

WILFRID LAURIER UNIVERSITY GRADUATE STUDENTS' ASSOCIATION

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# GOVERNANCE POLICY MANUAL





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## INTRODUCTION

### Purpose of Governance Policy Manual

On June 17th 2015, the Board of Directors (Board) adopted governance policies for the Wilfrid Laurier University Graduate Students' Association (GSA). These policies are intended to help foster the highest governance standards, integrity, and accountability. They are structured to provide detail on the roles and responsibilities of the Board, how the Board remains accountable for its own practices and to establish limitations and monitoring practices for the Board's sole employee, the President.

No policy can anticipate every situation that may arise. The policies included in this manual are intended to serve as a source of guiding principles for directors.

### Overview of the Board of Directors

The Board represents the interests of graduate students at Wilfrid Laurier University who are members of the GSA, provides strategic direction expressed in broad policies and offers clear future oriented leadership, outward vision and a broad range of viewpoints. Composition of the Board shall include character, talent, and loyalty to the GSA, and foster diversity into the whole of the organization.

The Board will direct, monitor and inspire the organization through strategies and policies that are forward looking, include the influence of external factors and trends and capture all relevant values for the successful outcomes and conduct of the GSA.

## SECTION A: BOARD ACCOUNTABILITY

### I. Accountability Overview

The Board is ultimately accountable to the GSA membership through the following areas of focus:

- Member and Stakeholder Representation
- Setting Strategic Direction
- Financial and Risk Oversight
- President Succession Planning and Monitoring
- Governance and Policy Development

The Board must act in a manner that is consistent with the Corporations Act of Ontario, the GSA's Letters Patent and Constitution.

### II. Governing Style

The governing style of the Board of Directors focuses on:

- Clear recognition of Board and President roles
- Collective decisions and actions
- Encouragement of diverse perspectives
- Member-centric perspective
- Proactivity as opposed to reactivity
- Strategic leadership and vision for the future

More specifically, the Board will:

1. Direct, control and inspire the organization through the thoughtful establishment of the broadest organizational policies reflecting the Board's values and perspectives. The Board's major focus will be on the long-term impact and

desired outcomes outside the operation of the organization and not on the administrative means of attaining those outcomes.

2. Foster a sense of group responsibility and commitment. The Board, not the President or his or her employees, will be responsible for excellence in governance. The Board will initiate policy not merely in response to management initiatives. The Board will use the expertise of its members to improve the effectiveness of the Board in its entirety, and not just accept the judgment of management in substitution for Board values.
3. Enforce upon itself whatever discipline is required to govern with excellence. Discipline will apply to such matters as attendance, policy-making principles, respect of roles, and continuity of governance capability.
4. Ensure continual redevelopment through orientation of new members to governance processes and regular discussion of governance processes and process improvements.
5. Monitor and discuss the board's process and performance at each meeting. Self-monitoring will include comparison of board activity and discipline to policies.
6. Allow no individual, officer or committee of the board to hinder or be an excuse for not fulfilling group obligations

III. 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.

1. Directors must display loyalty to the membership, unconflicted by loyalties to staff, other organizations, and any personal interest as a business owner, employee or consumer.
2. Directors must avoid conflict of interest with respect to their fiduciary responsibility, and are obligated to declare any conflict that arises.
3. Directors may not attempt to exercise individual authority over the organization.

- a. Directors' interaction with the President or with staff must recognize the lack of authority vested in individuals except when explicitly Board-authorized.
- b. Directors' 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, members will not express individual judgments of performance of the President or staff.

4. Directors shall maintain the confidentiality of information entrusted to them by the GSA and any other confidential information that comes to them from whatever source in their capacity as a director, except when disclosure is authorized or legally required.

5. Directors will attend Board and committee meetings regularly, be properly prepared for Board deliberation and be active participants in Board matters.

