

Policy on the Institute's Board of Directors

Preamble

The Institute is governed by its members at General Meetings of the Institute. Between those General Meetings, the control of the Institute is in the hands of members through an elected Board of Directors (herein after referred to as the Board) , Executive Committee, and President who implement policy and manage operations between General Meetings of the Institute.

1. Effective Date

This policy is effective as of March 2, 2018

2. Policy Objective

To outline roles, responsibilities, and procedures related to the Board of Directors not covered in Institute By-Laws, Regulations, and other policy.

3. Composition of the Board

The composition of the Board is as defined in the Institute's By-Laws.

4. Authority of the Board

The authority of the Board is as defined in the Institute's By-Laws. The Board may exercise its authority through direction given to the Executive Committee, the President, and the 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.

5. Board Meetings

The frequency and timing of Board meetings is as defined in the Institute's By-Laws. 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.

Simultaneous interpretation is provided at all 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

Executive Secretary's office at least 2 weeks in advance of the Board meeting.

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, a precis will be posted on the Institute's web site.

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.

6. 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.

7. 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

8. 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;
- 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, and
- promoting regional consultation with departments and separate employers in accordance with the Institute Policy on Consultation Committees.
- the Regional Directors will normally meet quarterly the day before or after a Board meeting. **(BOD – March 2018)**
- promoting regional consultation with departments and separate employers in accordance with the Institute Policy on Consultation Committees.

9. Additional Roles and Responsibilities of the President and Vice-Presidents

All members of the Executive Committee will publish status reports every two months. Those reports will be posted to the PIPSC Web site. **(AGM – November 2011)**

10. 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.

Travel expenses and salary replacement, in accordance with Institute policy, is paid to members of the Board for carrying out other official Institute activities, as authorized by the Board or the President.

Expenses related to meals, accommodations, incidentals and hospitality, in accordance with Institute policy, are paid to members of the Board, when incurred;

- 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. **(BOD – January 2014)**

11. 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. **(BOD – March 2015)**

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.

12. 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. **(BOD – August 2015)**