



Board Governance Policies

26 February 2025

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Glossary

These terms are found in the MSU policies. These and other terms may be further defined within the policies.

MSA / MSU	The acronym for the MacEwan Staff Association / MacEwan Staff Union
Legal Owner	Individuals who have a formal/legal relationship with MSU and to whom the Board owes its allegiance. For the purposes of MSU's Governance Policies, these generally refer to the Signed Regular Members in Good Standing as defined in the MSU Constitution and Bylaws.
Moral Owner	Individuals who benefit from the work of the Legal Owners. For the purposes of MSU's Governance Policies, these generally refer to all employees within the Bargaining Unit.
Members	Signed Regular Members in Good Standing as defined in the MSU Constitution and Bylaws.
Member Representatives	MSU Directors who have not been elected to a specified Board Officer position.
Labour Relations Council	The group of Union Stewards called together formally by the Senior Labour Relations Officer for workplace advocacy.
Directors	MSU Members who are elected to the MSU Board of Directors and who fulfill the fiduciary, generative and strategic responsibilities for the governance of MSU.
Governance Champion	A Director who is appointed by the Board for a certain time and given authority according to BW2:2.13 to help and advise all other Directors with their use of Policy Governance.
Stakeholders	Those external individuals and organizations which have a significant interest in MSU.
Vision	The dream of the future of MSU and for its Members.
Mission	What MSU does – i.e., its purpose and assignment.
Mission Outcomes	The measurable results of MSU's mission.
Ends	These are the foundational elements of MSU and include the Vision, Mission, Mission Outcomes, Beliefs, Values and Philosophy.
Beliefs	The statements of commonly held truths about MSU and its work.
Values	Words that describe the importance and worth of MSU and its work.
Philosophy	This is a brief description of the uniqueness of MSU explaining how it is different from other associations and Unions.
Robert's Rules of Order (RONR)	This is the manual of parliamentary procedure adopted for use at MSU Board and member meetings. The current version of RONR is referenced.
Union Steward	The role of elected Member Representatives to facilitate the flow of information, and advocacy between the members of the Bargaining Unit and the union's labour relations staff.
Officers	The Officers of the MSU Board are those individuals filling the role of President, Vice President and Secretary-Treasurer.



POLICY TYPE I: ENDS

Policy Type:	Policy Number and Name:	
Ends Policies	E1: VISION	
Acceptance Date:	Date to Review Policy:	Review Date:
30 June 2022	Annually at Strategic Planning Review	

Significant. Respected. Thriving.

Policy Type:	Policy Number and Name:	
Ends Policies	E2: MISSION	
Acceptance Date:	Date to Review Policy:	Review Date:
30 June 2022	Annually at Strategic Planning Review	

MSU advocates for the collective workplace interests and well-being of non-academic staff.

Policy Type:	Policy Number and Name:	
Ends Policies	E3: MISSION OUTCOMES	
Acceptance Date:	Date to Review Policy:	Review Date:
15 May 2024	Annually at Strategic Planning Review	May 2025

For the fiscal period: July 01, 2024 – June 30, 2025
Strategic Objectives:

1. In cooperation with the MSU Negotiations committee, negotiate a new collective agreement with the University as early as possible following the expiry of the current contract, that includes improvements in at least three (3) areas identified as priorities by the membership through a bargaining interest survey.
2. By June 30, 2025, successfully transition the MacEwan Staff Union from a Non-Profit under the Societies Act to an unincorporated entity, leveraging legal expertise and stakeholder engagement to enhance our democratic self-governance capabilities.
3. In the preparation of the annual operating budget, ensure priority is given to strengthening the Labour Disruption Fund by targeting approximately 10% of revenue to reserves.
4. By June 30, 2025, complete and implement the MSU office procedural manual to ensure staff are trained and skilled in administering the CBA effectively, incorporating strategies for anticipating organizational growth and ensuring business continuity.
5. By the Spring SAGM in 2025, actively and intentionally campaign to achieve a 5% increase in signed casual membership, utilizing targeted outreach strategies to engage and sign-up casual members, thereby strengthening the organization's representation and inclusivity.
6. By June 30, 2025, develop a detailed succession plan for critical roles within the organization to ensure operational continuity, involving collaborative efforts from stakeholders to identify and prepare potential successors effectively.

Policy Type:	Policy Number and Name:	
Ends Policies	E4: CORE VALUES	
Acceptance Date:	Date to Review Policy:	Review Date:
30 June 2022	Annually at Strategic Planning Review	

MSU holds these core values:

Integrity

We value transparency, professionalism and stewardship in all of our workplace relationships because we value the trust of our members and stakeholders.

Participation

The strength of the union is our membership. We value the participation and input of each of our members, and the diversity of perspective and experience they bring to our union.

Responsiveness

As a member-driven organization, we value timely, approachable and accessible service to and communication with our members.

Excellence

Our members count on us to represent them in an exemplary way. We take pride in everything we do, and conduct ourselves with dignity, decorum and attention to detail.

Policy Type:	Policy Number and Name:	
Ends Policies	E5: BELIEFS	
Acceptance Date:	Date to Review Policy:	Review Date:
30 June 2022	Annually at Strategic Planning Review	

MSU believes that:

The most effective labour relations practices are interest based.

Interest-based labour relations practices seek to advance the common interests of both employee and employer. An interest-based approach results in shared gains and a positive, mutually beneficial relationship between both parties.

Our union is our membership. Our membership is our union.

Our decisions and actions must be guided by the priorities and interests of our diverse membership.

Unionized workplaces are better workplaces.

A rising tide lifts all boats. Unions are the best representative voice of workers, and through collective bargaining and collective advocacy, unions improve conditions for all employees – and employers.

All people have inherent value.

The value of our people is more than just the product of their work. The well-being of our members must be accounted for, and all members are entitled to fair, equitable treatment and representation in the workplace.



POLICY TYPE II: BOARD WORK

Policy Type:	Policy Number and Name:	
Board Work	BW1: BOARD JOB DESCRIPTION	
Acceptance Date:	Date to Review Policy:	Review Date:
15 Dec 2021	Annually at Board Orientation	

The work of the Board is to serve as a trustee on behalf of the Owners in determining appropriate organizational performance. To distinguish the Board's own unique work from the work of its Executive Director, the Board will concentrate its efforts on the following:

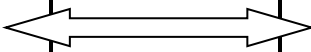
1. Meeting its fiduciary, generative and strategic responsibilities.
2. Engaging with the Owners of MSU to meet its strategic planning obligations.
3. Developing governing policies which, at the broadest levels, address:
 - 3.1 Ends: The fundamental statements of MSU's vision, mission, values, beliefs, philosophy, and the Outcomes that anticipate measurable success for the future of MSU.
 - 3.2 Board Work: How the Board develops, carries out and monitors its own tasks and agendas.
 - 3.3 Executive Limitations: Constraints on Executive Director authority, which establish the prudence and the ethical boundaries within which all Executive Director activity and decisions must take place.
 - 3.4 Board-Executive Director relationship: The delegation of authority from the Board to the Executive Director and how this is monitored.
4. Assuring Executive Director performance in achieving the outcomes within the Executive Limitations.
5. Ensuring that the required legislative responsibilities of MSU are met.
6. Participating in the advocacy requirements of MSU.

Policy Type:	Policy Number and Name:	
Board Work	BW2: GOVERNING STYLE	
Acceptance Date:	Date to Review Policy:	Review Date:
15 Dec 2021	Annually at Board Orientation	

The Board will take up the model of policy governance in its governance process: having a preoccupation with strategic leadership rather than administrative detail that emphasizes a clear distinction of Board and staff roles; encouraging diversity in viewpoints; acting as a collective in decision-making and taking a long- range, proactive approach rather than looking back and reacting to operational activities.

1. MSU Board is committed to a governing style characterized by:
 - 1.1. An open, inclusive style of communication and consultation.
 - 1.2. A style of decision-making using the current Robert’s Rules of Order.
 - 1.3. A clear distinction between the roles of the Board and the Executive Director.
 - 1.4. Assurance of compliance with the values, directions and policies established by the Board.

2. Operating within a policy governance model, the MSU Board:
 - 2.1. Maintains a primary focus on outcomes rather than operational or administrative means of achieving the goals.
 - 2.2. The common word for focus, authority and accountability are shown in the table below as they relate to the roles of Staff, the Executive Director and the Board.

	Staff	ED	Board
FOCUS:	Present		Future
AUTHORITY:	Administration	Management	Governance
ACCOUNTABILITY:	To Executive Director	To Board	To Owners (Members)

- 2.3. Adopts a strategic, long-term perspective, emphasizing outcomes as the method of establishing explicit performance targets and accountabilities for MSU.
- 2.4. Ensures that individual Directors, Board committees and the entire Board make their appropriate contributions to governance in a competent, conscientious, and effective manner.
- 2.5. Purposefully separates the roles of governance which is fulfilling Director responsibilities from those of the Union Stewards fulfilling Union responsibilities.
- 2.6. Reviews the Board's own process and performance on a regular, systematic basis.
- 2.7. Reviews the achievement of outcomes on a regular, systematic basis.
- 2.8. Reviews and updates the Governance Process as appropriate, and regularly assesses Board's compliance with these policies.
- 2.9. Operates in all ways mindful of its obligation to the Owners of MSU.
- 2.10. Enforces whatever discipline is needed to govern with excellence. Discipline will apply to attendance, the principles of policy making, respect of roles, speaking with one voice and abiding by all Board policies.
- 2.11. Initiates Board tasks not merely react to staff requests.
- 2.12. Ensures the excellence of its governance capability by setting regular time in its calendar and on its agendas for Board learning.
- 2.13. May appoint a Director, other than the Executive Director or President, to serve as the Champion of the Board governing style. The Governance Champion shall:
 - 2.13.1 Monitor the Board's compliance with policy governance and take corrective action when necessary
 - 2.13.2 Respond to questions about policy-based governance particularly as these impact specific situations and that might take more research to answer
 - 2.13.3 Take the lead in the planning for regular Board orientation, Board learning and the Board's regular meeting and Board evaluation
 - 2.13.4 Provide orientation to Directors who need this.

Policy Type:	Policy Number and Name:	
Board Work	BW3: PRINCIPLES AND DEFINITIONS OF POLICY GOVERNANCE	
Acceptance Date:	Date to Review Policy:	Review Date:
15 Dec 2021	Annually at Board Orientation	

The Board understands and agrees to adhere to all of these principles of policy governance which it has accepted by motion. The principles are:

1. The Directors are the trustees for the Owners of the organization.
2. The Board governs proactively through explicit statements of values, rather than reactively or through event-specific decisions.
3. The Board’s job is to:
 - Link to the Owners
 - Write governance policies that reflect the Owners’ values
 - Lead and establish MSU’s strategic directions
 - Ensure Executive Director performance.
4. The Board builds a relationship with the Executive Director that is safe, empowering, and collegial.
5. The Board speaks with one voice or not at all.
6. The policies the Board writes are related to:
 - The Ends of the Organization: the foundational elements of MSU which includes the Vision, Mission, Beliefs, Values and Philosophy
 - The Governance Process: the processes and products of governing.
 - The Executive Limitations: unacceptable practices and circumstances of Staff Means.
 - The Board-Executive Director Relationship: delegation of authority from the Board to the Executive Director through an accountability process.
7. The Executive Director’s position exists solely to accomplish the organizational mission outcomes without violating the constraints on staff means.
8. The Executive Limitations are addressed only in a negative or constraining way to leave maximum freedom but within clear limits.
9. The appraisal of the Executive Director performance is monitored rigorously against policy criteria.

10. The Board spends its time creating the future rather than reviewing and ratifying the past, stimulating debate on the Ends of the organization rather than the Means, and looking beyond the organization more than within.

These definitions guide the governing principles:

Ends Policies – This set of policies includes MSU Vision, Mission, Mission Outcomes, Beliefs, Values and Philosophy. The Ends Policies are often considered the culmination of a strategic planning session, in which the Ends policies are written anew, or revised.

Outcomes – One of the Ends Policies is the Mission Outcomes, or simply Outcomes, which is the list of measurable results of achieving the Mission. The Board writes each outcome because of its strategic planning process.

Strategic Plan – The Board is responsible for looking forward over several years to identify the Outcomes that will define the success of MSU at the end of that time. Strategic planning is one of the primary responsibilities of the Board and follows a broad and inclusive process of consultation with the Owners of MSU.

Operational Plan – The Executive Director is responsible for translating the Outcomes into an operational plan. The writing of the operational plan is guided by the Executive Limitations (ELs). The Board accepts the reports of compliance with the ELs from the Executive Director, including the Financial Plan EL, but does not approve the operational plan.

Board has 3 overall levels of responsibilities for governance functions:

1. **Fiduciary:** On behalf of the Owners, the Board is entrusted with the duty of managing MSU's assets to the maximum benefit of the organization. It does this through delegation of authority to the Executive Director and through Executive Limitations.
2. **Strategic:** Looking forward to the future is an ongoing function of the MSU Board. Strategic planning is the process by which the Board determines what MSU will do in the next few years, for whom it does these things and how it will know it has succeeded. The Ends Policies are the result of the strategic planning, and the Mission Outcomes are the specific, measurable statements of achievement by the MSU Board.
3. **Generative:** This is a type of creative thinking and discussing in which the Board tries to make sense of circumstances and events affecting MSU. The focus of such activity will be these types of questions: What are the important challenges, problems, and opportunities for MSU? What are the right questions to ask about MSU? How then will we answer these questions and shape our future?