The following are some specific performance expectations of current and ex-officio Board members when it comes to being an active Board member:

- a. Board members should aim to attend all meetings, but at a minimum, board members must be attending at least two out of every three consecutive board or committee meetings. Reasonable exceptions to this rule are permitted but must be communicated to the Chair of the Board or Executive Director in advance.
- b. Board members must RSVP to all meeting invitations sent to their GSA email account. Otherwise, they must send their regrets to the Chair of the Board or the Executive Director prior to the meeting or within 48 hours of missing a meeting.

c. Board members are required to participate in and complete the GSA's mandatory anti-racist, anti-oppressive, and anti-discriminatory training.

d. Board members must check their GSA emails on a weekly basis.

e. Board members are expected to respond to emails addressed to them directly within 5 business days. If you will be out of office for longer than 5 working days, you must inform either the executive director or the Board Chair prior to your absence and an out-office response must be set up which must also indicate the date of your return.

f. Board members must be properly prepared for each meeting, which may include research, writing, reading, and responding to any documents sent prior to the meeting, and other tasks agreed upon during previous meetings.

g. Board members are expected to uphold, promote, and adhere to the mission, values, and principles of the GSA.

The Chair of the Board will reach out directly, a maximum of two times, to a Board member to discuss the Board dissatisfactory participation or problems about defined and reiterated expectations. The Chair may issue a warning, and if the situation continues and upon the

Chair's discretion the Board member may be asked to step down from the GSA Board.

6. Directors 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.

7. Directors will be an ambassador for the GSA in the community and will serve as a point of contact for members and other stakeholders and facilitate their feedback to the Board.

## SECTION B: ROLES & RESPONSIBILITIES

### I. Role of The Board

In addition to the Board's accountability as outlined in Section A, the following additional responsibilities are required to oversee the management of the business and affairs of the GSA. More specifically, the Board shall focus on:

#### a. Member and Stakeholder Representation

- Linkage with GSA members and other stakeholders to ensure representation and accountability;
- Work in partnership with employees to build relationships with members and other stakeholders;
- Ensure that membership meetings are conducted in conjunction with the GSA's Constitution;
- Ensure a common voice and promotion of the GSA, its mission, vision and values to members, stakeholders and the broader community.

#### b. Setting Strategic Direction

- Establish and periodically review the organization's purpose or mission;
- Define a long-term vision and strategic priorities;
- Monitor the GSA's performance according to established policies and desired outcomes as expressed in the Strategic Plan.

#### c. Governance and Policy Development

- Establish and monitor governance policies;
- Review Board performance;
- Elect a Chair as an officer of the GSA;
- Oversee Board elections and referenda;
- Serve on Board committees as directed by the Chair;
- Develop a Board professional development plan;
- Act in a manner that is consistent with the Corporations Act of Ontario and the GSA's Constitution.

### d. Financial and Risk Oversight

- Approve annual budget and monitor financial performance, based on the financial reports and annual budget as presented;
- Engage in an external audit and review outcomes if required by the Corporations Act of Ontario;
- Ensure adequate financial policies and procedures are in place;
- Oversight and mitigation of other risks such as operational, reputational, legal, information technology and property;
- Ensure that risks are appropriately insured.

### e. President Succession Planning and Monitoring

- Appoint members to the Presidential Hiring Committee; direct through high-level strategies; evaluate the performance of the President against the policies of the Board, and remove the President if necessary;
- Respect and support any decision, choice, or action of the President that is taken within the Executive Limitations policies in force at that time. This does not prevent the Board from obtaining information in the delegated areas;
- Be the only body that has the ability to direct and delegate to the President. Individual Board members may not direct the President unless the Board member has been given expressed authority by the Board as a whole to do so in limited circumstances. If individual members of the Board request information or assistance without expressed authority from the Board as a whole, the President may refuse such requests;
- Establish succession plans for both emergency and permanent scenarios.

## II. Role of the Board Chair

The role of the Chair is to maintain the integrity of the Board's process and represent the Board and the GSA within the community.

