



COUNCIL POLICY MANUAL

*Executive Limitations,
Council-Executive Director Relationship,
and Governance Process*

POLICY INTENT

The purpose of this policy manual is to govern Council Members and the relationship with the Executive Director with a key focus on three key areas: Executive Limitations, Council-Executive Director Relationship, and the Governance Process. This policy manual represents the governing policies of Council.

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COUNCIL MEMBERS POLICY

Policy Name: Global Executive Constraint

Policy Type: Executive Limitations

Policy Number: 1.01

Date Approved: February 14, 2023

Date Amended: N/A

Date Last Reviewed: N/A

Global Executive Constraint

- 1.01.1. The Executive Director shall not cause or allow any practice, activity, decision, or organizational circumstance, which is either unlawful, unsafe, imprudent, or in violation of commonly accepted business and professional ethics.

COUNCIL MEMBERS POLICY

Policy Name: Treatment of Members

Policy Type: Executive Limitations

Policy Number: 1.02

Date Approved: February 14, 2023

Date Amended: N/A

Date Last Reviewed: N/A

Treatment of Members

1.02.1. With respect to interactions with consumers and members, the Executive Director shall not cause or allow conditions, procedures or decisions that are unsafe, untimely, disrespectful, or unnecessarily intrusive.

1.02.2. Further, without limiting the scope of the above statement by the following list, the Executive Director will not:

- a. Operate without reasonable protections against hazards or conditions that might threaten the health, safety, or well-being of members.
- b. Permit violation of member confidentiality and privacy, except where specific disclosure is required by law or legislation.
- c. Elicit information for which there is no clear necessity.
- d. Use methods of collecting, reviewing, transmitting, or storing client information that fail to protect against improper access to the material.
- e. Allow members to be uninformed regarding the privileges and responsibilities of membership.
- f. Permit unfair, inconsistent, or untimely responses to member concerns of complaints.

COUNCIL MEMBERS POLICY

Policy Name: Treatment of Staff
Policy Type: Executive Limitations

Policy Number: 1.03
Date Approved: February 14, 2023
Date Amended: N/A
Date Last Reviewed: N/A

Treatment of Staff

1.03.1. With respect to treatment of paid and volunteer staff the Executive Director will not cause or allow conditions that are unfair, unsafe, disrespectful, disorganized, or otherwise interferes with employees' ability to do their jobs.

1.03.2. Further, without limiting the scope of the above statement by the following list, the Executive Director will not:

- a. Allow staff to be without current, enforced documentation that (a) clarifies expectations and working conditions, (b) provides for the effective handling of grievances, and (c) protects against wrongful conditions, such as nepotism and grossly preferential treatment for personal reasons.
- b. Permit staff to be without adequate protection from harassment.
- c. Permit staff to be uninformed of the performance standards by which they will be assessed.
- d. Permit a workplace culture that is other than cohesive, respectful, and supportive.
- e. Retaliate against any staff member for the non-disruptive expression of dissent.
- f. Allow staff to be unaware of the Executive Director's interpretation of their protections under this policy.
- g. Allow staff to be unprepared to deal with emergency situations.

COUNCIL MEMBERS POLICY

Policy Name: Planning
Policy Type: Executive Limitations

Policy Number: 1.04
Date Approved: February 14, 2023
Date Amended: N/A
Date Last Reviewed: N/A

Planning

- 1.04.1. The Executive Director will not cause or allow financial planning for any fiscal year or the remaining part of any fiscal year that is not aligned with achievement of the Council's objectives or risks financial jeopardy.
- 1.04.2. Further, without limiting the scope of the above statement by the following list, the Executive Director shall not:
 - a. Operate without a documented, multi-year strategy.
 - b. Permit budgeting for any fiscal period or the remaining part of any fiscal period that is not derived from the multi-year plan.
 - c. Permit planning that endangers the fiscal soundness of future years or ignores the building of organizational capability.
- 1.04.3. With respect to the actual, ongoing financial condition and activities, the Executive Director will not cause or allow the development of financial jeopardy or material deviation of actual expenditures that are not aligned with the Council's objectives.
- 1.04.4. Further, without limiting the scope of the above statement by the following list, the Executive Director shall not:
 - a. Use any long-term reserves.
 - b. Allow the untimely payment of payroll and debts.
 - c. Allow tax payments and other government ordered payments or filing to be overdue or inaccurately filed.
 - d. Acquire, encumber, or dispose of real estate.
 - e. Write off receivables without having first aggressively pursued payment after a reasonable grace period.

COUNCIL MEMBERS POLICY

Policy Name: Asset Protection
Policy Type: Executive Limitations

Policy Number: 1.05
Date Approved: February 14, 2023
Date Amended: N/A
Date Last Reviewed: N/A

Asset Protection

1.05.1. The Executive Director will not cause or allow corporate assets to be unprotected, inadequately maintained, or unnecessarily risked.

