



# **Fleming College Student Administrative Council Inc.**

## **Governance Policies**

**(Sutherland Campus)**

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**Student Administrative Council  
Sir Sandford Fleming College (Sutherland Campus)**

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**Governance Policies**

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## **Governance Policies**

### **Introduction to Policy Package**

#### **How to use these policies**

These policies have been created and adopted by the Board of Directors for the Student Administrative Council.

### **Governance Policies and Board-Management Delegation**

- These two (2) categories (Governance Policies and Board-Management Delegation) are rules for the Board's own performance and conduct.
- The Board will regularly judge and evaluate its own performance against the above-noted two (2) categories of policies.

### **Ends and Executive Limitations**

- These two (2) the categories (Ends and Executive Limitations) are the Board's instructions to the staff/organization working under the President/CEO.
- The Board, as a whole, will evaluate (over the course of a one year period) the President's performance against the above-noted two (2) categories of policies.
- These two (2) the categories (Ends and Executive Limitations) are the Board's instructions to the staff/organization under the General Manager/CEO.
- The Board, as a whole, will evaluate (over the course of a one year period) the General Manager's performance against the above-noted two (2) categories of policies.
- The performance expectations in the Ends and Executive Limitations policies are equivalent to organizational performance.

### **Policy Design**

- The policies are layered, i.e. the first policy in each of the four (4) categories (Ends – Section 1, BMD – Section 2, EL – Section 3, GP – Section 4) is a broad statement (or value or perspective).
- As the Board goes into the second layer of policies, the Board is further explaining/interpreting its instruction.
- The benefit of this policy design is that the first policy layer covers all possible topics or issues, even if a particular issue is not specifically addressed at the second level.

### **Use of these Policies**

- All Board members must know all of these policies because when working on any particular issue, the Board will usually need to refer to more than one of the attached policies.
- It is crucial to good governance that all Board members be familiar with all of the Governance Policies.

**Governance Policies**

**Section 1: ENDS**

**Mission:**

To enhance student satisfaction and success by providing a variety of services that will assist in shaping campus life.

Furthermore our four (4) pillars are; Awareness, Services, Social Development, Skill Development

1.1 Students are heard and represented;

- The Board of Directors advocate on behalf of the membership.
- Student issues are solicited, heard and brought to the appropriate governing authority.

1.2 Students have services, support and resources;

- Services that meet the needs of the membership.
- Support, including academic appeals, Student Rights and Responsibilities, and other academic concerns.
- Resources that aid in academic success.
- Access to Health Benefits.

1.3 Students have the opportunity to access recreational activities, study spaces, student lounges, and events on campus;

- Creating positive environments that develop social relationships.
- Opportunity to have fun.

1.4 Students have access to skills development and leadership opportunities.

- Through training and workshops to engage with other students, faculty and staff.
- Resources to help grow as a students and professionals in their field

**Governance Policies**

**Section 2: BOARD-MANAGEMENT DELEGATION**

The Board's sole official connection to the advocacy operations, achievements, and conduct will be through the Chief Executive Officer, titled the President.

The President is responsible for all advocacy operations and represents the corporation and is looked to for leadership from the students and the entire college community. As the President is a member of the Board, he/she is also subject to the Directors' Job Description and Directors' Code of Conduct.

**2.1 The President:**

1. Represents the Corporation and must, therefore, conduct him/herself in the utmost professional manner at all times.
2. Is charged with the assignment of speaking on behalf of the Board and the Corporation, ensuring the Board speaks in solidarity.
3. Performs all duties with due diligence and the highest degree of integrity and honesty.
4. Has final authority alongside the General Manager to make decisions or interpretations on policies created by the Board.
5. Will be available to the membership at all possible times and will represent the students on various college committees as needed.
6. Actively work towards priorities and timelines established each year by the Board of Directors as per the annual planning cycle and the strategic plan.
7. Shall attend official Fleming College functions and advocacy related meetings. If the President is unable to attend the Board shall request that designate to attend.
8. Will ensure the Directors have the information they require to perform their duties.
9. Will be a signing authority of the corporation.
10. Shall inform the membership, of Fleming College policy changes that directly affect the student body.
11. Is a non-voting member of the Board of Directors.
12. Shall complete monthly monitoring reports and report to the Board of Directors.
13. Shall complete monthly incidental and compliance reports and report them to the Board of Directors at monthly board meetings.

