

# QPIRG BOARD POLICY

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## Table of Contents

<b>PREAMBLE</b> .....	<b>1</b>
<b>TERMS</b> .....	<b>1</b>
<b>ELIGIBILITY</b> .....	<b>1</b>
STUDENT MEMBERS.....	1
COMMUNITY MEMBERS.....	1
<b>GENERAL REQUIREMENTS AND DUTIES OF BOARD</b> .....	<b>2</b>
TIME COMMITMENT/ MEETINGS.....	2
CONDUCT.....	2
INTERNAL RESPONSIBILITIES.....	2
EXTERNAL RESPONSIBILITIES.....	2
THE VISION OF THE ORGANIZATION.....	2
<b>FINANCIAL DUTIES AND RESPONSIBILITIES OF THE BOARD</b> .....	<b>3</b>
FIDUCIARY DUTIES.....	4
LEAVE OF ABSENCE.....	4
CAUSE FOR REMOVAL.....	4
<b>CAUSE FOR REMOVAL OF A BOARD MEMBER</b> .....	<b>4</b>
<b>POLICIES RELEVANT TO THIS ONE</b> .....	<b>5</b>

## Preamble

QPIRG-McGill's Board of Directors is responsible for QPIRG management, budgeting, project development, staff, working groups and the development of the group's political vision. Every year, students and community members are elected at the Annual General Meeting open to all QPIRG members.<sup>1</sup> In addition to elected Board members, the Students' Society of McGill University (SSMU) and the Post-Graduate Students' Society (PSSA) each have one non-voting representative on the Board.

## Terms

QPIRG/QPIRG McGill: Quebec Public Interest Group of McGill University

SSMU: Students' Society of McGill University

PGSS: Post graduate Students' Society

CRCC: Conflict Resolution and Complaint Committee

## Eligibility

### Eligibility for students:

As per QPIRG's Memorandum of Agreement with McGill, all student Board members must be in good academic standing. No prior experience is necessary, however, previous experience with non-hierarchical, consensus-based decision making is strongly encouraged. Student candidates must have opted into their membership fee for the previous two semesters<sup>2</sup>, and must be returning to school in the fall.

### Eligibility for community board members

Community Board members must have some previous experience with non-hierarchical, consensus based decision making, or have volunteered a minimum of 15 hours with QPIRG-McGill previous to running for the Board.

All Board Members must be elected in accordance with QPIRG-McGill's election policy<sup>3</sup>.

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<sup>1</sup> Student membership is available only through payment of fees to QPIRG McGill, in accordance with the Bylaws. Only students attending McGill University shall be eligible for such student membership. A student who receives a fee refund ceases to be a member of QPIRG McGill. Community membership can be obtained by completing a total of 15 or more volunteer hours for QPIRG McGill, within a 12-month period. See General Bylaws Section 4.B.

<sup>2</sup> Special circumstances may be considered. Ex. Exchange students, transfer students, and first year students.

<sup>3</sup> All QPIRG members shall have voting privileges in elections and general meetings of QPIRG McGill in accordance with the bylaws. See General Bylaws Section 4.C.

## General Requirements and Duties of Board Members

### Time Commitment/Meetings

Board members shall perform duties as directed by the members, or as necessary for the Board's legitimate function. It is recommended that Board members who are available during QPIRG's opening hours hold office hours for 2-4 hours/week, or contribute this time to the organization in other ways, outside meetings.

Board members are expected to attend Board meetings. Board meetings occur on a bi-weekly basis at a time fixed at the beginning of the semester, and are approximately 2 hours in length. Board members are expected to keep themselves up to date of the ongoing work of the organization between board meetings. Board members are expected to attend committee meetings for committees which they sit on.

Board members are expected to communicate reasons for all absences.

Board members are also expected to attend Board training and visioning sessions.

Board members are also required to be familiar with QPIRG-McGill's:

- Working groups, campaigns, committees
- Mandate
- Bylaws
- Budgets and financial statements
- Policies

In accordance with QPIRG's mandate, all decisions by the Board should be made by consensus. The jobs of recording (minute-taking) and facilitation (leading discussion) are rotated among Board members at meetings. Quorum of a Board meeting is set at 50% + one of the Board members, except any members on leave. A Board member in a conflict of interest shall disclose such interest and shall abstain from participating in decisions.

### Conduct

QPIRG Board members are expected to communicate respectfully with each other, staff members, volunteers, QPIRG members, and the greater community. They are expected to represent QPIRG in a fair and accurate manner at all times, and clearly distinguish between their own opinions from those of QPIRG. Board members are not to express opinions on behalf of the organization unless specifically mandated to do so. Board members must always abide by QPIRG-McGill's mandate, bylaws, and policies.

### Internal Responsibilities

Board members are expected to sit on at least one or more committee. These include, but are not limited to,

- Programming and events
- Finance
- Legal
- Staff
- Outreach and media
- Policy

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- CURE (Community University Research Exchange)
- Study in Action

Furthermore, when making rules and regulations for QPIRG-McGill, such resolutions must comply with this Constitution and the Quebec Companies Act. QPIRG may appoint standing committees, ad hoc committees, and task forces, to carry out specific functions as determined by the Board.

As employers, the Board is responsible for hiring and supervising staff, developing staff job descriptions, and evaluating staff. More information can be found in [the Staff Policy](#).

## External Responsibilities

Board members are responsible for promoting and networking for QPIRG informally and formally on campus, recruiting new Board members and volunteers and liaising with other student groups.

## The Vision of the Organization

The Board of directors is responsible for the vision of the organization by providing descriptions of what QPIRG-McGill would like to achieve in the mid-term and long-term future, in order to carry out its mandate in the most effective way possible. The Board is responsible, in collaboration with the internal and external co-ordinators, for setting goals as an organization, as well as evaluating QPIRG's success in reaching those objectives at the end of the year. As part of this process, the Board is required to produce an Annual Report on their activities to be presented at the Annual General Meeting to the membership.

