



Voting Directors Accountability Manual (VDAM)

As adopted by the Board of Directors on December 7, 2023 and effective January 1, 2024.

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1. ORGANIZATION ESSENTIALS

1.1 Organizational Mandate

The Student Association is the central student government that represents the interests of its members, George Brown College students. The Student Association's primary mandate is to:

- a) democratically represent and advocate for its members and their interests; and
- b) provide services and resources that meet the needs of its members.

2. BOARD STRUCTURE AND GOVERNANCE

2.1 Structure of the SAGBC Board

The Student Association is governed by a Board of Directors, made up of students who are elected to the following positions:

- a) Executives Members ["Executives"] (4)
 - 1. Director of Communications and Internal
 - 2. Director of Operations
 - 3. Director of Education and Equity
 - 4. Director of Student Experience
- b) Educational Centre Representatives ["Educational Reps"] (7)
 - 5. Arts, Design, and Information Technology Educational Centre Representative
 - 6. Business Educational Centre Representative
 - 7. Community Services and Early Childhood Educational Centre Representative
 - 8. Construction and Engineering Technologies Educational Centre Representative
 - 9. Health Sciences Educational Centre Representative, including the School of Nursing

10. Hospitality and Culinary Arts Educational Centre Representative

11. Preparatory and Liberal Studies Educational Centre Representative

The students elected to the positions above each have one, equal vote on the Board and they are referred to in this Manual interchangeably as “Directors” or “Board Members”.

The Board Members are not employees of the Association. They are elected students who perform a governance role during their term.

2.2 Key, Non-Voting Positions

The Board is supported and advised by the following key officers, employees and advisors. The individuals holding these positions are not Board Members and do not have a vote at Board Meetings.

a) General Manager: The General Manager is the Association’s most senior management employee, who manages the Association’s staff and is responsible for all the organization’s day to day operations. The General Manager’s detailed job description and role is set out below.

b) Chairperson: The Board’s Chair is appointed by the Board for a one-year term. The Chair cannot be a Board or Student Association member and does not have a voting role at any meeting. (Bylaw 7A) The Chair’s role and authority is set out in more detail below.

c) Chief Returning Officer (“CRO”): The CRO is responsible for the overall administration of Student Association elections. The CRO’s detailed responsibilities and authority are set out in Bylaw 12.

d) Review Officer: The Review Officer performs the duties as set out in this policy, including the initial review and assessment of formal complaints, potential conflicts of interest, and recommendations regarding Board Members’ compensation. By default, the Review Officer position is held by the CRO. If the CRO is not available for any reason, the Review Officer's position and duties shall be fulfilled by the Board’s Chair. In the event that neither the CRO nor the Chair are available, the General Manager shall be notified and shall delegate another neutral individual (who is not a voting member of the Board) to fulfill the Review Officer’s position and duties until the CRO or the Chair become available.

e) Legal Counsel: The Board is advised, as needed, by outside legal counsel, including a labour law counsel for all labour relations issues regarding the Association's unionized staff, and a general counsel for all other legal issues. Communications with counsel and/or requests for legal advice are to be made by the Director of Communications and Internal and/or the General Manager.

2.3 Board's Role

The Board is a "Governing Board" which means that:

a) The Board is responsible for:

1. setting the Association's policy and strategic goals during the Board's term and communicating them to the General Manager; and
2. overseeing the Association's progress towards those strategic goals as well as its overall governance and performance.

b) The General Manager and the Association's paid staff are responsible for implementing the Board's policies and goals and for handling the day-to-day operations at the Association. The Board and its Directors do not play a direct role in the Association's day-to-day operations and staff activities.

c) The Board oversees the implementation of its goals and the Association's performance by receiving reports from the General Manager and her delegates, and by providing appropriate and constructive feedback to the General Manager.

2.4 Board's Responsibilities

In addition to its general duty to set policies and oversee the Association's governance and performance, the Board has the following specific duties:

- a)** Hold meetings at least once/month to conduct the Board's business.
- b)** Set and approve policy and strategic goals for the Association.
- c)** Appoint individuals to Standing and Ad Hoc Committees in accordance with this policy.
- d)** Approve the Association's annual budget by April 30.

e) Receive reports and recommendations from its Committees, the General Manager, George Brown College representatives and any other advisors or stakeholders and take appropriate votes and actions on the basis of those reports/recommendations.

f) Oversee the General Manager's employment and performance in accordance with this policy, and review/approve recommendations from the Executive Committee regarding the General Manager's performance and compensation.

g) Ensure that the Association is governed in accordance with its bylaws, policies and other legal obligations.

2.5 Board Meetings

a) Rules and Conduct

The Board conducts its business by holding monthly meetings. The meetings are called by the Director of Communications and Internal. If necessary, additional meetings of the Board can be called by the Director of Communications and Internal, the Executive Committee or upon request by a majority of Board Members in accordance with the bylaws.

All Board meetings are governed by Robert's Rules of Order. A summary of the key rules can be found here: <https://www.templateroller.com/template/257604/simplified-roberts-rules-order-cheat-sheet.html>

All Board Members will receive training on Board meeting rules and procedures (including Robert's Rules) during their terms.

b) Motions and Decision-Making at Meetings

The Board operates democratically as a collective. The Board can only make decisions or take actions that are supported by a majority of the Board's Members.

In its meetings, the Board makes decisions and takes actions by voting on "motions". A motion is just a proposal for the Board to take an action. That action could be to approve a draft policy, or it could be something simple like adding an item to the meeting agenda. A motion can be made by any Board member, so long as they follow the process in Robert's Rules. The motion would then be discussed and voted on by the Board. If the motion passes, then the Board will take the action that was

proposed in the motion. If the motion fails (ie. it is not supported by the majority), then the Board will not take the proposed action and the meeting will continue in accordance with the agenda.

Thus, if an Individual Director wants the Board to take an action or pursue a goal, they must put forward a motion to be voted on at a Board meeting. Once the motion has been discussed and the Board Members have voted on the motion, the Directors must accept the outcome of the Board's vote.

This is because it is important that the Board "speaks with one voice". While individual Directors may debate issues during Board meetings, once the Board has made a decision (by voting on a motion), Directors must abide by it. Individual Directors must not take actions or make public statements about Board-related matters that are contrary to the Board's decisions (or that have not been discussed with and endorsed by the Board).

c) Conduct at Board Meetings

Board Members are required to behave in a professional, respectful, and appropriate manner at all times, especially during Board and Committee meetings. The Board cannot function if Board members disrespect each other or behave inappropriately or aggressively during meetings. All Board Members must review and comply with the Code of Conduct (set out below) at all times, including during Board and Committee meetings. The Code of Conduct has specific rules and expectations regarding meetings, including that Board Members must:

- i. demonstrate courtesy and respect towards other Board Members, staff and all others in attendance at the meeting;
- ii. speak in order as called upon by the Chair, and limit their comments to the agenda item under discussion;
- iii. refrain from personal attacks on other Board members, the General Manager, staff or anyone else;
- iv. discuss issues only based on their merits;
- v. respect the decisions of the Chair; and
- vi. avoid any conduct that undermines the proper and efficient functioning of the Board.

It is the responsibility of all Board Members and the Chair to remind each other of the rules of conduct at meetings and to encourage compliance. If any Board Member engages in serious or persistent misconduct at a meeting, they may be subject to remedial action by the Chair (as described below) as well as a Formal Complaint under the Voting Directors Complaints Protocol as set out below.

d) Role of the Chair

The Board Chair's role is to:

- prepare and circulate an agenda in advance of Board meetings;
- preside over Board meetings and ensure that they run smoothly in accordance with the agenda; and
- ensure that Board members follow Robert's Rules and comply with the rules of conduct during the meeting.

If the Chair observes that any Board Member has breached any rule of procedure or conduct (including by failing to stick to the agenda, engaging in disrespectful or harassing language or conduct, or otherwise breaching the rules of conduct) the Chair must take appropriate steps to stop the misconduct and bring the meeting back on track. In particular, the Chair may:

- Interrupt the speaker at any time to remind them of the applicable rule or code of conduct issue and of their obligation to comply;
- Call a Member to order (ie. give the Member a warning on the record that what they are doing is out of order and contrary to the rules of decorum);
- Make a ruling that a motion or statement is out of order, and move the discussion to the next speaker or agenda item;
- Take any other step that the Chair feels is reasonably necessary to ensure that the Board meeting can proceed efficiently and that the offending Board Member will comply with the applicable rules and Code of Conduct. This is a BROAD LEGAL AUTHORITY (see Bylaw 7A) which allows the Chair to halt discussion or refuse to recognize a speaker if the Chair determines that doing so is necessary to ensure compliance with the Code of Conduct or other legal rules.

- If the misconduct is serious and persistent, and if the Board Member is unwilling to comply with the Chair’s attempts to enforce the applicable rules, the Chair (or any other individual who witnesses the incident) may file a Formal Complaint under the Voting Directors Complaints Protocol as set out below.

e) In Camera Discussions at Meetings

From time to time, the Board may need to discuss confidential, sensitive matters. In order to do so, the Board should go in camera, which just means that the Board will discuss the matter privately and confidentially. The only individuals who can be present during the in camera portion of the meeting are the Board Members and any other advisors or staff who the Board invites in order to advise it or speak to that issue (ie. legal counsel and any key staff or advisor’s whose input is needed and requested by the Board). All other individuals must exit the meeting until the in camera discussion is completed. In camera discussions are not included in the public minutes of the Board’s meeting. If the Board subsequently votes on a motion arising from the in camera session, the motion must not include any reference to the confidential matters that were discussed.

In Camera discussions should be used sparingly and only as-needed to discuss confidential matters that cannot be publicly shared. The Board should go in camera before engaging in any discussions involving:

- the conduct, performance or employment of an identifiable individual, including any related investigations or reports;
- any personal or private matters involving an identifiable individual;
- confidential labour relations or employee matters/negotiations;
- confidential legal advice;
- ongoing or potential legal claims or litigation; and
- confidential and/or sensitive negotiations with George Brown College or any other third party.

If the Board is unsure whether a matter needs to be discussed in camera it should err on the side of caution and consider adjourning the discussion until it can obtain legal advice.

3. RELATIONSHIP BETWEEN THE BOARD & EMPLOYEES

3.1 Role of the General Manager

The General Manager is the Association's most senior, management employee. The General Manager is responsible for managing the day-to-day operations at the Student Association, including management of the Association's paid employees.

While the Board sets the overall strategy and goals during its term, the General Manager has full jurisdiction and authority to:

- a)** take all reasonable steps to implement the Board's policy goals and directions;
- b)** manage and make decisions regarding the Association's day-to-day operations; and
- c)** manage all matters relating to the Association's employees.

The Board cannot micromanage the General Manager or interfere in her duties regarding goal/policy implementation, day-to-day operations and staff management.