The Chair shall ensure that the Board operates in ways consistent with its own policies and those legitimately imposed upon it from outside the organization. Accordingly, the Chair shall:

- a. Ensure that meeting discussion content deals only with those issues which, according to Board policy, clearly belong to the Board to decide, not the President;
- b. Ensure that deliberation will be fair, open and thorough, but also efficient, timely, orderly, and kept to the point;
- c. Ensure that meetings are conducted in accordance with the Constitution of the GSA, but if any dispute arises respecting procedure, the ruling of the Chair of the meeting shall be final unless overruled by a motion of the majority of the members attending;
- d. Be responsible for planning Board meeting agendas;
- e. Take the first step to deal with Board members that break Board policies and codes of conduct;
- f. Serve as the spokesperson for the GSA Board including as the liaison between the Board and President, keeping in mind that the President reports to the Board as a whole;

- g. Provide leadership in the interpretation of Board governance policies;
- h. Ensure that member meetings are conducted within the Constitution and policies of the GSA;
- i. Establish a development plan and budget for the Board;
- j. Establish an annual calendar for Board meetings reflecting strategic priorities and monitoring of both the Board and President;
- k. Ensure that evaluation processes for both Board and President are established and implemented;
- l. Serve as Chair of the Governance committee, the Management Resources committee and the Presidential Hiring Committee;
- m. Ensure equal representation of Board members on Board-level committees.

## III. Role of the Board Vice-Chair

The Vice Chair shall have the same authority and duties as the Chair but shall perform them only at the request of the Chair, by resolution of the Board or when the Chair is not available.

In addition the Vice Chair shall:

- a. Create a Strategic Outreach and Membership Engagement Plan for the Board.
- b. Ensure the Staff Liaison administers the completion of the Presidential Evaluation Process.

## IV: Role of the Treasurer

The Treasurer oversees the financial reports and makes recommendations regarding finances to the Board.

More specifically, the Treasurer shall:

- a. Ensure financial statements are prepared and delivered on a timely basis;
- b. Ensure that the Board discusses and approves payments that exceed the President's limitations;
- c. Develop fiscal policies and ensure that appropriate financial controls are in place;
- d. Ensure the annual budget is prepared by the President and approved by the Board of Directors;

- e. Ensure all known financial risks are reported to the Board of Directors on a timely basis and adequate insurance coverage is maintained on a continuous basis; and
- f. Provide general oversight of the annual audit process once required by the Corporations Act of Ontario;
- g. Act as signing authority, should the Board delegate such authority according to Article VIII of the constitution.

## V. Role of Board Committees

The GSA Board may assign to a standing or ad hoc Committee duties to help fulfill the mandate of the Board. Committees are advisory in nature and do not have authority over any element of the GSA's operations.

Committee scope and expectations shall be outlined and approved by the Board and shall not conflict with any authority delegated to the President.

The standing committees are as follows:

- a. Management Resources committee
- b. Governance committee

## SECTION C : BOARD – MANAGEMENT DELEGATION

### I. Board - Management Delegation

The Board's official connection to the operational organization for members, its achievements, and conduct will be through a chief executive officer, titled the President. The Board's official connection to the business affairs of Veritas Café by the GSA will be through the Executive Director.

The President is the Board's link to operational achievements and conduct, so that all authority and accountability of staff, other than Veritas Café by the GSA staff, as far as the Board is concerned, is considered the authority and accountability of the President. The Executive Director is the Board's link to café achievements and conduct, so that all authority and accountability of café staff, as far as the Board is concerned, is considered the authority and accountability of the Executive Director. The Board will never give instructions to persons who report directly or indirectly to the Executive Director. The Board will not evaluate, either formally or informally, any staff other than the President.

As long as the President uses any reasonable interpretation of the Board's vision, strategies and Executive Limitations policies, the President is authorized to establish all further policies, make all decisions, take all actions, establish all practices and develop all activities relating to the operational organization for members. Such decisions of the President shall have full force and authority as if decided by the Board.

As long as the Executive Director uses any reasonable interpretation of the Board's vision, strategies and Limitations policies, the Executive Director is authorized to establish all further policies, make all decisions, take all actions, establish all practices and develop all activities relating to Veritas Café by the GSA. Such decisions of the President shall have full force and authority as if decided by the Board.

Only officially passed motions of the board are binding on the President, or the Executive Director. Decisions or instructions of individual board members, officers, or committees are not binding on the President or the Executive Director.

In the case of 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.

In the case of board members or committees requesting information or assistance without board authorization, the Executive Director can refuse such requests that require, in the Executive Director's opinion, a material amount of staff time or funds, or are disruptive.

