

2014 Governance Review Governance: Effectiveness Assessment Report

Federation of Students, University of Waterloo

Produced by: *Global Governance Advisors (GGA), Inc.*

Made public by: Feds' Board of Directors (20 September 2018)

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WORKING DRAFT FOR DISCUSSION

GLOBAL
GOVERNANCE
ADVISORS

Governance:

Effectiveness Assessment Report



Strictly Private and Confidential

May 21, 2014

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Background & Introduction

- Global Governance Advisors (“GGA”) has been retained by the Federation of Students, University of Waterloo (“Feds”) to complete a governance review of its organization.
- To further its commitment to good governance and market best practices, Feds Board members participated in interviews with GGA advisors and also had GGA review all of the Feds’ available corporate governance documents.
- This report contains the following analyses which specifically includes:
 - ❖ An Executive summary of the project and its findings;
 - ❖ An overview of GGA’s assessment methodology;
 - ❖ Questionnaire and assessment results, which include:
 - Objective scoring; and
 - Response and oversight observations.
 - ❖ Overall recommendations and next steps.
 - ❖ An overview of the generally accepted role of a non-profit Board of Directors;

Section I

Executive Summary

Executive Summary

- During this process, GGA conducted interviews and discussions with all of the Feds' Executives and Board members, Students' Councilors and senior managers. During the interviews, GGA collected assessment information as well as gathered the views, opinions, and understanding of the Feds' current governance policies and practices.
- The interviews were designed to collect objective as well as subjective information to assess the overall effectiveness of the Feds governance activities.
- The results suggest that the Feds organization has experienced some difficulties but is committed to improvement and is focused on establishing a strong governance foundation. It is recommended that the Feds organization continue to foster its commitment to continuous improvement and ensure that its members remain open to change.
- A full outline of GGA's recommendations are provided on pages 76 to 82 and a summary of the recommendations are broken down into the following areas:

Governance Documents

- The Students' Council should annually assist the President in a thorough review of all official Feds policies and practices.
- The Board should collectively review and become familiar with all existing business contracts.
- Additional changes and revisions should be considered in the existing Feds by-laws.

Communication

- Many of the existing governance deficiencies can be associated with a lack of communication.
- The Students' Council should be tasked with the creation of a strong communication policy for all aspects of the Feds organization.
 - ❖ Communication between all aspects of the organization should be strengthened.
 - ❖ Formal connections should be established with the Imprint.
 - ❖ Information should be clearly posted on the Feds website in a timely manner.

Executive Summary ^{cont'd}

Accountability

- The Executives, Board and senior managers should work together to annually establish a 12 month strategic business plan that sets a strong foundation and focus for the business and its employees.
- As outlined in the previous section, a strong communication plan can help make leaders accountable within the organization and to help strengthen accountability with the student members.

Focus

- GGA's primary recommendation is to be clear with each group on what its role is and then allocate work that naturally fits within the scope of responsibilities for each group. Building on the previous thematic areas, communication between each organization and holding people accountable for their responsibilities and actions will be of the utmost importance if the Feds governance effectiveness is to improve:
 - ❖ **Students' Council** – should be responsible for the collection and communication of student interests for all Feds' activities. It should be the focal point for the drafting, testing, and implementation of all Feds' policies and procedures which in turn provides a student-approved lens through which all Feds activities should flow/operate through.
 - ❖ **Executive Committee** – should be responsible for the general day-to-day business dealings.
 - ❖ **Board of Directors** – should be responsible for the strategic oversight of all Feds' business operations as well as providing assurance that the business operations are in line with the policy framework established by the Students' Council.
- Proper training should also help leaders become more effective within their roles and therefore should be made available in the areas outlined within this report.
- The student members have chosen individuals to represent them within various levels of the organization. These representatives should be fully committed to fulfilling the responsibilities of their roles and representing the interests of the student members. If not, they should have no place within the Feds organization.

Next Steps

- The Board should discuss what actions it would like to take and consider establishing a Governance Committee that can develop an action plan for the full Board to review and approve.
- Recommended training elements should be established and delivered.
- Follow-up assessments should be conducted on an annual or bi-annual basis to ensure that the Board is making appropriate strides in the areas of concern and that it is properly evolving as it takes the necessary steps to meet its anticipated growth.

Section II

Assessment Methodology

Effectiveness Assessment Interview (*Names Redacted*)

GGA conducted interviews with the Feds Executive, Board members, Students' Councilors, and full-time business managers in order to collect assessment information as well as their views, opinions, and understanding of the Feds' governance policies, practices and capabilities.

Specifically, GGA conducted interviews and discussions with the following individuals:

Position	Position
President, Board Member, and Council Member	Orientation & Community Events Manager
Vice President Education, Board Member, and Council Member	IT Manager
Vice President Internal, Board Member, and Council Member	Services Manager
Vice President Operations & Finance, Board Member and Council Member	Accounting Manager
Board Chairperson, Council Member	Bombshelter Pub Manager
Board Member and Incoming President	Clubs Manager
Board Member and Council Member	Director, Marketing & Communications
Board Member	Societies Accountant & Administrative Asst.
Board Member, Incoming Vice President Education	UW Human Resources Advisor*
Non-voting Board Member and General Manager	Council Member

* Discussion with UW Human Resources Advisor pertained explicitly to the current HR arrangement that exists between the main campus and the Feds.

Effectiveness Assessment Interviews ^{cont'd}

- The following are the broad themes covered in the interviews:
 1. **Board Composition:** Questions pertain to the size and structure of the Board, including member skill, selection and affiliation.
 2. **Board Roles and Responsibilities:** Questions pertain to the existence of policies and practices that enable the Board to effectively accomplish its duties.
 3. **Board Committees:** Questions relate to the existence of policies and practices that enable Board committees to effectively accomplish their duties and likewise enable the Board to be better focused on its overarching responsibilities.
 4. **Board Practices:** Questions relate to the existence of policies and practices pertaining to planning, communication and general oversight functions.
 5. **Board Performance:** Questions relate to the existence of policies and practices pertaining to the assessment of Board performance and the communication of accomplishments.
 6. **Students' Council:** Questions pertain to capabilities, performance and effectiveness of the Council.
 7. **Staff Communication:** Questions pertain to the relationship and interaction between the full-time staff, Executive and the Board.

Questionnaire

- The first five sections of the questionnaire were based on standard governance assessment criteria that primarily focused on the existence of appropriate policies and processes.
- Due to the length of the questionnaire and an attempt at keeping each interview as succinct as possible, questions within section one were solely used in the interviews with the four Fed Executives.
- Section seven only focused on full-time staff interactions and therefore were only presented to the nine staff interviewees.

Effectiveness Assessment Interviews ^{cont'd}

Responses and Ranking Methodology

- A ten-point ranking scale was used for all of the questions. This ranking methodology provides objective performance results that can be tracked in the future. A general description of the minimum and maximum rankings are as follows:
 1. **Weak:** The composition, role and responsibilities, and practices of the Board are not, in a material way, what is considered necessary, given the nature, scope, complexity, and risk profile of the institution. Board performance has demonstrated serious instances where effectiveness needs to be improved through immediate action. Board characteristics and/or performance often do not meet generally accepted corporate governance practices.
 10. **Strong:** The composition, role and responsibilities, and practices of the Board meet or exceed what is considered necessary, given the nature, scope, complexity, and risk profile of the institution. The Board has consistently demonstrated highly effective performance. Board characteristics and performance are superior to generally accepted corporate governance practices.
- For each question, in addition to the objective ranking above, GGA asked interviewees to provide additional commentary and/or evidence for the score provided. The addition of subjective commentary helps to probe further into the rank responses, allow interviewees to think further on the issue, and most importantly helps GGA collect information on areas where the Fed's organization might improve.
- GGA consolidated all interviewee responses into one general statement for each of the questions.

Questionnaire Interviews

- Although a more cursory assessment could have been conducted through a short document review and a few short interviews with two or three key Board members, this assessment intentionally included interviews with the majority of the Board Members, Students' Council Members, and full-time senior managers.
- The purpose of this level of involvement was to actively engage a broad group in the evaluation in order to stimulate discussion and provoke additional thinking around the Fed's governance policies and procedures.

Document Review

The following is an outline of the methodology used by GGA in the Feds governance effectiveness assessment.

Board Document Review

- GGA reviewed all Board materials provided by the Feds.
- This list included the following documents:
 - ❖ 2013 -14 Feds Information Booklet
 - ❖ Federation of Students By-Laws (August 2013)
 - ❖ Federation of Students By-Laws (March 2014)
 - ❖ Proposed Federation of Students By-Laws (July 2013)
 - ❖ Feds By-Laws 2.0: Strengthening Feds Governance
 - ❖ Students' Council Policies (Spring 2013)
 - ❖ Students' Council Procedures (Spring 2013)
 - ❖ Federation of Students, University of Waterloo Election By-law and Procedure (August 2010)
 - ❖ Election & Referendum Procedures (January 2014)
 - ❖ Charter of the Federation of Students, University of Waterloo
 - ❖ Memorandum of Understanding Federation of Students Societies Agreement
 - ❖ Federation of Students Long Range Plan 2011
 - ❖ Pub Operating Agreement 2010
 - ❖ Tim Hortons Agreement 2004
 - ❖ UW UPASS Agreement 2008
 - ❖ UW Memorandum of UPASS Agreement 2007
 - ❖ Health Services Extension Agreement 2010
 - ❖ Health Services Amendment 2010
 - ❖ Student Health Insurance Entente 2008
 - ❖ Student Life Centre Operating Agreement 2013
 - ❖ Procedure 20 (Proposed Statement) 2014
 - ❖ DRAFT- Director's Code of Conduct, Conflicts of Interest, and Confidentiality 2014
 - ❖ DRAFT Executive Committee Code of Conduct 2014
 - ❖ Draft Procedure 20 (April 2014)
 - ❖ Notes from Board Training Session 2013

Section III

Questionnaire Responses & Assessment

Scoring Overview

Section Averages

Section Theme	Number of Questions	Average Out of 10
1. Board Composition	5	4.76
2. Board Roles and Responsibilities	20	4.81
3. Board Committees	5	3.48
4. Board Practices	14	4.22
5. Board Performance	2	4.43
6. Students' Council	8	3.92
7. Staff Communication	3	5.63

Interviewee Concern

- As indicated in the summary table above, all sections received low average scores out of a ten-point scale.
- Overall, this indicates that there is a high concern with regard to all aspects of governance within the Feds' organization.

Remainder of this Section

- The remainder of this section covers each individual question and presents each question's overall:
 - ❖ Response rating;
 - ❖ Interviewee response summary; and
 - ❖ GGA insights and recommendations.

Business and Growth Strategies

- The comments provided below have been paraphrased or slightly altered whenever necessary in order to retain the anonymity of the interviewees. These comments are a brief summary of the key issues identified during the interviews that specifically pertain to the Feds' business strategy and on what will be required for the strategy to be successfully achieved.
 - ❖ This purpose of this introduction was to help focus the interviewees on what they believed to be the principal focus of the Feds' organization and businesses.

