

BOARD OF GOVERNORS TOOLKIT

**FOR STUDENT &
FACULTY
REPRESENTATIVES**



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INTRODUCTION

In a bicameral governance system, university Boards of Governors are typically responsible for making the administrative and financial decisions for the institution. All members of the Board act as fiduciaries of the university, meaning they have the legal obligation to make decisions with the best interest of the university. But as universities are public institutions with stakeholder-model boards, representational Board members can and should make decisions in the best interests of both the institution and their constituencies.

Student and faculty Board representatives do not typically hold many of the Board's seats. Nonetheless, student and faculty voices hold power: Faculty represent the academic workers of the university and their labour keeps the university functioning, while students pay the tuition fees that universities rely on for their financial viability. Both groups also hold power over the public image and reputation of the university. This power should be used by student and faculty Board representatives as wisely and effectively as possible.

This toolkit is intended to provide student and faculty representatives on Boards of Governors with the information and skills they need to provide the perspectives of their constituencies and navigate the often confusing and intimidating space of Board meetings.

BEST PRACTICES FOR BOARDS

Boards of Governors SHOULD NOT:



Interpret fiduciary duty to mean that the university's best interests are inherently at odds with those of faculty or students.



Require Board solidarity, where board decisions must be supported publicly, even if the board member was opposed during debate.



Use overbroad confidentiality provisions that cover all materials and discussions instead of being specific.



Use overbroad conflict of interest language that goes beyond an explanation of fiduciary duties.

Boards of Governors SHOULD:



Conduct meetings open to the public, and use in-camera sessions only when warranted.



Recognize that academic staff retain their academic freedom when serving on a university board.

Adapted from the CAUT Report on Board of Governors Structures at Thirty-One Canadian Universities (May 2018)

BEST PRACTICES FOR BOG MEMBERS

Important decisions are made during Board meetings and typically Boards of Governors meet only a few times per year, so ensure you are prepared for meetings, use your time well during the meetings, and learn from each meeting experience.



Prior to Meetings - Prepare

- Review the agenda and any materials provided.
- Consult with your constituency and others (where applicable).
- Consider meeting with other student or faculty representatives to ensure all important discussion points will be raised during the meeting.



During Meetings - Participate

- Ask questions!
- Make sure you know what you're voting on.
- Know that you can participate in the meeting.
- Back up important points raised by others to show solidarity.
- If you are given time to present a report, use that time strategically to highlight important issues on your campus.



After Meetings - Reflect on Your Participation

- Am I making my voice heard? Did I use my speaking time as effectively as I had wanted to?
- Have I formulated my thoughts before getting on the speakers' list? Have I written out my motion/amendment?
- Am I using my position as part of a larger organizing strategy?
- Make sure to follow up on questions you asked or commitments you heard from others.

ROBERT'S RULES OF ORDER

Robert's Rules were created in 1863 after Henry M. Robert, an engineer, had difficulty running an organized meeting at a church. These rules were meant to ensure that meetings were run smoothly and democratically, and continue to be used for this purpose today. Robert's Rules can be adapted to small or large groups and can be used for highly formal or pared down for less formal settings.

While not all Boards of Governors use Robert's Rules, or use Robert's Rules more or less formally, knowing these rules will help you navigate whichever set of rules your Board follows. Make sure you know which set of rules your Board is using.

RIGHTS

Right of the Majority:	The Majority has the right to decide and not be unduly delayed in their decisions.
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Right of the Minority:	The Minority has the right to be heard, especially in a large minority. Motions that compromise the rights of a minority or the right of individuals require a two-third vote.
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Right of Individual Members:	All individual members have the right to speak, vote, and make motions.
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Right of Absentees:	All absentee members have the right to provide notice to the board in order to ensure quorum.
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RESPONSIBILITIES

All members must be familiar with the subject being voted upon and so are encouraged to ask questions so as to clarify the matter at hand. Members are also responsible for how they conduct themselves during meetings.

ROBERT'S RULES OF ORDER

DEBATE STRUCTURE

All members of the assembly have the right to speak to every debatable motion. The chair maintains a speakers' list; members must wait to be called upon by the chair in order to speak and only those recognized by the chair have the right to speak.

A new speakers' list is required for each motion or amendment. The member moving the legislation at hand may choose to motivate (have the first chance to speak on the motion) before opening debate; speaking priority is also given to first-time speakers.

UNANIMOUS CONSENT

Unanimous consent is a method of parliamentary agreement that saves time on routine motions or motions for which there will be no debate (for example, agreeing upon the intended meanings of typos in an agenda). It is the responsibility of the chair to clearly express what is being agreed to. A formal motion and vote are required in the case that any member of the assembly objects to unanimous consent.