**Governance Policies**

**2.2 The General Manager:**

The Board's sole official connection to the operation of the organization, achievements, and conduct will be through the Chief Executive Officer, titled the General Manager.

The General Manager is responsible for all day-to-day operations of the corporation and is looked to for leadership from the full time and part time staff. As the General Manager is a member of the Board, he/she is also subject to the Directors' Job Description and Directors' Code of Conduct.

1. Performs all duties with due diligence and the highest degree of integrity and honesty.
2. Has final authority alongside the President to make decisions or interpretations on policies created by the Board.
3. Actively work towards priorities and timelines established each year by the Board of Directors as per the annual planning cycle and the strategic plan.
4. Will ensure the Board of Directors have the information they require to perform their duties.
5. Will be a signing authority of the corporation.
6. Will be responsible for all day-to-day operations for the organization.
7. Is a non-voting member of the Board of Directors.

**Governance Policies**

**2.3 Unity of Control - President:**

Only officially passed motions of the Board are binding on the President.

1. Decisions or instructions of individual Board members, Officers, or committees are not binding on the President.
2. In the case of the Board members or committees requesting information or assistance without Board authorization, the President can refuse such requests that require, in the President's opinion, a material amount of staff time or funds, or are disruptive.

**Governance Policies**

**2.4 Unity of Control – General Manager**

Only officially passed motions of the Board are binding on the General Manager.

1. Decisions or instructions of individual Board members, Officers, or committees are not binding on the General Manager.
2. In the case of the Board members or committees requesting information or assistance without Board authorization, the General Manager can refuse such requests that require, in the General Manager's opinion, a material amount of staff time or funds, or are disruptive.

**Governance Policies**

**2.5 Delegation to the President and General Manager**

The Board will instruct the President and General Manager through written policies that:

1. Prescribe the organizational Ends to be achieved, and
2. Describe organizational situations and actions to be avoided (Executive Limitations) allowing the President and General Manager to use any reasonable interpretation of these policies.
  - a. **Ends Policies:** The Board will develop policies instructing the President and General Manager to achieve certain results, for certain customers, at a certain worth or cost. All issues that are not ends issues as defined here are means issues. Ends policies answer the following three (3) questions about what the organization will produce: “What Good? For Whom? And At What Cost?”
  - b. **Executive Limitations Policies:** The Board will develop policies that limit the latitude that the President and General Manager may exercise in choosing the organizational means. These limiting policies will describe those practices, activities, decisions and circumstances that would be unacceptable to the Board even if they were to be effective. Therefore, all means are considered pre-approved by the Board unless explicitly prohibited in the Executive Limitations policies.
  - c. As long as the President and General Manager uses *any* reasonable interpretation of the Board's Ends and Executive Limitations Policies, the President and General Manager are authorized to make all decisions, take all actions, establish all practices and develop all activities as deemed necessary. Such decisions of the President and General Manager shall have full force and authority as if decided by the Board.
  - d. The Board may change its Ends and Executive Limitations Policies, thereby shifting the boundary between the Board, the President and the General Manager domains. By so doing, the Board changes the latitude of choice given to the President and General Manager. But so long as any particular delegation (policy) is in place, the Board and its members will respect and support the President and General Manager’s choices.