Business / Growth Strategy

- The formal mission of the Feds is to serve, empower and represent the undergraduate students of the University of Waterloo.
- This includes:
 - ❖ Filling gaps in services that are not provided by the University.
 - ❖ Advocating for student interests.
 - ❖ Providing affordable services for students.
- There is some concern that not enough effort is placed in the establishment and communication of the annual business strategy.

Requirements to Fulfill the Strategy

- The Executive, Board and staff need to work cohesively.
- Communication needs to be strong.
- A strong understanding of what the students want and need.
- A strong relationship with the university.
- Sometimes requires the Feds to do things that the student stakeholders may not understand.

Section 1: Board Composition

1.1 Compliance with the provisions of enabling legislation.

Response Rating

Respondents **5**

Scoring **6.3/10**



Interviewee Responses

- To the most part, the Feds does its best to remain compliant.
- Unfortunately we are not always sure when we are in or out of compliance.
- We tend to rely on our lawyer and spend a lot on legal fees.

GGA Insight

- All Board members don't need to be intimately acquainted with legislative provisions but should, at the least, be aware of what the provisions are.
- Changes in governance legislation are normally introduced over long periods of time (e.g. updating of the Canada Not-for-profit Corporations Act)
- Knowing what legislation currently applies to the Corporation will enable the Feds to properly monitor and prepare for any pending legislative changes/requirements.
 - ❖ An updated list of enabling legislation should be provided to all Board members.
 - ❖ A legal overview of legislation requirements could be provided within Board training sessions.

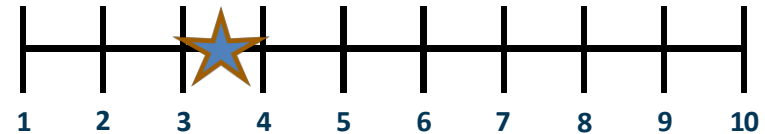
Section 1: Board Composition ^{cont'd}

1.2 Adequacy of policies and practices to regularly determine Board size, range of directors' qualifications, knowledge, skills, experience, and the level of commitment required to fulfill Board responsibilities.

Response Rating

Respondents **5**

Scoring **3.5/10**



Interviewee Responses

- There are no base requirements to be elected onto the Board.
- The current size of the Board is adequate to meet our current requirements.
- There is a lot of value having the Executives and the General Manager (“GM”) sit as members of the Board.
- Changes to the Board were made at a recent AGM and primarily the role of the President and Chair were separated.
- We can only remove members at a general meeting.

GGA Insight

- The Feds Board is almost fully renewed on a 12 month cycle which does not enable the Board to fully develop a longer-term corporate memory.
- Because of the lack of background and skill requirements as well as the turnover cycle:
 - ❖ It is best that the Executive team remain full members of the Board because these are the individuals that are the closest to ongoing business management issues.
 - ❖ The GM should remain a non-voting member of the Board to provide some additional corporate knowledge and consistency on a year-over-year basis.
 - ❖ Full Board education training should be offered at the beginning of each new Board cycle preferably in May or June of each year.
- The Chairperson plays a critical role in guiding discussions and Board schedules and therefore it is recommended that, if possible, the Chairperson be someone that has already served a full year on the Board.

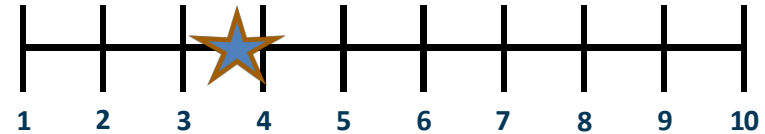
Section 1: Board Composition ^{cont'd}

1.3 Appropriateness of Board size, range of directors' qualifications, knowledge, skills and experience, and level of commitment available to fulfill Board responsibilities.

Response Rating

Respondents **5**

Scoring **3.7/10**



Interviewee Responses

- It was generally agreed that the current number of Board members is sufficient to meet the needs and obligations of the Board and the stakeholders it serves.
- Board members sometimes are able to gain knowledge on topics by using facts and figures that are not challenged or truly investigated.

GGA Insight

- Unfortunately, Board members tend to focus more on each others' motives and the technicalities of the rules of order and not on the key issues at hand.
- Meeting bi-weekly is a strong indication that the Board has been working on a micro management level and not at the strategic level that it should focus on.
- Full Board education training should be offered at the beginning of each new Board cycle preferably in May or June of each year.
 - ❖ Meeting facilitation training should be offered to the chosen Chairperson around the same time.
- Board information packages should be provided to all new Board members and members should be familiar with the material prior to the training.

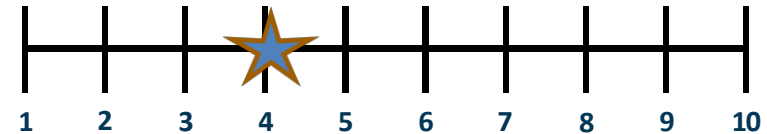
Section 1: Board Composition ^{cont'd}

1.4 Adequacy of policies and practices to recommend the selection, approval, renewal, and succession of directors.

Response Rating

Respondents **5**

Scoring **4.1/10**



Interviewee Responses

- Nothing is in place to facilitate Board succession planning.

GGA Insight

- Due to the current cyclical nature and ongoing renewal of the Feds Board, it would be difficult to establish selection/success criteria for future Board members.
- It should be the moral obligation of current Board members to seek out and encourage strong candidates who could work in the best interest of the Feds and its stakeholders.
- Currently the Board is comprised of the Executive members, at large members and the General Manager as a non-voting member.
 - ❖ Under the current Board composition, at large members could be uniformly from one faculty, club, etc.
 - ❖ Therefore, GGA recommends that consideration be given to changing the at large positions to faculty and college-specific positions to help mitigate the risk of one group gaining a controlling influence within the Board.

Section 1: Board Composition^{cont'd}

1.5 Adequacy of policies and practices to ensure that there is sufficient unaffiliated representation on the Board.

Response Rating

Respondents **10**

Scoring **6.2/10**



Interviewee Responses

- All conflicts are formally declared and signed prior to starting on the Board.
- Members are expected to remove themselves from meetings when declared conflicts are identified.
 - ❖ These expectations are voluntary.
- The Feds four Executive members are all paid employees and are full voting members of the Board.

GGA Insight

- Given the general lack of corporate knowledge and experience due to the 12 month cyclical turnover of Board members, it is appropriate under these circumstances to keep all four Executive members on the Board considering that they are the closest to the day to day business operations.
 - ❖ Given the fact that the four Executives do not control the majority of the votes, the Board is still able to retain an acceptable balance of power.
- A newly proposed Board Code of Conduct addresses issues such as conflict of interest. Sub bullet G, III, a. should be moved to Section E: Conflict of Interest Guidelines and address any situation where quorum may be affected by determined conflicts.
 - ❖ However, this is a document that the Students' Council should have produced under their defined responsibilities.

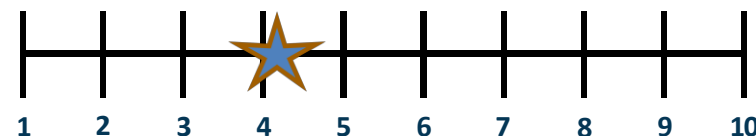
Section 2: Roles and Responsibilities

2.1 Adequacy of policies and practices to develop, approve, and periodically review the role and responsibilities of the Board and to ensure that directors comply with sound corporate governance practices.

Response Rating

Respondents **5**

Scoring **4.2/10**



Interviewee Responses

- Currently there are no policies or practices that enable the Board to review its role or responsibilities.
- The President has historically been responsible for establishing Board training.
- With the separation of the Board Chair and President positions, there was some confusion this year and the Chair did not have resources to provide training.
- This year the Board received training from the Feds' lawyer but it was determined that this was not sufficient for the members to truly understand their roles and responsibilities.

GGA Insight

- Full Board education training should be offered at the beginning of each new Board cycle preferably in May or June of each year.
 - ❖ Meeting facilitation training should be offered to the chosen Chairperson around the same time.
- Board information packages should be provided to all new Board members and members should be familiar with the material prior to the training.

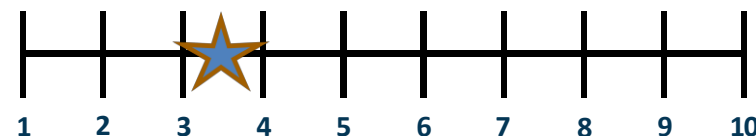
Section 2: Roles and Responsibilities ^{cont'd}

2.2 Extent to which the Board's responsibilities include establishing senior management mandates, monitoring performance, and approving compensation.

Response Rating

Respondents **19**

Scoring **3.5/10**



Interviewee Responses

- The Personnel Committee is primarily responsible for the management of human resources.
- The hiring and creation of new positions are normally proposed and approved by the full Board.
- Compensation levels and performance assessments are normally managed by the main campus HR department.
 - ❖ Annual performance assessments are normally conducted by the main campus and based on general assessment areas.

GGA Insight

- The hiring and management of the most senior employees are normally the responsibility of the Board.
- It is recommended that the Board collectively receive HR training at the beginning of its annual tenure and play more of a role in the management of its most senior managers.
- Positive management includes the establishment, approval and positive communication of an annual business plan that includes clear performance objectives. Improving this process could increase the overall communication between the full Board and the senior managers that they employ.
- Clear performance objectives should be negotiated and established for each senior manager on an annual basis.
 - ❖ Mid-year performance meetings should be held with each manager to discuss progress and adjustments needing to be made to the objectives if deemed necessary.
 - ❖ In partnership with the main campus HR department, performance should be determined based on the predetermined objectives with merit increases granted accordingly.
 - ❖ As responsible Board members, the Fed's Board needs to take ownership of this process and not fully rely on the main campus HR department.

Section 2: Roles and Responsibilities ^{cont'd}

2.3 Extent to which the Board's responsibilities include approving the institution's organizational structure.

Response Rating

Respondents **19**

Scoring **5.6/10**



Interviewee Responses

- The creation of new positions is normally brought to the Board's attention and for approval.
- The Board doesn't normally review the organizational structure on a regular basis.

GGA Insight

- A full overview of the Feds organizational structure and personnel should be provided within the Board information packages.
- To help build relationships and familiarize the Board and senior staff members, the Feds should consider inviting the senior managers to the Board training as well as have each of them provide a brief overview of their roles and responsibilities.

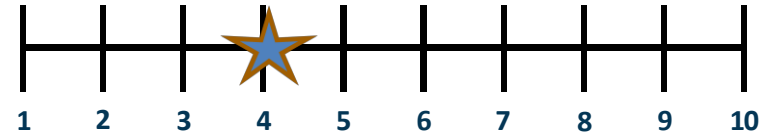
Section 2: Roles and Responsibilities ^{cont'd}

2.4 Extent to which the Board's responsibilities include approving the appointment of qualified individuals to senior management positions, monitoring their performance and approving their compensation.