CONSENT AGENDA

A grouping of the routine, procedural, informational and self-explanatory non-controversial items typically found in an agenda. After these are compiled, they are presented to the board in a single motion to be voted upon after allowing anyone to request that a specific item be moved to the full agenda for individual attention. Pay attention to what is being included in the consent agenda and make sure you draw out any items you want to discuss further before the consent agenda is approved.

ROBERT'S RULES OF ORDER

MOTIONS

Discussions must focus on a main issue. After the topic is debated, motions (suggested actions on an issue) may be made. Two or more members of the assembly are required to move and second motions. After being moved and seconded, motions shall become property of the assembly.

Motions shall be phrased in formal language and such that an affirmative vote would result in an action being taken.

SUBSIDIARY MOTIONS (AMENDMENTS)

Subsidiary motions (amendments) are used to make a specific change to a main motion, but can also be applied to motions that need clarification, modification, or additional detail. Subsidiary motions can be used to perfect existing motions or reach a compromise among members of the assembly.

While subsidiary motions must follow the same format as the main motion they are addressing, each new motion requires its own mover and seconder, as well as its own speakers' list. All subsidiary motions must be germane to the original motion which they address and may not result in the original motion being rejected.

IMPROPER MOTIONS

This category includes motions that are absurd or frivolous, present an issue that has previously been dealt with during that same session, or seeks to obstruct the will of the assembly (dilatory motions). The assembly is collectively responsible for the prevention of improper motions.

ROBERT'S RULES OF ORDER

VOTING

Voting is most commonly done by division (show of hands, voting cards, etc.), but may also be done by secret ballot or roll call. While some motions will need a majority to pass, others will only require two-thirds of the voting population.

REFERRING, COMMITTING & TABLING

Debaters must reflect as a group upon whether or not they are equipped to deal with the issue at hand (referring and committing). While they must ensure that the project is time-permitting, they shall not use time or group make-up to cut others out of the decision-making process. If the group decides to table a motion to be discussed at a future debate, make sure you know when the motion will be brought back to the Board.

IN-CAMERA SESSIONS

Confidential issues (including those that are legally sensitive, personal, human resources-related, or deal with sensitive strategy discussion) may be discussed in camera; however, such sessions must not be used to hide information that should be public. While these sessions are only for governors, others may attend upon invitation. Voting shall not take place in camera.

IMPROPER USES OF RULES OF ORDER

Robert's Rules of Order should facilitate orderly meetings in which every voice has the opportunity to be heard. If abused, they can be used to confuse participants, advance participants' personal agendas, stifle discussion, filibuster, or intimidate opponents. Knowing the rules will help you prevent these sorts of abuses.

ORGANIZING 101

Collective action is the only way to combat the injustices and inequalities that students and workers face locally, nationally, and globally. Organizing is the process of building power via the identification of problems a group shares and coming up with solutions together. This includes identifying the people and structures that make these solutions possible and leveraging collective power to achieve these goals.



EDUCATE

Because public support is needed to achieve our goals, education is a critical part of building a successful campaign. Some tactics for education include tabling, flyer-ing (going into high-traffic areas to distribute flyers), teach-ins (organizing a workshop or a presentation from a panel of experts on a relevant issue), and film-screenings (showing a film or documentary that is relevant to a specific issue and holding a post-screening discussion).



AGITATE

Agitation is a key moment in the campaign cycle and happens when people are ready not just to receive information about an issue, but also to take action upon it. It can include performing low-risk, low-cost actions that involve minimal logistics.

Agitation tactics include photo-taking and letter-writing campaigns, Twitter storm campaigns (suddenly increasing social media posts about a specific event or issue), political chalking, and petitions.



MOBILIZE

Mobilization begins after education and agitation -- it increases pressure, encourages public presence, and demands immediate action on an issue. Tactics include banner drops or rises, rallies, occupations, disruptions, and other organized political actions.

Mobilization can be higher risk, and so requires high levels of organization.