**Governance Policies**

**2.7 Monitoring Executive Performance – President**

Systematic and rigorous monitoring of the President’s job performance will be solely measured against the following expected job duties:

- a. Organizational accomplishment of the Board’s Ends policies, and
  - b. Organizational operation within the boundaries established in Board policies on Executive Limitations.
  - c. Performance based on the President’s Job Description, Directors’ Job Description and Code of Conduct.
1. The Board can acquire monitoring information by any of the following:
    - a. by INTERNAL REPORT: in which the President discloses interpretations and compliance information to the Board through Compliance reports and Incidental reports
    - b. by EXTERNAL REPORT: in which an external, independent third party selected by the Board assesses compliance with the President’s interpretation of Board policies
    - c. by BOARD DIRECT INSPECTION: in which a designated Board member or members of the Board assess compliance with the President’s interpretation of the appropriate policy criteria.
  2. In every case, the Board will evaluate:
    - a. The reasonableness of the President’s interpretation, and
    - b. Whether data demonstrates accomplishment of the interpretation (regarding Ends) or compliance with the interpretation (regarding Executive Limitations).
  3. The standard for compliance shall be any reasonable President interpretation of the Board policy being monitored. The Board is at all times the final arbiter of reasonableness, but will always judge with a “reasonable person” test rather than with interpretations favored by Board members or by the Board as a whole. The Board will judge this at every meeting during a Board monitoring session and report their judgment.
  4. The Board will determine the frequency and method of monitoring the policies that instruct the President (Ends and Executive Limitations) and will normally use a routine schedule, as follows:

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**Governance Policies**

<b>Reports</b>	<b>Annual Schedule</b>
<b>Compliance Reports</b>	
EL 3.9 Emergency Executive Succession	April
EL 3.8 Communication and Support to the Board	Monthly
EL 3.2 Treatment of Clients	August/January
EL 3.1 Global Executive Constraint	April
<b>Reports</b>	<b>Monthly</b> (Every BOD meeting)
<b>Incidental Reports</b>	
Updates and follow up from meeting action items	Yes

**Governance Policies**

**2.8 Monitoring Executive Performance – General Manager**

Systematic and rigorous monitoring of the General Manager’s job performance will be solely measured against the following expected job duties:

- a. Organizational accomplishment of the Board’s Ends policies, and
  - b. Organizational operation within the boundaries established in Board policies on Executive Limitations.
  - c. Performance based on the General Manager’s Job Description, Directors’ Job Description and Code of Conduct.
1. The Board can acquire monitoring information by one any of the following methods:
    - a. by INTERNAL REPORT: in which the General Manager discloses interpretations and compliance information to the Board through Compliance reports and Incidental reports
    - b. by EXTERNAL REPORT: in which an external, independent third party selected by the Board assesses compliance with the General Manager’s interpretation of Board policies
    - c. by BOARD DIRECT INSPECTION: in which a designated Board member or members of the Board assess compliance with the General Manager’s interpretation of the appropriate policy criteria.
  2. In every case, the Board will evaluate:
    - a. The reasonableness of the General Manager’s interpretation, and
    - b. Whether data demonstrates accomplishment of the interpretation (regarding Ends) or compliance with the interpretation (regarding Executive Limitations).
  3. The standard for compliance shall be any reasonable General Manager interpretation of the Board policy being monitored. The Board is the final arbiter of reasonableness, but will always judge with a “reasonable person” test rather than with interpretations favored by Board members or by the Board as a whole. The Board will judge this at every meeting during a Board monitoring session and report their judgment.
  4. The Board will determine the frequency and method of monitoring the policies that instruct the General Manager (Ends and Executive Limitations) and will normally use a routine schedule, as follows:

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**Governance Policies**

<b>Reports</b>	<b>Annual Schedule</b>
<b>Compliance Reports</b>	
EL 3.5 Financial Condition and Activities	Monthly
EL 3.9 Emergency Executive Succession	April
EL 3.8 Communication and Support to the Board	Monthly
EL 3.7 Asset Protection	September
EL 3.4 Compensation and Benefits	November
EL 3.3 Treatment of Staff	August/January
EL 3.2 Treatment of Clients	August/January
EL 3.1 Global Executive Constraint	April
EL 3.6 Financial Planning and Budgeting	April
<b>Reports</b>	<b>Monthly</b> (Every BOD meeting)
<b>Incidental Reports</b>	
Updates and follow up from meeting action items	Yes

**Governance Policies**

**Section 3: EXECUTIVE LIMITATIONS**

**3.1 Global Executive Constraint**

The President/General Manager shall not cause or allow any organizational practice, activity, decision, or circumstances, which is;

- Unlawful,
- Imprudent, or
- In violation of commonly accepted business and professional ethics.