Policy Type:	Policy Number and Name:	
Board Work	BW4: GOVERNANCE POLICY	
Acceptance Date:	Date to Review Policy:	Review Date:
15 Dec 2021	Annually at Board Orientation	

The Board is responsible for developing, implementing, reviewing and revising all Board policies. The Board develops and applies those policies that have to do with the Ends of MSU; the Executive Limitations of the Executive Director; the work of the Board and the delegation of duties from the Board to the Executive Director.

The basis of the policy governance model is the translation of organizational values into policy. So that the policies are well-written and implemented, the Board commits to keeping six principles in developing Board policies for MSU:

1. Policies are reflective of MSU **values and add value** to the achievement of the organization's Ends.
2. All Board policies are **consistent in intent** with all other legislative or governance documents and do not repeat or contradict other policies.
3. The **Constitution and Bylaws are not a policy document** and should not be treated as such. Constitution and Bylaws contain only the basic information required by the incorporation body.
4. Policies are developed at the **broadest level** before continuing to more detail.
5. The wording in the policies is in **plain language** - clear, concise, and understood by any Director and Executive Director. The use of the words 'will' and 'shall' mean that this will be done; the use of the words 'may' or 'might' mean that there is a choice.
6. Procedures to put policies in place are added to ensure the **intended interpretation** over the years.

Implementation

The best practice of developing and implementing effective governance policies follows a process that **identifies the need** for a policy, **determines the type of policy**, then **writes the policy** according to the approved policy framework. When approved, the new policy, or part, replaces the current by motion.

- The Board writes and applies those policies that have to do with all Board work as a corporate body and as individual Directors. The Board also writes policies that describe the expectations of the Executive Director's work and the delegation of duties from the Board to the Executive Director.
- The Staff writes those policies to do with all aspects of operations.
- Staff policies are not approved by the Board of Directors.
- Every policy is connected to the organizational values.
- An implementation set of procedures may be added which is easy to use and remains consistent through subsequent Boards.
- Orientation to and review of the use of policies is done well and regularly.
- Congruence of all policies with each other and to the Constitution and Bylaws is ensured.

The development of governance policies is guided by the following steps.

1. Identifying the need for a Policy

- The Board will review the governance policies to determine if there is a policy already in place. If not, the Board determines the policy statements.

2. Determining the type of Policy

- The Board will review the other governance policy types to determine where the policy fits.

3. Writing the Policy

- Introductory statement(s) give all the basic information about the policy. If this statement is sufficient then end the policy here.
- If the introductory statement needs more information, then add more by following the format and wording of other policies.
- Determine the approval, monitoring and/or review dates and add these to the policy.

4. When a new policy is to be written, then:

- Write the introductory statement(s).
- When the introductory statement is sufficient, then end the policy at this statement(s).
- If not, add the next statements.

- If a procedure is required, it may be written as an implementation within the policy.
 - Write the approval and monitoring sections.
 - Decide the date that the policy is approved, the type and dates of monitoring and review date all according to the Board's calendar. (An annual Board calendar will be written for the beginning of MSU fiscal year).
5. When approved, the new policy replaces the former by Board motion and is noted on the policy grid.
 6. The policy grid is common for every policy and states the policy type, the policy number and name, the acceptance date, the date to review the policy and the actual date that the policy was reviewed.

Policy Type:	Policy Number and Name:	
Board Work	BW5: BOARD COMMUNICATION	
Acceptance Date:	Date to Review Policy:	Review Date:
15 Dec 2021	Annually at Board Orientation	

Board communication among the various parts of MSU is effective and efficient requiring that communication follows a set of procedures by all involved. Communication includes that within and among the Board, committees and with the membership. Communication includes, but is not limited, to face to face, virtual meetings, electronic correspondence, regular mail, and teleconference.

The official spokespersons for MSU shall be the President, the Executive Director, or those other spokespersons who the Board may designate. As such, they are the only individuals authorized to communicate with the press and broadcasting media on legal, practice standards and organizational matters relating to MSU.

1. All Board of Director communication intended for the membership is sent under the signature of the President.
2. Communication intended for an MSU group shall be sent to all members of that group.
3. Communication content is required to be significant, i.e., directly related to Board business or private and confidential information for the group involved.
4. The Executive Director is copied on all Board correspondence, to all groups, unless the topic is one of performance or compensation of the Executive Director as outlined in governance policies.
5. If communication is by email and regarding MSU matters, the chosen Board email addresses will be used.
6. For document posting and discussion, MSU Board will use an online cloud drive to enhance collaboration (e.g., Google Drive).

Policy Type:	Policy Number and Name:	
Board Work	BW6: STRATEGIC AND TACTICAL PLANNING	
Acceptance Date:	Date to Review Policy:	Review Date:
15 Dec 2021	Annually at Board Orientation	

The Board is committed to advancing MSU’s causes through regular strategic planning sessions, once every 3 years or more as often as needed at the discretion of the Board. These sessions generate documents that specify MSU’s strategic plan for the next years and which will be monitored regularly and reviewed annually.

1. A strategic plan is written into the Ends policies through the statements of Beliefs, Values, Philosophy, Vision, Mission, and Mission Outcomes.
2. The strategic plan is translated by the Executive Director into an annual operational plan with measurable goals that will be the Mission Outcomes, timelines, responsibilities and tasks.
3. The following organizational information will be considered in the development and review of the strategic plan:
 - **Historical Picture:** How did MSU start and what has been done over the years?
 - **Member Surveys:** What do Owners want from MSU?
 - **Stakeholder Surveys:** What interests do external sources have on MSU?
 - **Environmental Scan:** What external forces affect MSU?
 - **Organizational Assessment:** What internal forces affect us?
 - **Beliefs, Values, Philosophy:** What are the underlying truths of MSU?
 Beliefs are those fundamental tenets of truth of MSU
 Values are the guide for how MSU acts
 Philosophy is the articulation of the uniqueness of MSU.
 - **Vision:** The dream . . . what could MSU be?
 - **Mission and Outcomes:** What will MSU do for Owners to achieve the vision?
4. The strategic plan considers the requirements of the MSU Constitution and Bylaws and governing policies.

Implementation

The Board will consider the current Strategic Plan when preparing for, accomplishing, and following up with respect to strategic planning. As well,

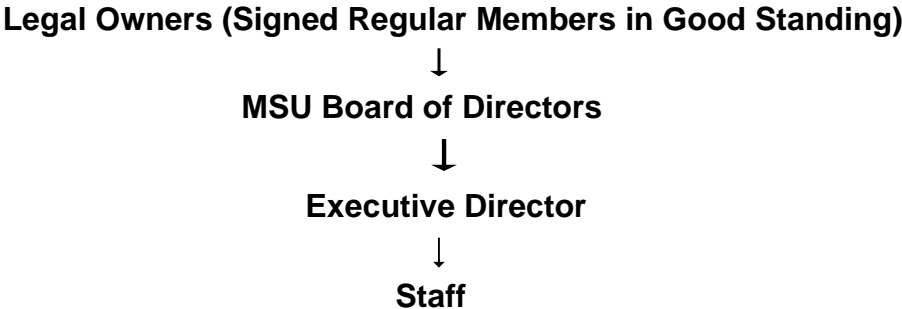
1. The Board calendar will name the date of the Strategic Planning session.
2. A Strategic Planning Committee may be struck to plan for the session and to follow up on the strategic planning.
3. The Board will direct the strategic planning committee as to whether the Strategic Plan is to be written anew or is a review.
4. The strategic planning policy is followed for either writing a new plan or reviewing the current plan.
5. The facilitator of the strategic planning session and the planning committee will follow this policy and the direction of the Board for all planning activities.
6. A follow up report, an evaluation, of the strategic planning process will be written upon completion of the strategic planning session.
7. The evaluation of the strategic planning session will inform the next strategic planning session.
8. The report on the most recent strategic planning session will be kept electronically.

Policy Type:	Policy Number and Name:	
Board Work	BW7: LINKING TO THE OWNERS	
Acceptance Date:	Date to Review Policy:	Review Date:
18 Sep 2023	Annually at Board Orientation	

Owners are those people to whom the Board is primarily accountable. Linking to the Owners is an important principle to be acted on in policy governance: the Board acts in trusteeship for Owners. The Board will designate significant regular time in their meeting agendas and in their strategic planning to discuss and decide issues of Ownership.

There are two types of Owners, Legal and Moral. MSU’s Legal Owners are those people who meet the criteria of Regular Members in Good Standing as defined in the MSU Constitution & Bylaws. Moral Owners include those people who benefit from the work of the Legal Owners, may be employed within the Bargaining Unit or hold Associate or Honorary Membership in the MSU, as outlined in the MSU Constitution and Bylaws.

The following diagrams the relationship and accountability of each of the primary parts of MSU.



Implementation

In relating to the Owners, the Board shall:

- Identify the types of Owners
- Determine the relation of the legal and moral Owners to the work of MSU
- Plan for the ways that the Board will connect strategically to the Owners
- Direct the relationship of the Executive Director, through Executive Limitations, to the Owners.

There are 3 ways that the Board could relate strategically to the Members.

1. *Attitude*

Board Directors act on the belief that they are trustees for the Members. The Board considers all appropriate considerations and loyalties in its discussions.

2. *Statistics*

At a second level, the Board gathers statistical evidence of the Members' concerns and needs.

3. *Information*

The third level engages the Board in information gathering and may include:

- Opinion and interest surveys from Bargaining Unit employees,
- Reviewing articles in the media for appropriate trends etc.
- Presentations at Board meetings by appropriate people
- Dialogue with other Boards or public officials; and
- Other community input.

4. The Board will devote regular time in their meetings to discuss and decide issues of significance to the Members.
5. Members may be invited to attend parts of the Board meetings to discuss their needs and to provide input to specific Board discussions.
6. The Board is the initial reactor to, and arbitrator of, all Signed Member complaints and disputes that relate to the Board Work.
7. The Board also serves as the Grievance Review and Appeals Committee as specified in Article 10 of the MSU Constitution & Bylaws

Policy Type:	Policy Number and Name:	
Board Work	BW8: LINKING WITH OTHER ORGANIZATIONS	
Acceptance Date:	Date to Review Policy:	Review Date:
15 Dec 2021	Annually at Board Orientation	

Board will link to external organizations as it deems necessary to do its work. These linkages may include other organizations with similar missions, mandates, or governance processes.

1. Board linking will be discussed then decided by Board motion.
 - 1.1 The merits of membership or partnership with other organizations will be considered by the Board, considering:
 - The degree to which participation will further the goals of MSU.
 - The benefits to the public and to the profession compared to the cost of membership/partnership.
 - The ability of MSU to influence the direction of the organization in a measure commensurate with MSU's contribution.

2. Appointments to External Committees or Groups
 - 2.1 Appointments to external committees or groups with which the Board has a direct governance relationship shall be made by the Board by motion.
 - 2.2 Individuals appointed to external committees and groups, whether by Board or the Executive Director, shall follow guidelines regarding information sharing, confidentiality, and reporting, as outlined in the appointment terms of reference including but not limited to:
 - The name and position of the appointment
 - Responsibilities of the appointment
 - Any signed agreements concerning the appointment
 - Any financial costs or staff time required by the appointment
 - Regular reporting to the Board.