ORGANIZING 101

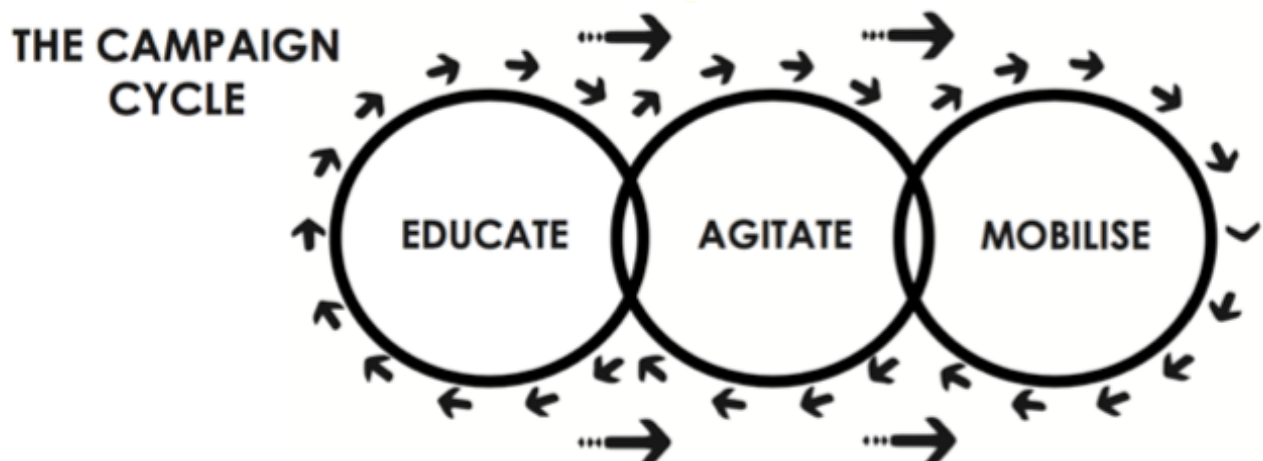
BUILDING MOMENTUM

Escalation is the choice to increase the seriousness or intensity of your actions. If the stakes are high and it is a strategic moment – escalating is a necessary part of organizing to win. Escalation and direct action works on the principle that actions speak louder than words. It demands attention and response from decision makers.



Remember:
**Escalating momentum
& the campaign
cycle are iterative,
not linear.**

Dips in momentum are times for training and further base-building. While mass actions are important for demonstrating outward power, momentum dips are fundamentally important in our ability to grow our campaign base. Continually doing the work of educating and agitating is crucial to building momentum in our movement.



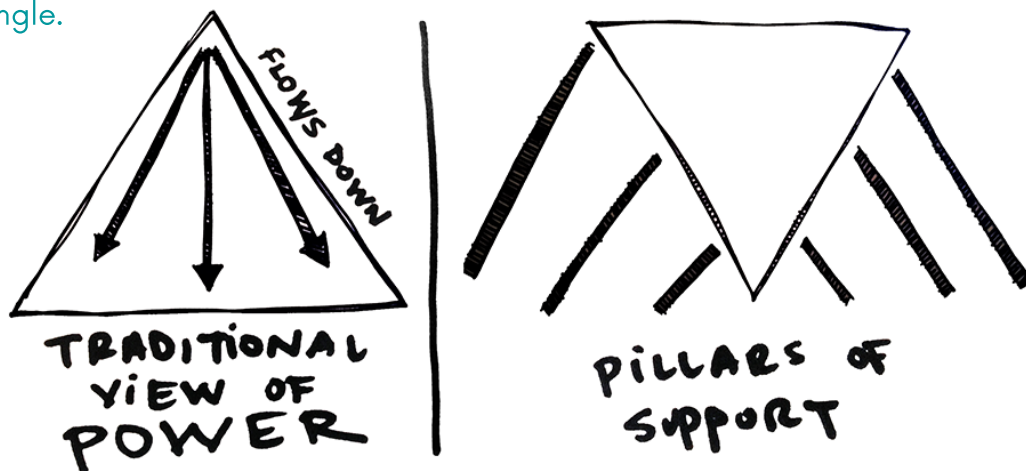
POWER MAPPING

UNDERSTANDING PEOPLE POWER

Traditional power is thought of as a pyramid, where power flows from the top downward. A lower-level worker takes orders from a supervisor who takes orders from a district head, and so on — all the way up to a CEO or head of state at the very top of the pyramid. In that way of viewing power, social change happens when we either replace the people at the top (for example, regime change or an election) or are able to convince the top to change their ways (for example, educating them via a major public campaign).

But that's not a grassroots way of viewing power. That leaves power in the hands of the CEOs and the rest of us pleading for them to do the right thing. We need a new way of viewing the power.

The grassroots way views power as flowing upwards: this is the upside-down triangle.