**Governance Policies**

**3.2 Treatment of Members**

With respect to interactions with members, the President/General Manager shall not cause or allow conditions, procedures, or decisions which are unsafe, untimely, unlawful, disrespectful or unnecessarily intrusive.

The President/General Manager will not:

1. Elicit information for which there is no clear necessity.
2. Use methods of collecting, reviewing, transmitting, dissemination, or storing member information which fail to protect against improper access to the material.
3. Operate facilities without appropriate accessibility and privacy.
4. Prevent a means to be heard, for those members, who believe that they have not been accorded a reasonable interpretation of their rights under this policy.

**Governance Policies**

**3.3 Treatment of Staff**

With respect to treatment of paid and volunteer staff, the General Manager shall not cause or allow conditions to exist, which are unfair, undignified, disorganized or unclear.

The General Manager shall not:

1. Operate without written personnel procedures that:
  - a. Clarify rules for staff,
  - b. Provide for effective handling of complaints and
  - c. Protect against wrongful conditions (e.g. nepotism and grossly preferential treatment for personal reasons)
2. Retaliate against an employee for non-disruptive expression of dissent, or for reporting to management or to the Board of Directors (per the complaint procedure in the personnel manual) acts or omissions by staff, management or the Board of Directors that the employee believes, in good faith and based on credible information, constitutes a violation of Provincial or Federal law or a governing policy of the Board.  
(Whistleblower policy)
3. Allow staff to be unprepared to deal with emergency situations.
4. Allow staff to be unfamiliar with the General Manager's interpretations of their protections under this policy.

**Governance Policies**

**3.4 Compensation and Benefits**

With respect to employment, compensation and benefits to employees, consultants, contract workers and volunteers, the General Manager may not cause or allow to compromise the fiscal integrity or public image.

The General Manager shall not:

1. Change the General Manager's own compensation and benefits, except as those benefits are consistent with a package for all other employees.
2. Establish current compensation and benefits that deviate materially from the geographic or professional market for the skills employed.
3. Create obligations over a longer term than revenue can be reasonably projected.
4. Establish or change compensation and benefits so as to cause unpredictable or inequitable situations, including those that:
  - a. Incur unfunded liabilities.
  - b. Provide less than some basic level of benefits to all full-time employees.
  - c. Allow any employee to lose benefits already accrued from any foregoing plan.
  - d. Treat the President differently from all other employees.

**Governance Policies**

**3.5 Financial Condition & Activities**

With respect to the actual, ongoing financial condition and activities, the General Manager may not cause or allow the development of:

- a. Fiscal jeopardy or
- b. A material deviation of actual expenditures from Board priorities established in Ends policies, the annual planning cycle, and the strategic plan.

The General Manager shall not:

1. Expend more funds than have been received in the fiscal year to date unless the Board's debt guideline (point #2 below) is met.
2. Borrow funds from the Corporation's investment GICs unless the amount can be expected to be repaid by the next payment from the College.
3. Allow payroll or debts to be handled in an untimely manner.
4. Allow tax payments or other Government-ordered payments or filings to be overdue or inaccurately filed.
5. Make a single purchase or commitment of what hasn't already been approved in the current budget.
6. Acquire, encumber or dispose of real estate.
7. Make any purchase or procurement if the financial amount exceeds \$8,000.00 without Board approval.

**Governance Policies**

**3.6 Financial Planning & Budgeting**

The General Manager shall not cause or allow financial planning for any fiscal year or the remaining part of any fiscal year to:

- a. Deviate materially from Board Ends priorities, the annual planning cycle, and the strategic plan.
- b. Risk financial jeopardy, or
- c. Fail to be derived from a multi-year plan.

