

## CUSA Board of Directors Terms of Reference

D-00

LONG TITLE	CUSA Board of Directors Terms of Reference	DATE OF ENACTMENT	8 February 2022
		LAST AMENDED	17 July 2023
REFERENCE No.	D-0	NEXT REVIEW	1 May 2025
CATEGORY	Board	COMPETENT CHAMBER	CUSA Board
REVIEW COMMITTEE	CUSA Board or Designated Subcommittee	DELEGATES	Chair of the Board, Vice Chair of the Board

### 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

- i) 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

- i) The Board shall be comprised of:
  - 1) 8 student-at-large directors
  - 2) The CUSA President (ex-officio)
  - 3) The CUSA Vice President Finance / Secretary-Treasurer (ex-officio, non-voting)

c) Chairperson

- i) 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

- i) 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
- ii) Directors may not be employees of CUSA, unless occupying ex-officio positions (President/CEO, VP Finance/Secretary-Treasurer)
- iii) Directors may not be sitting CUSA councilors, or CUSA councilors within the most recent academic year
- iv) Directors may not be former CUSA executives
- v) 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
- vi) Directors shall not serve more than four calendar years on the CUSA Board
- vii) 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

e) Ascension to the Board

- i) Candidates for the board shall be reviewed and selected by the CUSA Board Nominating and Appointing Committee for ratification by CUSA Council
- ii) CUSA Council will then vote to ratify or deny the selection
- iii) All applicants so ratified will immediately ascend to the CUSA Board

f) Primary Responsibilities

- i) Inform strategic direction and organizational growth
- ii) Provide oversight and accountability for the organization
- iii) Monitor policies, procedures, and processes of decision making and resource allocation
- iv) Approve the budget every year
- v) Comply with the Not-For-Profit Corporations Act (2010)

g) Operations

- i) 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.
- ii) The CUSA Board shall strive to meet at least five (5) times per year, which must include one meeting occurring during the Annual General Meeting and at least four (4) regularly scheduled CUSA Board meetings
- iii) Notice of meetings shall be given in compliance with the CUSA ByLaws
- iv) Meetings may be canceled due to a lack of agenda items with the consent of all members
- v) The CUSA Board is responsible for writing, executing, and upholding procedures for CUSA operations, including but not limited to:
  - 1) Financial Investment Policies
  - 2) Health & Safety Policies
  - 3) Procurement Policies
  - 4) Human Resources Policies
- vi) The CUSA Board may write additional policies, as necessary
- vii) All CUSA Board members are required to adhere to the CUSA Conflict of Interest Policy