WUSA GOVERNANCE REVIEW: FINAL REPORT

Risser & Hughes Consulting

TABLE OF CONTENTS

LIST OF FIGURES

EXECUTIVE SUMMARY

This report was commissioned by the Waterloo Undergraduate Students' Association (WUSA). WUSA is currently undergoing a period of review and transition in response to identified long-standing governance challenges. This review is the third governance review commissioned by WUSA in the last seven years following a full governance review in 2014, and a limited 2020 review that did not consider governance systems. Recently, several student associations across the country have faced significant challenges due to high-profile incidents of improper governance. Further, the Government of Ontario's Student Choice Initiative, struck down by the courts, cast a spotlight on the governance of student associations.

The methodology of this report was developed by the consultants and contractually agreed with WUSA prior to commencement of the review. Interviews and focus groups are the primary evidence used in this report, supplemented by a review of WUSA's governance documents and the consultants' knowledge of and experience in the industry sector at-large. Some participants unable to attend scheduled interview or focus group sessions made written submissions to the consultants, invited and facilitated by WUSA.

Throughout the interviews and focus groups, respondents agreed that WUSA has a governance problem, specifically that the organization's governance is too complex and there is a lack of role clarity for council, board, executives, staff, and subsidiaries. Respondents overwhelming identified that the organization's governing documents are long, contradictory, and limiting due to their level of specificity. Both student and staff respondents noted that governance at the association has hit a critical juncture, and that governance review and reform is long overdue. Importantly, respondents agreed that the problem is primarily a *systems* problem, not a *people* problem, which is to say that the problem exists independent of the personalities occupying student representative or staff positions but is central to the structure of the organization itself.

The governance challenges identified by respondents emerge from the specific WUSA case but are not unique or even exceptional. Rather, the challenges are common amongst many organizations that have undergone significant growth in size and scope including most student associations. Encouragingly for WUSA, respondents agreed that there is currently a window for change and that there is an openness on all sides to change and improve the long-term governance of the organization.

Many respondents noted that WUSA has a highly professional and mission-driven staff dedicated to working with students to provide high quality programs and services to improve campus life. The quality and dedication of staff, and the importance of retaining skilled, mission-driven staff, were repeatedly noted. Knowledge of the governance system and support of student representatives, especially the executive, by senior staff were also noted as strengths.

When asked if WUSA's governance system is robust, many respondents noted that the system was "too" or "excessively" robust in that the volume of policies and procedures and general complexity of the governance system resulted in the system being over-engineered. A frequently cited comment was that WUSA's governance policies are too specific in application and insufficiently general to facilitate the function of governance as a focus on strategic rather than operational concerns, an observation confirmed by the consultants' review of WUSA's governance documents. Governance policies were argued by some respondents to be too prescriptive towards the executives, which limit the executives' abilities to perform their jobs

and focuses accountability solely on process over outcome. The level of complexity to WUSA's governance was frequently cited as a significant barrier to entry for students.

In addition to a lack of role clarity, some respondents noted that council is currently insufficiently equipped to provide representative student leadership to the organization. As many respondents noted, council participation is for most students their first experience in the governance of a large not-for-profit organization. Lack of experience and the need for training was suggested by some respondents as a reason to maintain a separate board to avoid "rookie" mistakes by council on operational questions. Training and mentorship were cited as needed to assist council members with transitioning into the role and understanding their responsibility to the organization and its members.

Overall, the results from the interview and focus group process broadly demonstrate that WUSA is suffering from common governance problems that arise when organizations have experienced significant growth and evolution in their complexity but retain residual legacy systems of governance more suited to previous phases of their development. WUSA is in an exceptional position to tackle these problems and revitalize its corporate governance model. Due to WUSA's organizational size compared to other student associations, these issues have been brought to the fore more prominently and have seemingly been rendered intolerable. The prevailing opinion among interviewees and focus group participants that change is needed, and that a window of opportunity for it now exists, positions WUSA to be among the early adopters who will lead a transition that other associations will eventually have to follow.

The central issue facing WUSA, as most student associations, and many other organizations that find themselves shifting between stages of organizational development, is that it has only half completed this transition and therefore remains a hybrid structure between the workgroup and governing board models. Student associations generally started out with a simple workgroup board level of organization and then gradually progressed into sizable associations providing more complex services and necessitating large complements of expert staff to do so. But many throughout have retained the residual legacy systems previously noted. This has been the metaphorical equivalent of trying to play baseball and football at the same time on the same field using half the rules of each. In the same manner that each game is a self-contained system where all the rules and parts of the game work together coherently to function, so too are these organizational stages and corporate governance models mutually incompatible. WUSA's hybrid adaptation is particularly problematic in that it has led to a proliferation of governance and executive offices and bodies, as well as duplicative and overlapping policies & procedures and workloading problems.

Respondents frequently noted that ownership engagement is a weakness for WUSA. A repeated criticism of WUSA from respondents was that student representatives and staff do not sufficiently promote WUSA's value for money and successes to the student population. In this way, the issue was presented by respondents as one primarily of marketing or public relations, rather than governance.

Informed by the results of the governance review and the expertise of the consultants, 80 recommendations have been provided to improve governance at WUSA. The recommendations address governance structure and processes, management structure and processes, election processes, governing body orientation and professional development, bylaw development, and other issues.

1.0 PURPOSE

This report was commissioned by the Waterloo Undergraduate Students' Association (WUSA). WUSA is currently undergoing a period of review and transition in response to identified long-standing governance challenges. This review is the third governance review commissioned by WUSA in the last seven years following a full governance review in 2014, and a limited 2020 review that did not consider governance systems. The purpose of this report is to provide the commissioned governance review and submit for WUSA's consideration a set of interrelated recommendations to develop a corporate governance model suitable for the organization's contemporary circumstances and needs.

2.0 CONTEXT

Over the last number of years, several student associations across the country have faced significant challenges due to high-profile incidents of alleged misconduct, management failures, and improper governance. These scandals included accusations of misappropriation of funds at certain university student associations and resulted, in at least one instance, in the replacement and eventual dissolution of an existing student association. Further, within Ontario, the provincial government introduced the Student Choice Initiative, making membership and fees to student associations voluntary for students. While Student Choice Initiative was ruled unlawful in 2019, a decision upheld by the Ontario Court of Appeal in 2021, the legislation and debate placed further scrutiny on the role and governance of student associations.

For WUSA and the broader student association sector, student participation in their associations has been chronically low and declining. Voter turnout, long a problem for student associations, is increasingly coupled with declining student participation rates as candidates. This trend undermines the principles of accountability and democracy, and limits innovation as fewer ideas and perspectives are heard. Declining student engagement also risks further disconnecting student associations from the needs of their owners, undermining these organizations' missions and purposes.

Finally, the COVID-19 pandemic forced students and student associations, including WUSA, into a work and learn from home environment. Respondents in this review noted that on both an operational and governance level, the disruption created by the COVID-19 pandemic for student executives, board members, and council members, exposed long-standing governance systems challenges that could no longer be reconciled by hard work and good faith on the part of those involved to make the system work.

3.0 METHODOLOGY

The methodology of this report was developed by the consultants and contractually agreed with WUSA prior to commencement of the review. Interviews and focus groups are the primary evidence used in this report, supplemented by a review of WUSA's governance documents and the consultants' knowledge of and experience in the industry sector at-large.[1] Some participants unable to attend scheduled interview or focus group sessions made written submissions to the consultants, invited and facilitated by WUSA. To protect all participants and to solicit and facilitate comprehensive, open, and honest dialogue on governance challenges at WUSA, all interviews and focus groups were conducted on a not for attribution basis, more colloquially

---

[1] See Appendix A for a list of interview questions and Appendix C for a list of documents consulted.

known as 'the Chatham House Rule'[2], meaning that the content could be used directly or indirectly in the report but without attribution to the speaker. The consultants conducted three interviews and seven focus groups between the period of September 17th, 2021, and October 22nd, 2021, with current and past executives, current and past board members, current and past council members, senior staff, and students at-large. In total, 30 individuals participated in the interview and focus group process or made a written submission.[3]

4.0 FINDINGS

4.1 Introduction

The findings contained within this section are derived from interviews, focus groups, and written submissions by respondents. This section does not include every comment submitted, but rather represents the preponderance of evidence and perspectives offered by the respondents. Governance-related comments are grouped thematically.

The governance challenges identified by respondents emerge from the specific WUSA case but are not unique or even exceptional to student associations or the non-profit sector. Challenges identified by respondents are common amongst many organizations that have undergone significant growth in size and scope without transforming their governance structures, including most student associations. In this way, WUSA is confronting governance challenges faced by the student association industry and the wider not-for-profit sector. Importantly and encouragingly, most respondents agreed that governance reforms are needed, there is a window for change, and there is an openness to improve the long-term governance of the organization.