The General Manager shall not allow budgeting to:

1. Risk incurring those situations or conditions described as unacceptable in the Executive Limitations Policy entitled “Financial Condition & Activities”.
2. Omit:
  - a. Credible projection of revenues and expenses,
  - b. Separation of capital and operational items,
  - c. Cash flow analysis, and
  - d. Disclosure of planning assumptions.

**Governance Policies**

**3.7 Asset Protection**

The General Manager shall not allow corporate assets to be unprotected, inadequately maintained or unnecessarily risked.

The General Manager shall not:

1. Allow the organization, Board members, staff and volunteers to be uninsured against fire and casualty losses to a prudent replacement value and against liability losses.
2. Make any health plan contract changes unless approved by the Board of Directors.
3. Subject facilities and equipment to improper wear and tear or insufficient maintenance.
4. Unnecessarily expose the organization, its Board, or staff to claims of liability.
5. Receive, process or disburse funds under controls that are insufficient to meet the Organizations Operating Policies.
6. Make any purchase wherein normally prudent protection has not been given against conflict of interest or without appropriately comparing prices and quality.
7. 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.
8. Endanger the organization's public image, credibility, or its ability to accomplish Ends.
9. Change the organization's name or substantially alter its identity in the community.
10. Enter into any contract without risk analysis and a prudent exit strategy.
11. Change any student or ancillary fees without Board of Director approval.
12. Sign any service contract that is over a three (3) year term without Board of Director approval.
13. Sign any student benefit contract without Board of Director approval.
14. Sign any contract for student health benefits that is more than two (5) years in length without Board of Director approval.

**Governance Policies**

**3.8 Communication and Support to the Board of Directors**

The President and General Manager shall not permit the Board to be uninformed or unsupported in its work.

The President and General Manager shall not:

1. Neglect to submit monitoring data required by the Board according to its policy “Monitoring President/General Manager Performance” in a timely, accurate and understandable fashion; directly addressing provisions of the Board policies being monitored, and including the President/General Manager’s interpretations consistent with the “Delegation to the President/General Manager” policy, as well as relevant data.
2. Let the Board be unaware of any significant incidental information including anticipated adverse media coverage, threatened or pending lawsuits, and material external and internal changes.
3. Allow the Board to be unaware that, in the President or General Manager's opinion, the Board, or one of its members is not in compliance with its own policies on Governance Process and Board-Management Delegation, particularly in the case of Board behavior, which is detrimental to the work relationship between the Board and President/General Manager.
4. Allow the Board to be without decision information required periodically by the Board or let the Board be unaware of relevant trends.
5. Present information in unnecessarily complex or lengthy form or in a form that fails to differentiate among information of three types: monitoring, decision preparation, and other.
6. Allow the Board to be without a workable mechanism for official Board, Officer or committee communications.
7. Favour or privilege certain Board members over others, except when
  - a. fulfilling individual requests for information or
  - b. responding to officers or committees duly charged by the Board.
8. Allow the Board to be unaware of any actual or anticipated noncompliance with any Ends or Executive Limitations policy of the Board regardless of the Board’s monitoring schedule.

**Governance Policies**

**3.9 Emergency Executive Succession**

In order to protect the Board from the sudden loss of the President's services, the President shall endeavor to ensure that there are no fewer than two (2) executives (General Manager and Treasurer) sufficiently familiar with Board and President issues and procedures to enable either to take over with reasonable proficiency as an interim successor.

**Governance Policies**

**3.10 Emergency Executive Succession**

In order to protect the Board from the sudden loss of General Manager services, the General Manager shall endeavor to ensure that there are no fewer than two (2) executives (President and Treasurer) sufficiently familiar with Board and General Manager issues and procedures to enable either to take over with reasonable proficiency as an interim successor.

**Governance Policies**

**Section 4: GOVERNANCE POLICIES**

**4.1 Enabling Procedures**

All motions regarding the adoption, amending and repealing of policies shall be run according to the following policies. All Board of Directors must comply with these policies when making a motion to adopt, amend or repeal any governance policy.

