues like hiring, privacy, and professionalism; the following key areas for policy setting include:

- Organizational mission, objectives and values
- Role and responsibilities of the board
- Board decision-making and meeting practices (usually covered partially by bylaws)
- Conflict of interest
- Board member conduct
- Role, responsibilities, and authority of the Executive director or CEO
- Financial management
- Personnel, hiring and other Human Resources practices
- Treatment and protection of consumers, customers, clients or users
- Fundraising (including ethical considerations)
- Advocacy and public education
- Accountability to members, stakeholders and community (may be partially addressed by bylaws in references to the annual general meeting and annual financial report)

SUMMARY OF FINDINGS

Theme 1: High rate of Board Turn Over

No Student Association (SA) has found a direct way to address the actuality that College education is short in length (one or two years); annual Board turnover is a reality to be managed. Having staff and third parties available to support incoming Directors on an annual and as-needed training cycle helps the SA onboard and retain Directors. Creating opportunities for relationship building at the start of the term (i.e. off-site retreat or on-site 'boot camp') has been effective for some Boards, who consider the initial training and setting of expectations a key contributor to Board engagement.

'Finding the right candidates' is an opportunity for the SAGBC and their elections committee to enhance communication efforts throughout the year and target underrepresented student populations and faculties on the Board. Most students (SA members) don't know enough about the SA, or the role of Directors (and that it's a paid opportunity), to consider running. Enhancing the mandatory pre-election training program for candidates may help deter self-interested candidates and clarify confusion about student governance. For example, previous Directors could share their experiences (good and bad) to provide a balanced view of the opportunity.

Individuals from all internal stakeholder groups agree it is overdue for SAGBC to simplify Bylaws, reorganize policies and procedures, and consider a review that takes an anti-racist and equitable lens. Language on these public documents must be accessible for individuals with English as their second language. Board accountability measures must be part of the policy process so that changes cannot be made for the immediate benefit of Directors themselves.

Theme 2. Roles & Responsibilities

2.1 Board Structure

SAGBC areas of concern:

- The SAGBC Board includes four Executives and seven Educational Centre, Representatives. Executives are both voting and Executive Officers of the organization. The distinction between these roles is unclear in documentation, leading to confusion and potential conflict of interest.
- The Board requires clarification on the appropriate role and authority of Executives.
- The Board seeks assessment and recommendations if its current structure could be improved to reflect good governance principles better and achieve the SAGBC's aims.

Questions asked to external stakeholders regarding the structure of your board:

- How many members sit on your Board?
- Are all the Board members elected by the student body?
- Who is the liaison between the student association and the College administration? How frequently do they meet?

Questions asked to internal stakeholders:

- Director of Communications & Director of Operations can only take a 50% course load but are required only four more hours per week than the other two Directors, who are permitted to take a full course load. Why? In what context do students only accept a 50% course load to work in this position?
- Is the Director of Communications part of hiring and Human Resources in general? Is there a lack of clarity or overlap in the Human Resources roles for the Director of Communications and the General Manager?
- Re: Board Chair, how is the non-Member/non-student selected, and what role do they have on the Board (outside of approval of minutes, Chair of Board and member meetings)?
- Where is the tension in terms of Director (Executive) roles - too many responsibilities? Not well-defined/lack of clarity? Describe recent incidents or examples that indicate opportunities for change.
- Normally, the directors of a non-profit board set policy and goals for the organization. The day-to-day operational decisions are carried out by the General Manager and staff. Is this distinction between policy and operations well understood at SAGBC?
 - Have there been times when the Board has involved itself in the day-to-day operational decisions? Please provide any examples. How was the issue resolved?
 - The job descriptions for Exec-level directors seem to include involvement in day-to-day SA operations (in particular, the Director of Operations). Has this created uncertainty about the role and scope of executives' involvement in day-to-day SA operations? Please explain.
 - What could SAGBC do to improve clarity and understanding regarding the proper role of the Board and the staff with respect to day-to-day SA operations.?
- If the Board's structure was changed to ensure that the directors no longer perform an operational role, who would take on these operational responsibilities?

- Does SAGBC's staff have the capacity to perform any operational duties now performed by Executives?
- Does SAGBC have the budget to hire additional staff or managers to take on these operational duties?

FINDINGS

External Stakeholders on Board Structure

Election and candidate requirements

All institutions note 'standard requirements' to become a Director in their Bylaws: (1) must be over 18 years of age, (2) no criminal record, and (3) attending classes/a member of the institution. The course load requirement varies widely; most have no restrictions/don't mention anything about course load in their Bylaws (Sheridan, Seneca, Humber, Algonquin, Niagara), while Centennial requires full-time attendance but no co-op.

Directors

There is no apparent standard structure for SA Boards. Of the institutions reviewed, there is an average size of 6-12 Directors. All Directors have voting rights. In addition to Directors, Boards include non-voting roles and representatives from other aspects of the institution, including SA Staff. Director expectations are outlined in Bylaws (supreme document), then Board/governance policy manuals. All terms are one year, with additional terms encouraged.

It is common for the institutions reviewed with multiple campuses to elect Directors from each campus (i.e. Okanagan, Centennial, Seneca, Sheridan, Humber). These may be Chairs or VPs (i.e. Seneca has four campuses and 4 VPs plus three students at large; Centennial has 5 VPs, one from each campus, Okanagan elects 1 Chair from each of 3 campuses); or Directors for each campus (i.e. Algonquin's Board of 6 has 1 Chair and 5 Directors, one from each campus).

Executives

There is no standard in how an SA structures its Board Executives. Most institutions name an Executive, which may include Chair(s), Vice-Chair, President, and Vice President(s). Although some SAs mention a Treasurer or Secretary, of the institutions reviewed, it is rarely an elected student who has this role; instead, an SA Staff will perform; for example, Sheridan and Humber have staff cover Treasurer and Secretary roles (updated title 'Board admin'). There is a mix in terms of assigning voting rights to Executive members; where an Executive member is assigned a job description and paid a salary, they are often non-voting. See the Table in Section 2.2 for comparison.

All Boards appoint a Chair; in some institutions, where hired/staff role. the Chair does not vote The Chair may be the President (i.e. Algonquin, Nipissing, Okanagan, Centennial) or appointed by the President and/or the Board from the pool of Directors (i.e. Niagara, Ontario Tech, Humber). In one SA, the Chair rotated each meeting to a new Director. Both Capilano and the SAGBC appoint an external Chair. See more on the range of structures in Table 2.2.

Not many institutions commented on the treasurer role, although one institution nominated the General Manager/Executive Director to assume that role (thus, it was ex-officio). This role is sometimes part of a Vice President's responsibility (the VP who is finance-oriented) or assigned to a non-paid Director. Typically, the

Treasurer is the Chair or co-chair of the Board’s finance and audit committee. However, detailed Terms of Reference were not available on the websites of most of the institutions examined. This role works closely with the General Manager/Executive Director and Staff Management, who runs the SA/SU finance team.

Staff involvement

Often, the staff component of the Board is ex-officio or advisors, with one-2 or more staff required to attend every Board meeting. See these four examples:

Sheridan SSU	Humber Ignite	Centennial College Student Association Incorporated	Okanagan College Students' Union
4 hired positions: General Manager (Treasurer role), Dean of Students, SSU President, and Executive Secretary/Coordinator.	Executives’ (i.e. CEO, board admin) are not involved with board decisions but just facilitate their execution. The appointed Chair (a Director) has one vote.	CEO, College Rep (Dean of Students), Minute takers for BOD meetings	Non-elected, non-voting members: Council Chairperson, Internal Director, Executive Director, Federation Rep

Additional structures

A few institutions have additional sub-layers of governance (i.e. committee-like structures, councils, student representative groups); it is unclear as to the benefit of these additional layers or if they are more likely to occur in schools with larger memberships and/or multiple campus locations.

Note: the budget to run each Board was not examined in this review, which may impact the number of Directors, ability to hire outside consultants, and other factors related to Board structure.

Internal Stakeholders on Board Structure

Note: internal stakeholders interviewed include SAGBC Staff (n=9), George Brown College Staff (n=7) ('College Staff') and Directors (n=2). A limited number of individuals were able to offer productive insights on this section (either the SA Staff who worked directly with the Board and could speak in specifics or senior College Staff with years of experience working with Boards who could speak in general). Neither members nor directors had contributions on how to structure the Board better.

Two SA Staff and two College Staff said it’s important for the Board to decide what kind of Board they are: governing, working, management.⁹ One SA Staff suggests a governance Board would fit best, which has more narrow responsibilities than the present and may be advantageous for the SAGBC given the range of challenges for SA Boards.

Election and candidate requirements

One SA Staff wants the election planning committee to be opened up and modernized with targeted recruitment strategies.

⁹ See resources from Ontario Non-profit Network on Reimagining Governance <https://theonnn.ca/our-work/our-people/reimagining-governance/>

One SA Staff said candidates should be required to be full-time students at the time they run, with no further requirement on course load. Three SA Staff agree that candidates need to be fully aware of the time commitment and be willing to schedule with the flexibility to join meetings during school hours. Pre-election mandatory training helps detail the expectations before the election.

Directors

In recent years' major changes were made to the Board, reducing the total number of Directors from over 20 to just 11 (4 Executives, 7 Educational Centre Representatives). One SA Staff notes that asking students to vote for 5-6 people on one ballot is too many.

One SA Staff notes these roles are quasi-staff jobs; they should not be. No governor should have 'office hours.' It is their job to attend meetings. The same staff has seen the Educational Centre Representative role become too vast; a significant revamp is needed to separate the political and administrative duties of Directors. Reducing the responsibilities for Directors would also enable the removal of remuneration, as Directors should be given an honorarium at most.

Executives

In SAGBC Board history, a President and Vice-President role were part of the Board, elected and voting; however, due to conflicts and issues, those roles were abandoned in favour of the current Executive tier. A College Staff notes that the current collaborative Board, with Executive tier and Director tier, seems ok for discussion and ideas but problematic regarding accountability and action. Only the General Manager expressed appreciation for the current staggered term of two lead Executives beginning in January; the remainder of SA Staff with direct experience with the Board allude to the burden of twice-yearly onboarding/constant training required.

One SA Staff shared the example of Executives as the head of Council (i.e. Mayor of Toronto) but notes there is a 'movement' away from Executives having a vote. This staff suggests that Executives should not be elected but probably appointed or recruited through a hiring process.

One Director surveyed (non-Executive) shared, "it works better when voting Directors and Executive are the same."