3.2 General Manager Job Description

The General Manager's specific job duties include the following:

1. Determining staffing requirements for organizational management and program delivery.
2. Overseeing the implementation of the human resources policies, procedures and practices including the development of job descriptions for all staff.
3. Recruiting, interviewing, and selecting staff that have the right technical and personal abilities to help further the organization's mission in collaboration with executive members.
4. Implementing a performance management process for all staff that includes monitoring the performance of staff on an on-going basis and conducting an annual performance review.

5. Working with staff and the Board (Finance and Operations Committee) to prepare a comprehensive annual budget.
6. Developing a business plan to carry out the Board's strategic plan.
7. Participating in fundraising activities as appropriate.
8. Approving expenditures within the authority delegated by the Board.
9. Ensuring that sound bookkeeping, and accounting procedures are followed.
10. Administering the funds of the organization according to the approved budget and monitoring the monthly cash flow of the organization.
11. Providing the Board and/or the Finance & Operations Committee with comprehensive, regular reports on the revenues and expenditure of the organization and coordinating with the Committee to ensure that annual audits are completed as required.
12. Ensuring that the organization complies with all legislation covering taxation and withholding payments.
13. Maintaining the business affairs of the Association in accordance with policies and procedures approved by the Board.
14. Attending all meetings of the Board of Directors when requested, as well as meetings of committees and interest groups as a staff resource.
15. Attending meetings between Board Members and George Brown College (as well as meetings with any other key, third-party stakeholders) in order to provide input from a staffing/operations perspective as well as a consistent management voice at the table.
16. Providing the necessary liaison and staff support to committee, task force, and interest group chairs to enable them to perform their functions properly.
17. Providing input and recommendations on key issues for the Board to address at its meetings.
18. Preparing annual and quarterly work-plans and reports for the Board as per the fiscal year.

19. Facilitating, advising, and supporting the action plans for all units of the Association.

3.3 General Manager's Relationship with the Board

a) Employment Status

The General Manager is an employee of the Association and, as such, she has all the legal rights and protections of an employee under applicable legislation (including the Employment Standards Act, Occupational Health and Safety Act, Human Rights Code) and the common law.

The Board is required to adhere to all legal requirements and protections regarding the General Manager's employment. While the Board is authorized to monitor the General Manager's performance and provide her with directions (as set out below) it must do so in a way that is constructive, professional and lawful. The Board and its members must not engage in any unlawful harassment or discrimination, or otherwise breach the employment rights of the General Manager. If any issues or concerns arise regarding the General Manager, the Board should seek legal advice before taking any action that could impact the General Manager's employment rights.

b) Reporting Relationship

The General Manager reports and is accountable to the Board. She will provide relevant information, advice and updates to the Board and its Committees regarding the implementation of the Board's goals and policies as well as the Association's operations and performance (as set out more specifically in her job duties).

The General Manager does not report to individual Board Members. Any directions or non-routine requests to the General Manager for additional information or work product must come from the Board or its Committees, not from individual Directors. For further clarity, job-related directions and non-routine requests should only be communicated to the General Manager if a majority of the Board or Committee has voted in favour of the communication. Individual Board Members must not make demands or give directions to the General Manager based on their own personal views or priorities that have not been discussed and endorsed by a majority of the Board or a relevant Committee.

If a majority of the Board/Committee provides a direction or request to the General Manager and she is unable to comply with it (or believes that it would be improper or unlawful to comply) either the General Manager or the Director of Communications and Internal may refer the issue to legal counsel for advice and direction. The parties shall cooperate in good faith with any legal advice to resolve the issue.

3.4 Monitoring General Manager Performance

a) Annual Performance Review

The Board is responsible for monitoring the General Manager's performance. The primary method of performance management is through an annual 360 Performance Review, which shall proceed as follows.

1. The Executive Committee shall arrange for the General Manager's annual 360 Performance Review to be completed each year by November 15th.
2. The 360 Performance Review shall proceed by way of an anonymous, online survey that is distributed to:
 - all current Board Members;
 - all current Association management staff (not to unionized, non-management staff)
 - three GBC representatives (Director, Student Engagement & Career Success; Senior VP, Institutional Planning and CFO; and VP, Facilities & Sustainability); and
 - Executive Director of George Brown College Foundation.
3. The Chair of the Executive Committee shall instruct the Review Officer to commence the 360 Performance Review Survey no later than October 15th and shall provide the Review Officer with the survey questions to be used. The survey questions should be the ones used in the most recent performance review, subject to any amendments as determined by the Executive Committee.
4. The Review Officer will conduct the survey and provide the results to the Executive Committee as soon as possible. The Executive Committee will then meet to review the results and

prepare a short Performance Review Report summarizing the survey findings.

5. The Executive Committee shall provide the summary report to the General Manager and invite her to make any written comments in response. The General Manager shall also be invited to provide a response to the survey questions to review her own performance.

6. The Performance Review Report, along with the General Manager's comments in response and her survey response, shall be kept in the General Manager's personnel file.

7. In the event that the Executive Committee has any concerns about the General Manager's performance following the 360 Performance Review, it shall follow the process set out below under "Additional Performance Management".

b) Additional Performance Management

In addition to the annual 360 Performance Review, the Board may provide performance feedback/management to the General Manager as follows:

1. All performance feedback must come from the Board (supported by a majority of Board Members). Individual Directors must not provide performance feedback to the General Manager based on their own personal views that have not been discussed and endorsed by a majority of the Board.

2. All discussions and communications regarding the General Manager's performance are private and confidential. Any discussions of these matters at Board or Committee meetings must occur in camera.

3. All performance feedback must be constructive, and it must be communicated in a professional, respectful manner. It cannot include personal attacks or insults.

4. If the Board is considering any form of performance management that impacts the General Manager's employment (including any form of discipline, suspension or termination), it must follow the process below:

- i) Before voting on a motion that impacts the General Manager's employment, the Board must obtain legal advice about the proposed action and its impact on the Board's work and legal obligations.
- ii) The Board must also prepare and approve a transition plan (by a 2/3 majority) to ensure that the Association can continue to function appropriately and be properly managed if the proposed action is taken.
- iii) Once items i and ii are completed, the Board may vote on a motion in support of the proposed action, which can only be passed by a 2/3 majority of Board members.
- iv) The Board must hold all such discussions in camera and maintain strict confidentiality. Any record of the motions voted upon must not include any confidential information that could impact the privacy of the General Manager.

3.4. Student Association Employees

a) Communications with Employees

All other Student Association employees (also referred to as "staff") report, directly or indirectly, to the General Manager. Employees do not report to the Board or its Directors, and the Board does not play any direct role in managing them.

The General Manager is the liaison between the Association's other paid employees and the Board. Board Members must not communicate workplace requests, complaints or performance feedback directly to staff. The General Manager is responsible for all matters related to the Association's employees (including performance management). If the Board has concerns, complaints, or workplace requests regarding any employee, it must raise the issue with the General Manager, who can then follow up as needed with staff. The Board and its members must never raise the issue directly with staff.

If the Board or its members communicate inappropriately with staff (including by making workplace demands or providing performance feedback directly to staff) it can lead to liability to the Association from union grievances or other legal complaints. Thus, it is imperative that Board Members carefully review and comply with this policy at all times.

b) Unionized Employees

Most of Student Association's non-management employees are members of a union. Their employment is governed by a Collective Agreement which sets out legal rules regarding their compensation, entitlements, performance management and other aspects of their employment. The Association's unionized employees are managed, directly or indirectly, by the General Manager. The Board has no direct role in labour relations matters regarding unionized employees (other than as specifically set out below regarding the Collective Bargaining Committee).

The communication rules set out above apply with respect to all Association employees, including unionized employees. However, the Board has to take special care when dealing with any issues or communications with unionized employees. Failure to do so could breach the Collective Agreement and create legal liability for the Association.

The Board is advised by a labour relations legal counsel. If any Board Member becomes aware of any issue or complaint involving a unionized employee, they must immediately report the issue to the General Manager, who shall then consult as needed with labour law counsel. If the issue involves a complaint against the General Manager, the Board Member must report the issue confidentially to the Director of Communications and Internal, who must immediately notify labour law counsel and seek advice. Once the issue has been reported to the Association's labour law counsel, it will be handled by a designated management employee and legal counsel, and the Board will not play any further role in the matter.

c) Union Grievances

If the union files a grievance on behalf of a unionized employee, the Board will generally not have any involvement in responding to the grievance. The General Manager (or a designated, alternate manager) and the Association's labour law counsel have authority to respond to any grievances on behalf of management. In order to maintain confidentiality and privacy with respect to staff grievances, the Board is not entitled to information about those grievances except as follows:

- 1) If the grievance is against a Board Member, that Board member will be notified by the Association's labour law counsel and/or the General Manager in order to obtain the facts and information needed for a response. The responding Board Member must

cooperate as needed in the response and must keep all information about the grievance strictly confidential.

2) If the grievance is against the General Manager, the labour law counsel shall advise the Executive Committee of:

- a. The general nature of the allegations;
- b. Any findings by an investigator or arbitrator as to whether the allegations are validated and/or whether the General Manager engaged in misconduct. Such information shall be limited to a summary of factual findings about the General Manager's conduct and shall be communicated confidentially to the Committee.

3) The General Manager and/or the labour law counsel may also provide general information to the Board regarding staff grievances if it is relevant and necessary to the Board's duties and functioning, such as:

- a. information and advice regarding any grievances that are proceeding to arbitration that may meaningfully impact the Board's budget (whether due to legal costs, or potential liability or settlement costs);
- b. issues regarding the conduct of Board Members that resulted in a grievance and that need to be addressed in order to reduce the risk of future grievances;

Any such information should be limited to the general facts that are relevant to the Board's duties and functioning and, if possible, should not include specific information that could breach the privacy of the grievor or other parties.

4. DIRECTOR REPORTING AND RECORD-KEEPING

4.1 Attendance Reporting

It is very important that Board Members complete their required duties and hours and attend all Board/Committee meetings on time in accordance with their job descriptions and as required under the bylaws and policies. It is the responsibility of each voting Director to contact the Director of Communications and Internal to report any absences or tardiness prior to the start of the scheduled workday meeting or Board-related event.

If any Director is persistently late or absent, without an acceptable excuse, this may result in reduced compensation to the Director and/or a Formal Complaint.

4.2 Board reports

At least 5 days prior to each Board meeting, each voting Director shall submit a standard written report to the Director of Communications and Internal (the Director of Communications and Internal shall submit their written report to the Director of Operations) setting out:

- a)** A summary of hours worked.
- b)** A summary of attendance at committees, events, and meetings of the Student Association of the College.
- c)** A summary of progress on tasks assigned by the Board of Directors or a Committee.
- d)** A summary of ongoing work.
- e)** A summary of accomplishments.
- f)** A summary of assistance needed from Board, Executive and Staff members.

It is important that these reports are submitted consistently and in a timely manner. If any Director fails to submit a Board report as set out above, this may result in reduced compensation to the Director and/or a Formal Complaint.

