

## Board of Directors Policy

**Policy #: 01**

**Approved:**

**Ratified:**

**Last Reviewed:**

**Review Schedule:** Every two years

**Date for Next Review:** April 2026

### Definitions

- **RPIRG** - the Regina Public Interest Research Group
- **Board** - the Board of Directors of RPIRG
- **Executive Director** - the senior employed employee of RPIRG
- **Members** - members of RPIRG, as determined by the Membership Bylaw
- **Directors** - Board members of RPIRG
- **Officers** - Individuals appointed as officers, as described by the Act

### Purpose

#### 1- (1) Purpose of Policy

- a. The purpose of this policy is to outline governance strategies to manage the board, board meetings, board succession, and identifying expectations amongst the board.

### Applies to

#### 1- (2) Application of Policy

- a. This policy applies to:
  - i. RPIRG Directors

### Policy Clauses

#### 1- (3) Board of Directors & Executive Director

- a. RPIRG shall be governed by a Board of Directors, according to the organization's bylaws.
- b. The composition of the board, including number of directors and officers, is set out in the bylaws.
- c. The Board of Directors may hire and appoint one or more individuals to act as the organization's Executive Director.
- d. The Board of Directors shall be considered the employer of the Executive Director. The Executive Director shall be responsible for executing the directions of the Board.

- i. Recognizing that the Board of Directors of RPIRG is a group of students, many of whom are emerging professionals, the Executive Director shall be expected to seek out confidential professional advice from experts in any situation where they believe that executing the directions of the Board may put the organization at risk. They shall bring the details of this advice to the Board of Directors for consideration without retribution from the Board.
- e. The Board of Directors and the Executive Director shall sign and adhere to the organization's Code of Conduct and Confidentiality Agreement.

#### **1- (4) Responsibilities**

- a. The Board of Directors is responsible for:
  - i. establishing the guiding principles for the organization;
  - ii. approving policies for the organization, as per the Policy on Policy;
  - iii. setting an annual budget for the organization;
  - iv. setting the strategic plan for the organization; and
  - v. delegating responsibility and authority to the Executive Director, as per the *Human Resource Policy*.
- b. The responsibilities of the directors are outlined in the bylaws.
  - i. In executing their obligations as board members, directors shall practice their Duty of Care, which means that they will exercise the same degree of care, diligence, and skill that a reasonably prudent person would show in comparable circumstances.
- c. The Executive Director is responsible for:
  - i. enacting the directions and policies set by the board;
  - ii. monitoring compliance with those guiding principles and policies; and
  - iii. implementing the Strategic Plan and budget for the organization.
- d. The Board may, by policy or general resolution, delegate certain responsibilities or authority to the organization's directors, but retains the ultimate responsibility and accountability for the responsibilities so delegated.
  - i. Individual directors and officers may not act in place of the board; they may only act on behalf of the board where this has been specified in RPIRG's policies or where by general resolution this authority has been delegated to them.

#### **1- (5) Meetings & Decision-Making**

- a. Directors may attend by teleconferencing or other agreed-upon electronic methods.
- b. Decisions may be made by directors through email or other electronic means.
- c. The Executive Director and/or a delegate from the Board shall be responsible for setting up and maintaining the online Board portal. All discussions and records of decisions shall take place on this Board portal.
  - i. In the case where the Board portal is not an option available, all discussions and records of decisions shall take place via email. Records of decisions shall be added as an addendum to the next meeting minutes.

- d. The Board may go in-camera to manage all or part of the meeting to discuss confidential and sensitive matters.
  - i. Guests may attend in-camera portions of meetings with unanimous consent from the Board.

**1- (6) Minutes & Records of Meetings**

- a. Records of all Board meetings and committee meetings shall be maintained and stored by the Executive Director.
  - i. Directors and the Executive Director shall not access confidential minutes of which they are not authorized to access.
- b. Meeting minutes, with the exception of confidential minutes, shall be made available to members upon request.

**1- (7) Frequency of meetings**

- a. The Board shall meet a minimum of once every two months from September to April.
- b. The Board shall meet a minimum of once from May to August.

**1- (8) Calling Meetings**

- a. A standard meeting calendar shall be communicated to Directors as soon as possible following the Director election.
- b. Any Director or the Executive Director may call a meeting by sending an email request to all Directors.
  - i. Directors shall organize to meet either within 14 days or within the time period requested by the individual who called the meeting, whichever is longer.
  - ii. Directors may, upon special resolution (meaning a  $\frac{2}{3}$  majority vote in favour), make a decision to refuse to host this meeting within 5 (five) business days.
  - iii. If Directors do not organize to meet within the prescribed period as outlined in 1-(6).b.i. or refuse to host this meeting, the individual who called the meeting may set a time to meet at least 48-hours following the notice.

**1- (9) Committees**

- a. The standing committees of the Board are set out in the bylaws.
- b. As per the bylaws, the Board may establish ad-hoc committees from time to time as required to conduct the business of RPIRG.
- c. Committees may be composed of individuals who are not directors or officers, however must include at least one representative from the Board or the Executive Director
- d. The Board of Directors may, upon special resolution (meaning a  $\frac{2}{3}$  majority vote in favour), strike an ad-hoc committee.
  - i. When striking an ad-hoc committee, the board shall include the length of time that the committee shall exist, and dictate any resources allocated to the committee.
  - ii. The Executive Director may submit a request to the board to strike an ad-hoc or advisory committee.

- iii. An ad-hoc committee shall be considered dissolved if the committee has not met in over six months.

**1- (10) Termination**

- a. The process for terminating a director is described in the bylaws.

**1- (11) Vacancies**

- a. When a vacancy on the Board of Directors is filled through an open nomination process, as per the process described in the bylaws, the Board shall:
  - i. set a nomination period;
  - ii. develop a candidate matrix to be used to assess Board nominees that also considers demographics and equity-seeking candidates;
  - iii. assess all Board nominees within two weeks of the nomination period ending; make a motion to appoint the appropriate number of nominees into the respective number of vacancies.

**1- (12) Professional Development & Evaluation**

- a. During the annual budgeting process and as per the bylaws, the Board shall identify an annual Board professional development fund of no more than 8% of the annual budget, for Directors to use individually or to pool together. Funds are available only for related educational expenses. Directors' requests must be related to the social and environmental justice areas or related to board governance.
- b. The Executive Director may elect to identify and secure professional development opportunities for the Board of Directors.
  - i. Directors are expected to attend professional development opportunities as determined by the Executive Director.
- c. A board evaluation will be done at least once annually that will include a director self-evaluation and may include evaluations from the Executive Director, staff, volunteers, or members.