Staff involvement

An SA Staff acknowledges that with much full-time staff working to support the SA, there's no reason why the Board cannot declare itself a 'governing' board to lessen the load on Directors. Staff are responsible for running the SA. One SA Staff notes, 'the College President looks to General Manager for the stability of the SA.' Hence, the instability of the SA Board is not necessarily a problem from the College's perspective. The General Manager is in place to provide continuity for the SA Management team and to support strategic planning.

Additional structures

The General Manager notes that the CFS is a third leadership branch with significant influence on the Board.

2.2 Executive Roles

SAGBC Areas of Concern:

- Currently, the 4 Executives are both Voting Directors and Executive Officers, and their roles are unclear (i.e. Bylaws and policies). This has led to confusion and potential conflicts of interest. Board members seek clarity on the appropriate role for Executives and a recommendation if the current roles are functional or could be improved.

Questions asked to external stakeholders regarding the role of Executives:

- How many Executive Officers (“Executives”) are on your organization’s Board?
- Are the Executives elected by the student body?
- Are the Executives entitled to vote on Board decisions?
- Can you describe the core role and responsibilities of your Board Executives?
- How are the Executive roles different from the roles of other Board members?
- Are there any particular checks or limitations on Executive decision-making?

Questions asked to internal stakeholders regarding Executive Roles:

- Does it work well for the Director of Communications to perform a secretary function? How could this be improved?
- Does requiring the two lead Directors to take only a 50% course load limit the number of eligible candidates?
- Should Executive roles be separated from voting/paid roles?

FINDINGS

External stakeholders on Executive Roles

Course load

In addition to the Bylaw noted requirements for all Directors to be elected (Section 2.1), with regard to Executives, only SAGBC required their two lead ‘Executives’ (Director of Communications and Internal, and Director of Operations) to take only a 50% course load to ensure their duties can be met. Other SAs require the student to be enrolled in a full-time course load but no additional or co-op classes.

The SAGBC is the only institution of those reviewed that restricts Executives to a 50% course load.

President and Vice President: voting rights and remuneration

The president's role is the highest governance position of the Board, acting as spokesperson and often taking in responsibilities akin to a part-time, full-time staff position. This table highlights the range across seven College SAs in (1) having a President, (2) if the role is paid, and (3) if the role has voting rights. Not all institutions have a President, but the majority do. There is no clear designation of voting rights where a position is paid, although most elected, paid Presidents do not vote.

SAGBC governance data report by
LogicalOutcomes

<i>College SA</i>	President	Elected/Hired	Paid	Voting/Non	Additional details
<i>Sheridan</i>	Yes	Hired	Salary	No vote	New term for student/alumni role 2 x 2 years. Full time role
<i>Humber</i>	No	-	-	-	Used to have an elected President/VP, now rely on staff roles to aids stability
<i>Seneca</i>	Yes	Elected	Salary	No vote	Executive includes Vice Presidents. No pay for voting Directors.
<i>Centennial</i>	Yes	Elected	unclear	Voting	35 hours/week; each campus has a Vice President.
<i>Okanagan</i>	No	-	-	-	Each three campus' elects a Board Chair
<i>Algonquin</i>	Yes	Elected	unclear	No vote	
<i>Niagara</i>	Yes	Elected	honorarium	Yes	President has no more authority than other Directors, and is paid the same.

Most Presidents are part of the current student body; at Sheridan the President can be a graduate student or alumni (within a specific range of years since graduation). Where disclosed, the position is paid just above minimum wage, \$15-\$19/hour (although policies reviewed online may be dated/none appeared to be from 2021-22).

Vice President roles may be thematic, relating to the operations of the SA (I.e. Operations, Finance, Communications), location (campuses, most common), or issues-based (I.e. Student Advocacy, Diversity and Accessibility). VP roles are paid; most institutions require half-time performance at a similar rate as the President (20-30hrs/week at \$15-19/hour). For the SAs who had an elected President from the table above, the majority also have Vice President(s) roles.

<i>College SA</i>	VPs	Domain
<i>Seneca</i>	4 VPs	campus
<i>Centennial</i>	5 VPs	campus
<i>Algonquin</i>	1 VP	college wide
<i>Niagara</i>	No VPs	-

These four institutions were chosen as 'good' examples of SA Boards, either for making recent changes that interviewees noted as an improvement, or for the lack of complaints/negative comments in the interview.

SAGBC governance data report by
LogicalOutcomes

Table. Four institutions comparison of Board composition, remuneration and Executive voting

Institution	Board composition and Executive	Executive Pay	Voting Rights	Notes from Interview
Humber College - IGNITE	<p>9 Directors across 3 campuses; all are elected. Chair is an appointed Director.</p> <p>Two Executives are hired staff (CEO and Board admin)</p>	<p>Chairperson: up to a maximum of \$4,500 per year, will be determined by the Board Secretary.</p> <p>Salary of the full time Board Admin not disclosed.</p>	No, the Board Admin and CEO don't vote; they help implement Board decisions.	They used to have an elected President/VP that were also elected by the student body but conflicts often arose between them and the directors.
Sheridan SSU	<p>12 Directors. Chair (Chief Governance Officer) and Vice-Chair of the Board (appointed at the first meeting).</p> <p>The Executive of the Board includes the 2 elected Chairs, hired student President (Chief Executive Officer), permanent staff General Manager Staff (Treasurer) and hired student Executive Coordinator (Secretary)</p>	The salary, benefits, and compensation of the President is aligned with the standards, policies, and procedures associated with all full-time staff within the organization.	No, the Executive does not vote.	Any issues with elected members are managed mostly by Managing Director (Staff Liaison) and SA President (elected/non-voting full time), or if unresolved, are self-eliminated come the end of that member's term. The strength of the SA effectively comes from the non-elected members of the board.
University of Toronto Scarborough Campus Student Union	6 Executives (1 Pres, 5 VPs) and 20 board member positions.	Executive Remuneration: \$19/hr for required 35 hrs./week, with 2 weeks' vacation and other benefits. Pro-rated.	Yes, Executives are paid, and vote. They work 30 hours/week.	VP Operations responsible to coordinate agenda, attendance, and minutes; acts as secretary.
Niagara College Student Administrative Council (NCSAC)	<p>11 board members, including Executive Roles of President and Chair; although these roles do not have more authority than other board members.</p> <p>To support continuity, 1 past board member stays on each year. Chair and Vice Chair are chosen from the board at the beginning of the term.</p>	All directors paid \$185/biweekly honorarium	Yes, all Directors Executive and regular, have equal voting rights and authority	Simplified their Board structure to a single tier. It's a self-governing board, with clear bylaws to dictate behavior. There are other governance positions to ensure that student interests are represented among the non-voting members (I.e. support staff).

Internal Stakeholders on Executive Roles

Note: internal stakeholders interviewed include SAGBC Staff (n=9), George Brown College Staff (n=7) ('College Staff') and Directors (n=2); see Stakeholder list in the Data Collection section for individual names and roles. A limited number of individuals were able to offer productive insights on this section (either the SA Staff who worked directly with the Board and could speak in specifics or senior College Staff with years of experience working with Boards who could speak in general). Neither members nor directors had contributed to improvements needed for Executive Roles.

Executives: Course Load

According to the General Manager, Executive course load requirements have changed constantly over the years, and no combination has really worked. A few stakeholders from all internal groups (not including Members) noted that the 50% course load requirement for two lead Executives was not equitable (for example, it excludes anyone on OSAP as a 60% course load is required for financial assistance; approximately 70% of the student body is on OSAP according to one College Staff). Students should decide their course loads. It should not be the SA to impose this.

President and Vice President

SAGBC does not have these roles currently; although the Director of Communications and Internal is like a President, the Director of Operations is like the treasurer/'second in command.' One SA Staff commented that the current culture makes two lead Executives seem 'more important' than the other two Executives (i.e. a first tier) and the Executive tier more important than Educational Centre Representatives (a second tier). In reality, they all have one vote.

One SA Staff commented that the two lead Executive positions are dangerous, as there are few checks in place if someone wants to abuse their power. The Executives include political and administrative elements; the SA Staff suggested, "The Director of Communications and Internal role needs to be stripped to its core."

One College Staff suggests reverting to the traditional titles of President, and VP, to help students engage. This would be consistent with other institutions.

One Director (an Executive) surveyed shared, "I guess the terms can be longer and should be non-voting terms, something similar to an employee."

Voting Rights and Remuneration

A few colleges and a few SA Staff agree that elected voting Directors should not be paid, which presents a bias. However, for non-voting Board Executives (should SAGBC make the shift), a Director noted that staff receives CPI increases, and so should Executives. According to a College Staff, GBC just underwent pay modernization; \$17/hour seems a bit low for Executives.

Several internal stakeholders considered it worth exploring when posed with an idea (based on Phase 1 findings) to shift away from an elected, paid, voting Executive to an appointed/hired, paid, non-voting Executive. The interviewers noted at Sheridan (see good practice) that they are moving towards two, two-year terms to align with the 4-year strategic planning process. This was interesting to College Staff interviewed. One College Staff noted this change could be good for the SA but perhaps seen as less good for the College, as historically, when a conflict with the SA Board arises, the College will strategically wait for the Board to renew and proceed with their intended direction. In other words, a longer-term engaged SA Board Executive

would have more ability to push back on initiatives. Both directors seemed concerned about structural shake-ups, while the General Manager shared past information about when the SA had Presidents/VPs so as not to repeat history. For comparison, the previous SAGBC President had voting rights, which is different from the proposed idea discussed here.

Members did not share any feedback that distinguished between an Executive or Director role.

GOOD PRACTICES: EXECUTIVE ROLES

Hired, non-voting Executive(s) represent and support the Board.

Several institutions detailed in the above section elect or hire a full-time SU President who is a non-voting member of the Board Executive. This student, alumni, or grad student fulfills a job offering individual support to new Directors (the orientation and training), acting as the SA spokesperson, and liaising with College Staff as Board representative. Having one or two full-time paid non-voting student roles in support of the Board can alleviate some of the administrative and operations work so that volunteer Directors can focus on the tasks that are most pertinent to their role: listening to their members, attending meetings, and ensuring the SA/SU is meeting their mandate as per Bylaws.

One encouraging change to the President's role from the review was the extension of the term from 1 to 2 years, with the encouragement to run two terms – a full four years, to match the strategic plan. This happened at Sheridan SSU; see Sheridan SSU President job description¹⁰ (p.58). The candidates may be current students graduating at the end of the winter semester to start their full-time role as President on May 1st; in other words, they must graduate by the start of their term as President. Sheridan SSU has functioned with this paid, non-voting non-elected role for at least a decade.

Paid Executives do not have voting rights.

