

VIA E-MAIL

Date: January 31, 2023

To: University of Victoria Students' Society Board of Directors

From: Cruz Advisors (Martin Cruz, BA, GSP, MPA & Brittany Lausen, BBA)

RE: **Recommendations – Governance Review**

EXECUTIVE SUMMARY

Cruz Advisors is pleased to present a series of governance-related recommendations to the University of Victoria Students' Society ("UVSS"). The recommendations are based on the work conducted as part of the governance review. Cruz Advisors has conducted:

- interviews of former and current student leaders, as well as excluded managers (Findings Report);
- analyzed Nicole Lee Consulting's Equity, Diversity, and Inclusive ("EDI") Presentation from December 2020 (EDI Report); and
- conducted an environmental scan through research of other Canadian student organizations (Environmental Scan Report).

This report outlines the following recommendations:

1. Consider and adopt (or aspects of it) the principles of the Policy Governance Framework;
2. Review the faculty-based representation to determine future composition of the Board;
3. Remove Advocacy Representatives from the Board;
4. Develop a strong training curriculum for all elected student leaders;
5. Establish a culture of learning for Board members;
6. Hire a Neutral Facilitator (Chair) for Board meetings;
7. Implement the one-staff model;
8. Revitalize the Election process;
9. Review the Lead and Non-Lead Director compensation and work hours; and
10. Abolish the Director of International Student Relations position.

BACKGROUND

The UVSS circulated a Call for Proposals in early 2022 for an external third-party company to develop insights, implications, and recommendations related to its governance structure. Referred to as the "UVSS governance review", it required the third-party to interview former and current members of the Board to outline the UVSS' strengths, weaknesses, opportunities, and threats (SWOT), review and incorporate the findings outlined in the EDI Presentation, and conduct an environmental scan of governance structures of other Canadian student organizations.

Cruz Advisors has submitted three reports, referred to as the Findings, EDI, and Environmental Scan Reports. Each outlined the research and work conducted over the past couple of months. These reports are used as supporting evidence to the recommendations presented in this report. While the intention of the recommendations is to be used as foundation for the UVSS's governance structure, the final decision rests with the UVSS Board, as the highest governing body, to determine the direction the organization should head to.

RECOMMENDATIONS & ANALYSIS

This section is broken down into the recommendations. Each recommendation outlines an analysis including benefits and potential challenges should the recommendation be enacted. Each recommendation also includes a suggested timeline for implementation.

1. Consider and adopt (or aspects of it) the principles of Policy Governance Framework.

The Policy Governance Framework is a system of governance composed of 10 principles. It is one of the few existing governance systems that can be applied to any type of organization, according to its creator, Dr. John Carver. The 10 principles, if used correctly, can certainly offer benefits to the UVSS. **It is recommended that the UVSS adopt the principles of the Policy Governance Framework.**

Benefits

One, it will engage the Board to focus on its job, rather than the operations of the organization. This would eliminate the need for the Board to be meticulously involved with the operations of the UVSS. Student organizations are student-led, but ran by staff who are professionals with experience to ensure student funds are used appropriately and effectively.

Two, it will eliminate a Board member's unnecessary involvement with matters that staff itself is paid to make decisions on. PG "draws the line" on what decisions ought to rest with the Board and what are delegated to the staff. This would free up time for the Board members to actually engage with the students, and if needed, take the time required to be away from the hustle and bustle of student leadership. This is one strategy in dealing with student leader burnout.

Three, a set of Board related policies indicating its own job would certainly foster accountability. The expectations are clearly outlined for both every individual member of the Board to read and understand. This includes setting clear expectations (particularly those that are human resources related) for Leads.

A breach of any of the expectations would certainly lead to consequences, which are also listed within the set of policies. The monitoring of these policies means accountability is at the forefront of every Board conversation.

Fourth, it clarifies roles and prevents overlap of duties and responsibilities. The Policy Governance Framework prevents confusion, lack of trust to prevail, and fundamentally engages everyone to perform what has been delegated to them. This prevents tasks from being dropped.

Challenges

Implementation of a new governance system takes time and resources. It is estimated that transitioning to a Policy Governance Framework will take up to three years.

