

Chronology of STLHE Board Discussions Relevant to Request for a Special Meeting Spring 2021

This Chronology has been compiled by Miriam Carey, STLHE Secretary, in response to a request for information to be presented at a Special Meeting requested by the membership via email received on May 10, through a requisition (as per by-law section 6.2).

The Chronology covers January 2020 to May 2021 and is based on a review of Board meeting minutes along with notes of Executive Committee meetings as requested. It also includes the record of relevant electronic votes. The Chronology is a result of excerpting material from these sources that related to the topics listed in the requisition email and does not represent a complete statement of Board minutes, Executive Committee notes, or Board e-votes; rather, this Chronology represents a summary of the minutes, notes, and e-votes related to by-law changes and other matters mentioned in the request for a Special Meeting.

As requested, topics scanned for included changes in financial oversight processes, powers of the executive committee, awardee memberships, areas where membership has the right to vote, elections, board composition, committees and groups, structure, and by-laws or policies. Additionally, information is included that members might find interesting in terms of the Board's operations and supports.

Questions or comments may be made via email to Miriam Carey at secretary@stlhe.ca

January 2020

Board Meeting – January 17, 2020

- AOR launched the new STLHE newsletter to the membership and made a proposal about our website.
 - AOR had won contracts in the fall of 2019 with STLHE for communication and the conference.
- An RFP went out within a week of this Board meeting for an administrative unit to support the Board.

February 2020

Board Meeting – February 24, 2020

- The Board reviewed the preliminary budget.
- AOR reported on the communications and the conference.
- Representatives of the administration units recused themselves and the Board voted unanimously to award a five-year contract to AOR to provide STLHE with administrative services. A transition plan was enabled to move from the previous administrator to AOR.

March 2020

Executive Committee meeting – March 18, 2020

The Executive Committee decided to take two motions to the upcoming STLHE Board meeting:

1. **EXECUTIVE COMMITTEE MOTION:** That the STLHE Board of Directors cancels the annual conference of the Society scheduled for June 2020.
2. **MOTION:** That the STLHE Board of Directors tasks the Executive Committee with looking at all the implications of cancelling the conference from a Societal point of view (e.g., STLHE Board meetings, AGM, Awards and retreat, etc.) and empowers it to take immediate actions on behalf of the Board if necessary.

Additionally, the Executive Committee reviewed the final 3M Agreement and agreed it was complete and ready for sign-off.

Board Meeting – March 23, 2020

- The new 3M agreement was passed and signed.
- The STLHE budget was presented and approved with one abstention.
- The conference was cancelled with deep regret due to the COVID pandemic.
- The Executive Committee agreed to meet weekly to manage emergent issues associated with the pandemic.

Executive Committee meeting – March 25, 2020

1. STLHE Board members' full contact information, including home postal addresses, will be gathered by AOR to comply with the *Canada Not-for-profit Corporations Act*.

Now and going forward the position held by AOR Principal, Michelle MacDonald, will be titled "Executive Director" of STLHE.

April 2020

Executive Committee meeting – April 1, 2020

1. We agreed to review our by-law at our June meeting, make revisions and put them before the membership either before our next AGM (in a Special Meeting) or at our next AGM in June 2021.
2. We agreed that, at least once a year, the President and Executive Director of STLHE should be on the agenda of constituent groups.
3. Nominations for the three Board positions up for election (President, Publications, and Student Advocacy) are to be encouraged from the Board and CJSOTL senior editors; the Secretary was tasked to action this item.

Executive Committee meeting – April 8, 2020

1. Pat Maher, incoming Chair of the 3M Council of Fellows, has been invited to the next Executive Committee meeting on April 15 and will begin orientation to the Board. We will make an Executive motion that he join the STLHE Board of Directors as 3M Council Chair.
2. A Board Member orientation package will be prepared in time for our June meeting.
3. The draft code of conduct will be presented to the Board for approval via Executive motion at the next Board meeting on April 17, 2020.
4. The draft policy and undertaking re: confidentiality will be presented to the Board for approval via Executive motion at our next Board meeting on April 17, 2020. The signed undertakings would be held by AOR.
5. The draft policy regarding privacy/content use on the websites will be presented to the Board for approval via Executive motion at our next meeting on April 17, 2020. The motion will state that STLHE and all its communities will use this statement going forward.
6. The decisions taken in these Executive meetings will be circulated to the Board and will be updated weekly.