SAGBC internal reviewers agree that paying governance members who vote presents a bias. Although student engagement in governance is a concern, if an Executive receives payment (i.e. salary) for their work on the Board, they should not have voting rights. Most institutions reviewed do not allow paid Executives to vote; they act as Board advisors.

2.3 Board member Roles

SAGBC areas of concern

- The broad and inconsistent job description for Directors in the Board policy manual (VDAM) may overlap with staff responsibilities and fall outside the Bylaws.

Questions asked to external stakeholders regarding job descriptions for all Board members:

- What are the minimum eligibility requirements for Board members?
- What kinds of skills and experience do Board members need to have in order to be successful?
- How does your organization ensure that its Board members have these skills and experience?

- Does your organization have written job descriptions for its Board members? How often are those job descriptions reviewed and updated?
- Who is responsible for reviewing and updating those job descriptions?
- How does your organization train and inform new Board members regarding their roles and responsibilities?

Questions asked to internal stakeholders:

- Normally, the directors of a non-profit board set policy and goals for the organization. The day-to-day operational decisions are carried out by the General Manager and staff. Is this distinction between policy and operations well understood at SAGBC?
 - Have there been times when the Board has involved itself in the day-to-day operational decisions? Please provide any examples. How was the issue resolved?
 - The job descriptions for Exec-level directors seem to include involvement in day-to-day SA operations (in particular, the Director of Operations). Has this created uncertainty about the role and scope of executives' involvement in the day-to-day SA operations? Please explain.
 - What could SAGBC do to improve clarity and understanding regarding the proper role of the Board and the staff with respect to day-to-day SA operations?

FINDINGS

External Stakeholders on Board Member Roles

All institution bylaws include a mandate for the Board – i.e. to govern the organization in accordance with its mandate, following the Bylaws ('what needs to happen'). Details of the day-to-day work would be incorporated into policy manuals ('how it happens').

Decision Making

One point emerged through the academic research related to data's importance in driving decision-making. The directors' key role is to ensure that the SA/SU operates according to the membership needs (as stated in the constitution/mandate of each SA/SU). Without accurate data (i.e. how service delivery impacts student lives) and the opportunities to listen to students' needs and allocate service funding in an informed manner, Directors cannot effectively do their job. It is unclear what 'data' from the College/SA is available for Directors to make decisions and how decision-making is influenced by opinions and positions where data is lacking.

Remuneration

Institutions have a wide range in the remuneration or honorarium provided to Directors and the number of hours they expect them to work per month. Most institutions offer some form of remuneration or honorarium to Directors, from a \$600/month fee to a gift at the end of the year. A few institutions withhold Director remuneration or honorarium until the end of the term, while others are paid bi-weekly, monthly, or by term.

This table highlights the range in compensation for voting non-Executive Directors from College SAs who disclosed the amounts online. Several SAs noted 'payment as per policy' with no specific details available. Seneca is the only SA not to provide direct payment.

SAGBC governance data report by
LogicalOutcomes

Sheridan	Humber	Seneca	Algonquin	Niagara
<p>\$500 base honorarium per term (no hour requirement), and one \$900 or \$300/term additional, after the term has been completed</p> <p>\$800-\$1400 per term performance-based</p>	<p>Director: a maximum of \$3,500 per year, will be determined by the Board Secretary. dependant on committee participation, meeting director responsibilities and time spent.</p> <p>\$1166 per term maximum, performance based</p>	<p>Travel reimbursement, No remuneration for Voting Directors (Volunteer), although there may be a gift (i.e. iPad).</p>	<p>Monthly honorarium \$720 for 40 hours/month, monthly phone expense \$135, fitness pass, travel expenses, academic/performance incentive for additional hours. Reductions due to non-performance.</p> <p>\$2880 per term (40 hours/month) plus benefits</p>	<p>All directors paid \$185/biweekly honorarium</p> <p>\$1480 per term</p>

For comparison: the SAGBC pays non-Executive Directors \$2400 honorarium per term at the Board’s discretion (i.e. in the case of non-performance, the Board may reduce payment).

A minority of institutions disclose how the Director honorarium may be adjusted if performance is lacking, and a few offer a rubric for the Board and ex-officio staff members to assess performance (primarily based on Meeting attendance, completing regular Board reports, and fulfilling their job description).

Internal Stakeholders on Board Member Roles

Note: the previous section on Board Executive, Board Structure, includes most of the relevant content gathered from SAGBC stakeholders on the role of Directors (the Educational Centre Representatives). Only new information is shared below.

One SA Staff commented, “Board roles are ill-defined and don’t set up the candidate for success – reality doesn’t align with expectations, causing frustration, disappointment, poor performance.”

One director (non-executive) said, “I think there's a misunderstanding of what Educational Centre Representatives are supposed to do, and that was not communicated very well.”

2.3.1 Committees

Questions asked to internal stakeholders:

The VDAM includes 7 Standing Committees. Where does the Finance and Audit work take place?

Which of the 7 Standing committees listed in the VDAM exist to support the Board in decision-making?

Which committees focus on the Operations of SAGBC?

In addition to the seven listed in VDAM, where do these committees fit into the work of the Board:

- Executive Committee
- Bylaws Committee (Mentioned in VDAM)

- Communications and Internal Committee (Mentioned in VDAM)
- Dialog Editorial Committee (Mentioned in VDAM)

External stakeholders were not explicitly asked about committees in their interviews, but a few patterns emerged through document review.

External Stakeholders

Most institutions list standing committees in their bylaws or Policy manual, along with brief terms of reference, and indicate who is Chair. Standing committees that are created by theme often have the Executive responsible for that theme (i.e. Vice President of Student Services) Chair that committee. Staff play a role in committees too.

The majority of institutional governance structures maintain a core of 1-3 standing committees (with finance/audit committee appearing in all bylaws/policies):

- (1) Internal policy/governance committee tasked with bylaw and policy updates. Several institutions note that staff and/or the elected, paid, non-voting President/CEO play a lead in this work, as they bring continuity to inform the Board.
- (2) Executive committee, for those Boards who have an Executive. Although operating budgets and student populations were not examined in this review (to assess the size/scale of each SA/SU), it appears that larger institutions are more likely to have an Executive named, and thus an Executive committee.
- (3) Finance and audit committee.

It may be worth examining if the 'large number of committees' at the SAGBC is advantageous to the direct work of the board or if committee work is blending into operations support or supporting staff work in some way. See the Good practice below.

Internal Stakeholders on Committees

Noted in Section 1.2, three individuals (one Director and two SA Staff) agree that the internal Policies and Procedures committee does not function as it should (it does not meet regularly and appears to be self-interested).

Only the General Manager had commentary in general: it's important for committees to report to the Board, but this should not lead to another round of discussion at the Board level. Committees should be empowered to bring recommendations to the Board.

No individual commented that the apparent 'large number of committees' was problematic or on the reality that non-governance operations work is part of the SAGBC governance role. With the exception of one SA Staff, SAGBC stakeholders have accepted the wide-ranging role of Directors and Executives (i.e. blending of administrative and operations work with governance).

GOOD PRACTICE

Board committees strictly inform Board decision-making.

A few institutions make explicit in their bylaws: committees of the Board are not to aid the work of staff (i.e. operations); they are strictly to aid the governance team in decision making.

Sheridan: One standing committee (Finance & Audit Committee). bylaw 7.2 for committees to be used sparingly, only when other means have been exhausted. 7.3 Unless specified, once the task has been achieved, the committee is dissolved.

Humber: 3 Committees: Finance and Audit Committee, Executive Director Performance Review, and Governance review. Board committees are to help the Board do its job, not to help or advise the staff. Committees have no authority over staff and report to the Board.

Algonquin: Board committees will be used sparingly and only when all other reasonable methods have been deemed inadequate by the Board (bylaw). Policy "Board committees are to help the Board do its job, not to help the staff do its jobs."

2.4 General Manager and Staff Roles

SAGBC Areas of concern:

- The General Manager and Association's staff job descriptions are not clearly defined in the Bylaws. Clarity is needed around the autonomy and scope of authority of the General Manager and key staff and how these positions relate to the Board's role and scope of authority.

Questions asked to external stakeholders regarding the role of the General Manager and staff:

- What is the role of your General Manager/Executive Director? Can you describe key responsibilities?
- What role, if any, does the General Manager/Executive Director play in the Board's meetings and decision-making processes?
- What training are new Board members provided with regarding the role of the General Manager/Executive Director?
- How would describe the relationship between the General Manager/Executive Director and the Board of Directors?
- Can you offer any advice or insight into what a healthy and productive relationship looks like between the General Manager/Executive Director and the Board of Directors?

Specific questions on General Manager/staff weren't posed to internal stakeholders. However, each person was asked to explain their interactions with the Board, which included interactions with staff – captured below.

FINDINGS

External Stakeholders on General Manager and Staff Roles

The staff component of SAs varies widely. The majority have one clear leadership role: Executive Director/General Manager/CEO (hereafter 'General Manager'). Larger SAs have a Management team (like the SAGBC), while others have Coordinators or Assistants. Two noted a full-time dedicated 'Board Admin' or 'Governance Manager,' which shares or removes the governance supervision responsibilities of the General Manager/Executive Director (Niagara, Humber). A few institutions noted the use of third-party consultants to take on some of the Board support work, like training new Directors, minute taking and document support, and conflict remediation; However, this is not core support but ad hoc.

SAGBC governance data report by
LogicalOutcomes

In several interviews, it was clear that the staff play an important role in the Board as mentors, carrying institutional knowledge and supporting continuity. SA Board cannot function without staff. There is no standard way to organize the SA Staff component, although the General Manager role is a standard single leadership role of the SA. See the following examples of the variety in SA Staff management:

Sheridan SSU	Humber Ignite	Seneca Student Federation	Centennial College Student Association Incorporated
(1) Managing Director/General Manager (appointed by the President, under the advisement of the Board Hiring Committee) is the ex-officio Treasurer. (2) President is alumni working 37.5 hrs. a week or grad student working 30 hrs/week	(1) CEO (Executive Director) & (2) Chair are accountable for the overall performance of IGNITE. (3) Full-time Board Administrator plays a key role in ensuring continuity and knowledge transfer	(1) Executive Director. (2) Management team. (3) Administration and Faculty Representation to the Board shall be appointed jointly by the College and S.S.F to hold office for a three (3) year term. (4) Board Advisor – third party consultant that provides training and support to elected members. Sometimes they employ external Human Resource advisors, lawyers, as needed.	(1) CEO will have full authority to manage and direct the business and affairs of the Corporation.

Covered in Section 2.1, SA leadership staff play an Ex-officio role in the Board, attending meetings with no speaking role. They may speak to specific agenda items if asked by the Board.