Response Rating

Respondents **19**

Scoring **4.1/10**



Interviewee Responses

- As pointed out in 2.2, the Board normally approves the creation of new positions and the Personnel Committee plays a role in the management of the Feds employees.
 - ❖ Personnel Committee is involved in the performance evaluations of the senior managers but the main campus HR department normally directs the process.
- Some Board members indicated that that it was their belief that they were not allowed to get involved in the HR management of the Feds' organization.
- Board members indicated that they were not always familiar with HR issues and the overall performance of the Feds' personnel.
- A lot of faith was normally placed in the General Manager.

GGA Insight

- The Board needs to be more involved in the oversight and communication with senior managers. Main campus HR helps with the process but is not fully responsible for the HR liabilities associated with the employment agreements that are in place.
- As presented within the recommendations provided in 2.2, the Board needs to actively produce a clear annual strategy/business plan with the cooperation of the senior managers and then use it to assess individual and organizational performance and to strengthen the Feds' accountability with its stakeholders.

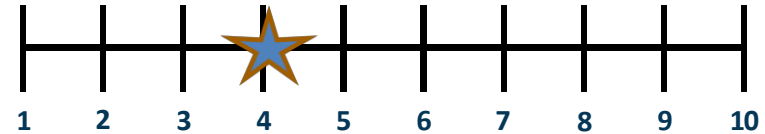
Section 2: Roles and Responsibilities ^{cont'd}

2.5 Extent to which the Board's responsibilities include reviewing and approving, at least annually, human resources and compensation policies and practices, including those pertaining to succession planning.

Response Rating

Respondents **19**

Scoring **4.1/10**



Interviewee Responses

- It was indicated that there is little to no discussion on HR policies and succession planning and therefore faith is generally placed in the Personnel Committee as well as the main campus HR department to manage the HR policies and compensation levels.
- Full-time staff generally only have a touch point through the Personnel Committee and are not sure how their performance is communicated to the rest of the Board.
 - ❖ Many managers indicated that they did not know, or could not identify who was on the Board.

GGA Insight

- The Board needs to play a stronger role in the management of the students' businesses and assets and therefore should play a stronger role in the management of its HR policies as well as the development and management of its talent.
- On an annual basis, and preferably just after the transitioning of a new Executive team and Board, the full Board should collectively review its HR policies and undergo HR training so that members are fully informed of their rights and limitations.
- The Board should make a strong effort to align the performance expectations of the senior managers with their annual and long-term business plans.
- GGA recommends that the Feds' Board seek out ways to interact on a greater level with its full-time staff.

Section 2: Roles and Responsibilities ^{cont'd}

2.6 Extent to which the Board's responsibilities include approving business objectives, strategies and plans, at least annually, and regularly monitoring their execution.

Response Rating

Respondents **19**

Scoring **5.7/10**



Interviewee Responses

- Business plans are normally created and goals are communicated to staff.
- Staff indicated that traditionally there has not been regular follow up on their performance, little feedback is provided to them, and that progress reports are normally not requested by the Board.

GGA Insight

- As noted above, there is clearly a difference between what Board members assume is happening and what the full-time staff are experiencing.
- As previously indicated, the Feds need to establish a strong annual business plan with clear goals and objectives that are created with staff input and clearly communicated to the full staff and student community.
- Making the annual plan public will help to hold the Board and staff accountable for performance.
- Holding an annual meeting with the full Board and staff could also help to build familiarity between the two groups as well as help to clearly communicate the overall goals and objectives that the collective group will be focused on.

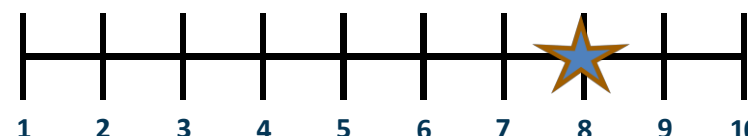
Section 2: Roles and Responsibilities ^{cont'd}

2.7 Extent to which the Board's responsibilities include approving financial statements and related disclosures.

Response Rating

Respondents **19**

Scoring **8.0/10**



Interviewee Responses

- Interviewees indicated that the Board regularly reviews the financial statements that are brought forward and presented by the General Manager.
 - ❖ Approval is determined only after the Board has had a chance to fully discuss the material, receive answers to questions, and receive any additional information that they request.
 - ❖ Financial reports are presented regularly to the Board for its information and approval.

GGA Insight

- Although this is considered a strong area for the Feds Board, it is recommended that the Board interact more frequently with the accounting staff to strengthen the lines of communication.
 - ❖ In no way is GGA questioning the ability of the current GM, but only indicating that having one single conduit for financial information could be considered a liability to a Board that frequently renews itself on a 12 month basis.
 - ❖ Additional lines of communication will help mitigate risk by providing additional lines of assurance and information if ever, something was to go wrong.

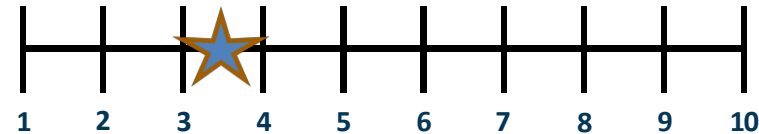
Section 2: Roles and Responsibilities ^{cont'd}

2.8 Extent to which the Board's responsibilities include reviewing and approving, at least annually, significant risk management policies and practices, and obtaining assurances that they are being adhered to.

Response Rating

Respondents **19**

Scoring **3.5/10**



Interviewee Responses

- The Board members indicated that the “risk” is mostly at the operational level and therefore is never truly discussed by the Board.
- Universally, the interviewees indicated that this is not a topic that is addressed by the Board.
- Management is aware of risk levels and feel that they can bring issues forward to the President or the GM, if required.
 - ❖ They also recognized that there is an absence of policies that currently exist that could be helpful in the overall management and oversight of risk within the organization.

GGA Insight

- Risk oversight and mitigation is an important area that globally, Boards are taking more seriously.
- At a minimum, the Students' Council should write a formal, high level, enterprise risk policy which outlines the importance of risk and how it shall be managed within the organization.
 - ❖ This will help to formally acknowledge the importance of risk management and provide stakeholder assurance that it is being properly addressed.
- The Board should undergo a full information session on all of the risk that they are currently subjected to.
 - ❖ This will provide the Board with an adequate understanding of the liabilities that they are responsible for and to make sure that proper precautions are in place including insurance, management and communication protocols.

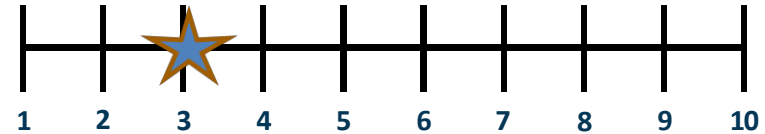
Section 2: Roles and Responsibilities ^{cont'd}

2.9 Extent to which the Board's responsibilities include approving the institution's communication and disclosure policies.

Response Rating

Respondents **10**

Scoring **3.1/10**



Interviewee Responses

- There is currently no formal communication policy that exists.
- Parts of the communication practices are outlined within Board procedures but there is no central policy that outlines roles, responsibilities, commitments or emergency procedures.

GGA Insight

- It is apparent that there is some confusion amongst Board members as to what the formal policy is.
- As a result, the Students' Council should be tasked with establishing a communication and disclosure policy and ensure that all Council and Board members are clear on their roles, responsibilities, and restrictions.
 - ❖ This is especially important for all members to understand in the event that there was ever a crisis within the organization.
 - ❖ Ultimately, it is the Board that should be responsible for all communication pertaining to business issues.

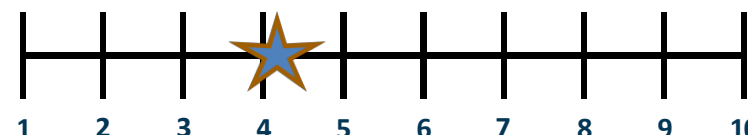
Section 2: Roles and Responsibilities^{cont'd}

2.10 Extent to which the Board's responsibilities include obtaining assurances on a regular basis that the institution's risk management, control environment and management information systems are appropriate and operating effectively.

Response Rating

Respondents **10**

Scoring **4.2/10**



Interviewee Responses

- It was the general understanding that the risk management, control environment and information systems were not addressed at the Board level for a number of reasons:
 - ❖ It was thought that the Feds naturally followed the main campus protocols which naturally protected them from risk and liability.
 - ❖ The Feds were not involved in business activities that warranted such oversight.
 - ❖ The Feds do not fully understand the liabilities associated with what they are currently operating.

GGA Insight

- As previously noted, the Feds should be more knowledgeable about risk and have proper policies and procedures in place to manage risk.
 - ❖ Management information systems should be compliant with current privacy legislation with regard to the collection and storage of personal information.

Section 2: Roles and Responsibilities ^{cont'd}

2.11 Extent to which the Board's responsibilities include approving policies and practices for dealing with conflicts of interest.

Response Rating

Respondents **10**

Scoring **5.9/10**



Interviewee Responses

- There is a current practice in place where all Board members fill out a conflict declaration and sign it prior to taking their position on the Board.
- It is the responsibility of the Board member to adhere to the declaration and recuse themselves from participating in meeting items that they are in conflict with.
 - ❖ This practice is strictly voluntary and unfortunately had to be enforced by fellow Board members when members forgot to acknowledge their disclosed conflicts.

GGA Insight

- It is clear that, when identified, conflicts are taken seriously within its governance practices.
- This being said, a simple addition of having Board members announce any and all potential conflicts at the beginning of each meeting will help to keep the issue top of mind for all the Feds Board members.
- The Feds Board may also want to consider bringing in legal counsel to fully explain the concept and all of the associated issues that the Board members should be aware of.
- The current addition of the proposed *Procedure 20* will help to address some of the definition items associated with the identification of real or perceived conflicts.

Section 2: Roles and Responsibilities ^{cont'd}

2.12 Establishing standards of ethical business conduct for the institution and obtaining assurances that they are being adhered to.

Response Rating

Respondents **10**

Scoring **4.9/10**



Interviewee Responses

- Interviewees felt that there has been little need for formal standards for ethical business conduct because they have naturally been ethical and have never had to formally address the issue.
- There is no “formal” policy or statement that defines ethical business standards for the Feds and its operations.
- Some saw this oversight as a role of the President.

GGA Insight

- Ethical business standards should be formally defined to provide a foundational lens for all business decisions to be tested through.
- The Students’ Council should be tasked with establishing a policy on ethical business standards to provide guidance for the Board on what the students define as “ethical”.
- The Feds Board should also formally finalize and adopt an official “Code of Conduct” that all Board members, staff members and third-party service providers should be obligated to adhere to.
 - ❖ Once established, this code should be reviewed annually along with other organizational policies.

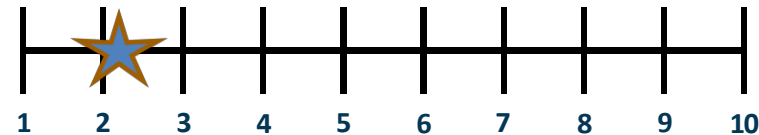
Section 2: Roles and Responsibilities ^{cont'd}

2.13 Appropriateness of policies and practices to periodically communicate Board responsibilities to stakeholders.

Response Rating

Respondents **10**

Scoring **2.2/10**



Interviewee Responses

- Most Board members had difficulty providing a response to this question.
- Overall, it was indicated that the Feds need to do more to communicate with its stakeholders. The majority of the communication is done on a reactionary basis to deal with specific issues that arise.
- There are no formal policies or procedures in place to strengthen communication with the student body.
- Most Board members believed that the majority of the student body has no idea what the Board does or is responsible for.