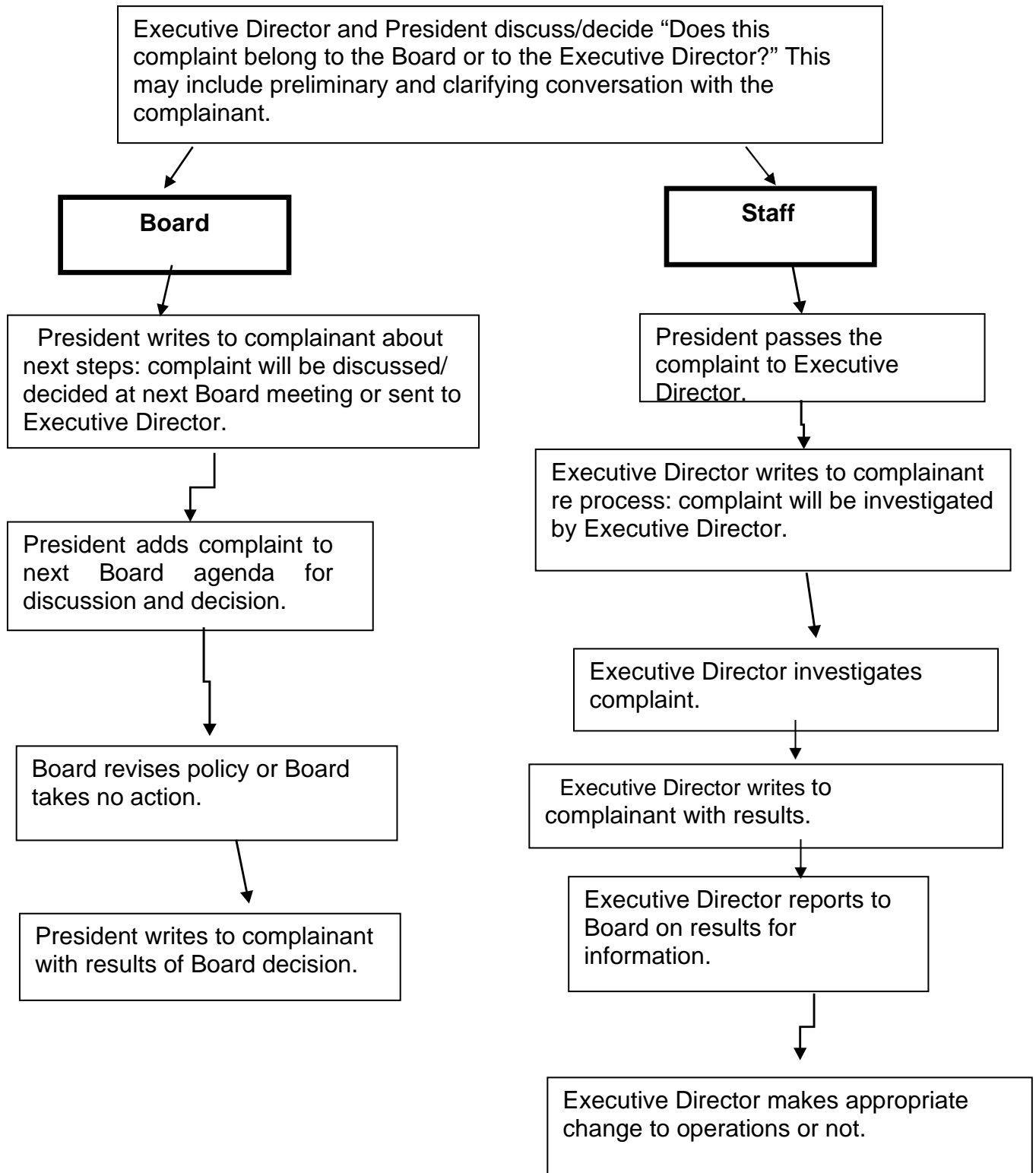
3. The Board will follow the commonly accepted practices of elected representatives meeting with elected representatives.

Policy Type:	Policy Number and Name:	
Board Work	BW9: HANDLING COMPLAINTS	
Acceptance Date:	Date to Review Policy:	Review Date:
15 Dec 2021	Annually at Board Orientation	

The Board may receive complaints from Owners about some aspect of MSU.

1. So that the governing style and the complainant are both respected, a complaint process is followed in dealing with all complaints that are submitted to the Executive Director or the President of the Board, in writing, and with the name of the complainant.
2. The Executive Director and President will decide the division of complaint either of the Board to the President or of the staff or program to the Executive Director.
3. The Executive Director will handle all MSU staff, service or program complaints.
4. The President will handle all complaints about Directors and the Executive Director.
5. If the complaint concerns the President, another Director is appointed to follow the complaints process.
6. Member complaints about either the President or Executive Director begin with that individual first for possible resolution. If no resolution results, the process below is to be followed.
7. The following flowchart is the process to follow when handling an Owner complaint.
8. The Board will be informed of the complaint, its progress and resolution, but may not be informed of the details or name (s) involved.

Handling Complaints



Policy Type:	Policy Number and Name:	
Board Work	BW10: BOARD CODE OF CONDUCT	
Acceptance Date:	Date to Review Policy:	Review Date:
15 Dec 2021	Annually at Board Orientation	

Ethical conduct by members of the Board is critical to competent, conscientious, and effective governance. The effectiveness of the Board depends upon the commitment of each Director to an agreed upon standard of personal conduct.

A decision to serve on the Board represents a commitment to govern with excellence in promoting the Ends policies of MSU. Each Director shall execute a pledge to comply with the Code of Conduct policy.

1. Fulfillment of Duties

- 1.1 All Directors, including those appointed, have equal and equitable governance responsibilities to fulfill their shared commitment to the Ends policies of MSU.
- 1.2 Directors shall be conscientious in attending meetings regularly, participating on committees as required, and ensuring that they are well prepared to address issues and questions that come before the Board for consideration and decision.
- 1.3 Directors shall notify the President in advance of the reason for any non-attendance for scheduled Board work.

2. Respect for Authority of Board

- 2.1 A Director is authorized to exercise the duties and responsibilities of their office on behalf of MSU only when acting in concert with the rest of the Board.
- 2.2 A Director has no authority to instruct or evaluate MSU's Executive Director, staff, or contractors without specific delegated authority.
- 2.3 Directors shall abide by all governance policies of MSU.

3. Conscientious Commitment to the Governance Process

- 3.1 Directors shall be loyal to MSU and the Board and shall be accountable to exercise the powers and discharge the duties of their office honestly and in the best interest of members of the union. This accountability supersedes the personal interest of any Director acting as a member of MSU or the public, or of a particular stakeholder group or other organization.

- 3.2 If a Director has a personal issue as a recipient of MSU's services, he or she shall have the same rights as any other member, but no special privilege as a Director of the Board.
- 3.3 Directors shall observe Board procedures and display courteous conduct in all Board and committee meetings.
- 3.4 Directors shall never use Board procedures to obstruct or subvert the work of the Board.
- 3.5 Directors shall discuss Board performance in a constructive and respectful manner.
- 3.6 Directors shall support, in a positive manner, all actions taken by the Board even if the Director is in a minority position on such actions.

4. Conflict of Interest

- 4.1 Directors shall declare any real, potential, or perceived conflict of interest and shall comply with MSU's Code of Conduct.

5. Confidentiality

- 5.1 Directors will not communicate, either directly or indirectly, information designated confidential to anyone not entitled to receive the same. This shall apply in perpetuity.
- 5.2 As external technology users, MSU Board should be aware that the technology they use through MSU intranet sites, Internet communications and email usage is bound by confidentiality and is not to be discussed or divulged to any unauthorized persons. This applies to all information that is personal information as defined by the Personal Information Protection Act (PIPA) and MSU Privacy Policy (to be developed), as well as operational or business information that is part of the day-to-day activity of MSU. It is the technology user's responsibility, the Director, to ensure that the information they access is secure and no printouts, copies, emails, or files are left open or exposed.

6. Freedom of Information

- 6.1 All Directors should be aware that any time they communicate with public bodies for or on behalf of MSU, such communications may be subject to disclosure to a member of the public who makes a Freedom of Information request to the public body under relevant Acts. Public bodies would include but not be limited to any government agency or office.



MSU Board Member Code of Conduct Agreement

I have read and understand the MSU Constitution & Bylaws 2023 and Board Governance Policy BW 10: Board Code of Conduct. I understand the obligations of my position as specified in each and agree to fulfil those obligations.

As a Director, I hereby agree to:

- Affirm and promote the Objectives of MSU (Article 4.0), adhere to the Code of Conduct for Members (Article 11.0) and fulfill the duties of the MSU Board of Directors (Article 6.3) as specified in the MSU Constitution & Bylaws.
- Adhere to the Board Code of Conduct as specified in MSU Board Governance Policy BW10.
- Act honestly and in good faith, with the best interests of MSU foremost in mind.
- Attend meetings regularly and present reports to the MSU as required.
- Be loyal to MSU and to endorse and support the Ends policies of MSU.
- Comply with all applicable laws, the MSU Constitution and Bylaws and the MSU's Governance policies.
- Treat other Directors, MSU members, the Executive Director and MSU staff fairly and with respect.
- Disclose promptly and fully every personal conflict of interest with MSU to the Board.
- Maintain confidentiality of information obtained while performing Director duties as required under applicable policy and/or legislation (e.g.: Freedom of Information and Privacy Act, Personal Information and Privacy Act, MSU Board Governance Policies BW10 and BW13, etc) and not to improperly use or profit by it.
- Return all materials and documents relating to my role to the MSU office at the end of my term.
- Participate in MSU as authorized in the Constitution and Bylaws and/or by the Board.

I do not have, nor do I anticipate having in the future, a conflict of interest. I agree to promptly and fully disclose any conflict of interest that arises to the MSU President.

I understand that violation of my obligations of office may lead to the termination of my position as a representative of MSU.

Director Name: _____ (Please print) Witness Name: _____ (Please print)

Director Signature: _____ Witness Signature: _____

Date Signed: _____ Date Signed: _____

Implementation

1. The Board will:
 - Distribute this Code to potential Directors as part of the elections process.
 - Incorporate this Code into its governance manual.
 - Keep signed copies of the Board Code of Conduct secure in a file kept by the Executive Director in the MSU office.
 - Review the Code with new Directors and in the regular Board orientation.

2. If a Director is deemed to be negligent in carrying out his/her duties, then, given that the Board has the right to make and enforce its own laws and discipline, the following guidelines will be followed:
 - Any complaints received about a Director will be considered when in writing and signed by the complainant.
 - Two or more unexcused absences from a Director's responsibilities may result in a complaint to the Board about the Director's conduct.
 - The offending Director will be informally questioned by the President, and or another Director, to ascertain if there is a breach of the Code of Conduct.
 - If the offending Director is the President, another Director will be appointed by the Board and carries through this same process above.
 - Continued offences by the Director will result in a motion of censure being brought to the Board. This motion may result in a voluntary withdrawal or upon a vote of the majority of the Board; the Director shall be removed from committee leadership and the Board.
 - Continued offence by a Director will result in removal from office by a resolution as prescribed in the Constitution and Bylaws.
 - In extraordinary circumstances, the Director will be removed from office immediately in accordance with the Constitution and Bylaws.

Policy Type:	Policy Number and Name:	
Board Work	BW11: BOARD ROLE IN ADVOCACY	
Acceptance Date:	Date to Review Policy:	Review Date:
15 Dec 2021	Annually at Board Orientation	

The Board’s primary function is to define results through the Ends policies. As such the Board ensures the worthiness of MSU in advocating for its members rather than organizing specific activities.

Purpose of the Policy:

1. Directors will support the advocacy efforts and positions of MSU by networking and communicating on behalf of MSU.
2. Directors may be required by their position to participate in the advocacy efforts of MSU.
3. Positions of MSU for advocacy work are written and supported by the Board of Directors.

Policy Type:	Policy Number and Name:	
Board Work	BW12: BOARD PLANNING AND AGENDAS	
Acceptance Date:	Date to Review Policy:	Review Date:
15 Dec 2021	Annually at Board Orientation	

The Board is responsible for managing its own Board meeting agenda, its work plan, budget and calendar. The President is responsible for the implementation of these responsibilities.

1. Board meeting agendas are for the single task of meeting the Board's roles and responsibilities as Directors.
2. The Board meeting will consider both agenda control and content:

Agenda Control: The Board has the sole authority over its own agenda. The President will exercise this control on behalf of the Board, though any Director – with a majority agreement – can add or delete business from the agenda. Material related to the agenda will be given to Directors with adequate lead time for preparation. Members and the public will participate in designated parts of the agenda at the will of the Board. *In-camera* meetings may be held according to Policy BW15.

Agenda Content: Only those agenda items which are within the Board's areas of responsibilities, as per the Board's job description, will take up the agenda. The Board will work only on the Board's job, not the Executive Director or staffs' work. The Board work for the agenda includes Ends Policy discussion, Monitoring Executive Director compliance, linking to the membership, Board Learning, Consent Items, and committee reports.

Directors are obligated to prepare for meetings and to participate productively in discussion, always within the boundaries of discipline.

Implementation

1. SAMPLE AGENDA

Meeting of the Board of Directors of MSU

The sample Board of Director Agenda, Board Calendar and Budget below are the responsibility of the President to implement. Items 7 – 10 should take up at least half the time of the Board meeting.

Date
Time
Place

Agenda

1. Call to Order
2. Acceptance of the Previous Minutes
3. Approval of the Agenda
4. Acceptance of reports
 - a) President
 - b) Executive Director
 - c) Any Board committees
5. Executive Director Compliance
6. Policy Review
7. Consent Items
8. Ends Discussion
9. Link to the Membership
10. Board Learning and Planning
11. Next Meeting Date and Agenda
12. Adjourn

2. Board Agenda Definitions

Call to Order: This is called by whoever will chair the meeting. This will include introductions/approvals of Directors and guests. The quorum should be declared.

Acceptance of the previous minutes: All minutes should be accepted including those of a teleconference or email meetings of the Board.

Approval of the Agenda: It is the whole Board which decides by motion to accept the agenda as presented or to make additions. All business arising and new business will be covered in the agenda.

Acceptance of Reports: All reports are for information only and should be in writing and attached to the agenda. Any discussion/decision items are placed on the consent or another part of the agenda.

President's Report: The President reports on the activities of the Board as per President's Role. The President reports on the Board's progress and activities of the President since the last report.

Executive Director Report: The Executive Director reports on operational activities that fall outside of compliance reports. This is a 'state of the union' address from the Executive Director to the Board. The information is directed by the Executive Limitation on communication and counsel to the Board.

Committee Reports: The Committee Chair reports an update since their last report on their committee plan. Any Board committee reports will be made as per the terms of reference set for each committee by the Board.