### II. Monitoring Presidential Performance

Monitoring the performance of the President is synonymous with monitoring the performance of the operational organization for members against its strategic plan and Executive Limitations.

Monitoring is intended to measure only the degree to which the Board policies are being achieved and any information not serving this purpose will not be considered to be monitoring. Monitoring will occur as necessary and on an ongoing basis as determined by the Board Chair.

Any area of performance can be monitored by the following methods:

- a. Internal report: Reporting of the strategic plan progress, the President's compliance and other matters to the Board by the President.
- b. External report: Reporting by an independent third party appointed by and reporting directly to the Board. Such reports will assess performance against policies of the Board only and not against those of the third party, unless the Board has previously indicated the third party standard as the benchmark.
- c. Direct Board Inspection: Information is sought and prepared by a Board member, a committee or Board as whole. This would include Board inspection of documents, activities or circumstances directed by the Board and allows for an objective third-party test of compliance with policies.
- d. Formal and informal feedback from members and other stakeholders.

### III. Executive Limitations

#### a. General

The President shall not cause or allow any practice, activity, decision or organizational situation that is imprudent, negligent or in violation of commonly accepted business practices and professional ethics as determined by the Board.

More specifically, the President shall not:

1. Interact with any individual in the course of conducting GSA duties in a manner that is disrespectful, discriminatory, undignified, unprofessional, untimely, and unnecessarily intrusive or that fails to provide appropriate privacy and confidentiality.
2. Treat employees in any way that can be deemed unfair, undignified, disrespectful or unprofessional or involve any form of harassment or discrimination.
3. Present budgets, forecasts and financial results that deviate in any material respect from the Strategic Plan and annual operating budget as approved by the Board.
4. Fail to provide an effective contingency plan for operational and staffing needs as they arise.
5. Avoid or neglect appropriate control and monitoring procedures to ensure that assets of GSA are protected, adequately maintained, not unnecessarily risked, or acquired or disposed of improperly.

6. Fail to ensure compensation and benefits for employees, consultants, contract workers and volunteers, which meet comparable market scales, that are fiscally responsible, and that are not harmful to the public image of the GSA.
7. Permit the Board to be unaware of information required to fulfill its obligations.
8. Present undisclosed conflict of interest of the President in conducting the affairs of the GSA.
9. In official or unofficial capacities, communicate in a way that will damage the public reputation and integrity of the GSA or fail to communicate in a way that is consistent with established policy.

**b. Treatment of Members and Customers**

The President shall not:

1. Fail to provide timely and appropriate communication and information to members.
2. When possible, operate services that do not facilitate feedback opportunities from members.
3. Use methods of collecting, transmitting and storing member or customer information that violates privacy law and any other policies of the GSA.

**c. Employee Relations**

The treatment of employees shall not be unfair, undignified, disrespectful or unprofessional and shall not involve any form of harassment or discrimination.

The President shall not:

1. Conduct business that contravenes the operational policies of the GS for employees and provide for effective handling of problems and complaints.
2. Fail to acquaint employees with their rights and responsibilities.
3. Fail to take remedial action in cases of non-compliance with the operational policies.

**d. Financial Management**

All budgets, forecasts and financial results shall not deviate in any material respect from the Strategic Plan and the annual budget as approved by the Board.

The President shall not:

1. Create a budget that has not been derived from a multi-year plan that includes a long-term goal of organizational financial self-sustainability.
2. Fail to provide adequate information for the projection of revenues, expenses or cash flow and disclosure of planning assumptions.
3. Expend more funds than have been budgeted in any fiscal year unless specifically provided for by the Board.
4. Allow payroll and debts to be handled in an untimely manner, in accordance with operational policies.

5. Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed, in accordance with operational policies.
6. Fail to report monthly financial information that includes actual to budget comparison and the forecasted results, in accordance with the Board Calendar.
7. Invest in any Capital projects without Board approval, in accordance with financial policies.
8. Make a single purchase, commitment or series of associated commitments of greater than \$5000. A commitment is defined as act of binding the organization to a course of action and includes the total cost of all associated expenses. A recurring contractual obligation, such as a series of a meetings and/or events, is also considered to be a commitment for the purposes of required approvals.
9. Acquire, encumber or dispose of real estate.
10. Fail to follow Board policies with respect to purchasing and tendering of services.
11. Fail to monitor legislative changes and interpretations affecting GSA operations or to protect GSA and its funds from any liabilities arising from such changes.
12. Fail to ensure that Financial Statements comply with Canadian generally accepted accounting principles.

13. Compromise the independence of the Board's audit or other external monitoring or advice, such as by engaging parties already chosen by the Board as consultants or advisers.
14. Fail to notify the Board of any desired reallocation of funds from one budget section to another section for their approval. The board can be asked to reallocate funds at any time during the year with the appropriate reasoning, however the President is encouraged to only ask for reallocation during the October Revised budget period.

**e. Executive Succession**

The President shall not fail to provide an effective back-up plan for senior management positions and shall not fail to develop an emergency succession plan.

The President will not take a planned leave of absence without providing notice to the Board including a plan for emergency succession. In the event that an unplanned medical leave for the President and CEO is required, the Board will be responsible for presidential succession.

As part of the annual succession process of the President, the outgoing President shall ensure that knowledge, documentation and other corporate memory will be protected and provided to the successor.



## f. Asset Protection

The President shall not avoid or neglect appropriate control and monitoring procedures to ensure that GSA assets are protected, adequately maintained, not unnecessarily risked, acquired or disposed of improperly.

The President shall not:

1. Receive, process or disburse funds without adequate internal control.
2. Fail to have appropriate rules and procedures in place for asset protection, management reporting, operations and compliance with laws, bylaws and ensure these rules and procedures are followed by all employees.
3. Invest funds in contravention of the financial policy.
4. Fail to ensure GSA is protected with appropriate levels of property, liability and directors and officers insurance.
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 approved by legal counsel.
6. Subject facilities and equipment to improper wear and tear or insufficient maintenance.

7. Conduct business without written procedures and methods for collecting, reviewing, transmitting or storing information that fails to provide proper security, privacy and confidentiality of the information.

## g. Compensation & Benefits

The President shall not:

1. Establish compensation and benefit packages (including leaves of absence) for any employee, which deviates materially from current market scales for comparable skills within the geographic area and considering the principles of pay equity.
2. Fail to provide compensation that fairly recognizes an individual's contribution to the organization.
3. Change his/her own compensation and benefits except at the direction of the Board of Directors.
4. Establish or change pension benefits so as to cause unpredictable or inequitable situations, including those that:
  - a. incur unfunded liabilities
  - b. provides less than some basic level of benefits to all full-time employees, though differential benefits to encourage longevity are not prohibited
  - c. allow any employee to lose benefits already accrued from any foregoing plan
  - d. treat the President differently from other key employees

## h. Communication & Advice to the Board

Information, advice and communication to the Board shall not fail to be timely, complete and accurate.

The President shall not:

1. Fail to advise the Board in a timely fashion of relevant trends, anticipated adverse media coverage or public perception of the GSA, or material external and internal changes. This shall include information pertaining to negotiations with and directions of Wilfrid Laurier University.
2. Fail to provide required monitoring data in an accurate and understandable fashion, directly addressing provisions of the Board policies being monitored, in accordance with the Board Calendar.
3. Fail to marshal as many resources and external points of view and options as needed for fully informed Board choices on matters of material importance to the GSA.
4. Present information in unnecessarily complex and lengthy form.
5. Fail to deal with the Board as a whole except:
  - a. for fulfilling appropriate individual Director requests for information; and
  - b. for responding to Officers or committees charged by the Board.

6. Fail to report actual or anticipated non-compliance with any policy of the Board.
7. Fail to study the importance of Provincial/Federal Legislation and its effects on the operations of the GSA.
8. Publicly misrepresent or offer dissenting opinion on decisions and policies of the Board of Directors.

## i. Conflict of Interest

There shall be no undisclosed conflict of interest of the President in conducting the affairs of the GSA. More specifically, the President shall not fail to disclose any actual, potential or perceived conflict of interest to the Board of Directors or the Board Chair, in accordance with the operational policies.

