



# Central Student Association CSA Rules of Order

## CSA Rules of Order

Board of Director Meetings of the Central Student Association (CSA) are organized and governed by the CSA Rules of Order, and the CSA Bylaws. Where these governing documents are silent, the Board of Director Meetings are organized and governed by Robert's Rules of Order.

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These CSA Rules of Order were last amended by the CSA Board on **January 23, 2019**.

The following Rules of Order pertain to the affairs of the University of Guelph Central Student Association. These Rules of Order precede all previous Rules of Order, written or implied.



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## CSA Rules of Order

### 1.0. Quorum for CSA Board of Director Meetings

#### 1.1. Counting towards Quorum

- 1.1.1. To be counted towards quorum at the Board of Director Meetings a Board Member must have the right to vote.
- 1.1.2. For an elected “At-Large” representative Board Member to be counted towards quorum the election results confirming their election must be ratified at the Board of Director Meeting following the close of the Auditing/Recounting process.
- 1.1.3. For an appointed College government and/or Student Organization Board Member to be counted towards quorum they must be ratified at a Board of Director Meeting.

#### 1.2. Fall and Winter Terms

- 1.2.1. Quorum shall be half of the total number of voting members of the Board of Directors as a whole, only in such instances as when all of the Board of Director positions are filled and appointed.
- 1.2.2. The Board of Directors as a whole consists of 35 Board Member positions. Of these 35 Board Member positions, 31 positions hold the right to vote. Therefore, as per point 1.2.1., quorum would be 16 members (rounding up) if all Board Member positions are filled and appointed.
- 1.2.3. In situations where not all of the elected positions on the Board are filled (i.e. At-Large representatives) and/or not all of the appointed positions (i.e. College governments and Student Organizations) are known to the Policy & Transition Manager (PTM), quorum shall be half of the total filled and known voting Board Member positions. For example, if 17 voting Board Member positions are filled and appointed, quorum will be nine voting Board Members (rounding up to the nearest whole number).
- 1.2.4. The Board of Directors as a whole consists of 35 Board Member positions. Of these 35 Board Member positions, four positions consist of the Executive Officers of the CSA. These Executive Officers are the President, Vice President Student Experience, Vice President Academic and Vice President External. The Executive Officer positions are hierarchical, non-voting members of the Board of Directors. Their roles provide vital insight to the Board on operational matters and structural issues, and they can speak to effects of decisions made by the Board on the CSA, its staff, volunteers and services. They also provide reports and recommendations to the Board. It is essential for Board of Director Meetings to have these individuals present at meetings. As a result, to be included in quorum as per point 1.2.1., at least two Executive Officers must be in attendance, one of which must be the President. When the President is unable to attend, all three Vice Presidents must be present to meet quorum.
- 1.2.5. In the event of an Executive Officer position becoming vacant, all a majority of filled Executive Officer positions are required to meet quorum. **[Amended by Board – October 24, 2018]**
- 1.2.6. Proxies or alternates shall not be allowed for quorum or for voting.



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### 1.3. Summer Term

- 1.3.1. Quorum during the Summer Term, as defined as May 1st through to August 31st, shall be a third of the total number of voting members of the Board of Directors as a whole, only in such instances as when all of the Board of Director positions are filled and appointed.
- 1.3.2. The Board of Directors as a whole consists of 35 Board Member positions. Of these 35 Board Member positions, 31 positions hold the right to vote. Therefore, as per point 1.3.1., quorum would be ten members (rounding to the nearest whole number) if all Board Member positions are filled and appointed.
- 1.3.3. In situations where not all of the elected positions on the Board are filled (i.e. At-Large representatives) and/or not all of the appointed positions (i.e. College governments and Student Organizations) are known to the Policy & Transition Manager (PTM), quorum shall be a third of the total filled and known voting Board Member positions. For example, if 17 voting Board Member positions are filled and appointed, quorum will be six voting Board Members (rounding to the nearest whole number).
- 1.3.4. The Board of Directors as a whole consists of 35 Board Member positions. Of these 35 Board Member positions, four positions consist of the Executive Officers of the CSA. These Executive Officers are the President, Vice President Student Experience, Vice President Academic and Vice President External. The Executive Officer positions are hierarchical, non-voting members of the Board of Directors. Their roles provide vital insight to the Board on operational matters and structural issues, and they can speak to effects of decisions made by the Board on the CSA, its staff, volunteers and services. They also provide reports and recommendations to the Board. It is essential for Board of Director Meetings to have these individuals present at meetings. The Executive Officers fulfill the same duties and time commitments during the Summer Term as they do during the Fall and Winter Terms. As a result, to be included in quorum as per point 1.3.1., at least two Executive Officers must be in attendance, one of which must be the President. When the President is unable to attend, all three Vice Presidents must be present to meet quorum.
- 1.3.5. In the event of an Executive Officer position becoming vacant, all a majority of filled Executive Officer positions are required to meet quorum. **[Amended by Board – October 24, 2018]**
- 1.3.6. Unless Fall and Winter Terms quorum is reached (point 1.2.1.), there shall be no amendments to the CSA Rules of Order or Bylaws.
- 1.3.7. Matters involving policy shall be permitted but will require the same procedure as set out in Bylaw 4 – Policy of the CSA. Further, matters involving vital operating decisions will be conducted within the Summer Term quorum, including budget matters that are of a time sensitive matter. Budget matters will be required to follow procedures as laid out in Bylaw 1 - Organizational, Section 12 - Adoption and Amendments of Bylaws.
- 1.3.8. Proxies or alternates shall not be allowed for quorum or for voting.