1.05.2. Further, without limiting the scope of the above statement by the following list, the Executive Director shall not:

- a. Unnecessarily expose the organization, the Council, or staff to claims of liability.
- b. Make any purchase of over \$15,000.00 without having obtained comparative prices and quality. Orders shall not be split to avoid these criteria.
- c. Make any purchase of over \$15,000.00 without a stringent method of assuring the balance of long-term quality and cost. Orders shall not be split to avoid these criteria.
- d. Allow intellectual property, information, and files to be exposed to loss or significant damage.
- e. Receive, process, or disburse funds under controls that are insufficient to meet the Council-appointed auditor's standards.
- f. Receive, process, or disburse the organization's assets under internal controls insufficient to detect, deter and prevent fraud or insufficient to prevent and detect significant deficiencies or material weaknesses.
- g. Permit internal controls insufficient to prevent and ensure against tardy, inaccurate, specious, or misleading financial reporting.
- h. Make any capital expenditure of greater than \$15,000 that was not included in the initial financial plan for the year, which was assessed by the Council as compliant with the Executive Limitation on Planning.
- i. Compromise the independence of the Council's audit or other external monitoring or advice.
- j. Endanger the organization's public image, credibility, or its ability to accomplish its objectives.
- k. Change the organization's name or substantially alter its identity in the community.

COUNCIL MEMBERS POLICY

Policy Name: Investments
Policy Type: Executive Limitations

Policy Number: 1.06
Date Approved: February 14, 2023
Date Amended: N/A
Date Last Reviewed: N/A

Investments

- 1.06.1. The Executive Director shall not permit investments to be managed in a way that is inconsistent with the primary objectives of capital preservation and reasonable growth.
- 1.06.2. Further, without limiting the scope of the above statement by the following list, the Executive Director shall not:
 - a. Permit investments in companies that are inconsistent with the direction indicated by the Council.
 - b. Permit investments to be managed without the active involvement of well-qualified investment advisors with a proven track record, who are independent of any investment fund.
 - c. Engage in investment strategies that are contrary to Environmental, Social, and Governance principles for responsible investing.
 - d. Permit investments to be exposed to greater than a moderate level of risk.
 - e. Permit investment decisions to be made without the expected portfolio achievement, after fees and expenses, of a net positive annual return above inflation.
 - f. Let the Council be without annual performance information which provides actual percentage of return over a rolling 5-year period in comparison to industry benchmarks.
 - g. Let the Council be without quarterly statements of portfolio transactions and invested positions (by cost and market).
 - h. Permit investments that are insufficiently liquid to meet the organization's anticipated expenditures without incurring penalties.

COUNCIL MEMBERS POLICY

Policy Name: Compensation and Benefits to Staff

Policy Type: Executive Limitations

Policy Number: 1.07

Date Approved: February 14, 2023

Date Amended: N/A

Date Last Reviewed: N/A

Compensation and Benefits to Staff

- 1.07.1. With respect to employment, compensation, and benefits to staff, consultants, contractors, and volunteers, the Executive Director will not cause or allow jeopardy to financial integrity or to public image.

- 1.07.2. Further, without limiting the scope of the above statement by the following list, the Executive Director will not:
 - a. Change the Executive Director's own compensation and benefits, except as those benefits are consistent with a package for all other staff.
 - b. Promise or imply guaranteed employment.
 - c. Create obligations over a longer term than revenues can be safely projected.

COUNCIL MEMBERS POLICY

Policy Name: Communications and Support to Council

Policy Type: Executive Limitations

Policy Number: 1.08

Date Approved: February 14, 2023

Date Amended: N/A

Date Last Reviewed: N/A

Communications and Support to Council

1.08.1. The Executive Director will not cause or allow the Council to be uninformed or unsupported in its work.

1.08.2. Further, without limiting the scope of the above by the following list, the Executive Director will not:

- a. Withhold, impede, or confound information relevant to the Council's informed accomplishment of its job.
- b. Allow the Council to be unaware of any actual or anticipated noncompliance with Executive Limitations policies.
- c. Let the Council be unaware of any significant incidental information it requires including anticipated media coverage, threatened, or pending lawsuits, and material internal and external changes, including changes in executive personnel.
- d. Allow the Council to be unaware that, in the Executive Director's opinion, the Council is not in compliance with its own policies on Governance Process and Council-Executive Director Relationship, particularly in the case of Council behaviour that is detrimental to the relationship between the Council and the Executive Director.
- e. Allow the Council to be without reasonable administrative support for Council activities.
- f. Allow the Council to be without Council secretary services that meet all legal requirements and ensure the integrity of the Council's documents.

COUNCIL MEMBERS POLICY

Policy Name: Organizational Culture

Policy Type: Executive Limitations

Policy Number: 1.09

Date Approved: February 14, 2023

Date Amended: N/A

Date Last Reviewed: N/A

Organizational Culture

1.09.1. The Executive Director shall not permit an organizational culture that lacks a high degree of integrity at all levels of the Association.

1.09.2. Further, without limiting the scope of the above by the following list, the Executive Director shall not:

- a. Operate without an enforced internal Code of Conduct, of which all employees are made aware, that clearly outlines the Association's ethical expectations of employees.
- b. Permit employees and others to be without a mechanism for confidential reporting of alleged or suspected improper activities, without fear of retaliation.

COUNCIL MEMBERS POLICY

Policy Name: Fees

Policy Type: Executive Limitations

Policy Number: 1.10

Date Approved: February 14, 2023

Date Amended: N/A

Date Last Reviewed: N/A

Fees

1.10.1. The Executive Director shall not cause or allow unfair or inconsistent administration of fees to members.

1.10.2. Further, without limiting the scope of the above statement by the following list, the Executive Director shall not:

- a. Change membership fees.