## J. External Communications

The President shall not:

1. Communicate in a way that will damage the integrity and/or public perception of GSA
2. Fail to communicate in a way that is consistent with established policies.
3. Make any official representation on GSA business matters and issues to Board members, public, government and others that would have the effect of damaging the public reputation and integrity of GSA.

**IV. Monitoring Café Performance**

Monitoring the performance of the Executive Director is synonymous with monitoring the performance of the café against the organizations strategic plan and Management Limitations.

Monitoring is intended to measure only the degree to which the Board policies are being achieved and any information not serving this purpose will not be considered to be monitoring. Monitoring will occur as necessary and on an ongoing basis as determined by the Board Chair.

Any area of performance can be monitored by the following methods:

- a. Internal report: Reporting of the strategic plan progress, the Executive Director's compliance and other matters to the Board by the Executive Director.
- b. Direct Board Inspection: Information is sought and prepared by a Board member, a committee or Board as whole. This would include Board inspection of documents, activities or circumstances directed by the Board.
- c. Formal and informal feedback from members and other stakeholders.

**V. Café Management Limitations**

**a. General**

The Executive Director shall not cause or allow any practice, activity, decision or organizational situation that is imprudent, negligent or in violation of commonly accepted business practices and professional ethics as determined by the Board.

More specifically, the Executive Director shall not:

- 1. Interact with any individual in the course of conducting GSA duties in a manner that is disrespectful, discriminatory, undignified, unprofessional, untimely, and unnecessarily intrusive or that fails to provide appropriate privacy and confidentiality.
- 2. Treat employees in any way that can be deemed unfair, undignified, disrespectful or unprofessional or involve any form of harassment or discrimination.
- 3. Present budgets, forecasts and financial results that deviate in any material respect from the Strategic Plan and annual operating budget as approved by the Board.
- 4. Fail to provide an effective contingency plan for operational and staffing needs as they arise.
- 5. Fail to adhere to the operational policies of Veritas Café by the GSA.
- 6. Avoid or neglect appropriate control and monitoring procedures to ensure that assets of GSA are protected, adequately maintained, not unnecessarily risked, or acquired or disposed of improperly.
- 7. Fail to ensure compensation and benefits for employees, consultants, contract workers and volunteers, which meet comparable market scales, that are fiscally responsible, and that are not harmful to the public image of the GSA.
- 8. Permit the Board to be unaware of information required to fulfill its obligations.
- 9. Present undisclosed conflict of interest of the Executive Director in conducting the affairs of the GSA.
- 10. In official or unofficial capacities, communicate in a way that will damage the public reputation and integrity of the GSA or fail to communicate in a way that is consistent with established policy.

**SECTION D: BOARD POLICIES**

**I. Conflict of Interest**

The GSA has the right to expect that actions and decisions of its directors will be made objectively and in the best interests of the organization.

Directors must be free from undue influence of personal or outside business interests that may appear to, or actually, interfere with their working in the GSA's best interests. Directors must not place themselves in any situation where they have a direct or indirect interest or connection with outside business activities that could reasonably be expected to influence their independent judgment regarding GSA matters.

They must not take for themselves a business opportunity, which rightfully belongs to the GSA, and they must not use GSA property, or information for personal gain.

**Declaration Process**

In order to assist in the effective operation of this policy and recognize that the appearance of a conflict can have a detrimental effect on the reputation of both The GSA and its Directors, directors must promptly disclose the conflict, in accordance with Board policies.

The Chair of the Board has the responsibility to inform Directors of the policy and to call for declaration of conflicts.

Directors should recognize and declare conflicts.

In the event that a conflict of interest has been identified, the director (s) shall promptly notify the Chair of the Board, remove him/herself from the related GSA business, abstain from voting or take action that may influence such business, not be counted as part of a quorum for such business, and not be included in any matters in which the conflict of interest may affect the outcome of the business.

