

ARTICLE 4 BOARD OF DIRECTORS

Board of Directors Composition

- 4.1.1** The Board of Directors shall consist of a minimum of three (3) and a maximum of fifty (50) Directors, as provided for in the Articles of Continuance of the UTGSU.
- 4.1.2** The number of Directors may be increased or decreased by ordinary resolution of the Members at any meeting of the Members, but such number shall not be less than three (3).

More specifically, the Board of Directors shall consist of the following individuals, elected by the Membership:

- 4.1.3** All members of the Executive Committee, acting in their capacity as Directors and Officers of the UTGSU;
- 4.1.4** Seven (7) Directors, elected from the membership at large, representing Division 1: Humanities at the University of Toronto;
- 4.1.5** Seven (7) Directors, elected from the membership at large, representing Division 2: Social Sciences Division at the University of Toronto;
- 4.1.6** Seven (7) Directors, elected from the membership at large, representing Division 3: Physical Sciences at the University of Toronto;
- 4.1.7** Seven (7) Directors, elected from the membership at large, representing Division 4: Life Sciences at the University of Toronto;

The Board of Directors shall further consist of the following individuals, appointed by the Directors:

- 4.1.8** One (1) appointed Director, elected by the University of Toronto Mississauga campus students, to be their representative;
- 4.1.9** One (1) appointed Director, elected by the University of Toronto Scarborough campus students, to be their representative;
- 4.1.10** One (1) appointed Director, representing the 1st year masters students; and
- 4.1.11** One (1) appointed Director, representing the 1st year doctoral students.

Qualifications

Each Director shall:

- 4.2.1** be 18 or more years of age;
- 4.2.2** be a Member of the UTGSU or shall become a Member of the UTGSU within ten (10) days after the Director's election;

- 4.2.3 not be an undischarged bankrupt nor incapable, as the latter is defined in the Act;
- 4.2.4 not have a terminated Membership, in accordance with section 2.3 of this Bylaw;
- 4.2.5 continue throughout their term to meet the above qualifications.

If a Director ceases to be a Member of the UTGSU or becomes bankrupt or incapable, they then cease to be a Director, and the vacancy shall be filled in accordance with Section 4.4 herein.

Power

- 4.3.1 The Board of Directors is hereby vested with the governance and management of the UTGSU.
- 4.3.2 The management and administration of the day-to-day affairs of the UTGSU, as more particularly described in Article 7, shall be delegated to the Executive, pursuant to the Act.

Vacancies

The office of a Director shall be vacated upon the occurrence of any of the following events:

- 4.4.1 The Director ceases to hold any of the qualifications outlined in Section 4.2 herein;
- 4.4.2 By notice in writing to the UTGSU, the Director resigns, which resignation shall become effective at the time it is received by the UTGSU or at the time specified in the notice, whichever is later;
- 4.4.3 The Members of the UTGSU remove the Director from office by ordinary resolution at a special meeting called for that purpose, in accordance with Article 10;
- 4.4.4 The death of the Director.

A vacancy on the Board of Directors may be filled in the following manner:

- 4.4.5 the vacated position shall be filled by the individuals entitled to elect the Director in said position;
- 4.4.6 the remaining Directors shall hold a by-election amongst the individuals referred to in Paragraph 4.4.3 herein;
- 4.4.7 if a vacancy is filled, the individual appointed to fill such vacancy shall serve for the remainder of the term.

Discipline of Director

The Director may be subject to discipline by the UTGSU, in accordance with Article 10.

Honorarium

- 4.6.1** The Directors shall be compensated with an honorarium, the amount of which shall be determined by annually by the Members at the annual general Member's Meeting. At this agenda item of the meeting, the Vice President Finance shall provide a recommendation for setting the amount of the honorarium.
- 4.6.2** Any honorarium provided by the UTGSU will be paid only if the Director performs the duties required of such Director.
- 4.6.3** If the resignation or termination of the Director occurs before the first installment of the honorarium (timing of the installment to be determined according to the budgetary provisions) then the Director forfeits the entire amount of the honorarium.
- 4.6.4** If a Director misses more than three Board of Directors meetings, the Director shall have forfeited their honorarium.
- 4.6.5** The honorarium in this Section 4.6 shall not apply to the members of the Executive Committee.

Voting

- 4.7.1** Each Director, whether elected or appointed, shall be entitled to one (1) vote at a meeting of the Board of Directors.
- 4.7.2** Questions arising at any meeting of the Board of Directors shall be decided by ordinary resolution.
- 4.7.3** A tie vote shall defeat the resolution.
- 4.7.4** A declaration by the Chair that a resolution has been carried and an entry to that effect in the meeting minutes will be proof of the number or proportion of the votes recorded in favour of or against such a resolution.
- 4.7.5** Voting shall be conducted by a show of hands or by electronic means as approved by Board of Directors.
- 4.7.6** If a secret ballot is requested by any Director present at a Board of Director's meeting, the Directors shall ensure that the ballot is conducted in a manner that ensures confidentiality while still maintaining the integrity of the voting process.