4.3 Committee Reports

Each Chair of a Standing or Ad Hoc Committee of the Board of Directors shall provide a standard written report at each meeting of the Board of Directors. The report shall include but not be limited to:

- a)** A list of the Committee's meeting dates.
- b)** An attendance list from each Committee meeting.
- c)** A summary of important business discussed by the Committee.
- d)** A summary of ongoing work of the Committee. 5. Any motions or recommendations for the Board of Directors.

It is important that these Committee reports are submitted consistently and in a timely manner. If any Committee Chair (who is a Director) fails to submit a Board report as set out above, this may result in reduced compensation to the Director and/or a Formal Complaint.

4.4 Approving Hours and Honouraria Payments

Board Members who complete their required hours and tasks are provided with honourarium payments in accordance with their job descriptions as set out below. Executives' honourariums are paid weekly based on an hourly rate. Educational Representatives' honourariums are paid monthly based on completion of the tasks set out in Appendix A. In order to receive their honourarium payments, Board Members must follow the process below.

a) Executives

Each Executive's job description contains a minimum number of weekly office hours. In order to be paid for these office hours the Executive must actually work the office hours during the work week (defined as Thursday to Wednesday each week during operating office hours of 9:00am – 6:00pm) and logging those hours into Dayforce. If an executive does not perform their minimum hours and log them into Dayforce, the director will only be paid for the office hours logged in on Dayforce.

In addition, in order to receive full pay, the Executive must complete the duties set out in their job description (including submitting all required Attendance, Board and Committee Reports).

If any Executive persistently fails to complete their minimum office hours and/or required duties, this may result in reduced compensation to the Executive and/or a Formal Complaint.

b) Educational Representatives

Educational Representatives receive a monthly honourarium for completing the tasks in their job description. In order to receive their full honourarium, they must meet all the criteria and complete all the requirements as set out in their job descriptions and as measured in the chart attached as Appendix A.

The Director of Operations is responsible for reviewing the Educational Representatives' performance and work product and assessing it against the chart at Appendix A. If the Director of Operations recommends any

reductions to an Educational Representative's monthly honourarium, they must follow the process set out below.

If any Educational Representative persistently fails to complete their required If any Educational Representative persistently fails to complete their required

4.5 Review and Approval of Honourarium Payments/Reductions

The Director of Operations shall be responsible for reviewing and approving the hours and duties of the other Board Members (including ensuring that Educational Representatives have completed the duties set out in Appendix A). The Director of Communications and Internal shall be responsible for reviewing and approving the Director of Operation's hours and duties.

If the Director of Operations or the Director of Communications and Internal recommends that any Board Member's compensation should be reduced for any reason (including any failure to log their minimum hours or complete their required duties) the recommendation must be submitted (along with any explanation and supporting documents) to the Review Officer for review and approval. No Board Member's honourarium payment shall be reduced without written approval from the Review Officer. If the Review Officer approves the reduced honourarium, the reduction shall be processed on the next pay period after the Review Officer has provided written approval.

4.6 Personnel Files

An individual personnel file for each Voting Director shall be held at the Board's corporate office and monitored by the Director of Communications and Internal and/or the General Manager. The record shall consist of the individual's job description, a record of the individual's election/s and appointment/s, a record of any investigation reports, Review Officer letters or reports, or other documentation relating to the Director's conduct and performance as a Director. The file shall be kept in a secure and confidential manner.

4.7 Resignation

If a Board Member decides to resign their position, they must give the Board as much advance notice as possible in order to allow the Board to make arrangements to fill the vacancy or re-assign the Member's duties. Executives must provide the Board with at least one month's notice of resignation. Educational Reps must provide the Board with at least two weeks' written notice. A copy of any letter of resignation shall be kept in the Director's personnel file.

5. DIRECTOR JOB DESCRIPTIONS

5.1 Duties of Director Communications and Internal

In Accordance with the By-Law 4, Section 1, and Section 2,

General Duties - Directors

1. Every Director in exercising their powers and discharging shall:

- a) act honestly and in good faith with a view to the best interests of the Corporation; and
- b) exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

Duties – Director of Communications and Internal

2. Director of Communications and Internal shall:

- a) Be the official spokesperson of the corporation to the general public, George Brown College, campus groups, and at college and external functions where a representation of the corporation is required.
- b) Oversee the keeping of records of meetings, policies, membership, and any other records required by law.
- c) Receive remuneration of \$17 per hour and meet the obligations of a 28--hour work week during their term of office.
- d) Perform all duties as outlined in the Voting Director's Accountability Manual.

Governance Oversight:

1. Must complete all mandatory onboarding requirements and attend all mandatory trainings during the SA Board orientation period. Failure to full fill these requirements will activate the board mediation committee.

2. Shall be the official spokesperson of the corporation to the general public, George Brown College, campus groups, and at college functions and monitor all Board of Directors personnel files and related HR documents at the head office of the corporation.

3. Serve as a signing officer of the Student Association. Contracts, cheques, and other documents to be executed by the corporation must be physically signed by the signing officer, or otherwise.
4. Work with the General Manager and Executive Committee in the creation and removal of positions within the organizational structure of the staff and ensure the viability of the organizational structure of the corporation.
5. Learn and understand current legislation and governing policies of the corporation and ensure that the Board adheres to its own rules and those that are legitimized by statute, regulation and address any deviations from the By Laws by its directors.
6. Responsible for calling at least one (1) in office General Meeting of the Members, and minimum monthly in office meetings of the Board of Directors.

Board Accountability:

7. Work with the Director of Operations to monitor the performance of voting Directors to ensure adherence to the Constitution and By-Laws, Voting Director's Accountability Manual, Director Remuneration Policy, Policies and Procedures Manual, Voting Director's Code of Conduct and Conflict of Interest Policy, and other subsequent governing documents.

Develop, implement, and improve methods of evaluating voting Directors performance based on the information provided within the monthly Board Reports, Board Accountability Report, and direct feedback from directors.

8. Assist with training of all appointed board members and board members elected during Fall By-Elections and shall be responsible for ensuring that all activities and endorsements of the Board reflect the anti-oppressive mandate of the corporation.

9. Provide written report on work and future work to Board of Directors monthly using the approved Board report template.

10. Complete a transition report summarizing the year's deliverables, key contacts, and works in progress and present the report to the General Manager and incoming Directors of the same position during the mandatory transitional training.

11. Receive a remuneration of \$17 per hour by meeting the obligations of 28 hours work week, and is available to work in office, a minimum of 24 hours during regular office hours of the corporation on a consistent and predictable basis. The remaining hours reported through work plan, student engagement, and conferences.

**The remuneration shall be adjusted each year based on CPI increases.*

Communication Oversight:

12. a) In conjunction with Marketing and Communications Committee and Operations Manager, plans an advertising strategy for activities and events, develops marketing and public relations strategies and reviews monthly newsletter to ensure its presentable and contains all relevant information for students and circulated in a timely manner.

b) Plans and makes recommendations on updates for Website, social media, and publications.

c) Works in an advisory capacity with The Dialog and ensures The Dialog is operating within the outlines of the corporation's mission and mandate.
13. Collects monthly content from directors for publications of the corporation.
14. In conjunction with the Director of Student Experience, serve as a primary representative for encouraging student participation in elections of the Board of Directors, activities, and events.
15. In conjunction with the Director of Education & Equity, develop political and equity-based campaigns.

Committees:

16. a) Act as a Chair of and coordinate in office committee meetings, Internal Policies & Procedures Committee, Executive Committee, Board Mediation Committee, and Co-chair of Marketing and Communications Committee.

b) Act as a Chair at meetings of the Board where an externally appointed Chairperson is unavailable and coordinate in office meetings of the board.

c) Actively participate in person and online in any other committees or ad hoc working groups external to the corporation, as determined by the Board of Directors or Executive Committee.

d) Serve as a member and attend appropriate hiring committees.

5.2 Duties of Director Operations

In Accordance with the By-Law 4, Section 1, and Section 3,

General Duties - Directors

1. Every Director in exercising their powers and discharging shall:
 - a) act honestly and in good faith with a view to the best interests of the Corporation; and
 - b) exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

Duties – Director of Operations

3. Director of Operations shall:
 - a) Oversee and disburse the funds of the corporation under the direction of the executive committee and will report at each meeting of the board and meeting of members on their transactions as director of operations and on the financial position of the corporation.
 - b) Receive remuneration of \$17 per hour and meet the obligations of a 28--hour work week during their term of office.
 - c) Perform all duties as outlined in the Voting Director's Accountability Manual.

Operations & Finance:

1. Must complete all mandatory onboarding requirements and attend all mandatory trainings during the SA Board orientation period. Failure to full fill these requirements will activate the board mediation committee.
2. Must be present on campus to review monthly financial statements. Be informed on the financial position of the SA and provide a report of financial position of the Corporation, at bi-monthly Board Meetings or as otherwise required.
3. Serve as a signing officer of the corporation. Contracts, cheques, and other documents to be executed by the corporation must be physically signed by the signing officer, or otherwise.
4. Chair the Operation Committee and coordinate in-office meetings of the committee.
5. In conjunction with the Finance Coordinators and Operations Committee, review the annual budget for presentation to the Board of Directors and

presents budgetary updates and issues, any proposed changes to ancillary fees and capital expenditures to the Operations Committee.

6. Make recommendations to the Board of Directors regarding auditor appointment and the presentation of the audited financial statements at the Annual General Meeting.

7. In conjunction with the Executive Committee, monitors board & event budget and adhere to budgetary limitations.

Board Accountability:

8. In conjunction with the Director Communications & Internal, collects and reviews board reports and presents a Board Accountability report to the Board of Directors at monthly Board Meetings. Ensure that the Board adheres to its own rules and those that are legitimized by statute, regulation and address any deviations from the By Laws by its directors.

9. Work with the Director Communications & Internal to monitor the performance of Voting Directors to ensure adherence to the Constitution and By-Laws, Voting Director's Accountability Manual, Director Remuneration Policy, Policies and Procedures Manual, Voting Director's Code of Conduct and Conflict of Interest Policy, and other subsequent governing documents.

10. Develop, implement, and improve methods of evaluating Voting Directors performance based on the information provided within the monthly Board Reports, Board Accountability Report, and direct feedback from directors.

11. Receive complaints regarding Directors in the absence of the Director of Communications and Internal.

12. In conjunction with the Director Communication and Internal, review applications for co-sponsorship and make financial recommendations to the Executive Committee for approval.

13. Assist with training of all appointed board members and board members elected during Fall By-Elections and shall be responsible for ensuring that all activities and endorsements of the Board reflect the anti-oppressive mandate of the corporation.

14. Provide written report on work and future work to Board of Directors monthly using the approved Board report template.

15. Complete a transition report summarizing the year's deliverables, key contacts, and works in progress and present the report to the General Manager

and incoming Directors of the same position during the mandatory transitional training.