4.2 Governance Overview

Throughout the interviews and focus groups, respondents agreed that WUSA has a governance problem, specifically that the organization's governance is too complex and there is a lack of role clarity for council, board, executives, staff, and subsidiaries. Respondents overwhelming identified that the organization's governing documents are long, contradictory, and limiting due to their level of specificity. The consensus amongst respondents is that the organization's governance is not "legible" to those within and outside WUSA. Both student and staff respondents noted that governance at the association has hit a critical juncture, and that governance review and reform is long overdue. Importantly, respondents agreed that the problem is primarily a *systems* problem, not a *people* problem, which is to say that the problem exists independent of the personalities occupying student representative or staff positions but is central to the structure of the organization itself. This was repeatedly affirmed by respondents who noted that to the extent the governance system works and works well, it is because of the high quality and good faith of the students and staff within the organization.

In 2020, WUSA commissioned a limited governance review in response to an identified need to address challenges within the organization. Upon completion of the review process, the need for a more expansive review examining governance as the central question was identified. Further, major changes have been made to WUSA's governance in the last five years. Respondents, however, noted that the organization's governance has become too complex and that governance changes have not addressed underlying systemic issues. As one respondent commented, rather

---

[2] https://www.chathamhouse.org/about-us/chatham-house-rule
[3] See Appendix B for a complete list of participants.

than address governance as a systems question, governance reforms have focused on "band-aid" solutions resulting in ad hoc, inconsistent, and incoherent changes. Several respondents argued for a back-to-basics approach, building governance from the ground up rather than trying to repair a broken system.

4.3 Organizational Strengths

Many respondents noted that WUSA has a highly professional and mission-driven staff dedicated to working with students to provide high quality programs and services to improve campus life. The quality and dedication of staff, and the importance of retaining skilled, mission-driven staff, were repeatedly noted. Knowledge of the governance system and support of student representatives, especially the executive, by senior staff were also noted as strengths.

As an organization that exists to serve students, respondents agreed that despite governance and communication challenges, WUSA provides ongoing, high-quality services and events to students. Additionally, though governance challenges surrounding student-run services were frequently noted, the original mandate and existence of student-run services were identified as an organizational strength and benefit to campus life. One example of success identified as especially important by many respondents is the efficacy of WUSA's advocacy to government. Respondents who singled out this success stressed that governance changes should not undermine the success WUSA has in its advocacy work.

Transition for all levels of student representatives was consistently cited as an issue, but continuity of operations at an organizational level was recognized as a strength that overcomes transition challenges.[4] A move to long-range planning with annual plans designed to support the long-range 5-year plan has further strengthened continuity of operations between transitions. Improved strategic and annual planning processes were identified by many respondents as a strength and key improvement for WUSA. A strong and collaborative relationship with the University of Waterloo was also cited as a contributing factor to a strong continuity of operations.

Several respondents argued that WUSA's atypical dualistic system of governing bodies was an organizational strength. The division of responsibilities between board and council, with board focused on operations and council on advocacy, was argued an asset in attracting more students to become involved in WUSA than otherwise might be interested if WUSA only had a single representative body. By dividing responsibilities, students are allowed to focus on what is most interesting to them: advocacy or operations. Some respondents noted that without this division, a requirement to take on responsibility for finance and operations would have dissuaded them from becoming involved in WUSA.

Finally, some respondents noted that, especially for executive positions, involvement in WUSA offers a valuable professional development and experiential learning opportunity.

4.4 Role and Purpose of WUSA Unclear to its Membership

Respondents consistently identified a disconnect between WUSA, as an organization and student representatives serving within it, and the broader student population. Some respondents noted that there was a feeling that students are fed up with WUSA or consider it

---

[4] Some respondents did note that at the executive level, new executives were often frustrated by inheriting agendas half-completed resulting in the first half of their terms focused on completing someone else's priorities.

"irredeemable". The student body, in the words of respondents, sometimes views student representatives as "LARPing politicians" [5] or "playing politician on students' dime," sentiments that convey a general sense that WUSA is not relevant to students' lives and that student representatives are disconnected from the student population. Respondents noted that there is a pervasive lack of knowledge amongst the larger student community of the purpose of WUSA and the excellent work it does for students. Further, there is also a lack of knowledge and clarity about WUSA's governance and specifically which representatives are responsible for what and how decisions are made. Three sets of explanations were provided by respondents for the disconnect between WUSA and its membership: the dynamics of Waterloo's student population, weak ownership engagement by WUSA with its membership [6], and the complexity of WUSA's governance.

Respondents repeatedly argued that the University of Waterloo has a different institutional dynamic compared to most other universities in Canada and that its student population has different priorities and experiences compared with students at other universities. In particular, the large number of students in STEM-related fields combined with most programs including co-op experiences means that students are argued to be more focused on preparing for future employment and less focused on campus experience in general. Co-op programs also remove students from campus life for periods of time resulting in a lower level of connection. Several respondents argued that the Waterloo has a more "professional"-focused student culture compared to more liberal arts-focused institutions. Beyond the unique nature of Waterloo's programming, respondents also noted factors common to other campuses including WUSA lacking a perceived relevance to students, and general apathy amongst young people in general.

One factor unique to the University of Waterloo is the presence of large, active faculty-societies with their own representative bodies, in some cases with paid, full-time professional staff, that provide on-campus services. Some respondents argued that holding a student representative position in a faculty society, such as the Engineering or Math society, was perceived as more prestigious than holding a student representative position in WUSA. Further, faculty societies were argued as perceived to be more relevant to students and more attuned to the individual needs of students within each faculty. By contrast, WUSA was argued to be more distant and disconnected from the campus experience of students.

4.5 Complexity of Governance System

When asked if WUSA's governance system is robust, many respondents noted that the system was "too" or "excessively" robust in that the volume of policies and procedures and general complexity of the governance system resulted in the system being over-engineered. A frequently cited comment was that WUSA's governance policies are too specific in application and insufficiently general to facilitate the function of governance as strategic rather than operational, an observation confirmed by the consultants' review of WUSA's governance documents. Governance policies were argued by some respondents to be too prescriptive towards the executives, which limit the executives' abilities to perform their jobs and focuses accountability solely on process over outcome.

The level of complexity to WUSA's governance was frequently cited as a significant barrier to entry for students. While the governance system can be learned over time, respondents noted

---

[5] LARPing is an acronym for 'live action role playing'.
[6] This point is examined further in section 4.8

that there is a steep learning curve for newly elected student representatives, compounded by the fact that for most it is their first experience being involved in the governance of a not-for-profit organization. Many respondents expressed concern that the high barrier to entry resulted in only a small group of students becoming involved, and this results in WUSA being something of an exclusive club where those who are involved rotate through the various representative positions.

In addition to limiting general student participation in WUSA through elected positions, respondents noted that the complexity of the governance system creates an accessibility barrier to students. For students not familiar with how WUSA works, too much time and effort is required to learn how to navigate the student to advocate for their specific needs and to make their voices heard. In this way, respondents suggested that the complexity of the governance system separates WUSA from its ownership and many argued that simplification was required to increase participation and better connect WUSA with students.

Some respondents argued that complexity of governance, heightened by frequent and non-systemic changes, and lack of role clarity, are symptoms of underlying structural challenges faced by the organization. WUSA has experienced rapid growth in the size and scale of operations and services provided to students. In a period of 20 years, WUSA has grown from revenue of $4million and 14 full-time staff to revenue of over $30million and 40-50 full-time staff. At the same time, the structure of governance has not evolved to keep pace with the growth of the organization, and governance changes have focused on trying to fix the original system instead of evolving with the scale of growth. This is a widespread problem faced by student associations and most not-for-profits as they grow, especially if organizations have faced rapid growth. On an operational level, one respondent noted that too often, WUSA "is a 40-person organization acting like 5 people sitting around a table". At a governance level, respondents noted that WUSA, from its inception as a small organization with workgroup board that did the work of an organization to $30million organization, still tries to maintain its original workgroup board structure. Respondents expressed concern that too often, student representatives focused on operational questions and do the work of the organization instead of larger strategic and governance questions on what the organization does, why, and for whom.

At the student executive level, respondents expressed concern that there has been a growing culture of fear. Executives increasingly are concerned about taking any action for fear of acting in contravention of the rules. Respondents noted that student representatives, especially at the council level, are focused on holding executives and the organization to account, but accountability is frequently defined as following correct procedure rather than whether results are achieved for students.