High-level Information of PG Principles

The information below is a brief synopsis, high-level, presentation of how the Policy Governance Framework ought to work within the UVSS context.¹ Further research and conversation with Policy Governance consultants is required to fully understand how it will work when it is fully integrated within the UVSS.

Principle 1: Ownership

The Board understands that it acts as the informed voice and agent of the students, who are the legal owners of the UVSS. All students are stakeholders, but not all stakeholders are students. As a legal entity under the Societies Act, the Province of British Columbia is a stakeholder. As a partner, the University is also a stakeholder to the UVSS.

Principle 2: Position of the Board

The Board ensures that the organization is successful. It means its strategic mission and vision are upheld. It is not an advisory to the staff but rather, it is an active link within the hierarchy.

Principle 3: Board Holism

The Board speaks as a whole and not as individuals. Instructions are made as a whole and no one voice prevails over the others. Individual Board members have no authority to instruct staff and have no authority to change policy.

Principle 4: Ends Policies

These are written policies that the Board uses to define its expectations of what the UVSS should produce, for whom, and at what cost. This is one of the four policy sets within Policy Governance.

Principle 5: Board Means Policies

These are written policies that the Board uses to outline its job results, practices, delegation style, and discipline that make up its own job. This includes job expectations

¹ The Policy Governance principles belong to the Authoritative Source (John & Miriam Carver). The principles have been re-written to mould into the UVSS context, but much of the information is gathered from Govern for Impact's Principles and Model Consistency Framework: <https://www.governforimpact.org/assets/docs/Principles%20consistency%20framework.pdf>

for the Leads. Board means policies form two of the policy sets within Policy Governance: Governance Process & Board-Management Delegation.

Principle 6: Executive Limitations

The Board defines in writing its expectations about the means of the operational organization. Rather than prescribing, board chosen means (which would enable its Lead Staff² to escape accountability for attaining Ends), these policies define limits on operational means thereby placing boundaries on the authority granted to its Lead Staff.

Principle 7: Policy Sizes

This means that policies are developed from high-level and are further defined for the Lead Staff to provide reasonable interpretation.

Principle 8: Clarity and Coherence of Delegation

The identification of any delegatee must be unambiguous as to the authority and responsibility. No subparts of the Board, such as committees or officers, can be given jobs that interfere with, duplicate, or obscure the job given to the Lead Staff.

Principle 9: Any Reasonable Interpretation

More detailed decisions about Ends and operational means are delegated to the Lead Staff, if there is one. If there is no Lead Staff (or if there are multiple, much like the UVSS), the Board must delegate to two or more delegatees, avoiding overlapping expectations or causing confusion about the authority of various employees.

In case of Board-related matters, reasonable interpretation is delegated to the Chief Governance Officer, unless part of the delegation is explicitly delegated to someone (for example, a committee). The delegatee has the right to use any reasonable interpretation of the applicable board policies.

Principle 10: Monitoring

The Board must monitor organizational performance against previously stated Ends policies and Executive Limitations policies. The purpose of monitoring is for discovering if the organization achieved the Ends within the Executive Limitation policies based on the reasonable interpretation of the Lead Staff. Monitoring also constitute as a performance evaluation of the UVSS' Lead Staff.

Note that the recommendation states "aspect of it". While Policy Governance is composed of 10 principles, and it is advisable to adopt all to see the Framework's full potential, it is also permitted to adopt certain principles (particularly the first three) to move the needle along on improving the governance structure of the organization.

² "Lead Staff" within the UVSS context means Excluded Manager(s), those that report directly to the Board.

Overall, the Policy Governance Framework addresses the three major issues noted in the Findings Report. SAIT Students' Association and Wilfrid Laurier University Students' Union both use the Policy Governance Framework.

2. Review Faculty-Based Representation from At-Large to determine composition of the Board.

Moving to faculty-based representation is not necessarily the correct response to address the issue of having one faculty "dominating" the Board. It is important to carefully assess data before shifting the composition of the Board. This could influence the quality of candidates running for Board positions, the ability to make decisions (voting, not meeting quorum), and voter turnout. **It is recommended that the UVSS maintain the faculty-based representation for at-least two years and gather data.** UVSS must determine the benefits and challenges, especially with the shift in demographics after the pandemic restrictions have been lifted. Using the data, the UVSS can determine what direction to take pertaining to the Board composition.