When a conflict of interest, actual or perceived, is or appears to be present, the Director (s) will report the conflict to the Board and the Board shall determine the appropriate action in response. The actions range from:

- declaration that the conflict is minor / insignificant and should result in no further action;
- declaration that the Director concerned should not vote, but may otherwise participate in the discussion;
- declaration that the Director concerned should not participate in the discussion, should leave the room and should not vote;
- declaration that the Director concerned should resign from the Board / Board Committee;

The nature of all conflicts should be recorded in the minutes. A Director who leaves a Board or Board Committee meeting because of a declaration of a conflict of interest will not adversely affect the quorum of the meeting.

**II. Confidentiality**

Directors and committee members owe a duty to the corporation to respect the confidentiality of information about the organization whether that information is received in a meeting of the Board or a committee or otherwise provided. Directors and committee members shall not disclose or use for their own purpose confidential information concerning the business and affairs of the GSA.

News media contact and responses and public discussion should only be made through the Board's authorized spokes people.

No Director shall speak or make representations on behalf of the Board unless authorized by the Chair or the Board as a whole.

Directors acknowledge that properly authorized board actions must be supported by all directors. The board speaks with one voice.

**III. Purchasing**

The President shall act as the Purchasing Agent and will monitor adherence to the provisions of this policy and the procedures adopted for its use. Failure to comply with the provisions and the procedures will be reported to the Treasurer. Continued non-compliance shall be reported to the GSA Board of Directors as a whole.

**Purchasing Guidelines:**

- Purchase of goods, services or equipment will be made on a competitive basis, in keep with accepted public purchasing practices and in accordance with the applicable federal, provincial and municipal laws.
- Local businesses shall be selected when it is reasonable to so and when pricing and service offering is comparable to other options.
- Splitting of purchases to avoid any of the purchasing process outlined in this policy is prohibited.

## Purchasing Processes:

- Goods or services will be purchased as within the following limits:

Level 1: Purchases in the normal course of business that are approved by President or Staff Designate.

- For items allowed in the operating budget of the GSA
- For items that do not exceed \$1000
- Payment will be approved by two signing officers as designated by the Board

Level 2: Purchases requiring a legally-binding contract that is approved by the President and one Officer of the Board.

- For items allowed in the operating budget of the GSA
- For items that do not exceed \$2500
- Payment will be approved by two signing officers as designated by the Board

Level 3: Purchases that require approval by the Board of Directors prior to the President making a financial transaction.

- For items that will exceed the overall budget of the GSA
- For items that will exceed \$5000
- For items that require the access of reserve funds

## Leasing:

- In certain cases, it may be economically advisable to enter into a Financing Lease to acquire the rights to use capital property and equipment rather than an outright purchase.
- All lease arrangements must be reviewed by the President and the Board of Directors. The following information is to be received prior to review:
  - The total amount to be borrowed as compared to the cost of the equipment or capital property.
  - Disclosure of the interest rate and whether it is a variable or fixed; copy of the master schedule including a complete schedule of all fixed payments.
  - How the payments are to be made (monthly, quarterly, yearly)
  - Administrative fees (Credit investigation, registration, billing surcharges, insurance)
  - Termination Penalties

## Co-operative Bid Calls:

- The GSA will have the authority to join or participate with the University and other units of government, including agencies in co-operative purchasing and bulk buying of goods and services.
- Purchases made through this co-operative buying procedure require approval as outlined in this policy. As such, the calling agency's terms and conditions will apply.

## Specifications:

- Where practical, specifications and Terms of Reference should be considered, where specifications are detailed and may be brand specific, care shall be taken to ensure potential vendors may provide alternatives in the event an equal or better-proven product or method is available.

## Conflict of Interest:

- No elected member or employee of the GSA may purchase goods or services for personal use through the GSA.
- No elected member or employee of the GSA will allow contact with a person, or any officer, employee of agent of the person who has submitted a bid to the GSA unless the bid call has been awarded.

## Legal Claims:

- No tender, proposal or quotation will be accepted from any company which has a claim or instituted a legal proceeding against the GSA or against whom the GSA has a claim or instituted a legal proceeding with respect to any previous contract, without prior approval by the Board of Directors.



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[generalinfo@wlugsa.ca](mailto:generalinfo@wlugsa.ca)  
519.884.0710 x 3501  
75 University Ave W, Waterloo, ON N2L 3C5