1. Any member of the Board of Directors may make a motion to adopt, amend or repeal any policy.
2. Any motion shall be made at a Board of Directors meeting that holds quorum.
3. Two (2) independent readings at separate board meetings are required to adopt, amend, or repeal any governance policy.
4. Each of the motions in the above policy must be carried out by a clear majority 50% + 1. In the event of a tie vote, it will be broken by the Chair.
5. Copies of the proposed amendments, adoptions, or repeals shall be distributed to each Director two (2) days prior to a board meeting.
6. A discussion period must be scheduled for all members to understand the proposed policy or amendment.
7. All proposals must be addressed in full by the Board of Directors before the passing of six (6) weeks.
8. The Governance Policies shall be reviewed by the Board of Directors before the completion of their elected term.

**Governance Policies**

**4.2 Elections**

Annually, the Fleming College Student Administrative Council shall hold elections for five (5) Board of Directors positions. The Board will run a fair and impartial election process. This policy and the elections operating policy shall conform to and complement the by-laws of the Fleming College Student Administrative Council.

The extent of the Board's involvement in the election process shall be to hire an Electoral Officer (EO) that will at that time be part-time staff member who will assist in facilitating the election process. Elections will be held before the last day in February.

**Governance Policies**

**4.3 Annual General Meetings/Regular General Meetings**

The Fleming College Student Administrative council shall hold an Annual General Meeting. This Annual General Meeting shall be held no later than the last day in October. Regular General Meetings will be held at the discretion of the Board of Directors to encourage feedback on specific items prior to an Annual General Meeting.

1. The Board Chair shall conduct the Annual General Meeting/Regular General Meeting according to Robert's Rules of Order (Revised), with the assistance of the Sergeant at Arms.
2. The previous year's audited financial statement will be presented by the current representative from the auditor or the Treasurer at the Annual General meeting.
3. Each current member of the Board of Directors will present the year-end report on behalf of their predecessor at the Annual General Meeting held.
  - a. Year-end reports must be submitted one week prior to board transition.
4. Attendance records shall be supervised by the Board Secretary and Sergeant at Arms and be retained on file in the SAC Office.
5. Behaviour deemed improper or unacceptable according to normal business shall result in the ejection of that person, by the Sergeant at Arms, at the request of the Board Chair.
6. The Board will hold General Meetings at least once per semester, and additionally as required to gain insight and feedback from the membership.

## **Governance Policies**

### **4.4 Board of Directors Meetings**

There shall be at least one monthly meeting of the Board of Directors during the months of September to April. There shall be a meeting during the months of May to August as the board deems fit.

When the Board of Directors start their term, at their first board meeting, they will elect additional roles for good governance of the organization. Board of Directors members shall fill these roles. Those roles are;

- Treasurer
  - One other signing authority
  - Both signing authority must be bondable
1. Board Chair shall inform all Board members, of the date, time, and location of board meetings in writing no less than 48 hours in advance.
  2. Board of Directors meetings will be conducted according to Robert's Rules of Order (Revised).
  3. All Board of Directors must attend the scheduled meetings or face a financial penalty.
  4. All Board members shall present written reports at each Board of Directors meeting.
    - a. Monitoring reports must be submitted to the Chair prior to agenda being distributed. If reports are not submitted, Board members will not be added to the agenda.
  5. Provisions may be made for presentations by those who wish to address or make proposals to the Board of Directors.
  6. Any member of the Corporation may attend, as an observer, that portion of the Board of Directors meeting that is declared open.
  7. A member of the Corporation wishing to be an observer is required to give 72 hours' notice in writing to the Board Chair.
  8. The role of the observer is purely that of observing the proceedings.
  9. Observers will be seated such that they are not at the Board table.
  10. Conduct of observers will be as follows:
    - a. Entrance to a meeting will not be permitted once the meeting has been called to order.
    - b. Attendance is at the discretion of the Board Chair. The Board Chair reserves the right to request that any observer leave the meeting.
    - c. Observers will not be permitted to address the Board under any circumstances.
    - d. The observer is to remain seated throughout the duration of the meeting unless otherwise instructed by the Board Chair.

