

STUDENT ASSOCIATION OF GEORGE BROWN COLLEGE

GOVERNANCE REVIEW

FINAL REPORT - EXECUTIVE SUMMARY

September 8, 2022

Prepared by:

Ben Millard
Millard & Company LLP
366 Adelaide Street West, Suite 102
Toronto ON
M5V 1R9

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.**