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| <b>Executive Cabinet Terms of Reference</b> |                               |  |
| <b>Parent Policy:</b>                       | Union Bylaw                   |   |
| <b>Related Documents:</b>                   | --                            |   |
| <b>Approval Authority:</b>                  | Students' Legislative Council |   |
| <b>Passed:</b>                              | April 13, 2010                |   |
| <b>Amended:</b>                             | August 20, 2024               |   |

## 1 Definitions

- (1) In this document:
  - (a) “**Union Policy**” is defined per the Union Bylaw as “the collection of properly approved policies and procedures enacted by the Students’ Legislative Council or its delegate.”

## 2 Establishment

- (1) The Students’ Legislative Council establishes the Executive Cabinet as a standing committee under these terms of reference.
- (2) The Executive Cabinet is delegated the roles, responsibilities, authorities, and procedural obligations set out in these terms of reference.

## 3 Membership

- (1) The Executive Cabinet comprises the following members:
  - (a) the President (ex-officio, chair).
  - (b) the Vice President Academic (ex-officio);
  - (c) the Vice President External (ex-officio);
  - (d) the Vice President Internal (ex-officio); and
  - (e) the General Manager and/or designate (ex-officio, non-voting).
- (2) The membership of an ex-officio member automatically ends when they cease to hold the position by virtue of which they are a member of the committee.

## 4 Chair Responsibilities

- (1) The chair is responsible for:
  - (a) providing leadership to committee members, to enable the execution of the committee’s role and responsibilities;
  - (b) presiding at committee meetings; and

- (c) acting as the spokesperson for the committee and its work, including to the Students' Legislative Council and elsewhere, as may be appropriate or required.
- (2) In the event of a vacancy of the chair, the committee may appoint another voting member to act as the chair.

## **5 Member Responsibilities**

- (1) Members are responsible for familiarizing themselves with the role of the committee and adhering to these terms of reference and any other applicable **Union Policy**.
- (2) Members are bound by conflict-of-interest provisions in the Union Bylaw.
- (3) Members are expected to:
  - (a) participate actively in the work of the committee, and make sufficient time for their duties as a member;
  - (b) comply with guidelines around confidentiality and the handling of sensitive or protected information;
  - (c) make every reasonable effort to attend all meetings of the committee;
  - (d) participate actively, professionally, and respectfully in meetings of the committee, including by sharing their perspectives and insight, expressing opinions, asking questions, and providing constructive feedback in discussions.
- (4) If a member breaches their obligations and responsibilities under these terms of reference, the chair may initiate the process for disciplinary action against them in line with applicable Union Policy or Students' Union Human Resources policies and procedures.

## **6 Role, Responsibilities, and Authorities**

- (1) The role of the committee is to manage the administrative and executive functions of the Students' Union by providing oversight and decision-making on human-resource based matters on behalf of the Students' Legislative Council.
- (2) The committee is responsible for:
  - (a) assurance of the General Manager's performance, including:
    - (i) developing annual performance targets and compensatory incentives for the General Manager, and ensuring alignment of performance targets with the Students' Union's overall organizational goals and objectives;
    - (ii) providing feedback on the General Manager's performance related to the Students' Union's annual merit compensation program; and

- (iii) approving any incentive compensation related to the General Manager's annual performance targets; and
- (b) recruitment and recommendation processes for the appointment and dismissal of the General Manager, including:
  - (i) overseeing the recruitment of the position of General Manager, and providing a recommendation for appointment to the Students' Legislative Council for approval;
  - (ii) determining whether a case for dismissal of the General Manager for just cause exists, including but not limited to non-performance or misconduct, and providing a recommendation for dismissal to the Students' Legislative Council for approval; and
  - (iii) engaging professional consultants, including legal or human resource recruiting professionals, or both, as needed and subject to compliance with all internal limits on spending and requirements to seek approval of the Students' Legislative Council or its delegates;
- (c) acting in an advisory capacity on the General Manager's oversight of the Students' Union's staffing, including:
  - (i) reviewing the current staffing model and the annual staffing plan;
  - (ii) annual adjustment of current or future staffing plans;
  - (iii) any staff appointments (including position descriptions) or dismissals at the manager level or above; and
  - (iv) reviewing and approving on an as-needed basis any significant organizational downsizing recommendations from the General Manager (i.e., terminations) that would affect more than five per cent of the current Students' Union full-time workforce;
- (d) receiving updates from the General Manager or designate on employee relations and legislated employment standards, including:
  - (i) annual review of the status of the Students' Union's policies and programs that affect staff relations, including employee health and safety, employee assistance programs, and hiring and termination practices; and
  - (ii) confirmation that all policies and programs that have legislated requirements adhere, at minimum, to provincial employment standards; and
- (e) acting in an advisory capacity on the General Manager's oversight of employee compensation and benefits, including:

- (i) annual review of the overall appropriateness of existing total compensation and benefit plans for employees, and ensuring they are consistent with current financial management obligations and priorities, existing labour market conditions, and sound employer-employee relations practices; and
  - (ii) verification of appropriate performance management practices for full-time employees, including the provision of job descriptions for full-time positions, are in effect.
- (3) Subject to any conditions or limitations imposed under **Union Policy**, the committee has the authority to carry out its role and responsibilities.
- (4) The committee does not have the authority to make decisions, except where expressly indicated by a resolution of the Students' Legislative Council, or in **Union Policy**, including these terms of reference.