General Manager job descriptions were included in some policy manuals from the institutions reviewed (salary not included). It is unclear to what extent new Directors are exposed to the responsibilities of this role. No responses were collected on the quality of the relationship between the General Manager and Directors. All interviewees discussed the structure of the Board but gave little insight into the practices to build healthy relationships and mitigate conflict between General Manager and Board.

Internal Stakeholders on General Manager and Staff Roles

Directors interviewed feel they have support from SA Staff but could use more mentorship, especially for international students adjusting to the Canadian context.

One College Staff (a Manager who doesn't work closely with the Board) notes that the current General Manager is the strength of the SA, providing mentorship and guidance to directors, and ensuring knowledge transfer.

Two College Staff, in their work, experience interactions with the SA Staff, not Board. In one College Staff's experience working in two other institutions, College Staff would liaise with the SA President; at SAGBC; it's the General Manager who represents the Board in conversations/meetings. According to this College Staff, it may be ineffective (for example) when Directors are looped into email communications after the discussion has happened between General Manager and College Staff (as further emails and questions arise).

One College Staff commented that the General Manager is the dominant voice for the SA and wonders how they can engage meaningfully with the Board, so their voices are heard? The Board is in the background regarding engaging with the College.

Two College Staff have the impression, in working with the SAGBC, that SA Staff is too involved in the policy/goals area; they are acting in a leadership role rather than advising the Board and receiving a delegation from the Board. The Impression is that the Directors are not involved in the Board's day-to-day operations (i.e. in accordance with Bylaws/SAGBC mandate) as they should be.

GOOD PRACTICES: General Manager AND STAFF ROLES

Clearly defining the General Manager's role and limits of the Executive.

Through a review of 12+ institution policy manuals, one institution stood out as clearly presenting the role and relationship between the General Manager and the Executives and their respective responsibilities. Algonquin has extensive policies on Executive Limitations¹¹ (pages 43 onward for the Board-CEO relationship). For example, the Board President/Chair has no authority to supervise or direct the CEO, so long as the CEO acts in General Management according to bylaws and policies. This allows the General Manager freedom to do their job without interference from the Board – but requires Monitoring of the CEO's performance (outlines in pg.46)

Third-party consultants to complement Staff capacities.

Several institutions hired third-party consultants (and appreciated those services) in areas including meeting minutes and documentation (Brock), new Director orientation (Niagara), and conflict mediation (Seneca).

2.5 Board Remuneration

Questions asked to internal stakeholders regarding Board remuneration:

- Is \$17/hour adequate pay given a Director's job description?
- How about remuneration for Educational Centre Representatives?

This topic has been covered in section 1.1. High Board turnover rate (including student opinion on not being able to run for positions if the role isn't paid) 2.2 Executive Roles and 2.3 Board Member Role.

Although there is tension in opinions on the ethics related to payment (see following statements), it's accepted by all SAs reviewed to compensate their Board. Both Directors and Executives are remunerated for their contributions to their SA Board; no Board is voluntary, although one college will provide a gift and no financial compensation.

One SA Staff argues that paying Directors that also can vote & influence policy is not a conflict – payment is justified considering the amount of work required by the position. Two College Staff agrees that Directors who vote shouldn't be paid. While another SA Staff feels passionate that remuneration is problematic, board members shouldn't be paid as 'it's not a job' – or, it's not supposed to be a job.

¹¹ <https://s10896.pcdn.co/wp-content/uploads/2021/05/Board-Policies-May-31-2021-Accessible.pdf>

Two Directors (both Executives) see the role as a job, noting that payment needs to be competitive so that Executives do not exit the Board for outside work.

SUMMARY OF FINDINGS

Theme 2: Board Roles

Both Executives and Directors (Educational Centre Representatives) of the SAGBC have job descriptions that combine administrative and political responsibilities, which doesn't make sense for a governing Board. The SAGBC needs to clarify what type of Board they are, then revamp job descriptions accordingly (i.e. remove 'office hours' and staff-like job descriptions). Holding space for hired/appointed Executive(s) that are non-voting is an acceptable way to keep some of this work in a student/alumni position (look to one institution that hires their SA President with 2 x 2-year terms to match strategic planning); and/or staff positions to assume this work (i.e. Board Coordinator/admin).

Most institutions reviewed have Presidents and Vice Presidents who are elected, paid, and non-voting. These roles are akin to the SAGBC Board Executives, who are elected, paid and voted. This is an issue of high priority. SAGBC may follow a guideline "where students or staff are paid a salary and work full time, they are non-voting, ex-officio/Board advisors." Individuals from all internal stakeholder groups agree to this in principle.

In opposition to the guideline just stated, all SAs reviewed except one provide an honorarium for their Directors (non-Executive). Should the workload required of Directors be reduced, the honorarium should be changed accordingly. The SAGBC may also revisit the terms of references for their Board committees, in line with the suggestion to form a 'governing board,' current committees deal with admin/operations issues. Several SAs follow the guideline that "committees of the Board are not to aid the work of staff; they are strictly to aid the governance team in decision making. Once the task has been achieved, the committee is dissolved."

College Staff would like to see Directors at the discussion table, as the SAGBC General Manager currently represents the Board. In line with the suggestion to consider a hired, paid, non-voting President, this role could be that voice at the table.

Regarding remuneration, SAGBC and College stakeholders perceive the current rate of \$15-19/hour to be on the low end for the work performed by Executives. No concerns of note on the honorarium pay for Educational Centre Representatives. Should the Executive roles be re-configured, compensation would need to be on par with other SA Staff roles and have yearly CPI increases as other jobs at the College do.

Theme 3. Accountability Mechanisms and Processes

3.1 Conflict of Interest

SAGBC Area of concern:

- Current training on identifying conflicts of interest needs improvement to strengthen the Board's ability to identify conflicts before they become a problem proactively.

Questions asked to external stakeholders regarding conflicts of interest:

- How are conflicts of interest handled in your organization? In particular, how are conflicts of interest reported, investigated and addressed?
- What are your policies and procedures with respect to preventing and/or addressing conflicts of interest involving Board members?
- What sort of training do incoming Board members receive regarding avoiding and reporting conflicts of interest?
- Can you provide advice or suggestions with respect to managing or preventing conflicts of interest involving Board members?

Questions asked to internal stakeholders:

- Two roles with the most responsibility (Director of Communications and Director of Operations) are accountable to each other. The Director of Communications (acting as President) manages performance reviews for all Directors. Anything the two Execs cannot resolve goes to the complaint process. Does this current process for Directors to manage their own performance work well? What are the difficulties with this approach? What would improve this approach?
- What are the outcomes of an unfavourable performance review (i.e. support plans versus termination)? Is it common for an underperforming Director to be terminated?
- Describe the formal components of the Board evaluation process: what are self-reflection, peer evaluation, and evaluation from the General Manager/staff?
- Currently, complaints involving directors are sent to the Board Mediation Committee (which is made up of other members of the Board) to be adjudicated. How well does this process work? What are the challenges in having Board members investigate and make decisions on complaints involving other Board members? How could the complaint process be improved?
- Regarding conflict of interest, could the recent issues at SAGBC be described as perceived or actual conflicts of interest? Can you provide some examples of the conflicts: what happened, and how could the situation have been improved?
- What are the gaps in current training for Directors that could help them better identify conflicts of interest? What could be done to make it clearer to new directors how to recognize and avoid conflicts?

FINDINGS

External Stakeholders on Conflict of Interest (COI)

Training on what conflicts of interest (COI) are, is included in Board Orientation, and it's common for each Director to sign a Code of Ethics or statement of adherence. About half of institutions had a policy available in their manual or a statement included in a 'code of ethics; or similar policy. The staff or President (whoever

is in the Board mentorship role) typically supports Directors in clarifying confusion around COI. Some SAs involve a third party (i.e. lawyer) to cover this topic in new Director training.

With limited information, it is difficult to assess the quality of training on COI provided by any institution. Just one institution stated concern/frequent declarations of COI:

- At Sheridan, COI is often an issue. Elected board members often do not understand what would be a conflict of interest. The President actively spends time with board members to review potential conflicts of interest.

For comparison, two others spoke to the process, not disclosing if COI is an issue for their SA

- At Centennial, COI is first discussed at new Director training. At the start of each board meeting, there is a call for COI, which allows members to self-declare or report potential conflicts with other members. Reported conflicts are presented, as per policy, at the Annual General Meeting.
- A former Board member of Mohawk observed that staff also sway the board to fulfil their interests. Training must be done with Board members and staff to clearly define responsibilities and discuss the conflict of interest and bias.

After learning to define and identify an actual or perceived conflict, it's upon each individual to disclose it to the Board. The internal stakeholder group shared reasons for withholding and/or actual examples where conflicts of interest escalated to cause a bigger problem.

Internal Stakeholders on Conflict of Interest (COI)

One Director (with two years' Executive experience) shared that holding other Directors accountable is important. Still, sometimes things don't go as expected (i.e. other priorities may emerge that rank higher than dealing with a COI). The Director noted that it has been difficult to point out COI during remote work during the pandemic. The current Board 'didn't want to cause more stress for Directors and Managers,' in other words, take time to deal with it. In this Director's experience, some issues are held back and not reported. The current Executive didn't want to get involved in issues requiring additional meetings and remediation time. Through this disclosure, it's clear that the COI procedures, and individual Directors' code of ethics, are not being adhered to. A second Director (who was briefly an Executive/does not have the same exposure as the first Director) did not recall any declared COI in the past two years; perhaps related to the failure to declare just described.

In speaking with the General Manager, what should happen after a failure to declare is identified is a motion is presented to the Board (and the Annual General Meeting); instead, failures to declare are treated quietly. The General Manager recalls recent incidents that follow this pattern: the Executive Committee responds by meeting to discuss the failure to declare and sends an email to Management stating 'the issue was resolved and didn't need to go Board.'

SA Staff notes that COI training is more frequent than in previous years, which is a positive. One staff notes that too many times COI was used when it was not a conflict in the first place; for example, a Director had a personal interest in a topic, so they declined to participate in the discussion. In these instances, COI wasn't formally declared (as it wasn't truly COI), but a misunderstanding removed one individual from the debate. This observation wasn't brought forward by anyone else.

Other than two Director's experience, and two SA Staff, no other internal stakeholders had anything meaningful to share on COI, given their distance from the inner workings of the SA Board.

3.2 Accountability: Performance Management

SAGBC area of concern

- The Board members currently review their own performance, amend policies, investigate concerns, etc., with little or no external oversight (i.e., staff, third-party consultants). This lacks accountability and increases the risk of bias, conflicts of interest and disharmony amongst Board members.

