



Policy on the Board of Directors

Effective Date: November 2021

1. Purpose and Scope

The purpose of this policy is to outline the roles, responsibilities, and procedures related to the Board of Directors, its officers and committees not covered in Institute By-Laws and other policy.

2. Board Authority

The Board may exercise its authority through direction given to the Executive Committee, the President, and the COO and Executive Secretary of the Institute.

Except as noted above, neither the Board nor its members issue orders directly to Institute employees. Institute employees are managed by the Institute's Management Committee.

The Board may, as it deems necessary, establish committees of the Board in accordance with the Institute's By-Laws. The Board may refer any matter to these committees as they see fit.

3. Board Meetings

Meetings will be scheduled in accordance with the availability of the members of the Board, recognizing the frequency of meetings and the requirement to permit a balance between union activities and family life.

All members of the Board are expected to attend Board meetings. Absence from a Board meeting is dealt with in accordance with the Institute's By-Laws.

Board Meetings, other than Closed Sessions, are open to any member of the Institute.

At the beginning of each calendar year, the Board shall select a parliamentarian for Board meetings.

Internal documents to be discussed at Board meetings will normally be available in both official languages. Documents received from outside the Institute will not normally be translated. Agenda items, with sufficient detail on the issue to be discussed, are normally submitted to the COO and Executive Secretary's office at least 2 weeks in advance of the Board meeting.

4. Meeting Minutes

Minutes are taken at all regular and special meetings of the Board of Directors. The minutes contain formal motions and a short summary of the discussions that take place. Copies of the minutes of Board meetings are not normally distributed beyond the members of the Board until after they have been approved at the next regular meeting of the Board. However, when necessary, Board decisions and/or directives will be distributed as soon as possible to the appropriate individual(s). Once the minutes of a Board meeting have been approved, Minutes of the Open Session shall be posted on the website.



All votes taken on all motions of the BOD will be recorded votes and will be included in the published minutes of the BOD, while respecting the privacy of members. This record will consist of the full content, originator and vote (yea or nay) for each motion by each member. **(AGM 2021)**

Notwithstanding the above, detailed Minutes are not taken during Closed Sessions of the Board. For each decision made during a Closed Session, the Board shall determine whether the record of this decision shall be published. If the record for a decision is to be published, it shall be considered to be an integral part of the Minutes of the Open Session. Violation of the confidentiality of Closed Sessions of Board meetings shall be considered a matter subject to disciplinary action in accordance with Institute By-Laws and Regulations.

5. Roles and Responsibilities of Members of the Board

The roles and responsibilities of Members of the Board include, in addition to their responsibilities under the Canada Corporations Act:

- speaking on behalf of the Institute on issues as authorized by the President;
- participating, as required, on Standing Committees and Ad Hoc Committees as established by the Board;
- submitting, in a timely fashion, a written report to the Board on the activities in their respective areas of responsibility;
- actively working on their portfolios assigned by the President; and
- submitting all expense claims for reimbursement within one hundred and eighty (180) days after the date on which the expenses were incurred. If a claim is not received within the aforementioned time frame, ten percent (10%) of the adjusted and approved amount claimed will be deducted each month thereafter.

6. Additional Roles and Responsibilities of Regional Directors

In addition to the roles and responsibilities noted in the above section, Regional Directors have additional roles and responsibilities, including:

- chairing and/or coordinating the Regional Stewards Council and the Regional Council in their respective jurisdictions, in consultation with the Regional Executive and Institute staff;
 - submitting, in a timely fashion, a written report to the Board on motions resulting from Regional Council meetings;
 - preparing a newsletter to the members of their respective Regions;
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- promoting work site visits, the creation of Branches and Sub-Groups where appropriate, and the recruitment of Stewards, in cooperation with their Regional Executives and Institute staff;
 - meeting quarterly the day before or after a Board meeting; and
 - promoting regional consultation with departments and separate employers in accordance with the Institute Policy on Consultation Committees.
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7. Invitations to Attend Meetings of Constituent Bodies

The Board supports the principle of members of the Board attending Regional Council Meetings, Regional Steward Councils, Group, Sub-Group, and Branch Annual General Meetings (AGMs), and other significant events upon invitation by the Executives of these constituent bodies.

The President or Executive Committee will determine which member(s) of the Executive Committee will attend these meetings. It is generally accepted that Regional Directors will attend meetings in their Region to which they have been invited. Where it has been determined that a Regional Director will attend a Branch AGM, and that Regional Director is unable to attend, the Regional Director may designate another member of the Regional Executive to attend. Attendance at meetings outside of their region is at the discretion of the President.

8. Travel & Compensatory Salary

Travel expenses and salary replacement, in accordance with Institute policy, is paid to members of the Board for attendance at meetings of the Board, and to any other member required by the Board to attend meetings of the Board.

To claim travel expenses and salary replacement for other official Institute activities, members of the Board must first obtain authorization for those activities by the Board or the President. When attending regional events, members of the Board may be reimbursed for expenses related to meals, accommodations, and incidentals, in accordance with Institute policy, for the following:

- to host members in travel status, the day prior to and/or the day of the regional events, or
 - to tend to meeting logistics for regional events.
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9. Hospitality Expenses

From time to time, there may be a benefit to the Institute to extend hospitality to Institute members or to outside parties with whom we work or wish to work. As with any other expenditure, hospitality expenditures must be for the purpose of advancing the Institute's aims.

At the beginning of each calendar year, the Board will establish the maximum amount of hospitality expenses which will be reimbursed for the positions of President, Vice-Presidents, Regional Directors and the Advisory Council Director.



Claims for reimbursement of hospitality expenses are submitted to the Finance Section for processing, and will indicate the purpose of the expenditure and the names of the persons receiving the hospitality. Hospitality expenses are approved by the President and are subject to review by the Finance Committee.

**10. Retirement and
Departure Gifts**

If the Board wishes to recognize the departure or retirement of a Board member, the maximum amount of that gift shall be \$100.

**11. Significant PIPSC
Expenditures on
New Initiatives**

Expenditures of more than \$500K on new initiatives shall be approved by the PIPSC Annual General Meeting. **(AGM 2020)**
