



Brock University Graduate Students' Association

Document 015B

The Graduate Students' Association Board of Directors Bylaw

Name of the Bylaw

1. This bylaw shall be referred to as the "Board of Directors Bylaw"

Purpose

2. The purpose of this bylaw is to outline the structure, role and responsibilities of the Board of Directors of the Graduate Students' Association.

Composition and Structure

3. Pursuant to Article Eleven of the GSA Constitution, the members of the Board of Directors shall fall into at least one of the following categories:
 - a. The Ex-Officio, Voting Directors;
 - b. The Ex-Officio, Non-Voting Directors;
 - c. The Elected Directors
4. Ex-officio, voting directors of the GSA Board of Directors are:
 - a. Any Officer of the Corporation,
 - b. Any Elected Graduate Student Senator,
5. Ex-officio, non-voting directors of the GSA Board of Directors are:
 - a. The GSA Executive Director,
 - b. The GSA Past President,
 - c. Brock University Students' Union Representative,
6. Elected directors of the GSA Board of Directors are:
 - a. Faculty Directors, two (2) per faculty, representing the following Faculties:
 - i. Goodman School of Business
 - ii. Faculty of Applied Health Sciences
 - iii. Faculty of Education
 - iv. Faculty of Humanities
 - v. Faculty of Math and Science
 - vi. Faculty of Social Sciences
7. Voting membership of the Board shall not normally exceed twenty (20) members.

Board Mandate

8. The Board is involved in making decisions that define the vision and mission of the GSA, its strategic objectives, priority populations, the organizational values, the strategic priorities and the future course for GSA. It establishes the legal, ethical and financial boundaries within which the Executive and Staff must operate to achieve the mission and strategic goals.
9. The Board defines the roles and responsibilities as well as communication lines between Board, Board Committees, Executive and Staff.
10. The Board shall be accountable to the membership of the GSA. Board members are also accountable to federal, provincial, municipal government funding bodies and any other group that provides financial assistance to the organization.



Brock University Graduate Students' Association

Document 015B

The Graduate Students' Association Board of Directors Bylaw

Roles and Responsibilities

11. Strategic Governance:
 - a. Establish the vision, mission and values of the GSA,
 - b. Provide strategic leadership and establish strategic goals and priorities,
 - c. Evaluate organizational performance against strategic goals and priorities,
 - d. Contribute to the achievement of organizational strategic goals
12. Operational Oversight
 - a. Carry out its fiduciary role,
 - b. Ensure adequate and relevant policies, procedures and controls are approved and in place,
 - c. Monitor adherence to policies, procedures and controls,
 - d. Approve the hiring and dismissal of the Executive Director.
13. Board Self-governance
 - a. Ensure adequate and relevant governance policies and procedures are in place,
 - b. Ensure Board development and education,
 - c. Evaluate Board performance,
 - d. Ensure Board succession planning and continuity,
 - e. Engage GSA community and community partners to better respond to changes in the external environment, and the community's diverse needs and interests.
14. Community and Partner Relations and Advocacy
 - a. Advocate for the GSA's members and community,
 - b. To advocate for greater graduate student participation,
 - c. To ensure that there are adequate resources available to carry out the work of the organization.
15. Resource Development:
 - a. To develop guidelines and procedures for fund raising

Recruitment

16. The Board may task either the Governance, Elections and Nominating (GEN) Committee or the Executive Committee to prepare a posting for any vacant positions of the board, and upon approval by the board seek applications from the membership to fill such vacancies.
17. The committee should consider inclusion and diversity broadly across the whole of the board. Nominees from across the six faculties should be considered holistically, allowing recruitment to ensure appropriate representation of PhD, Masters, Course Based, Research Based, Full-Time, Part-Time. Consideration should also be given to ensure that the diversity of the graduate student population is reflected within the composition of the Board of Directors.
18. The committee shall normally undertake recruitment with the goal of presenting a slate of directors at the Annual General Meeting in April of each year, with



Brock University Graduate Students' Association

Document 015B

The Graduate Students' Association Board of Directors Bylaw

ongoing recruitment to be undertaken throughout each term on an as needed basis to fill any vacancies as they arise.

19. If no applicants are identified for nomination during the recruitment process, nominations may be taken from the floor of the General Meeting to fill those specific vacancies.

Nomination and Election

20. A list of directors, shortlisted to fill the vacant seats on the Board of Directors shall be presented by the Governance, Elections and Nominating Committee to the Board for approval prior to being presented to the membership at a General Meeting for Approval.

