

CUSA Board of Directors Terms of Reference

D-01

LONG TITLE	CUSA Board Rules of Procedure	DATE OF ENACTMENT	15 March 2022
		LAST AMENDED	09 April 2026
REFERENCE No.	D-01	NEXT REVIEW	1 May 2024
CATEGORY	Board	COMPETENT CHAMBER	CUSA Board
REVIEW COMMITTEE	CUSA Board	DELEGATES	Chair of the Board

Purpose:

The following Procedures supplement the CUSA ByLaw in detailing the format and protocols for CUSA Board meetings. These Rules of Procedure are meant to establish consistency and transparency. These Rules do not carry the full force of policy, but nonetheless should only be suspended in rare and extraordinary circumstances.

1) Board of Directors

- a) The Board of Directors shall be composed as per CUSA ByLaw
- b) Only Directors are permitted to vote on matters for approval.
- c) Meeting minutes are recorded and maintained in accordance with the requirements of the Not For profit Corporations Act (2010).

2) Officers of the Board

- a) The CUSA Board will have four officers; Chair, Vice-Chair, Recording-Secretary, and Secretary-Treasurer
- b) The Vice-Chair will chair meetings in the absence of the Chair at any Board Meeting.
- c) Any vacancies in the Chair or Vice-Chair positions will be filled at the first duly called meeting after a vacancy occurs.
- d) A vacancy in the Recording-Secretary role will be filled temporarily by a staff resource member and permanently by the Associate Vice President, Executive Relations-
- e) A vacancy in the Secretary-Treasurer role will be filled as outlined in the CUSA ByLaws.

3) Election of Officers

- a) The Chair and Vice-Chair shall be elected at the first meeting following the annual general meeting from the membership of the Board.
 - i) Nominations for Chair and Vice-Chair will be open for one week and will require each candidate to complete a written explanation for their candidacy by the end of the week-long nomination period.
 - ii) Upon closing of nomination, all written submissions received will be sent to the entire Board for review.
 - iii) Questions for each candidate can either be submitted in advance of the first meeting after the annual general meeting, or asked in person at the first meeting after the annual general meeting.

4) Public Meetings

- a) Unless otherwise noted, meetings of the Board of Directors are open to all members of the University community, in their entirety.
 - i) The number of attendees from the public may be limited by the room's capacity
 - ii) The Chair retains the right to require attendees from the public to leave the meeting, should their conduct become disorderly, or otherwise negatively affect the ability of the Board of Directors to function.
 - iii) The Board of Directors may extend standing invitations to specific employees, encouraging their presence and participation in the CUSA Board meetings resource members.
- b) Regularly scheduled meetings shall be publicly posted at the beginning of the fiscal year of the Corporation.
 - i) Additional meetings may be held at the call of the chair, provided that all members are given forty-eight (48) hours notice, in compliance with CUSA ByLaw.
 - ii) Any meeting that is rescheduled to a different date or time should be amended wherever it is publicly posted as soon as possible.
- c) Agenda items must be submitted to the Chair of the Agenda Subcommittee with reasonable prior notice before a meeting of the Agenda Subcommittee is called to prepare materials for a regularly scheduled CUSA Board meeting.
 - i) Every item on the Board of Directors agenda should first be reviewed by one of the Board's subcommittees unless the item is a "for information" item for the Board or an item that requires the entire Board's attention.
 - ii) Any item not going to a subcommittee of the Board for review must be submitted to the Agenda Subcommittee for inclusion on the agenda.

- iii) Only voting members may move motions. Management may submit items for direction from the CUSA Board following the process outlined in this document.
 - (1) The Administrative Operations Manager and the Governance Manager serve as the principal policy advisors to the Board and must therefore sign off on all management recommendations before they are placed on the Board agenda.
- iv) Any individual may submit a presentation or matter for discussion or information, however, any such items must be approved by the Agenda Subcommittee before placement on the agenda.
- d) An Agenda Subcommittee meeting will be held no less than one week prior to a regularly scheduled-Board meeting, subject to the availability of Subcommittee members.
- e) The agenda of a regularly scheduled meeting must be approved by the Agenda Subcommittee, and distributed to all voting members, in addition to being posted online, along with supporting documentation no less than one week prior to a regularly scheduled CUSA Board meeting.
 - i) The agenda may include a brief description for each presentation
 - ii) Supporting documentation, known as appendix items may be provided along with items brought before the CUSA Board that require discussion or decision, particularly for matters of a legal, financial, or human resources nature. The deadline for reports shall be the same as the agenda deadline so that the Agenda Subcommittee may fully understand items coming forward and so that members have sufficient time to consider the matter.
 - (1) If two-thirds ($\frac{2}{3}$) of CUSA Board members approve, a matter can be considered without an agenda report, or can be considered if a report comes in past the deadline. This practice should be strongly discouraged and only reserved for unique circumstances.
 - iii) Appendix items shall be posted online with the agenda if available. However, such documentation may be withheld if it is incomplete or misleading on its own. This documentation will be posted with the meeting minutes and agenda, where it can be understood in context.
- f) In the event that a CUSA Board meeting is scheduled for an irregular time, the required periods of notice remain the same.
 - i) In the event of a special meeting of the CUSA Board that does not allow for the period of notice to be observed, the meeting shall proceed if the

Agenda is approved by the CUSA Board. In such an event all relevant materials will be posted and distributed at the earliest possible time.

