

Board of Director's Information Sheet

The purpose of this document is to provide new or prospective members of the Journal's board of directors definition of terms on what to expect while sitting on the Journal's board and the language used.

Key Terms:

Robert's Rules:

In general, the Journal's board follows what is own as Robert's Rules of Order. These rules act as a manual to standard governance procedures for boards.

Constitution:

The Journal's constitution can be found at thesmujournal.ca/documents and acts as the society's highest governing document. The constitution is created to guide the organization, prevent abuse of power, and define the Journal's guiding mission. Changes to the constitution may only be made by a majority vote during an Annual General Meeting, and the Journal's board of directors must pass all revision proposals before the AGM.

Agenda:

The meeting agenda is a document that outlines the essential items that will be discussed during a board meeting. The Chair sends the agenda at least 24 hours before a meeting but typically much earlier. This document is never publicly available as its relevance is only to facilitate meeting efficiency.

Minutes:

A board member writes up the minutes during and after every meeting. This document provides a general overview of the meeting's discussions. Meeting minutes are approved by the board at the beginning of the following meeting as part of the "consent agenda" and will then be publicly available on the Journal's website.

Motion:

A motion is an action a board member makes when they wish for the board to vote on an item. Examples include; passing the annual budget, passing a new policy, or appointing a new board member. A motion must be made by a board member (voting or non-voting).

Seconded:

After an item has been motioned for, another board member (voting or non-voting) must second it before the item moves to a formal vote. This is a standard step to ensure that an item has at least some support before a full board vote.

Passing Motion:

For a motion to pass, it must obtain at least 50%+1 unless otherwise defined.

Special Vote:

A special vote is 66.67% of the board must vote in favour of an item instead of 50%+1. These votes only occur when defined by the society's constitution or by a policy.

Board Meetings:

Meetings are typically called for by the Board Chair and require at least 2/3s of the sitting board to be called into order. At a minimum, board meetings must happen at least once in the fall semester, once in the winter semester, and once between the spring/summer semesters. At most, meetings occur as business needs to be discussed. Email motions and committee meetings will happen sporadically independently of an official board meeting. Traditionally, the Journal's board meetings are not made public outside of the meeting minutes.

Chair:

The Board Chair is the head of the board of directors and is appointed by a majority board vote. The Chair holds no voting power except to act as a tie-breaking vote. The Chair can make motions. However, it is inappropriate for them to do so according to Robert's Rules. The Chair calls for meetings, call them into order, and facilitates the conversation.

Vice-Chair:

The Vice-Chair is the Chair's understudy if a Chair cannot attend a board meeting. This position is also elected from within the board by a majority vote. Outside of chairing a meeting in the Chair's absence, the Vice-Chair remains a voting member of the board.

In-Camera:

In-camera is a term used to identify a special section of a board meeting where the conversation is not included in the meeting minutes. It is usual for a board to have matters to discuss before the item becomes public. Those issues may be addressed during an in-camera session, and board members may not discuss those items with anyone not on the board. Motions may still occur during an in-camera session; however, for the sake of member transparency, it's not encouraged. Approved motions must still be tracked within meeting minutes regardless of the in-camera status.

Other Business:

"Other business" is the term used as a catch-all opportunity for any board member to start a discussion on any issues not included on the meeting's agenda.

Consent Agenda:

The Consent Agenda is typically a package of documents containing that meeting's agenda and previous meeting(s) or eVote minutes. This package is approved at the beginning of every meeting and signifies the board's approval to publicize the last meeting minutes.

Conflicts of Interest:

At times the board of directors may discuss topics that overlap with another board member's other commitments. It is the legal responsibility of that board member to be forthcoming about their other obligations to the board at large and, at times, excuse themselves from the discussion or withhold their vote entirely.

Committees:

At times the board may move to form committees. Committees are meant to be smaller meetings of selected board members to discuss and vet potential business before it is brought to the board as a whole. Previous committees have included; a recruitment committee, a hiring committee, and a finance committee. Committee members will often review information or conduct interviews on behalf of the board and bring their findings for a vote at the next board meeting.

AGM:

AGM or Annual General Meeting is a special meeting held annually between May 1 and October 31. This meeting requires at least ten SMU students to be called to order as defined by the Journal's constitution. While anyone may attend the AGM, only SMU students may vote on issues during the AGM. During this, the student-at-large board members' are reappointed for the year, and typically, society updates are given.

Fiscal Year:

The Journal's fiscal year runs from May 1st to April 30th.

Levy:

A levy is a sum collected by Saint Mary's University on behalf of the Journal Publishing Society (and other levied societies). Each SMU student pays a small amount to support the Journal's activities.