## 7 Meetings

- (1) The committee will meet when a meeting is called by the chair, the General Manager or designate, or if two other Executives request a meeting.
- (2) The General Manager or designate is responsible for distributing notice of committee meetings, including the date, time, and location of the meeting, an agenda, and any other relevant supporting materials for the meeting at least 24 hours before the scheduled meeting time.
- (3) The accidental omission to send notice of any meeting to, or the non-receipt of any notice by anyone entitled to notice does not invalidate any proceedings at a meeting.
- (4) Quorum for committee meetings is a majority of voting members, including:
  - (a) the chair; and
  - (b) the General Manager or designate.
- (5) The chair is responsible for the orderly conduct of committee meetings and may consult with the most recently published version of *Robert's Rules of Order, Newly Revised* for guidance.
- (6) If means of participation in a meeting virtually or by telephone are made available, members may participate in the meeting through those means, be considered as present at the meeting, and may vote through those means.
- (7) Meetings of the committee are closed to the public.
- (8) At the discretion of the chair and the General Manager or designate, guests may be invited to attend and participate in discussion during committee meetings.

## **8 Special Meetings**

- (1) The chair may call a special meeting of the committee by providing at least 24 hours' notice to all committee members, including a date, time, location, and purpose for the meeting.
- (2) A special meeting is subject to all other meeting procedures described in these terms of reference.

## **9 Voting**

- (1) Only voting members of the committee may move, second, and vote on motions, and each voting member is entitled to one vote.
- (2) All decisions of the committee, except where otherwise specified, require approval by majority vote.
- (3) Votes will be conducted by a show of hands, voice vote, unanimous consent, or, where necessary to maintain confidentiality, secret ballot administered by the General Manager or designate.

## **10 Resolutions in Writing**

- (1) A resolution in writing passed by a majority of voting committee members, including by email or other method of recorded written response, is valid as if it had been passed at a committee meeting.
- (2) Resolutions in writing are only to be used for simple, straightforward motions, or when it is not reasonable or possible to call or wait for a committee meeting, and should be used rarely.
- (3) The committee may approve a resolution in writing electronically, according to the following process:
  - (a) the General Manager or designate will distribute the resolution and an electronic poll, such as by email or digital ballot, to voting members, including a reasonable deadline by which they must cast their vote;
  - (b) the General Manager or designate may extend the deadline to cast votes once, by up to seven days;
  - (c) voting on the resolution will end after the deadline or any extension thereof;
  - (d) a majority of voting members must respond to the poll (either indicating a vote or abstention), otherwise the resolution does not pass, but may be tried again;
  - (e) if the resolution receives the required votes by the end of voting, the resolution is passed;
  - (f) if the resolution does not receive the required votes by the end of voting, it does not pass;
  - (g) the General Manager or designate must tally the votes and inform the committee of the outcome, and include the result in the minutes of the next regular committee meeting.

## **11 Records**

- (1) The General Manager or designate is responsible for:
  - (a) preparing and distributing meeting materials, including an agenda, at least 48 hours in advance of a regular committee meeting;
  - (b) preparing meeting minutes; and
  - (c) providing other administrative supports to the committee, including the preparation and maintenance of committee documents and records.
- (2) Committee records may be requested by contacting the chair or the General Manager or designate in writing, who shall provide the requested documents, subject to redaction or withholding for confidentiality or compliance with applicable law, within 10 business days, if available.

## **12 Reporting**

- (1) All reporting of the committee is subject to confidentiality, established human resource practice, and privacy legislation.
- (2) The chair is responsible for providing an annual written report on committee activities, prepared by the General Manager or designate, to the Students' Legislative Council.

## **13 Review and Amendment**

- (1) The Governance and Oversight Committee is responsible for reviewing this policy at least once every three years.
- (2) Amendments or repeal of these terms of reference requires the approval of the Students' Legislative Council by majority vote.

### **History:**

- April 13, 2010 (Students' Legislative Council): Approved and enacted.
- March 20, 2018 (Students' Legislative Council): Amended.
- January 15, 2019 (Students' Legislative Council): Amended.
- August 29, 2023 (Students' Legislative Council): Amended.
- August 20, 2024 (Students' Legislative Council): Amended.