16. Receive a remuneration of \$17 per hour by meeting the obligations of 28 hours work week, and is available to work in office, a minimum of 24 hours during regular office hours of the corporation on a consistent and predictable basis. The remaining hours reported through work plan, student engagement, and conferences.

**The remuneration shall be adjusted each year based on CPI increases.*

Committees:

17. As a member of the Health Plan Committee, reviews Domestic, International, and ESL health and dental student insurance plans on a semi-annual basis and makes recommendations to the Board. In addition, ensures student needs are addressed in health plan negotiations.

18. a) Serve as a member of and actively participate in person and online the Committee meetings in office or stated otherwise, Labour Relations Committee, Executive Committee and Board Mediation Committee.

b) Serve as a member of and attend appropriate hiring committee.

c) Serve as a member of an ad hoc groups, and any other external committees as determined by the Board of Directors or Executive Committee. In addition, represent the organization by serving both in person and online

on relevant GBC Committees and task forces related to the uses of GBC Building space, security, and admissions.

5.3 Duties of Director Education and Equity

In Accordance with the By-Law 4, Section 1, and Section 4,

General Duties - Directors

1. Every Director in exercising their powers and discharging shall:
 - a) act honestly and in good faith with a view to the best interests of the Corporation; and
 - b) exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

Duties – Director of Education & Equity

4. Director of Education & Equity shall:
 - a) Receive remuneration of \$17 per hour and meet the obligations of a 24-hour work week during their term of office.
 - b) Perform all duties as outlined in the Voting Director’s Accountability Manual.

Education & Equity:

1. In conjunction with the Academic Coordinators, assist with the recruitment, selection, and training of students to carry out appeals, and advocate for student academic rights on all campuses.
2. In conjunction with the Educational Centre Representative and the Community Care Centre, creates annual campaign plans to raise awareness concerning current student issues. To be included in the Executive annual plan and submitted by the Fall.
3. In conjunction with the Director of Communications & Internal, develops political and equity-based campaigns and creates advertising plans for advocacy and appeals services.
4. Track all student appeals, complaints and prepare a report each semester, to present to the education advisory group, Board of Directors and to the College. In addition, maintain awareness on all campuses regarding the areas of student complaints and appeals.
5. Review and recommend changes to the College academic / educational policies and seek input and suggestions from the Board.
6. Ensure the development and maintenance of an accessibility checklist and equity checklist to be applied to the corporation as a whole for the purpose of

ensuring all activities, events, and initiatives of the corporation are safe, accessible, and equitable.

Campaign & Relationship Building:

7. Support the organization campaign plans and implement campaign activities and events on all campuses and the College student residence. Also, provide information to student groups on Student Association initiatives.

8. Establish positive working relationships with Coordinators, Chairs, Directors and Deans. 9. In coordination with Educational Centre Representatives, plan and implement program-based forums.

Board Accountability:

10. In conjunction with Director of Student Experience assist with training of the board members elected during the Fall By-Elections and shall be responsible for ensuring that all activities and endorsements of the Board reflect the anti-oppressive mandate of the corporation.

11. Provide written report on work and future work to Board of Directors monthly using the approved Board report template.

12. Complete a transition report summarizing the year's deliverables, key contacts, and works in progress and present the report to the General Manager and incoming Directors of the same position during the mandatory transitional training.

13. Receive a remuneration of \$17 per hour by meeting the obligations of 24 hours work week, and is available to work in office, a minimum of 18 hours during regular office hours of the corporation on a consistent and predictable basis. The remaining hours reported through work plan, student engagement, and conferences.

**The remuneration shall be adjusted each year based on CPI increases.*

CFS & Committees:

14. Serve as the primary representative to the Canadian Federation of Students (CFS) and provide regular updates and information including, initiatives, activities, services, and campaigns of the Canadian Federation of Students to members and council Board.

15. a) Act as a Chair of the Education Advisory group and report to the executive committee.

b) Serve as a member of and actively participate in person and online in the Committee meetings or stated otherwise, Executive Committee, College Council Committee and Board Mediation Committee.

c) Serve as a member of and attend appropriate hiring committees.

d) Serve as a member of an ad hoc groups, and any other external committees as determined by the Board of Directors or Executive Committee.

5.4 Duties of Director of Student Experience

In Accordance with the By-Law 4, Section 1, and Section 5,

General Duties - Directors

1. Every Director in exercising their powers and discharging shall:
 - a) act honestly and in good faith with a view to the best interests of the Corporation; and
 - b) exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

Duties – Director of Student Experience

5. Director of Student Experience shall:
 - a) Receive remuneration of \$17 per hour and meet the obligations of a 24-hour work week during their term of office.
 - b) Perform all duties as outlined in the Voting Director’s Accountability Manual.

Student Engagement:

1. Promote & support recreational and other activities throughout the academic year that ensures the College achieves its student leadership development, and engagement goals. In addition, identify & implement strategies for increasing student use of services and involvement in organization’s programs.
2. Work in conjunction with Director of Education and Equity to plan an advertising strategy for activities and events and ensure they are promoted to the Board and membership
3. To work in collaboration with Directors to create and develop an annual plan of student communications and campaigns designed to engage students fully with Student Association
4. Support clubs and student networks administration, in conjunction with the staff review and recommend Clubs Policies updates to Internal Policies & Procedures Committee as needed.
5. In conjunction with the executive team work to ensure an events calendar that reaches all programs, and all campuses is produced and disperses budget reasonably and equitably among campuses.

Communications & Relationship Building:

6. Provide regular updates and information concerning the initiatives, activities, and services of Student Life, Career Services, Peer Connect, Tutoring & Learning Centre, International Centre, Library, etc.

7. Act as an ambassador of the corporation at events on all campuses and the College student residence and to operate with a student – centred approach and focus on effectively serving students.

8. To report to the board about current and future trends among students, solicit feedback from students about their student experience in the college and develops work plan for summer, fall and winter terms in order to review the data that has been obtained from the students.

Board Accountability:

9. In conjunction with Director of Education and Equity assist with training of the board members elected during the Fall By-Elections and shall be responsible for ensuring that all activities and endorsements of the Board reflect the anti-oppressive mandate of the corporation.

10. Provide written report on work and future work to Board of Directors monthly using the approved Board report template. 11. Complete a transition report summarizing the year's deliverables, key contacts, and works in progress and present the report to the General Manager and incoming Directors of the same position during the mandatory transitional training. 12. Receive a remuneration of \$17 per hour by meeting the obligations of 24 hours work week, and is available to work in office, a minimum of 18 hours during regular office hours of the corporation on a consistent and predictable basis. The remaining hours reported through work plan, student engagement, and conferences.

**The remuneration shall be adjusted each year based on CPI increases.*

Committees:

13. a) Act as a Chair of the Marketing & Communication Committee and coordinate in office meetings of the committee.

b) Serve as a member of and actively participate in person and online in the Committee meetings or stated otherwise, Executive Committee and Board Mediation Committee.

c) Serve as a member of and attend appropriate hiring committee.

d) Serve as a member of an ad hoc groups, and any other external committees as determined by the Board of Directors or Executive Committee.

5.5 Duties of Educational Centre Representatives

In Accordance with the By-Law 4, Section 1, and Section 6,

General Duties - Directors

1. Every Director in exercising their powers and discharging shall:
 - a) act honestly and in good faith with a view to the best interests of the Corporation; and
 - b) exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

General Duties – Educational Centre Representatives

6. Education Centre Representatives shall:
 - a) Receive a monthly honorarium of \$600 and meet all the conditions mentioned below:
 - a.1) A work plan in advance for a month.
 - a.2) Providing detailed & completed monthly Board Report.
 - a.3) Meeting the obligation of attending board meetings and or notifying in advance with appropriate notice and regrets.
 - a.4) Participating in two class talks per semester.
 - b) Perform all duties as described in the Voting Directors Accountability Manual.

**Refer to Appendix A for the mechanism to calculate honoraria.*

***The remuneration shall be adjusted each year based on CPI increases.*

Governance Oversight:

1. Participate in and give feedback at monthly Board of Directors meetings, in person or otherwise.
2. Provide written Report on work and future work to Board of Directors monthly using the approved board report template.
3. Hold other Board Members and Executives accountable.
4. Maintain membership on at least one standing committee and attend the meeting in office or stated otherwise.
5. Must be on campus to attend and actively participate in all meetings of the board and or sub committees of the Board.

6. Complete a transition report summarizing the year's deliverables, key contacts, and works in progress and present the report to the General Manager and incoming Director of the same position during the mandatory transitional training.

Campaigns & Student Engagement:

7. Participating in two class talks per semester (in person and virtual) per semester.

8. Ensure students in your constituency are aware of who you are and how to contact you.

9. Inform students of the services of the corporation and upcoming events and campaigns on campus and online

10. Connect members with appropriate supports within the corporation, as well as within the College

11. Plan and implement program-based forums, with the support of the Director Education and Equity and submit a proposal for Executive approval

12. Advocate on behalf of students facing issues in respective programs, with the support of the Director Education and Director Equity.

13. Shall work on campus alongside SA Staff to promote events, campaigns, and organization's priorities.

Communication & Relationship Building:

14. Establish and maintain positive working relationships with Coordinators, Chairs, Directors and Deans in respective programs.

15. Act as a liaison between the Student Association and your area of representation by bringing student feedback, issues, and concerns to the BOD and through formal communication and advisory group meetings and following through to ensure they are being addressed.

16. Act as an ambassador of the corporation at events on all campuses and the College student residence

6. DIRECTOR CODE OF CONDUCT

6.1 General Duties

As elected representatives, Board Members are the face of the Association. Their words and actions have a direct impact on the reputation and functioning of the Association. As such, they must carefully follow this Code of Conduct at all times during their term. In performing their duties and/or representing the Association to its members and/or to the public, all Board Members must:

- a)** act honestly and in good faith with a view to the best interests of the Corporation; and
- b)** exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

6.2 Job Performance

Upon being elected to the Board, and throughout their term, all Board members must:

- a)** Review and comply at all times with the Associations bylaws and policies including the VDAM.
- b)** Review and understand their position and job duties as set out in the VDAM.
- c)** Adequately and thoroughly perform all duties and responsibilities for their position, including:
 - i) all duties set out in their job description in the VDAM, and
 - ii) all duties assigned to them by the Board or a committee of the Board.
- d)** Respect the distinction between the roles and responsibilities of Board Members, the General Manager and the Association's staff.
- e)** Be accountable for their work, including providing all required reports to the Board as required in the VDAM and making best efforts to meet all required timelines and targets for their work product.