Director Qualifications

21. Members of the Board of Directors shall satisfy all requirements as laid out in relevant federal, provincial, regional, municipal and institutional legislation as well as the GSA Constitution and relevant bylaws;
22. Ex-Officio Directors, both voting and non-voting, must continue to satisfy the requirements of the role which grants them ex-officio status.
23. Elected Directors shall be elected/selected by and from the members of the GSA. They must be enrolled in the faculty they seek to represent and must remain a member of that faculty for the duration of their term.
24. To remain a member of the Board of Directors, a student must continue as a full member of the GSA and their respective faculty or group which they represent, for the term in which they are elected.
25. Staff persons of the GSA, excluding ex-officio directors, may not serve on Board of Directors.

Attendance Requirements

26. Attendance at Board of Directors meetings by each Director is mandatory, unless granted an absence from the Chair or a director has been granted a leave of absence by Board of Directors. Directors are obliged to inform the Chair and the Board Secretary in advance if they are not able to attend a Board of Directors meeting:
 - a. A valid excuse must be presented to the Chair in advance for each missed meeting to be granted an absence from the meeting;
 - b. If there are extenuating circumstances and a Director is not able to contact the Chair in advance to be granted an absence, an excuse may be given after the fact, so long as the Chair is contacted as soon as possible, given the severity of the situation at hand;



Brock University Graduate Students' Association

Document 015B

The Graduate Students' Association Board of Directors Bylaw

- c. If the conditions of sections 26a or 26b are not met, the absence will count as an unexplained absence from Board of Directors meetings in the attendance calculation outlined in sections 27 and 28 below.
27. If a director misses three (3) consecutive Board of Directors meetings, regardless of whether they have presented valid excuses that person shall cease to be a director, and the vacant seat shall be filled pursuant to Article Eighteen and Nineteen of the Constitution and Document 040A – Graduate Students' Association Election Bylaw.
28. If a director misses four (4) total Board of Directors meetings regardless of whether they or have presented valid excuses, that person shall cease to be a director, and the vacant seat shall be filled pursuant to Article Eighteen and Nineteen of the Constitution and Document 040A – Graduate Students' Association Elections Referendum Bylaw.
29. If a director has two (2) unexplained absences from Board, that person shall cease to be a director, and the vacant seat shall be filled pursuant to Article Eighteen and Nineteen of the Constitution and Document 040A – Graduate Students' Association Elections and Referendum Bylaw.
30. Directors may appeal any disciplinary action issued by the Chair regarding director absenteeism to the whole of the Board of Directors.

Additional Requirements:

31. Directors may be asked to individually submit a 250-word maximum reflection on their experiences on the Board of Directors to the Board Secretary before the last meeting of the year. The statements will be kept on file for public perusal and to be utilized to inform incremental improvements for the Board of Directors and the GSA.

Term of Office

32. Directors shall normally hold office from midnight on the 1st Day of May following their election until midnight of April 30th the following year.
33. Directors who are recruited and appointed between general meetings shall hold office from meeting in which they are appointed until the April 30th of that term.

Voting Privileges:

34. Directors defined in Sections 4 and 6 of this bylaw shall have one vote per director, and shall have the right to vote at meetings of the Board of Directors.
35. Directors defined in Section 5 of this bylaw shall not have voting privileges.
36. No Director shall be permitted to vote by proxy.

Meetings



Brock University Graduate Students' Association

Document 015B

The Graduate Students' Association Board of Directors Bylaw

37. The Board of Directors of the GSA shall meet roughly ten (10) times per year, meetings will normally be held once (1) per month, with recesses during August and December, at which time the executive will carry authority for the board pursuant to the GSA Constitution.
38. The first meeting of Board of Directors must be held no later than June 1st of each year.
39. Meetings may be held in-person, virtually or as a hybrid depending on the needs of the board.

Vacancies

40. Vacancies that arise between Annual General Meetings may be filled by the Board of Directors, utilizing the recruitment process outlined in this document. Vacancies shall be filled on a case by case basis, and if the positions cannot be filled, they shall remain vacant until the next Annual General Meeting.
41. A Special General Meeting for vacant seats must be held within one (1) month if quorum for the GSA Board of Director meetings is less than fifty percent plus one (50%+1) of eligible voting members at any time during the year.
42. Resignations by any director of the GSA are to be addressed to the Chair in either hardcopy or via email. Upon the receipt of a resignation, the Chair is to confirm to the member that the correspondence has been received and confirm it will be presented at the next regularly scheduled meeting of Board of Directors.
43. Verbal resignations cannot be accepted by Board of Directors unless that verbal resignation is made in the presence of a convened session of Board of Directors.
44. All resignations of Board of Directors members and related responsibilities must be presented to Board of Directors and accepted before they are considered formal. Any such resignations must be reflected as accepted in the minutes. No resignation shall be reasonably refused by Board of Directors.