

SAHC Policy #1 – BOARD OF DIRECTORS

CATEGORY: Policies

SUBJECT: Board of Directors Policy

EFFECTIVE DATE: September 2025

LAST UPDATE:

PURPOSE:

This policy outlines the governance responsibilities, structure, procedures, and annual calendar of the Board of Directors for the Association. It ensures transparency, accountability, and effective oversight of the Association. The Board governs the Association in accordance with applicable legislation, the Association’s Bylaws, and this policy. The Board may create policies, rules, and procedures consistent with its legal and fiduciary responsibilities.

SUBJECT: *Board of Directors*

EFFECTIVE DATE: *September 2025*

LAST UPDATE:

The affairs of the Association shall be managed by a Board of Directors.

1 BOARD COMPOSITION

1.01 The Board of Directors shall be composed of:

- (i) Four (4) students who are current members of the Student Advisory Council and who have been selected by the members of the Student Advisory Council to sit on the Board of Directors;
- (ii) The Executive Director (ex-officio, non-voting); and
- (iii) One (1) College Staff Member (ex-officio, voting)

2 DIRECTOR ELIGIBILITY

2.01 Each Director, with the exception of the Executive Director and the College Staff Member, shall be a Member of the Association in good standing.

- 2.02** Each Director, with the exception of the Executive Director and the College Staff Member, shall be a member of the Student Advisory Council.
- 2.03** Directors, with the exception of the Executive Director and the College Staff Member, are to be appointed in accordance with Bylaw 8 and confirmed at each Annual General Meeting.
- 2.04** Directors, with the exception of the Executive Director and the College Staff Member, shall be prohibited from serving the organization as employees or agents during their term.
- 2.05** With the exception of the President and Vice-President, the Executive Director and the College Staff Member, no Director shall be eligible to serve more than two (2) consecutive terms. After an absence from the Board of Directors for at least one (1) year, a Member who has previously held a position on the Board of Directors shall be eligible to be appointed as a Director.

3 ROLES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS

- 3.01** The Board shall govern the business and affairs of the Association on behalf of the Members and may make further policies and decision regulating the conduct of the organization, including board member conduct, provided such policies and decisions are consistent with legislation governing the organization and the Bylaws.
- 3.02** The Board shall be responsible for the legal and financial oversight of the Association, including approving the budget, preparing financial reports, and preparing the strategic plan for the Association in accordance with the Annual Governance Calendar.
- 3.03** The Board shall review and prepare governance documents on an annual basis in accordance with the Annual Governance Calendar.
- 3.04** Subject to the Act and the Bylaws, the Board may from time to time, make bylaws, policies, rules and regulations affecting the organization and the affairs of the Association. In the event of any conflict or inconsistency between such policies, rules and regulations and the Bylaws, the Bylaws shall prevail.
- 3.05** The Board shall hire and employ an Executive Director in accordance with SAHC By-Laws. The Executive Director shall report to the Board as whole and shall be responsible for:

- (i) Day-to-day operations and management of the Association in accordance with organizational policy and strategic direction set by the Board.

- 3.06** The Executive Director or their designate shall act as the Association’s Corporate Secretary, responsible for the custody and maintenance of all organizational books and records, including minutes and proceedings of Board and General Meetings.
- 3.07** The Board shall have minimal engagement in the programming and operations of the Association.
- 3.08** The Board shall be responsible for the general management of the affairs, funds, and records of the Association.
- 3.09** The Board may appoint such committees, from time to time, as shall be necessary in managing the affairs of the Association and shall set out their name, designation and responsibilities.
- 3.10** The Board shall appoint proper signing officers from its number, which officers shall be responsible for the withdrawal of funds from bank accounts, signing all cheques, notes and obligations of the Association.
- 3.11** It will be the duty and responsibility of the Board to ensure that any moneys raised through government assistance, all donations, and corporate sponsorship are used in accordance with the objectives of the Association.
- 3.12** The Board may call referenda on issues to be decided by the Member and may establish rules and regulations regarding such referenda.
- 3.13** The Board shall approve the Annual Budget each year.

4 REMOVAL AND VACANCIES OF DIRECTORS

- 4.01** Any Director shall immediately cease to hold their position, and their seat shall automatically be vacated upon any of the following circumstances:
 - (i) The Director no longer meet Board Eligibility Requirements;
 - (ii) The Director breaks the Holland College student code of conduct, morals of the Association, or acts against the objects and purposes of the Association;
 - (iii) The Director completes the term of office;
 - (iv) The Director ceases to be a Member of the Association;

- (v) The Director has the status of bankrupt;
- (vi) The Director has been convicted of a criminal offence during their term;
- (vii) The Director has been deemed incapable by lawful authority;
- (viii) The Director is absent from three (3) consecutive meetings of the Board without providing a reason satisfactory to the Board;
- (ix) The Director gives notice in writing to the Association that they have resigned from their office;
- (x) The Director is removed by Special Resolution; or
- (xi) The Director dies.