Benefits

This recommendation recognizes the motion arising from the 2021 Annual General Meeting. It respects the decision of the members and should only be ignored if significant rationale is provided.

The data arising from the next two election cycles could provide strong rationale as to why faculty-based representation should be kept or replaced.

Potential Composition Replacement

If faculty-based representation does not work for the UVSS, **it is recommended that the UVSS decrease its Board composition to seven at-large members and assign (as opposed to elect) them to faculties to represent.** Note that the University of Victoria currently has nine faculties. The UVSS can combine four of its smallest faculty into two, based on population, and assign them to an elected Director. The purpose of assigning faculties is to ensure Ownership Linkage (some refer to it as membership engagement) occurs. This means Directors engage with students from the faculties that have been assigned to them whether it be through an event, table hours, on-going conversations, etc.

Seven is a number provided to ensure the Board can still outvote the Leads at Board Meetings. It is a check and balance for the UVSS. A smaller board promotes efficiency and effectiveness. The UVSS can allocate more time in training and provide the resources every Board member needs in order to make a decision. Furthermore, a smaller board also ensures that all voices are heard during discussions.

An example of Board Composition³:
Five Lead Directors

³ Example is generated from UVic's enrollment numbers from 2021.
https://www.uvic.ca/institutionalplanning/assets/docs/enrolment/enrolment_uj_eets.pdf

Director 1 - Business, Fine Arts
 Director 2 - Education
 Director 3 - Engineering & Computer Science
 Director 4 - Human & Social Development, Law, Students without an assigned faculty
 Director 5 - Humanities
 Director 6 - Science, Medical Science
 Director 7 - Social Science

The UVSS should attempt to assign Board members from the faculty they belong in.

3. Remove Advocacy Representatives from the Board.

While several organizations listed in the Environmental Scan have both faculty representatives along with group representatives (equivalent to advocacy representatives for the UVSS), most of the group representatives are also elected similar to the way faculty representatives are elected. However, the UVSS' relationship with its advocacy groups is unique in that they are given direct funding and space. They have become a part of the organization's operations. As such, **it is recommended that Advocacy Representatives are removed as voting members on the Board.**

Benefits

This addresses some of the confusion flagged in the Findings Report. All advocacy representatives should be treated the same as they are all considered as a UVSS service provided to its members and as such, they should remain within the operational level.

Furthermore, this ensures that all Board members are elected similarly. This prevents the Board from having two-tiers: those that have been elected, and those that have been appointed by their respective group.

Advocacy Representatives can advocate to the Board for additional funding, event support, etc. by submitting a report or form to the Board for consideration. **It is recommended that the Board establish a process (a Procedure) that ensures advocacy representatives have direct access to elected student leaders and to the Board.**

4. Develop a strong *governance* training curriculum for all elected student leaders.

Training and on-boarding are an important, if not the most important, part of the cycle of a student organization⁴. Training should occur immediately when their term commences. There are three components that the UVSS should be mindful of when developing a training curriculum:

- Governance - What is it that Board members need to know in order to govern properly;

⁴ The annual cycle is attached as an appendix to this report.

- Mission and Vision - What is it that UVSS stands for and strives to achieve; and
- General Skills-based Learning (e.g., body language, public speaking, confidence, etc.).

The Findings Report is clear that there seems to be little to zero understanding of what “governance” is and what it entails. As such, **it is recommended that the UVSS develop a new training curriculum for its student leaders based on the three points noted above.** This can be achieved for the upcoming term. It is also important to collect data after the training session and continuously listen to feedback received from student leaders in order to develop the succeeding training curriculum. This can be achieved via survey, direct conversations, etc., but ensure that information collected is captured and acted upon.

5. Establish a culture of learning for Board members.

Further to the preceding recommendation, **it is recommended that the UVSS establish a culture of learning for Board members by introducing professional development series that is timely and relevant to their needs.** Continuous education is also a part of the student leader cycle.⁵ The UVSS should invest in its student leaders to retain them, while also ensuring they are honing existing or developing new skills that could be of value to them when they enter the workforce.

Benefit

This fosters UVSS strength in building strong leaders and a strong alumni of student leaders. This also ensures that student leaders feel valued, an action to combat student leader burnout. Equity, Diversity, Inclusion, and Indigenization could be included as an additional education course for student leaders.

