

## 1.5.4 Board of Directors Meetings

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1. In order that the business of the Society can be handled in a regular manner, the Executive Assistant will, prior to the January meeting of the Board, draft the schedule of Board Meetings for the period June 1st to the following May 31st for approval by the Board.
  - 1.1. Normally Board Meetings will be held on the third Wednesday of the month, with a minimum of eight meetings each year, usually scheduled between August and June.
  - 1.2. The schedule shall normally contain provision for two Policy Weekends each year, one in the Fall and one in the Spring.
  - 1.3. The schedule will take into account term breaks, holidays, and regularly scheduled conferences/conventions/meetings (CAUT, BC Federation of Labour, FPSE, etc.) as required.
2. If calling a Board Meeting is not possible or practical, a motion of the Board may be decided by e-mail or other form of electronic polling as per bylaw 7.5.
  - 2.1. To allow for reasonable consideration of a motion being voted on electronically, the motion will first be circulated for comment, with no vote, and the opportunity for comment will be open for a minimum of 48 hours.
  - 2.2. Once comments have been heard, the President may request a decision from the Board. As per bylaw 7.5, if all Directors currently in office agree electronically to the resolution, the resolution can be entered into the minutes of the Board.
3. Attendance at Board Meetings is restricted to Board members with guests invited by way of a motion or consensus. FSA Staff may also attend by invitation of the Chair.
4. At the start of each term, Directors will read and sign the FSA Directors Agreement and Code of Conduct (see Appendix).

## Appendix: FSA Directors Agreement

I \_\_\_\_\_ voluntarily agree that as a member of the BCIT Faculty & Staff Association Board of Directors, I have a legal and moral responsibility to ensure that the FSA does the best work possible in pursuit of its goals. I believe in the purpose and mission of the FSA and I shall act responsibly and prudently as a steward.

As part of my responsibilities as a member of the Board of Directors, I shall:

- Perform my duties so as to honour the trust of the membership that elected me.
- Become familiar with and comply with all applicable statutes and regulations applying to non-profit organizations, the FSA's constitution and by-laws, and the policies lawfully adopted by the Board.
- Fairly represent the interests of FSA members in employment matters.
- Ensure appropriate oversight of FSA services and operations.
- Provide leadership in establishing the vision, values and strategic direction of the FSA.
- Uphold and strengthen the reputation of the FSA in the community.
- Accept my fiduciary and fiscal duty – along with other members of the Board of Directors - to ensure that the FSA and all of its resources are dedicated to the benefit of its membership. To that end, I shall:
  - Monitor progress and spending against the strategic plan and budget, and
  - Ensure that the FSA maintains effective internal financial and management controls and has identified and managed major opportunities and risks.
- Accept my legal responsibility - along with other members of the Board of Directors - for the FSA. To that end, I shall:
  - Act in the best interests of the FSA, and declare any conflict of interest, excusing myself from discussions and votes where I have a conflict of interest;
  - Refrain from using my position on the Board for my own personal advantage or to the detriment of the interests of the FSA;
  - Accept my responsibility to carry out the duties of a member of the Board of Directors in a diligent manner; and
  - Protect confidential information that the FSA is entrusted with and accept my duty to only use information about individual members for the purposes for which it is provided.
- Accept that I have a duty to uphold the decisions of the Board of Directors and the FSA. To that end, I shall:
  - Accept that I have a duty to actively participate in the discussions and the work of the Board of Directors and to ensure that my views are expressed during the Board of Directors decision-making process;
  - Review all information and materials sent to me in connection with the business of the Board of Directors and provide to the Board my best attention and judgment;
  - Respect diversity of opinions among members of the Board of Directors, be respectful and inclusive when speaking, and listen with respect and an open mind.
  - Work in good faith with members of the Board of Directors and staff toward the achievement of FSA goals; and

- Respect the integrity and abilities of my fellow Directors.
- Accept responsibility, along with other members of the Board of Directors, to provide a safe and professional workplace for the staff of the FSA.
- Regularly attend Board of Directors meetings, FSA meetings, and relevant BCIT community events.
- Act in a governance role and avoid decision-making of an operational or administrative nature.

**If I do not fulfill these commitments to the FSA, I will expect the President to contact me and discuss my responsibilities with me. If I am unable or unwilling to fulfill these commitments, I understand that offering my resignation or taking a leave of absence in accordance with the by-laws and policies might be the most appropriate course of action I could take.**

In turn, the BCIT FSA Board of Directors will be responsible to me by:

- Providing me with an orientation of the FSA.
- Providing me with training in my governance responsibilities as a member of the Board of Directors and with opportunities for further development.
- Providing me with timely notice of meetings and documentation in advance of meetings to assist me to prepare adequately.
- Providing me with regular financial reports and updates of organizational activities that will allow me to act in a prudent manner.
- Offering me opportunities to discuss the FSA's goals, services, and activities with the President and the Executive Director and encouraging me to request such opportunities.
- Helping me perform my duties by keeping me informed about issues in the field in which we are working.
- Responding in a professional manner to questions I have that I feel are necessary to carry out my financial, legal, and moral responsibilities to the FSA.
- Working in good faith with me towards achievement of FSA goals.
- Carrying Director and Officer Liability Insurance to indemnify individual members of the Board of Directors against claims arising from errors and omissions; this insurance is negated if there is proof that I, as a member of the Board of Directors, have acted in anything other than the interests of the membership.

**If the FSA does not fulfill its commitments to me, I am encouraged to call on the President and the Executive Director to discuss these responsibilities.**

I have read this form and agree to serve under the expectations described in it.

Date: \_\_\_\_\_ Signed: \_\_\_\_\_  
BCIT FSA Board of Directors Member

The BCIT FSA commits to fulfilling its responsibilities to the Board of Directors Member.

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BCIT FSA President

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BCIT FSA Executive Director

## Revision History

Date	Revision (Brief description)
April 18, 2018	Minor housekeeping revisions and added FSA Director Agreement as an Appendix.
November 24, 2014	Minor housekeeping revisions and formatted in branded policy template
April 17, 2013	Updated to reflect revised bylaws.
May 11, 2011	Revised and Approved
Nov 31/01, Nov 15/03, Apr 19/06	Revisions
Mar 22, 1995	Approved