4.02 Any Director, including the President and Vice-President, and with the exception of the Executive Director and the College Staff Member, may be removed for cause from their position on the Board of Directors by three-quarters (3/4) vote of the Board of Directors.

4.03 The Board of Directors may approve medical leaves of absence or reinstate a Director who has been absent for medical reasons.

4.04 The Members may remove the Board of Directors or any of its Directors by a signed petition with bona fide signatures of a simple majority of Members collected over a period of not more than thirty (30) days.

4.05 If the office of the President is vacated for any reason during the course of a term, the Vice-President shall assume the office of President for the remainder of that term.

4.06 If the office of Vice-President is vacated for any reason during the course of a term, the Board shall appoint a new Vice-President from the remaining Directors on the Board for the remainder of that term.

4.07 Unless filled by Members in the course of removing a Director, Board vacancies need not be filled by the Board or Members provided that they account for less than one-third (1/3) of the number of Directors.

4.08 Should Board vacancies account for one-third (1/3) or more of the number of Directors the Directors shall without delay call a Special Meeting to fill the vacancies and, if they fail to call a meeting or if they are no Directors then in office the meeting may be called by any Member. Vacancies filled pursuant to this section shall be filled by the candidates who receive the most votes.

4.09 A Director who is appointed to fill a vacancy shall hold office for the unexpired term of the Director's predecessor.

5 RESIGNATION OF DIRECTORS

5.01 Directors may resign from their position, without prejudice, by notifying the Board in writing of such intent.

6 APPOINTMENT OF DIRECTORS

6.01 Subject to the provisions of the *Act* and the Bylaws:

- (i) Directors, except for the Executive Director and the College Staff Member, shall be appointed by the Student Advisory Council.
- (ii) The Executive Director is to be hired by the Board; and
- (iii) The College Staff Member shall be appointed by the College.

7 TERM OF OFFICE

7.01 With the exception of the Executive Director and the College Staff Member, the term of office for each Director shall be one (1) year 1st following their appointment or, if no successor is appointed by the expiry of the one (1) year term, to expire when a successor is appointed.

7.02 The College Staff Member shall be appointed for a term of at least two (2) years and may be renewed.

7.03 The Executive Director shall continue to be a Director of the Board for as long as they are employed as the Executive Director of the Association, unless removed in accordance with these Bylaws.

8 APPOINTMENTS

8.01 With the exception of the Executive Director and the College Staff Member, Directors will be appointed from the current members of the Student Advisory Council and selected by the current Student Advisory Council.

8.02 At each Annual Meeting, the appointments to the Board of Directors shall be confirmed.

SUBJECT: *Meetings of the Board*
EFFECTIVE DATE: *September 2025*
LAST UPDATE:

9 CALLING MEETINGS

9.01 Meetings of the Board may be called by the President, the Vice-President, the Secretary or any two (2) Directors and shall be held at the place specified in the notice.

10 ANNUAL MEETING

10.01 The Board shall hold its Annual Meeting as soon as reasonably possible following the Annual Meeting of the Association for the purpose of and the selection and appointment of Officers and the transaction of any other business, and notice shall be provided in accordance with section 9.05 of this Bylaw.

11 REGULAR MEETINGS

11.01 The Board shall meet and hold at least six (6) regular meetings of the Board per year. The Board may appoint six (6) or more days each year for regular meetings of the Board at a set place and time. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director as soon as possible after being passed, but no further notice shall be required for any such regular meeting except as may be required pursuant to the Act.

12 SPECIAL MEETINGS

12.01 Special Meetings of the Board may be called at any time by, or at the request of the President or the Vice- President of the Association. In the absence of a President and Vice-President, a Special Meeting of the Board may be called by any other Director.

13 NOTICE OF MEETINGS

13.01 No notice need be given of any annual meeting, unless the place of such meeting will be other than Holland College. If the annual meeting is to take place anywhere other than at Holland College, written notice of the place, date and hour of such meeting shall be mailed to all members of the Board not less than

fourteen (14) days before the date of the proposed meeting to the usual address of every member of the Board. Written notice of a Special Meeting, stating the place, date and hour, and agenda stating the purpose for which such meeting is called, shall be mailed not less than fourteen (14) days before the date of the meeting to the usual address of every member of the Board. Any such notice shall be deemed to have been given when mailed or e-mailed.