Board Meeting – April 17, 2020

- The Board reserved June 8 for its all-day retreat.
- Pat Maher was elected to the Board as Chair of the 3M Council of Fellows.
- The Board stuck the 3M Fellowship Terms of Reference Committee, an ad hoc committee focused on implementing the new agreement within the next three months.

- The Board approved the following operational policies: a Code of Conduct, Confidentiality Policy and Confidentiality Undertaking, Privacy and Content Use on all STLHE websites.
- A new Director orientation package is in development.

Record of e-votes – April 29, 2020

THAT in accordance with the decision of the Board to hire AOR Solutions, an association management firm based in Prince Edward Island, to provide Secretariat services to the Society for Teaching and Learning in Higher Education, a motion be put to the membership at the next Annual General Meeting pursuant to the *Not-for-Profit Corporations Act* that Article 4 of the Articles of Incorporation for the Society, which identifies the province or territory in Canada where the registered office is situated, be amended to replace the word “Ontario” with the words “Prince Edward Island”; and

THAT consequentially, By-Law No.1 of the Society be amended in Article 2.2. to replace the word “Ontario” with the words “Prince Edward Island”.

Carried

May 2020

Executive Committee meeting – May 15, 2020

1. The draft electronic votes policy will be presented as an Executive motion for discussion and approval to the Board at the meeting scheduled for May 22, 2020.
2. The Board discussed and aligned on a general approach/agenda for the all-day Board meeting scheduled for June 8, 2020, engaging the Executive Director to lead us through a critically important conversation on governance.

Board Meeting – May 22, 2020

- The Board approved an e-votes (electronic voting) policy (**carried** with one abstention).
- The theme of the retreat on June 8 will be governance and Directors were asked to complete a questionnaire in advance of that retreat.

June 2020

Retreat Day – June 8, 2020

- Reports were received from all portfolios
- Discussion of the conference and membership renewal suggested that STLHE might see a decline of membership renewals with the cancellation of the conference.
- All outgoing Directors were thanked.
- The governance conversation resulted in the Board striking an ad hoc committee to report on governance recommendations to be made to the Board in its September meeting.
- The minutes of June 8, 2020, note:

- that the Board hoped to be moving in a new direction, compliant with the *Canada Not-for-profit Corporations Act* by December 2020;
- that the by-law and policies would be amended by December and taken before the membership at the AGM in June 2021; and
- that this governance work was deemed confidential by the Board.

Record of e-votes – June 16, 2020

THAT the STLHE Board of Directors elect Carolyn Hoessler (incoming Chair of the Educational Developers Caucus (EDC)) and Melanie Hamilton (incoming Chair of Scholarship of Teaching and Learning Canada (SoTL Canada)) to the SLHE Board of Directors.

Executive Motion

Carried

July and August 2020

- The Ad Hoc Committee on Governance met every two weeks over the summer to work on recommendations to the Board for September.

September 2020

- The Ad Hoc Committee on Governance held its last meeting on September 10, 2020, in advance of the Board meeting.

Executive Committee Meeting – September 17, 2020

- The Executive Committee has decided to meet both before and after STLHE Board meetings this autumn, given the workload that is in front of the Board.

Board Meeting – September 24, 2020

- The Secretary noted that the report from the Ad Hoc Governance Committee was in its final revision stages and would be presented to the Board within the next two weeks for review.

October 2020

Special Board Meeting on Membership Issues – October 8, 2020

- The Board passed a motion that all STLHE awards will provide a two-year free membership with the exception of the Christopher Knapper Lifetime Achievement Award and the Alan Blizzard Award.
- The Board passed a motion that you must be a STLHE member in order to occupy or continue to occupy a leadership position within the Board, constituency groups, SIGs, or TLNs and/or to be an adjudicator of awards; non-compliance shall not exceed three months.

Board Meeting – October 22, 2020

- The Treasurer reported that she and AOR met with the Treasurers of the constituency groups for budget planning purposes (NB: the budgets of these groups are part of the STLHE budget).
- Re: governance, the President suggested that the Board look only at legal compliance with the *Act* at this point.