COUNCIL MEMBERS POLICY

Policy Name: Environmental Sustainability

Policy Type: Executive Limitations

Policy Number: 1.11

Date Approved: February 14, 2023

Date Amended: N/A

Date Last Reviewed: N/A

Environmental Sustainability

1.11.1. The Executive Director will not cause or allow organizational practices that are inconsistent with environmental sustainability.

1.11.2. Further, without limiting the scope of the above statement by the following list, the Executive Director shall not:

- a. Operate without organizational processes that minimize unnecessary consumption.
- b. Manage waste in an environmentally irresponsible manner.
- c. Allow use of products and services that are environmentally unsustainable to be used when suitable alternatives exist.

COUNCIL MEMBERS POLICY

Policy Name: Elections
Policy Type: Executive Limitations

Policy Number: 1.12
Date Approved: February 14, 2023
Date Amended: N/A
Date Last Reviewed: N/A

Elections

- 1.12.1. The Executive Director will not allow organizational practices that hinder election or referendum processes.
- 1.12.2. Further, without limiting the scope of the above statement by the following list, the Executive Director shall not:
 - a. Allow the Council to be without independent, third-party service that assures the secure, fair, and transparent elections and by-elections to the Council and membership referenda, when required.
 - b. Operate without an independent, third-party oversight of election and referendum processes inclusive of the adjudication of disputes arising from election and referendum processes.
 - c. Allow election procedures which are inconsistent with bylaws or restrictions imposed on the elections by external authorities.

COUNCIL MEMBERS POLICY

Policy Name: Council-Management Delegation

Policy Type: Council-Executive Director
Relationship

Policy Number: 2.01

Date Approved: February 14, 2023

Date Amended: N/A

Date Last Reviewed: N/A

Council-Management Delegation

2.01.1. The Council's sole official connection to the operational organization, its achievements and conduct will be through a Chief Executive Officer, titled the Executive Director.

COUNCIL MEMBERS POLICY

Policy Name: Unity of Control

Policy Type: Council-Executive Director Relationship

Policy Number: 2.02

Date Approved: February 14, 2023

Date Amended: N/A

Date Last Reviewed: N/A

Unity of Control

- 2.02.1. Only officially passed motions of the Council are binding on the Executive Director.
- 2.02.2. Decisions or instructions of individual Council members, officers, or committees are not binding on the Executive Director except in rare instances when the Council has specifically authorized such exercise of authority.
- 2.02.3. In the case of Council members or committees requesting information or assistance without Council 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.
- 2.02.4. Only the Council acting as a body can employ, discipline, or terminate the Executive Director; evaluate Executive Director performance; determine Executive Director compensation, or change the conditions of employment of the Executive Director.

COUNCIL MEMBERS POLICY

Policy Name: Accountability of the Executive Director

Policy Type: Council-Executive Director Relationship

Policy Number: 2.03

Date Approved: February 14, 2023

Date Amended: N/A

Date Last Reviewed: N/A

Accountability of the Executive Director

2.03.1. The Executive Director is the Council's only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the Council is concerned, is considered the authority and accountability of the Executive Director.

- a. The Council will never give instructions to persons who report directly or indirectly to the Executive Director.
- b. The Council will refrain from evaluating, either formally or informally, any staff other than the Executive Director.

COUNCIL MEMBERS POLICY

Policy Name: Delegation to the Executive Director

Policy Type: Council-Executive Director Relationship

Policy Number: 2.04

Date Approved: February 14, 2023

Date Amended: N/A

Date Last Reviewed: N/A

Delegation to the Executive Director

2.04.1. The Council will instruct the Executive Director through written policies which prescribe the organizational ends to be achieved, and describe organizational situations and actions to be avoided, allowing the Executive Director to use any reasonable interpretation of these policies.

- a. Specifically, documents such as strategic plans and budgets will not be considered organizational ends, as they relate to operational means of achieving the ends.

2.04.2. The Council will develop Executive Limitations policies which limit the latitude the Executive Director may exercise in choosing the organizational means.

- a. These limiting policies will describe those practices, activities, decisions, and circumstances that the Council would find unethical or imprudent, and therefore unacceptable, even if they were to be effective.

2.04.3. All policies will be developed systematically from the broadest, most general level to more defined levels.

2.04.4. As long as the Executive Director uses any reasonable interpretation of the Council's policies, the Executive Director is authorized to establish all further policies, make all decisions, take all actions, establish all practices, and develop all activities. Such decisions of the Executive Director shall have full force and authority as if decided by the Council.

2.04.5. The Council will respect and support any reasonable Executive Director interpretation of the policies. This does not prevent the Council from obtaining information from the Executive Director about the delegated areas, except for data protected by privacy legislation.

COUNCIL MEMBERS POLICY

Policy Name: Monitoring Executive Director Performance

Policy Type: Council-Executive Director Relationship

Policy Number: 2.05

Date Approved: February 14, 2023

Date Amended: N/A

Date Last Reviewed: N/A

Monitoring Executive Director Performance

2.05.1. Executive Director job performance will be measured solely by systematic monitoring of Executive Director job performance in comparison to the Council's required Executive Director job outputs.

