INTERNAL MEMORANDUM

TO: President
FROM: General Counsel
RE: Governance Review Proposal
DATE: May 6, 2009

Complete a comprehensive review of the internal governance system within the University Students’ Council with an eye to review of the authority over and accountability for the organization.

An intensive review of the governing bodies (council and the board of directors) will be conducted, and their relationship to the management of the organization will be established.

The University Students’ Council undertook to complete a governance review of the organization by way of consultant. Given economic constraints, the USC is unable to fund such a review; however, the organization committed to completing a cursory governmental review of the organization utilizing internal resources. It is expected that the review will be completed and an implementation plan will be developed within a six to eight month period.

To properly complete the governance review, external resources will be utilized to the greatest extent possible. The following resources have been identified:

1. Non-Profit Governance Structures: The University Students’ Council is a non-profit organization, therefore the structure and literature surrounding non-profit organizations will be reviewed.
2. Student Unions: Although it is very difficult to liken the USC to the governance models of other student unions because there is no defined structure for such organizations, a cursory review of the governance structures will be undertaken.
3. Institute of Corporate Directors
4. Institute on Governance
5. Canada Research Chair in Multi-Level Governance

A Review Panel will be established that will carry out the stages of the review. The group will be required to take every measure necessary to maintain an objective process and to devote the requisite time and energies in ensuring that deadlines are met. The Review Panel may enlist the assistance of other staff within the organization to carry out specific functions, including stakeholder engagement.

The process will begin in May/June, 2009. Any process will require constant evaluation and revision. Every effort will be taken to complete the entire process with sufficient time for extensive stakeholder engagement at every stage. It is anticipated that this review will be completed within six to eight months.

STAGE ONE: Detailed Review of the Organization
A review will take place providing a detailed overview of the organization, including its mission, its strategic plan, its management team, its governance structure, its governing documents and its procedures and practices put in place. All members of the review panel will get to know the organization as best as possible, and ideally brought to the same or similar level of knowledge.

The Review Panel will strive to identify the principles by which the organization and each level of the organization operate. General statements will be developed that will support the research conducted, stakeholder engagement undertaken, and the resulting recommendations and implementation plan.

**STAGE TWO: Identification of Stakeholders & Their Interests**

**Stakeholders**

Identifying the stakeholders and their interests will take two forms:

1. Identification and classification of our stakeholder groups for the USC as an organization, and,
2. Identification of which stakeholder groups may impact the governance review process and therefore should be engaged during the governance review. The greatest amount of stakeholder engagement will be sought.

**Forms of Stakeholder Engagement**

Various forms will be employed throughout the process, including:

1. Surveys
2. Anonymous feedback forms
3. Direct lines of questioning
4. One on one meetings
5. Written submissions
6. Discussion groups
7. Progress reviews with specific stakeholders

The specific type of stakeholder engagement will be dependant upon how to best obtain the information being sought. Each phase of the project may vary, and may include more than one form of engagement.

**STAGE THREE: Examination of the Organization**

Although additional elements of the governance structure of the organization may be identified during the first two stages, and during the third stage as well, the following specific areas will be specifically addressed:

- The governance model
- Organizational decision-making processes
  - What the processes are
  - How are they communicated
  - What accountabilities are established
- Council (including)
  - Composition
  - Scope of Authority
  - Role Clarity
  - Expectations
- Board of Directors (including)
  - Skills Matrix
  - Scope of Authority
  - Role Clarity
  - Expectations
STAGE FOUR: Report & Recommendations

A report with a series of recommendations will be prepared. The report will take into consideration all of the information gathered and research conducted during the previous stages. The report will be presented to the appropriate review and decision making bodies for input. Once commitment has been received from the organization regarding the recommendations it would support being reflected in an implementation plan, stage five will commence.

STAGE FIVE: Implementation Plan

An implementation plan will be drafted. The draft plan will be reviewed and commented upon prior to the final plan being presented for approval.

Review Processes

It is noted that during any review processes made during the stages of the Governance Review, engagement of many different individuals and groups will only produce a better product. Every effort will be made to reasonably maximize the number of review bodies; however, it is not the intention of the Panel to permit the potential review processes to materially impact the expected completion date for the Governance Review.