GGA Insight

- Although communication tends to be done on an “as needed” basis, the Board should understand that external communication of its responsibilities is a way of increasing the accountability of the Board and the organization.
- A formal relationship should be established with the Imprint and meetings should take place at a regularly scheduled time between a member of the Executive (preferably the President) and an Imprint reporter.
- The Board should continue to remain diligent in its communication with stakeholders to ensure that there are adequate opportunities and vehicles to provide the required information to its student members.
 - ❖ More information could be provided on the Feds website.
 - ❖ Executive, Board, and Council annual work plans should be clearly posted on the website.
 - ❖ Updated policies, procedures, by-laws, agendas and minutes should be promptly posted on the website.

Section 2: Roles and Responsibilities^{cont'd}

2.14 The Board provides leadership at an appropriate strategic level.

Response Rating

Respondents **10**

Scoring **5.0/10**



Interviewee Responses

- There were concerns that the Board at times seemed to be micromanaging its operation and that lack of a strategic plan plays a role in this problem.
- The allowance of a full gallery at the Board meetings makes it difficult for Board members to fully speak their minds for fear of public retribution.
- The lack of knowledge on the Board's role and responsibilities also leads to a lack of focus and strategic direction.

GGA Insight

- It should be noted that a lot of the Board's focus is placed on rule, procedure and by-law issues and not on the strategic direction of the business operations.
- The fact that the Board meets on a biweekly schedule indicates that there is a high level of micromanagement that exists or that the Board is unable to make decisions within a reasonable amount of time.
 - ❖ The development of an annual strategic plan and Board work plan should help to provide a framework for the Board to work within and to help maintain a clear and strategic focus on its role and responsibilities.
 - ❖ Proper Board training should also help to educate Board members on their roles and obligations and help to keep its members focused on their proper roles within the Board.
 - ❖ The strengthening of a committee structure should also help to keep the Board focused at a higher strategic level because there is currently a lack of committees being utilized by the Board.

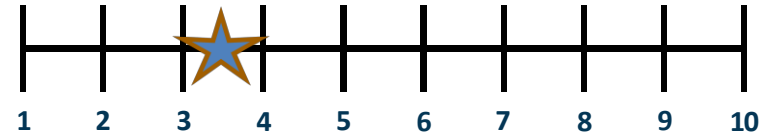
Section 2: Roles and Responsibilities ^{cont'd}

2.15 The Board Chair provides appropriate leadership that helps the Board fulfill its responsibilities.

Response Rating

Respondents **10**

Scoring **3.5/10**



Interviewee Responses

- It was determined that the President and Board Chair roles should be separated and the result was that the Board elected a Board Chair to facilitate its meetings.
- The new Chair had no prior experience facilitating meetings nor was he provided with access to resources to get proper training for himself and the Board.
- The formal responsibility for Board training fell under the role of the President and it was determined that the short session with the Feds' legal counsel was not inadequate.
- Personal mistrust and conflicts often led to unproductive use of the Board's time.

GGA Insight

- Positive descent and respective discourse should always be maintained within a Board's proceedings and it is the role of the Chair to properly enforce and maintain a productive environment at all times.
- It is recommended that the Board Chair be someone that has had a previous year of Board experience and that the Feds provide proper meeting facilitation training to this person prior to starting their role as Chair.

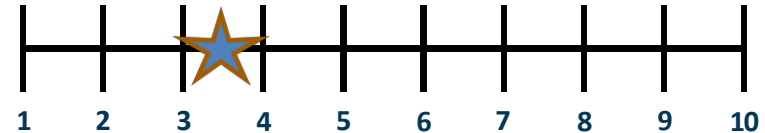
Section 2: Roles and Responsibilities ^{cont'd}

2.16 The Board effectively communicates with the Students' Council.

Response Rating

Respondents **10**

Scoring **3.5/10**



Interviewee Responses

- The Board normally provides an update at Council meetings.
- Interviewees indicated that very little crossover or formal interaction takes place between the two bodies.

GGA Insight

- It is recommended that the Feds strengthen communication between these two bodies and that the Feds place a greater effort towards using each body for its true purpose.
 - ❖ The Board should be the strategic overseer of the students' business interests; and
 - ❖ The Students' Council should be the chief liaison and voice of the student body.

Section 2: Roles and Responsibilities ^{cont'd}

2.17 The Board effectively communicates with the senior managers of the Corporation's businesses.

Response Rating

Respondents **10**

Scoring **4.9/10**



Interviewee Responses

- The Board typically communicates with the senior managers through the Fed's GM.
 - ❖ Direct lines of communication do not normally exist.
- The managers indicated that they have access to Executive members of the Board.
 - ❖ Outside of the Executive members, the managers indicated that they did not know who else was on the Board.

GGA Insight

- It is recommended that communication and familiarity be strengthened between the Board and senior managers.
- This is most helpful when dealing with or averting a potential crisis or emergency.
- Communication could be strengthened by:
 - ❖ Having Board members and senior managers attend Board training together;
 - ❖ Meeting to discuss annual goals and business plans; and
 - ❖ Meeting semi-annually and annually to discuss performance.

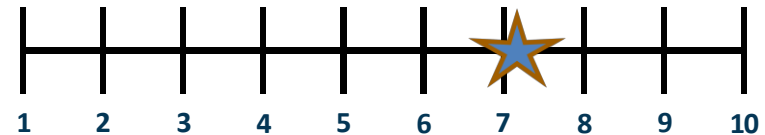
Section 2: Roles and Responsibilities ^{cont'd}

2.18 How clearly do you understand your role as a Board member?

Response Rating

Respondents **10**

Scoring **7.2/10**



Interviewee Responses

- The Board members universally felt that they could (and should) have been better prepared for their position on the Board.
- Most members felt that more training should have been provided.

GGA Insight

- As previously recommended, proper Board training could go a long way in appropriately preparing the Board members for their roles on the Board.

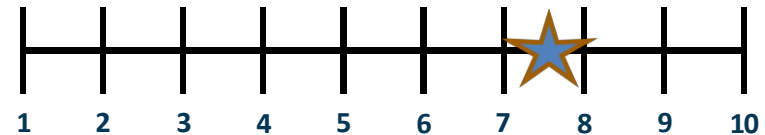
Section 2: Roles and Responsibilities ^{cont'd}

2.19 How clearly do you understand the Feds' mission, vision and values?

Response Rating

Respondents **10**

Scoring **7.6/10**



Interviewee Responses

- The majority of the interviewees sufficiently understood the Feds' current mission, vision and values.
 - ❖ Some people indicated that the proper execution of the mission, vision and values was sometimes hard to abide by.

GGA Insight

- It may be beneficial to have the Board revisit these elements on an annual basis, especially when it is establishing its annual work plan.
 - ❖ This will help to assure the Feds' Board members and management that what is currently in place continues to hold true for the student members they represent.

Section 2: Roles and Responsibilities ^{cont'd}

2.20 Overall, how effective are Board meetings?

Response Rating

Respondents **10**

Scoring **5.8/10**



Interviewee Responses

- Overall it was indicated that Board meetings could be more effective if the members properly understood their roles.
- The Board tends to spend a lot of time debating its purpose, procedural rules, etc.
- Differing camps within the Board tend to lead to long debates and eventual impasses.
 - ❖ However, over time, the Board has improved in its ability to get to decisions.

GGA Insight

- Proper Board and Chair training could help to improve the overall focus of the Board and the efficiency of its meetings.
 - ❖ Specifically this training should focus on the effective facilitation of meetings.

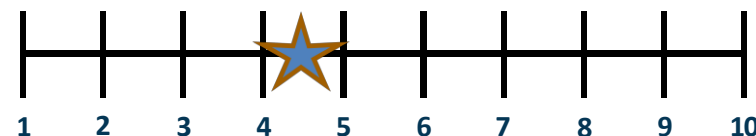
Section 3: Board Committees

3.1 Adequacy of policies and practices to regularly review the structure and composition of Board committees to ensure that they provide sufficient and adequate oversight.

Response Rating

Respondents **10**

Scoring **4.5/10**



Interviewee Responses

- To the best of the Board members' knowledge, the Personnel Committee is the only committee that actively operates under the Board's authority.
 - ❖ Not a lot of understanding exists with regard to the existence of any overarching policies or formal procedures for this committee.
- Not a lot of effort was spent establishing or utilizing committees within the Board's operations.

GGA Insight

- The current by-laws allow for the creation and operation of committees whenever the Board sees fit.
- It is recommended that the Board take advantage of this ability and work with the Students' Council to establish official mandates for committees that could help the Board stay focused on its strategic oversight role.
 - ❖ Personnel Committee should be expanded and properly work with the UW HR representatives to establish proper performance management plans and procedures for its senior staff.
 - ❖ A Finance and Audit Committee should be established to provide a stronger financial oversight function.
 - ❖ A Governance Committee could also be established to help oversee the assessment and implementation of governance policies and practices.
 - ❖ Additional committees should be created whenever deemed necessary by the majority of Board members.

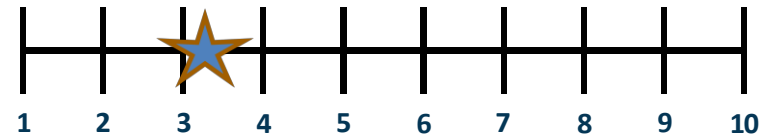
Section 3: Board Committees^{cont'd}

3.2 Adequacy of policies and practices to establish and regularly review Board committee mandates.

Response Rating

Respondents **10**

Scoring **3.3/10**



Interviewee Responses

- The majority of the interviewees were unaware of any policies or practices in place to properly establish and review Board committee mandates.

GGA Insight

- The Board should be reminded of its by-law-enabled ability to establish committees.
- An annual review of committee structures and mandates should be added to the Board's work plan.
 - ❖ All committees should have proper mandates preferably written by the Students' Council.

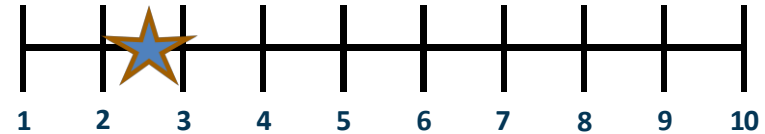
Section 3: Board Committees^{cont'd}

3.3 Nature and extent to which Board committee mandates promote independent and comprehensive oversight, with timely and regular reporting to the Board.

Response Rating

Respondents **10**

Scoring **2.6/10**



Interviewee Responses

- Again, the majority of the interviewees were not familiar with a current committee structure and claimed that committees didn't exist or that they did not meet on a regular basis.
 - ❖ It was noted that infrequent information and updates were provided from the one committee that did exist.