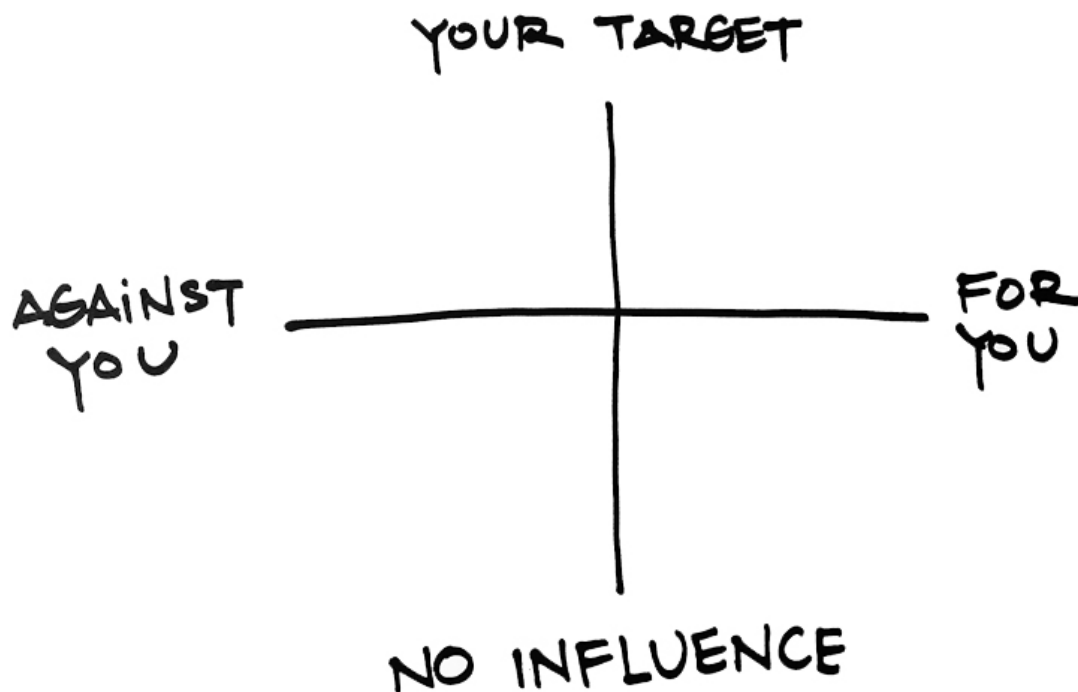


This is a different view of “people power” than people merely working together to try to persuade powerholders to change. Instead, it uses the specific strategy of conversion of allies to destabilize power. By analyzing our targets using this model of power, we may see new pillars we can “remove” from the system—and also better analyze which power sources we have relationships with and access to in order to force change.

POWER MAPPING

POWER-MAPPING EXERCISE

Power-mapping can help you to identify targets and focus your strategy. The idea is to map out your potential targets, and the institutions and individuals who influence your target, so you can begin to understand possible ways to impact them. A power map can be a useful visual tool to help your team understand power, and see possibilities for campaigning.



POWER MAPPING



01 — Choose a Target

An individual is a simpler target than an institution as it is easier to understand what types of actions might influence them.



02 — Map the Influences on the Target

People and institutions should be placed on the map according to how influential they are and how they feel about the position being advanced by the organizers (for, against, or neutral). Include everyone who is related to the issue at stake (work, neighbourhood, political, family, and religious ties); major donors and constituencies should also be considered when creating maps that centre on elected officials.



03 — Take a Step Back

Converse with your team about what you notice and potential ways to influence the target. Highlight people or institutions you have good relations with in one colour and ones that you have difficult relations with in another colour.



04 — Make a Plan

Figure out what opportunities exist to influence the target and discuss how these could be incorporated into your strategy.

Images and exercise from 350.org

GLOSSARY

Academic Freedom: The right to teach, learn, study and publish free of orthodoxy or threat of reprisal and discrimination. Academic freedom includes the right to criticize the university and the right to participate in its governance.

Best Interests of the Institution: Policies require that Board members represent the best interests of the university. The best interests doctrine underlines the fiduciary duty owed by all the board members to the university as well, but like the broader project of fiduciary duty, best interests has to be defined in the context of the University Governance Model adopted through statute, policy and practice. There is often a false dichotomy created by provisions that distinguish interests of the university from that of the constituent groups the university is mandated to include on the board. It cannot be in the best interests of the university to frustrate its governance model.

Bicameral Governance: A structure in which, while the university board continues to have the ultimate authority, power is shared with another governing body, such as a senate. While the board looks after financial activities and property, the senate is in charge of academic affairs.

Conflict of Interest Policies: Provisions that prohibit certain forms of dealing, self-dealing, communication, participation in decisions, decision making, and use of university resources.

Consent Agenda: A grouping of the routine, procedural, informational and self-explanatory non-controversial items typically found in an agenda. After these are compiled, they are presented to the board in a single motion to be voted upon after allowing anyone to request that a specific item be moved to the full agenda for individual attention.