**Governance Policies**

**4.5 College Committee Mandate**

The President or designate serving on a College Committee will represent the corporation with honesty, integrity and professionalism.

1. To serve as the Student Administrative Council representative, if they are unable to attend they must make every reasonable effort to find a delegate.
2. Provide representation in the best interest of all students, and to take a pro-active role on the committee to ensure the students concerns are voiced.
3. Must act in a professional manner to ensure that the integrity of Student Administrative Council is maintained.
4. Following each committee meeting, the President or delegate shall report all findings in a written monitoring report to be presented at the next Board of Directors meeting.

**Governance Policies**

**4.6 Board Members Code of Conduct**

The Board commits itself and its members to ethical, businesslike and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members. Conduct applies to all business related circumstances including board meeting, conferences, day-to-day activities, special events and non-business related circumstances.

1. Board members must have loyalty to the ownership, not conflicted by loyalties to staff, other organizations, and any personal interest as a consumer.
  - a. Board members must avoid conflict of interest with respect to their fiduciary responsibility.
  - b. There must be no self-dealing or business by a member with the organization. Members will annually disclose their involvements with other organizations, with vendors, or any associations that might be or might reasonably be seen as being a conflict.
  - c. When the Board is to decide upon an issue about which a member has an unavoidable conflict of interest, that member shall withdraw without comment not only from the vote, but also from the deliberation and leave the meeting room.
  - d. Board members will not use their positions to obtain employment in the organization for themselves, family members or close associates. A Board member who applies for employment must first resign from the Board.
2. Board members may not attempt to exercise individual authority over the organization.
  - a. Board members' interaction with the President or with staff must recognize the lack of authority vested in individuals except when explicitly Board-authorized.
  - b. Board members' interaction with public, press or other entities must recognize the same limitation and the inability of any Board member to speak for the Board except explicitly stated Board decisions.
  - c. Except for participation in Board deliberation about whether the President has achieved any reasonable interpretation of Board policy, Board members will not express individual judgments of performance of employees or the President.
3. Board members will respect the confidentiality appropriate to issues of a sensitive nature.
4. Board members will be properly prepared for Board deliberation.
5. Board members will support the legitimacy and authority of the final determination of the Board on any matter, irrespective of the members' personal position on the issue. The Board will speak with one voice or not at all.
6. Board members are not eligible to accept prizes awarded by the Fleming College Student Administrative Council.
7. A Board member is considered to have resigned if he/she is absent for any reason, from three (3) consecutive meetings or four (4) meetings in a year.

**Governance Policies**

**4.7 Governance Investment**

The Board shall invest in its governance capacity since poor governance costs more than learning to govern well.

1. Board skills, methods, and supports will be sufficient to ensure governing with excellence. Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior capability.
  - a. Training and retraining will be used liberally to orient new Board members and candidates for Board membership, as well as to maintain and increase existing Board member skills and understandings.
  - b. Outside monitoring assistance will be arranged so that the Board can exercise confident control over organizational performance. This includes but is not limited to financial audit.
  - c. Outreach mechanisms will be used as needed to ensure the Board's ability to listen to owner viewpoints and values.
2. The Board will establish its cost of governance budget for the next fiscal year before the last day in April.

**Governance Policies**

**4.8 Community Involvement**

The Fleming College Student Administrative Council as a group shall be involved on an ongoing basis with approved social (outreach) programs in the local community. The involvement and the number of such programs shall be subject to approval procedures in the same manner as any other event.

The Fleming College Student Administrative Council looks to foster community partnerships that benefit the student experience at Fleming College. All endeavours of community involvement with focus on but not necessarily limited to four (4) key areas for its membership;

- Awareness,
- Services,
- Skills Development, and
- Social Development

The Student Administrative Council will not provide funding to college academic programs.