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### 2.0. Speakers List

- 2.1. Meetings shall be chaired using a hybrid speakers list, prioritizing gender parity and first-time speakers.

### 3.0. Efficiency of Board Meetings

In order to facilitate efficient Board Meetings, the following conditions shall be kept:

- 3.1. ~~All submissions, with the exception of new business shall be in writing and placed in members' boxes three days previous to that week's meeting, for members to read, and talk/think about;~~ All submissions, with the exception of new business, shall be in writing and emailed to Board of Directors 48 hours prior to a Board Meeting; otherwise that business shall be omitted from the agenda. The Policy & Transition Manager shall be responsible for the creation of the Board packages. **[Amended by Board – November 28, 2018]**
- 3.2. There shall be no reading of reports, policies, etc., that are in the Board packages. Exceptions can be made for Accessibility purposes at the discretion of the Chair. All whereas clauses, preambles and motions are to be read aloud before the vote. The Board may vote to omit the reading of preamble/whereas statements with unanimous consent on a per item basis. **[Amended by Board – November 28, 2018]**
- 3.3. Visitors shall be allowed to speak following a motion to extend speaking rights to everyone in the room.
- 3.4. Speaking times shall be limited to three minutes per person per time on the speaker's list. Should a speaker go past the limit, the Chair shall notify them. The speaker may continue to speak past their limit at the discretion of the Chair. If a speaker has more to say, they must ask the Chair to be put back on the speaker's list.
  - 3.4.1. If someone is expecting to speak longer than three minutes for the purposes of explaining pertinent details to the Board of Directors, they may request more time from the Board of Directors. This request must be made at the start of their scheduled time and is put straight to a vote. There will be no debate on this vote other than the speaker's motivation. It is a simple majority vote.
- 3.5. In discussion, there shall be no repetition of comments. If a person should repeat a statement previously made, they may be ruled out of order by the Chair.
- 3.6. New Business items must be time sensitive or emergency in nature. All new items brought forth at the time of a Board meeting may only be discussed under New Business.
- 3.7. All motions, not written and included in the Board package are to be projected on a screen by overhead or LCD projector so that members may view them during discussion and voting. All motions are to be read aloud prior to voting.
- 3.8. Oral reports are not permitted.
- 3.9. Any presentations to the Board of Directors are to be submitted in the Board package, and presentations will be given a maximum of ten minutes to present. Presentations that are not submitted in the Board package will only be allotted a maximum of five minutes to present. This time may be extended by a motion of the Board of Directors requiring a two-thirds majority.



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- 3.9.1.** The length of a presentation may also be extended or shortened by a motion at a Board of Directors meeting prior to the presentation, as long as notice of that presentation is given in time.
- 3.10.** Meetings will be no longer than five hours in duration including all breaks and recesses duly called by the Board. Meetings may be extended beyond five hours only following a two-thirds vote of the Board of Directors where debate shall be limited only to the length of the extension.
- 3.10.1.** Any remaining items on the agenda at the expiry of the first five hours of meeting time, will be placed on the agenda of the next regularly scheduled Board meeting under Unfinished Business.