Further, especially at the council level, respondents expressed concern that council proceedings and actions can be hijacked by system experts, individuals who have taken the time to read and master WUSA's governance documents. Knowledge and familiarity with the organization's governance documents are an important part of the work of being a student representative, but the length and complexity of the documents creates a significant accessibility barrier that advantages those engaged the longest and those with the time and inclination to develop mastery of the system. Those in a position to overcome the knowledge barrier were argued by respondents to be able to advance their specific agenda and stop or hinder initiatives with which they do not agree. As respondents argued, the result is that the interests of all students are sacrificed to the interests of small groups of students represented by system experts.

4.6 Lack of Role Clarity for Executives, Board, Council, Committees, and Staff

Respondents identified a lack of role clarity, resulting from role duplication and general governance complexity, as one of the greatest governance challenges faced by WUSA. Of note for respondents was the lack of clarity in practice in the roles of the board and council. While in theory the board is focused on operations and council on advocacy, in practice, student initiatives often end up going through the same process twice at the council and board level and it was not clear to respondents where and when each board had advisory or approval functions. This is further complicated by WUSA's committee structure that adds a third level of initiative development, review, and oversight. Committees are often created to respond to study and respond to specific issues that arise from the student membership or internally from WUSA. In some cases, respondents expressed concern that committees try to give direct instruction to staff. Respondents overwhelming expressed concern that the multiple levels of review and accountability result significantly slowing down the work of governance.

A lack of role clarity was identified between council and student executives. Some respondents expressed concern that the relationship is often one-way in that council tries prescribing what executives are supposed to do and proscribing how they do it through a combination of onerous and voluminous policies and procedures and passing new initiatives that require action on the part of student executives who report to council. One area of conflict cited by one respondent is that the President reports to council but is also responsible for general governance management of council including council job satisfaction.

Many operational tasks performed by student executives duplicate staff work or could be better performed by trained, professional staff with the experience of multiple years in the position. For example, the President is responsible for posting on WUSA's official social media despite WUSA having a marketing department to perform this work. One example cited by some respondents is the role of VP Student Life which was argued to be redundant as it duplicates work already performed by staff. As some respondents noted, while students have in the past and continue through the executive positions to perform operational roles as effective staff members, the only job students can do that staff cannot is that of serving as student representatives and this is the first and most important job to which student representatives are elected. While trained and professional staff can perform all the operational functions of the organizations, the only individuals who can provide governance leadership on behalf of the members are students.

Respondents overwhelmingly expressed specific concern regarding the workload of the executive positions. This workload challenge was further exacerbated by the COVID-19 pandemic. Many respondents noted that the negative work environment for student executives is widely known amongst those engaged in WUSA, and that the positions are not seen as positive work experiences. The working conditions were argued by respondents to depress general interest in students running for executive positions and were causally linked to the high number of uncontested executive positions each election. Combined with the issues of role clarity and governance complexity cited above, student executives are not set up to succeed by WUSA's governance. Finally, the positions of President and VP Education were noted as particularly difficult for students due to workload, and some respondents argued that the VP Education position should be divided in two, a VP Academic and VP External, mirroring other student associations across the country.

4.7 Council is not set-up to succeed

In addition to a lack of role clarity, some respondents noted that council is currently insufficiently equipped to provide representative student leadership to the organization. As many respondents noted, council participation is for most students their first experience in the governance of a large not-for-profit organization. Lack of experience and the need for training was suggested by some respondents as a reason to maintain a separate board to avoid "rookie" mistakes by council on operational questions. Training and mentorship were cited as needed to assist council members with transitioning into the role and understanding their responsibility to the organization and its members. While the council in its present role does not have a fiduciary responsibility to the organization, some respondents argued that a lack of training and understanding about the fiduciary responsibility of the board can result in conflict when council gives direction to the board or the executives.

An insufficient transition program was identified by many respondents as a challenge facing council. Whereas transition training for executives can be uneven and depend on the personalities involved, transition for council is limited. This is partly due to oversight of council falling to the WUSA president and not a permanent staff member with a governance background and institutional knowledge of WUSA.

Finally, respondents noted that WUSA does not offer an incentive structure that encourages council members to take a more active role in learning and engaging in the position. Lower levels of engagement caused by lengthy meetings, limited speaking opportunities due to the size of council, and competition for council members' time from class and work commitments were noted by respondents as particularly concerning in the WUSA context as a common WUSA practice is to consult council as a representative body on the assumption that council members are actively involved in seeking representative feedback from their constituencies. Increased compensation to council members was cited by some respondents as one way to encourage council members to be more actively engaged in governance work and could result in attracting increasingly engaged candidates for council positions. In addition, some respondents suggested that reducing the number of council members would reduce meeting times and give more opportunities for meaningful participation by council members.

4.8 Ownership Engagement

Respondents frequently noted that ownership engagement is a weakness for WUSA. In this context, ownership engagement is used by the consultants as a term to represent the collection of activities and initiatives used by the WUSA organization and its student representatives to solicit representative feedback from students and disseminate governance-related information to the student body as owners. A repeated criticism of WUSA from respondents was that student representatives and staff do not sufficiently promote WUSA's value for money and successes to the student population. In this way, the issue was presented by respondents as one primarily of marketing or public relations, rather than governance.

At the board and executive levels, council was identified as the primary source of representative student feedback used to inform governance work. The quality of representative feedback and consultation was argued by respondents to be dependent on the representative character and quality of ownership engagement of the board. Some respondents expressed concern about a perceived level of apathy and disengagement by council members and questioned whether council focused sufficient time and energy on soliciting representative student feedback. These

responses were often framed around the question of accountability, and specifically a concern that accountability within WUSA was currently a one-way street with council focused on holding the board and executives to account, but not being held accountable for conducting sufficient or efficacious ownership engagement work.

To the extent that ownership engagement activities are performed, respondents cited two main categories of engagement: WUSA surveys, and elections. Many respondents noted that ownership engagement by council, and the advocacy worked informed by it, comes from ad hoc encounters with students, principally within individual faculties. These engagement efforts were usually not deliberately constructed to solicit representative feedback from students, but the feedback does inform council initiatives and the work of the executives and board by extension of council's *de facto* role as a representative assembly of students.

Surveys are a commonly used tool by WUSA to solicit student feedback. Respondents noted that WUSA develops surveys in conjunction with the University of Waterloo, making use of available resources to assist with survey design and analysis. Importantly, while WUSA surveys were noted for being robust and well-designed, they focus principally on customer satisfaction with WUSA service provision, rather than governance questions. This activity can be better understood as consumer engagement and not ownership engagement as the feedback solicited focused on quality of service and note the role of the organization or issues related to governance.

Finally, the evolving relationship between student-run services and council was identified by respondents as an ongoing governance challenge. In recent years, the work performed by student-run services has expanded from peer-support to advocacy on equity-related issues and specifically advocacy to WUSA on behalf of the students support by student-run services. Some respondents argued that student-run services provide a valuable form of ownership engagement while others expressed concern that the student-run services are led by hired rather than elected representatives who may not always represent the majority of students served by the specific organizations. The consensus amongst most respondents is that there is a lack of clarity as to the role of student-led services within WUSA, particularly as it pertains to advocacy and representation.

4.9 Elections and Representation

While respondents overwhelming agreed that WUSA and WUSA's elections are democratic and well administered, there was also an acknowledgement that student engagement and participation in elections is low, often struggling to clear 10% except in cases of an important referendum. Low voter turnout is a chronic problem across the student association industry and in this way WUSA is not unique compared to other student associations.[7] Respondents noted that WUSA has made investments in marketing elections to increase turnout with limited success, and that WUSA maintains a long (13 week) nomination period to generate interest and engagement. Increases in turnout were most often credited by respondents to the level of competitiveness of any given election[8] or the presence of a referendum on fees levied or other

---

[7] Kimberly M. Lewis and Tom W. Rice, "Voter Turnout in Undergraduate Student Government Elections," *PS: Political Science and Politics* 38, 4 (2005): 723-729.
[8] Defined as higher numbers of candidates for individual positions.

contentious issues. These observations are also common across the student association industry and are not unique to WUSA.

Respondents noted that in recent years, the demographic composition of WUSA's representative bodies have been representative of the demographics of the student population at large though some critical exceptions were noted. Importantly, some respondents identified that certain segments of the student population were underrepresented and posited that WUSA's electoral system, specific the use of STV with faculty constituency representation, could result in underrepresented groups within certain faculties such as Engineering and Math being underrepresented in the group of elected representatives. Several respondents also noted that international students are significantly underrepresented and that WUSA needed to invest more in engaging international students or add council seats specifically for international students. Though many respondents argued that student representation was broadly representative of the student population, this was identified as something that has organically and not as a result of successful attempts to engage marginalized or underrepresented students.