6.3 Professional and Ethical Conduct

Board Members must uphold the highest professional and ethical standards at all times. In particular, Board members must:

- a)** Perform their duties in a professional and ethical manner at all times.
c. Dress in a neat, professional, "office casual" manner when performing

Board-related business (including internal or external meetings, events or other public-facing Board duties), and not wearing clothing containing offensive words or images or that would otherwise reflect poorly on the Board. d. Avoid any conflicts of interest (as described in more detail below) and ensure that they are acting at all times in the best interest of the Association.

b) Establish and maintain cooperative and respectful relationships with other Directors, Student Association employees, and any other individuals with whom they interact as Directors.

c) Not engage in any conduct, which is dishonest, fraudulent, deceitful or misrepresentative.

d) Not accept anything of value in exchange for influencing their actions or decisions.

e) Not consume alcohol at any activity, event or function of the Student Association in which the Director holds responsibility, and only drink in moderation at Student Association activities, events or functions provided that such conduct does not contravene any other section of this policy.

f) Comply with all obligations of confidentiality as set out in this policy, including maintaining the confidentiality of all matters and information discussed in "In Camera" sessions of the Board of Directors.

g) Only publicly represent the Board of Directors on opinions, standpoints or positions that have been officially adopted by the Student Association, and clearly indicate when opinions are their own and are not the official position of the Student Association or its Board.

h) Refrain from making comments or statements as a Director that are malicious, defamatory, dishonest or that amount to unfounded personal attacks.

i) Demonstrate professionalism in all meetings of the Board of Directors and/or committees of the Board. Directors will:

i) Speak in order as called upon by the Chair, and limit their comments to the agenda item under discussion.

ii) Refrain from personal attacks on other Board members, staff or anyone else.

iii) Discuss issues only based on their merits. iv. Respect the decisions of the Chair.

v) Avoid any conduct that undermines the proper and efficient functioning of the Board.

j) Demonstrate courtesy and respect in all dealings with other Directors, students, staff, academic employees, and others with whom they interact as Directors. In particular, Directors must not:

i) Engage in harassment, discrimination or violence (actual or threatened), against any other person.

ii) Engage in offensive, obscene or otherwise unprofessional language or conduct.

iii) Create or encourage, by their words or actions, a toxic or disrespectful work environment for the Board's Directors and/or for the Student Association's employees.

k) Engage in personal attacks, make unfounded accusations or otherwise impugn the character or professional competence of their colleagues, Association employees, or others. Directors are expected to focus their Board-related discussions on substantive issues and to ensure that their communications are respectful and constructive at all times.

6.4 No Discrimination or Harassment

The Board's elected, student-Directors are not employees of the Student Association. Notwithstanding that, the Board is committed to ensuring that its Directors do not engage in, and are not subject to, unlawful harassment, discrimination, or violence in relation to their Board-related work or duties during their terms of office.

For the purposes of this section:

"Discrimination" means any form of unequal treatment based on race, ancestry, place of origin, colour, ethnic origin, citizenship, creed, sex, sexual orientation, gender identity, gender expression, age, record of offences, marital status, family status or disability, or any other grounds that are set out and defined in the Ontario Human Rights Code.

"Harassment" means a course of vexatious comments or actions that are offensive, embarrassing, humiliating or demeaning and are known, or ought reasonably to be known, to be unwelcome. Harassment does

not include routine, and appropriately communicated disagreements or personality conflicts that don't involve persistent vexatious communications or conduct as described above.

"Sexual Harassment" means harassment, as defined above, based on sex, sexual orientation, gender identify or gender expression, and includes unlawful sexual solicitation.

The Board and its Directors are prohibited from engaging in any discrimination, harassment, sexual harassment, or violence against any individual.

If any person (including a Director) experiences discrimination, harassment, sexual harassment or violence by any Director, that person may file a Formal Complaint under the Voting Directors Complaints Protocol as set out below.

If a Director experiences discrimination, harassment, sexual harassment or violence by a Student Association employee, they may file a complaint with the General Manager or the Manager of Equity and Advocacy, and that complaint will be investigated in accordance with the procedures in the applicable Staff Human Resources Manual.

6.6 Conflict Resolution

As elected representatives, Directors must:

- a)** Strive to avoid conflict between themselves and other Directors, staff or students.
- b)** Attempt to respectfully resolve any conflicts that do occur by:
 - i) Where possible, going first to the source of the conflict to attempt informal resolution.
 - ii) Where an informal resolution cannot be achieved, complying with the applicable formal complaint procedure as set out in the Association's policies and procedures, including the VDAM.
 - iii) Cooperating in good faith with any investigations or complaint proceedings, whether as a party or as a witness. In particular, all Directors shall provide honest and accurate information as requested or directed, and shall maintain confidentiality with respect to the investigation or proceeding.
 - iv) Respecting and complying with any findings or remedial directions resulting from a complaint or misconduct investigation.

v) Following resolution of the immediate conflict, working in good faith to ensure that the behaviour that led to the conflict does not recur.

6.7 Confidentiality

In the course of their duties, Voting Directors could be privy to all manner of confidential information regarding the Association, its staff, its processes and operations, its internal discussions, deliberations, and investigations, and the professional and the advice that it receives from its lawyers and other professional advisors.

All Voting Directors must take all reasonable steps to maintain the confidentiality of the Association's confidential information. "Confidential information" includes, but is not limited to, all non-public documentation and information regarding the Association, its staff, its members, and its operational and employment matters, communications and practices. It also includes all non-public information and documentation regarding the Board's in camera deliberations and decisions, information about any conduct complaints, investigations and related processes, labour relations matters (including confidential negotiations or information relating to grievances or Collective Agreement negotiations) as well as all communications with legal counsel. If a Director is unsure whether information is confidential, they should raise the issue in camera and seek direction from the Board.

It is the responsibility of all Directors to ensure that the Association's confidential information is protected and properly secured at all times. Directors are prohibited from using, disclosing, communicating, copying, removing or otherwise misusing the Association's confidential information, (except as strictly required and authorized by the Board as per their job duties during their term), at any time whether during their term or afterwards. Directors must use due diligence and care in the protection of any confidential information that is under their control or to which they have access in order to prevent unauthorized use or disclosure.

At the end of their term (or at any time, at the Board's direction), Directors must immediately return all of the Association's confidential information that is in the Director's possession or control and shall delete all electronic copies or reproductions of the confidential information that may be stored on the Directors' computer, phone or digital storage device of any kind.

These duties of confidentiality apply indefinitely and do not end upon the end of the Director's term.

6.8 Personal Relationships

Directors who are involved in personal relationships with other Directors or staff must be aware of the issues that can arise with respect to confidentiality and conflicts of interest and must abide by the following requirements:

a) Confidentiality: Directors who are in a personal relationship with another Director or staff must ensure that they comply with their duties of confidentiality as set out in this policy. They must clearly delineate their personal relationship from their duties as Board Members and ensure that no confidential information is improperly shared between them. For instance, if one Director attended an in camera meeting to which their partner was not entitled to attend, the Director must not share or disclose any of the confidential information discussed during the in camera meeting with their partner.

b) Workplace Investigations: The same requirements of confidentiality apply with respect to complaint/conduct investigations. If a Director is involved in the investigation whether as a witness, a complainant, a respondent, or otherwise, they must maintain confidentiality with respect to all aspects of the investigation or proceeding and must not improperly discuss or share information regarding the investigation or proceeding with their partner.

c) Conflicts of Interest: Directors must carefully review and comply with the conflict of interest policies described above. Directors who are in a personal relationship with another Director or staff must be particularly aware of and sensitive to any perceived conflicts of interest arising from their relationship. They must ensure that they are acting at all times in the best interest of the Association and that none of their actions or decisions could be perceived as personally benefitting themselves or their partner at the expense of the Association and its interests. Any actual, potential or perceived conflicts of interest must be proactively disclosed and addressed in accordance with the Conflict of Interest Policy set out below.

d) Signing Authority: Bylaw 10(4) requires that contracts, cheques and other documents be executed by two individuals: the General Manager (or a designated alternate Manager) and either the Director of Operations or the Director of Communications and Internal. The purpose of the two-person signing rule is to ensure transparency and due diligence by requiring that two, independent Managers and/or Directors each review and sign off on any contracts, cheques or other important Association documents. The requirement for independent, transparent review could be compromised if the two signing officers are in a personal

relationship with each other. Such a situation would constitute a perceived conflict of interest that must be disclosed in advance in accordance with the Conflict of Interest Policy set out below in order to ensure that an alternate signing officer can be assigned.

6.9 Conduct Issues and Performance Management of Directors

The Board is a self-governing body and in order for it to function properly it relies on all Board Members to act in good faith, follow the bylaws and policies (including the Code of Conduct), and complete the duties of their position to the best of their abilities. Failure to do so is a serious issue and may warrant remedial consequences to the Director.

If any person becomes aware that a Director has breached the Code of Conduct (or any other applicable policy or requirement) they should attempt to address the issue informally with the Director if possible. Any such informal feedback should be communicated constructively, respectfully and professionally with a view to a positive and amicable resolution.

However, if an issue with a Director cannot be resolved informally, or if any person has observed or received evidence that a Director has engaged in serious and/or persistent misconduct (including any serious and/or persistent breach of the Code of Conduct), that person may file a Formal Complaint as set out below.

7. CONFLICTS OF INTEREST

7.1 Policy

All Voting Directors must ensure that, in the course of carrying out their duties, they are not in any actual, potential or perceived conflict of interest.

A “conflict of interest” includes any circumstance where a Director has an outside commitment, relationship, financial interest, or other personal interest that could interfere with the Director’s work or judgment on the Board. This includes any situation where a Director could personally benefit, financially or otherwise, from a decision or action taken by the Board. Directors MUST avoid all actual or perceived conflicts of interest. A “perceived” conflict of interest is one in which a reasonable person, looking at the situation, would think that the Director is in a conflict of interest.

Examples of possible conflict of interest situations include the following:

- a)** The Director participates in a vote at a Board meeting despite the fact that the Director stands to benefit financially from the outcome of the vote.
- b)** A Director encourages the Board to hire a food vendor that is owned by the Director’s family.
- c)** A Director encourages the Board to hire someone with whom the Director is in a personal, romantic relationship.
- d)** A Director has applied for a job at a company. The Director encourages the Board to hire that company to provide services but does not disclose that the Director is being considered for a job there.

Directors must immediately disclose to the Board any situation that a reasonable person would interpret as either an actual, potential or perceived conflict of interest. The disclosure must be made as soon as possible and before the actual conflict occurs. In the above situations, the Director was required to disclose the conflict of interest before participating in any discussion, vote or decision on the issue.

If a Director is uncertain whether a conflict exists, they must report the matter in accordance with the procedure below, so that the issue can be assessed and fully addressed. It is important to emphasize that the mere perception of a conflict of interest could be irreparably damaging to the Association. Conflicts of interest can give rise to significant legal liability for the Association, the Board, and the individual Directors involved. Thus, Directors must err on

the side of caution and report any actual or potential conflict of interest as set out below.