GGA Insight

- It is clear that the committee structure and communication should be strengthened within the Board.
- Once established, committees should be reporting regularly to the Board and providing pertinent information in advance of each Board meeting

Section 3: Board Committees^{cont'd}

3.4 Committee mandates are narrow enough for the committees to properly focus on details without precluding the Board from focusing on broader strategic issues.

Response Rating

Respondents **10**

Scoring **5.1/10**



Interviewee Responses

- The majority of the interviewees could not provide adequate comments for this question.
- Some Board members expressed a need for a proper communication strategy and strategic framework to help establish proactive procedures for the committees to operate under.

GGA Insight

- As previously noted, a suitable committee structure should be established for the Feds to help enable the Board to stay focused on its broader strategic responsibilities.

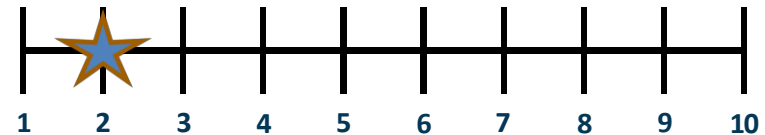
Section 3: Board Committees^{cont'd}

3.5 Overall, how effective are committee meetings?

Response Rating

Respondents **10**

Scoring **2.0/10**



Interviewee Responses

- The majority of the interviewees could not respond to this because they had no experience working on a committee.
- Because adequate feedback was not provided on an ongoing basis, the majority of the interviewees scored this low with the assumption that effective work was not being carried out.

GGA Insight

- It is clear that more work is required around the current use of committees.

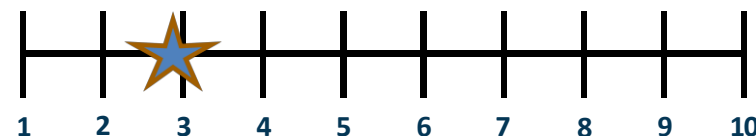
Section 4: Board Practices

4.1 Adequacy of policies and practices to orient new directors, and periodically update existing directors on their responsibilities and on the Feds' businesses and related risks.

Response Rating

Respondents **10**

Scoring **2.9/10**



Interviewee Responses

- All of the interviewees felt that not enough is currently done to orient new Board members on an ongoing basis.
 - ❖ This year an information session was facilitated by the Feds' legal counsel and dealt primarily with the legal issues that the Board should be aware of.
 - ❖ The session also tried to address the general roles and responsibilities of the Board.

GGA Insight

- At the very least, all Board members should be provided with a reference binder with all of the current policies, procedures, contact information, legal agreements and reference material that pertain to their roles as Board members.
- A secure porthole could also be established for the same purpose.
- All new Board members should also receive appropriate training as well as introductions to the senior staff.

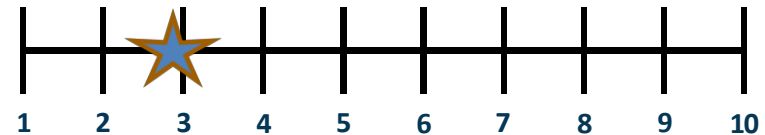
Section 4: Board Practices ^{cont'd}

4.2 How effective is the current orientation of Board members.

Response Rating

Respondents **10**

Scoring **2.9/10**



Interviewee Responses

- As previously mentioned, all of the interviewees felt that the current orientation efforts were not adequate.

GGA Insight

- More effort and resources should be committed to establishing an adequate orientation for all new Board members.

Section 4: Board Practices ^{cont'd}

4.3 Adequacy of policies and practices to promote independent, effective, and timely decision making.

Response Rating

Respondents **10**

Scoring **5.7/10**



Interviewee Responses

- The majority of the Board is comprised of independent and unaffiliated members (excluding Executive members).
- Timely and effective decision making is encouraged and the Board has made improvements over the past year.
- However, block voting did clearly exist and therefore true “independence” is in question.
- Action items deemed important by the Board are often given timelines for decisions.

GGA Insight

- Given the annual renewal of the Board, it makes sense to have the individuals closest to the business activities on the Board as active Board members. Therefore the Executives should remain voting members of the Board and to offset this, the majority of the votes should remain outside of the hands of this group.
- The acceptance of *Procedure 20* should help to establish a policy that sets out procedures for scheduling meetings, establishing agendas, and circulating material in a timely manner.
 - ❖ Agendas should be established at least 7 days in advance of a meeting
 - ❖ The agenda and meeting materials should also be sent 7 days in advance of a meeting.
 - ❖ Agendas should be publicly posted and meeting minutes and decisions should be publicly posted in a timely manner for the students’ information.

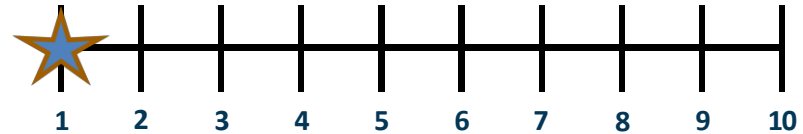
Section 4: Board Practices ^{cont'd}

4.4 Adequacy of policies and practices to establish and monitor work plans for fulfilling Board goals and responsibilities.

Response Rating

Respondents **10**

Scoring **1.0/10**



Interviewee Responses

- The Feds Board does not establish an annual work plan for the Board to follow.
- The annual budget and long-term corporate business plans are discussed and approved by the Board on a regular basis.
 - ❖ However, a Board specific work plan is not established in parallel.
- This makes it difficult for the Board to assess its performance as a group.

GGA Insight

- It is recommended that the Feds Board establish a formal work plan at the beginning of every transition year.
- The Board and committee mandates, as well as compliance responsibilities, should drive the creation of an annual work plan.

Section 4: Board Practices ^{cont'd}

4.5 Adequacy of policies and practices to set Board agendas and priorities, arrange and conduct meetings, and record its deliberations and decisions. Extent to which these practices promote transparency in Board accountabilities.

Response Rating

Respondents **10**

Scoring **6.0/10**



Interviewee Responses

- The Chair is relatively good at requesting agenda items for upcoming meetings in advance.
- Agendas are sent out at least 24 hours before Board meetings.
 - ❖ Agendas and minutes are sent in advance of meetings.
- The Chair made all meetings open to the public and the media.
 - ❖ This was primarily done to facilitate openness and transparency to the Fed's stakeholders
 - ❖ Many interviewees stated that open meetings have stifled true debate and open discussion on important issues.

GGA Insight

- Communication and transparency can be strengthened without having all Board meetings open to the public and the media and therefore it is recommended that meetings not be open and that outsiders be invited only if there is a specific reason for them to be present during the meeting.
- Board meeting materials should be sent, at a minimum, 7 days in advance of a meeting in order to make sure that all Board members meet their fiduciary obligation of being fully prepared for every meeting.

Section 4: Board Practices ^{cont'd}

4.6 Timely, relevant and complete information is provided to enable Board members to make informed and sound decisions and meet their obligations.

Response Rating

Respondents **10**

Scoring **5.6/10**



Interviewee Responses

- Materials are normally sent 24 hours prior to each Board meeting.
- However, this limited timeline is often not met and additional materials are introduced on the day of the meeting or even worse, at the meeting itself.
- Items are tabled if it is agreed that there is insufficient time to assess the materials to make an informed decision.
- Most of the interviewees indicated that they had insufficient time to properly review materials prior to meetings.
 - ❖ This also makes things difficult for members to verify the facts provided to them.

GGA Insight

- More time should be given to Board members to properly prepare for meetings and to help make informed and sound decisions.
 - ❖ As previously noted, sending out meeting materials, at a minimum, 7 days before each meeting will help in this regard.

Section 4: Board Practices ^{cont'd}

4.7 Board materials are provided with sufficient time for Board members to prepare for meetings.

Response Rating

Respondents **10**

Scoring **5.2/10**



Interviewee Responses

- Most interviewees indicated that they had insufficient time to prepare for meetings.
- Often, materials are not even sent and oral updates are provided.
- Some Board members felt that materials were sometimes intentionally sent late to make things difficult for their fellow Board members to prepare.

GGA Insight

- More time should be given to Board members to properly prepare for meetings and to help make informed and sound decisions.
 - ❖ As previously noted, sending out meeting materials, at a minimum, 7 days before each meeting will help in this regard.

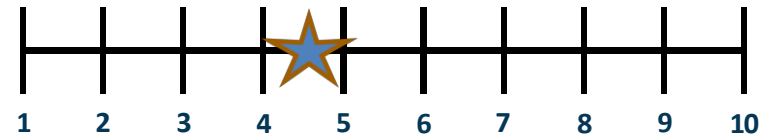
Section 4: Board Practices ^{cont'd}

4.8 Board meetings topics and discussions are at a strategic level and address the Feds' priorities.

Response Rating

Respondents **10**

Scoring **4.6/10**



Interviewee Responses

- The majority of the interviewees felt that that Board spends too much time on operational issues and is not truly focused at the strategic level.
 - ❖ It was also recognized that the lack of a shorter-term strategy and work plan may be the logical reason for the operational focus.
- Some Board members indicated that it often felt like items were brought forward only for the purpose rubber stamping.

GGA Insight

- The Board should always be focused on its strategy and oversight responsibilities and not get caught up in day-to-day operational issues.
 - ❖ Proper training should help to keep the Board focused on its true role and responsibilities.
- It is assumed that members may not have brought issues to the Board for strategic advice because of a certain level of distrust that existed amongst Board members.

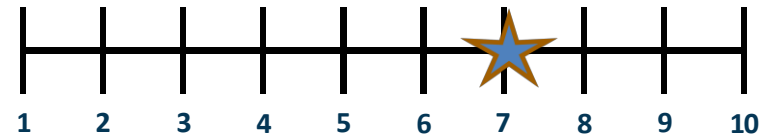
Section 4: Board Practices ^{cont'd}

4.9 You are able to participate openly in meetings.

Response Rating

Respondents **10**

Scoring **7.1/10**



Interviewee Responses

- Many of the interviewees felt that they couldn't openly participate in meetings due to the fact that members of the media and the student body were often present at meetings.
- Some Board members indicated that they had no difficulty speaking up in meetings.
 - ❖ However, some decisions are not fully the responsibility of the Board.
- The lack of training and preparedness made it hard for some Board members to participate in meetings due to uncertainties pertaining to their role on the Board.

GGA Insight

- Proper training for the Board members and the Chair should help to strengthen the roles, responsibilities and skills of the Board members and the Chair.
- As previously mentioned, Board meetings should no longer be fully open to the media and students.
 - ❖ Board members should be confident that they can fully speak their minds, respectfully challenge ideas and not be worried that their undefended comments could be "tweeted" out in real time.
- Ultimately, Boards should respectfully challenge each other within the Board room and then collectively speak with one voice to the public once a decision is properly voted on and agreed to.