GLOSSARY

Fiduciary Responsibility/Duty: Acting in good faith in the best interests of the university in the context of the University Governance Model. That is, recognizing the representational nature of the board, facilitating and not impairing the ability of academic staff representatives to fulfil their representational obligations and exercise their academic freedom.

In-Camera/confidential: A session or meeting conducted in private (often known as “board-only”) to ensure that the board remains self-managing. They are conducted for and by the board, and only the board can attend. These sessions are meant to promote honesty within the board.

“Leaving with One Voice” (Board Solidarity): Governance provisions, where all board members are required to express support for a decision, even if it is against their constituents’ interests, or they were against it in deliberations. Interferes with the University Governance Model.

Voice-vote distinction: Recognizing the distinction between “voice,” having input as a representational member, but not a “vote” where it may be entirely appropriate to deny voting rights on a board matter that affects personal or professional interest of the member. Retaining voice allows input from a representative perspective, which adds value to the discussion while respecting both the representational role as well as the academic freedom of an academic staff member.

Definitions from the CAUT Report on Board of Governors Structures at Thirty-One Canadian Universities (May 2018)

RESOURCES

NS public statutes related to post-secondary education

Adult Learning Act (GED):

<https://nslegislature.ca/sites/default/files/legc/statutes/adult%20learning.pdf>

Community Colleges Act:

<https://nslegislature.ca/sites/default/files/legc/statutes/community%20colleges.pdf>

Fees Act:

<https://nslegislature.ca/sites/default/files/legc/statutes/fees.htm>

Human Rights Act:

<https://nslegislature.ca/sites/default/files/legc/statutes/human%20rights.pdf>

Private Career Collages Act:

<https://nslegislature.ca/sites/default/files/legc/statutes/private%20career%20colleges.pdf>

Student Aid Act:

<https://nslegislature.ca/sites/default/files/legc/statutes/studenta.htm>

Universities Accountability and Sustainability Act:

<https://nslegislature.ca/sites/default/files/legc/statutes/universities%20accountability%20and%20sustainability.pdf>

University Foundations Act:

<https://nslegislature.ca/sites/default/files/legc/statutes/university%20foundations.pdf>

RESOURCES

University Board By-laws and Web-pages

Acadia University

- Board of Governors By-Laws:
<https://board.acadiau.ca/files/sites/board/resources/PDF%20Files/Board%20By-laws%2C%20amended%2017%20April%202020.pdf>
- Board of Governors Web-Page:
https://board.acadiau.ca/Board_of_Governors_Home_Page.html

Atlantic School of Theology

- Board of Governors Web-Page:
<http://www.astheology.ns.ca/home/about/governance.html>

Cape Breton University

- Board of Governors By-Laws: <https://www.cbu.ca/wp-content/uploads/2019/08/BOG-Bylaws.pdf>

Dalhousie University

- Board of Governors By-Laws:
https://cdn.dal.ca/content/dam/dalhousie/pdf/dept/university_secretariat/Board-of-Governors/Dalhousie-Board-Bylaw-Approved-2017-June-27.pdf
- Board of Governors Web-Page:
https://www.dal.ca/dept/university_secretariat/board_of_governors.html

Mount Saint Vincent University

- Board of Governors By-Laws: <https://www.msvu.ca/wp-content/uploads/2020/12/MSVU-Board-Bylaws.pdf>
- Board of Governors Web-Page: <https://www.msvu.ca/about-msvu/university-profile/board-of-governors/>

RESOURCES

University Board By-laws and Web-pages

NSCAD University

- University/Board By-Laws:
<https://nscad.ca/wp-content/uploads/2020/10/by-laws-of-nscad-university.pdf>
- Board of Governors Web-Page:
<https://nscad.ca/learn-about-nscad/governance/>

Saint Mary's University

- University/Board By-Laws:
https://www.smu.ca/webfiles/University_By-Laws.pdf
- Board of Governors Web-Page:
<https://www.smu.ca/about/board-of-governors.html>

St. Francis Xavier University

- University By-Laws: <https://www.stfx.ca/sites/default/files/University%20By-laws%20amended%20to%20June%2018%2C%202021.pdf>
- Board of Governors Web-Page: <https://www.stfx.ca/about-stfx/university-governance/board-governors>

University of King's College

- Board of Governors Governing Documents: <https://ukings.ca/wp-content/uploads/2016/08/GovernanceDocumentsUpdatedMay2017.pdf>
- Board of Governors Web-Page:
<https://ukings.ca/administration/board-of-governors/>

Université Sainte-Anne

- Management/Governance Web-Page: <https://www.usainteanne.ca/direction-gouvernance>

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