2.05.2. A formal evaluation of the Executive Director by the Council will occur annually.

COUNCIL MEMBERS POLICY

Policy Name: Global Governance Commitment

Policy Type: Governance Process

Policy Number: 3.01

Date Approved: February 14, 2023

Date Amended: N/A

Date Last Reviewed: N/A

Global Governance Commitment

3.01.1. The purpose of the Council on behalf of members is to ensure the Athabasca University Graduate Students' Association (AUGSA) achieves appropriate results for the appropriate people at an appropriate cost and avoids unacceptable actions and situations (as prohibited in Executive Limitations Policies).

COUNCIL MEMBERS POLICY

Policy Name: Governing Style

Policy Type: Governance Process

Policy Number: 3.02

Date Approved: February 14, 2023

Date Amended: N/A

Date Last Reviewed: N/A

Governing Style

- 3.02.1. The Council will govern lawfully with an emphasis on outward vision, commitment to obtaining ownership input, encouragement of diversity in viewpoints, strategic leadership, clear distinction of Council and staff roles, collective decisions, and a proactive, future focus. This means the Council will not be preoccupied with internal, administrative detail.
- 3.02.2. The Council will cultivate a sense of group responsibility. The Council, not the staff, will be responsible for excellence in governing. The Council will initiate policy, as opposed to solely reacting to staff initiatives. The Council will use the expertise of individual members and Council committees to enhance the ability of the Council as a body to make policy, rather than to substitute their individual judgements for the group's values.
- 3.02.3. The Council will direct, control, and inspire the Association through the careful establishment of broad written policies reflecting the owners' values and perspectives. The Council's major policy focus will be on the intended long-term results to be produced for beneficiaries outside the operational organization, not on the administrative means of attaining those results.
- 3.02.4. The Council will enforce upon itself whatever self-discipline is needed to govern with excellence. Self-discipline will apply to matters such as attendance, preparation for meetings, policy-making principles, respect of roles, disclosure of conflicts of interest, regular self-evaluation and ensuring the continuity of governance capability to the benefit of membership. Although the Council can change its governance process policies at any time, it will scrupulously observe those currently in force.
- 3.02.5. The Council will allow no officer, Director, or committee of the Council to hinder or be an excuse for not fulfilling Council obligations.

COUNCIL MEMBERS POLICY

Policy Name: Role of Council

Policy Type: Governance Process

Policy Number: 3.03

Date Approved: February 14, 2023

Date Amended: N/A

Date Last Reviewed: N/A

Role of Council

3.03.1. The role of the Council, as an informed agent of the membership, is to ensure appropriate organizational performance.

3.03.2. Accordingly, the Council has the direct responsibility to create:

- a. Authoritative linkage between the membership and the operational organization.
- b. Written governing policies that realistically address the broadest levels of all organizational decisions and situations.
- c. Assurance of successful organizational performance.
- d. Continuity of the Executive Director function.
- e. Structured monitoring of the Executive Director as outlined in Council-Management Delegation policies.
- f. The link between the organization, associated advocacy groups, and political decision-makers.
- g. Representation of membership within the University community.
- h. Operational decisions that the Council has prohibited the Executive Director from making through its Executive Limitations policies.

COUNCIL MEMBERS POLICY

Policy Name: Chair's Role
Policy Type: Governance Process

Policy Number: 3.04
Date Approved: February 14, 2023
Date Amended: N/A
Date Last Reviewed: N/A

Chair's Role

- 3.04.1. The Chair, a specially empowered Faculty Representative, assures the integrity of the Council's process and represents the organization to outside parties.
- 3.04.2. The assigned result of the Chair's role is that the Council behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.
 - a. Meeting discussion and content will be only those issues, which, according to Council policy, clearly belong to the Council to decide or monitor.
 - b. Information that is for neither monitoring performance nor Council decisions will be avoided or minimized and always noted as such.
- 3.04.3. The authority of the Chair consists in making decisions that fall within the topics covered by Council policies on Governance Process and Council-Executive Director Relationship, with the exception of (a) employment or termination of an Executive Director, evaluation of Executive Director performance, determination of Executive Director compensation or changing the conditions of employment of an Executive Director and (b) where the Council specifically delegates portions of this authority to others.
- 3.04.4. The Chair is empowered to chair Council meetings with all the commonly accepted power of that position, such as ruling and recognizing.
- 3.04.5. The Chair has no authority to make decisions about policies created by the Council within the Executive Limitations policy area. Therefore, the Chair has no authority to supervise or direct the Executive Director.
- 3.04.6. The Chair will represent the organization to outside parties in announcing Council-stated positions and in stating Chair decisions and interpretations within the area delegated to that role.
- 3.04.7. The Chair is the official graduate student representative appointed to the Athabasca University Board of Governors (BOG).
- 3.04.8. The Chair may delegate this authority but remains accountable for its use.