Executive Director Compliance: All compliance reports which have been sent to the Directors or are given to the Directors at the meeting, are presented by the Executive Director, discussed briefly by the Directors then accepted through motion. Compliance reports are collected by Directors for reference during the annual Executive Director performance appraisal.

Policy review: Regular review of Board policies is done here. Changes to policy that arise outside of a regular policy review may also be considered here. Generally, all policies are reviewed once a year – Ends Policies are reviewed during strategic planning while the other policies are reviewed according to a predetermined schedule as well as part of orientation for new Directors.

Consent Items: This is a section for discussion and/or decisions of items that fall outside of other agenda items. All decisions that are required by an external organization are added here. All agenda items requiring a motion will follow the Board report template and are sent with the agenda.

Ends discussion: All the parts of the Ends of an organization: the vision, mission, mission outcomes, beliefs, values are discussed and decided here. Preparation for strategic planning is done in this part of the agenda.

Link to the Ownership: All parts of the Ownership connection are discussed and decided here. Here the Board will receive specific reports about membership or deal with governance issues that arise from any reports related to the membership. The AGMs, or other member meetings, are planned in this area. Any Board information on Owners may be discussed and the results interpreted here. Owner complaints or representations could happen here of member may be held here.

Learning Opportunities: This is the part of the agenda where all the ongoing learning that the Board will need to do will be planned for, reported on and/or participated in by the Board. Having a speaker, a video, a specific discussion about a topic that the Board should know about governance could happen here. Like strategic planning, a learning opportunity may be held outside of a regular Board meeting.

Next meeting date and agenda: These are all set in advance annually in the Board Calendar. The agenda is decided by the Board according to the Board calendar. An exception to this might be extraordinary consent items that arise outside of the Board calendar. This section also includes a list of tasks that have been identified at the meeting.

Adjournment: The formal end to the meeting after which no further business is done.

3. Board meeting etiquette for virtual meetings

A video conference is different from a normal conference because you're attending remotely. However, you should take care of essential etiquette and follow ground rules just like any face-to-face meeting. Try to follow the same ground rules that you would if you were meeting in person.

3.1 Be prepared and engaged during the meeting.

3.2 Be familiar with the software being used for the meeting so you can manage the technology for the meeting.

3.2 Mute your microphone when someone else is talking. That way sounds from your end won't interrupt their voices.

3.3 Speak slowly and look directly at the camera, and not at the screen.

3.4 Use the keyboard only to take minutes or notes.

3.5 You can pass several messages via non-verbal communication. An ideal way to go about it is to make as little body movement as possible.

3.7 Keep your camera turned on.

3.8 Don't leave the meeting without informing the President. The Secretary must record the comings and goings of people in any meeting since this affects the quorum.

3.9 If you would like to speak, use the hand up icon.

3.10 Avoid the chat feature with others or with the President. All speaking in a Board meeting comes through the President and is heard by all participants.

Policy Type:	Policy Number and Name:	
Board Work	BW13: IN-CAMERA MEETINGS	
Acceptance Date:	Date to Review Policy:	Review Date:
15 Dec 2021	Annually at Board Orientation	

The Board recognizes that transparency, confidentiality, and privacy are essential. As such there may be times the Board chooses to have *in-camera* sessions, in private, at a Board meeting without some Directors, the Executive Director, or another person or group present for a designated part of or all the Board meeting.

A motion must be presented to move the meeting to and from *in-camera*.

1. Should it be agreed by Board vote to hold an *in-camera* session, these are the guidelines:
 - 1.1 Guests and other non-Board and non-voting Directors, except the Executive Director, may be asked to leave.
 - 1.2 The minutes and business of this portion is recorded and kept separately from the meeting minutes.
 - 1.3 The minutes of the *in-camera* session are only made available to persons eligible to attend the meeting.
 - 1.4 Directors and those who read the minutes are deemed to have agreed to maintain the confidentiality of the session.
 - 1.5 Any actions taken *in-camera* must be reported when the normal meeting reconvenes.
 - 1.6 All other processes and procedures are those of regular meetings.

- 2 If an in-camera session excludes the Executive Director, the Board must communicate to the Executive Director prior to holding such a session.
 - 2.1 The Board commits to a reasonable timeline, preferably one week before a Board meeting, to inform the Executive Director of an in-camera session, and to clarify the reasons for the session.

- 3 Appropriate topics for an in-camera meeting may include but are not limited to HR pertaining to the Executive Director.

Policy Type:	Policy Number and Name:	
Board Work	BW14: INVESTMENT IN GOVERNANCE	
Acceptance Date:	Date to Review Policy:	Review Date:
15 Dec 2021	Annually at Board Orientation	

The Board recognizes that there are various costs to accomplish policy governance and the Board will support these costs. The annual investment in governance is considered in a Board annual budget that is developed by the Board, approved by the Board, and is incorporated by the Executive Director into the MSU annual budget.

1. Board recognizes that there is a cost for formal orientation to inform and update the new and continuing Directors.
2. Board recognizes the need for ongoing learning opportunities according to the requirements of the Board job.
3. Board recognizes the costs around the nomination and election process to ensure that candidates for Board Directors are provided with information that clearly outlines the roles, responsibilities and relationships of the Board, the necessary qualifications, and the expectations of Board Directors.
4. Board recognizes the costs for the governance process and though Directors serve without compensation, reasonable expenses that are directly related to MSU affairs incurred by Directors may be reimbursed in compliance with Board approved guidelines.
 - 4.1 Director expenses are parking, mileage, travel, conference costs, meals, and any other expenses with prior approval from the Board and are reflected in the Board plan and budget.

Policy Type:	Policy Number and Name:	
Board Work	BW15: GOVERNANCE PLANNING	
Acceptance Date:	Date to Review Policy:	Review Date:
15 Dec 2021	Annually at Board Orientation	

The Board believes that excellence in governance requires a plan of annual activities with a commensurate commitment of resources. The Board develops such a plan with an annual investment in governance that commits resources to support the governance process and activities. The governance plan is reflected on the calendar and then on each Board meeting agenda.

1. The Board will establish a governance plan which is a list of measurable goals against which the Board’s performance can be evaluated.
2. The Board develops and approves its annual Board governance plan along with a budget which proposes to support this plan each year for the governance year.
3. The governance plan will include the Board’s goals for the following:
 - Orientation
 - Strategic Planning
 - Board Learning
 - Linking to the Membership
 - Policy Review
 - Committee Work
4. The annual governance budget reflects the annual governance plan as determined by the Board. Operational funds are designated to the governance plan and budget as requested by the Board.
5. Implementation of the governance plan is through the attached Board Calendar.
6. The Board calendar will reflect the governance plan for the full year. This calendar will be distributed to each Director.

Policy Type:	Policy Number and Name:	
Board Work	BW16: REPORTS TO BOARD	
Acceptance Date:	Date to Review Policy:	Review Date:
15 Dec 2021	Annually at Board Orientation	

In order that the Board is fully informed by reports of its committees or other presentations, and that those reports are complete, concise, and effective, the following template will be followed for all reports to the Board.

1. Reports will be sent to the Board via the Board meeting information package at least 7 days prior to the Board meeting.
2. Reports not included in the Board meeting information package may be considered on the agenda at the call of the President.
3. Copies of all reports are kept as part of the recording of the Board meeting with the minutes.

To: The Board
From: Any Board Committee, Officer or Executive Director
Re:
Date:

Background: (all the specifically appropriate items related to the issue)

Issues: (all the specifically appropriate items related to the recommendations)

Recommendations: (all the suggestions to implement to resolve the issues. This may include a suggestion that is made in the form of a motion).

Policy Type:	Policy Number and Name:	
Board Work	BW17: BOARD CLAIMS	
Acceptance Date:	Date to Review Policy:	Review Date:
15 Dec 2021	Annually at Board Orientation	

MSU does not want Board Directors to be out-of-pocket for Board expenses.

1. Director expenses are parking, mileage, conference costs, meals, and any other expenses with prior approval from the Board.
2. All claims are submitted on the claim form within 30 days of expenditure.
3. All claims are signed by the Treasurer prior to being submitted.
4. All claims are submitted within 30 days of fiscal year end.

Implementation

1. Generally, Directors serve without compensation, but reasonable expenses incurred may be reimbursed in compliance with Board approved guidelines.
2. A copy of the claim form is attached.
3. The Treasurer will work with the Executive Director to implement the payment of the claim.

EXPENSE PAYMENT REQUEST FORM

NAME: _____ PHONE: _____

ADDRESS: _____ CITY: _____ P.C. _____

EVENT: _____ DATE: _____

CHEQUE TO BE MADE OUT TO (IF DIFFERENT THAN ABOVE):

REIMBURSEMENTS:

<i>Date</i>	<i>Type</i>	<i>Amount</i>
_____	_____	_____
_____	_____	_____
		Sub Total: _____

ADMINISTRATIVE EXPENSE:

	<i>Amount</i>
Fax: _____	_____
Photocopying: _____	_____
Postage: _____	_____
Telephone: _____	_____
Other (Please Specify): _____	_____
_____	_____
	Sub Total: _____

Applicant's Signature: _____

TOTAL AMOUNT: _____

Date: _____

Cheque EFT#: _____

Secretary/Treasurer's Signature _____

Date: _____

Policy Type:	Policy Number and Name:	
Board Work	BW18: OFFICERS' ROLES	
Acceptance Date:	Date to Review Policy:	Review Date:
15 Dec 2021	Annually at Board Orientation	

1. The Officers of MSU Board are President, Vice President, Secretary-Treasurer.
2. The current Constitution and Bylaws list the roles and responsibilities required of these Officers.
3. The Officers hold office to manage the affairs of MSU on behalf of the Owners.
4. Officers have no responsibility to supervise the Executive Director and staff.
5. The Officers may be called together to make emergency decisions on behalf of the Board. Three officers in such an emergency meeting constitute a quorum.

Policy Type:	Policy Number and Name:	
Board Work	BW19: ROLE OF PRESIDENT	
Acceptance Date:	Date to Review Policy:	Review Date:
15 Dec 2021	Annually at Board Orientation	

The job of the President is to maintain the integrity of the Board and its work and to represent the Board to stakeholders.

1. Integrity of the Board

- 1.1 The role of the President is to see the Board’s performance is consistent with the Board’s policies and those legitimately imposed upon it from inside and outside the Organization.
- 1.2 The Board meeting agenda will act on only those issues which, according to Board policy, clearly belong to the Board.
- 1.3 The Board’s work will be conducted in an efficient, timely, fair, and orderly manner.
- 1.4 Roberts Rules of Order are observed.

2. Relationships

- 2.1 The President is the only Director authorized to speak for the Board and for MSU other than in specified instances.
- 2.2 The authority of the President consists only in making decisions on behalf of the Board which fall within and are consistent with any reasonable interpretation of Board policies.
- 2.3 The President has no authority to make new decisions about policies created by the Board.
- 2.4 The President is empowered to chair all Board meetings with all the commonly accepted power of that position.
- 2.5 The President may represent the Board to the Executive Director in announcing Board-stated positions and in stating the President’s decisions and interpretation within the area delegated to him or her.
- 2.6 The President is responsible for communication with the Executive Director on behalf of the Board, unless otherwise delegated by the Board and/or the President to another Director.

Policy Type:	Policy Number and Name:	
Board Work	BW20: ROLE OF VICE PRESIDENT	
Acceptance Date:	Date to Review Policy:	Review Date:
15 Dec 2021	Annually at Board Orientation	

The Vice President carries the same governance responsibilities and accountabilities as all Directors with a few exceptions.

The Vice President:

1. Acts on behalf of the President in the absence of the Board President in the chairing of all MSU meetings.
2. May replace the President for activities such as:
 - Meetings with elected officials.
 - Media interviews
 - Representing MSU at provincial conferences and events.
3. Takes up responsibilities for Board strategic planning.

Policy Type:	Policy Number and Name:	
Board Work	BW21: ROLE OF SECRETARY-TREASURER	
Acceptance Date:	Date to Review Policy:	Review Date:
15 Dec 2021	Annually at Board Orientation	

In order that the members of MSU are informed about the work of the Board, and so that the Board takes up its leadership role in keeping its own minutes and information, the Board may appoint a Director to record the minutes.

1. The Secretary shall be given responsibility for:
 - 1.1. Acting as the recording secretary of each Board meeting.
 - 1.2. Recording and keeping in-camera meeting minutes.
 - 1.3. Communicating Board decisions and activities to the members.
 - 1.4. Serving as the legal signatory of minutes.
 - 1.5. Taking a leadership role in keeping Board documents as well as MSU archives.
 - 1.6. Overseeing the updating and posting of Board policies to the governance manuals and electronically.
 - 1.7. Maintaining a current governance policies control template for policy changes.

2. A draft set of minutes of regular Board meetings will be posted for Directors within 7 days of the last meeting.

3. The Treasurer takes the lead, on behalf of the members, to ensure that full and accurate accounts are kept of all assets, liabilities, receipts, and disbursements of MSU and in particular:
 - 3.1. Confers with the Executive Director and auditor about the audit and reports back to the Board.
 - 3.2. Presents or oversees the presentation of the audited statements and budget at the AGMs.
 - 3.3. Leads the Board discussion on the recommendation of a change of auditor.
 - 3.4. Conducts a market search for auditor services when necessary.