Many respondents cited the high number of uncontested elections and an insufficient number of candidates to fill all positions as ongoing challenges. At the executive level, candidate slates have increasingly run uncontested, a pattern attributed by most respondents primarily to the perceived undesirability of the positions as well as general student disengagement, points addressed in detail above. For council, respondents suggested that the considerable number of council positions contributed to low or uncontested elections as there are too many positions to fill. This is exacerbated further by the presence of faculty associations as discussed previously. Some respondents proposed eliminating constituency-specific council seats thereby significantly reducing the number of council seats available to increase competition for the positions and voter turnout. Frequent changes to election procedures was also identified as a barrier to entry as the lack of consistency means candidates and potential candidates have to continually relearn the system.

Finally, some respondents argued that the number and frequency of elections for WUSA or facilitated by WUSA on behalf of its subsidiaries create a sense of voting fatigue on campus. The combination of two annual election cycles, by-elections, faculty association elections (some of which are held each semester), and by-elections for faculty associations, leads to a perpetual election mode complete with election marketing and emails and other communication to students. As respondents noted, more elections results in each election being seen as less important thus lowering the stakes and student engagement.

5.0 DISCUSSION AND ANALYSIS

Overall, the results from the interview and focus group process broadly demonstrate that WUSA is suffering from common governance problems that arise when organizations have experienced significant growth and evolution in their complexity but retain residual legacy systems of governance more suited to previous phases of their development. These issues are not only common throughout the student association industry, they are also common to all organizations that undergo such transitions. The student association industry is also particularly vulnerable to the perpetuation of these problems resulting from the high level of transience among its elected leadership which prevents any individual leadership cohort from being in office long enough to fully identify, comprehend, and rectify the problems. Moreover, the transition to more appropriate corporate governance models is universally more difficult for member-based
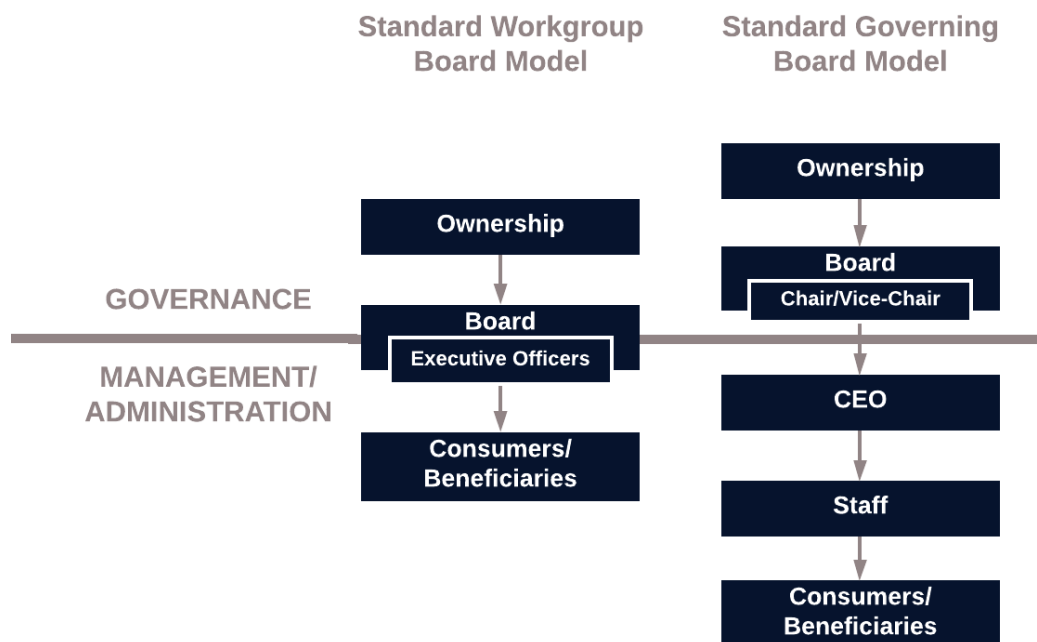
associations where the ownership and consumers/beneficiaries are roughly the same group. These issues are broadly understood by the consultants to be the reasons why student associations specifically are failing to make appropriate governance transitions. WUSA has further compounded these issues by layering incremental "fixes" on top of a flawed foundation, rather that transforming the corporate governance model from top-to-bottom.

WUSA is in an exceptional position to tackle these problems and revitalize its corporate governance model. Due to WUSA's organizational size compared to other student associations, these issues have been brought to the fore more prominently and have seemingly been rendered intolerable. This is also common as organizations "get better'" and the residual legacy systems that chafe them become untenable to maintain. The prevailing opinion among interviewees and focus group participants that change is needed, and that a window of opportunity for it now exists, positions WUSA to be among the early adopters who will lead a transition that other associations will eventually have to follow.

The current problem is best illustrated in Figure 5.1. In a standard workgroup board structure, more suited to organizations that cannot afford staff and consequently rely on volunteers to do the work of the organization (e.g. Student Clubs, smaller societies), there is an overlap between the governance authority and the management/administration. This is appropriate and inevitable for these types of smaller organizations in that the board members must perform the dual-roles of governing and undertaking the frontline work as no one else is available to do so. Such organizations normally have large two-tiered boards with a core nucleus executive committee comprised of a president (or chair) and supporting officers.

By contrast, in a standard governing board structure, more suited to larger and more sophisticated organizations that have multi-million dollar budgets and large complements of full- and part-time staff, there is properly no overlap between governance authority and management/administration.[9] This is also appropriate and properly inevitable for these types of larger organizations in that there are full- and part-time staff to better perform the managerial and frontline work and their larger scope and complexity necessitates that the board take a greater role in ownership representation, policy making, and performance and compliance monitoring to maintain effective organizational self-governance in the face of such growth. Such organizations normally have single-tiered boards that oversee chief executives responsible for management/administration.

---

[9] For the purposes of this report staff includes frontline volunteers who help with peer support, program delivery, events & activities, etc., Frontline volunteers are in effect 'unpaid staff' as opposed to the paid staff of the organization.

FIGURE 5.1 STANDARD CORPORATE GOVERNANCE MODELS

The central issue facing WUSA, as most student associations, and many other organizations that find themselves shifting between stages of organizational development, is that it has only half completed this transition and therefore remains a hybrid structure between the workgroup and governing board models. Student associations generally started out with a simple workgroup board level of organization and then gradually progressed into sizable associations providing more complex services and necessitating large complements of expert staff to do so. But many throughout have retained the residual legacy systems previously noted. This has been the metaphorical equivalent of trying to play baseball and football at the same time on the same field using half the rules of each. In the same manner that each game is a self-contained system where all the rules and parts of the game work together coherently to function, so too are these organizational stages and corporate governance models mutually incompatible. And WUSA's hybrid adaptation is particularly problematic in that it has led to a proliferation of governance and executive offices and bodies, as well as duplicative and overlapping policies & procedures and workloading problems. WUSA consequently winds up looking like the governance equivalent of a 'Rube Goldberg machine'.[10]

---

[10] https://en.wikipedia.org/wiki/Rube_Goldberg_machine

FIGURE 5.2 CURRENT WUSA GOVERNANCE MODEL
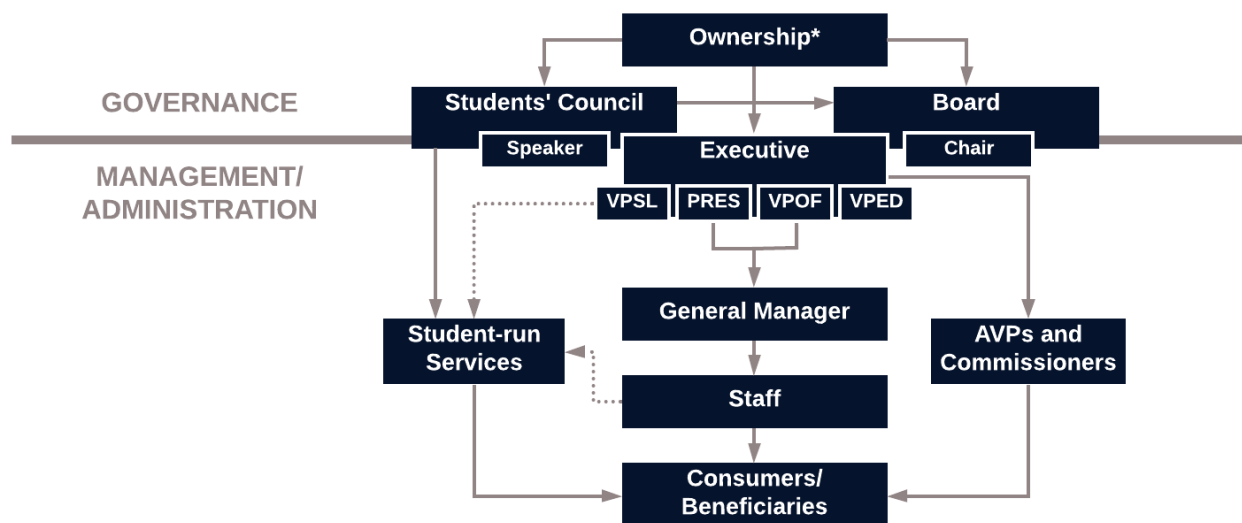
*The Ownership elects individuals either through annual or by-election processes or general membership meetings.