COUNCIL MEMBERS POLICY

Policy Name: Vice-Chair's Role

Policy Type: Governance Process

Policy Number: 3.05

Date Approved: February 14, 2023

Date Amended: N/A

Date Last Reviewed: N/A

Vice-Chair's Role

- 3.05.1. The Vice-Chair, a specially empowered Faculty Representative, supports the Chair and assumes the role of the Chair during periods when the Chair is temporarily absent or otherwise unable to perform their role.
- 3.05.2. The assigned result of the Vice-Chair's role is that there are no gaps in the effective performance of the Chair's role.
- 3.05.3. The Vice-Chair will be sufficiently familiar with Council issues and processes to enable them to take over the Chair's role with reasonable proficiency when called upon to do so.
- 3.05.4. The Vice-Chair is the official graduate student representative appointed to the Athabasca University General Faculties Council (GFC) and associated GFC sub-committees.

COUNCIL MEMBERS POLICY

Policy Name: Council Committee Principles

Policy Type: Governance Process

Policy Number: 3.06

Date Approved: February 14, 2023

Date Amended: N/A

Date Last Reviewed: N/A

Council Committee Principles

- 3.06.1. Council committees, when used, will be assigned so as to reinforce the wholeness of the Council's role and so as never to interfere with delegation from the Council to the Executive Director.
- 3.06.2. Council committees are to help the Council perform its role not to help or advise the staff. Committees ordinarily will assist the Council by preparing options and potential consequences of decisions for Council deliberation.
- 3.06.3. Council committees may not speak or act for the Council except when formally given such authority for specific and time-limited purposes. Exceptions and authority will be carefully stated in order not to conflict with authority delegated to the Executive Director.
- 3.06.4. Council committees cannot exercise authority over staff. The Executive Director works for the full Council and will therefore not be required to obtain approval of a Council committee before an executive action.
- 3.06.5. Council committees are to avoid over-identification with organizational parts rather than the whole. Therefore, a Council committee that has helped the Council create policy on some topic will not be used to monitor organizational performance on that same subject.
- 3.06.6. Committees will be used sparingly and ordinarily in an ad-hoc capacity.
- 3.06.7. Council committees will have terms of reference outlining their composition, mandate, procedural rules, and, where required, their end date.
- 3.06.8. This policy applies to any group that is formed by Council action, whether or not it is called committee and regardless of whether the group includes Faculty Representatives. It does not apply to committees formed under the authority of the Executive Director or staff.

COUNCIL MEMBERS POLICY

Policy Name: Council Committee Structure

Policy Type: Governance Process

Policy Number: 3.07

Date Approved: February 14, 2023

Date Amended: N/A

Date Last Reviewed: N/A

Council Committee Structure

- 3.07.1. A committee is a Council committee only if its existence and charge come from the Council, regardless of whether Council members sit on the committee. The only Council committees are those which are set forth in lower-level sections of this policy.
- 3.07.2. [There are currently no standing committees. If the Council chooses to appoint a standing committee that will operate for longer than 4 months in the future, it will first create a Terms of Reference for that committee(s)].

COUNCIL MEMBERS POLICY

Policy Name: Faculty Representative's Remuneration
Policy Type: Governance Process

Policy Number: 3.08
Date Approved: February 14, 2023
Date Amended: N/A
Date Last Reviewed: N/A

Faculty Representative's Remuneration

- 3.08.1. Faculty Representatives, though not employees of the organization, will be adequately compensated for the governance services they provide in order that they may effectively govern the organization.
- 3.08.2. Faculty Representatives shall be paid honoraria on a monthly basis.
- 3.08.3. The organization shall have no responsibility for the withholding, collection, or payment of any taxes on Faculty Representatives behalf or for Faculty Representative's benefit, including but not limited to income taxes, employment insurance, Canada Pension Plan, and worker's compensation.
- 3.08.4. The Chair shall receive honoraria of \$1,500.00 per month.
- 3.08.5. The Vice-Chair shall receive honoraria of \$1,250 per month.
- 3.08.6. Other Faculty Representatives shall receive honoraria of \$1,000.00 per month.
- 3.08.7. Faculty Representatives shall receive a communications allowance of \$50 per month.
- 3.08.8. Faculty Representatives may be reimbursed for reasonable expenses incurred as a direct result of their Council positions at the discretion of the Council and with the provision of appropriate receipts and other supporting documentation.

COUNCIL MEMBERS POLICY

Policy Name: Council Member's Code of Conduct

Policy Number: 3.09

Policy Type: Governance Process

Date Approved: February 14, 2023

Date Amended: N/A

Date Last Reviewed: N/A

Council Member's Code of Conduct

- 3.09.1. The Council commits itself and its Council members, including the Chair and Vice-Chair, to ethical, businesslike and lawful conduct, including proper use of authority and appropriate decorum when acting as Council members. It expects its Council members to treat one another and staff members with respect, co-operation and a willingness to deal openly on all matters.
- 3.09.2. Council members are accountable to exercise the powers and discharge the duties of their office honestly and in good faith. Council members shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- 3.09.3. Council members must avoid conflict of interest with respect to their fiduciary responsibility.
- 3.09.4. There will be no self-dealing or business by a Council member with the organization. Council members will annually disclose their involvements with other organizations, with vendors, or any associations that might be or might reasonably be seen as being in conflict.
- 3.09.5. When the Council is to decide upon an issue about which a Council member has an unavoidable conflict of interest, that Council member shall withdraw without comment not only from the vote but also from the deliberation.
- 3.09.6. Council members will not use their Council position to obtain employment in the organization for themselves, family members, or close associates. A Council member who applies for employment must first resign from the Council.
- 3.09.7. Council members may not attempt to exercise individual authority over the organization.
- 3.09.8. Council members interaction with the Executive Director or with staff must recognize that individual Council members have no authority to instruct or evaluate employees, and no authority to insert themselves into employee operations.