**Governance Policies**

**4.9 Contingency Procedures**

Student Administrative Council shall endorse and abide by the College policies as laid out to address the following contingencies.

1. Copies of these College Policies comprise of the following:
  - a. Fire
  - b. Medical
  - c. Bomb Threat
  - d. Violence or Threats
  - e. Lock Down
  - f. Weapons Observed
  - g. Vandalism
  - h. Theft
  - i. Security Services
2. This information is available for viewing on the Fleming College website.

[www.flemingcollege.ca](http://www.flemingcollege.ca)

3. The Fleming Student Administrative Council from time to time will enter into a Memorandum of Understanding (MOU) with Fleming College. These agreements are stored in office with the General Manager. For details of these agreements please inquire with 48 hours' notice to the Fleming College Student Administrative Council Office, C1 430.

**Governance Policies**

**4.10 Remuneration**

Since elected Directors assume the role at the risk of employment earnings, they therefore will receive the following reimbursement:

1. All honoraria will be reviewed and presented to the Board of Directors for ratification, by a Sub-committee, consisting of the Board Chair, Treasurer, and General Manager.
2. Honoraria monthly maximum amounts as of May 1, 2017 shall be as follows: \$325/month
3. If a member of the Board of Directors is not in attendance for a meeting (Regular or General) for reasons deemed unacceptable by the Honoraria Sub-Committee, the following deductions will be applied per offence:
  - a. \$15.00 per college committee meeting not attended by board member or delegate
  - b. Half of one month honorarium per mandatory board event
  - c. Half of one honorarium per missed board meeting without 48 hours' notice. Two (2) missed meetings per term without proper notice will result in written disciplinary action regarding job performance.
4. These amounts will be reviewed bi-annually by the Board at Policy Review weekend, with these changes taken in effect May 1st of that year. At the end of this period, the current council may review and revise the honoraria to reflect any concerns which may be present at that time including any cost of living increase review.
5. Decisions of the Sub-Committee, on recommendations to the Board, must be reached by consensus.

**Governance Policies**

**4.11 Tendering Policy**

The tendering process must be adhered to by the Board of Directors as stated in the following policies;

1. All equipment and services which fall under this policy should have a specification written by a Board designate and approved by the Board. At which time a deadline will be set by the Board.
2. Any equipment or services purchased exceeding \$2,800.00 but less than \$7,999.00 will be opened to three (3) bids for consideration by the General Manager.
3. Any equipment or services purchased exceeding \$8,000.00 will be opened to tender for consideration by the Board of Directors.
4. In the event that any equipment or services is unique and qualified companies asked to tender are unable to tender, then a letter to that effect from those companies must be included for consideration by the Board of Directors.
5. The selection of the successful bid need not be based solely on price and subject to any privilege claimed by the Board of Directors.
6. The bids should be in writing on company letterhead and be submitted by the deadline stated by the Board.
7. If a vendor chooses to fax a tender, the Finance and Administrative Officer or designate shall immediately seal that bid and place it with the others, requesting that the vendor submit the original document.

**Governance Policies**

**4.12 Referenda Policy**

1. Association referenda may be called by a simple majority vote at a Board of Directors' meeting with at least 2/3 of the voting Board members present, or upon a petition bearing the signatures and names and student numbers of 10% of the ordinary members.
2. Association referenda are binding, unless stipulated and communicated to the full-time student body that the question is a simple survey.
3. The President and General Manager shall be responsible for the conduct and process of the referendum.
4. A minimum of two weeks' notice must be given to the student body before the referendum date.
5. The Association referendum voting shall be open for a duration of at least two (2) full business days.
6. Members in good standing with the Fleming College Student Administrative Council are eligible to cast a vote.
7. If a referendum question is accepted or defeated, a rewording of the same question, or a similar question directly pertaining to the original referendum question, may not be readdressed again by referendum for twelve (12) months after the original referendum date.
8. In order for a referendum to be considered valid, 15% of the student population must vote.