The existing WUSA structure, as represented in Figure 5.2, lays bare the core and structurally rooted issue that WUSA is experiencing and is, in the opinion of the consultants, the ultimate causal explanation for nearly all of the challenges that respondents noted in the results. The role and purpose of WUSA is not clear to its membership in large part because the lack of a full transition to a standard governing board structure has prevented the association from developing a more systematized and corporatized ownership representation capacity. This polycentric governance structure, which undoubtedly arose as a series of incremental adaptations to organizational growth, is a significant hindrance to governance cohesion, strength, and continuous improvement. The role confusion and lack of accountability between the Students' Council, Board, Executive & AVPs/Commissioners, Staff and student-run services is the direct result of overlap between the appropriate role for each group and the lack of a clearly understood organizational demarcation between where governance ends and management/administration begins.

This core problem generates significant organizational friction and hampers the smooth functioning of the association on behalf of its ownership. It also prevents the student body (through their owner-representatives on the governing authorities) from genuinely governing and controlling the association that they own and pay for and so must be corrected. In the opinion of the consultants, the lack of necessary organizational transitions has been a key contributing factor to the scandals that have plagued other student associations across the country.

Beyond this core structural problem, there are a few ancillary and interconnected process and procedural issues facing WUSA. While the core structural problem impedes a clear understanding of organizational hierarchy, role clarity, and the flow of direction and accountability through the governance system, the process and procedural issues affect the

quality of ownership representation and inclusion in organizational decision-making, governing body deliberation and effectiveness, and job preparation and performance of the various officeholders that operate the organization.

First, the duplication and overlap between the varied governance and executive bodies has generated a policy & procedures framework that is at once too onerous, too voluminous, and too nebulous, and is in desperate need of simplification, clarification, and diminution. This absence of an advanced and coherent policy framework that defines governing body and staff processes and interactions, organizational planning, executive operating parameters, and performance and reporting requirements adds to the confusion and friction rooted in the core structural problem.

Second, there is a lack of electoral competition resulting from the sizable number of different positions, the division of such positions into small constituencies, and a lack of adequate compensation for the performance of duties. This has led to frequent acclamations and general lack of choice for the ownership in electing their owner-representatives.

Third, there is no clear, comprehensive, and systematized organizational framework that guides interaction between WUSA and the student body, both in students' roles as WUSA's collective ownership and its individual consumers/beneficiaries and stakeholders. The absence of this framework may be part of the reason for the lack of awareness among the membership about WUSA's purpose and impact.

Fourth, while the training and orientation program for onboarding is comparable to many peer organizations, given the high-level of transience and inexperience of student leadership compared to other types of governing authorities, there is no such thing as too much training or beginning too soon. Particularly, not waiting until after student leadership cohorts have been elected to begin training is critical.

Finally, there is a lack of organizational focus on mission-driven, strategic-level matters because the time required to operate a deficient governance system proves a significant distraction and leads to the association's muddled governing bodies spending too much time trying to clarify roles and accountabilities between them.

 Neither the core structural issue nor the ancillary ones are insurmountable, and, in fact, they can be reasonably and easily fixed in the long-run if the association corporately has the desire to do so. The concluding section outlines a structural and procedural blueprint to proceed.

6.0 RECOMMENDATIONS

This concluding list of recommendations is based on the results and analysis of the preceding sections of this report as well as the subject matter expertise of the consultants and is intended to guide the association toward a renewed corporate governance model more suited toward its contemporary circumstances and needs. The recommendations address governance structure and processes, management structure and processes, election processes, governing body orientation and professional development, bylaw development, and other issues. They sketch an interlocking series of measures that lay the foundation for a modern, coherent governance system for the association. The recommendations are presented in list form for brevity and simplicity's sake and the second phase of the project will delve further into how precisely these recommendations become operationalized should the association decide to proceed with what is being recommended.

6.1.   It is recommended that the association transition to a Governing Board-Permanent CEO corporate governance model[11] in which the current Students' Council and Board of Directors will be reformed into a single, elected Board of Directors[12] that will collectively provide governance leadership to the association, and staff, under the general direction of an Executive Director,[13] will exclusively undertake the management/administration of the association (see Figure 6.1).[14]

6.2.   It is recommended that association's new Board be composed of a President, who shall be the Board Chair and chief governance officer, a Vice-President, who shall be the Vice-Chair and deputy chief governance officer, and eleven (11) Directors at-large.[15]

6.3.   It is recommended that the entire Board be elected during a single general election period each spring for a one (1) year term from May 1st until April 30th.

6.4.   It is recommended that the Board Members be elected at-large by the entire student body using the single transferable vote procedure. It is further recommended that the election quota be calculated using the Droop formula and that votes be transferred by means of the fractional method.[16]

6.5.   It is recommended that, following the general election each year and prior to May 1st, the Board-elect meet to elect the President and Vice-President from amongst its Directors using the single member instant runoff voting procedure. It is further recommended that the President and Vice-President be elected in separate processes with the President being elected first.[17]

---

[11] All further changes related to staffing and management structure in this list of recommendations are consequent to the transition to this model and designed to realign current governance and managerial/administrative workloads to accommodate said transition. Redistribution of organizational resources to different priorities than those that currently exist is beyond the scope of this report and is a subsequent decision for elected student authorities.

[12] The title need not be Board of Directors as Governing Board's have many titles e.g. Students' Councils, Councils, Panels, etc., another title may be used so long as the proper role of a Governing Board is fulfilled.

[13] It is understood that the General Manager will assume the position of Executive Director. While the title change is somewhat cosmetic, it creates a 'breakpoint' to reflect an enhanced organizational position and makes the titled more consistent with other organizational titles.

[14] The current student association exemplars for the use of this corporate governance model are the Algonquin Students' Association at Algonquin College headquartered in Ottawa, ON and the Southern Alberta Institute of Technology Students' Association at SAIT headquartered in Calgary, AB.

[15] The number of Board Members could be altered but should remain an odd number and a prime number if the model proposed is adopted.

[16] Applying the single transferable vote procedure in this at-large fashion will allow a much broader spectrum of ownership opinion to be reflected at the Board table (Droop Quota for 13 Board Members = ~7.15% of the vote) and make for more competitive election processes. It will also improve the electoral chances of ideologically and demographically diverse candidates. Our understanding is WUSA already uses the Droop quota formula and fractional transfer method (i.e. BC-STV). It is also possible to retain constituencies and still move to a Governing Board-Permanent CEO model, but it is not recommended. If constituencies were retained Recommendation 6.7 would not apply.

[17] It would also be possible to elect the President and/or Vice-President directly from the membership (either together or separately) using instant runoff voting. If this method were adopted, then the number of Board Members need not be a prime number. It is not recommended for two reasons, first that it may result in President and/or Vice-President at odds with the rest of the Board, and second that failed presidential/vice-presidential candidates are then unable to serve on the Board.