## Financial Duties and Board Responsibilities

The Board is responsible for financial planning and for ensuring that money is properly spent and that appropriate records are kept. The Board works with the Bookkeeper and Internal Coordinator to ensure fiscal responsibility. Board members cannot receive any remuneration for their work with QPIRG-McGill. The Board as a whole is legally responsible for directing the organization<sup>4</sup>.

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<sup>4</sup> It is recommended that Boards seek legal advice on an ongoing basis. The following provides a reference to some of the key concepts that govern a Board's legal responsibilities.

1. To always act in the best interest of the organization;
2. To ensure that its decisions are within the mandate set out in the constitution (Charter or Lettres Patentes) and the bylaws;
3. To act lawfully and with diligence, honesty and loyalty . e.g.: attend meetings; react quickly to fraudulent acts; watch out for abuse of power;
4. To ensure there is no conflict of interests between that of the organization and the personal interests of Directors;
5. To have the necessary competence to execute one's mandate or ensure that one receives training to secure it or is able to access the required knowledge (e.g. seek legal counsel when a legal opinion is required).
6. To assume the responsibilities and the loyalty that was entrusted upon the Directors by the membership;
7. To be informed and act independently and personally in decision-making; to be open to different perspectives and not vote en bloc.
8. To safeguard corporate documents (articles of incorporation, bylaws, minutes, financial records, etc.);
9. Honouring contracts and payment of salaried employees and withholding tax and pension contributions at source;
10. To prepare an annual list of its members;
11. To hold an Annual General Meeting in order to report back to members;
12. Submit an annual declaration to the Inspecteur général des institutions financières (IGIF) stating any changes to the composition of the Board of Directors;
13. Hold a Special General Meeting in the event that changes are made to any element of the Charter of the organization (Lettres Patentes) and submit a "déclaration modificative" to the IGIF;
14. Request permission from the government if the organization is ceasing to exist or merge.

\* Article 844 of the Code de procédure civile permits all interested parties can petition to the Courts in the event that a board member or an entire board is not fulfilling her/his/its legal obligations.

Compiled by: Centre for Community Organizations For more information check out ANNEX B : BOARD LIABILITY AND NON-PROFIT ORGANIZATIONS.

## Fiduciary Duties

- Skill: in carrying out their obligations, Board members are expected to act prudently and within the limits of their skill set
- Diligence: Board members are expected to attend meetings and to become as fully informed as possible regarding all aspects of QPIRG-McGill's operations, including any issues that affect QPIRG-McGill
- Loyalty: Board members must act honestly and in good faith in what they reasonably believe to be the best interest of QPIRG-McGill. Board members must act with loyalty at all times. Loyalty includes:
  - Honesty: disclosing benefits and threats to the organization
  - No conflict of interest: Board members cannot place themselves in a situation where their duty as a Board member conflicts with their interest or with their duty to others.
  - No personal profit: Board members may not profit in any way from their relationship with the organization
  - Board members are expected to keep confidential matters including (but not limited to) sensitive personal information about members, applicants, former members, employees of QPIRG, and anything specifically determined by the Board to be confidential. When a Board member is uncertain about whether something is a matter of confidence, they should seek direction from the organization.

## Leave of Absence

If, for whatever reason, a Board member chooses to take some time away from the Board (leaving town, personal reasons, etc.), they are entitled to take a leave of absence. Leave may be granted by the Board, in response to a request in person or in writing. When on leave, a Board member does not have a vote and cannot participate in any decision making process. However, the Board member retains all responsibilities of being a Board member, except attending meetings. A leave of absence may last up to a maximum of 6 months.

## Cause for Removal of a Board Member

In addition to existing provision in Quebec law, the following situations constitute grounds for removal. If a board member has:

1. Missed more than three (3) consecutive absences from Board meetings without prior arrangements
2. Contravened the bylaws or policies of QPIRG-McGill
3. Committed workplace harassment, as per a formal decision of the CRCC
4. Repeatedly not fulfilled their obligations, as outlined in the Board Policy
5. Consistently prevents the organization from fulfilling its mandate

The removal of a Board member may be executed according to the following processes:

1. Resignation: a Board member may resign from their position of their own volition<sup>5</sup>
2. Board Consensus:
  - 2.1: Any Board member or staff member may submit a written motion calling for the removal of a Board member

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<sup>5</sup> Two week notice is appreciated via email but not necessary, especially in dire circumstances.

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2.2: The 'defendant' will be notified of a motion for removal at least one (1) week prior to the Board vote on removal at a regularly scheduled Board meeting.

2.3: The 'defendant' will be given opportunity to object to the motion for removal; the 'defendant' may not vote on the decision

2.4: The decision on removal must comply with QPIRG's consensus decision making procedures

2.5: In the event that consensus cannot be reached, the motion must defer to the CRCC.

2.5.1: The CRCC may make a non-binding recommendation to the Board; the Board is then obligated to revisit the motion for removal.

2.5.2: External mediation may be sought in order to build consensus until a final decision is reached.

3. A 2/3 majority vote of a SGM (Special General Meeting)

3.1: Any QPIRG member in good standing may submit a written petition calling for the removal of a Board member. The petition must be signed by 0.5% or 300 QPIRG members (**ANDREA**)

A motion for removal may not be revisited (or be made subject to multiple processes of removal) once a final decision has been made.

QPIRG-McGill must keep record of a written testimony of any Board member who has resigned or been removed.

## **Policies Relevant to this One**

Elections Policy, Board/Staff Relations, Hiring Policy, Conflict of Interest, CRCC