- g) New business items for approval are only permitted if they directly relate to an item already on the agenda. Any other items brought up in the new business circumvent the transparency of the CUSA Board's activities and limit the ability of the voting members to research and prepare.

5) Record of Proceedings

- a) All public meetings shall be recorded on video and made available to the public upon request to CUSA.
- b) Public minutes shall be recorded in writing in a succinct format. Only a brief summary of the discussion and any motions shall be recorded in writing unless a member asks for a detailed comment to be recorded. Advice given by resource people such as the Administrative Operations Manager, Governance Manager, and Legal Counsel shall be well documented.
- c) In-camera minutes shall be recorded in a detailed format. Most items considered in-camera are of a legal, financial, contractual or human resources nature and should demonstrate that members and management have upheld their fiduciary duty to the corporation.
- d) In an effort to enhance transparency of CUSA Board decision making, every effort shall be made to ensure minutes are ready for ratification within ten (10) business days of the meeting using the following procedure:
 - i) All voting members of the CUSA Board shall have the opportunity to review the written minutes of the meeting.
 - ii) Each reader shall have two (2) business days to forward comments to the the Associate Vice President, Executive Relations. If comments are not received, the Associate Vice President, Executive Relations shall assume-no changes are required.

6) Meetings *In-Camera*

- a) Matters of a confidential nature may only be disclosed and discussed in an *in-camera* CUSA Board meeting.
- b) *In-camera* meetings are regularly scheduled to occur at all public CUSA Board meetings.
- c) Agenda items shall be collected and prepared on the same schedule as the public CUSA Board meeting, and the agenda and related-items shall be distributed to voting-members at the same time as the public meeting agenda.
 - i) An *in-camera* meeting agenda shall not be posted online in advance of a meeting.

- ii) In the event of a special meeting of the CUSA Board that does not allow for the period of notice to be observed, the meeting shall proceed if the Agenda is approved by the CUSA Board. In such an event all relevant materials will be posted and distributed at the earliest possible time.
- d) A discussion or decision may only be held in confidence if it fits at least one of the following criteria:
- i) Information regarding an ongoing negotiation, where disclosure would negatively affect CUSA's position in the negotiation, or prejudice future negotiations of a similar nature;
 - ii) Information about litigation or potential litigation involving CUSA;
 - iii) Advice protected by solicitor-client privilege;
 - iv) Personal information about an identifiable individual, unless such information has been voluntarily disclosed to the public by the person(s) affected;
 - v) Information from the proceedings of a confidential subcommittee;
 - vi) Information regarding a sensitive human resources matter involving an identifiable individual; or,
 - vii) Any other information which, if disclosed, should compromise or adversely affect the Corporation.
 - (1) Though this condition of confidentiality is open to broad interpretation, it should be used only sparingly, under unusual circumstances where the previously listed criteria for confidentiality do not apply.
- e) If a discussion or decision hinges on a confidential consideration, then the entirety of the discussion/decision should be held *in-camera*, even if other aspects of the discussion/decision are not confidential.
- f) If there is any doubt as to the confidentiality of information being considered for discussion in a public CUSA Board meeting, it should be discussed in the following *in-camera* meeting.
- i) New Business items are permitted in confidential CUSA Board meetings if they arise as a result of matters discussed in the preceding public CUSA Board meeting.
 - ii) Even if there are no *in-camera* meeting agenda items submitted in advance of a CUSA Board meeting, an *in-camera* meeting may still follow the public meeting to discuss matters arising from the meeting.

- iii) If an item whose confidentiality was uncertain is revealed not to be confidential, it is the responsibility of the Chair to cease discussion, and table the matter for a future public CUSA Board meeting.
- iv) Minutes from in-camera CUSA Board meetings shall continue to remain entirely confidential, even if the reasons for their confidentiality cease to be relevant (e.g. a discussion about an ongoing negotiation that has since concluded).
- v) The CUSA Board may permit specific individuals to attend a confidential meeting, or part of a confidential meeting, provided that those individuals have signed a confidentiality agreement with CUSA.

7) Sub-Committees

- a) The CUSA Board may create subcommittees at their discretion to deal with the matters of the Board
- b) Any vacancy in a subcommittee's membership shall be filled at the next duly called meeting of the Board-with a simple majority vote.