4. The Treasurer shall be given responsibility for the Board governance budget, its planning and tracking and approving Director claims.

Role of Secretary-Treasurer Implementation – Record Keeping for Board meetings

The records, or minutes, of each Board meeting will be kept according to the format of the accepted agenda for the meeting. These general rules will be followed for all meeting minutes for consistency, considering RONR in record keeping and clarity for future readers:

- Name, date, meeting place and type of the meeting is noted
- Chair of the meeting and recording secretary are noted
- Quorum is declared and noted upon a roll call
- Note is made of a Director who leaves a meeting when excused and quorum may be recalled at this point
- Observers and guests who are not Directors will be named and noted with their participation in the meeting
- Abbreviations may be used but only after the full name and abbreviation is written once in the minutes
- Dates will be written with month, day and year
- Regrets will be noted or absent without regrets
- Full first and last names will be used in the motions
- Amendments to the previous minutes are noted in full
- Amendments to the current agenda are noted in full
- All reports are given in writing and attached to the minutes as appendices which minimizes the amount of interpretation that the minutes recorder makes
- Any key points made by the presenter of a report or background to a motion should be recorded
- When in doubt in recording something, leave it out or check with the speaker
- Time and person adjourning the meeting is included
- Minutes are kept in DRAFT until passed by the full Board
- Approved minutes are signed and dated showing signing approval by both the chair of the meeting and the recording secretary. NB: this is done because these people may be other than the MSU President and Secretary-Treasurer
- Minutes of each Board meeting are kept for the proscribed time, manner and place as determined by the Board.

Each set of minutes should follow the approved agenda of the meeting and should include:

- Separate sections for each topic (multiple paragraphs can be used)
- Motions and names of those moving and seconding each of the motions
- Any action for follow up (including names and dates)
- Brief discussion of the context of the motion
- Last paragraph should state hour of adjournment and date of next meeting
- Each report or presentation referred to in the minutes should be attached to the minutes and is considered part of the minutes.

These Robert's Rules of Order will be followed:

"In an ordinary society, unless the minutes are to be published, they should contain mainly a record of what was done at the meeting, not what was said by the members."

- Motions will be declared as passing, unanimous or defeated
- Those Directors who wish to be declared as voting against the motion will state that they want their names in the minutes.

A vote is not needed to adjourn a meeting. The chair can ask if there is any further business – pause – and then if there is not further business state that the meeting is adjourned. Minutes would read: "*There being no further business, the chair adjourned the meeting at ...*"

Motions and Resolutions

A motion phrased in a special style: It is moved by . . . "*that . . .*" The motion is seconded by Notes of any discussion. Chair calls for the question.

A resolution involves conditions or background information starting with the word "*Whereas, . . . be it resolved that . . .*" The resolution is seconded. Minutes note any discussion. Chair calls for the question.

Motions and Resolutions must state in full whether the motion/resolution was carried or defeated. Motions must be seconded before the chair can open the discussion/call for a vote.

Final minutes should not show the process of how a motion was "word smithed." Only the final wording is included in a motion or resolution.

Other notes for the recording secretary/Secretary-Treasurer:

A list of motions by meeting date within the fiscal year, without discussion or other context will be kept in the Google Drive for easy reference to past decisions.

The name and subject of a guest speaker can be given with a brief summary of the talk.

When a committee report is of great importance – to show the legislative history of a measure – the assembly can order it "to be entered in the minutes," in which case the secretary copies it in full in the minutes as an appendix.

Key points to be included in an issue debate – only include the pros and cons not verbatim dialogue.

All minutes are written in past tense since the minutes recorded what happened at the meeting. What should not be recorded in minutes: housekeeping information, speaker's experiences, old material, personal comments, nor he said/she said dialogue.

Ensure you are clear about the timelines, procedures and people who distribute/post both the draft and completed minutes on Google Drive for other Directors.

When names are needed in minutes:

- To provide an attendance list
- To show the mover and seconder of a motion
- To assign actions/tasks
- To identify a presenter
- To fulfill the request of a Director who asks that their name be recorded in the minutes (because of an objection).

Suggested Phrases for the Minutes: It was discussed, it was pointed out, it was reviewed, it was decided, it was agreed, it was suggested, after discussion the following points arose.

Five questions to ask about whether to include something in the minutes:

- Does it add new information the group needs?
- Does it give absent members necessary information?
- Will it provide significant history?
- Does it assign responsibility and deadlines?
- Does it “close the loop?”

Hints and tips for the recording secretary:

- Try to stay relaxed
- Do your homework before the meeting by setting up a minute template
- Listen carefully to how the words fit with the agenda’s goal
- Lay aside your biases when recording – only the facts are required
- Stay in the room mentally
- Be confident in your ability
- Follow up to check on content of the minutes with the appropriate speaker.

In Camera Meetings

Sometimes Board meetings require discussion of sensitive matters such as performance evaluations, conflict of interest, legal issues, or complaints about Board members. Then part of the meeting may have to be conducted in private with certain individuals being asked to excuse themselves or leave the meeting temporarily. Recorded minutes or documents used during these sessions are not made public. Be careful of designating certain information or discussions during *in camera* sessions as secret or confidential. Confidentiality means protecting information about individuals or the organization, and secrecy can be seen as a misuse of trust and can damage and undermine authority or relationships. Policy BW13 speaks to the full requirements by the Board for an In Camera meeting.

Policy Type:	Policy Number and Name:	
Board Work	BW22: BOARD COMMITTEES	
Acceptance Date:	Date to Review Policy:	Review Date:
15 Dec 2021	Annually at Board Orientation	

The Board may establish committees or other advisory bodies from time to time to assist it in carrying out its Board responsibilities. The Board oversees these committees, and as such:

- Committees of the Board may speak and/or act for the Board only when the authority to do so has been specifically granted by the Board.
- Governing committees of the Board exist to advise the Board in its deliberations.
- The relationship between either the Executive Director or the staff of MSU and a committee of the Board will be determined by the Board.
- Terms of reference of the committee shall be established when the committee is struck and will include the duration of the committee’s existence, its authority and its costs including that of allocated staff.
- Development of Board policies is integral to effective governance and is a responsibility of the Board as a whole, rather than any committee. Governance committees are established only to assist the Board with its governance work by developing policy alternatives and recommendations for Board deliberations.

Board Committees Implementation

When the Board strikes any committee, it will determine the following details:

- Name of the Committee
- Level of Authority of the Committee
- Task(s) of the Committee
- Duration of the Committee (both beginning and end)
- Chair of the Committee
- Committee membership
- Requirements of the Committee for Executive Director/Staff time
- Budget requirements
- Reporting obligations

These details shall be included in the first Committee report to the Board and referred to in subsequent committee reports.

Policy Type:	Policy Number and Name:	
Board Work	BW23: NEW DIRECTOR BOARD ORIENTATION	
Acceptance Date:	Date to Review Policy:	Review Date:
15 Dec 2021	Annually at Board Orientation	

The Board will conduct orientation sessions for new Directors in a timely and appropriate manner. The purpose of orientation is to acquaint the Board Director with MSU, the Board, and the responsibilities of a Director. While orientation should be considered an ongoing process, there are certain critical points and information that should be highlighted.

There are three types or levels of orientation:

- Orientation to MSU
- Orientation to the Board
- Orientation to the individual role of the Board Director.

1. **Orientation to MSU** will cover the following:

- The organization chart of MSU
- The broad general scope of MSU, including the mission, vision, values, history, and services of MSU
- The roles, relationships, and structure of each level of MSU
- The Constitution and Bylaws of MSU
- A summary of current members and issues.

2. **Orientation of the Board** will cover the following:

- The role of the Board as a governance team and the importance of the Board and its relationship to the membership
- The principles of good governance
- The Board’s governing style
- The Board’s relationship with other groups, organizations, and key stakeholders
- The Board’s calendar, budget, and agenda.

3. **Orientation to the Individual Role of Board Director** will cover the following:

- Legal responsibilities of Directors
- Participation requirements for meetings
- Claim process for Board expenses.

4. A Board governance manual will be organized to contain this information, and the President will review the Board information relevant to the operation of the organization. This manual will be available to new Directors immediately following their election or appointment at the Annual General Meeting.

MSU Governance Manual

The Governance Manual serves as the document repository for all the information that each Director needs to make decisions as a Board of Directors. Each Director should have all the information, and no Director should have other information than another. This repository may also be duplicated on an intranet dedicated to Board use.

The Governance Manual divisions are:

Owners: This includes information about the current Owners that is practical for Directors to have for their decisions. The results of current membership surveys could be included. Annual General Meeting notes and minutes are kept in this section.

Strategic Planning: This section holds the current strategic plan.

Policies: All four sets of governance policies are included: Ends, Board Work, Executive Limitations and Board – Executive Director Relationship policies.

Organization: Information that the Board might use in its decision-making might include an organizational chart and the resume and contract for its Executive Director.

Regs and Legs: This area contains any regulations, legalities and Constitution and Bylaws pertaining to the governance of MSU.

Governance Learning: The Directors will keep any information, articles, links, etc. pertaining to their role as Directors and as a Board.

Committees: Information to do with any and all governance committees is kept in this section. There may be the terms of reference for each committee as well as draft and final reports placed here.

Minutes: The Board will keep copies of the Board meeting agendas and minutes in this section as well as any other documents that were part of the agenda.

These orientations will be done prior to the first Board meeting the new Director attends. Some orientation topics may require attendance of Directors at a separate orientation. Some type of mentoring system for Directors may be implemented at the will of the President.

Policy Type:	Policy Number and Name:	
Board Work	BW24: BOARD PERFORMANCE REVIEW	
Acceptance Date:	Date to Review Policy:	Review Date:
15 Dec 2021	Annually at Board Orientation	

At least annually, the Board will set aside part of an annual Board meeting to discuss and monitor the Board’s own progress. The responsibility for ensuring a fair, balanced discussion rests with the President. The Board Calendar will note the annual review.

1. The Board values the regular review of its performance against the goals set in its annual governance plan.
2. Board shall discuss its own process at the conclusion of every meeting using the questions that follow.
3. Individual Directors, Board officers and committees in place, if any, will at least annually evaluate their own contributions to Board’s function, its adherence to its own Governance process and will identify areas for further development.
4. At least annually and under the leadership of the Governance Champion, the Board will set aside part of a Board meeting to discuss and monitor the Board’s own progress. As a result of this evaluation, Board will include in its governance plan specific goals and objectives for improvement of identified areas.
5. At least biannually, the Board will consider having an external review done of its performance including that of the President. This review will be discussed by the MSU Board and may be presented to the Owners at the AGM.

Board Meeting Evaluation Form

1. The President or designate will ask members to complete the form below after every Board meeting.
2. The Governance Champion will collect these forms, cumulate the information, and report the results to the President prior to the next Board meeting.
3. The President may act upon the information gathered from the results.

Board Meeting Evaluation Form

Please evaluate this meeting by circling your choice below (Strongly Agree, Agree, Disagree, Strongly Disagree, or Cannot Assess).

1. Agenda: The agenda included timely, appropriate, and important items for Board education, review or action.

Strongly Agree	Agree	Disagree	Strongly Disagree	Cannot Assess
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Comments:

2. Materials: Pertinent information was provided sufficiently in advance of the meeting for me to review. Information was presented clearly and concisely.

Strongly Agree	Agree	Disagree	Strongly Disagree	Cannot Assess
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Comments:

3. Preparation: Directors came to the meeting well prepared for discussion.

Strongly Agree	Agree	Disagree	Strongly Disagree	Cannot Assess
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Comments:

4. Participation: All Directors had a chance to voice their opinion.

Strongly Agree	Agree	Disagree	Strongly Disagree	Cannot Assess
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Comments:

5. Discussion: Discussions were congenial.

Strongly Agree	Agree	Disagree	Strongly Disagree	Cannot Assess
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Comments:

6. Decision Making: Decisions made reflects the majority of Directors.

Strongly Agree	Agree	Disagree	Strongly Disagree	Cannot Assess
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Comments:

7. Use of Meeting Time: Routine business was completed efficiently, and the meeting provided sufficient time for substantive discussion or education on major topics related to policy or strategic directions.

Strongly Agree	Agree	Disagree	Strongly Disagree	Cannot Assess
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Comments:



POLICY TYPE III: EXECUTIVE DIRECTOR LIMITATIONS

Policy Type:	Policy Number and Name:	
Executive Limitations	EL1: GENERAL GUIDELINE	
Monitoring Date:	Monitoring Type & Frequency:	
Feb	Internal	1 / year
Acceptance Date:	Date to Review Policy:	Review Date:
15 Dec 2021	Annually at Board Orientation	

The Executive Director shall not cause or allow any organization decision, practice, activity, or circumstance which is imprudent, unethical, unlawful, or is in non-compliance with the MSU Constitution and Bylaws or Board policies.

Policy Type:	Policy Number and Name:	
Executive Limitations	EL2: EXECUTIVE DIRECTOR JOB CONTRIBUTION	
Monitoring Date:	Monitoring Type and Frequency:	
Feb	Internal	1 / year
Acceptance Date:	Date to Review Policy:	Review Date:
Mar 16 2022	Annually at Board Orientation	

As the Board’s single formal link to the operation of the organization, the Executive Director’s performance is considered to be synonymous with organizational performance as a whole. Consequently, the Executive Director’s job contributions in total can be stated as the following: Accomplishment of the Board-stated Outcomes within the Means prescribed in the Executive Limitations.