FIGURE 6.1 PROPOSED WUSA CORPORATE GOVERNANCE MODEL
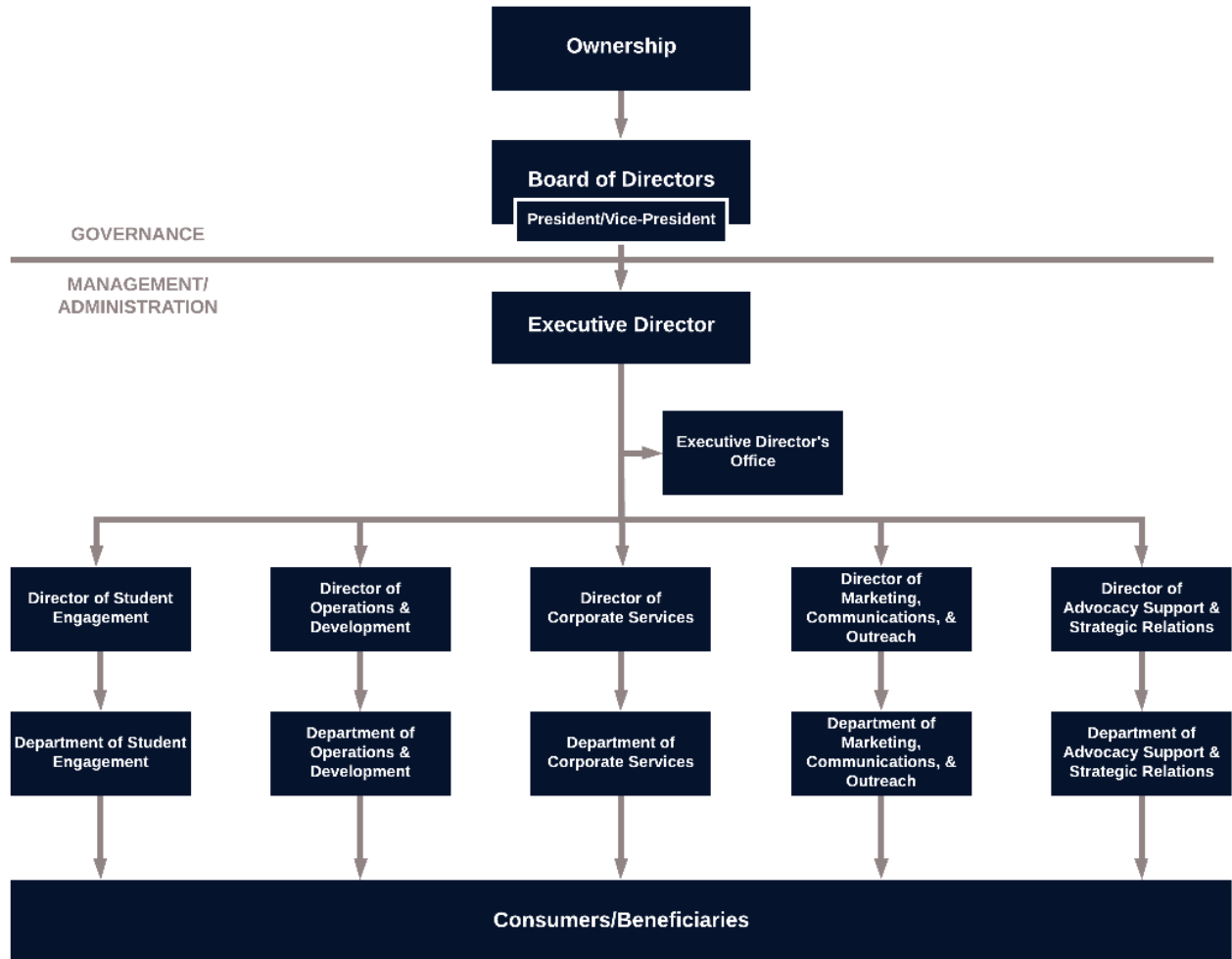
6.6. It is recommended that the collective role of the Board shall be to provide ongoing ownership representation for the student body, to set organizational policy in accordance with ownership needs and preferences as determined by the Board, and to provide monitoring and oversight of staff compliance and performance against stated direction as set out in policy.

6.7. It is recommended that individual Directors be designated as liaisons for the association's students in various academic faculties, affiliated colleges, satellite campuses,

professional schools, equity seeking groups, and other significant demographic constituencies.[18]

6.8.   It is recommended that all current Students' Council and Board committees be dissolved in their present form and that the new committee structure for the new Board include only those committees appropriate to the governance-level (e.g. Governance Committee; Audit Committee; Advocacy Positions Committee; Honorary Membership Committee; Elections & Referenda Committee, Special Committees, etc.,). It is further recommended that the association limit the number of Board committees operable at any one time to six or fewer.[19]

6.9.   It is recommended that should the new Board seek to retain the Committee of Presidents that it be a purely consultative body and not a Board Committee.

6.10.   It is recommended that appointments to various institutional, joint, and external governance bodies (e.g. UW BOG & Senate, BOG & Senate Committees, SLEF Board, OUSA Members' Meetings & General Assemblies, etc.,) be appointed by the Board from among the Board Members and that where the authority for such appointment does not currently exist the association seek to have it granted.[20]

6.11.   It is recommended that each year after their election and prior to May 1st, the President compile a list of recommended appointments for liaison portfolios and internal and external Board and committee memberships and submit it to the full Board for their consideration and approval at their first Board meeting following the turnover date.

6.12.   It is recommended that the new role of the President shall be to be the chief representative and advocate for the student body, the chief spokesperson for the association, and the leader and presiding officer of the Board.

6.13.   It is recommended that the role of the Vice-President shall be to support the President in their role and to proficiently deputize for the President in the temporary absence or incapacity of the President.

6.14.   It is recommended that the President and Vice-President assume the primary political role for advocacy on behalf of the association (e.g. BOG/Senate/UW, City of Waterloo, OUSA/Province of Ontario, Federal Government) with the professional support of the Executive Director and the expanded Department of Advocacy Support & Strategic Relations.

---

[18] It may be necessary to assign multiple constituencies to each Director and the President and Vice-President should be exempted from liaison activities. This liaison system allows for there to be a form of 'constituency representation' without leading to the kind of limited electoral competition that creates frequent acclamations.

[19] Board Committees need not be populated by Board Members, the key is that they act on the authority of the Board or advise the Board in the exercise of its duty. In other words, they exist to help the Board do its job not to interfere with the staff's job. Indeed, in some cases (e.g. the Elections & Referenda Committee) it might be advisable that committees be comprised of non-Board members.

[20] Obviously, the Board would need to appoint non-Board Members to the UW Senate if certain faculties were not represented on the Board but wherever they are Directors should take precedence.

6.15.   It is recommended that the President and Vice-President be the association's primary student representatives on the UW BOG and Senate and be the association's primary representative(s) to OUSA and the governing bodies of such other external organizations with which the association might from time-to-time affiliate.

6.16.   It is recommended that the President and Vice-President be required to advocate to the BOG/Senate/UW, City of Waterloo, OUSA/Province of Ontario, and Federal Government the corporate positions that have been officially sanctioned by the full Board wherever such positions have been determined.

6.17.   It is recommended that any Board Member or group of Board Members appointed to institutional, joint, or external governance bodies be required to advocate the corporate positions that have been officially sanctioned by the full Board wherever such positions have been determined.

6.18.   It is recommended that the Department of Advocacy Support & Strategic Relations provide professional support to any Board Member(s) representing the association to institutional, joint, or external governance bodies.

6.19.   It is recommended that the student body have the power to remove the Board or any of its Board Members, including the President and Vice-President, by a signed petition of the bona fide signatures of a simple majority of the members collected over a period of not more than thirty (30) days.

6.20.   It is recommended that the Board have the power to remove any of its members, including the President and Vice-President, for cause by a three-quarters (3/4) majority vote of the Board.

6.21.   It is recommended that Board Members' seats, including the President and Vice-President, be automatically vacated for other standard reasons including membership ineligibility, resignation, absence from three (3) consecutive meetings, criminal conviction, mental incapacity, and death.

6.22.   It is recommended that should the office of President be vacated for any reason during the course of a term that the Vice-President shall assume the office of President for the remainder of that term.

6.23.   It is recommended that should the office of Vice-President be vacated for any reason during the course of a term that the Board shall elect a new Vice-President for the remainder of that term.

6.24.   It is recommended that vacated Board seats be left vacant provided that the vacancies account for less than one-third (1/3) of Board seats. And further recommended that should vacancies account for one-third (1/3) or more of Board seats then a by-election shall be held

within thirty days (30) unless fewer than one-hundred twenty (120) days remain until a new term of office begins at the time of the triggering vacancy.[21]

6.25. It is recommended that the Board Members receive annual honoraria commensurate with their responsibilities and the President and Vice-President receive double and one and a half times the base honorarium respectively. It is further recommended that annual honoraria be adjusted automatically for CPI once each fiscal year and that any ancillary benefits, such as tuition credits, discounts, etc., be proportionately distributed amongst the Board Members as they are provided by and/or made available to the association.

6.26. It is recommended that any honoraria increase voted for Board Members by the Board, excepting automatic annual CPI adjustments, not take effect until both an election and an annual turnover shall have intervened.[22]

6.27. It is recommended that the aggregate compensation for the Board be fixed at not less than the compensation of the Executive Director.

6.28. It is recommended that Board Members be prohibited from serving the association as agents and/or employees during their terms of office.[23]

6.29. It is recommended that the association contract a Board Advisor who is independent from staff to act as a parliamentarian and resource person for the President, as chair, the Vice-President, as vice-chair, and Directors.

6.30. It is recommended that the association invite UW to designate an institutional liaison to attend and participate at Board meetings, except those portions deemed in-camera for the purpose of addressing matters related to any negotiation and/or litigation between UW and WUSA.