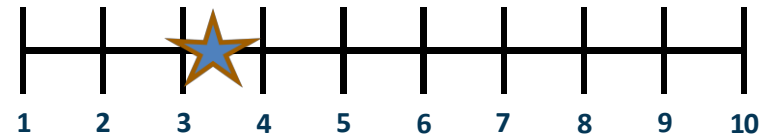
Section 4: Board Practices ^{cont'd}

4.10 The Board effectively communicates with the student body stakeholders.

Response Rating

Respondents **10**

Scoring **3.4/10**



Interviewee Responses

- It was the general opinion of all of the interviewees that more should be done to effectively communicate with the student body.
- Most communication tends to be reactive and not truly informative.

GGA Insight

- A proactive communication plan should be established to strengthen the Feds' relationship and accountability to the student body stakeholders.
 - ❖ A stronger plan outline is provided in the Recommendation section of this report.

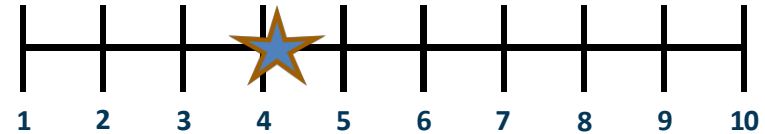
Section 4: Board Practices ^{cont'd}

4.11 With respect to the oversight functions on which it relies (e.g., Internal Audit and Risk Management), the extent to which the Board approves the appointment of the function heads.

Response Rating

Respondents **10**

Scoring **4.2/10**



Interviewee Responses

- The Feds don't currently have assigned oversight functions outside of finance and HR management.
- It is assumed that the GM is responsible for all of the expected oversight functions.
 - ❖ This expectation also implies that the GM will most often be the person reporting to the Board on oversight issues.

GGA Insight

- The Board should be fully informed and educated on all oversight roles that it should be aware of and who the "function heads" are (outside of the GM).
- It is recommended that more thought be given to the oversight function roles.
 - ❖ To avoid possible conflict issues, it is recommended that the GM not be assumed as the function head for all of the oversight functions.

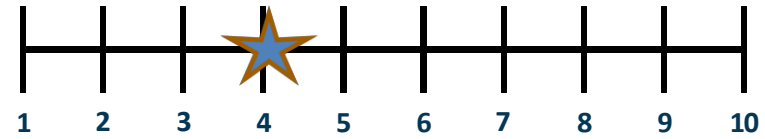
Section 4: Board Practices ^{cont'd}

4.12 With respect to the oversight functions on which it relies (e.g., Internal Audit and Risk Management), the extent to which the Board ensures that they have adequate authority, independence and resources to carry out their mandates.

Response Rating

Respondents **10**

Scoring **4.1/10**



Interviewee Responses

- As noted in the previous question response, the Feds do not have traditional “function heads” in place.
- However, it was indicated that adequate resources are provided to oversight experts such as their legal counsel, auditor, etc.

GGA Insight

- As noted in the previous question, the oversight functions should be given more consideration by the Feds Board.
- Board members should always be aware of who is responsible for what within their organization.

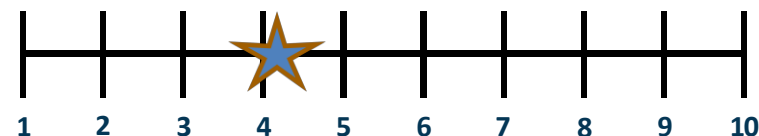
Section 4: Board Practices ^{cont'd}

4.13 With respect to the oversight functions on which it relies (e.g., Internal Audit and Risk Management), the extent to which the Board provides appointees with unrestricted access to the Board and/or its committees.

Response Rating

Respondents **10**

Scoring **4.2/10**



Interviewee Responses

- External advisors have full access to Board members and staff.
- Executives responsible for related areas such as finance are required to report to the Board and are able to meet at any time.

GGA Insight

- More work should be directed on establishing proper oversight roles and reporting responsibilities.
- Considering that some of these roles include things such as accounting and auditing responsibilities, it is problematic that the senior managers are not familiar with any Board members outside of the Executive team.

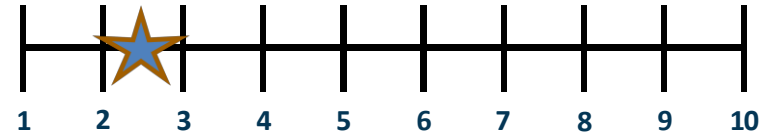
Section 4: Board Practices ^{cont'd}

4.14 With respect to the oversight functions on which it relies (e.g., Internal Audit and Risk Management), the extent to which the Board requires periodic independent reviews of the functions.

Response Rating

Respondents **10**

Scoring **2.5/10**



Interviewee Responses

- The Feds Board does not regularly review any of its external service professionals.
- Most Board members are not fully aware of any schedule or of any independent reviews that have taken place.

GGA Insight

- The current review schedule should be regularly circulated and assessment results should be openly shared and discussed by the Board members.
- As noted in the previous questions, the oversight functions should be given more consideration by the Feds Board.

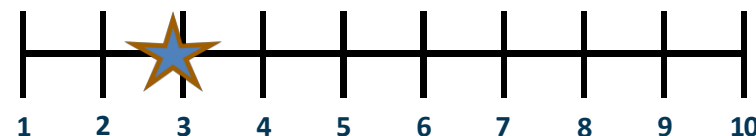
Section 5: Board Performance

5.1 Appropriateness of policies and practices to communicate Board achievements against its responsibilities to stakeholders.

Response Rating

Respondents **10**

Scoring **2.9/10**



Interviewee Responses

- Communication tends to be focused on the achievements of the full organization.
 - ❖ The updates are mostly focused on the success of the organization and not on the success of the Board.
- It is hard to communicate achievements when an annual work plan is not in place and goals are not set at the Board level.
- Some members felt that communication was either the responsibility of the Council or the Executive.

GGA Insight

- To properly establish Board performance, it is recommended that the Feds Board establish a formal work plan and goals on an annual basis.
- More effort should then be made in communicating the Board achievements to the student body stakeholders.
 - ❖ Enhancements to its website could easily address this issue.
 - ❖ Stronger ties with the Imprint could also facilitate stronger communication and disclosure of Board agendas and progress.

Section 5: Board Performance ^{cont'd}

5.2 Overall, how effective has the Fed Executive and Board been at achieving the Corporation's goals and objectives.

Response Rating

Respondents **10**

Scoring **6.0/10**



Interviewee Responses

- The majority of the interviewees recognized that the Board members tried hard and meant well in their actions even if they were disruptive to other Board members.
- Without a strategic business plan, it is hard to assess the Feds' true performance.
 - ❖ It is hard to communicate Board achievements when goals are not set at the Board level.
 - ❖ Most of the attention is focused on the Executive team's performance.

GGA Insight

- To properly establish Board performance, it is recommended that the Feds Board establish a formal work plan and goals on an annual basis.
- More effort should then be made in communicating the Board achievements to the student body stakeholders.
 - ❖ Enhancements to its website could easily address this issue.
 - ❖ Stronger ties with the Imprint could also facilitate stronger communication and disclosure of Board agendas and progress.

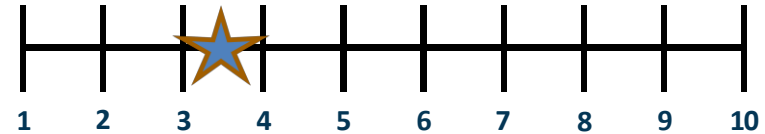
Section 6: Students' Council

6.1 What is the effectiveness of the Council in its ability to uphold the goals of the Feds under its charter and by-laws?

Response Rating

Respondents **10**

Scoring **3.5/10**



Interviewee Responses

- It was indicated that the Council was more vocal in the past and for some reason has become more dependent on the Executive team.
- Constituents are not regularly informed of Feds issues or consulted on their opinions for decisions that need to be made.

GGA Insight

- Students' Councilors need to be held fully accountable for their roles as liaisons and representatives of their student constituents.
- Councilors should be obligated to attend constituent meetings to provide updates on the Feds activities and to collect the views and opinions of the groups they represent.
- Society and college updates should be provided on an ongoing basis and bullet point reports should be submitted as part of the meeting materials 7 days in advance of every Council meeting.

Section 6: Students' Council ^{cont'd}

6.2 What is the effectiveness of the Council in its ability to establish policies of the Corporation?

Response Rating

Respondents **10**

Scoring **5.0/10**



Interviewee Responses

- The Council has not been effective at proposing, writing or implementing policies for the Feds.
- Interviewees questioned if the Councilors had the ability to properly formulate a strong policy.

GGA Insight

- It is recommended that the Council be provided with policy writing training to help them effectively meet their primary role in the Feds' organization.
- It is also recommended that the Feds Board provide guidance and suggestions on policies and procedure that should be created by the Council.
- Ultimately, it is the Students' Council that should formulate the policies that the Feds Executive team and Board should operate under or use as a lens for all business decisions.

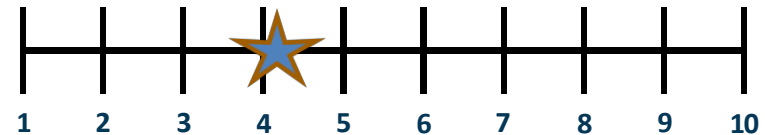
Section 6: Students' Council ^{cont'd}

6.3 The Council is operates at an appropriate strategic level.

Response Rating

Respondents **10**

Scoring **4.2/10**



Interviewee Responses

- The majority of the interviewees feel that the Council is not operating at an appropriate strategic level.
- Some interviewees feel that there is a capacity for the Council to be strategic and some felt that the Councilors are not provided with sufficient information to operate at a strategic level.

GGA Insight

- It may be beneficial to have the Board review all existing policies and procedures and assess if they are still relevant or should be updated.
 - ❖ This should not become an annual wordsmithing exercise, but a true strategic review of the policies and procedures.
- GGA presented several additional recommendations for improvement within this report which should assist the Feds Board in focusing its activities at a more strategic level.

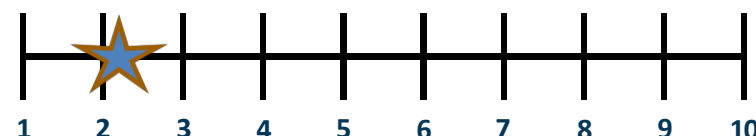
Section 6: Students' Council ^{cont'd}

6.4 The Council's responsibilities include approving the Corporation's communication and disclosure policies.

Response Rating

Respondents **10**

Scoring **2.2/10**



Interviewee Responses

- Interviewees generally indicated that communication and disclosure policies do not currently exist.
- Some interviewees noted that the Council is not normally involved in communication issues.

GGA Insight

- Considering that the development of policies and procedures is a principle job of the Council, and that communication is something that the majority of the interviewees indicated as a need for the Feds:
 - ❖ Strategically, the Council should be tasked with the creation of a proactive communication policy that includes the responsibilities of the Executive team, the Board and the Council.

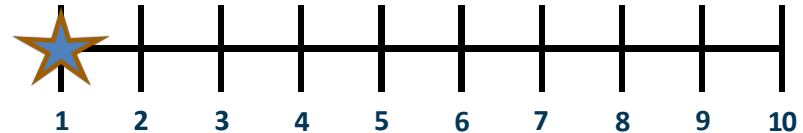
Section 6: Students' Council ^{cont'd}

6.5 The Council's responsibilities include approving policies and practices for dealing with conflicts of interest.

Response Rating

Respondents **10**

Scoring **1.0/10**



Interviewee Responses

- It is understood that the Council currently does not have a policy pertaining to conflicts of interest.
- The Board is attempting to deal with the issue of conflicts through the adoption of a code of conduct.