Implementation

Non-Compliance

The Executive Director will report an anticipated or actual non-compliance with any Executive Director Limitation immediately in writing to the MSU President including when and how compliance will be reached. This will be further discussed and accepted by the Board at the next Board meeting.

Compliance

Within one month of the date set for monitoring, the Executive Director will provide a report.

Internal Compliance Report on the compliance with the guidelines that have been set in each policy. The Executive Director may choose to interpret the amount and type of information that is provided to the Board unless the Board makes a specific request through policy or motion. Any extra information may be in the Executive Director report.

A **Direct Compliance Report** may also be done by the Board, or a designate of the Board, to examine that the Executive Limitation is being met.

When the Board determines that a Compliance report is required from someone other than the Executive Director an **External Compliance Report** may be done by someone outside the Board (for instance, a financial auditor).

The Executive Director will comply with the request for an External or Direct inspection.

Executive Limitation Reporting Template

To: The MSU Board

From: The Executive Director

Re: Compliance Report on the Executive Limitations Policy EL# ----

Date: This is the month according to the calendar schedule.

This is the report on the Executive Limitations policy EL# ----- presented in accordance with your monitoring schedule.

Interpretation (the policy is interpreted here)

The Executive Limitation is reported line by line along with further information.

Attachments, such as a financial statement or balance sheet, may be provided.

Report on Compliance

I report compliance. The Executive Director reports the details of compliance.

I report non-compliance. The Executive Director reports details of compliance as well as the reason for non-compliance and the month when compliance is anticipated.

Certification

I certify that the information contained in this report is accurate and true.

_____ (signed) Executive Director _____ (dated)

The Executive Director shall provide a report on compliance to the following Executive Limitations according to the following type, frequency and due date as set by the Board.

EL2 Executive Director Compliance Reporting

Number	Name	Type	Frequency	Due Date
EL1	General Guideline	Int	1/year	Feb
EL2	Executive Director Job Contribution	Int	1/year	Feb
EL3	Strategic and Operational Planning	Int	2/year	Jun / Dec
EL4	Member Programs, Events and Activities	Int	1/year	Oct
EL5	Labour Relations Service	Int	1/year	Oct
EL6	Communication and Counsel	Int	1/year	Oct
EL7	HR Management	Int	1/year	Oct
EL8	Financial Planning	Int	2/year	Jun / Dec
EL9	Financial Condition	Int Ext	Bimonthly 1/year	Beginning Feb Dec
EL10	Operating Contingency Fund	Int	1/year	Dec
EL11	Asset Protection	Int	1/year	Jun
EL12	Investment	Int	1/year	Jun
EL13	Risk Management	Int	1/year	Jun
EL14	Compensation and Benefits	Int	1/year	Feb
EL15	Information Management	Int	1/year	Apr
EL16	Contracts and Agreements	Int	1/year	Apr
EL17	Interaction with Owners	Int	1/year	Apr
EL18	Member Relations	Int	1/year	Aug
EL19	Stakeholder Relations	Int	1/year	Aug
EL20	Public Relations	Int	1/year	Aug
EL21	Emergency Executive Succession	Int	1/year	Oct

Policy Type:	Policy Number and Name:	
Executive Limitations	EL3: STRATEGIC AND OPERATIONAL PLANNING	
Monitoring Date:	Monitoring Type and Frequency:	
Jun / Dec	Internal	2 / year
Acceptance Date:	Date to Review Policy:	Review Date:
15 Dec 2021	Annually at Board Orientation	

As an ex officio non-voting member of the Board, the Executive Director is a participant with the Board in its strategic planning and the leader of the staff in creating and revising the operational plan. Accordingly, the Executive Director shall not fail to:

1. Support and participate in the Board’s regular strategic planning that has resulted in organizational outcomes as stated in the Ends Policies and as defined in this policy.
2. Translate the strategic plan into an annual operational plan.
3. Prepare and present regular written reports on the achievement of outcomes.
4. Work according to these definitions:

Ends Policies – This set of policies includes MSU Vision, Mission, Mission Outcomes, Beliefs, Values and Philosophy. The Ends Policies are often considered the culmination of a strategic planning session, in which the Ends policies are written anew, or revised.

Outcomes – One of the Ends Policies is the Mission Outcomes, or simply Outcomes, which is the list of measurable results of achieving the Mission. The Board writes each outcome because of its strategic planning process.

Strategic Plan – The Board is responsible for looking forward over several years to identify the Outcomes that will define the success of MSU at the end of that time. Strategic planning is one of the primary responsibilities of the Board and follows a broad and inclusive process of consultation with the Owners of MSU.

Operational Plan – The Executive Director is responsible for translating the Outcomes into an operational plan. The writing of the operational plan is guided by the Executive Limitations (ELs). The Board accepts the reports of compliance with the ELs from the Executive Director, including the Financial Plan EL, but does not approve the operational plan.

Policy Type:	Policy Number and Name:	
Executive Limitations	EL4: MEMBER PROGRAMS, EVENTS AND ACTIVITIES	
Monitoring Date:	Monitoring Type and Frequency:	
Oct	Internal	2 / year
Acceptance Date:	Date to Review Policy:	Review Date:
26 Feb 2025	Annually at Board Orientation	

As part of the Collective Agreement and other member input, MSU offers the extra value of professional development, discounted services, various events and activities to members. This may include traditional, physical, digital, in-person or online forms, resources and/or delivery methods.

The Executive Director shall not cause or allow MSU programs to be managed in a manner that is inconsistent, unfair or illegal.

Accordingly, the Executive Director shall not fail to:

1. Provide a rationale for programs, events and activities to be consistent with each other and with other MSU documents such as Constitution and Bylaws and governing policies and committee ToRs.
2. Consider the needs and expectations of a diverse membership for accessibility to programs, events, activities and content that is equitable, inclusive and flexible.
3. Work with written forms for application, legal waivers, and completion.
4. Orient staff and volunteers about the correct use of these forms.
5. Operate within the use of policies and procedures that are consistent with all other MSU documents.
6. Ensure reasonable quality standards are maintained by
 - providing an opportunity for feedback by participants and input from volunteers (e.g. committee members) regarding programs, events and activities, and
 - regularly reviewing and making appropriate changes to the programs and events with staff and volunteers as a result of participant feedback.
7. Operate with applicable administrative fees for each program, event and activity.
8. Consider the difference in applicable administrative fees for members and non-members.

Policy Type:	Policy Number and Name:	
Executive Limitations	EL5: LABOUR RELATIONS SERVICE	
Monitoring Date:	Monitoring Type and Frequency:	
Oct	Internal	1 / year
Acceptance Date:	Date to Review Policy:	Review Date:
18 Sep 2023	Annually at Board Orientation	

Labour Relations, and the development of a Collective Agreement through Bargaining and Negotiations, is a significant part of MSU’s role as a Union. The Executive Director takes up the role of Senior Labour Relations Officer who is responsible for the operational area of Labour Relations. As such, the Executive Director shall not cause or allow the MSU program of Labour Relations and Bargaining to be managed in a manner that is inconsistent, unfair or illegal. Accordingly, the Executive Director shall not fail to:

1. Promote the Objectives stated in the MSU Constitution and Bylaws.
2. Act on the clear separation of roles between Director (governance) and Union Steward (advocacy), even though these are often fulfilled by the same individuals (MSU Board Officers and Member Representatives).
3. Clearly define the roles of Union Steward to the Member Representatives in orientation and ongoing development.
4. Maintain equality of service to both signed and unsigned bargaining unit members.
5. Have an annual plan and budget for this service that is reflected in the operational budget.
6. Operate with use of operational policies and procedures that are consistent with all other MSU documents including, but not limited to the current Collective Agreement, the Union Steward expectations, elections, training, removal and the specifics of the role such as bargaining and Collective Agreement processes and procedures.
7. Ensure that the Labour Relations documents are consistent with other MSU documents such as Constitution and Bylaws, governing policies including the Outcomes named in the Ends policies.
8. Establish and hold periodic meetings of those individuals fulfilling the Union Steward role to serve as a Labour Relations Council.

9. Provide an opportunity for feedback of bargaining unit members and staff involved in and affected by the Labour Relations service.

Policy Type:	Policy Number and Name:	
Executive Limitations	EL6: COMMUNICATION AND COUNSEL	
Monitoring Date:	Monitoring Type and Frequency:	
Oct	Internal	1 / year
Acceptance Date:	Date to Review Policy:	Review Date:
18 Oct 2022	Annually at Board Orientation	

The Executive Director shall not fail to ensure that the Board is provided with accurate information in a timely manner. Accordingly, the Executive Director shall not fail to:

1. Provide information to the MSU Board in a manner that is conducive to efficient and effective governance and avoidance of risk.
 - 1.1 This information shall include, but is not limited to, relevant trends, anticipated adverse media coverage; changes in senior staff, potential and actual lawsuits against the organization; any issues, risks, or unforeseen events that may impact the financial health of the organization; publicly visible or otherwise significant external and internal changes; particularly changes in the assumptions upon which any Board policy has previously been established.
2. Submit the required monitoring data in a timely, accurate and clear way.
3. Deal with Board as a whole except when responding to Directors, Officers or Committee Chairs duly authorized to receive that information.
4. Give information to the Board which is clearly identified as either information or for decision making.
5. Advise the Board if, in the Executive Director’s opinion, the Board is not in compliance with its own governance policies or in situations where an issue may impact on the Board’s ability to achieve its Ends.
6. Provide for reasonable administrative support for the Board.
7. Operate with a crisis communication plan for Members and the Board that includes who is to be contacted, by whom and about what crisis.

Policy Type:	Policy Number and Name:	
Executive Limitations	EL7: HR MANAGEMENT	
Monitoring Date:	Monitoring Type and Frequency:	
Oct	Internal	1 / year
Acceptance Date:	Date to Review Policy:	Review Date:
18 Oct 2022	Annually at Board Orientation	

The Executive Director shall not cause or allow working conditions for Staff or volunteers that are unfair, undignified, or unsafe.

Accordingly, the Executive Director shall not fail to:

1. Operate according to MSU personnel policies and procedures that are consistent with commonly accepted human resources practices that include but are not limited to:
 - The legal and human rights of staff
 - Issues around harassment, abuse, and discrimination
 - A transparent and fair recruitment and hiring process
 - Performance standards and management
 - Compensation and benefits
 - Training and development
 - Involvement of volunteers
 - A policy and set of procedures to allow for employees to report on a misappropriation of assets in any form and to be protected from retribution through this policy.
 - Infection control
 - Workplace diversity
 - And other topics that will make MSU an excellent place to work.
2. Orient staff and volunteers about their rights under these personnel policies and procedures.
3. Ensure that there is an internal dispute resolution procedure for staff.
4. Establish and maintain a work environment which fosters Staff education and development, teamwork and excellent communication resulting in efficiency and effectiveness.
5. Acquaint employees with their rights under this Executive Limitation policy.

Policy Type:	Policy Number and Name:	
Executive Limitations	EL8: FINANCIAL PLANNING	
Monitoring Date:	Monitoring Type and Frequency:	
Jun / Dec	Internal	2 / year
Acceptance Date:	Date to Review Policy:	Review Date:
15 Dec 2021	Annually at Board Orientation	

The Executive Director shall not fail to develop an annual operating plan with an operating budget so that resources are best directed towards achieving the Ends. This document reflects the strategic plan of the Board and includes practical, one-year goals and actions, responsibilities, resources, and timelines.

Accordingly, the Executive Director shall not cause or allow any annual financial planning which:

1. Contains too little information for accurate projections such as: planning assumptions, revenues and expenses, separation of capital and operational items, cash flow, prior year's expenditures.
2. Does not relate to the Board stated Ends and resource allocations.
3. Permits budgeting that does not disclose planning assumptions.
4. Permits budgeting that does not estimate revenues conservatively and expenses realistically.
5. Permits budgeting that does not separate capital and operational items.
6. Contradicts the Board's directives for designated funds.
7. Permits budgeting that omits provision for replacement and repair of capital assets, based on long term planning.
8. Plans to spend more in any fiscal year than is conservatively projected to be received.
9. Allows the current assets to drop below the level required by the Board to meet its short term liabilities.
10. Provides fewer than sufficient funds for the cost of governance and the Board's activities during the year as determined for the Board's annual plan.
11. Does not demonstrate multi-year sustainability.