Questions asked to external stakeholders on lack of external accountability:

- Who does your Board of Directors report to?
- Describe how the Board of Directors is held accountable?
- In particular, how does your organization address complaints against Board members?
- How does your organization ensure that the Board follows its by-laws, policies and good governance principles?
- If the Board does not report to an external actor, how does your organization hold Board members accountable for their performance and conduct?

Questions asked to internal stakeholders on lack of external accountability:

- Does the current process for Directors to manage their own performance work well?
- What are the outcomes of an unfavourable review?
- Describe the formal components of the Board evaluation process.
- How well does it work for complaints to be sent to the Board Mediation Committee?

FINDINGS

External Stakeholders on Accountability and Performance Management

One mechanism to guide the performance of Directors is the honorarium. Revisit the table in Section 2.3 to see how some institutions shift the payment based on performance (i.e. a reduction in pay for non-performance or poor attendance). Attendance is a key marker of Director performance, as it impacts the honorarium. A few schools require Directors to present a report at each meeting; another metric used to gauge their performance.

Only one interviewee noted the need to terminate a Director, which was related to missing too many meetings.

Most institutions reviewed do not have a formal policy to evaluate Director's performance. Only SAGBC had a specific policy on this (covered below). When asked in the interviews, a handful of schools spoke about informal, ongoing processes:

- Centennial is soon starting a process for conversations between each other, with the President and the CEO as an opportunity to provide constructive encouragement, not criticism.
- Okanagan notes, no formal process; however, discussions happen throughout the term.
- At Algonquin, the Board is responsible for informing the Director where they are not meeting the minimum requirements at each meeting. A Second mechanism is supportive conversations between Director and Board or President. If non-compliance continues, the discussion will occur in the work setting with the entire Board. Suppose a Director is in continued violation of Board policies. In that case, the President may seek legal counsel, decide on a remedy, hold an in-camera meeting with all Directors, and publicly disclose the decision to membership (Board Policy).

- At Seneca, a Board advisor unofficially meets with Directors frequently to discuss and review. No policy is available. They may defer to a Human Resources lawyer if an external complaint is made against a Director.

Not for Algonquin, Board performance and related issues are discussed as a whole first, rather than at the individual level. At Niagara College, at the end of every Board meeting, they will discuss ‘what is working well, what is not working, was the time used well.’

These ‘group first’ approaches may be less burdensome for one-year term Directors. Also, when considering termination of a member, it’s ultimately something that the membership decides (i.e. at the Annual General Meeting or a special meeting called). Where Membership is not engaged, this is a difficult process to see through.

Accountability of the Board is always to the students at large (Membership); all Bylaws of all institutions reviewed acknowledge that Directors are accountable to the student body. However, with limited mechanisms for open, ongoing communication and the practice for negative leaning incidents to stay relatively private, it’s not clear how members should be informed of Directors’ performance in a more meaningful way.

Interestingly, not one institution noted using an ombudsman or external accountability factor.

Internal Stakeholders on Accountability and Performance Management

SAGBC was one of the few schools with a policy for managing Board performance; see page 19 of the VDAM¹². The policy focuses on 2 Executives: they are responsible for managing each other’s performance; The Director of Operations monitors the performance of the Director of Communications and Internal and vice versa. It’s clear from interviews with SA Staff that this policy isn’t working and doesn’t include the rest of the Board.

An SA Board (where individuals may be young and lack maturity and experience) should not mediate themselves. The General Manager notes that a model or position has to hold them accountable. Rarely do the Chair of the Board (CFS) and the General Manager activate the Board Mediation committee to address an issue.

In its current state, two SA Staff members observe no evidence of documentation regarding performance management or accountability issues. The General Manager observes that when Executives are working well to the point of friendship, it can be challenging when disciplinary actions are required. If Directors are not fulfilling their duties, someone needs to signal to the Executive team, create a report and present it to the Board. The SAGBC is currently lacking someone on the Board to be responsible for monitoring this; the General Manager suggests a non-voting member/accountability or ethics officer. Someone other than SA Staff may be needed to provide advisory support for performance and mediation.

Another issue related to accountability is expenses. Each year the Board has a set training budget, and Executives make requests to allocate. The budget is for all Directors, but Executives take more advantage of conferences, for example. There is a lack of accountability here: one Executive submits a request, and the other signs it. Resources are not distributed equitably.

¹² <https://www.studentassociation.ca/wp-content/uploads/2020/10/VDAM-October-2020.pdf>

One College Staff suggests either the General Manager role change to include mentorship, advocacy and advising, or another staff role considered. Performance mediation and other support should be filled by someone who is not personally invested in winning battles with the College (i.e. the General Manager). Directors agree that there is tension in having the General Manager in a mediation role while they have to continue working with them.

Both Directors interviewed think their performance should be reviewed by the Board itself (a two-way evaluation; perhaps, self and Board); they must also be accountable to members. Some Directors don't interact with a variety of students; there's an engagement piece missing here between the Board and the student body.

College Staff suggest looking to College departments (i.e. Student success) for training (i.e. to facilitate performance management, professional improvements, and goal settings). Consider using a scorecard to manage Board's performance, and report back to Members each year.

Several College Staff were not aware of any accountability or performance issues.

Alternatively, one SA Staff believes performance management should not be required; "if your role is to represent the electorate, there is no need for performance management. It creates major conflicts of interest. If the role is open-ended, it doesn't need performance management. Governance/politicking should be more open-ended." This comment fits with an approach to overhaul the current Executive and Director job descriptions, focus on a 'governing board,' and rely more on staff and a hired non-voting Executive to provide continuity and stability.

GOOD PRACTICE: ACCOUNTABILITY

Third-Party consultant to support Board performance and development

Niagara College relies heavily on third-party advisors to lead them on governance, HR, and conflict resolution. A third-party consultant ensures there is no bias, helps avoid a poisoned environment between board members and staff, and lends legitimacy, expertise, and accountability. They hire governance as needed (Catherine Raso); for example, they invited her to a By-law and Policy Committee meeting at the end of the month to help workshop the NCSAC Honorarium Policy, then she would invoice her time). Other consultants may be hired on an as-needed basis (e.g. accountant, lawyer, mediator).

SUMMARY OF FINDINGS

Theme 3: Accountability Mechanisms

Giving paid Executives too much power (read: limited accountability restrictions and voting rights) puts the SAGBC at risk. Current processes for two Executives to manage their own performance and for the Executive Committee to deal privately with Conflicts of Interest that were not declared have resulted in under-documented issues that are not handled according to policy. Accountability is lacking. The SAGBC Board may look to other SAs who build ongoing check-ins into their meeting structure, focus on group performance, and use the honorarium to compensate based on performance. The Board may also consider an accountability officer or ethics advisor, internal or external to the organization, to ensure that accountability measures are followed.

Theme 4. Board Procedures and Meetings

4.1 Meetings

SAGBC Area of concern:

- Clarity needed on 'in-camera' portions of meetings
- Minute taking may lack transparency
- Appointment of the Chair is someone outside of the Association, which may need a re-think.

Questions posed to external stakeholders on board meetings

- Who chairs your organization's Board meetings? Is the Chair a Board member or a non-member? How is the chair selected?
- What are your relevant by-laws and policies with respect to conducting and managing Board meetings?
- What rules do you use to manage Board meetings?
- What training do your Board members receive on those rules, including rules around the use of in-camera meetings?
- What role do staff and non-members play in the conduct of Board meetings?

Questions for internal stakeholders:

- Describe the current issue regarding Directors lacking clarity on what is in-camera.
- What training is offered to new Directors to understand what is covered in-camera?
- Does the Chair, being a non-member, present issues re: in-camera, or is the Chair asked to leave?

FINDINGS

External Stakeholders on Board Meetings

Frequency and agenda process

The majority of Boards require one meeting per month or more. Okanagan suggests one meeting every six weeks during the fall and winter semesters, with just 1-2 meetings in the summer semester. All Boards set a limit for the number of days in advance that meetings can be scheduled and materials can be sent, although only 24 hours' notice was required in one institution. Some institutions are explicit that Board meetings will not accept new additions to the agenda under the time frame, while some allow for flexibility in adding new items so long as the majority of the Board agrees and time permits.

Many institutions note the use of Robert's Rule of Order (Sheridan, Seneca, Centennial, Okanagan, Algonquin, Brock), and Seneca shared they are trying to get rid of Robert's Rules as they're difficult to enforce, and there are too many. The use of Roberts Rules is included in Board orientation training.

In-Camera

Through a review of 12+ SA Board Bylaws on the topic, a proposed definition to aid the new Director's understanding: In-camera discussions are for personnel issues that name individual persons; if details of the discussion were disclosed to the public, it would be a breach of privacy.

SAGBC includes only one statement in Bylaws 8.8 about in-camera that the secretary does not record minutes during in-camera sessions.

Seneca includes a little more detail when in-camera is required:

In-Camera Meetings. Where a matter is determined by the Board to be confidential, the part of the meeting concerning such confidential matter may be held in camera and attended by Board director only. Guests may be invited at the discretion of the Board.

Any Director can request to go in-camera; according to Robert's Rules¹³, a motion is made to bring a meeting into executive session or in-camera. A motion to go into executive session is undebatable, as long as the mover doesn't interrupt someone who already has the floor and requires a simple majority to pass. To get out of the executive session, a motion is moved to close the executive session.

Minute taker and Chair

There is no standard minute taker at SA Boards; minute takers may be an elected Director or Executive, part of SA Staff role (this is becoming more common, gleaned through interviews), or in one instance, a third-party vendor responsibility. The role focuses on recording meeting minutes and documentation management. Examples

Sheridan SSU	Humber Ignite	Seneca Student Federation.	Centennial College Student Association Incorporated
Secretary manages minutes (paid non-voting position 'Executive Coordinator'); minutes circulated to Board, then signed by Chairperson and Secretary.	Secretary (SA Staff, Board Administrator) records in Minutes book, with a minimum standard.	Secretary appointed from campus elect student reps.	Meeting minutes are taken, reported and archived by third party firm who performs the role; it's 'much more professional and accountable' than students previously.

At Ryerson University Students Union, the elected Directors appoint Chair and Secretary positions. At Algonquin, the Vice President is the Secretary (responsible for Corporate documents, signing documents and expenses).

All institutions appoint a Chair at the first Board meeting in one of three ways:

- assumed by the President (Centennial, Algonquin, Sheridan)
- appointed Director (Niagara, Ontario Tech, Okanagan, Humber)
- appointed external to the Board (Capilano, SAGBC).

Note, at Sheridan, their Board has two Chairs: President and CEO/General Manager of the SA. Okanagan provides 3 Chairs, one from each campus. Other SAs have just one Chair.