GGA Insight

- The Students' Council should be responsible for the formulation of a code of conduct for the Executive team, Board, Council and full time staff.
 - ❖ Again, this is a principle role for the Council and therefore it should be given the task of formulating a standard definition for the Feds to abide by and operate under.

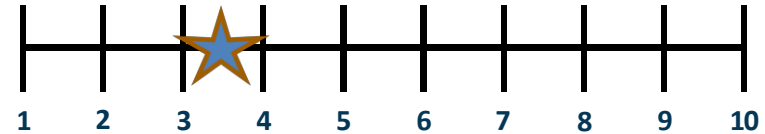
Section 6: Students' Council ^{cont'd}

6.6 Appropriateness of policies and practices to periodically communicate Council responsibilities to stakeholders?

Response Rating

Respondents **10**

Scoring **3.5/10**



Interviewee Responses

- Councilors are not communicating with their constituents as frequently as they should.
- Similar to the Board, the Council does not establish an annual work plan up front and therefore it is difficult to track performance that can be communicated to the student body.

GGA Insight

- An annual work plan should be established and made public early on once a new Council is established.
- Councilors should be held accountable to their constituents as well as to the Council.

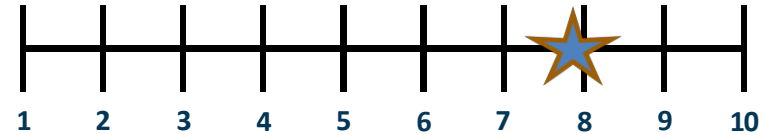
Section 6: Students' Council ^{cont'd}

6.7 The Council Chair provides appropriate leadership that helps the Council fulfil its responsibilities.

Response Rating

Respondents **10**

Scoring **7.9/10**



Interviewee Responses

- Strong support and praise was attributed to the strong Chair that the Council enjoyed in the last year.
 - ❖ Many noted the Chair's strong command of *Robert's Rules of Order*.

GGA Insight

- Facilitation training should be provided to the Council Chair on an annual basis.
 - ❖ It should be noted that a strong Chair has more than just a strong command of Robert's Rule of Order.

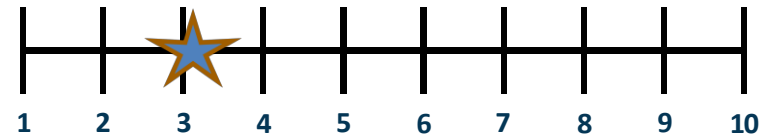
Section 6: Students' Council ^{cont'd}

6.8 Overall, how effective are Council meetings?

Response Rating

Respondents **10**

Scoring **3.2/10**



Interviewee Responses

- The majority of interviewees indicated that Council meetings are not effective for a number of reasons:
 - ❖ Not strategic enough;
 - ❖ Members do not arrive prepared;
 - ❖ Proper information exchanges or consultations have not taken place with constituencies; or
 - ❖ Too much time is spent on procedural arguments and not on the topics at hand;
 - ❖ A lack of interest in bringing real issues or topics forward.

GGA Insight

- It is recommended that the accountability structures and expectations of Council members be strengthened through the establishment of:
 - ❖ A proper code of conduct which includes an expectation to arrive to meetings properly prepared; and
 - ❖ A strong communication policy where Councilors are held accountable for properly liaising with their constituents.

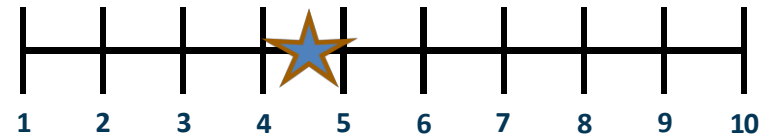
Section 7: Staff Communication

7.1 What is the extent to which managers have access to Board members?

Response Rating

Respondents **9**

Scoring **4.6/10**



Interviewee Responses

- Outside of the Executive team, senior managers did not know other members of the Board.
- It was generally understood that the GM was the general conduit to the Board.
- The general understanding is that there typically is no reason for managers to communicate with Board members and the Board seldom communicates with the senior managers.

GGA Insight

- The lines of communication should be strengthened between the full Board and senior managers.
- As previously stated, managers should attend training and meetings alongside the Board members where possible.
- Senior managers should also play a role in establishing an annual business strategy and present the Board with an overview of their roles, responsibilities, and suggestions for the annual strategy.

Section 7: Staff Communication ^{cont'd}

7.2 I am able to speak freely to Board members to discuss real and/or potential problems.

Response Rating

Respondents **9**

Scoring **5.9/10**



Interviewee Responses

- Managers felt that they could approach Executive members if a need arose.
- Some managers felt uncomfortable speaking to the Board for fear of reprisal.
 - ❖ In years past, previous Board members felt that it was their duty to attack management.
- Some managers indicated that they have had issues to discuss in the past, but were unaware of how to approach the Board members.

GGA Insight

- Familiarity with senior staff is essential for the Feds Board given the fact that they are ultimately responsible for their employment.
 - ❖ Executives and Board members could benefit from learning from managers that have long histories within the Feds organization.
 - ❖ Senior managers should always have open lines of communication with Board members so that they are always able to discuss problems that they are anticipating or are facing.

Section 7: Staff Communication^{cont'd}

7.3 To what extent are overall business strategies and expectations communicated to managers and clarity provided to them in their roles?

Response Rating

Respondents **9**

Scoring **6.4/10**



Interviewee Responses

- Management does not witness any clarity or cohesiveness from the Board.
- Managers are not given any strategic direction or indication of what the Board wants.
 - ❖ Most of the communication is reactionary.
- Some of the interviewees only see the Board as “bums in seats” and not a strategic overseer of the business.

GGA Insight

- The Board should establish a strong annual strategic business plan with the help and input of senior managers.
- Managers need to be held more accountable for their roles through the establishment of a proper performance management plan.
- The Board should fully understand that their full-time staff are truly their responsibility and not the full responsibility of the main campus HR department.

Section IV

Recommendations

GGA Document Recommendations

Federation of Students' By-Laws

By-laws are often considered the most essential document of the organization and therefore it is important that an organization do its best to ensure that it remains useful.

V. General Meetings

A clause should be added that limits the members' ability to substantially alter the agenda or to add new items that have not been properly vetted beforehand. By-laws always supersede Robert's Rules of Order as long as a procedure is clearly spelled out.

- Therefore, when approving the agenda, motions to alter the agenda should be clearly limited in order to avoid having groups substantially alter the agreed purpose of the meeting by adding items that have not been properly vetted through the outlined proposal process.

VI. Referenda

It is anticipated that the by-laws will soon include a statement indicating that referenda to join or affiliate with outside groups will not be allowed if the mission, vision, and values of the outside organization do not align with the mission, vision, and values of the Feds. Once in place, the Feds should also consider including under item *C. Procedure* that prior to approving the question and establishing a date for a referendum, the President is obligated to explain to the initiator(s) if the proposed question could be in conflict with the Feds' mission, vision and values. This way, all unnecessary or illegitimate referenda will not have to be conducted and the wasting of associated resources will be avoided.

VIII. Board of Directors

Currently item *B. Membership* notes that in addition to four (4) Executives and two (2) Councilors, Board membership also includes five (5) other full [at large] members of the Corporation. Through the non-specification of the five members, the Board is at risk of having all five positions filled by members of one homogenous group or faculty. Therefore, it is recommended that the five positions be changed to seven (7) faculty and/or college specific positions such as:

- One (1) Faculty of Applied Health Sciences student;
- One (1) Faculty of Arts student;
- One (1) Faculty of Engineering student;
- One (1) Faculty of Environment student;
- One (1) Faculty of Mathematics student;
- One (1) Faculty of Sciences student;
- One (1) Federated or Affiliated College Student.

The Chair of the Board should also be allowed to call a special meeting under item *E. Meetings*.

A section should be added that outlines the Removal of Directors similar to the wording used in section IX item I. Removal of Councilors.

GGA Document Recommendations ^{cont'd}

Current Legal Agreements

Legal agreements are not normally included in a governance assessment mostly because assessments focus on organizations' leadership frameworks and abilities to meet / honour their business obligations. As a result, **GGA recommends that the Executive team and Board members review every legal agreement and become familiar with their contents.** By doing so, they will strengthen their ability to properly manage the organization's legal relationships in the best interest of their student members.

Current Policies

As mentioned a number of times throughout this report, the Students' Council should be responsible for the development, review and updating of all Feds policies and procedures.

To begin each year, the **President should undergo a formal review of all policies and procedures with the assistance of the Students' Council.**

GGA General Recommendations

General

It is clear that Feds have experienced some recent difficulties that have hindered its ability to properly govern itself and successfully work for the best interest of the student body. Overall, GGA recognizes that the Feds situation is unique because it typically undergoes a significant transformation every 12 months. This is significantly different from other organizations that normally have Executive teams for years and Board members for an average of 7 to 15 years. As a result, most of the members of the Feds organization tend to be inexperienced on a relative basis and therefore suffer from steep learning curves once their terms begin.

It is also evident that there is a lack of extracurricular involvement and volunteerism that all post-secondary institutions are experiencing throughout North America. This reduction in involvement makes it difficult to get students interested in student leadership and government and therefore likewise makes it hard to adequately fill leadership positions.

Leadership is something that should be developed over time but unfortunately many of the students that find themselves in leadership positions within the Feds have not had lengthy careers and expertise to draw upon. Suddenly they are Executives or Board members that have fiduciary duties to oversee and manage a business with an \$8 million operating budget and roughly \$18 million in annual revenue.

Unfortunately, a lot of time and energy is spent on minor operational issues, procedural arguments, and not on the proper strategic management of the students' business interests. Centering their efforts on strong communication, accountability and focusing their roles and responsibilities should go a long way toward improving the Feds organizational governance and the effectiveness of its leadership.

GGA General Recommendations ^{cont'd}

Communication

Communication is something that is relatively broken within the Feds organization. Every interviewee noted problems with communication and expressed a need for it to be strengthened in some capacity.

First and foremost, **the Feds need to establish an annual strategic business plan with direct input and recommendations from the full-time management staff.** The creation of the plan will:

- Help to initiate communication between the management team, the Board and the Executive team.
- Strengthen communication to the Board by defining what the Board should be strategically focused on.
- Provide a framework and direction that can be shared with the staff, Council, and student body.

Members of the Students' Council should be expected to properly communicate with their constituents. This should be in the form of:

- Attending society or constituent meetings to provide updates on Feds activities and to collect views and opinions on issues that can be shared at Council meetings.
- Preparing and submitting society updates well in advance of Council meetings.
- Publicly post all agendas, minutes and decisions on an appropriate Feds website.