14 WAIVER OF NOTICE

- 14.01** Any member of the Board may waive notice of any meeting by submitting a signed waiver, whether before or after the meeting. The attendance of a member of the Board at any meeting shall constitute a waiver of notice of such meeting, except where the Board member protests, at any meeting, any lack of notice to him or her.

15 ELECTRONIC ATTENDANCE

- 15.01** Any member of the Board may attend any meeting of the Board telephonically, or by video teleconferencing when such is available. The Board shall take steps to accommodate such telephonic appearance or video teleconferencing at Board meetings whenever requested.

16 QUORUM

- 16.01** A majority of the members of the Board who are engaged in office, from time to time, shall constitute a quorum at all meetings of the Board. The vote of a majority of the Board entitled to vote shall be sufficient to act upon any matter that may properly come before the Board, unless a greater vote is required by law.

17 PROCEEDINGS AT BOARD OF DIRECTORS MEETINGS

- 17.01** Board of Directors meetings shall be conducted in accordance with applicable legislation, these bylaws, policies of the Association and Robert's Rules of Order.

18 VOTING AT BOARD MEETING

- 18.01** At any meeting of the Board of Directors every question shall, unless otherwise provided by the Bylaws or by the Act, be determined by Ordinary Resolution of the Directors.

- 18.02** With the exception of the Executive Director, which is a non-voting member of the Board of Directors, each Director shall have one vote.
- 18.03** Proxy votes and absentee voting shall not be allowed.
- 18.04** In the event of a tie, the Chair of the meeting in addition to an original vote shall have a second or casting vote.

19 MINUTES OF BOARD MEETINGS

- 19.01** Minutes of each Board meeting shall include a record of:
- (i) The names of the Board members in attendance;
 - (ii) All motions and votes; and
 - (iii) A summary of matters discussed.
- 19.02** Draft Board meeting minutes shall be provided to Board members for review no later than one (1) week following each Board meeting. The Board shall vote to approve draft meeting minutes as an accurate record of the Board's proceedings at a subsequent meeting. Approved minutes shall be made publicly available.

20 ADJOURNMENTS

- 20.01** A majority of the Directors present at any Board meeting, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of any adjournment of any meeting of the Board to another time and place shall be given to the Directors who were not present at the time of the adjournment, and unless such time and place are announced at the meeting, to the other members of the Board.

SUBJECT: *Officers*

EFFECTIVE DATE: *September 2025*

LAST UPDATE:

21 OFFICERS

- 21.01** At the first meeting of the Board, the Board shall elect from its own number its officers, who shall serve with remuneration in accordance with the policies established by the Association, which shall be in addition to any remuneration provided to them as members of the Student Advisory Council.

- 21.02** The officers of the Association shall include the following: President, Vice-President, Executive Director, Secretary and Treasurer.
- 21.03** The role of President and Vice-President must be one of the students appointed by the Student Advisory Council.
- 21.04** The officers shall have such duties and rights as their respective offices imply and as provided by these Bylaws.
- 21.05** The offices of the Secretary and Treasurer may be held by one and the same person.
- 21.06** Any Officer, other than the Executive Director, may be removed by resolution of the Board at a meeting of which notice of intention to present such resolution has been given to all Directors.
- 21.07** The Executive Director may be removed by a two-thirds (2/3) vote of the Board at a meeting of which notice of intention to present such resolution has been given to all Directors, and such a decision to remove the Executive Director must be confirmed and approved by the College. For greater clarity, once a two-thirds (2/3) vote of the Board in favour of removing the Executive Director is obtained, the College will be notified of the vote and have the responsibility of making the decision as to whether the Executive Director shall be removed. Legal counsel of the Association may attend such meeting at which the removal of the Executive Director is being considered.

22 DUTIES OF OFFICERS

22.01 President:

- (i) The President shall supervise and control the operations of the Association if there shall be no Executive Director in office.
- (ii) The President may call meetings of the Board and shall preside at all meetings of the Board when present at such meetings and shall be referred to as the Chair of these meetings.
- (iii) The President shall sign all documents requiring signature of that office and have the other powers and duties prescribed by the Board.
- (iv) The President ceases to be the President and a Director of the Association upon their death, the effective day of their retirement, suspension, or the appointment of their successor.

22.02**Vice – President:**

- (i) The Vice President shall preside at meetings of the Board whenever the President is not present.
- (ii) The Vice President may call meetings of the Board.
- (iii) The Vice President shall be an executive officer of the Association in the conduct of its affairs.
- (iv) The Vice President ceases to be the Vice President and a Director of the Association upon their death, the effective day of their retirement, suspension, or the appointment of their successor.