Nothing unique or problematic emerged from the institutional review of the Chair position; they hold the standard role of facilitating all Board meetings and are a non-voting (ex-officio) role.

SAGBC is one of three schools that appoint an external Chair (specifically, the Executive Director of the CFS).

¹³ http://communitysector.nl.ca/d/hbg/Session2/2_P_In-camera_FAQ_Student_Council_University_of_Alberta.pdf

Internal Stakeholders on Board Meetings

Two SA Staff noted that training is still needed to prevent the over-use of in-camera sessions. Although one SA Staff noted no recent issues with the in-camera since training with B. Millard has increased. One College Staff and one SA Staff who frequently attend Board meetings note that Robert's Rules of Order are not used correctly. One SA Staff said the Board is constantly passing motions to limit speaking to four minutes. One SA Staff suggested a timer for speakers and to assist in-camera sessions to stay within a reasonable timeframe.

College Staff don't usually attend Board meetings; however, one person noted that too much time was spent on Robert's Rules, and in the name of decolonizing campus spaces, this may be something to let go of. SA Staff state that, so long as CFS is in the role of Board Chair, they will bring Robert's Rules.

One Director interviewed thought Roberts Rules of Order are helpful to learn; they provide limits to speaking, how to behave (i.e. not interrupt), and how to object. The same Director shared that although Board packages are sent one week in advance, discussions and rationale behind proposed policy changes are limited. At Board meetings, there is not enough time to explain fully. This Director feels the time available/allocated for meaningful engagement between Board members is lacking.

Resource: Roberts Rules of Order cheat sheet by Durham College

To aid new Directors' in using these rules, this resource may be useful to include in Director training and reference a printed 'cheat sheet' during meetings.

<https://www.templateroller.com/template/257606/robert-s-rules-order-cheat-sheet-the-student-association-at-durham-College-and-uoit-ontario.html>

Chair and Secretary

Multiple SA Staff and both Directors interviewed agree that the current Chair of the Board, the Canadian Federation of Students (CFS) Executive Director, does a fine job facilitating meetings. The Board can elect another outside person (there is a policy in place to do so). However, CFS returns to the role year after year (this may be due to the new Board's immediate exposure to the CFS conference, which engages students in the CFS ecosystem). One SA Staff person feels this is problematic. In addition to facilitating meetings and enforcing Robert's Rules of Order, the current Chair may help with conflict mediation.

Two SA Staff aren't sure why an external Board chair is needed. Appointing an External chair is something that two other SAs do, so it isn't unique to SAGBC Board. It isn't the majority, however.

Although a Director should be in the Secretary role (as non-profit Boards tend to do/as per SABGC Board job descriptions), past Directors did not perform this function well; now, an SA Staff member records minutes and manages meeting documentation. This works fine from the perspective of the Directors and SA Staff interviewed.

4.2 Policies and Procedures

In general, as mentioned in Section 1.2, the policy and procedure update process isn't consistent, and internal stakeholders agree that Bylaws and Board policy policies and procedures could benefit from an extensive review. A separate list of policy suggestions has been shared with B. Millard for consideration.

SUMMARY OF FINDINGS

Theme 4: Board Procedures and Meetings

Ongoing training for new Directors on Board meeting procedures will always be required. Considering that many elected student representatives are international students, efforts can be spent to ensure accessibility of the materials and access to support throughout the year. Clarity of the purpose of 'in-camera' sessions has been improving since the SAGBC has focused more training on it. The use of Robert's Rules of Order has mixed reviews from SAGBC stakeholders, although it is used by almost all other SAs reviewed with no suggestions for alternatives. The designation of an SGABC Staff person to handle the Secretary role works well, and no stakeholder has suggested the need for change (although the role should be removed from the Executive job description). No stakeholder expressed concern with the transparency of Board meeting minutes. The current designation of an external Chair (for a number of years now, the CFS Executive Director) is mainly seen as fine; however, a few stakeholders question the need to have an external chair in the first place.

Most SAGBC stakeholders who have reviewed bylaws, procedures and policies identify areas for change. As noted in Theme 1, the Board committee for review of policies and procedures is not functioning; thus, a new engagement for the work should be considered.

Theme 5. Board Culture and Professionalism

5.1 Conflict management

SAGBC Areas of Concern:

- The Board has expressed concern about frequent conflicts amongst Board members, particularly acrimonious relationships between the Executives and other Directors.
- The Board seeks a review and recommendations on how its structure, policies and training could be improved to promote more constructive and harmonious interactions between all Board members.

Questions asked to external stakeholders regarding conflicts among board members:

- How are conflicts between Board members handled in your organization?
- Are there any policies or procedures that help to resolve conflicts between Board members?
- What advice or suggestions can you provide with respect to resolving conflicts and improving relationships between Board members?

Questions asked to internal stakeholders:

- How do the staff offer mentorship to the Directors and foster an environment of open, honest communication? Do other non-staff individuals help to support the leadership skill development within Directors?
- How can relationships between Board members be improved? Please describe examples of conflicts that have arisen between directors (including between Executives and other Directors). How could these situations be addressed or avoided?
- Some Student Associations engage in team-building exercises and events (retreats etc....) for newly-elected directors to build collegiality and cohesion on the Board. Does SAGBC engage in any team-building exercises or events for newly elected directors? Please describe?
- Does SAGBC have a budget to increase team-building efforts for newly elected directors at the outset of their terms?

FINDINGS

External Stakeholders on conflict management

The general approach for SAs to manage conflict between Directors is:

- (1) Directors first attempt to resolve through discussions themselves
- (2) escalation to a Board Executive (i.e. President/CEO who may help mediate)
- (3) escalate to the staff liaison (General Manager/Executive Director or other); or third-party mediator

Here are a few examples of the Board conflict management process:

- Sheridan: handles conflict with the Board as a while
- Humber: Board admin staff helps Directors work through conflict.

- Seneca: discussion first; invoking policies on remediation is rarely done
- Centennial: complaints are raised at Board meetings or to the CEO, depending on the situation. If, through discussion with the Board as a whole, cannot resolve, a third-party mediator is brought in.
- Okanagan: Discussion first, then verbal warning, written warning, last a vote of confidence (rarely occurs).

Several interviewees note that relying on the General Manager/Executive Director as conflict mediator puts them into an awkward position, as later, the Directors involved in the conflict have to review the performance of the General Manager/Executive Director. For example, Niagara college has a third-party advisor to mediate conflict; Centennial will also offer an external advisor.

In comparing the experience at a College SA and a University SA, one interviewee noted a distinct difference in the level of maturity of the students involved in student governance, with the University SA Board needing little guidance about conduct and behaviour.

One interviewee suggested that Directors should be frequently reminded of the code of ethics through training and mentorship and that their work on the Board is not to serve personal interests. Removing the personal and being reminded of the bigger picture is a valuable part of the staff-Director mentorship role that can set the tone for Directors throughout their term.

In discussion with other SA/SU Staff and admins, interpersonal conflict between Board members was not an area of concern. In other words, Board members were often able to resolve themselves.

Internal Stakeholders on conflict management

Not many internal stakeholders were open to sharing the types of conflicts recently experienced with the Board or how they are managed. Two SA Staff noted “things have gotten better;” perhaps the move to remote work since the pandemic has cooled down the conflict? This has not been validated.

One SA Staff was open to comment, “the culture of the SAGBC is passive aggressive in terms of conflict management; policy/procedures are changes to bring in more disciplinary measures that create more burden. People are quick to call out errors. Significant work needed here.”

One SA Staff notes that in terms of relationship building long-term, staff are less likely to open up and make connections with the new Board; they are reserved. They note that tension with the Board and staff is an ongoing issue, and they are unsure of a solution. Perhaps due to history (and experiences in the past with the Board that have left impressions on longer-term staff), some staff is less willing to engage.

There were no recent examples of conflicts shared from the Directors or College Staff (who note they have overall pleasant but limited interactions with the Board; see Section 5.3).

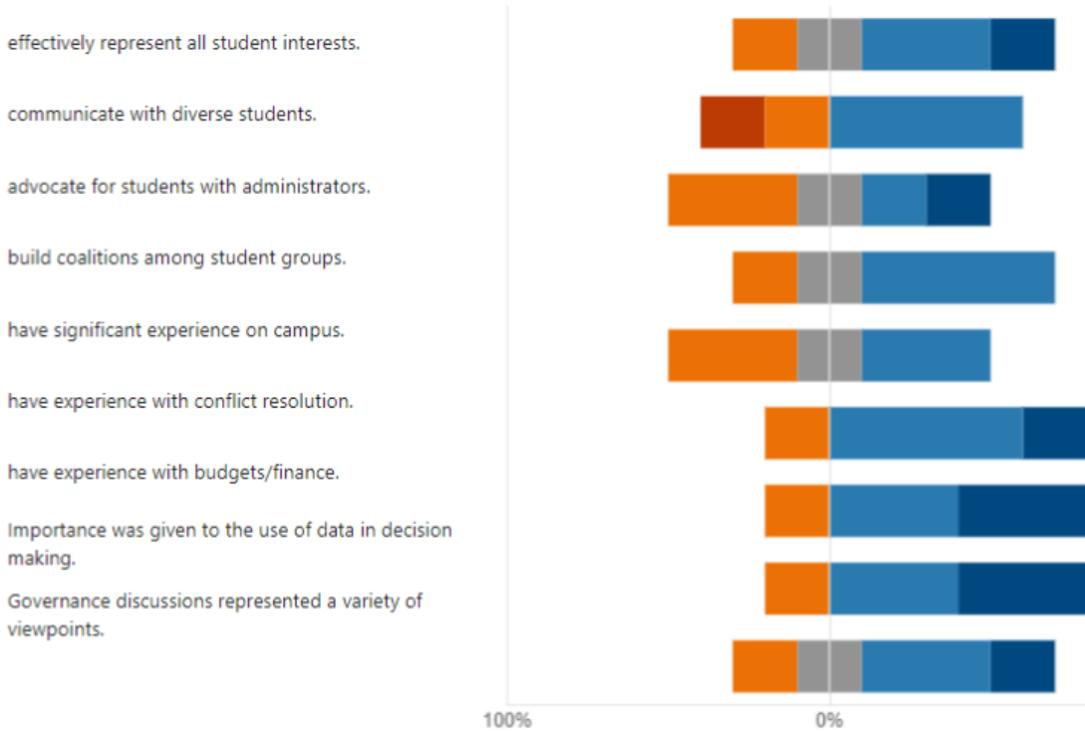
However, in the Directors survey (n=5), a range of agreement and disagreement illustrates that some Directors’ experience on the Board was good, while for others (the minority), not as pleasant. Recall also in Theme 2. Executive Roles, where one SA Staff commented on the culture that “the two lead Executives are seen as ‘more important than other two; and Executives ‘more important’ than other Directors.” One Director shared

“at times, it felt I was unfairly targeted by execs and was told that because I was undecided on if I was joining a committee that I lacked communication skills. It was extremely alienating. I didn't feel supported, and I don't think I performed as best I could.”