Challenges

Professional development can be costly, but the UVSS should fund it for its Board members to foster and hone leadership skills. It is important to invest in the student leaders to hone and develop skills that the UVSS can certainly benefit from. The UVSS can also pull resources from advocacy groups to provide training to student leaders.

6. Hire a Neutral Facilitator for Board Meetings.

It is recommended that the UVSS hire a Neutral Facilitator (or Chair) to facilitate Board Meetings. The Neutral Facilitator must have knowledge of the rules of order UVSS uses and can remain neutral during discussions.⁶ The Neutral Facilitator is the go-to individual for the UVSS for information and guidance regarding agendas and meetings - whether it be for a regular meeting or the Annual General Meeting.

Benefits

⁵ See Appendix for the cycle.

⁶ An error was corrected on January 31, 2023. “Robert’s Rules” was replaced with the appropriate wording in accordance with s. 4.10 of the UVSS Constitution and Bylaw.

This will enable all members of the Board to be on the same level and promote the one member, one vote. This removes any perceived or real conflict from the elected official chairing the meeting. Furthermore, the rules of order used by the UVSS and rules listed within the Bylaw and applicable policies are enforced without anyone feeling attacked.

Having a Neutral Facilitator during annual general meetings also ensures all meeting rules are enforced while maintaining the respect needed to conduct business.

Challenges

Again, this is an added cost, but it is worth spending the money to ensure proper discussions take place.

7. In line with the Policy Governance Framework, implement the one-staff model in which only one Manager reports to the Board.

Like most of the student organizations listed within the Environmental Scan, **it is recommended that the UVSS move into the one-staff model.** This means the Board oversees only one employee and the rest is the responsibility of the sole employee. This format is fairly consistent within the not-for-profit industry, including student organizations.

Benefits

This addresses several issues addressed in the Findings Report, particularly one regarding inconsistencies and lack of clarity. The “Lead Staff” is the sole staff that is responsible for connecting operations with governance and providing reasonable interpretation to Ends and Executive Limitation policies established by the Board.

When it comes to accountability, it would be the Lead Staff’s responsibility to ensure all employees within the organizational chart adhere to a set of standards both established by the Board and listed under operational policies. Furthermore, the Lead Staff acts as the sole point of contact for business related matters for the Board, further eliminating the need for an employee to go directly to a student leader for issues related to operations.

Challenges

There are significant challenges to this due to the current staffing complement for the organization. The restructuring may take some time, but it is recommended that this move be in alignment with the roll out of the Policy Governance Framework.

8. Revitalize the Election process.

One of the themes listed in the Findings Review and one of the topics brought up during the EDI presentation is the toxic and heavily regulated Election process. **It is recommended that the UVSS establish a working group after the 2023 Elections & Referenda to review the Electoral Policy.** The UVSS Electoral Office should conduct a survey after the elections to determine what went well and what should be fixed for

the next election and present this as part of its report for the 2023 Elections & Referenda (transparency). The working group would then be responsible for reviewing the feedback received and determining what is reasonable and what can be adopted as part of the organization's electoral processes.

During the Findings Review, respondents noted that the campaign expectations are too stringent. Rules are also inconsistently applied as well as the ramification(s) for breaching an electoral policy. Furthermore, the EDI presentation noted that the Election process is toxic. This must be addressed using fact-based data and as such, a post-election survey of candidates is a critical component of the revitalization of the Electoral Policy. It is time to modernize the process, ask why such rules exist, and if there is no metric in place to *actually* enforce a rule, then perhaps it is no longer needed.

Benefits

Elections for student organizations is free marketing for the organization itself promoted by the prospective student leaders. As such, it is important that rules do not create barriers for candidates. Revitalizing the Electoral Policy may entice more candidates to run in the position and create a positive election season. This can lead to higher voter turnout.

Challenges

This is a time-consuming project that could take up to two years to see its full benefit. There will not be any changes this upcoming election season. Cruz Advisors also anticipates that changes will not be ready for a By-Election, should one occur in the Fall. Ideally, the working group should present a revised copy of the Electoral Policy to the Policy Development Committee by November 2023, if the UVSS would like to see the new Policy in action for the 2024 Spring Elections & Referenda.