### **3.11. Roll Call Vote**

- 3.11.1.** When a roll call vote is required, the Chair shall first ask all members abstaining to indicate their vote, and keep it indicated until the Chair calls their name for the Scribe to record. The Chair shall then ask all members in favour, and then all members opposed, to do the same. The final numbers and result will be announced by the Chair and recorded in the minutes. Should any Member present not vote, they will be recorded as an abstention.
- 3.11.2.** Roll call votes shall be used for any changes to the CSA Bylaws.
- 3.11.3.** A member may move a roll call vote prior to voting on a main motion, which must be approved by a minority of three voting members. This request may be made after the speakers list has been closed. *[Amended by Board – January 23, 2019]*

### **3.12. Secret Ballot Vote**

- 3.12.1.** When a secret ballot vote is required, the Policy & Transition Manager will distribute a paper ballot to each voting member. Members will indicate their vote, including abstention, on the ballot. Ballots will be collected by the PTM and counted by the Chair. The ballots will be kept anonymous. Any member may act as a scrutineer for the counting of ballots. The final result will be announced by the Chair and recorded in the minutes.
- 3.12.2.** A member may request a secret ballot vote prior to voting on a main motion, which must be approved by a majority vote. This request may be made after the speakers list has been closed.
- 3.12.3.** A secret ballot vote shall be used for any item where the Board chooses between candidates for hiring or a CSA election. *[Amended by Board – January 23, 2019]*

## **4.0. Meeting Accessibility**

The CSA is committed to breaking down barriers to accessibility and demonstrates its commitment by implementing the practices outlined in this policy at our regularly scheduled meetings of the Board of Directors.



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- 4.1. The Policy & Transition Manager shall be responsible for ensuring the following:
  - 4.1.1. All written documents shall be available in alternative formats prior to meetings including but not limited to audio, large print, electronic, or Braille, upon request.
  - 4.1.2. All motions are projected by overhead or LCD projector during voting so that members may read what they are being asked to vote on.
  - 4.1.3. Any additional accommodations requested by Board members or guests are implemented in an appropriate and confidential manner.
- 4.2. The External Chair shall be responsible for ensuring the following:
  - 4.2.1. Any documents circulated at meetings are read aloud and that recesses are requested, where appropriate, to allow members to read documents before being discussed.
  - 4.2.2. All motions are read aloud before members are requested to discuss or vote on them.
  - 4.2.3. Any additional accommodations requested by Directors or guests are implemented in an appropriate and confidential manner.
- 4.3. The Vice President Academic will act as a resource and be responsible for liaising with the External Chair and Policy & Transition Manager regarding all Board Meeting accessibility needs and concerns.
- 4.4. Individuals requiring accommodations not explicitly outlined in the above policy may contact the Vice President Academic to make appropriate arrangements.
- 4.5. Participants should not feel they must disclose their disability in order to fully engage in meeting business. Every effort must be made to ensure that the confidentiality of members' accessibility needs is not disclosed at the Board level.

### 5.0. Challenging the Chair

- 5.1. A member of the Board may challenge the Chair if it is felt that the Chair has made a ruling, which contravenes CSA Rules of Order. If a challenge is made, the Chair passes control of the meeting to another member, generally the President, and defends the ruling. The challenger then gives reasons for the challenge. After debate a vote is taken to sustain the Chair's ruling.
- 5.2. If the ruling is not sustained, a vote is then taken on whether or not the error merits dismissal of the Chair for the remainder of the meeting. If so the President or another member chosen by the Board will facilitate the remaining agenda items.



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- 5.3. If the Chair is asked to leave the meeting, then an agenda item may be added at the end of the meeting at the request of any Board member to discuss the potential permanent removal of the Chair. This discussion will be held *in camera*.

### 6.0. *In Camera* Policy and Procedures

#### 6.1. Background

A motion to move *in camera* is made when there are matters to discuss that cannot be made public. All debate *in camera* is strictly confidential because its content may violate an individual's privacy and/or harm the corporation.

This has been the traditional understanding of the *in camera* session within the Board of Directors, and members of the Board have respected and obeyed it. The importance of confidentiality is, however, important enough to necessitate the establishment of a clear set of guidelines outlining the repercussions faced by any individual breaking this confidence.

Since it is more difficult to monitor and address the actions of non-directors, visitors should be allowed to attend an *in camera* session only if their presence is necessary and with a majority vote of the Board of Directors. Non-directors and visitors shall sign a *Confidentiality and Conflict of Interest Agreement* before participating and/or presenting in an *in camera* session.

#### 6.2. *In Camera* Minutes

6.2.1. *In camera* minutes shall be recorded at any time the Board decides to move *in camera* to discuss an agenda item.

6.2.2. The Board Scribe and Policy & Transition Manager shall be included in *in-camera* sessions to be the official recorders of the minutes and motions that arise from *in-camera* sessions.