7.2 Reporting and Addressing Conflicts of Interest

All actual, potential or perceived conflicts of interest must be immediately reported and addressed as follows:

a) Any person who becomes aware of an actual, potential or perceived conflict of interest involving the Board or any Director must immediately report the conflict in writing to the Review Officer.

b) The report shall include a brief description of the nature of the conflict of interest and any relevant details about who is involved, why it appears to be a conflict of interest etc... The report should attach any supporting documents or evidence relating to the conflict of interest.

c) The Review Officer shall review the report and may seek any further information from the parties, including a response from the Director/s who are alleged to be in a conflict of interest.

d) The Review Officer shall assess whether a conflict of interest exists. In making this assessment, the Review Officer shall seek and follow appropriate legal advice. If necessary, the Review Officer may retain an investigator to conduct an investigation and make factual or legal findings about the alleged conflict of interest.

e) If the Review Officer finds that an actual, potential or perceived conflict of interest exists, they shall determine what remedies are needed to address the conflict of interest. In making this determination, the Review Officer shall seek and follow appropriate legal advice.

f) The Review Officer shall communicate any remedial directions to the Board and/or the Directors involved in order to address and remedy the conflict. The Board and its Directors must comply with any remedial directions regarding a conflict of interest. It is unlawful for Board and/or any Director to put themselves in a conflict of interest or to refuse to remedy a conflict of interest.

g) If the Review Officer determines that any Director engaged in misconduct in relation to a conflict of interest (including by failing to disclose the conflict, failing to cooperate with the investigation, or refusing to follow remedial directions) the Review Officer shall immediately file a Formal Complaint to the Board Mediation Committee ("BMC"). Any Director-misconduct relating to conflicts of interest shall

be considered “serious misconduct” requiring significant remedial action by the BMC.

8. COMMITTEES OF THE BOARD

8.1 Role and Authority

a) Standing and Ad Hoc Committees

The Board is supported by Standing Committees, which are small groups of designated Board members (supported by non-voting staff and advisors) who are responsible for working on specific issues and then reporting back and making recommendations to the Board. The Board’s current Standing Committees, membership, and areas of responsibility are set out below.

The Board also has authority to create Ad Hoc Committees in accordance with its bylaws. Ad Hoc Committees are created for specific purposes (usually on a temporary basis) until their tasks are completed. To create an Ad Hoc Committee the Board must pass a motion in accordance with its bylaws, and any such motion must set out the purpose, authority, membership, time-limit (if applicable) and any other relevant terms of the Committee.

All Committees must keep minutes of their meetings. Committee Chairs must also provide Committee Reports to the Board at its monthly meetings as described above under “Director Reporting and Record Keeping”.

b) Committee Chair

Each The role of a Committee Chair is similar to the Chair of the Board. In particular, a Committee Chair:

- prepares and circulates an agenda in advance of Committee meetings;
- presides over Committee meetings and ensures that they run smoothly in accordance with the agenda; and
- ensures that Board members follow Robert’s Rules and comply with the rules of conduct during the meeting.

However, unlike the Board Chair, a Committee Chair may have a vote on the Committee, depending on its terms of reference. If the Committee’s Chair is also a voting member, their vote is equal to any other member’s.

Their role as a Chair does not give them additional voting or decision-making authority in the Committee. Their role as Chair is simply to ensure that meetings proceed efficiently and in accordance with the rules. Their role as a voting member is the same as that of any other member on the Committee.

c) Committee Authority and Recommendations

The Board's Committees have full authority to perform the responsibilities assigned to them. The Board cannot ignore or take over the role of its Committees. For further clarity, before the Board can vote on or take any action regarding an issue that is under a Committee's jurisdiction, it must first refer the issue to the relevant Committee and give the Committee a reasonable opportunity to do its work and report back to the Board.

If the Committee has worked on an issue under its jurisdiction, reported back to the Board and made recommendations on that issue (supported by a majority of the voting Committee members), the Board cannot ignore those recommendations. It can either:

i) vote to accept those recommendations and take actions in accordance with them; or

ii) vote to send the matter back to the Committee to consider any concerns or proposed changes that the Board has. Any such concerns or proposed changes must be set out clearly and concisely in a motion that is passed by a majority of the Board.

If the Board does the latter, the Committee must then meet in a timely manner to consider the Board's concerns/changes and to make any additional recommendations. If the Committee makes additional recommendations, the process set out above shall also apply to those recommendations.

If a Committee-related matter is time-sensitive, the Board's Chair, the Committee's Chair and/or the Director of Communications and Internal may call one or more special Board or Committee meetings at any time to further discuss the issue until it has been resolved and a decision has been reached in accordance with this section.

If the Committee has worked on an issue under its jurisdiction, but has been unable to provide recommendations or otherwise complete its work (either because it has not met or conducted business in a timely manner, or it cannot agree on recommendations or deliverables) the Board may proceed as follows:

i) The Board may pass a motion directing the Committee to provide a Final Report setting out the status of its work, its recommendations (or an explanation of why recommendations could not be made or agreed upon).

ii) The Committee's Final Report shall be delivered to the Board by the Committee's Chair within 7 days after the above motion is passed.

iii) Once the 7-day deadline has passed, the Board shall review the Final Report that has been provided by the Committee (if any) and if the Committee has still not provided recommendations, the Board may vote to take whatever steps it deems appropriate to address and take action on the issue in question, notwithstanding that it is within the Committee's jurisdiction.

8.2 Dissolving Committees

Standing Committees are intended to function as set out in this VDAM for the life of the Board or until they are dissolved by the Board according to the process set out below.

Ad Hoc Committees exist until the expiry of any applicable time-limit that was set out in the motion that created them. If no such time-limit applies (or if the Board wishes to dissolve the Ad Hoc Committee early), then it may dissolve the Committee according to the process set out below.

To dissolve a Committee, the Board must proceed as follows:

i) Before voting on a motion to dissolve a Committee, the Board must obtain legal advice about the proposed dissolution of the Committee and its impact on the Board's work and legal obligations.

ii) The Board must also prepare and approve a transition plan (by a 2/3 majority) outlining how the Committee's work and responsibilities will be completed (and which Board members are responsible for completing it) if the Committee is dissolved.

iii) Once items (i) and (ii) are completed, the Board may vote on a motion to dissolve the Committee, which can only be passed by a 2/3 majority of Board members.

8.3 Standing Committees

The Board's Standing Committees are as follows.

a) Executive Committee

Composition:

Voting Members:

- a) Director of Communications and Internal– Chair
- b) Director of Operations
- c) Director of Education and Equity
- d) Director of Student Experience

Non-Voting Members:

- a) General Manager

Mandate:

The Executive Committee's role is to oversee and deal with Board-related business in between monthly Board meetings. The Committee receives reports from the General Manager and other advisors, and it identifies key issues that need to be brought to the Board's attention. It is also responsible for overseeing the General Manager's performance and compensation and ensuring that her annual performance review is completed as set out above.

The Executive Committee's specific duties include the following:

1. Meet on a biweekly basis.
2. Receive reports from the General Manager and any other counsel or advisors on issues (including operational, staffing and budgetary issues) that may impact or require input/approval from the Board.
3. Make decisions and provide instructions on any time-sensitive issues that cannot wait for input from the full Board.
4. Provide regular updates and recommendations to the Board, and any relevant Committees, regarding the reports it has received and any time-sensitive decisions that the Committee has made.

5. Develop an annual set of strategic goals and a workplan to be recommended to the Board by August 15th for its review and approval.
6. Work with and make recommendations to the Board's Chair on items to be added to Board meeting agendas.
7. Ensure that the General Manager's annual 360 Performance Review is completed each year by November 15th as set out above.
8. Oversee the General Manager's employment and make recommendations regarding her performance and compensation, for review and approval by the Board.

b) Policies & Procedures Committee

Composition:

Voting Members:

- a) Director of Communications and Internal- Chair
- b) Two Board members and one (1) Executive appointed at caucus

Non-Voting Members:

- a) General Manager
- b) Legal Counsel and/or College Representative (as necessary)
- c) Staff Resource person

Mandate:

The Policies & Procedures Committee is responsible for overseeing and developing all Board-related policies and procedures and ensuring that they are up-to-date, compliant with the law, and responsive to the Board's and the Association's needs.

The Committee is responsible for reviewing and making recommendations with respect to all policies (including existing, new or proposed policies, as well as any amendments to those policies) in the following categories:

1. Governance policies and documents, including the Bylaws, Constitution, this VDAM, and all other policies that govern and/or apply to the Board or its Directors;

2. Any human resources policies relating to the Association’s staff that require Board approval (with the exception of the Collective Agreement which is under the authority of the Collective Bargaining Committee);

3. Any other policies or procedures that relate to the Board’s work and/or that require the Board’s input or approval.

In order to perform its duties, the Committee shall request and obtain reports, advice and recommendations from the General Manager and, if necessary, legal counsel, and any other relevant stakeholders and advisors. In particular, the Committee shall seek legal advice regarding any potential inconsistencies, conflicts of interest or other legal issues that may arise from policy changes, as set out in more detail in the “Policy Amendment” section below.

The Committee shall provide recommendations on any policy matters to the Board including, if applicable, draft policies for approval by the Board. Both the Committee the Board shall at all times carefully review and adhere to the “Policy Amendments” requirements as set out below in this policy and as required in the Bylaws.

c) Marketing and Communications Committee

Composition:

Voting Members:

- a) Director of Student Experience – Chair
- b) Director of Communications and Internal– Co-Chair
- c) Two Board members appointed at caucus

Non-Voting Members:

- a) Operations Manager
- b) Publications & Communications Coordinator

Mandate:

The Committee shall:

- 1. Review and make recommendations with respect to the Board and Association’s marketing and communications content (including social media)
- 2. Develop and make recommendations on a communication and marketing plan

3. Assess and make recommendations to ensure that the Association's brand is consistent on all digital platforms and publications
4. Assess and make recommendations to ensure that the Board is working collaboratively with GBC on any joint marketing and communications strategies
5. Assess and make recommendations on how to utilize any new marketing and communication technology and mechanisms
6. Consider and make recommendations regarding the cost-effectiveness of the Association's marketing publications

d) Finance and Operations Committee

Composition:

Voting Members:

- a) Director of Operations – Chair
- b) Two Board members and one (1) Executive appointed at caucus

Non-Voting Members:

- a) General Manager
- b) Staff resource person

Mandate:

The Finance and Operations Committee is responsible for receiving reports and making recommendations to the Board with respect to the Association's annual budget, as well as its finances, student spaces, capital and other improvements, vendors and tenants.

The committee shall:

1. Review and assess the draft annual budget prepared and presented to the Committee by the General Manager.
2. Provide an approved and recommended draft budget to the Board no later than March 31st, for the Board's review and approval.
3. Receive reports from the General Manager (and any other invited Managers, advisors or stakeholders) and make recommendations to the Board with respect to the following:

- a. the Association's financial performance;
- b. any deviations from or needed amendments to the currently approved budget;
- c. any Association loans or borrowing requirements;
- d. the Association's Student Centre spaces and any renovations or capital improvements to those spaces;
- e. any issues regarding the Association's vendors and/or tenants that require input or approval from the Board.