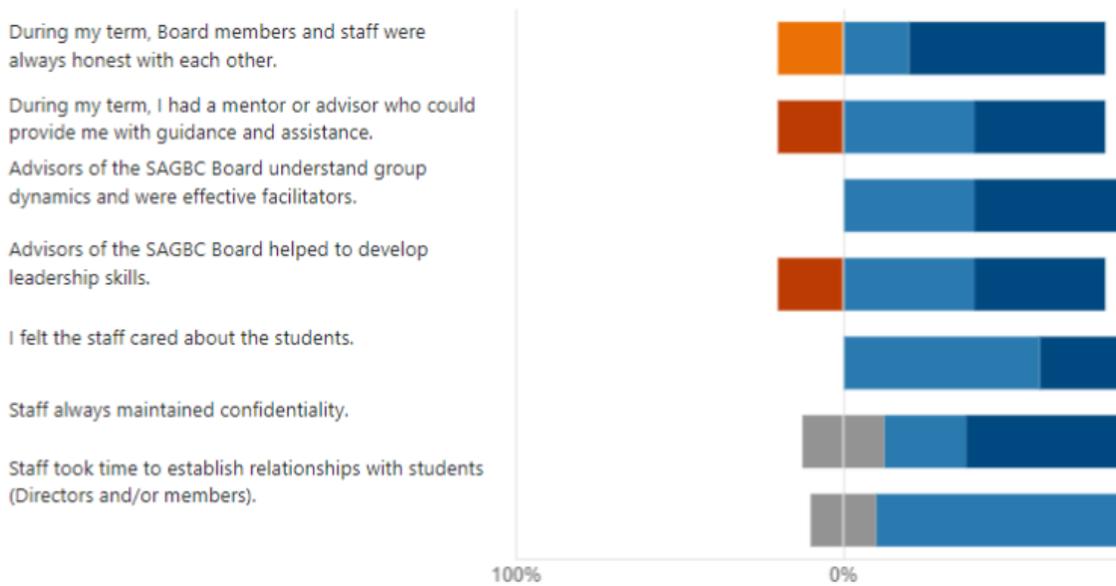
SAGBC governance data report by LogicalOutcomes

From the Survey, "As a student leader, I was able to..."

Strongly Disagree Disagree Undecided Agree Strongly Agree



Strongly Disagree Disagree Undecided Agree Strongly Agree



GOOD PRACTICE: CONFLICT MANAGEMENT

Third-party conflict mediator

A couple of institutions noted the use of a professional third-party mediator when an escalation point was needed, which helped to alleviate tension from the General Manager/Executive Director having to play the mediator role (then be evaluated by the same individuals). At present, SAGBC Board does not state concern with a conflict between the Board and staff. A mediator could support inter-board conflicts, however.

Off-site onboarding retreat for new Directors to build relationships

Two institutions that indicated a well-functioning Board (Okanagan and Niagara College) offer a two-day off-site retreat to orient new Directors before the fall semester begins. This helped to build relationships and foster a positive working environment among the new members, which has helped to avoid interpersonal conflicts in the future. As the conflict the SAGBC Board mentioned is between Board members, having an off-site or multi-day retreat may aid in that initial relationship building and strengthening, to set the Directors together in the right direction.

All Directors have the same responsibilities.

Removing the Executive tier of voting members from the Board may aid in removing the power dynamic resulting in observations of SAGBC Executives feeling 'more important' or dominant to non-Executives.

5.2 Diversity

The following question was asked to external stakeholders:

- How do you ensure stakeholder representation and diversity of Board members?

FINDINGS

External Stakeholders on Diversity

Some institutions include a diversity statement in the bylaws or policies, but it isn't widespread. To achieve 'diversity' in representation, the SA needs to define diversity, share metrics about the student body to understand which student populations are represented at the College, and engage with candidates who represent these populations (racial diversity, Gender balance, LGBTQ, international/Canadian, etc.).

This topic was not widely discussed; the impression is that SAs will 'take what they can get in terms of students running for the Board. As noted in Theme 1, engaging diverse students, and even enough students to fill the slate, has been a problem in recent years.

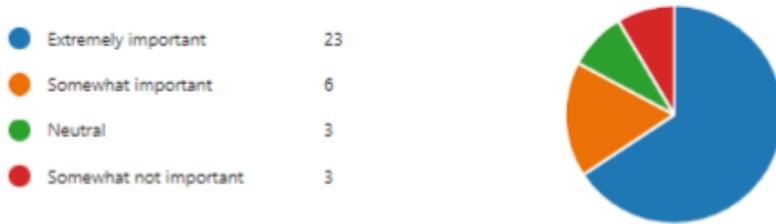
A few interviewees reminded that Directors are chosen by the students. Although the Board admin team/SA may work to support nominations of 'diverse' candidates, the Members ultimately decide.

Internal Stakeholders on Diversity

Members who voted in the survey (n=35) noted the importance of having a representative Board.

SAGBC governance data report by LogicalOutcomes

. The SAGBC is governed by a group of 11 elected student Directors. How important is it that the SAGBC Board be comprised of diverse identities?



Through interviews, two Directors noted that without intentionally engaging certain constituencies (i.e. non-international students), the SA might continue to attract largely international students.

In discussions with SA Staff, emphasis was placed on Equity, with few comments on the importance of diversity.

GOOD PRACTICE: DIVERSITY

Create Staff roles to engage with specific student populations in a sustainable way

University of Toronto Scarborough SU has created a staff position to engage students with a specific background, with the intent to increase representation in governance and also to ensure those students' views and needs are accurately reflected in SU service delivery.

Non-voting student representatives that reflect Membership

To support diversity representation of the SA, Niagara elects non-voting volunteer student ambassadors (i.e. 1 for international students, 1 athletic, 1 indigenous, sometimes 1 LGBTQ)

5.3 Professionalism

SAGBC areas of concern:

- The Board members are the face of the Association, and they must act professionally and ethically at all times during their terms. The Board seeks a review and recommendations on strategies to foster and develop the professionalism of its Board members in their dealings with each other, their membership, and the public.
-

The following questions were asked to external stakeholders regarding professionalism.

- How is a culture of Board member professionalism promoted and maintained in your organization?
- What strategies, training, or professional development do you deploy to increase levels of professionalism amongst Board members?
- What advice or suggestions can you provide with respect to achieving satisfactory levels of Board member professionalism?

Questions posed to internal stakeholders.

- How can Directors' professional conduct be improved? Can you provide examples of misconduct that would help us understand the root of the concern?

FINDINGS

External Stakeholders on Professionalism

All institutions have a training program for new Directors; 'onboarding' is the administrative process, while orientation is the training delivery. Most SAs reviewed tasks with the General Manager/Executive Director and Board admin/SA Staff to manage the training. Training is the first place for the SA to introduce expectations for the Directors since their election (although pre-election training may also cover expectations). Training may be a one-day workshop, multi-day on-campus or virtual sessions, or an off-site two-day retreat. The content prioritized the SAs Bylaws, non-profit governance procedures (meetings, reporting, budgets), other Board Policies, conflict of interest identification, code of conflict, and other related topics. A handful of SAs notes the hiring of third-party consultants to present on certain topics and be available throughout the year as a resource should Directors need (i.e. Human resource specialist, lawyer, non-profit governance). Relying on an outside expert alleviates staff from needing expertise on those topics (and is helpful where SA Staff turnover is concerned, although no one directly mentioned this).

A few interviewees noted that Directors have an apparent mentor within the Executive or staff to discuss their concerns and check in with regularly. Staff who can foster an open, communicative relationship with Directors noted that this helped to foster a more positive and professional work environment. For the few SAs who rely on a hired non-voting Executive (i.e. Sheridan's President, Humber's Board admin), that person played a more significant role in mentorship to the Board.

See the Appendix, where Jennifer M.Miles shares feedback from student government leaders on the trusting bond developed between Directors and staff that supported their growth and development. In this regard, the SA Staff/consultant commitment to supporting Director's growth and performance cannot be understated. Orientation for new Directors would be the first significant opportunity to build a strong relationship between Directors and their mentor(s).

Internal Stakeholders on Professionalism

Internal stakeholders spoke broadly on training events that include aspects of professionalism. No current examples of misconduct were given. One SA Staff suggests that to assist Board members in 'doing the right thing,' orientation training programs should include ongoing equity assessments. A second suggestion: training sessions should be recorded for those who miss, as hiring facilitators for a second repeat day can be costly. One College Staff with plenty of Board management experience notes that it is helpful to set expectations early with training; have a retreat so that Directors can get to know each other and the SA Staff in low-pressure settings (see Good practice). There is much value for Directors in leadership development.

Concerning external training, one SA Staff and a College Staff agreed that some content from the CFS Skills conference is not well suited for College governance; it's more suited to create a certain type of Director. For international students on the learning curve of non-profit governance (i.e. new to Canada and adjusting to context), SA Staff has seen attendance at the CFS Skills conference create problems. The staff suggests not sending Board to CFS Skills; other internal and appropriate training would better serve SAGBC. One College Staff notes the CFS is very adversarial, they are agitators, and they don't prioritize/foster building good relationships between SA Boards and their College. This College Staff notes that in Ontario, there is a lack of knowledge and best practices for College SA/SU Boards.

SA Staff recalls that in the past, Board members would go directly to staff and make demands, either in person or by email, perhaps due to a lack of understanding of the process, or an SA Staff, demanding things in a short time. A few stakeholders recalled instances where a Director communicated by email directly with College Staff and didn't include SA Staff. Email etiquette and the collaborative nature of governance (which

requires open communication with SA Staff) could be repeated through training and mentorship. One Director agreed that following the SAGBC communication structure is important.

Several SA Staff and most College Staff don't observe a lack of professionalism on the Board or any recent communication issues. In recent years, professionalism has improved – and/or conducting virtual business during the pandemic has shifted how individuals interact.

GOOD PRACTICE: PROFESSIONALISM

Annual training program with retreats and refreshers.

Niagara College explains how they structure Board training around 3 Retreats:

- The first in May to welcome the incoming Board and provide foundational information about the organization and team-building opportunities.
- The second in August/September, a refresh before the start of the school year; to prepare directors for their job roles, let them know what they can expect in the coming weeks to welcome students on campus as well as the President, and introduces each Director to the Associate Dean of their program.
- The third is in January, before students resume classes for the winter term, to help refocus and prioritize goals for the last semester of their term.

