# CUSA Board (of Directors) Terms of Reference

<table>
<thead>
<tr>
<th>Authority: CUSA Board</th>
<th>Date Ratified: February 8th, 2022</th>
</tr>
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<tbody>
<tr>
<td>Previous Amendments:</td>
<td>Date of Review: February, 2022</td>
</tr>
<tr>
<td>March 8th, 2022</td>
<td></td>
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<tr>
<td>Review Committees:</td>
<td>Delegates:</td>
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<tr>
<td>CUSA Board or designated subcommittee</td>
<td>Chair of the Board</td>
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<td>Board Selection &amp; Nominating Committee</td>
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<td>CUSA Council</td>
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<td>Next Review Date:</td>
<td></td>
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<td>2025</td>
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## 1) Objective

CUSA is a Not For Profit Corporation ("The Corporation") overseen by the Ontario Not-For-Profit Corporations Act (2010) and incorporated with the Government of Ontario. The CUSA Board holds responsibility for the long-term financial, legal, and reputational position of the corporation.

As a Not-For-Profit Corporation, the CUSA Board is subject to all relevant principles and policies of the Ontario government, provincial law, and the Articles of Incorporation. The board is to ensure ethical fiscal management of CUSA by investing a fiduciary responsibility in members of the Board.

## 2) CUSA Board of Directors

### A. Mandate

a. The CUSA Board is responsible for overseeing CUSA Inc in accordance with provincial law and applicable policies. The Board should always secure the long-term future of CUSA while managing resources allocation and ensuring due process in business operations.
B. Membership
   a. The Board shall be comprised of:
   b. 8 student-at-large directors
   c. The CUSA President (ex-officio)
   d. The CUSA Vice President Finance / Secretary-Treasurer (ex-officio, non-voting)

C. Chairperson
   a. The chairperson of the CUSA Board will be a board member other than the
      CUSA President or Vice President Finance / Secretary-Treasurer and be elected
      by a simple majority of the CUSA Board.

D. Eligibility to be a Director
   a. Be a current Carleton Undergraduate student at the time of application, intending
      on remaining a Carleton Undergraduate student for the duration of the term of
      appointment
   b. Directors may not be employees of CUSA, unless occupying ex-officio positions
      (President/CEO, VP Finance/Secretary-Treasurer)
   c. Directors may not be sitting CUSA councilors, or CUSA councilors within the
      most recent academic year
   d. Directors may not be former CUSA executives
   e. Board Members may not maintain or hold fiduciary responsibility to another entity
      that could conceivably regularly conflict with their fiduciary responsibility to CUSA
      while a member of the Board
   f. Directors shall not serve more than four calendar years on the CUSA Board
   g. The Board may advise the members to remove a director or limit their
      responsibilities in accordance with ByLaw Section 1 1.4 if their eligibility is
      questioned by a majority of the Board
   h. current and recently former CUSA Councilors and Executives may be eligible to
      serve on the CUSA Board if they are appointed at the 2022 Annual Members
      Meeting.

E. Ascension to the Board
   a. Candidates for the board shall be reviewed and selected by the CUSA Board
      Nominating and Appointing Committee for ratification by CUSA Council
   b. CUSA Council will then vote to ratify or deny the selection
c. All applicants so ratified will immediately ascend to the CUSA Board

F. **Primary Responsibilities**
   a. Inform strategic direction and organizational growth
   b. Provide oversight and accountability for the organization
   c. Monitor policies, procedures, and processes of decision making and resource allocation
   d. Approve the budget every year
   e. Comply with the Not-For-Profit Corporations Act (2010)

G. **Operations**
   a. Quorum of the CUSA Board shall be a majority of voting Board members in filled seats, so long as not more than a third of filled seats are filled by employees of CUSA, in compliance with the Act.
   b. The CUSA Board shall strive to meet at least five (5) times per year, the Annual General Meeting and at least four (4) regularly scheduled CUSA Board meetings
   c. Notice of meetings shall be given in compliance with the CUSA ByLaws
   d. Meetings may be canceled due to a lack of agenda items with the consent of all members
   e. The CUSA Board is responsible for writing, executing, and upholding procedures for CUSA operations, including but not limited to:
      i. Investment Policy
      ii. Health & Safety Policies
      iii. Procurement Policy
      iv. Human Resources Policies
   f. The CUSA Board may write additional policies, as necessary
   g. All CUSA Board members are required to adhere to the CUSA Conflict of Interest Policy

Amended March 8th, 2022 as follows

Amendment 1

**Whereas** an enforcement mechanism already exists for ensuring compliance with the Terms of Reference
Be it resolved that the CUSA Board (of Directors) Terms of Reference Section 2 D. g) read “The Board may advise the members to remove a director or limit their responsibilities in accordance with ByLaw Section 1 1.4 if their eligibility is questioned by a majority of the Board”

Amendment 2

Whereas the eligibility to serve on the CUSA Board is restrictive on sitting and recently former CUSA Councilors and Executive in such a way that could not have been foreseen when these individuals were first seeking the offices which make them ineligible under the Terms of Reference

Be it resolved that Section 2 D. h) read “current and recently former CUSA Councilors and Executives may be eligible to serve on the CUSA Board if they are appointed at the 2022 Annual Members Meeting.”

Be it further resolved that Section 2 D. h) is only in effect until April 30th, 2023, and applies only to the Directors elected at the 2022 Annual Members Meeting. On May 1st, 2023, Section 2 D. h) will expire from this policy without future intervention on the part of the CUSA Board.