6.31. It is recommended that the Executive Director be designated to serve as the Corporate Secretary and to have custody of all official copies of organizational and Board documents, with the power to further delegate this authority while remaining accountable for its use.

6.32. It is recommended that a member of staff be designated by the Executive Director to serve as the Recording Secretary for Board meetings.

6.33. It is recommended that the Executive Director be officially designated as the chief executive officer of the association.

6.34. It is recommended that the Executive Director report directly to the Board as a whole and the Board give direction to staff collectively and solely through the Executive Director, excepting that the President, Vice-President, and individual Directors may request corporate

---

[21] Under no circumstances should the Board be given the authority to self-appoint Board Members. This is inappropriate for this form of democratic organization.

[22] This is to disincentivize self-enrichment by ensuring that a Board which votes itself an increase above CPI must face the electorate to justify it prior to it taking effect.

[23] To serve on the Board and staff simultaneously is a blatant conflict of interest in that the individual is essentially reporting to oneself.

information directly from staff where providing such information would not violate the law or personal privacy, and its compilation would not constitute a material use of corporate resources.[24]

6.35.　It is recommended that the Executive Director be dismissible by a majority vote of the Board subject to the relevant requirements of the legislation governing employment in the Province of Ontario.

6.36.　It is recommended that the Executive Director and senior management attend all Board meetings unless the Executive Director is the subject of in-camera discussions.

6.37.　It is recommended that where the Executive Director is the subject of in-camera discussions that for that portion of the meeting no staff be present, the Board Advisor act as Recording Secretary, and the Corporate Legal Counsel be present.

6.38.　It is recommended that the Executive Director and senior management be granted speaking rights at Board meetings subject to the same rules of order and decorum as Board Members.

6.39.　It is recommended that the association broadly adopt an organizational model with six business units (see Figure 6.1): the Executive Director's Office (e.g. Board support, corporate policy analysis, executive leadership, long range planning, performance management, etc.,); Department of Student Engagement (e.g. peer supports, events & activities, orientation, clubs oversight, wellness programs, etc.,); Department of Operations & Development (e.g. commercial operations, business development, core services, etc.,); Department of Corporate Services (e.g. finance, IT, procurement, HR, etc.,); Department of Marketing, Communications, and Outreach (e.g. media relations support, marketing, opinion research, etc.,); and Department of Advocacy Support & Strategic Relations (e.g. advocacy policy analysis, government & institutional relations support, etc.,).[25]

6.40.　It is recommended that the positions of Vice-President Operations & Finance; Vice-President Education; Vice-President Student Life; and all Associate Vice-Presidents/ Commissioners/Commissions, etc., under their offices and the President's be eliminated and that their governance level work be undertaken collectively by the new Board Members and their managerial/administrative level work be transferred to staff as allocated by the Executive Director.

6.41.　It is recommended that all existing student-run services be brought under the authority of the Executive Director and that said services may be reorganized or have their responsibilities reallocated by the Executive Director.

---

[24] What constitutes a material use of corporate resources would be determined by the Executive Director subject to overriding direction by motion of the full Board.
[25] This is intended to provide a broad strokes concept for a potential division of corporate labour. The names and responsibilities can certainly be adjusted by student elected authorities and/or management but should be viewed as a 'checklist' of areas to cover.

6.42.   It is recommended that the Executive Director have the ongoing authority to organize and reorganize the staff complement within the parameters of Board policy and the laws regulating employment in the Province of Ontario.

6.43.   It is recommended that, where permissible and financially feasible, the Director of Advocacy Support & Strategic Relations, and such other staff as may be required, attend all meetings of the BOG/Senate/UW, City of Waterloo, OUSA/Province of Ontario, and Federal Government, and the governing bodies of such other external organizations with which the association might affiliate from time-to-time, in a supporting role to the President, Vice-President, and other representatives.

6.44.   It is recommended that the Board develop and implement a full, comprehensive, and ongoing ownership consultation plan and cycle undertaken by the Board with the support of staff.[26]

6.45.   It is recommended that the Board develop and implement a full, comprehensive, and ongoing schedule of routine compliance and performance monitoring against stated direction as set out in policy. And further recommended that such a schedule use the monitoring methods of internal reporting, external reporting, and direct inspections in such combination as the Board determines most effective. [27]

6.46.   It is recommended that the Board conduct an annual performance review of the Executive Director supported by a qualified and independent HR professional. It is further recommended that the Executive Director be assessed against overall corporate performance and any terms and/or conditions of employment.

6.47.   It is recommended that the first phase of the annual orientation program commence during the nomination period and be made available to all potential candidates. And further recommended that the Board Advisor attend these sessions.[28]

6.48.   It is recommended that the second phase of the annual orientation program occur following the final ratification of election results and prior to the May 1st turnover and be made available to the Board-elect. It is further recommended that the Board Advisor attend these sessions.

---

[26] A number of techniques can be employed depending on their circumstantial effectiveness including owner surveys, focus groups and roundtables, world cafes, classroom engagements, constituency liaison activities, direct interactions, deliberative polling, trends assessments, expert information, education presentations, data analysis, environmental scanning, etc., etc., The important aspect to keep in mind is that such a plan consult with members in their position as the collective ownership not as individual consumers/beneficiaries and stakeholders and to undertake such consultations in a systematized, corporate-wide fashion.

[27] Internal reports are accurate reports from staff for which the Executive Director is responsible, external reports are accurate reports from outside experts and professionals that are independent from staff (e.g., the corporate auditors or other external consultants), and direct inspections are fact-finding exercises undertaken by the Board itself or a subset of Board designated to act on behalf of the Board and report back. Most compliance and performance monitoring can be accomplished through internal reporting but there are certain instances where external reporting and/or direction inspection are either necessary or a better procedure (e.g., the annual audit).

[28] Training in advance of candidacy is a good method for candidates to self-screen for compatibility. Obviously as a democratic organization WUSA would violate core ethics to prohibit candidacies but many student association candidates would benefit from a fuller understanding of role requirements before putting their names forward.

6.49.   It is recommended that the Board adopt an annual governance calendar with major recurring milestones to guide its agenda and work planning.

6.50.   It is recommended that Board agendas be prepared by the Executive Director or their designate under the direction of the President.

6.51.   It is recommended that agenda packages for Board meetings be disseminated to the Board and made available to the membership and public not less than one (1) week in advance of each Board meeting.

6.52.   It is recommended that draft minutes of Board meetings be posted for Board, membership, and public review not less than one (1) week following each Board meeting.[29]

6.53.   It is recommended that quorum for Board meetings be fixed at seven (7) Board Members.[30]

6.54.   It is recommended that should the President be absent from a Board meeting then the Vice-President shall chair and if both are absent the Directors will elect from amongst themselves a Chair Pro Tempore to chair that particular meeting.

6.55.   It is recommended that Board Members should, with certain justifiable exceptions, provide written notice not less than one (1) meeting in advance of any business they wish to bring before the Board for deliberation.

6.56.   It is recommended that Board meetings be livestreamed and recorded except for those portions of the meetings deemed in-camera by the Board.[31]

6.57.   It is recommended the Board meet at least monthly.

6.58.   It is recommended that the Board conduct a collective self-evaluation against the Board's own performance expectations at the end of each quarter (i.e. during the months of July, October, January, and April).

6.59.   It is recommended that collective office space and other work-related necessities be made available to Board Members for their use in the exercise of their duties.

6.60.   It is recommended that each Board Member holds regular office hours at least two (2) business days a week during the academic year and that such office hours be coordinated insofar as possible to maximize coverage of regular business hours each week.

---

[29] Minutes are, broadly, records of actions taken or failed to be taken i.e., motions put and passed or defeated, not verbatim records of what was said.
[30] If the number of overall Board Members were changed then the quorum should consequently be changed to 50%+1 of that number.
[31] Legitimate in-camera issues would be matters related to personal privacy, law enforcement, student safety, government or institutional relations, confidential personnel matters, confidences or advice from management, and information subject to legal privilege.

6.61.   It is recommended that the association produce an annual public report to be released to the ownership each year.

6.62.   It is recommended that a non-student external contractor be appointed as the Returning Officer to oversee the annual election and referenda processes supported by the Corporate Secretary.

6.63.   It is recommended that election procedures be made as simple and permissive as possible within the confines of open, fair, and transparent processes and the restrictions legitimately imposed on such processes by UW.

6.64.   It is recommended that the Elections & Referenda Committee continue to oversee elections and rule on disputes arising from election processes (i.e. both alleged misconduct by candidates and/or their campaigns brought forward by the Returning Officer and alleged misconduct by candidates and/or their campaigns or the Returning Officer/election team brought forward by candidates and/or association members).