22.03**Executive Director**

- (i) The Executive Director shall be the Chief Executive Officer of the Association and shall, subject to the direction of the Board, supervise and control the operation of the Association. The Executive Director is accountable to the Board for all the work of the Association's staff in achieving the organization's purposes and objectives. All motions and votes; and
- (ii) The Executive Director shall be responsible for providing support to the Board, monitoring the performance of staff, and establishing and revising management policies.
- (iii) The Executive Director shall have the right to receive notice of, to attend, and to speak at but not vote at all meetings of the Board, any committee of the Board, including the Executive Committee, if any, and any meetings of the Members, except those meetings where the terms of employment, compensation or performance of the Executive Director are discussed.
- (iv) The Executive Director shall attend and provide professional support to students at meeting with the College, government, or other external officials.
- (v) The Executive Director shall attend all Board meetings and all other retreats or events held by the Board.
- (vi) The Executive Director shall also be the Secretary and Treasurer of the Association.

22.04 Secretary:

- (i) The Secretary shall keep the minutes of the meetings of the Board and of the Association and shall keep such books and records as may be prescribed or deemed necessary. They shall attend to all the correspondence of the Board, prepare and receive all notices and documents, draft the minutes of all meetings and report thereon to the Board, and generally perform all the ordinary duties of a secretary. They shall have custody of the corporate seal and shall have the power to certify all documents. They shall perform such other duties as may be required of him or her from time to time by the Board.

22.05 Treasurer:

- (i) The Treasurer shall have charge and custody and be responsible for all funds of the Association which they shall deposit in the Association's name in such bank as may from time to time be designated by the Board and shall have charge of the finances of the Association and shall keep such books and records as may be prescribed or deemed necessary. They shall submit a financial statement at the end of each fiscal year and whenever requested to do so by the Board.

SUBJECT: *Board Training & Performance*

EFFECTIVE DATE: *September 2025*

LAST UPDATE:

23 BOARD TRAINING

23.01 Orientation must be provided to all new Directors.

23.02 Includes a booklet and presentation prepared by the ED and legal counsel.

24 BOARD PERFORMANCE REVIEW

24.01 Conducted annually in February.

24.02 Self-evaluation via survey.

24.03 Results are used to identify development areas.

25 EXECUTIVE DIRECTOR OVERSIGHT / PERFORMANCE REVIEW

25.01 Conducted annually in March by a committee made up of:

- (i) One Board member
- (ii) College Staff Board member
- (iii) SAHC full-time staff member

SUBJECT: *Reporting & Transparency*

EFFECTIVE DATE: *September 2025*

LAST UPDATE:

26 QUARTERLY REPORTS (PROVIDED BY ED)

26.01 Due in:

- (i) **October** (Q2: July 1 – Sept 30)
- (ii) **January** (Q3: Oct 1 – Dec 31)
- (iii) **April** (Q4: Jan 1 – Mar 31)
- (iv) **July** (Q1: Apr 1 – Jun 30)

26.02 Each report must include:

- (i) Budget vs. actuals with amendment suggestions.
- (ii) Operational and service delivery updates.
- (iii) SAC and Campus Engagement Committee (CEC) updates.
- (iv) Policy updates, if applicable.

26.03 These reports are also submitted to Holland College.

27 ANNUAL GOVERNANCE CALENDAR

Month:	Activities:
September	<ul style="list-style-type: none"> (i) Approve audited financials (ii) Set Board meeting dates (12 months) (iii) SAC Board appointments (iv) Board Training
October	<ul style="list-style-type: none"> (i) Set AGM date (ii) Budget amendments & approval (iii) Approve goals & strategic plan (iv) Q2 Report
November	<ul style="list-style-type: none"> (i) Plan and hold AGM (ii) Present financials, goals, strategic plan
December	<i>(No scheduled governance tasks)</i>
January	<ul style="list-style-type: none"> (i) Review Board Policy & Bylaws (ii) Q3 Report (iii) Ongoing Board Training
February	<ul style="list-style-type: none"> (i) Appoint Auditor (ii) Decide SA & health plan fees (iii) Coordinate SAC appointments (iv) Board Self-Evaluation
March	<ul style="list-style-type: none"> (i) ED Performance Review (ii) Approve Budget (iii) SAC Board appointments
April	<ul style="list-style-type: none"> (i) Q4 Report (ii) Board Training

May	<i>(No scheduled governance tasks)</i>
June	<i>(No scheduled governance tasks)</i>
July	(i) Q1 Report
August	(i) Coordinate SAC appointments (ii) HC Staff Board member to assign CEC staff for each campus

28 ANNUAL GOVERNANCE CALENDAR

28.01 This Governance Policy is reviewed annually as part of the Board's scheduled activities. Amendments must be approved by the Board.