The President and the Board and Council Chairs should meet more than 7 days before meetings to discuss and agree on the agenda. All agendas and the supporting information materials should be sent to all members, at a minimum, 7 days prior to the meeting date.

- Last minute items can be added to the agenda at the beginning of the meeting. If the majority of members feel that they have not had sufficient time to review the supporting materials, the item should be tabled for the following meeting.

Members of the student body and the press should not be allowed to attend meetings unless they have been formally invited by the Chair for a specific purpose. To strengthen communication in a more proactive way:

- All Board agendas, minutes and decisions should be publicly posted on an appropriate Feds website.
- The Board Chair should meet on a regular basis with a reporter from the Imprint to update the student body on Board responsibilities, activities and successes.

The Executive team should work to strengthen communication with the student body. As a result the Feds Executive team should:

- Have the President establish a bi-weekly meeting with a reporter from the Imprint to provide updates on the overall responsibilities, activities and successes of the Feds organization.
- Better utilize the students' Councilors to proactively communicate with the societies, clubs, colleges, they are engaged with.

The Students' Council should be tasked with the creation of a communication policy which outlines communication practices and expectations for the Executives, Board, Council and full-time staff.

GGA General Recommendations ^{cont'd}

Accountability

Unfortunately, the majority of the interviewees did not fully understand the current HR responsibilities that the Feds are responsible for and it was also clear that the organization lacks accountability policies and practices that should already be in place.

Establishing an annual strategic business plan will help to establish sound expectations and performance expectations for the Executive team, Board and full-time senior managers. Overall, the establishment of a plan will:

- Enable the Executives and the Board to establish sound performance objectives for their senior managers that are based on a plan that the managers themselves helped to establish.
- Establish a stronger HR role for the Feds and enable the organization to have more control over the human resources that it is legally responsible for.
- Provide the Feds with a document that can be publicly shared with the university community on an agreed 12 month business strategy that they can track performance against. (This will give the Feds something to regularly report on and from which it can take pride in the progress it makes.)
- Enable the Board and management to participate in the creation of a strategic vision that is not singularly viewed as an Executive platform.

As previously mentioned, **the Students' Council should be tasked with the development of a strong communication policy for the whole organization to strengthen organizational accountability** by:

- Clearly outlining of the responsibilities of the Executives, Board, Council and senior staff in facilitating strong communication connections between each group as well as with the Feds' Student members.
- Establishing proactive practices and expectations regarding the prompt posting of meeting agendas, minutes and decisions as well as the public sharing of annual strategic business plans.
- Creating relationships between the Executive team and Board with members of the Imprint to generate a regular flow of information on the Feds' responsibilities, activities and successes.

All meeting materials should be sent out at least 7 days in advance of meetings which will:

- Enable Board and Council members to properly review all materials, be fully informed, check facts, and be able to fully participate in all meeting discussions.

GGA General Recommendations ^{cont'd}

Focus

Given the number of leadership tools established and available to the Feds' organization, it is clear that there is an overlap of responsibilities or opinions on what each group should be responsible for. A high level breakdown of responsibilities is as follows:

Students' Council – should be responsible for the collection and communication of students interests for all Feds' activities. It should be the focal point for the drafting, testing, and implementation of all Feds' policies and procedures which in turn provides a student-approved lens through which all Feds activities should flow/operate through.

Executive Committee – should be responsible for the general day-to-day business dealings and the representation of students within various university and outside community fora.

Board of Directors – should be responsible for the strategic oversight of all Feds' business operations as well as providing assurance that the business operations are in line with the policy framework established by the Students' Council.

In its assessment, it was clear to GGA that all groups were working in isolation, creating policies without full student member input, establishing strategic decisions without senior management or Board input, and ultimately not trusting other groups to carry out work that needed to be completed.

GGA's primary recommendation is to **be clear with each group on what its role is and then allocate work that naturally fits within the scope of responsibilities for each group**. Building on the previous thematic areas, communication between each organization and holding people accountable for their responsibilities and actions will be of the utmost importance if the Feds governance effectiveness is to improve.

Proper training should also help leaders become more effective within their roles:

Executives – how to facilitate the creation of a strong annual business strategy;

Board Members – the roles and responsibilities of a non-profit Board;

Council Members – how to write and evaluate policies and procedures; and

Council and Board Chairs – how to effectively conduct and facilitate strong meetings.

Considering the importance that Chairs provide to organizations, **it is recommended that both the Board and Council Chairs preferably be members that have previously sat in an elected position within that body.**

Establishing a suitable committee structure for the Board will enable it to stray away from micro management and help it operate on a more strategic level.

The student members have chosen individuals to represent them within various levels of the organization. These representatives should be fully committed to fulfilling the responsibilities of their roles and representing the interests of the student members. If not, they should have no place within the Feds organization.

Section V

Next Steps

Next Steps

Presentation of Findings

- The Feds Board should set a date for GGA to fully discuss and present the findings of this report.
- Once agreed upon, a public presentation of the report's findings should be planned. At a minimum, the following groups should be in attendance:
 - ❖ All Executive team members;
 - ❖ All remaining members of the Board of Directors;
 - ❖ All Students' Council members; and
 - ❖ All full-time senior management employees.
- In addition, it is suggested that the following groups also attend:
 - ❖ The student heads of all faculty societies;
 - ❖ The student heads of all federated and affiliated academic institutions; and
 - ❖ Representatives from the Imprint.

Board Actions

- The Board should discuss what actions it would like to take and consider establishing a Governance Committee that can develop an action plan for the full Board to review and approve.
- Recommended training elements should be established and delivered.
- Follow-up assessments should be conducted on an annual or bi-annual basis to ensure the Feds that it is making strides in the outlined areas of concern.

Appendix A

Non-Profit Board Responsibilities

Non-Profit Boards

Responsibilities

- Board responsibilities can be viewed at many levels.
- At its highest level, non-profit Boards should ultimately be responsible for the organization's:
 - ❖ Purpose, by establishing and implementing the organization's mission and vision;
 - ❖ Continuity, by providing continuity for managing and implementing the organization's affairs;
 - ❖ Progress, by setting the rate of progress that the organization takes in reaching its mission and vision ; and
 - ❖ Identity, by securing the community support and appreciation for the organization's objects, beliefs, vision, mission, and long-term direction.
- At a more functional level, non-profit Boards should be responsible for the organization's:
 - ❖ Legal duties, by ensuring that the organization is operating according to the law and within the framework of its mission;
 - ❖ Fiduciary duties, by exercising reasonable care in safeguarding the organization's assets;
 - ❖ Oversight, by ensuring proper management of the organization (either through themselves or through the selection/hiring of a senior Executive/team);
 - ❖ Fundraising, by securing appropriate funding to carry out the activities and achieve the goals of the organization; and
 - ❖ Representation of constituencies and viewpoints, by bringing the experience and varied perspectives of the organization's constituencies to the Board.

Non-Profit Boards^{cont'd}

Responsibilities^{cont'd}

- At its most granular level, a non-profit Board should:
 - ❖ Determine the organization's mission and purpose;
 - ❖ Select the Executive;
 - ❖ Support the Executive and review his or her performance;
 - ❖ Ensure effective organizational planning;
 - ❖ Ensure adequate resources;
 - ❖ Manage resources effectively;
 - ❖ Determine and monitor the organization's programs and services;
 - ❖ Enhance the organization's public image;
 - ❖ Serve as a court of appeal; and
 - ❖ Assess its own performance.

Feds' Current Situation

- As implied above and on the previous page, the general understanding is that a non-profit Board should strive to focus on the higher level legal and strategic responsibilities of the organization.
- Under the current Feds structure, it is the Students' Council that should determine the organization's mission and purpose and it is the student members that select the Executive and Board members through an annual election.
- Non-profit Boards normally assesses the performance of the Executive. However, this process normally is on an annual basis which means that Executive performance assessments would be inconsequential because Feds Executives normally hold their position for a maximum of 12 months.
 - ❖ If a Feds Executive decided to continue their role within the Feds organization, they would have to run again in an election which could ultimately be based on their previous performance record.

Non-Profit Boards ^{cont'd}

Types of Non-Profit Boards

- There are normally distinct Board types and an evolutionary path that exists within the not-for-profit sector:

Working Boards

- ❖ Tend to be associated with organizations that have few or even no full-time staff.
- ❖ Members of working Boards perform operational and administrative tasks.

Administrative Boards

- ❖ Are closely involved in management.
- ❖ Set priorities for staff and review their work. They are mostly internally oriented.
- ❖ One could reasonably argue that an administrative Board is a working Board for an organization with a larger professional staff.

Policy Boards

- ❖ Are characteristic of large organizations with highly qualified Chief Executive Officers (“CEOs”) and professional administrations.
- ❖ They are mainly concerned with governance, strategic planning, and reviewing reports and recommendations from their CEOs and their standing committees.
- ❖ Their orientation is mainly externally focused and long-term.
- ❖ In its function, a non-profit policy Board is the closest type of Board related to the corporate, for-profit, private sector.

Feds’ Current Situation

- It is GGA’s observation that the Feds Board has evolved away from its working Board roots and is presently at the Administrative level. This is mostly because there is a full-time staff in place to help with the management of the Feds’ business affairs.
 - ❖ However, GGA assumes that this Board has been stuck at this level for a considerable number of years because there is evidence that the Board has not been able to fully operate at a strategic oversight level.

Non-Profit Boards ^{cont'd}

Benefits

- A study conducted by American Express and the Volunteer Consulting Group determined the following key benefits of serving on the Board of Directors of a non-profit organization:

Thought Leadership

- ❖ Creating innovative solutions
- ❖ Shaping strategic vision
- ❖ Thinking conceptually & analytically

Results Leadership

- ❖ Demonstrating initiative & accountability
- ❖ Pursuing learning & development
- ❖ Using management expertise

Relationship Leadership

- ❖ Collaborating effectively by valuing diversity
- ❖ Attracting & developing talent
- ❖ Influencing & negotiating effectively
- ❖ Leveraging networks

Observation and Application to the Feds

- The natural beginning of a non-profit Board is that it is normally created around a specific issue or communal need.
 - ❖ Most often initial Boards do the work themselves because a staff is not in place to do it for them.
 - ❖ In this case the Feds Board is normally comprised of a group of individuals who had ample interest in, and strong commitment to, working in the best interests of their student members.
- GGA acknowledges that a positive transition has already begun from its working Board grass roots and toward a higher level policy Board and although this transition will take more time, it was clear from the interviews that many of the current members are adhering to a “working Board” model because they have never been properly educated on how they might operate at a higher “policy” level.
 - ❖ GGA does not see this as a negative obstacle. It shows that the Board is comprised of passionate individuals who are committed to the goals and objectives of the Feds.
 - ❖ The greatest challenge is that the Feds need to truly embrace the defined roles of the Executive team, Board, Council and full-time staff.
 - ❖ The ultimate goal is to streamline the roles and responsibilities of the Executive team, Board, and Council and allow the Feds to become more of a “rifle” and less of a “shotgun” in its focus and effectiveness.
- Students that are involved with the Feds are in strong positions to learn and develop valuable skills that will hopefully enable them to become strong leaders in their future careers.



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