- 3.09.9. Council member's interaction with public, press, or other entities must recognize the same limitation and inability of any Council member to speak for the Council except to repeat explicitly stated Council decisions.
- 3.09.10. Except for participation in Council deliberation about whether the Executive Director has achieved any reasonable interpretation of Council policy, Council members will not express individual judgments of performance of staff or the Executive Director.
- 3.09.11. Council members will respect the confidentiality appropriate to issues of a sensitive nature.
- 3.09.12. Council members will be properly prepared for Council meetings, deliberations, and their other responsibilities.
- 3.09.13. Council members will support the legitimacy and authority of the final determination of the Council on any matter, irrespective of the Council members' personal position on the issue. Although Council members may continue to voice dissent at the substance of the decision.
- 3.09.14. Council members will not share or post information on social media that compromises the organization or the Council's policy or public image.
- 3.09.15. Council members shall regularly take part in educational activities that will assist them in carrying out their responsibilities.
- 3.09.16. Council members shall attend meetings on a regular and punctual basis. Absence of a Council member from more than 3 consecutive regular meetings shall be considered a resignation from the Council. A Council member may request reinstatement. The Council may, at its discretion, reinstate a Council member upon such a request. Only one such reinstatement per Council term is permitted.
- 3.09.17. A Council member who is alleged to have violated the Code of Conduct shall be informed in writing and shall be allowed to present his or her views of such alleged breach at the next Council meeting. The complaining party must be identified, unless the complaint was made anonymously. If the complaining party is a Council member, he or she and the respondent Council member shall absent themselves from any vote upon resolution of censure or other action that may be brought by the Council. Council members who are found to have violated the Code of Conduct may be subject to censure.

COUNCIL MEMBERS POLICY

Policy Name: Council Discipline
Policy Type: Governance Process

Policy Number: 3.10
Date Approved: February 14, 2023
Date Amended: N/A
Date Last Reviewed: N/A

Council Discipline

- 3.10.1. While the Council expects all of its members to act with the utmost integrity, it acknowledges that misconduct can occur. To address misconduct of Faculty Representatives in the governance of the organization, the Council implements the following to outline the process for regular reviews of Faculty Representative performance and adherence to the Code of Conduct.
- a. The Council shall evaluate itself at the end of each meeting to assess its performance in the meeting. Data collected from these evaluations shall be discussed at the next regularly scheduled meeting of the Council.
 - b. The Council shall conduct Faculty Representative self-evaluations on a quarterly basis to ensure Faculty Representatives success in their roles and assess compliance with the Code of Conduct. Issues identified during these processes shall be discussed in the following meeting to determine if changes to Faculty Representatives responsibilities may be necessary.
 - c. The Council shall conduct an annual review at the end of each term to discuss the cumulative results of its self-evaluations throughout the year. The results of this review shall be used to create or amend a rolling three-year Governance Action Plan that outlines how the Council shall improve its performance against its policy manual.

COUNCIL MEMBERS POLICY

Policy Name: Chair and Vice-Chair Selection Process

Policy Type: Governance Process

Policy Number: 3.11

Date Approved: February 14, 2023

Date Amended: N/A

Date Last Reviewed: N/A

Chair and Vice-Chair Selection Process

- 3.11.1. The Council will coordinate free, fair, and transparent annual and special selection processes for the positions of Chair and Vice-Chair in accordance with the provisions of the bylaws, this policy, procedural rules established by the Secretary, and procedural fairness.
- 3.11.2. The Secretary of Council will administer selection processes and is authorized to develop further procedural rules provided they (a) comply with the bylaws and this policy (b) apply equally to all Councillors and candidates (c) are not amended more than three months prior to the commencement of a selection process (d) are not retroactively applied and (e) restrain the activities of Councillors and candidates only insofar as is justifiable to maintain free, fair, and transparent processes or to satisfy restrictions legitimately imposed on such processes from outside the organization. The Council will annually monitor the compliance of the Secretary's procedural rules with this policy not less than four months prior to the annual selection process and order any changes it may deem necessary to maintain compliance with the bylaws and this policy.
- 3.11.3. Each year after the annual election process and prior to the turnover date the Council-elect shall meet at the call of the Secretary to select by secret ballot a Chair and Vice-Chair from amongst the Faculty Representatives.
- 3.11.4. The Chair and Vice-Chair positions shall be selected separately and in immediate succession, with the Chair selected first.
- 3.11.5. The process for selecting the Chair and Vice-Chair shall be as follows:
 - a. Faculty Representatives will rank the candidates in order of their preference from one through to the number equal to the total number of candidates. Faculty Representatives must rank all candidates or their ballots will be declared invalid by the Secretary.
 - b. Candidates will receive scores equivalent to their position on each ballot ranking for all valid votes cast. One point for a first place ranking, two points for a second place ranking, and so on.