6.65.   It is recommended that the Elections & Referenda Committee receive training and professional development on the principles of procedural fairness.

6.66.   It is recommended that the Elections & Referenda Committee be granted authority to order remedies for valid misconduct complaints up to and including: overturning decisions of the Returning Officer, disqualifying candidates, and/or nullifying results and ordering new elections and referenda.

6.67.   It is recommended that following the end of the appeals period for election and referenda processes the Elections & Referenda Committee meet to validate election and referenda results and, if satisfied, recommend to the Board their final ratification.

6.68.   It is recommended that the association seek to classify its annual election process as its Annual General Meeting and any special election processes as Special General Meetings for the purposes of complying with the Ontario *Not-for-Profit Corporations Act*. It is further recommended that the association seek a legal opinion to this effect.[32]

6.69.   It is recommended that the association eliminate the Full-Time Staff class of membership and that no full-time staff members be permitted to be members of the association unless they are otherwise entitled to under another class of membership.

6.70.   It is recommended that the association's bylaws be made amendable by a majority vote of the membership in a referendum. It is further recommended that the question shall be

---

[32] The *Ontario Not-for-Profit Corporations Act* requires/permits that an AGM do five things (1) elect the Board of Directors, (2) appoint an auditor and present the latest audited financial statements, (3) amend bylaws, (4) set membership dues, and (5) address member proposals. Given the size of the membership, a physical AGM cannot both meet these requirements and allow full membership participation. Also, given that the annual election process does for most student associations what AGMs do for smaller corporations, it would make sense to try to 'combine' these processes. Sections 53 and 59 of the Act make it seemingly possible to do this but legal counsel would need to clarify. It's understood that WLUSU operates on this basis as well. If legal counsel advises this is not possible then the association must adopt a compliant method of addressing these issues.

determined by either a two-thirds (2/3) majority vote of the Board or a signed petition of the bona fide signatures of not less than ten (10) percent of members collected over not more than thirty (30) days. It is also further recommended that notice be not less than thirty (30) days and quorum be set at ten (10) percent of the membership.

6.71.   It is recommended that, excepting automatic annual CPI adjustments, the association's membership dues and levies be modifiable solely by a majority vote of the membership in a referendum. It is further recommended that the question shall be determined by either a two-thirds (2/3) majority vote of the Board or a signed petition of the bona fide signatures of not less than ten (10) percent of members collected over not more than thirty (30) days. It is also further recommended that notice be not less than thirty (30) days and quorum be set at ten (10) percent of the membership.

6.72.   It is recommended that staff develop and implement a full, comprehensive, and ongoing program of consumer/beneficiary feedback and participation.[33]

6.73.   It is recommended that the entire management complement receive training on the new governance model to understand how the system functions and everyone's place within its hierarchy, particularly that student elected officials are collectively the highest governing authority of the association.

6.74.   It is recommended that the association redraft its bylaws to reflect the recommendations outlined here insofar as they are appropriately enshrined at the bylaw-level.

6.75.   It is recommended that the association review and revise all policies & procedures to conform with this new model. It is further recommended that the association divide its new policies between the governance-level policies approved and amended by the Board and the administrative-level policies approved and amended under the authority of management.[34]

6.76.   It is recommended that the association produce a revised governance handbook to reflect the changes instituted as a result of this report.[35]

---

[33] A good resource to consult when developing this is the International Association for Public Participation's (IAP2) spectrum of public participation found here:
https://cdn.ymaws.com/www.iap2.org/resource/resmgr/pillars/Spectrum_8.5x11_Print.pdf. It's also important, inasmuch as possible, to have a clear division between ownership consultation and consumer/beneficiary feedback and participation. Information can be collected simultaneously but should be divided between the Board (for ownership) and management (for consumers/beneficiaries) for analysis and decision-making.

[34] Governance policies would broadly cover areas such as Board roles, responsibilities, & codes of conduct; Board committee terms of reference; Board self-evaluation; Executive Director-level HR; staff codes of conduct; financial planning & budgeting; audit; long-range planning; elections & referenda; ownership consultation; annual governance calendar; compliance oversight; risk management; etc., Administrative policies would broadly cover areas such as non-Executive Director-level HR; financial administration & reporting; corporate records management; IT; customer service; procurement; asset management; etc., A good rule of thumb is to strive to have no more than 75-100 pages of governance policies, excluding bylaws and incorporating documents.

[35] The information and style of the current handbook is excellent save for describing a deficient governance system. Revising it to accurately describe the proposed system should be sufficient.

6.77. It is recommendation that association advocacy priorities & positions be established in position papers drafted by the Department of Advocacy Support & Strategic Relations for approval by the Board.

6.78. It is recommended that the association undertake a comparable governance review of all of its constituent subsidiaries (e.g. Faculty Societies, Affiliated College Student Unions, etc.,) to ensure they also follow best governance practices for organizations of their particular size and level of development.

6.79. It is recommended that the staff, under the supervision of the Executive Director, provide oversight of Societies, Clubs, and other constituent subsidiaries in accordance with the parameters of Board policy.

6.80. It is recommended that the association seek to amend any agreements, MOUs, institutional and/or external governance documents, etc., insofar as such amendments will be consequent from the adoption of the proposed governance model.

APPENDIX A: LIST OF DISCUSSION QUESTIONS

1. Is the governance system of your student association robust, respected, and being improved? What is your assessment of the current governance system of your student association? Is the system democratic and effective?

2. What are the greatest governance challenges you have encountered in your interaction with the association as a student/board member/executive/staff person? What are the greatest strengths of the association?

3. Why is it important to review the association's governance now? What has changed or is different compared to previous periods of time?

4. What is your assessment of student association executive (president/vice president), board member, and staff accountability to each other and the student body? Based on your knowledge and experience, are there any changes you would recommend to improve accountability?

5. What strategies has your association used to include members of underrepresented groups in decision-making, including women, BIPOC students, students in different programs, etc.? Can you identify successful or unsuccessful attempts to increase participation? Why did these attempts succeed or fail? How would you assess your association's inclusion of underrepresented groups? What strategies would you suggest to improve inclusion? How does your association measure successful inclusion?

6. What strategies has your association used to increase student participation in association elections? What is your assessment of the strategies your association has used? In your experience, why is student participation in association elections so low? What strategies or policy changes would you propose to increase student participation?

7. How does your association determine its plans, advocacy positions, and priorities? What consultation processes are used by your association to gather diverse feedback and engage students?

8. How would you describe the current political-administrative relationship between student leadership and staff in the association? What strategies are used by the association to facilitate training and a smooth transition between administrations? What governance best practices are used to ensure accountable and efficient administration? From your experience, what changes would you propose to current association structure?

APPENDIX B: LIST OF PARTICIPANTS

Board Chair Abbie Simpson
President Benjamin Easton
General Manager Suzanne Burdett

Vice Presidents Focus Group:
- Matthew Schwarze
- Catherine Dong
- Stephanie Ye-Mowe

Past Executives Focus Group:
- Matthew Gerrits
- Jill Knight
- Andrew Clubine (written submission)
- Chris Lolas (written submission)

Board of Directors Focus Group:
- Alana Guevara
- Kanan Sharma

Council Focus Group #1:
- Amelia Cammy
- Vincent Macri
- Frances Hallen

Council Focus Group #2:
- Edward Yang
- Jaskaran Dhillon
- Arnav Gupta
- Nashmia Aamir
- Vicky Ikeno
- Caroline Chen (written submission)
- Sonia Ismail (written submission)
- Delainey Sybil Lindstrom-Humphries (written submission)

Senior Staff Focus Group:
- Pratik Patel
- Brian Schwan
- Prashant Kumar Patel
- Dave McDougall (written submission)
- Melissa Thomas (written submission)

Past Councillors and Directors Focus Group:
- Alexander "AJ" Wray (written submission)

Focus Group:
- Mike Cimetta
- John Hunte

APPENDIX C: DOCUMENTS REVIEWED

Ontario Not-for-Profit Corporations Act 2010
University of Waterloo Act 1972
Board of Governors Bylaw 1
Senate Bylaw 1: Business and Affairs of Senate
Senate Bylaw 2: Committees and Council of Senate
Senate Bylaw 3: Selection of Members of Senate
Senate Bylaw 4: Naming of Additional *ex-officio* members of Senate
Council Handbook: A Guide for Students and Members of Students' Council
WUSA Charter
WUSA Bylaws
WUSA Policies
Students' Council Procedures
Board of Directors Procedures
Elections & Referenda Procedures
MOU Federation of Students-Societies Agreement
2014 Governance Review: Governance Effectiveness Assessment Report
OUSA Official Bylaw #1