Policy Type:	Policy Number and Name:	
Executive Limitations	EL9: FINANCIAL CONDITION	
Monitoring Date:	Monitoring Type and Frequency:	
Bi-monthly	Internal	6/year (one week prior to Board meeting)
Dec	External	1 / year
Acceptance Date:	Date to Review Policy:	Review Date:
18 Oct 2022	Annually at Board Orientation	

With respect to the actual, ongoing financial conditions and activities, the Executive Director shall not cause or allow fiscally irresponsible use of resources, the development of fiscal jeopardy or a material deviation of actual expenditures from Board priorities established in Ends policies. Accordingly, the Executive Director shall not:

1. Expend more funds than have been received in the fiscal year to date unless the debt guideline is met.
2. Incur debt in an amount greater than can be repaid by certain, otherwise unencumbered revenues within 90 days.
3. Disburse funds other than as stated in the Board's Outcomes.
4. Allow individuals with financial signing authority to sign financial disbursements for their own benefit (e.g. expense reimbursement to the Executive Director must not include the Executive Director's signature as one of the "two-to-sign")
5. Allow significant deviation from the Board's Outcomes.
6. Conduct inter-fund shifting of internally-restricted monies unauthorized by Board decision.
7. Allow the operating account to drop below the amount needed to settle payroll and debts in a timely manner.
8. Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed including those of CRA. This where there might be banking requirements and restrictions added.
9. Operate without written operational policies and procedures to oversee the following:
 - Proper oversight of expenditures
 - Allowable staff expenses
 - Banking
 - Staff responsibilities for fiscal management
 - Fee subsidies
 - Payroll
 - Petty Cash
 - Reconciliation procedures
 - Recording income and expenses
 - Storage of financial records

10. Fail to support the preparation of an annual financial review according to the Constitution and Bylaws.

Policy Type:	Policy Number and Name:	
Executive Limitations	EL10: FINANCIAL RESERVES	
Monitoring Date:	Monitoring Type and Frequency:	
Dec	Internal	1 / year
Acceptance Date:	Date to Review Policy:	Review Date:
08 Oct 2024	Annually at Board Orientation	

In addition to the General Operating fund and restricted operating funds specified for Professional Development and the Health & Wellness rebate program, the MSU needs to protect itself against unforeseen loss of income or unanticipated expense.

In relation to this need, the Executive Director shall not fail to build and maintain the following reserve funds:

- Operating Contingency
 - To be used to cover irregular, unanticipated or extraordinary expenses or unforeseen increase in operating costs or unforeseen reduction in funding
- Arbitration and Legal Defense
 - To be used to pay for legal and associated costs of labour relations arbitrations (rights or interest), tribunals and Labour Board matters and any major unbudgeted legal costs necessary for the effective operation of MSU
- Labour Disruption Reserves
 - To be used to support the mobilization, member support and operational expenses in preparation for and during a labour disruption.
- Capacity and Capital Investment
 - To be used for building long-term organizational capacity or requiring significant capital investment in infrastructure (e.g. short-term rental or long-term purchase of real estate for office use in the event that free tenancy at MacEwan is threatened or discontinued, etc).

Furthermore, the Executive Director shall not fail to:

1. Consider any applicable investments as part of these reserves and invest these funds either separately or jointly in accordance with EL12.
2. Make annual recommendations to the MSU Board regarding reserve targets.
3. Either add or withdraw from these reserve funds with the explicit permission from the Board through policy directive or Board motion.
4. Maintain or build to the following targets in following priority:
 1. Not less than 3 months (up to 12 months) average operating expenses in unrestricted General Operating funds.
 2. Not less than 3 months (up to 9 months) average operating expenses in addition to severance obligations for all staff (inclusive of the Executive Director) in the Operating Contingency fund.
 3. Not less than \$200,000 (up to \$250,000) in the Arbitration and Legal Defense fund
 4. Annually allocate a portion of additional revenue over expenses to Labour Disruption Reserves (target \$2,500,000) and Capital Investment reserves (target \$1,000,000) provided that the General Operating Fund, Operating Contingency, and Arbitration and Legal Defense fund are maintained at the specified levels.

Policy Type:	Policy Number and Name:	
Executive Limitations	EL11: ASSET PROTECTION	
Monitoring Date:	Monitoring Type and Frequency:	
Jun	Internal	1 / year
Acceptance Date:	Date to Review Policy:	Review Date:
18 Oct 2022	Annually at Board Orientation	

The Executive Director shall not allow the assets of MSU such as capital assets, essential records, intellectual property and cash to be unprotected, inadequately maintained nor unnecessarily put at risk.

Accordingly, the Executive Director shall not:

1. Fail to ensure against theft and casualty losses to at least \$1 million against liability losses to Board Directors, staff or to MSU itself.
2. Subject the offices and equipment to improper wear and tear or insufficient maintenance.
3. Fail to develop and implement a plan for maintenance and replacement of required equipment.
4. Purposefully expose MSU, its Board or staff to claims of liability.
5. Operate without a written operational policy that meets all the requirements of provincial and federal privacy legislation as applicable.
6. Fail to establish a written operational policy for securing and backing up electronic data files.
7. Receive, process, or disburse funds outside of generally accepted accounting principles.
8. Fail to implement recommendations of the annual financial audit which were accepted by motion by the Board.
9. Operate without a risk management policy and processes that identifies and evaluates risks to the organization's people, property (including intellectual), finances, goodwill and image, and implements measures to control risks.

Policy Type:	Policy Number and Name:	
Executive Limitations	EL12: INVESTMENT	
Monitoring Date:	Monitoring Type and Frequency:	
Jun	Internal	1 / year
Acceptance Date:	Date to Review Policy:	Review Date:
18 Oct 2022	Annually at Board Orientation	

MSU applies its values of resourcefulness and good stewardship to its investments.

The funds of MSU will be invested to support the day-to-day operations of the Union, to build and maintain various contingency and reserved funds as outlined in EL10 Financial Reserves

Accordingly, the Executive Director shall not fail to:

1. Seek the advice and services of a professional investment advisor (e.g. dedicated personnel at our financial institution) to guide the investment portfolio.
2. Act in accordance with investment decisions guided by such principles as preservation of capital, diversification, liquidity, ethical considerations, creditworthiness and optimum investment return.
 - General Operating and Program Funds (including PD, Health & Wellness, etc.)
 - Investment priority: Preservation of capital and liquidity
 - Example financial instruments: Chequing, savings, or money-market accounts, cash-equivalent investments, short-term GICs with laddered maturity dates, etc. 100% of these funds must be invested in products that guarantee protection of principal and/or are with institutions covered by a deposit insurance corporation.
 - Operating Contingency Reserves
 - Investment priority: Preservation of capital, reasonable liquidity, some ROI
 - Example financial instruments: market-linked term investments, etc., in addition to those listed above. 90% of these funds must be invested in products that guarantee protection of principal and/or are with institutions covered by a deposit insurance corporation.
 - Arbitration and Legal Defense, Labour Disruption Reserves, and Capacity

and Capital Investment

- Investment priority: Preservation of capital, moderate ROI and liquidity
 - Investment instruments may include Treasury bills, mutual funds, equities, fixed income securities, etc., in addition to all listed above. At least 75% of each of these reserve funds must be invested in products that guarantee protection of principal and/or are with institutions covered by a deposit insurance corporation. Up to 25% of each reserve may be invested in low to medium risk investments in accordance with this policy and on the advice of the professional investment adviser selected in accordance with Section 3 below.
3. Include the MSU Board in the selection decisions of a professional investment advisor and include the Secretary-Treasurer in decisions regarding the above principles guiding investment decisions.
 4. Act in accordance with written policies and procedures about how the guidelines are applied to the specific needs of MSU including determining investment vehicles, relationship to investment institutions, risk levels etc.

Policy Type:	Policy Number and Name:	
Executive Limitations	EL13: RISK MANAGEMENT	
Monitoring Date:	Monitoring Type and Frequency:	
Jun	Internal	1 / year
Acceptance Date:	Date to Review Policy:	Review Date:
15 Dec 2021	Annually at Board Orientation	

The Executive Director shall not allow MSU to fail to comply with legislation and regulations that apply to its status as a not-for-profit organization and as a Union.

The Executive Director shall not allow MSU, its Board members, staff, and volunteers to be unnecessarily put at risk or unprotected against liability losses. As such, the Executive Director is responsible to secure and maintain General and Professional Liability Insurance, including but not limited to Errors and Omissions, Dishonesty, Discrimination and Sexual Wrongdoing.

Accordingly, the Executive Director shall not:

1. Allow the organization to contravene any statute that pertains to not-for-profit corporations operating in Canada.
2. Allow the organization to contravene legislation that is specific to the types of programs and services that the organization provides.
3. Allow the organization to contravene legislation that applies to employers operating in Canada.
4. Endanger the organization's public image, credibility, or its ability to accomplish the Ends.
5. Allow intellectual property, information, or files to be exposed to loss, improper access, or significant damage, or operate without maintaining records in accordance with a records retention schedule.
6. Fail to advise the Board in a timely manner of any issues with compliance through the Executive Limitations monitoring report.
7. Compromise the independence of the Board's audit or other external monitoring.
8. Unnecessarily expose MSU, its Board or its staff to claims of liability.
9. Allow the organization, Board Directors, staff, and volunteers to be uninsured against liability losses.

Policy Type:	Policy Number and Name:	
Executive Limitations	EL14: COMPENSATION AND BENEFITS	
Monitoring Date:	Monitoring Type and Frequency:	
Feb	Internal	1 / year
Acceptance Date:	Date to Review Policy:	Review Date:
26 Feb 2025	Annually at Board Orientation	

Determining and applying appropriate compensation and benefits for all those working at MSU is an important area for MSU.

With respect to employment, compensation and benefits to staff, employees, consultants, contract workers and volunteers the Executive Director shall not:

1. Change the Executive Director compensation and benefits contrary to Board Policy without Board approval.
2. Guarantee employment of any staff beyond their written agreement.
3. Establish current compensation and benefits which deviate materially from the geographic or professional market for the skills employed, for example, similar to negotiated terms and conditions of MSU members performing similar work.
4. Fail to apply similar cost-of-living wage adjustments negotiated for bargaining unit members to all MSA staff.
5. Create obligations over a longer term than revenues can be safely projected, and in all events subject to losses of revenue.

Policy Type:	Policy Number and Name:	
Executive Limitations	EL15: INFORMATION MANAGEMENT	
Monitoring Date:	Monitoring Type and Frequency:	
Apr	Internal	1 / year
Acceptance Date:	Date to Review Policy:	Review Date:
15 Dec 2021	Annually at Board Orientation	

The management of historical and current information of MSU is an essential part of the efficiency and effectiveness of MSU.

Therefore, the Executive Director shall not fail to develop and maintain a thorough information management process to:

- Control the creation and growth of records
- Improve the productivity of office work
- Assimilate new record management techniques and technologies
- Ensure regulatory compliance
- Minimize risk
- Safeguard vital information
- Support best Board and Staff decision-making
- Foster a professional work environment
- Consider the realities of cybersecurity
- Be standardized to Member and other Stakeholder information systems
- Preserve MSU corporate memory.

Accordingly, the Executive Director shall not fail to:

1. Ensure an information management plan with tasks, timelines, responsibilities and regular review is in place.
2. Meet legislated requirements for records collection, use, retention, and disposal including adhering to a policy on Privacy and Confidentiality.
3. Ensure that back-up and recovery plans for information are designed, documented, implemented, and tested.

Policy Type:	Policy Number and Name:	
Executive Limitations	EL16: CONTRACTS AND AGREEMENTS	
Monitoring Date:	Monitoring Type and Frequency:	
Apr	Internal	1 / year
Acceptance Date:	Date to Review Policy:	Review Date:
15 Dec 2021	Annually at Board Orientation	

For the essential work of MSU to be done, the Executive Director will relate to others through contracts and agreements.

Accordingly, the Executive Director shall not:

1. Jeopardize or compromise the Board's Outcomes policies.
2. Enter into contracts or agreements without adherence to operational checklists and policies including those designating signing authorities.
3. Deviate from the contracts or agreements.

Policy Type:	Policy Number and Name:	
Executive Limitations	EL17: INTERACTION WITH OWNERS	
Monitoring Date:	Monitoring Type and Frequency:	
Apr	Internal	
Acceptance Date:	Date to Review Policy:	Review Date:
18 Sep 2023	Annually at Board Orientation	

With respect to interactions with both Legal and Moral Owners (including all Bargaining Unit employees whether signed members or not), the Executive Director shall not cause or allow conditions, procedures, or decisions which are unsafe, disrespectful, undignified, unnecessarily intrusive, or which fail to provide appropriate confidentiality and privacy.

Accordingly, the Executive Director shall not fail to:

1. Use forms or procedures that elicit only necessary information.
2. Use methods of collecting, reviewing, transmitting, or storing owner information that protects against improper access to, use of, or disposal of the information elicited.
3. Provide an environment that supports and promotes the health, physical comfort, privacy and personal dignity of those participating in MSU business.
4. Designate the MSU office and events as smoke-free and allergy-sensitive.
5. Ensure that the different rights, privileges and responsibilities of Bargaining Unit employees and Members are clearly communicated.
6. Ensure that input from Bargaining Unit employees is regularly sought and welcomed.
7. Establish a process, which ensures that member and public comments and complaints about MSU are responded to fairly, consistently, respectfully, and in a timely manner.
8. Treat individuals in a dignified, fair, polite manner, and in a manner consistent to human rights legislation.

Policy Type:	Policy Number and Name:	
Executive Limitations	EL18: MEMBER RELATIONS	
Monitoring Date:	Monitoring Type and Frequency:	
Aug	Internal	1 / year
Acceptance Date:	Date to Review Policy:	Review Date:
18 Sep 2023	Annually at Board Orientation	

The Board of Directors is ultimately responsible to the Signed Members of the Association and for developing and maintaining positive relations with them as the Legal Owners. When the Board relates to the Signed Members, it is at a strategic level through the Ends policies.