- 3.11.6. The overall scores for each candidate will be totaled and if one candidate has the lowest overall score amongst all the candidates then that candidate shall be declared the winner.
- 3.11.7. If multiple candidates are tied for the lowest score then the candidate with the highest number of first preferences shall be declared the winner. If multiple candidates who are tied for the lowest overall score are also tied for the number of first preferences then the same process will repeat itself with subsequent preference rankings (second, third, fourth preferences and so on) until a winner can be declared.
- 3.11.8. If there is one candidate only for either the position of Chair or Vice-Chair then that candidate shall assume office by acclamation.
- 3.11.9. In the event of a mid-term vacancy in the office of Chair, the Vice-Chair will become Chair for the remainder of the term.
- 3.11.10. In the event of a mid-term vacancy in the office of Vice-Chair, the Council will select a new Vice-Chair in accordance with the selection process outlined in this policy at its next regular meeting following the vacancy.

COUNCIL MEMBERS POLICY

Policy Name: Council Linkage with Ownership

Policy Type: Governance Process

Policy Number: 3.12

Date Approved: February 14, 2023

Date Amended: N/A

Date Last Reviewed: N/A

Council Linkage with Ownership

- 3.12.1. The owners of AUGSA are defined as its members under the Post-Secondary Learning Act. The Council shall be accountable for the organization to its owners as a whole.
- 3.12.2. When making governance decisions, Council members shall maintain a distinction between their personal interests as customers of the organization's services, and their obligation to speak for others as a representative of the owners as a whole.
- 3.12.3. The Council shall gather data in a way that reflects the diversity of the ownership. It shall meet with, gather input from, and otherwise interact with owners in order to understand the diversity of their values and perspectives.
- 3.12.4. The Council will establish and maintain a three-year ownership linkage plan, in order to ensure that the Council has intentional and constructive dialogue and deliberation with the owners, primarily around the organization's objectives. The plan will include selection of representative owners for dialogue, methods to be used, and questions to be asked of the owners. The information obtained from this dialogue with owners will be used to inform the Council's policy deliberations.
 - a. All Council members are accountable to Council for participating in the linkage with owners as identified in the plan.
- 3.12.5. The Council will consider its ownership linkage successful if, to a continually increasing degree:
 - a. When developing or revising organizational objectives, the Council has access to diverse viewpoints that are representative of the ownership regarding what benefits this organization should provide, for whom, and the relative priority of those benefits.
 - b. The owners are aware that the Council is interested in their perspective.
 - c. If asked, the owners would say that they have had opportunity to let the Council know their views.
 - d. The owners are aware of how the Council has used the information they provided.

COUNCIL MEMBERS POLICY

Policy Type: Special Rules of Order

Policy Name: Governance Process

Policy Number: 3.13

Date Approved: February 14, 2023

Date Amended: N/A

Date Last Reviewed: N/A

Special Rules of Order

- 3.13.1. Council meetings will be conducted in an orderly, effective process, led and defined by the Chair.
- 3.13.2. All by-law obligations respecting Council meetings must be satisfied.
- 3.13.3. Council meetings shall be called to order at the time specified in the notice of meeting and upon satisfaction of quorum.
- 3.13.4. Meeting order and decorum shall be maintained and all members treated with dignity, respect, courtesy, and fairness during discussion and debate and in all other respects.
- 3.13.5. Council members must keep their comments relevant to the issue under consideration.
- 3.13.6. Council meetings will be conducted at a level of informality considered appropriate by the Chair, including that discussion of a matter may occur prior to a proposal that action be taken on any given subject.
- 3.13.7. Proposals that the Council take action, or decide a particular matter, shall (unless otherwise agreed to by unanimous consent) be made by main motion of a Council member, discussed, and then voted on. Motions require a second to proceed to discussion and subsequent vote.
- 3.13.8. The Chair of the Council may not make motions.
- 3.13.9. The Chair may engage in debate, and/or vote on any matter to be decided.
- 3.13.10. A motion to refer to a committee, postpone, or table, may be made with respect to a pending main motion, and if carried shall set the main motion (the initial proposal) aside accordingly.
- 3.13.11. Council members may speak to a pending motion on two occasions, and at such length, as the Chair may reasonably allow.

- 3.13.12. A vote on a motion shall be taken when discussion ends but any Council member may, during the course of debate, move for an immediate vote (close debate) which, if carried, shall end discussion and the vote on the main motion shall then be taken.
- 3.13.13. A majority vote will decide all motions before the Council excepting those matters in the by-laws which oblige a higher level of approval.
- 3.13.14. A motion to adjourn a Council meeting may be offered by any Council member or, on the conclusion of all business, adjournment of the meeting may be declared by the Chair.
- 3.13.15. A Council member may request to have his or her vote on the record.
- 3.13.16. When further rules of order are to be developed by the Council, the Council will consider the most recent edition of Robert's Rules of Order as a resource guide.

COUNCIL MEMBERS POLICY

Policy Type: Handling Operational Complaints

Policy Name: Governance Process

Policy Number: 3.14

Date Approved: February 14, 2023

Date Amended: N/A

Date Last Reviewed: N/A

Handling Operational Complaints

3.14.1. To ensure that the Council fulfills its accountability to the ownership, but does not interfere in matters it has delegated to the Executive Director, the following process shall be followed in the case of a Council member receiving a complaint regarding an operational matter.