Executive Committee Meeting – October 29, 2020

1. EXECUTIVE MOTION: That individuals who become new members of STLHE prior to December 31, 2020, shall be entitled to a 15-month membership in their first term (three months free). This shall be an electronic vote held in accordance with our e-vote policy.
2. The Executive Committee supports the creation of an Ad Hoc Membership Committee for the duration of this academic year, to be chaired by the Treasurer.
3. The Executive Committee agreed that a half-day retreat will be designed during December, rather than the usual full-day. An agenda will be developed at the next meeting in November. The Secretary will canvass Board members for possible dates asap.
4. The Executive Committee agreed that the Ad Hoc Governance Committee's report shall be submitted to the Board for information once it is complete. The Executive Committee will then take leadership of the governance conversation at that point.

November 2020

Record of e-votes – November 2, 2020

MOTION: THAT individuals who become new members of STLHE prior to December 31, 2020, shall be entitled to a 15-month membership in their first term (three months free).

Carried

The Board Meeting scheduled for November 18, 2020, was cancelled.

Executive Committee Meeting – November 26

1. EDC EDI – The President will invite all Board Directors to attend the EDC Special Meeting in December.
2. December retreat and agenda: The Board won't meet at all on December 3 and will add an extra hour to the meeting on December 16, 2020. The Secretary will email the Board of Directors. (NB: Have heard from members privately and are being responsive to end of term pressures). This outlines a partial agenda for the December 16, 2020, meeting:

- a. Treasurer to take 15 – 30 minutes on budget and process with the intention that, at the regular meeting later in December (or in the January meeting at the latest), the Board will vote on it.
- b. Vice-President to take 30 minutes. Board to discuss the conference in 2021. The Board needs to be advised and then can open up call for proposals. Vice-President will email the Board in advance.
- c. Ad Hoc Committee on Governance Report will be submitted to the Board – Executive Summary to note must-have changes right away (to ensure compliance with the *Act*); by-law changes need to be prepared for the AGM in June. It is important to distinguish what changes must occur now because of non-compliance with the *Act* and what changes can be implemented with more time, given the maturity of the Society.

December 2020

Board Meeting – December 16, 2020

- The Secretary provided a high-level overview of the Ad Hoc Committee on Governance’s Report to the Board, noting that detailed discussion would commence in the New Year.

January 2021

Executive Committee meeting – January 14, 2021

- The budget will not come to a vote in the January meeting as several items remain outstanding (like information about the conference). Instead, there will be a detailed conversation about the budget in the Board meeting next week.
- The Executive Committee decided that decisions recommended in the governance report, specifically regarding compliance with the *Act*, will be brought before the Board monthly.

Board Meeting – January 21, 2021

- The Board unanimously approved a motion to approve, in principle, the move to a bespoke governing by policy model as outlined in the report from the Ad Hoc Committee on Governance.

February 2021

Board Meeting – February 25, 2021

- The Secretary’s Report was tabled to the next Board meeting, along with three motions to align the Society with the *Canada Not-for-profit Corporations Act*.

- The Board was considering a Town Hall regarding governance.

March 2021

Board Meeting – March 25, 2021

- The Board unanimously **carried** three motions creating financial policies in the areas of signing authorities, procurement, and investment.
- In terms of governance, three critical motions regarding by-law revision, in principle, were **carried** unanimously:
 - That ex-officio positions were be removed from the by-law;
 - That any Director vacancies arising would be elected by the entire membership as Directors of the Society, in alignment with the *Act* (current terms not yet expiring will be grandfathered in); and
 - That the election of Officers (President, Vice-President, Treasurer, and Secretary) along with any Board positions with specific portfolio responsibilities would be elected by the Board at its first meeting after the AGM.
- In addition, revisions to the language of Policy 10 were approved unanimously (to eliminate language regarding the removal of Directors, as only the membership can do that; and the addition of provisions for acknowledgement of receipt of critical communications).

April 2021

Board Meeting – April 22, 2021

- The Board approved the language revisions to the by-law as required by its motions of the March 25 meeting, which revisions have been reviewed by STLHE legal counsel on governance, Ms. Jordyn Allen of Miller Thomson.
- The Board unanimously adopted a new Directors' Responsibilities form and each Director committed to signing the form within one week.
- Two Town Halls were being considered: one on governance and one on EDI issues.

May 2021

- Provided an **Information Session** for members on Governance, via Zoom, on May 20, 2021.
- Received a request for a **Special Meeting** on Governance on May 10, 2021. Notice was delivered on May 26, 2021.