9. Review the Lead and Non-Lead Director compensation and work hours.

While compensation is an operational matter, Cruz Advisors **recommends that the UVSS reviews its compensation rate and model for the Leads and Non-Lead Directors and establish a strong policy that indicates limitations and parameters on compensation increase.** This is a critical step in addressing student leader burnout.

Compensation for Leads & Hours

According to the UVSS 2023 Draft Budget, Leads are scheduled to earn approximately \$39,446/annually per position or \$18.87/hour (based on a 1% annual increase as indicated in bylaw). The governance review also focuses on addressing student burnout and attrition of Leads and non-Lead Directors. This is also identified in the EDI Presentation. It was identified in the EDI Presentation that the UVSS does not pay well and that student leaders are underpaid for the work they perform. This recommendation will help target student burnout by providing some relief for the financial strain put on students in post-secondary. As per the Environmental Scan Report, compensation for Lead Directors (or Executives) varies as well as benefits. This could certainly depend on

organizational size, positional responsibilities, and the cost-of-living for the area the organization is located in. When setting parameters for compensation, the cost of living for the area should be considered.

The Bylaw indicates that Lead Directors are expected to work a “minimum of 20 paid hours and may work up to 35 paid hours a week”. The language and the range permit inconsistencies in workload and role expectation. It permits inconsistencies in that one or two Leads can work 35 hours, while the rest work for 20. While the Leads receive payment for the work conducted, the inconsistencies in workload can lead to resentment and be a reason for a breakdown of a team. The number of hours worked by all Leads must be similar to create balance among the leadership team. **It is recommended that the UVSS establish clear and consistent hour expectations for all Lead Director positions.**

Honorarium for Non-Leads Directors

It is recommended that how non-Lead Directors receive honorarium is reviewed. Perhaps establishing a 3-hour model for honorarium in that if a meeting lasts for more than 3 hours, non-Leads will receive additional compensation. Another consideration is to have compensation tailored to Board meetings or an end-of-term report. The UVSS will need to step outside the norm of monthly payments in order to recruit and retain student leaders for non-Lead Director positions.

Benefits

Increasing compensation will entice students to work hard as their compensation makes them feel valued. The compensation reflects the responsibility and magnitude of the position they hold. Furthermore, it will decrease stressors brought by the financial burden of post-secondary education.

Challenges

Increasing the compensation amount for the 11 non-Lead Directors will have an impact on the organization’s bottom line, and increase the amount budgeted for the Board of Directors.

10. Abolish the Director of International Student Relations position.

This recommendation is in alignment with the recommendation pertaining to the removal of advocacy representatives from the Board. To ensure consistencies within the Board, **it is recommended that the Director of the International Student Relations is abolished.** The Board does not need to have an international student representing international students, Leads should be representing and advocating on behalf of all students, including international students. The responsibility should be divided between the Leads. For instance, the Director of Outreach and University Relations should be meeting with the International Centre for Students to gather key information pertaining to international students. The Directors of Student Affairs and Events should consider ways to engage with international students, while the Director of

Campaigns and Community Relations determine ways to make tuition and ancillary fees affordable for all students, including international students.

Under the Constitution and Bylaw that will come into effect on May 1, 2023, the Director of International Student Relations is required to work a minimum of 15 hours/week but may work up to 20 hours/week. It would be the only position that is not faculty-based which would also create inconsistencies with the removal of advocacy representatives from the Board.

Benefits

This recommendation creates consistency with positions of Lead Directors and non-Lead Directors. It further emphasizes the difference between governing and representing.

Challenges

The UVSS will need to pivot and ensure engagement takes place from a holistic approach. Leads will have to focus beyond the norm and ensure issues brought by advocacy representatives and international students are at the forefront.

This change would also require the Bylaws to be revised. Timeline for this recommendation can be implemented the same time advocacy representatives are removed from the Board.

CONCLUSION

The governance review is an important step in modernizing the UVSS and hopefully address some of the issues flagged in the Findings and EDI Reports such as student burnout. The recommendations above, backed by research, assists the UVSS in this task.

Please do not hesitate to contact Cruz Advisors for any questions regarding the recommendations or support in implementing them.

Appendix A: **Student Leader Annual Cycle**