4. Coordinate with the General Manager to ensure that annual audits of the Association's finances are completed in accordance with the bylaws and other legal requirements.

5. Present bi-monthly financial statements to the Board of Directors highlighting any major expenses or changes in revenue.

e) Collective Bargaining Committee

Composition:

The members of Committee shall be:

- a) Director of Communications and Internal
- b) Director of Operations
- c) General Manager
- d) Legal Counsel

The General Manager will act as Chair of this Committee. Quorum for the Committee will be met so long as either the Director of Operations or the Director of Communications and Internal are present, along with the General Manager and Legal Counsel.

The purpose of this Committee is to conduct Collective Agreement negotiations with the union representing the Association's staff (OPSEU) as needed from time to time. The Board may provide the Committee with general goals and budgetary parameters to guide the negotiations.

However, the Board delegates to this Committee the full authority to conduct the actual negotiations.

Once the parties have reached an agreement in principle for a new or renewed Collective Agreement, the Committee will present the draft agreement to the Board for ratification/approval. Labour Counsel shall attend the Board meeting at which the draft Collective Agreement is to be considered for approval and shall answer any relevant questions that Board Members may have about the agreement. Following discussion, the Director of Operations or the Director of Communications and Internal shall put forward a motion to approve the draft Collective Agreement. The motion shall be voted on by the Board and may be approved by a simple majority.

The Board acknowledges that Collective Agreement negotiations take significant time and that, to succeed, they require good faith from both parties. The Board accepts that it would undermine good faith negotiations if the Board were to refuse, without very good reasons, to approve a Collective Agreement that has been negotiated in good faith by the parties and that is consistent with the Board's strategic goals and budget parameters. As such, it is expected that once a draft agreement has been reached and recommended by the Committee, the Board will approve it.

The Board further acknowledges that Collective Agreement negotiations are highly confidential and sensitive. Improper disclosure of any information regarding Collective Agreement negotiations (and/or legal advice regarding those negotiations or the draft agreement) could seriously damage the Association's interests and would be considered very serious misconduct. All discussions about the draft Collective Agreement and/or the Committee's negotiations shall occur in camera and all Board Members shall maintain strict confidentiality regarding all information about those negotiations and discussions.

f) Elections Committee

Composition:

The Elections Committee will be as follows:

a) General Manager (or designated manager)

b) One Board Member, nominated at caucus, who is not running for office, or if no Board Member meets the requirements and/or is available, one Association

Member who is not on the Board and is not running for office.

c) Chief Returning Officer (CRO) of the Elections

- The General Manager shall be the Chair of the committee until a Chief Returning Officer is appointed.
- Upon the appointment of a Chief Returning Officer, the Chief Returning Officer shall be the chair of the committee; and
- The General Manager shall ensure that administrative practices and procedures of the Student Association are carried out by the Chief Returning Officer and the General Manager shall be the principal contact and supervisor of the Chief Returning Officer.
- Members of the Elections Committee are not permitted to seek office with the Association during the election in question and must remain neutral during the election process.

Mandate:

The key function of the Elections Committee is to plan, organize, and coordinate elections and by-elections of the Student Association.

The Committee shall:

- a) Hire the Chief Returning Officer (CRO).
- b) Recommend election dates to the Board.
- c) Publicize important election dates and information.
- d) Oversee logistics of the elections.
- e) Solicit feedback from members regarding the Elections Process in each year.
- f) Study the recommendations of the CRO and ensure they are fully considered; review good practices from previous elections and be responsible for implementing any recommendations approved by the Board.

g) Maintain and update the Operational Manual for the Elections Committee

h) Secure office space for the CRO to work.

i) In conjunction with the CRO and Deputy Returning Officers (DRO's), co- ordinate all advertising with respect to each election.

j) In conjunction with the CRO and DRO's, collect and review all candidates' expenditure forms.

k) Submit a report to the Board following the election in question within a reasonable amount of time in respect to the conduct of each election with recommendations, if any, for changes in Election regulations or procedures.

e) Board Mediation Committee

Mandate:

The key function of the BMC is to hear, investigate and adjudicate formal complaints about Directors that could not be resolved informally. By adopting this policy, the Board gives the BMC full authority to take all steps needed to investigate and adjudicate complaints and to impose appropriate remedial measures as set out below. The Board specifically delegates to the BMC the authority to impose suspensions with or without pay under Bylaw 5 section 8.

Composition:

- a)** Composition of the Committee for Complaints Against Educational Centre Representatives

Voting Members:

a) Director of Communications and Internal

b) Director of Operations

c) One non-Executive Board Member appointed at caucus

Non-Voting Members:

- d) The Chair of the Board will be the Chair of the BMC
 - e) Legal Counsel as an advisor
 - f) The General Manager
- b)** Composition of the Committee for Complaints Involving the Executives Voting Members:
- a) The non-Executive Board Member appointed at caucus under subsection (a) above
 - b) Two other non-Executive Board Members (or other individuals) selected by the General Manager or her designate. If no neutral, non-Executive Board Members can be identified, the General Manager may appoint one or more neutral Executives or other individuals in accordance with subsection (c) below.

Non-Voting Members:

- c) The Chair of the Board will be the Chair of the BMC
 - d) Legal Counsel as an advisor
 - e) The General Manager
- c)** Authority to Appoint Alternate Committee Members
- Under subsection (b) and/or in the event that any Committee member is conflicted or otherwise unable or unavailable to sit on the BMC, the General Manager has authority to appoint alternate BMC members. In choosing the alternate member/s of the BMC, the General Manager shall make best efforts to choose neutral Board Members who are not directly involved in the dispute. However, given the limited number of Board Members, if no neutral, available, non-conflicted Board Members can be identified to sit on the BMC, the General Manager has discretion to appoint any neutral Board officer, appointee, employee or other individual who has experience with and knowledge of the Board and who is prepared to sit on the BMC and adjudicate the complaint in accordance with this Policy.

All members of the BMC are expected to conduct their duties in a professional manner and to adjudicate any complaints or disputes that are put before the Committee in a neutral and fair manner, without regard to any personal or professional connections they may have with any of the parties.

Role of the Chair of the Board Mediation Committee:

The Chair of the BMC shall normally be the Chair of the Board. If the Chair is not available or is conflicted, the BMC shall appoint an alternate, non-voting Chair at its earliest convenience. The General Manager shall have authority to chair any BMC meeting until an alternate Chair has been appointed.

The Chair shall:

1. Call and facilitate meetings of the BMC.
2. Act as a liaison between the Committee and the parties to the complaint (i.e., the Complainant and Respondent).
3. Issue written communications from the BMC.
4. Forward any official records of the BMC to the General Manager to be filed and maintained confidentially as part of the Student Association permanent records.

Voting Directors Complaints Protocol:

Informal Resolution:

The Board strongly encourages voting Directors to communicate directly and proactively with each other and to attempt to resolve any conflicts and concerns informally wherever possible. All Directors have a professional obligation to treat each other with honesty, dignity, and respect and to work together in good faith to further the best interests of the Student Association. Before filing a Formal Complaint against a Director, all Complainants are encouraged to attempt to resolve any disputes or complaints informally through direct communication, whenever it is possible and safe to do so.

Notwithstanding the above, it is understood that some complaints and concerns cannot be resolved informally, including in situations when the Respondent is alleged to have engaged in persistent, serious misconduct and/or where the Complainant has allegedly suffered harassment, discrimination or violence by the Respondent, and the Complainant does not feel safe confronting the Respondent directly. Any complaints that

cannot be resolved informally may be addressed using the Formal Complaint process below.

Formal Complaints:

Any person who has witnessed, experienced or received evidence that a Director has engaged in serious misconduct, may file a formal complaint against that Director. For further clarity, the BMC's Formal Complaint Investigation Process only applies to formal complaints of serious misconduct against Directors. It does not apply to complaints against other individuals who are not elected Directors of the Board.

Complaint Submission and Initial Review:

To initiate the Formal Complaint Investigation process, the Complainant must complete and sign a Formal Complaint Form and submit it to the Review Officer.

If the Complainant is a unionized employee, the Review Officer must immediately notify the Association's labour law counsel so that counsel can review the complaint and provide ongoing advice on any labour relations implications from the complaint and the investigation process.

The Review Officer shall review the complaint and determine whether the allegations in the complaint, if true, amount to "serious misconduct" that must be investigated by the BMC. For the purposes of this provision, "serious misconduct" includes:

- workplace violence, harassment or discrimination within the meaning of the Occupational Health and Safety Act and/or the Ontario Human rights Code;
- Dishonest, fraudulent or criminal conduct;
- serious and/or persistent breaches of the Code of Conduct, Conflict of Interest, Confidentiality or Harassment/Discrimination sections of the VDAM.

In making this assessment, the Review Officer shall consult with legal counsel, and may seek further information from the Complainant, the Respondent, and any other individual with knowledge of the matter.

If the Review Officer determines that the complaint involves allegations of serious misconduct, they shall refer the complaint to the BMC for investigation as set out below. The Review Officer shall notify the Complainant and the Respondent that the complaint has been referred to the BMC.

If the Review Officer finds that the complaint does not involve allegations of serious misconduct, but that the evidence reviewed does show that a party has breached an applicable policy or Board requirement, the Review Officer may impose appropriate measures (after consulting with legal counsel), which may include:

- a direction to limit contact or communications between the parties;
- a direction to undergo appropriate training or coaching;
- a letter of warning;
- a direction to apologize to the Complainant;
- reduced compensation to the Director (in particular if there is a finding that the Director has not completed their required hours or duties); and
- such other directions or measures as the Review Officer determines are appropriate in the circumstances. For further clarity, the Review Officer is not empowered to impose a suspension on either party.

In making the above assessment, the Review Officer may consider any relevant documentation or information relating to prior incidents or misconduct that may be documented in the Board Member's personnel file.

The Review Officer shall advise each party of the outcome of the initial review.

If the Review Officer determines that a Complaint is frivolous, vexatious and/or has been submitted dishonestly or in bad faith, the Review Officer may refer that issue to the BMC for further investigation under the process below.

BMC Formal Complaint Investigation:

If the complaint is referred to the BMC, the following process shall be followed:

1. The Chair (or, if necessary, the General Manager) shall call a meeting of the BMC as soon as possible and shall make best efforts to hold the meeting within five business days after the Complaint was referred to the BMC.

At its initial meeting, the BMC shall address the following issues:

a) The BMC shall select an individual to investigate the Complaint. In most cases, it is expected that the BMC will hire a neutral, third-party investigator to conduct the investigation. However, in cases where there are few, if any, facts in dispute, the BMC may determine that the investigation can be conducted by the BMC or one of its members or delegates.

b) The BMC shall determine whether interim measures are required to minimize the risk of harm to any party or witness.

c) Interim measures may include:

i. Directing any party not to contact or communicate with the other;

ii. Recusing a party from Board-related duties;

iii. Directing a party to perform Board-related duties remotely or from a different location;

iv. Temporarily restricting campus access to a party;

v. Suspending the Respondent with pay pending completion of the investigation;

vi. Any other interim measure that the BMC deems appropriate in the circumstances.

d) If the BMC decides to recuse a party from their Board duties or to impose an interim paid suspension it may temporarily re-assign the party's duties to other Directors pending the outcome of the Complaint process.