They also provide training sessions throughout the year to help Directors learn as much as possible in their role (example: Board Chair training).

SUMMARY OF FINDINGS

Theme 5: Board Culture and Professionalism

Although no current examples of professional misconduct or conflict were shared (College Staff have only positive things to say about their interactions with Directors), it is clear there were historical events that prompted disciplinary policy responses that left one SA Staff feeling the SAGBC board and management has a 'passive aggressive conflict management' style. This environment could be aided by encouraging more honest discussions between Directors and their mentor(s) (i.e. SA Staff) and/or the occasional consult with a professional mediator should SA Staff not have the skillset or time in their job description to provide that facilitation. It was also disclosed that long-time Staff refrain from opening up to new Directors; there are an element of holding onto past (negative) experiences that may be prohibitive to their fully supporting SAGBC Directors every year. Retreats and training events are important for directors to bond with each other and build trusting relationships with the SA management team. With limited examples of current misconduct shared, it is difficult to make additional recommendations.

Appendix. Literature scan highlights

Increasing Student Participation in Self-Governance: The Recommendations of Student Leaders. p. 76 Table 7.1 Strategies and Techniques for Increasing Student Involvement in Government. Jennifer Miles and Michael Miller (2006) Student Governance and Institutional Policy: Formation and Implementation ¹⁴

Table 7.1. Strategies and Techniques for Increasing Student Involvement in Governance

<i>Strategy/Technique</i>	<i>Mean</i>	<i>SD</i>	<i>Variance</i>	<i>Range</i>
Create a positive image on campus for the student leaders	4.65	.49	.24	1
Create a student government structure which accomplishes its goals	4.65	.59	.34	2
Administrators should respect decisions of student governments	4.50	.83	.69	3
Increase student representation on faculty and staff committees representation on faculty and staff committees	4.47	.90	.82	3
Foster cooperation between the student government and the institution's administration	4.35	.67	.45	2
Be visible to first-year students	4.35	.81	.66	2
Give the students a feeling of ownership	4.30	.86	.75	2
Publicize student government meetings and activities	4.30	.66	.43	2
Establish a relationship between the student government and student organizations	4.25	.79	.62	2
Demonstrate student government effectiveness so others will want to join	4.20	.62	.38	2
Provide a consistent time and location for student government meetings	4.20	.77	.59	3
Make students aware of options and roles available through the student government	4.00	.73	.53	2
Keep the student media involved and interested	3.90	.85	.73	3
Emphasize the importance of the position each student holds	3.75	.85	.72	3
Encourage new student involvement through demonstrating past accomplishments of the student government	3.70	.73	.54	3

14

https://books.google.ca/books?hl=en&lr=&id=i_0nDwAAQBAJ&oi=fnd&pg=PR1&dq=student+government&ots=A_CLqZkugW&sig=ull07LluqRDKOdZmCqP18BQnwtA#v=onepage&q=student%20government&f=false

Miles, Jennifer M. "Reflections of student government association leaders: implications for advisors¹⁵." College Student Journal, vol. 45, no. 2, June 2011, pp. 324+. Gale In Context: Canada (Accessed via Toronto Public Library)

To effectively advise a student organization, advisors need to be familiar with the rules and policies that regulate how they advise and interact with students. Student group advisors should also understand group dynamics and student development theory (Love, 2003). Student organization advisors must fulfill many roles, including mentor, teacher, leader, supervisor, and follower (Dunkel & Schuh, 1998).

Laosebikan-Buggs (2006) determined five recommendations for administrators who advise student governments. These strategies include the following: 1) student government officers and administrators must be honest with each other, 2) experienced and supportive individuals should be placed in the role of student government advisor, 3) administrators should be inclusive and care about students, 4) administrators should maintain confidentiality, and 5) administrators should take the time to establish relationships with students.

FINDINGS

All student governments in the study were assigned at least one faculty or staff member as their advisor. Most student government presidents also interacted with additional staff members or administrators, either in an official or unofficial advising capacity.

Overall, the students categorized their relationships with their advisors as positive.

Students also remarked on how much they depended on their advisors.

Students indicated respect for the advising structure.

Students indicated that they depend on their advisor's knowledge of the institution and the student government association. The students also mentioned looking to their advisors for motivation.

Learning from Experiences

Most students shared learning from experiences. These experiences included those of the current and previous student government administrations. They learned from what they had personally done and from what had occurred the previous year. The students learned from failures or poor decisions; those experiences inspired them.

Students described student government as a safe place to try new ideas. They preferred trying new programs or structures and failing rather than always following established traditions.

The students wanted to create change and improve students experiences on campus. They wanted to take ownership of the role and not have any regrets.

In addition to learning from their own mistakes, the students interviewed also learned from the mistakes of former student government officials. Students pointed out how the student government suffered from a lack of leadership and lack of experience in the past. The students used the missteps of former presidents to guide their decision-making.

The students viewed a lack of documentation and a lack of knowledge as deficiencies and, at the same time, saw creating new traditions and breaking with the old as positive changes.

¹⁵ <https://go.gale.com/ps/i.do?p=CIC&u=tplmain&id=GALE|A259679616&v=2.1&it=r&sid=bookmark-CIC&asid=17be48c3>

The student government presidents sought out student feedback.

The presidents wanted to put their time and effort into issues that concerned other students. When they addressed issues that were widely known, they received the support of fellow students.

DISCUSSION AND IMPLICATIONS

Effective student leaders have been identified as those leaders who possess a value system, flexibility, a healthy self-concept, insight, and human relations skills (Barsi, Hand, & Kress, 1985).

The idea of encouraging student involvement is tied to the concept that students should be allowed to have a say in how they will be treated (Love & Miller, 2003). The students who participated in this study wanted the freedom to make decisions and wanted to represent the needs of their fellow students. The students interviewed did not mind making mistakes as long as they learned from them.

Advisors are uniquely positioned to decide when to allow failure as a teachable moment and when the situation is too serious to permit failure. Those teachable moments may represent significant steps in the student's development. However, student government associations may work with issues such as allocating student activity fees and representing the institution to external constituencies. The advisor must decide when to provide guidance and when to leave the decisions to the students.

Student governments are involved with different issues at different Colleges and universities. Depending on the issues the student government addresses, the students may benefit from being advised by individuals with varying areas of expertise.

Miles, Jennifer M., et al. "Student governance: toward the effectiveness and the ideal.¹⁶" College Student Journal, vol. 42, no. 4, Dec. 2008, pp. 1061+. Gale In Context: Canada. Accessed via Toronto Public Library

These study findings overall repeated the need for student governance bodies and their leaders to be purpose-driven in finding meaning and role for their bodies and their efforts. In the ideal characteristics identified, there was strong agreement among all responding student leaders that efforts must be made to articulate the interests of many students. Similarly identified in the ideal characteristics of student leaders was the need to represent the interests of all students. Broadly, as with other elements of higher education leadership, the students in this study called for equitable and broad-based leadership.

One of the study's most surprising findings was the little importance given to the use of data in decision-making. With the growing calls for accountability by trustees, students, parents, state legislators, and accreditation leaders, it was surprising to see that students did not see a reliance on hard data to inform decision-making.

Perhaps the most telling ratings of the survey were given to elements of effective student governance bodies. Findings indicated that content-based dialogue should supplant debates about parliamentary procedure and that political machines should be replaced by representing a variety of viewpoints. Results also showed that there is a need to define officer roles, which could have any number of interpretations, including the need to develop student leaders better to see the broad picture of higher education and student needs and build agendas and coalitions that represent diverse student interests and needs.

Note: Table 1 and Table 2 were used to information questions on the Directors Survey to assess outgoing Directors' experience on the Board (i.e. their alignment with the ratings). Table 3 is a good input for the Director's job description/recruitment content.

¹⁶ <https://go.gale.com/ps/i.do?p=CIC&u=tplmain&id=GALE|A187324777&v=2.1&it=r&sid=bookmark-CIC&asid=931bf52c>

SAGBC governance data report by
LogicalOutcomes

Table 1
Mean Ratings of Ideal Student Governance Body Characteristics

Characteristic	Res Univ Mean	Lib Arts Coll Mean	Overall Mean
The SGB has a clear sense of purpose	3.99	4.51	4.25 *
Governance bodies should serve as a conduit for soliciting student input into university business.	4.30	4.00	4.15
SGB deals with issues that impact a variety of student constituents.	4.34	3.90	4.12 *
SGB involves the most talented students on campus.	3.99	4.01	4.00
SGB represents broad student interests	3.74	4.21	3.97 *
SGB deals responsibly with institutional issues	3.67	4.12	3.89 *
Senior administrators display respect for SGB actions.	3.62	3.99	3.80
Senior administrators display respect for SGB members.	3.65	3.95	3.80
SGB has the fiscal resources to accomplish its tasks.	3.58	3.88	3.73
SGB has the data and information necessary to accomplish its tasks.	3.57	3.88	3.72

SGB = student governance body.

* Denotes statistically significant difference between items at an alpha level of .05.

SAGBC governance data report by
LogicalOutcomes

Table 2
Comparison of Mean Ratings of Student Governance Body Effective Elements

Characteristic	Res Univ Mean	Lib Arts Coll Mean	Overall Mean
To be effective, the student governance body should ...			
have real meaningful and content based debate/dialog.	4.82	4.90	4.86
have the resources necessary to do its work.	4.68	4.89	4.78
have an appropriate role definition for officers.	4.80	4.75	4.77
represent a variety of viewpoints.	4.54	4.50	4.52
complete work in a timely fashion.	4.55	4.46	4.50
have open lines of communication with students on campus.	4.10	4.75	4.42 *
should actively solicit student input on issues to consider.	4.27	4.35	4.31
have open lines of communication with senior administrators.	4.06	4.50	4.28 *
have open lines of communication with academic deans.	4.01	4.00	4.00

* Denotes statistically significant difference between items at an alpha level of .05.

SAGBC governance data report by
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Table 3
Ideal Characteristics of Student Governance Body Leaders

Characteristic	Res Univ Mean	Lib Arts Coll Mean	Overall Mean
The ideal student governance body leader should ...			
represent all student interests.	4.56	4.80	4.68
be willing to communicate with diverse students.	4.43	4.80	4.61
advocate for students with administrators.	4.56	4.50	4.53
be willing to build coalitions among student groups.	4.43	4.60	4.51
have significant experience on campus.	4.12	4.80	4.46
have experience with conflict resolution.	4.00	4.01	4.00
have experience with budgets/finances.	3.99	4.00	3.99

* Denotes statistically significant difference between items at an alpha level of .05.