- a. The Council member shall inquire if the proper internal communication protocol for registering concerns has been followed. If not, the individual shall be directed to the appropriate person, and the Council member shall take no further action.
- b. The Council member shall not offer any evaluative comments or solutions.
- c. If the internal protocol has been followed and the concern has not been resolved through that action, the Council member shall explain to the individual that the Council has delegated certain responsibilities to the Executive Director, and that the Council holds the Executive Director accountable. Indicate that the Executive Director will be asked to ensure that the matter is looked into and respond directly.
- d. The Council member shall ask the individual to contact him or her again if the matter has not been addressed within a reasonable time period.
- e. The Council member shall inform the Executive Director or individual designated by the Executive Director of the complaint, and request that it be handled.

COUNCIL MEMBERS POLICY

Policy Type: Handling Alleged Policy Violations

Policy Name: Governance Process

Policy Number: 3.15

Date Approved: February 14, 2023

Date Amended: N/A

Date Last Reviewed: N/A

Handling Alleged Policy Violations

3.15.1. The Council as a whole has the responsibility to regularly monitor the performance of the Executive Director as outlined in the policies on Council-Management Delegation. If there is a reasonable appearance of policy violation, the Council may choose to request a monitoring report at any time.

3.15.2. Conditions which may trigger a request for monitoring beyond the normal schedule may include:

- a. Council member has been contacted regarding a complaint by a member of the ownership or a customer. After the Council member has followed the procedure for handling complaints (See Policy on Handling Complaints), the individual again contacts the Council member indicating that the complaint still exists, and in the Council member's opinion the incident appears to be a potential policy violation.
- b. One or more Council members receive complaints or become aware of a pattern of similar instances that taken together raise questions of general policy violation.
- c. A single incident of complaint is of a nature that regardless of how it is resolved, there is a serious question of policy violation.

3.15.3. If any of the above conditions exist:

- a. The Council member shall inform the Chair of the situation.
- b. If the alleged situation presents a material level of risk to the organization, Chair shall hold a special meeting of the Council as soon as practicable and the Council shall determine if (a) it needs to seek legal counsel, and/or (b) engage an external, qualified, independent third party.
- c. If the alleged situation does not present a sufficient level of risk for the above process, the Chair shall request the Executive Director to provide to the Council his or her interpretation of the policy, or the relevant parts of the policy, along with rationale for why the interpretation should be considered reasonable.
- d. The Council shall determine whether the Executive Director's interpretation falls within any reasonable interpretation of the policy, or whether to request an opinion regarding reasonableness from a qualified, external, disinterested third party.

- e. The Council shall determine whether to request evidence of compliance with the interpretation from the Executive Director or a qualified, external, disinterested third party.
- f. The Council as a whole shall determine whether the Executive Director's interpretation falls within any reasonable interpretation of the policy.

3.15.4. If the Executive Director's interpretation is assessed by the Council to be reasonable and there is evidence of compliance with that interpretation, the matter shall be dropped at the Council level. The Executive Director will handle the issue directly with the complainant.

3.15.5. If the Executive Director's interpretation is assessed by the Council as not being a reasonable interpretation of the policy, or there is a clear violation of a reasonable interpretation, the Council shall determine the degree of seriousness of the issue and deal with the Executive Director regarding performance.

3.15.6. If the incident(s) in question do(es) not appear to be a potential violation of policy:

- a. Council member should consider if he or she believes the policy should be amended to prevent a future occurrence of a similar situation.
- b. If the Council member considers that a policy amendment should be made, the Council member should ask the Chair to put the item on the next agenda.
- c. The Council as a whole then shall debate whether or not the policy should be amended, making the reported event explicitly unacceptable in the future.

COUNCIL MEMBERS POLICY

Policy Name: Council Linkage with Other Organizations
Policy Type: Governance Process

Policy Number: 3.16
Date Approved: February 14, 2023
Date Amended: N/A
Date Last Reviewed: N/A

Council Linkage with Other Organizations

- 3.16.1. The Council shall identify other organizations with which it requires good working relationships in order to share and enhance its role as owner representative.
- 3.16.2. The Council shall establish mechanisms for maintaining open communication with other organizations. Such mechanisms may include, but are not limited to:
 - a. Inviting representatives of the boards of those organizations to Council meetings.
 - b. Meeting jointly with other boards on occasion.
 - c. Attending meetings of those organizations representing Athabasca University graduate students.
- 3.16.3. For organizational memberships relevant to governance, the Council shall consider the merits of membership in other organizations every three years.
- 3.16.4. Upon request for organizational appointments to external committees concerned with policy level issues, the Council will assess whether such representation is appropriate within the Council's stated policies and current priorities. If this assessment is positive, the Council will appoint appropriate representatives. Issues of confidentiality, information sharing, and administrative support shall be clarified for the appointee by the Council Chair and/or CEO.
 - a. The organization appointee shall provide information reports as appropriate, to be determined by the Council at the time of appointment.
 - b. Since the appointee is representing the Council, the appointee shall be kept informed of current Council policies that might affect deliberations of the committee in question. Any representations made on behalf of the Council shall adhere to the stated policies of the Council. Any issues requiring the statement of a new policy position on the part of the Council shall be brought to the Council for decision.