



Brock University Graduate Students' Association

Document 017A

Graduate Students' Association Board Leadership Bylaw

Name

1. This Document shall be known as the "Board Leadership Bylaw"

Purpose

2. To outline the structure, for the election of an independent chair and vice-chair of the GSA Board of Directors.
3. To eliminate the risk associated with potential conflicts of interest, both real and perceived, that arise from having the Board of Directors chaired by the President and/or the Deputy President.

Process:

4. Timing:
 - a. Elections for the positions of Chair and Vice-Chair shall occur at the first meeting of the newly elected board in May of each year.
 - b. Elections shall also occur for any position that becomes vacant throughout the course of the board year. These elections shall take place at the first meeting where the vacancy can be addressed.
5. Facilitation:
 - a. This process shall normally be facilitated by the Executive Director in conjunction with the President and Board Secretary.
 - b. The President shall, in conjunction with the Executive Director, manage the Board meeting as interim chair until the election of the chair.
6. Eligibility:
 - a. Election for the position of chair shall be independent of the election of the vice-chair.
 - b. Only elected directors shall be eligible for the positions of chair and vice-chair. Ex-officio directors, both voting and non-voting, shall be ineligible for election to either position.
7. Nominations:
 - a. Nominations shall be made during the meeting at which the chair and vice-chair are elected.
 - b. Individuals may not be nominated in advance of the meeting.
 - c. Individuals may be nominated by others or may self nominate.
 - d. All nominations require a mover and a seconder to be considered.
8. Elections:
 - a. Election for both positions shall normally be done by secret ballot unless a simple majority of the board feels otherwise.
 - b. All voting members of the board shall be eligible to vote for the chair and vice-chair.
 - c. A candidate must receive a simple majority of ballots cast to be elected chair or vice-chair.



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- d. Should no one candidate receive a simple majority of votes, the candidate with the lowest number of votes shall be eliminated and the board will have an opportunity to cast votes for the remaining candidates.
 - e. This process shall be repeated until one candidate receives a simple majority of votes.
9. Consideration of Candidates:
- a. Candidates shall normally be provided an opportunity to speak to their interests and qualifications prior to a vote, as well as any subsequent rounds of voting.
 - b. The Board shall decide the duration, and structure of such opportunities prior to consideration.
10. This process outlined in Sections 4-9 of this document shall be used in elections for both the chair and vice-chair.

Term:

11. The term of office for each of the Board Leadership positions is one (1) year, from May 1st until April 30th the following year, concurrent with the normal term of office of the board.
12. No individual may hold office in a leadership position for a period longer than one (1) year, without being re-elected to the position pursuant to the process outlined previously.
13. While terms of office for the Chair and Vice-Chair shall normally be for a period of one (1) year, individuals shall hold these roles at the discretion of the board, and may be removed from their roles with a simple majority of board members voting in favour. Notice must be given to any position that such a motion is to be presented and considered.
14. In the absence of the Chair or Vice-Chair the President shall assume their duties on an interim basis until the position is filled by the board. Should both the Chair and Vice-Chair roles be vacant simultaneously they shall be filled by the President and Deputy President, respectively, on an interim basis until the positions are filled by the board.

Board Chair:

15. The Board Chair is the leader of the board and is responsible for setting meeting agendas, running Board Meetings effectively and reviewing the effectiveness of Board processes in carrying out the fiduciary mandate.
16. The Board Chair should be committed to the organization's vision, mission, and success while having the ability to think strategically when it comes to core issues. They should also have a history of active participation with the organization.
17. The Board Chair should embody leadership and be an active listener, working to build consensus and work collaboratively within the board. They should inspire



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and motivate others, engaging different voices and opinions all while recognizing issues and concerns to mitigate conflict.

18. The Board Chair should focus on organizational goals, rather than personal ones and take advantage of the individual strengths board members bring all while demonstrating respect for other members, staff, and students.
19. The Board Chair should be open-minded, fair, flexible with a high level of personal integrity and ethics.
20. The Board Chair shall:
 - a. Call all meetings of the Board of Directors.
 - b. Develop and review the agenda, in consultation with the Vice-Chair, and President/CEO.
 - c. Chair all meetings of the Board of Directors, or in their absence ensure that a chair is available for the meeting, pursuant to relevant GSA legislation.
 - d. Chair all general meetings of the association, or in their absence ensure that a chair is available for the meeting, pursuant to relevant GSA legislation.
 - e. Ensure that minutes are distributed in a timely manner, pursuant to relevant GSA legislation.
 - f. Ensure annual recruitment is conducted in accordance with GSA Bylaws and other relevant legislation so that a slate of eligible directors is presented to the AGM of the GSA in April.
 - g. Ensure ongoing recruitment is conducted, as needed, with GSA Bylaws and other relevant legislation so that vacancies may be filled throughout the course of the board term.
 - h. Perform such other duties as may from time to time be determined by the Board, or relevant provincial/federal legislation.
 - i. Ensure that a respectful, collegial, and open working relationship is developed and maintained with the President and CEO.

Board Vice-Chair:

21. The Board Vice-Chair acts as Chair in the absence of the Chair. They shall normally exhibit the attributes sought after for the chair position.
22. The Board Vice-Chair shall:
 - a. Chair the association's Board meetings at the chairperson's request or in the chair's absence.
 - b. At the President's request, and in the absence of the chair represent the association at official functions and special events.
 - c. Assume the position of chair should the office become vacant during the term and until it is filled by election.
 - d. Perform such other duties as may from time to time be determined by the Board, or relevant provincial/federal legislation.



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Board Secretary

23. The Board Secretary oversees the record keeping for the association's Board meetings.
24. The Board Secretary shall normally be the Vice-President, Communications and Advancement (VPCA), and shall be confirmed by the Board at their first meeting in May.
25. Should the role of Board Secretary become vacant during the term of the Board the Executive Committee will nominate a replacement, from the committee for the remainder of that term.
26. The Board Secretary shall:
 - a. Ensure that accurate minutes of all Board meetings are maintained and ensure they are signed and made official after they have been approved by the Board.
 - b. Ensure that the Annual General Meeting minutes are circulated to the membership within 10 days of the date of the meeting
 - c. Ensure all notices that are required to be given to members and directors are completed.
 - d. Perform such other duties as may from time to time be determined by the Board, or relevant provincial/federal legislation.

Treasurer:

27. The GSA Board shall have oversight of the financial undertakings of the GSA, pursuant to Document 001 and shall delegate operational oversight directly to the President/Chief Executive Officer, and indirectly to the Executive Director/Chief Administrative Officer.

Past Chair:

28. The Past-Chair shall be held by the last occupant in the role of Chair who completed a full one (1) year term and who has returned to serve another term on the board.
29. The Past-Chair shall not be filled if the previous chair has not returned to the board. Former chairs not returned to the board shall not be eligible for the title 'Past Chair'
30. The Past-Chair shall have no formal responsibilities, but if they remain a member of the board after their term as chair, they may perform such other duties as may from time to time be determined by the Board.