6.2.2.1. The Board Scribe and Policy & Transition Manager shall not be included in *in camera* sessions where the topic of discussion pertains to any staff, Director, or Executive human resources issue.

6.2.3. Any Director, including an Executive Officer, who is currently ratified to the Board of Directors, shall have access to any approved *in camera* minutes stored by the organization by contacting the Policy & Transition Manager.

6.2.3.1. The Board Chair shall also have access to *in-camera* minutes.

6.2.3.2. The Board of Directors shall have the power to grant access to *in camera* minutes, either in full or in part, to anyone not previously mentioned by a two-thirds majority vote.



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- 6.2.4. A hard copy of *in camera* minutes shall be distributed *in camera* at a subsequent Board Meeting to be approved by the Board by a simple majority vote.
- 6.2.5. All motions decided during *in camera* sessions shall be recorded in public minutes.
- 6.2.6. *In camera* minutes will be stored electronically by the Policy & Transition Manager.

### 6.3. Procedures Following Accusations of a Breach of Confidentiality

- 6.3.1. All accusations of a breach of confidentiality must be made to the Chair of the Board via email.
- 6.3.2. A brief presentation of the allegation shall be made by the Chair at the first Board Meeting following knowledge of the allegation. This shall take place under New Business. This presentation shall not include the names of any of those involved, or any information that would directly lead to the identity of any of those individuals.
- 6.3.3. The Board shall then appoint a committee to hear the allegations. The committee shall consist of four Board members. Although not necessary, it would be beneficial to have the Chair of the Board also sit on this committee. This committee shall meet within three days of this Board Meeting and must make a presentation at the next Board Meeting. Hopefully, this report will lead into a full hearing into the case. If, however, the committee feels that it must have more meetings, the matter can be deferred to (but no later than) the next Board Meeting after that.

The purpose of this committee is not to bring forward recommendations to the Board of Directors. Instead, this committee is designed to ensure that the person accused of the breach in confidence is fully aware of all the accusations against them. It is also an opportunity for the accused to plead their case to their accuser(s) that no breach had occurred on their part. If they are successful, the committee would simply report to the Board that the issue has been resolved. Committee members will also take this opportunity to review the evidence against the individual in question and recommend to their accuser(s) any additional information that the Board may ask for.

Hopefully, the committee will be able to ensure that all of the relevant information is brought to the Board. It will ensure that the accused has sufficient time to prepare their case. This will aid in the fair treatment of the accused, as well as ensure that a more organized and thorough discussion can take place at the Board level.

- 6.3.4. When the case is brought to the Board by the committee, all proceedings shall move *in camera*.





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### 6.4. Order of Proceedings

- 6.4.1. The Chair of the committee shall make a brief introduction. First, they shall state the charge that has been made. Second, they shall outline the procedures that the committee followed to assure the Board that the committee has acted properly.
- 6.4.2. The person(s) charging a breach of confidence shall present all of their evidence. They may not present any information that the committee and the accused have not heard. If this evidence is presented, the proceedings shall come to an immediate close.
- 6.4.3. The accused shall then have the opportunity to defend themselves. They too may not present any evidence that has not been heard before the committee.
- 6.4.4. The Board of Directors shall then deliberate on the matter and reach a decision as to whether or not the accused has violated the confidence of the *in camera* session. The Board must make a decision at the first regularly scheduled meeting after the committee has finished meeting.
- 6.4.5. If found to have breached the confidentiality of an *in camera* session, the person(s) in question may appeal, if and only if, significant new information is brought to light. Whether or not this information is substantive enough to warrant hearing an appeal shall be decided upon by the Board, but they should only rule against the accused in cases where the information has no merit or relevance.
- 6.4.6. The Board will then decide what action is to be taken. This requires a simple majority of the Board. When a decision has been reached, the Board shall move out of *in camera*, at which time the decision shall be written and voted on in a formal motion.

### 6.5. Suggested Penalties

- 6.5.1. Directors including Executive (in order of severity):
  - A written apology to those directly affected
  - A written apology to the CSA and those affected to also be sent to the Ontario
  - Removal from the Board of Directors (which for an Executive Officer would include impeachment procedures).
- 6.5.2. CSA staff
  - If a staff member is found to have violated the confidentiality of an *in camera* session, appropriate disciplinary action may be taken because they have "...demonstrably harmed or hindered the activities or interests of the CSA." (By-law 6.1.)
  - All disciplinary action must be in accordance with CSA By-laws and the Human Resources Policy.