4.8 Annual Executive Programme

- 4.8.1** Every member of the Executive Committee shall create an Annual Executive Programme, detailing their expected projects and duties, upon taking office.
- 4.8.2** At the October Board of Directors meeting, **each** the Executive Committee shall present their Annual Executive Programme to the Board.

- 4.8.3** The Annual Executive Programme shall be in the format prescribed in the UTGSU Policy Handbook.

Board of Directors Chair

- 4.9.1** There shall be a Board of Directors Chair, who is not a member of the Board of Directors.
- 4.9.2** At least two (2) weeks prior to the last Board of Directors' meeting before the new Executive Officers take office, the Board of Directors shall appoint (normally at the March Meeting) a nominating committee consisting of the outgoing Chair, one outgoing Executive Officer, and one other person.
- 4.9.3** If an outgoing Executive Officer or outgoing Chair might be considered for the post, Board of Directors shall appoint substitutes to serve on the nominating committee.
- 4.9.4** All efforts shall be made to nominate a Chair who is a Member. However, in the absence of strong candidates, the nominating committee may nominate a Chair who is external to the UTGSU.
- 4.9.5** The Board of Directors, at the last meeting before the new Executive Officers take office (normally in April), shall consider the recommendations of the nominating committee, and choose the new Chair.
- 4.9.6** Should the Chair leave office for any reason, Board of Directors shall choose a replacement.
- 4.9.7** In the absence of the Chair at a Board of Directors meeting, one (1) Executive Committee member shall be selected by the Board of Directors to replace the Chair for that meeting.
- 4.9.8** The Chair has no vote and in the case of a tie vote, the motion, amendment, or resolution shall be lost.
- 4.9.9** A stipend shall be paid to the Chair.
- 4.9.10** The Chair shall:
- 4.9.10.1 chair all meetings of Board of Directors;
 - 4.9.10.2 chair all annual and special meetings of the UTGSU;
 - 4.9.10.3 interpret the Bylaw and Articles when required, provided that such an interpretation may be overruled by a majority vote of the Board of Directors, which has the final authority.
 - 4.9.10.4 chair meetings of the Executive, upon request, when the Vice-President Governance vacates the Chair because of conflict of interest;
 - 4.9.10.5 chair committees of Board of Directors or committees of the Executive

upon request when the usual Chair leaves the Chair because of a conflict of interest; and

4.9.10.6 arrange the head count of Members should the question arise during a meeting of Board of Directors.

Notice of Meeting

- 4.10.1 The Directors are entitled to receive seven (7) days' notice of a regular or special Board of Directors meeting.
- 4.10.2 Notice of any meeting where special business will be transacted shall contain sufficient information to permit the Director to form a reasoned judgment on the decision to be taken.
- 4.10.3 The Chair shall send by email the agenda for any Board of Directors meeting at least seven (7) days before the meeting takes place.
- 4.10.4 No formal notice of a meeting is necessary if all the Directors are present or if those absent have signified their consent in writing to the meeting being held without notice and in their absence.

Remuneration and Expenses

The members of the Executive Committee shall, as per the UTGSU's Policy Handbook, be granted honoraria and be reimbursed for traveling and other expenses properly incurred by them in attending meetings approved by the Executive Committee. Nothing herein contained shall preclude any member of the Board of Directors from serving the UTGSU in any other capacity and receiving remuneration therefore.

Quorum

- 4.12.1 Quorum consists of 50% of the Director's elected in office, at the time of the Board of Director's meeting.
- 4.12.2 A motion questioning quorum shall take precedence over all other motions on the floor. Should the quorum not be present, the meeting is adjourned and all business deferred until the next meeting.

Proposed Motions

- 4.13.1 All motions for agendas must be presented in writing to the Vice-President Internal.
- 4.13.2 Any Director may submit to the Vice-President Internal a proposed motion, to be added to the agenda, at the discretion of the VP-Internal and the Chair , at least fourteen (14) days before the relevant Board of Director's meeting.

4.14 Attendance of Directors on UTGSU Committees

Any member of a Board of Director subcommittee or *ad hoc* committee who misses three

(3) consecutive meetings of that committee shall be replaced unless that member can show just cause.

4.15 Attendance of Representative on External Organizations

Any representative of the UTGSU on external organizations (including University committees) who misses three (3) consecutive meetings of that organization shall be replaced if it is within the power of the UTGSU to do so, unless that representative can show just cause.

6

Accessibility of Information

The minutes of Board of Directors' meetings and of any committees or otherbodies of the UTGSU, all documents submitted or tabled before a Board of Directors' meeting, the minutes of annual or special meeting of the Members and all documents submitted or tabled at annual or special meetings of the Members shall be available to any Member.

7

Persons Entitled to be Present

The only persons entitled to attend a meeting of Board of Directors shall be the Chair of the meeting (or their substitute, as the case may be), those entitled to vote thereat, the Directors and Officers of the UTGSU, the auditor of the UTGSU and others who, although not entitled to vote, are entitled or required under any provisions of the Act, the Letters Patent, the Articles of Continuance, the Bylaw of the UTGSU, or the Policy documents of the UTGSU to be present at the meeting. Any other person may be admitted only on the invitation of the Chair of the meeting (or their substitute, as the case may be) or with the consent of the meeting.