When the Executive Director relates to the Signed Members, it is generally at a program or service level. In this relationship, the Signed Members become customers or clients of the operational services and programs.

Accordingly, the Executive Director shall not:

1. Act outside the current MSU Constitution and Bylaws.
2. Make operational decisions without reasonable Member input and involvement.
3. Fail to provide Members with the additional programs or services for which they are eligible as a benefit of Signed Membership.

Policy Type:	Policy Number and Name:	
Executive Limitations	EL19: STAKEHOLDER RELATIONS	
Monitoring Date:	Monitoring Type and Frequency:	
Aug	Internal	1 / year
Acceptance Date:	Date to Review Policy:	Review Date:
15 Dec 2021	Annually at Board Orientation	

Stakeholders are those organizations and individuals, external to MSU, who have an interest in MSU or with whom MSU has an interest outside of the formalized union relationships. These groups include, for instance, MacEwan University and other unions.

The Executive Director is responsible for developing and maintaining positive relations with Stakeholder groups.

Accordingly, the Executive Director shall not fail to:

1. Consider the impact of decisions on other stakeholder groups.
2. Nurture a spirit of cooperation among stakeholder groups, sharing ideas, resources, and energy.
3. Actively and appropriately relate to other appropriate organizations that would further the goals of MSU such as government, business, and community groups.
4. Actively and appropriately relate to any organizations of which MSU is a member.
5. Report on ongoing or potential Stakeholder relationship issues to the Board of Directors.
6. Report on any new Stakeholder relationships to the Board of Directors.

Policy Type:	Policy Number and Name:	
Executive Limitations	EL20: PUBLIC RELATIONS	
Monitoring Date:	Monitoring Type and Frequency:	
Aug	Internal	1 / year
Acceptance Date:	Date to Review Policy:	Review Date:
26 Feb 2025	Annually at Board Orientation	

MSU is part of a larger, external public to which it relates. The Executive Director shall not endanger MSU’s public image, credibility, or its ability to accomplish the Ends.

Accordingly, the Executive Director shall not fail to:

1. Establish an effective corporate communications and public relations strategy and policies that include but are not limited to use of the MSU logo, corporate letterhead and corporate colors in documents.
2. Ensure that public use of signage or banners containing MSU’s identity, branding and/or logo, or the public expression of views on important issues affecting Owners and Members on behalf of MSU, are only expressed to the public where appropriate and are within the mission and mandate of MSU as outlined in applicable legislation, MSU’s Constitution & Bylaws, current Ends policies and Board position statements.
3. Notify the Board of pending media interviews/coverage.
4. Present information that is consistent with Board policy.
5. Provide opportunities and support for the President to speak at appropriate times and public events.
6. Make information regarding Board decisions available and easily accessible to the Owners in keeping with the principles of privacy and confidentiality.
7. Disallow advertising from any organization whose principles and products are inconsistent with the Ends of the Board, whose product is known to be hazardous to health or to the environment; who are under investigation for health, environmental or other violations; or whose health product claims are unsubstantiated.

Policy Type:	Policy Number and Name:	
Executive Limitations	EL21: EMERGENCY EXECUTIVE SUCCESSION	
Monitoring Date:	Monitoring Type and Frequency:	
Oct	Internal	1 / year
Acceptance Date:	Date to Review Policy:	Review Date:
15 Dec 2021	Annually at Board Orientation	

It is the responsibility of the Executive Director to protect the Board from sudden loss of Executive Director services.

Accordingly, the Executive Director shall not have fewer than one designated staff person familiar with the Board and Executive Director processes and issues, and who is ready to step into the role or take up responsibilities if required.



POLICY TYPE IV: BOARD – EXECUTIVE DIRECTOR RELATIONSHIP

Policy Type:	Policy Number and Name:	
Board – Executive Director Relationship	BEDR1: DELEGATION TO THE EXECUTIVE DIRECTOR	
Acceptance Date:	Date to Review Policy:	Review Date:
25 Oct 2023	Annually at Board Orientation	

The Board’s job is generally confined to establishing the broadest governance policies and the implementation of these policies is delegated to the Executive Director.

1. All Board’s authority delegated to staff is delegated through the Executive Director.
2. The Ends policies direct the Executive Director to achieve certain results; Executive Director Limitation policies guide the Executive Director to act within acceptable boundaries of prudence and ethics.
3. The Executive Director is authorized to establish all operational policies, make all decisions, take all actions, and develop all activities as long as they are consistent with any reasonable interpretation of the Board’s Ends policies and Executive Director Limitations.
4. The Board shall change its policies with careful consideration of the impact on existing policies.
5. The Board shall not be prevented from obtaining information from the Executive Director in the specified policy areas, except for confidential member information.
6. Except when a person or committee has been authorized to incur some amount of staff cost for the study of an issue, no Director, officer, or committee person has authority over the Executive Director. Information may be requested, but if such a request, in the Executive Director’s judgment, requires a material amount of staff time or funds, or is disruptive, it may be refused.

Policy Type:	Policy Number and Name:	
Board – Executive Director Relationship	BEDR2: EXECUTIVE DIRECTOR POSITION DESCRIPTION	
Acceptance Date:	Date to Review Policy:	Review Date:
25 Oct 2023	Annually at Board Orientation	

The Board uses a position description for the role of Executive Director. As needed, the Board will review and revise such description to clarify the role and expectations of the Executive Director. The Board shall also use this position description as the basis in its search for an Executive Director. This job description will also guide any interim Executive Services as outlined in EL21: Emergency Executive Succession if required. The Executive Director’s role is to implement policies toward accomplishment of the MSU Ends. Consequently, the Executive Director’s responsibilities address only two areas:

1. The MSU’s accomplishments of the Board’s Ends policies.
2. The operation of MSU within the boundaries of prudence and ethics established in the Executive Director Limitations.

The Executive Director’s performance is only evaluated on the accomplishment of the Board’s Ends policies within the boundaries of the Executive Director Limitations.

The individual serving as Executive Director may also serve in an additional operational capacity such as Senior Labour Relations Officer. Such other role shall have its own position description developed in accordance with these policies.

Policy Type:	Policy Number and Name:	
Board – Executive Director Relationship	BEDR3: REGULAR PERFORMANCE MONITORING OF THE EXECUTIVE DIRECTOR	
Acceptance Date:	Date to Review Policy:	Review Date:
25 Oct 2023	Annually at Board Orientation	

The Board holds the Executive Director responsible for achieving the outcomes stated in the Ends policies. The purpose of monitoring is to determine the degree to which the Ends are being fulfilled within Executive Director Limitations. Only information directly related to the Ends and the Executive Limitations will be considered.

1. The monitoring type and time of an Executive Limitation is set by the Board.
2. A given policy may be monitored in one or more of three ways:
 - a) **Internal report:** Statements of compliance with the Executive Director Limitation policies by the Executive Director provided in writing to the Board.
 - b) **External report:** The Board may select an independent, disinterested third party to assist in compliance assurance. This external auditor, inspector, or judge shall gather necessary information and report directly to the Board. Such reports must assess the Executive Director performance only against policies of the Board and the law. If the Board wishes to alter the standard by which the Executive Director is evaluated, they shall do so by amending their Ends and Executive Limitations Policies.
 - c) **Direct inspection report:** Assurance of compliance information by a Board’s designate. In this case, a Board Member, a committee of the Board, or the Board may investigate. This is a direct inspection of the Organization’s documents, activities, or circumstance which allows a “prudent person” test of policy compliance.
3. The Board President will determine which method of monitoring shall be used and shall implement the procedures to do so.
4. Upon a majority vote of the Board, any Executive Limitation Policy can be monitored by any method at any time; however, Executive Director Limitations will be classified by the Board according to frequency and method of regular monitoring.
5. Should a policy breach be disclosed through monitoring, the Executive Director shall immediately provide the Board with written notice of non-compliance and establish a deadline date for the non-compliance to be explained and establish a deadline date for compliance to be achieved.
6. The Board may also provide such notice of non-compliance to the Executive Director.

7. If the Executive Director also holds an operational role such as Senior Labour Relations Officer, the method of performance monitoring of that role shall be jointly established between the Executive Director and the Board in a manner consistent with the principles of both Policy Governance and the MSU Collective Agreement, while minimizing inherent conflicts of interest.

Policy Type:	Policy Number and Name:	
Board – Executive Director Relationship	BEDR4: EXECUTIVE DIRECTOR ANNUAL PERFORMANCE APPRAISAL	
Acceptance Date:	Date to Review Policy:	Review Date:
26 Feb 2025	Annually at Board Orientation	

Monitoring Executive Director performance is synonymous with monitoring organization performance against the Board’s Ends policies and within Executive Director Limitations.

1. The Board shall begin the review of the Executive Director’s performance annually, beginning in the third quarter (January) with the striking of a committee which consists of the Board President and two other Directors, one of whom is mutually agreeable to the Executive Director.

This Committee will normally continue as the same committee responsible to complete BEDR 5: Compensation Setting, except in cases of attrition.

2. The review will be based on:
 - a) Progress and/or achievement of Ends Policies, and
 - b) Compliance with Executive Director Limitations.

The Committee is encouraged to seek stakeholder feedback (360°) that is directly related to the Ends Policies and Executive Limitations.

3. Review

- a. The Committee will review all Executive Director Limitations Monitoring and Compliance Reports provided for the previous fiscal year in accordance with the schedule outlined in EL 2: Executive Director Job Contribution.
 Additionally, the Committee members will review the operational reports provided by the Executive Director for the Semi-Annual General Membership Meetings as well as the results of any stakeholder feedback for consistency with Ends Policies and compliance to Executive Limitations.
- b. The Committee will prepare a report to the Board outlining the extent of compliance with policy during the review period. The report will:
 - a) Indicate the significance of any non-compliance and the follow-up provided on incidents of non-compliance.
 - b) Review the Executive Director’s progress toward achieving the outcomes identified through the processes identified in the most recent BW6: Strategic and Tactical Planning and EL3: Strategic and Operational Planning including achievement of objectives as specified in the MSA Constitution and Bylaws, Board Ends policies within specified budgetary constraints.

4. Recommendation

- a. The written recommendations from the Performance Appraisal Committee shall be ratified by the Board at the March meeting by motion. This report will then constitute the performance review of the Executive Director's achievement of Ends policies.
 - b. The recommendation from the Committee may include recommendations of continuing professional development for the Executive Director.
 - c. The recommendation may include a performance improvement plan and/or progressive discipline consistent with the principles and process in effect for MSU members in their Collective Agreement.
5. If the Executive Director also holds an operational role such as Senior Labour Relations Officer, annual performance appraisals for that role shall be jointly established between the Executive Director and the Board in a manner consistent with the principles of both Policy Governance and the MSU Collective Agreement, while minimizing inherent conflicts of interest.

Policy Type:	Policy Number and Name:	
Board – Executive Director Relationship	BEDR5: EXECUTIVE DIRECTOR COMPENSATION: SETTING AND REVIEW	
Acceptance Date:	Date to Review Policy:	Review Date:
26 Feb 2023	Annually at Board Orientation	

The Executive Director’s total compensation package should reflect current and appropriate remuneration for the geographic, not for profit and Union sectors. The review will consider the total compensation of equivalent management counterparts and any other role(s) being performed. Compensation will be automatically updated to reflect cost-of-living adjustments negotiated for bargaining unit member and at minimum, reviewed every five years by the Board for market competitiveness, general appropriateness and fit for the Executive Director and any other role being performed.

The same Committee selected to complete the work of BEDR 4: Executive Director Annual Performance Appraisal will continue as the committee for BEDR 5: Executive Director Compensation: Setting and Review, except in cases of attrition.

1. Compensation Setting

- a) The Compensation Review Committee reviews the current job description as well as the current contract based on the education, skills and core competencies for the role of Executive Director of the MSU.
- b) At least once every five (5) years, the Compensation Review Committee assesses the market value and compensation of the core competencies, education and skills required for the Executive Director role. The committee should identify external sources that match the Executive Director’s role (or combined roles) considering unions with similar sized Bargaining Units and in similarly structured post-secondary institutions.
- c) The Executive Director will be consulted regarding principles of compensation, budgetary constraints, and market comparators for any operational role(s) being performed.
- d) The Compensation Review Committee presents its findings and recommendations regarding the external survey as well as the recommended job description and contract to the Board for approval.

2. Compensation Review (minimum of every 5 years)

- a) Compensation must be in keeping with financial guidelines established by the Board.
- b) The regular setting of compensation does not preclude the Board recognizing extraordinary circumstances of the Executive Director’s performance.
- c) The Board reviews the current contract (e.g., Offer Letter) which is then the basis for the review.
- d) The Executive Director prepares an information package for this Committee that includes the current contract, current job description, and their resume, as well as the results of the

recommendation of the Performance Appraisal Committee.

- e) The Committee and the Executive Director select a survey of benefits and compensation and conduct a review.
- f) The Committee negotiates the compensation with the Executive Director to mutual satisfaction.
- g) The Committee reports on the negotiated compensation to the Board in the May meeting of the Board of Directors.