Following its first meeting, the Chair shall write to the Respondent and provide a summary of the allegations in the Complaint. The Chair shall request that the Respondent provide a written response to the allegations within 5 business days. If the BMC has imposed interim measures on the Respondent, the Chair shall notify the Respondent of those interim measures in writing.

If the BMC has imposed interim measures on any other party, the Chair shall notify that party of the interim measures in writing as well.

2. The investigator shall conduct a fair and complete investigation as soon as possible, which may include the following steps:

a) Interview the Complainant/s and the Respondent/s regarding the allegations in the Complaint.

b) Interview relevant witnesses, if any, as determined by the investigator.

c) Review any relevant documents or other evidence, as determined by the investigator.

d) Make findings of fact and determine whether the allegations in question are validated, and communicate these findings by way of a report to the BMC.

3. At the conclusion of the investigation, the BMC shall meet to consider the investigator's report.

4. If any of the allegations are validated, the BMC must determine what remedial or disciplinary measures should be imposed. In making this assessment, the BMC may consider any relevant documentation or information relating to prior incidents or misconduct that may be documented in the Respondent's personnel file.

The BMC has authority to impose appropriate remedial or disciplinary measures, including (without limitation) any of the following:

i. Directing the Respondent not to contact or communicate with the Complainant;

ii. Recusing a party from Board-related duties;

iii. Directing the Respondent to perform Board-related duties remotely or from a different location;

iv. Directing the Respondent to apologize to the Complainant;

v. Issuing a letter of warning to the Respondent;

vi. Reducing the Director's compensation (in particular if there is a finding that the Director has not completed their required hours or duties);

vii. Suspending the Respondent without pay for an appropriate period as determined by the BMC. In the event of a suspension without pay, the BMC may direct the Board to re-assign the

Respondent's duties under Bylaw 5, s.8(c) for the duration of the suspension; and

viii. Any other remedial measure that the BMC deems appropriate in the circumstances.

The remedial or disciplinary measures shall be proportionate to the seriousness of the validated allegations (as well as any relevant prior misconduct that may amount to an aggravating factor). The BMC shall consult with legal counsel before finalizing its remedial or disciplinary findings.

5. The BMC shall advise the parties in writing whether the allegations in the complaint were validated. The BMC shall also advise each party in writing of any remedial or corrective actions it has imposed that directly impact that party.

6. The BMC's findings and decision are final and are not subject to review. The parties must treat the BMC process (including its findings, decision and written communications) on a strictly confidential basis and not share or disclose them to any other person.

9. MISC. OFFICE POLICIES

9.1 Safety

The provisions of the Occupational Health and Safety Act govern the workplace. All accidents and emergencies will be reported immediately to the General Manager and/or to the Director of Communications and Internal.

When an injury is sustained, a written report is to be prepared by the individual and given to the General Manager and/or to the Director of Communications and Internal within twenty-four hours of the accident or at the first possible opportunity. When applicable, the appropriate workplace Safety and Insurance Board forms will be completed by the General Manager or Manager of Equity and Advocacy.

9.2 Expense Reimbursement

Voting Directors are entitled to be reimbursed for approved travel, meal and accommodation expenses that are related to the business of the SA, where such reimbursement is not covered by the organizing conference, meeting, or event.

Appropriate receipts shall accompany all requests for reimbursement. The rate of reimbursement shall be determined and published in a regularly updated 'Travel and Expense' policy. Voting Directors shall seek the approval of the Finance and Operations Committee, in advance, for travel and related expenses and only pre-approved expenses shall be re-imbursed. Voting Directors using personal automobiles for Student Association business shall be required to protect themselves with adequate automobile insurance.

Understanding that when on conferences/meetings/or Professional Development duties that you are representing the SA and are still at work and that SA policies are to be followed on and off campus and these policies listed below are to be followed.

The following policies shall apply at all professional development, external meetings, conferences, and events where directors are representing the SA.

1. SAGBC Workplace Violence Policy
2. SAGBC Voting Directors Accountability Manual
3. SAGBC Voting Directors Code of Conduct and Conflict of Interest Policy

9.3 Professional Development

Any voting Director that wishes to participate in professional development opportunities through the Student Association must submit such a request to the Board of Directors 14 business days before the start of the training or where appropriate to the Finance and Operations Committee.

Directors participating in professional development opportunities through the Student Association must report in writing to the Board of Directors at the first meeting of the Board following the session/conference/seminar/program attended.

The Student Association shall only reimburse Directors where:

1. A Director received prior approval of the Board of Directors, or where appropriate, the Finance and Operations Committee and/or,
2. A Director attended and fully participated in the professional development opportunity.

9.4 External Meetings, Conferences and Events

Any voting Director who wishes to attend and participate in any external meetings, conferences and events through the Student Association must first express their interest in writing (email) to the Executive member whose

portfolio the meeting, conference or events falls under. This must be done prior to the registration deadline or any meeting, conference, or event.

Upon registration any voting Director attending the meeting, conference or event will be required to be on time, attend all sessions, workshops, and meetings, unless prior arrangements have been discussed with the Executive member whose portfolio it falls under.

Any registered voting Director, upon completion of meeting, conference or event will be required to provide a report to the board at the next board meeting, unless the board meeting fall within 2 business days of the end of the meeting, conference, or event.

The report shall include recommendations to the Student Association to implement or initiate various campaigns, advocacy, services, or policies that uphold the mandate of the Association.

10. POLICY AMENDMENTS

10.1 Policies & Procedures:

In order to amend this VDAM or any other Board-related policy, procedure or governing document, the Board shall follow the process set out below:

1. All policy amendments and/or new policies are the responsibility of the Policies & Procedures Committee ("PPC"). All proposed policies and/or amendments must be referred to the PPC for review and recommendations before they can be voted on and implemented by the Board.
2. The PPC must obtain legal advice on all proposed policy amendments and/or new policies that it is considering in order to ensure that the policy change is:
 1. consistent with existing policies;
 2. does not give rise to a conflict of interest; and
 3. does not breach any other legal rule or obligation.
3. If the legal review identifies an inconsistency, conflict of interest, or legal breach, the PPC must address it and get legal confirmation that the issue has been sufficiently addressed. The PPC (and the Board) cannot proceed with a policy change that is inconsistent with existing policies, creates a conflict of interest, or is otherwise unlawful.

4. Once the PPC has completed the above review process it shall make its recommendations to the Board and provide the Board with written drafts of any proposed policy changes at least 5 days before the Board meeting in which the amendments are to be considered.

5. The Board may implement the PPC's recommended policy changes by passing a Motion in favour by way of a majority vote, unless the policy in question is an Operational Policy as defined in Bylaw 11, s.9(b), in which case a 2/3 majority is required.

10.2 Bylaws:

Substantive amendments to the Student Association's bylaws cannot be made by the Board alone. Bylaw changes can only be made by the Association's membership by way of a vote conducted at a meeting of members.

In order to amend its bylaws, the Board must follow the same process described above for policy amendments. However, once the Board has voted to accept the PPC's recommended bylaw changes and drafts, it must take the following additional steps to implement the changes:

1. The full text of the proposed bylaw amendments must be included in the Notice of the Members' Meeting that is provided to all members in advance of the meeting.
2. If the amendment involves a "fundamental change" as defined in s.197(1) of the Canada Not-for-profit Corporations Act, then it can only be passed by way of a Special Resolution supported by a 2/3 majority of members.
3. Any other bylaw amendment may be passed by way of a majority vote of members.

APPENDIX A

MECHANISM TO CALCULATE HONORARIA FOR EDUCATIONAL CENTRE REPRESENTATIVES

STEP 1: WORK PRIORITIES AND POINTS ASSIGNMENT

Requirements as per VDAM Section 6.5	Priority	Points Assigned	Action	Date Completed	Points Given	Reasoning
Participate in and give feedback at monthly Board of Directors meetings and other sub committees in person and through visible online.	1	By-Laws				
Provide written Report on work and future work to Board of Directors monthly using the approved board report template. - Completed and detailed	1	By-Laws				
Act as a liaison between the Student Association and your area of representation by bringing student feedback, issues and concerns to the BOD and through formal communication and advisory group meetings and following through to ensure they are being addressed.	1	3.5				
Plan and implement program based forums, with the support of the Director Education and Equity and submit a proposal for Executive approval	1	3.5				
Shall work on campus and online alongside SA Staff to promote events, campaigns and organization's priorities.	1	3.5				
Maintain membership on at least one standing committee and attend the in person and virtual meetings.	1	2				
Inform students of the services of the corporation and upcoming events and campaigns on campus and online.	2	1.5				
Advocate on behalf of students facing issues in respective programs, with the support of the Director Education and Director Equity.	2	1.5				
Act as an ambassador of the corporation at virtual events, events on all campuses and the College student residence	2	1.5				
Ensure students in your constituency are aware of who you are and how to contact you.	3	1				
Establish and maintain positive working relationships with Coordinators, Chairs, Directors and Deans in respective programs.	3	1				
Connect members with appropriate supports within the corporation, as well as within the College	3	1				
Complete a transition report summarizing the year's deliverables, key contacts, and works in progress and present the report to the General Manager and incoming Director of the same position during the mandatory transitional training.	4	0				
		20 points				

STEP 2: MANDATORY TO MEET ALL THE REQUIREMENTS

Requirements as per By-Law 4, Section 6	Points Assigned	Action	Date Completed	Points Given	Reasoning
A completed and detailed work plan with key dates and specifics, in advance for a month for a month	20 Points				
Providing detailed & completed monthly Board Report	20 Points				
Meeting the obligation of attending board meetings and or notifying in advance with appropriate notice and regrets	20 Points				
Participating in two online and in person class talks per semester	2*10 = 20 POINTS				
Perform all duties as described in the Voting Directors Accountability Manual (6.5) - Total Points Given in Step 1	20 POINTS				
Assesment for STEP 2	Point Allocation				
Fully complete work plan and board report, meeting obligations are met and have shown the class talks planning and/or completion	20 Points				
75% complete work plan and board report, only 75% meeting obligations are met	15 Points				
50% complete work plan and board report, only 50% meeting obligations are met	10 Points				
Less than 50% complete work plan and board report, less than 50% meeting attendance	0 Points				

STEP 3: DETERMINATION OF HONORARIA

Points + Meet all the conditions as per By Law 4, Sec 6	Honoraria
More than or equal to 80 - less than or equal to 100 points	100% Honoraria
More than or equal to 60 - less than 80 points	75% Honoraria
More than or equal to 50 - less than 60 points	50% Honoraria
less than 50 points	25% Honoraria